

HARTE HANKS INC
Form 4/A
April 14, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRANKLIN LARRY

(Last) (First) (Middle)

200 CONCORD PLAZA DR.,
SUITE 800

(Street)

SAN ANTONIO, TX 78216

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HARTE HANKS INC [HHS]

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2002

4. If Amendment, Date Original Filed(Month/Day/Year)
06/07/2002

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/15/2002		G	V Amount (D) 10,000 (1)	\$ 0 3,371,861	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN LARRY 200 CONCORD PLAZA DR., SUITE 800 SAN ANTONIO, TX 78216		X		

Signatures

Sloane Levy, Power of Attorney
 04/13/2006
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares were omitted from the reporting person's Form 4 filed to report transactions during the month of May, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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Interest income

—

(111,631
)

(589
)

(190,345
)

300,623

(1,942
)

Interest expense (income)

—

72,212

(1,543
)

(44
)

—

70,625

Income before income taxes
297,637

234,311

Explanation of Responses:

326,470

446,393

(833,867
)

470,944

Income taxes

—

68,752

95,793

8,814

(52
)

173,307

Net income

\$

297,637

\$

165,559

Explanation of Responses:

\$
230,677

\$
437,579

\$
(833,815
)

\$
297,637

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Condensed Consolidating Statement of Comprehensive Income

Year Ended May 31, 2014 (in thousands)	Cintas Corporation	Corp. 2	Subsidiary Guarantors	Non-Guarantors	Eliminations	Cintas Corporation Consolidated
Net income	\$374,442	\$162,263	\$205,009	\$20,809	\$(388,081)	\$374,442
Other comprehensive (loss) income, net of tax:						
Foreign currency translation adjustments	—	—	—	(9,787)	—	(9,787)
Change in fair value of derivatives	—	—	—	(228)	—	(228)
Amortization of interest rate lock agreements	—	1,952	—	—	—	1,952
Other	—	—	(1,629)	(3)	—	(1,632)
Other comprehensive income (loss)	—	1,952	(1,629)	(10,018)	—	(9,695)
Comprehensive income	\$374,442	\$164,215	\$203,380	\$10,791	\$(388,081)	\$364,747

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Condensed Consolidating Statement of Comprehensive Income

Year Ended May 31, 2013 (in thousands)	Cintas Corporation	Corp. 2	Subsidiary Guarantors	Non-Guarantors	Eliminations	Cintas Corporation Consolidated
Net income	\$315,442	\$98,748	\$216,727	\$32,793	\$(348,268)	\$315,442
Other comprehensive (loss) income, net of tax:						
Foreign currency translation adjustments	—	(12)	—	(1,075)	—	(1,087)
Change in fair value of derivatives	—	(187)	—	—	—	(187)
Amortization of interest rate lock agreements	—	1,952	—	—	—	1,952
Other	—	—	782	—	—	782
Other comprehensive income (loss)	—	1,753	782	(1,075)	—	1,460
Comprehensive income	\$315,442	\$100,501	\$217,509	\$31,718	\$(348,268)	\$316,902

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Condensed Consolidating Statement of Comprehensive Income

Year Ended May 31, 2012 (in thousands)	Cintas Corporation	Corp. 2	Subsidiary Guarantors	Non-Guarantors	Eliminations	Cintas Corporation Consolidated
Net income	\$297,637	\$165,559	\$230,677	\$437,579	\$(833,815)	\$297,637
Other comprehensive (loss) income, net of tax:						
Foreign currency translation adjustments	—	(18)	—	(17,797)	—	(17,815)
Change in fair value of derivatives	—	(5,604)	—	318	—	(5,286)
Amortization of interest rate lock agreements	—	1,508	—	—	—	1,508
Other	—	—	(575)	24	—	(551)
Other comprehensive loss	—	(4,114)	(575)	(17,455)	—	(22,144)
Comprehensive income	\$297,637	\$161,445	\$230,102	\$420,124	\$(833,815)	\$275,493

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Condensed Consolidating Balance Sheet

As of May 31, 2014 (in thousands)	Cintas Corporation	Corp. 2	Subsidiary Guarantors	Non-Guarantors	Eliminations	Cintas Corporation Consolidated
Assets						
Current assets:						
Cash and cash equivalents	\$—	\$73,540	\$399,525	\$40,223	\$—	\$513,288
Accounts receivable, net	—	366,629	97,869	43,929	—	508,427
Inventories, net	—	215,974	20,745	9,650	4,870	251,239
Uniforms and other rental items in service	—	374,666	112,467	38,240	(18,836)	506,537
Income taxes, current	—	1,549	(1,549)	—	—	—
Prepaid expenses and other current assets	—	7,058	14,752	4,380	—	26,190
Total current assets	—	1,039,416	643,809	136,422	(13,966)	1,805,681
Property and equipment, at cost, net	—	533,665	225,677	96,360	—	855,702
Investments	321,083	2,081,094	893,647	1,015,343	(3,852,810)	458,357
Goodwill	—	—	1,211,716	55,807	(112)	1,267,411
Service contracts, net	—	51,248	53	4,374	—	55,675
Other assets, net	1,378,100	8,900	2,189,527	9,044	(3,565,945)	19,626
	\$1,699,183	\$3,714,323	\$5,164,429	\$1,317,350	\$(7,432,833)	\$4,462,452
Liabilities and Shareholders' Equity						
Current liabilities:						
Accounts payable	\$(465,247)	\$(545,526)	\$1,092,545	\$30,281	\$38,017	\$150,070
Accrued compensation and related liabilities	—	56,581	22,590	5,855	—	85,026
Accrued liabilities	—	79,614	208,983	11,876	(746)	299,727
Income taxes, current	—	—	4,915	1,045	—	5,960
Deferred tax (asset) liability	—	(510)	80,575	8,780	—	88,845
Long-term debt due within one year	—	773	(270)	—	—	503
Total current liabilities	(465,247)	(409,068)	1,409,338	57,837	37,271	630,131
Long-term liabilities:						
Long-term debt due after one year	—	1,309,611	(10,380)	500	746	1,300,477
Deferred income taxes	—	(6)	251,924	(5,874)	—	246,044
Accrued liabilities	—	—	92,069	873	—	92,942
Total long-term liabilities	—	1,309,605	333,613	(4,501)	746	1,639,463
Total shareholders' equity	2,164,430	2,813,786	3,421,478	1,264,014	(7,470,850)	2,192,858
	\$1,699,183	\$3,714,323	\$5,164,429	\$1,317,350	\$(7,432,833)	\$4,462,452

Condensed Consolidating Balance Sheet

As of May 31, 2013 (in thousands)	Cintas Corporation	Corp. 2	Subsidiary Guarantors	Non-Guarantors	Eliminations	Cintas Corporation Consolidated
Assets						
Current assets:						
Cash and cash equivalents	\$—	\$54,511	\$247,070	\$50,692	\$—	\$352,273
Marketable securities	—	—	5,680	—	—	5,680
Accounts receivable, net	—	355,429	96,569	44,051	—	496,049
Inventories, net	—	201,260	25,584	10,342	3,254	240,440
Uniforms and other rental items in service	—	363,662	113,024	38,917	(18,851)	496,752
Income taxes, current	—	4,172	3,437	1,493	—	9,102
Prepaid expenses and other current assets	—	7,450	12,909	4,171	—	24,530
Total current assets	—	986,484	504,273	149,666	(15,597)	1,624,826
Property and equipment, at cost, net	—	631,480	259,586	95,637	—	986,703
Investments	321,083	1,614,354	879,861	760,489	(3,474,262)	101,525
Goodwill	—	—	1,449,445	68,115	—	1,517,560
Service contracts, net	—	88,157	166	3,830	—	92,153
Other assets, net	1,377,039	13,151	1,818,336	8,414	(3,194,075)	22,865
	\$1,698,122	\$3,333,626	\$4,911,667	\$1,086,151	\$(6,683,934)	\$4,345,632
Liabilities and Shareholders' Equity						
Current liabilities:						
Accounts payable	\$(465,247)	\$(561,454)	\$1,084,986	\$24,728	\$38,016	\$121,029
Accrued compensation and related liabilities	—	54,591	17,642	5,817	—	78,050
Accrued liabilities	—	67,490	193,261	11,837	(767)	271,821
Deferred tax (asset) liability	—	(534)	68,765	8,938	—	77,169
Long-term debt due within one year	—	8,436	(249)	—	—	8,187
Total current liabilities	(465,247)	(431,471)	1,364,405	51,320	37,249	556,256
Long-term liabilities:						
Long-term debt due after one year	—	1,310,384	(11,020)	848	767	1,300,979
Deferred income taxes	—	(6)	216,368	(5,879)	—	210,483
Accrued liabilities	—	—	75,571	851	—	76,422
Total long-term liabilities	—	1,310,378	280,919	(4,180)	767	1,587,884
Total shareholders' equity	2,163,369	2,454,719	3,266,343	1,039,011	(6,721,950)	2,201,492
	\$1,698,122	\$3,333,626	\$4,911,667	\$1,086,151	\$(6,683,934)	\$4,345,632

Condensed Consolidating Statement of Cash Flows

Year Ended May 31, 2014 (in thousands)	Cintas Corporation	Corp. 2	Subsidiary Guarantors	Non- Guarantors	Eliminations	Cintas Corporation Consolidated
Cash flows from operating activities:						
Net income	\$374,442	\$162,263	\$205,009	\$20,809	\$(388,081)	\$374,442
Adjustments to reconcile net income to net cash provided by operating activities:						
Depreciation	—	110,100	44,856	13,264	—	168,220
Amortization of intangible assets	—	20,547	153	1,942	—	22,642
Stock-based compensation	29,875	—	—	—	—	29,875
Gain on deconsolidation of Shredding	—	(111,661)	—	5,220	—	(106,441)
Shredding transaction asset impairment charge	—	—	16,143	—	—	16,143
Shredding transaction costs	—	—	26,057	—	—	26,057
Deferred income taxes	—	(2)	47,373	(262)	—	47,109
Changes in current assets and liabilities, net of acquisitions of businesses:						
Accounts receivable, net	—	(53,053)	(1,300)	(1,878)	—	(56,231)
Inventories, net	—	(14,735)	4,839	450	(1,616)	(11,062)
Uniforms and other rental items in service	—	(11,004)	557	(973)	(15)	(11,435)
Prepaid expenses	—	(386)	(1,844)	53	—	(2,177)
Accounts payable	—	25,573	23,246	(18,374)	1	30,446
Accrued compensation and related liabilities	—	5,778	4,947	206	—	10,931
Accrued liabilities	—	50,008	4,897	(689)	21	54,237
Income taxes, current	—	2,621	9,902	2,690	—	15,213
Net cash provided by operating activities	404,317	186,049	384,835	22,458	(389,690)	607,969
Cash flows from investing activities:						
Capital expenditures	—	(123,978)	(9,591)	(12,011)	—	(145,580)
Proceeds from redemption of marketable securities	—	—	5,659	48,537	—	54,196
Purchase of marketable securities and investments	—	(152,913)	(242,956)	(48,537)	378,548	(65,858)
Proceeds from Shredding transaction, net of cash contributed	—	180,000	—	(641)	—	179,359
Acquisitions of businesses, net of cash acquired	—	(13,199)	—	(20,242)	—	(33,441)
Other	13,783	(50,446)	8,108	12,173	11,163	(5,219)
Net cash provided by (used in) investing activities	13,783	(160,536)	(238,780)	(20,721)	389,711	(16,543)
Cash flows from financing activities:						

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Proceeds from the issuances of debt	—	—	(2,445) 2,445	—	—
Repayment of debt	—	(8,436) (106) 376	(21) (8,187
Proceeds from exercise of stock-based compensation awards	41,902	—	—	—	—	41,902
Dividends paid	(93,293	) —	—	(27	) —	(93,320
Repurchase of common stock	(370,599	) —	—	—	—	(370,599
Other	3,890	1,952	8,951	(14,324	) —	469
Net cash (used in) provided by financing activities	(418,100	) (6,484	) 6,400	(11,530	) (21	) (429,735
Effect of exchange rate changes on cash and cash equivalents	—	—	—	(676	) —	(676
Net increase (decrease) in cash and cash equivalents	—	19,029	152,455	(10,469	) —	161,015
Cash and cash equivalents at beginning of period	—	54,511	247,070	50,692	—	352,273
Cash and cash equivalents at end of period	\$—	\$73,540	\$399,525	\$40,223	\$—	\$ 513,288

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Condensed Consolidating Statement of Cash Flows

Year Ended May 31, 2013 (in thousands)	Cintas Corporation	Corp. 2	Subsidiary Guarantors	Non- Guarantors	Eliminations	Cintas Corporation Consolidated
Cash flows from operating activities:						
Net income	\$315,442	\$98,748	\$216,727	\$32,793	\$(348,268)	\$315,442
Adjustments to reconcile net income to net cash provided by operating activities:						
Depreciation	—	16,647	135,345	13,672	—	165,664
Amortization of intangible assets	—	21,077	200	2,436	—	23,713
Stock-based compensation	23,310	—	—	—	—	23,310
Deferred income taxes	—	—	53,916	(5,893)	—	48,023
Changes in current assets and liabilities, net of acquisitions of businesses:						
Accounts receivable, net	—	(25,206)	(15,326)	(2,172)	—	(42,704)
Inventories, net	—	9,034	(5,292)	626	6,629	10,997
Uniforms and other rental items in service	—	(26,364)	(11,590)	(4,077)	(2,148)	(44,179)
Prepaid expenses	—	507	(3,620)	(168)	—	(3,281)
Accounts payable	—	(55,802)	75,034	5,794	(3)	25,023
Accrued compensation and related liabilities	—	(9,206)	(3,977)	22	—	(13,161)
Accrued liabilities	—	(5,416)	38,099	(829)	19	31,873
Income taxes, current	—	1,110	206	10,712	—	12,028
Net cash provided by operating activities	338,752	25,129	479,722	52,916	(343,771)	552,748
Cash flows from investing activities:						
Capital expenditures	—	(39,975)	(131,208)	(25,303)	—	(196,486)
Proceeds from redemption of marketable securities	—	—	13,899	147,579	—	161,478
Purchase of marketable securities and investments	—	(683)	(31,075)	(158,378)	11,672	(178,464)
Acquisitions of businesses, net of cash acquired	—	(67,431)	112	(2,051)	—	(69,370)
Other	(60,918)	58,589	(315,519)	(15,609)	332,118	(1,339)
Net cash used in investing activities	(60,918)	(49,500)	(463,791)	(53,762)	343,790	(284,181)
Cash flows from financing activities:						
Proceeds from the issuance of debt	—	250,000	638	(638)	—	250,000
Repayment of debt	—	(225,866)	445	(196)	(19)	(225,636)

Explanation of Responses:

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Proceeds from exercise of stock-based compensation awards	14,807	—	—	—	—	14,807
Dividends paid	(79,723)	—	—	(21)	—	(79,744)
Repurchase of common stock	(215,681)	—	—	—	—	(215,681)
Other	2,763	(3,989)	769	653	—	196
Net cash (used in) provided by financing activities	(277,834)	20,145	1,852	(202)	(19)	(256,058)
Effect of exchange rate changes on cash and cash equivalents	—	—	—	(61)	—	(61)
Net (decrease) increase in cash and cash equivalents	—	(4,226)	17,783	(1,109)	—	12,448
Cash and cash equivalents at beginning of period	—	58,737	229,287	51,801	—	339,825
Cash and cash equivalents at end of period	\$—	\$54,511	\$247,070	\$50,692	\$—	\$352,273

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Condensed Consolidating Statement of Cash Flows

Year Ended May 31, 2012 (in thousands)	Cintas Corporation	Corp. 2	Subsidiary Guarantors	Non-Guarantors	Eliminations	Cintas Corporation Consolidated
Cash flows from operating activities:						
Net income	\$297,637	\$165,559	\$230,677	\$437,579	\$(833,815)	\$297,637
Adjustments to reconcile net income to net cash provided by (used in) operating activities:						
Depreciation	—	102,613	40,613	12,605	—	155,831
Amortization of intangible assets	—	33,114	393	4,827	—	38,334
Stock-based compensation	20,312	—	—	—	—	20,312
Deferred income taxes	—	—	56,411	316	—	56,727
Changes in current assets and liabilities, net of acquisitions of businesses:						
Accounts receivable, net	—	(15,280)	(4,985)	(3,996)	—	(24,261)
Inventories, net	—	(5,635)	4,685	1,590	(2,970)	(2,330)
Uniforms and other rental items in service	—	(34,401)	(19,286)	(1,477)	(5,115)	(60,279)
Prepaid expenses	—	(2,154)	950	(292)	—	(1,496)
Accounts payable	—	(143,189)	661,243	(530,611)	—	(12,557)
Accrued compensation and related liabilities	—	8,659	1,466	1,500	—	11,625
Accrued liabilities	—	16,929	(30,586)	(6,732)	18	(20,371)
Income taxes, current	—	(4,357)	4,712	10,335	—	10,690
Net cash provided by (used in) operating activities	317,949	121,858	946,293	(74,356)	(841,882)	469,862
Cash flows from investing activities:						
Capital expenditures	—	(116,954)	(26,270)	(17,578)	—	(160,802)
Proceeds from redemption of marketable securities	—	—	—	665,016	—	665,016
Purchase of marketable securities and investments	—	(2,740)	(416,100)	(579,654)	412,839	(585,655)
Acquisitions of businesses, net of cash acquired	—	(19,323)	(65)	(5,476)	—	(24,864)
Other	141,350	20,090	(588,518)	28	429,061	2,011
Net cash provided by (used in) investing activities	141,350	(118,927)	(1,030,953)	62,336	841,900	(104,294)
Cash flows from financing activities:						
Proceeds from the issuance of debt	—	—	(786)	—	786	—
Repayment of debt	—	(843)	324	—	(804)	(1,323)

Explanation of Responses:

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Proceeds from exercise of stock-based compensation awards	3,341	—	—	—	—	3,341
Dividends paid	(70,800)	—	—	(20)	—	(70,820)
Repurchase of common stock	(392,328)	—	—	—	—	(392,328)
Other	488	1,508	(574)	(867)	—	555
Net cash (used in) provided by financing activities	(459,299)	665	(1,036)	(887)	(18)	(460,575)
Effect of exchange rate changes on cash and cash equivalents	—	184	1,700	(5,158)	—	(3,274)
Net increase (decrease) in cash and cash equivalents	—	3,780	(83,996)	(18,065)	—	(98,281)
Cash and cash equivalents at beginning of period	—	54,957	313,283	69,866	—	438,106
Cash and cash equivalents at end of period	\$—	\$58,737	\$229,287	\$51,801	\$—	\$339,825

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18. Subsequent Event

On June 30, 2014, Cintas sold stock in an equity method investment. In conjunction with the sale, Cintas received a cash dividend. Total cash received from the transaction was \$35.2 million. The Company estimates that the sale will result in the recording of a gain, net of taxes, of approximately \$13.6 million. This gain will be recorded in the Company's first quarter, fiscal 2015 results.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure
None.

Item 9A. Controls and Procedures
Disclosure Controls and Procedures

With the participation of Cintas' management, including Cintas' Chief Executive Officer, Chief Financial Officer, General Counsel and Controllers, Cintas has evaluated the effectiveness of the disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of May 31, 2014. Based on such evaluation, Cintas' management, including Cintas' Chief Executive Officer, Chief Financial Officer, General Counsel and Controllers, have concluded that Cintas' disclosure controls and procedures were effective as of May 31, 2014, in ensuring (i) information required to be disclosed by Cintas in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) information required to be disclosed by Cintas in the reports that it files or submits under the Exchange Act is accumulated and communicated to Cintas' management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Internal Control over Financial Reporting

Management's Report on Internal Control over Financial Reporting and the Report of Ernst & Young LLP, Independent Registered Public Accounting Firm thereon are set forth in Part II, Item 8 of this Annual Report on Form 10-K and are incorporated by reference herein.

There were no changes in Cintas' internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter ended May 31, 2014, that have materially affected, or are reasonably likely to materially affect, Cintas' internal control over financial reporting.

Item 9B. Other Information
None.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

The information required under this item is incorporated herein by reference to the material contained in Cintas' definitive proxy statement for the 2014 annual meeting of shareholders to be filed with the SEC pursuant to Regulation 14A not later than 120 days after the close of the fiscal year (the "Proxy Statement").

Item 11. Executive Compensation

The information required under this item is incorporated herein by reference to the material contained in the Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required under this item is incorporated herein by reference to the material contained in the Proxy Statement, except that the information required by Item 201(d) of Regulation S-K can be found below.

The following table provides information about Cintas' common stock that may be issued under Cintas' equity compensation plans as of May 31, 2014.

Equity Compensation Plan Information

Plan category	Number of shares to be issued upon exercise of outstanding options (1)	Weighted average exercise price of outstanding options (1)	Number of shares remaining available for future issuance under equity compensation plans
Equity compensation plans approved by shareholders	8,025,794	\$43.12	4,683,607
Equity compensation plans not approved by shareholders	—	—	—
Total	8,025,794	\$43.12	4,683,607

(1) Excludes 2,158,778 unvested restricted stock units.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required under this item is incorporated herein by reference to the material contained in the Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required under this item is incorporated herein by reference to the material contained in the Proxy Statement.

Part IV

Item 15. Exhibits and Financial Statement Schedules

(a) (1) Financial Statements. All financial statements required to be filed by Item 8 of Form 10-K and included in this Annual Report are listed in Item 8. No additional financial statements are filed because the requirements for paragraph (d) under Item 14 are not applicable to Cintas.

(a) (2) Financial Statement Schedule:

For each of the three years in the period ended May 31, 2014.

Schedule II: Valuation and Qualifying Accounts and Reserves.

All other schedules are omitted because they are not applicable, or not required, or because the required information is included in the Consolidated Financial Statements or Notes thereto.

(a) (3) Exhibits.

All documents referenced below were filed pursuant to the Exchange Act by Cintas Corporation, file number 000-11399, unless otherwise noted.

Exhibit Number	Description of Exhibit
2.1	<p>*** JV Framework Agreement, dated March 18, 2014, by and among Cintas Corporation No.2, CC Shredding Holdco LLC and CC Dutch Shredding Holdco BV, each a wholly owned subsidiary of Cintas, and Shred-It International Inc., Boost JV LP, Boost Holdings LP and Boost GP Corp (Incorporated by reference to Exhibit 2.1 to Cintas' Current Report on Form 8-K dated March 19, 2014)</p>
3.1	<p>Restated Articles of Incorporation, as amended (Incorporated by reference to Exhibit 4.1 to Cintas' Registration Statement No. 333-160926 on Form S-3 filed on December 3, 2007.)</p>
3.2	<p>Amended and Restated By-laws (Incorporated by reference to Exhibit 3 to Cintas' Form 8-K dated October 14, 2008.)</p>
4.1	<p>Indenture dated as of May 28, 2002, among Cintas Corporation No. 2, as issuer, Cintas Corporation, as parent guarantor, the subsidiary guarantors thereto and Wachovia Bank, National Association, as trustee (Incorporated by reference to Cintas' Form 10-Q for the quarter ended February 28, 2005.)</p>
4.2	<p>Form of 6% Senior Note due 2012 (Incorporated by reference to Cintas' Form 10-Q for the quarter ended February 28, 2005.)</p>
4.3	<p>Form of 6.15% Senior Note due 2036 (Incorporated by reference to Cintas' Form 8-K dated August 17, 2006.)</p>
4.4	

Explanation of Responses:

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Form of 6.125% Senior Note due 2017 (Incorporated by reference to Cintas' Form 8-K dated December 6, 2007.)

4.5 Form of 2.85% Senior Note due 2016 (Incorporated by reference to Cintas' Form 8-K dated May 23, 2011.)

4.6 Form of 4.30% Senior Note due 2021 (Incorporated by reference to Cintas' Form 8-K dated May 23, 2011.)

4.7 Form of 3.25% Senior Note due 2022 (Incorporated by reference to Cintas' Form 8-K dated June 8, 2012.)

10.1 Credit Agreement dated as of May 28, 2004 by and among Cintas Corporation No. 2, as Borrower, the lenders named in such Credit Agreement and KeyBank National Association, as agent for the lenders (Incorporated by reference to Cintas' Form 10-Q for the quarter ended February 28, 2011.)

10.2 First Amendment Agreement to the Credit Agreement dated as of May 28, 2004, dated as of February 24, 2006 (Incorporated by reference to Cintas' Form 8-K dated October 1, 2010.)

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10.7 Sixth Amendment Agreement to the Credit Agreement dated as of May 28, 2004, dated as of May 29, 2014 (Incorporated by reference to Exhibit 2.1 to Cintas' Current Report on Form 8-K dated May 30, 2014.)

10.8 * Incentive Stock Option Plan (Incorporated by reference to Cintas' Registration Statement No. 33-23228 on Form S-8 filed under the Securities Act of 1933.)

10.9 * Partners' Plan, as Amended (Incorporated by reference to Cintas' Registration Statement No. 33-56623 on Form S-8 filed under the Securities Act of 1933.)

10.10 * 1999 Cintas Corporation Stock Option Plan (Incorporated by reference to Cintas' Form 10-Q for the quarter ended November 30, 2000.)

10.11 * Directors' Deferred Compensation Plan (Incorporated by reference to Cintas' Form 10-Q for the quarter ended November 30, 2001.)

10.12 * Amended and Restated 2003 Directors' Stock Option Plan (Incorporated by reference to Cintas' Form 10-K for the year ended May 31, 2004.)

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- 10.13 * Form of agreement signed by Officers, General/Branch Managers, Professionals and Key Managers, including Executive Officers (Incorporated by reference to Cintas' Form 10-Q for the quarter ended February 28, 2005.)
- 10.14 * President and CEO Executive Compensation Plan (Incorporated by reference to Cintas' Form 10-K for the year ended May 31, 2005.)
- 10.15 * 2006 Executive Incentive Plan (Incorporated by reference to Cintas' Form 10-K for the year ended May 31, 2005.)
- 10.16 * 2005 Equity Compensation Plan (Incorporated by reference to Cintas' Definitive Proxy Statement on Schedule 14A filed on September 1, 2005.)
- 10.17 * Criteria for Performance Evaluation of the President and CEO (Incorporated by reference to Cintas' Form 10-K for the year ended May 31, 2006.)
- 10.18 * 2007 Executive Incentive Plan (Incorporated by reference to Cintas' Form 10-K for the year ended May 31, 2006.)
- 10.19 * Amendment No. 1 to 2005 Equity Compensation Plan (Incorporated by reference to Cintas' Form 10-K for the year ended May 31, 2011.)
- 10.20 * Form of Restricted Stock Agreement (Incorporated by reference to Cintas' Form 10-K for the year ended May 31, 2011.)
- 10.21 * Amendment No. 2 to Cintas Corporation 2005 Equity Compensation Plan (Incorporated by reference to Cintas' Form 8-K dated July 27, 2012.)
- 10.22 * Form of Restricted Stock Agreement (Incorporated by reference to Cintas' Form 8-K dated July 27, 2012.)
- 10.23 * Amendment No. 3 to Cintas Corporation 2005 Equity Compensation Plan (Incorporated by reference to Exhibit 10.4 to Cintas' Current Report on Form 8-K dated October 23, 2013.)
- 10.24 * Cintas Corporation Management Incentive Plan (Incorporated by reference to Exhibit 10.5 to Cintas' Current Report on Form 8-K dated October 23, 2013.)
- 14 Code of Ethics (Incorporated by reference to Cintas' Form 10-K for the year ended May 31, 2004.)
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- 23 ** Consent of Independent Registered Public Accounting Firm
- 31.1 ** Certification of Principal Executive Officer, Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
- 31.2 ** Certification of Principal Financial Officer, Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
- 32.1 ** Certification of Chief Executive Officer, Pursuant to 18 U.S.C. § 1350

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101.INS ** XBRL Instance Document

101.SCH ** XBRL Taxonomy Extension Schema Document

101.CAL ** XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF ** XBRL Taxonomy Extension Definition Linkbase Document

101.LAB ** XBRL Taxonomy Extension Label Linkbase Document

101.PRE ** XBRL Taxonomy Extension Presentation Linkbase Document

*Management compensatory contracts

**Filed herewith

*** Certain exhibits and schedules have been omitted and Cintas agrees to furnish supplementally to the Securities and Exchange Commission a copy of any omitted exhibits upon request.

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Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CINTAS CORPORATION

By: /s/ Scott D. Farmer
 Scott D. Farmer
 Chief Executive Officer

DATE SIGNED: July 30, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ Robert J. Kohlhepp Robert J. Kohlhepp	Chairman of the Board of Directors	July 30, 2014
/s/ Scott D. Farmer Scott D. Farmer	Chief Executive Officer and Director (Principal Executive Officer)	July 30, 2014
/s/ Ronald W. Tysoe Ronald W. Tysoe	Director	July 30, 2014
/s/ John F. Barrett John F. Barrett	Director	July 30, 2014
/s/ James J. Johnson James J. Johnson	Director	July 30, 2014
/s/ William C. Gale William C. Gale	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	July 30, 2014

Cintas Corporation
 Schedule II — Valuation and Qualifying Accounts and Reserves

(In thousands)	Balance at Beginning of Year	Additions (1) Charged to Costs and Expenses	(2) Charged to Other Accounts	(3) Deductions	Balance at End of Year
Allowance for Doubtful Accounts					
May 31, 2012	\$17,057	\$5,165	\$194	\$5,399	\$17,017
May 31, 2013	\$17,017	\$2,804	\$202	\$4,168	\$15,855
May 31, 2014	\$15,855	\$5,607	\$(2,965)	) \$3,591	\$14,906
Reserve for Obsolete Inventory					
May 31, 2012	\$30,717	\$4,247	\$(1,505)	) \$4,083	\$29,376
May 31, 2013	\$29,376	\$4,041	\$(2,223)	) \$1,707	\$29,487
May 31, 2014	\$29,487	\$3,147	\$(144)	) \$1,817	\$30,673

Represents amounts charged to expense to increase reserve for estimated future bad debts or to increase reserve for (1) obsolete inventory. Amounts related to inventory are computed by performing a thorough analysis of future marketability by specific inventory item.

(2) Represents a change in the appropriate balance sheet reserve due to acquisitions and deconsolidations during the respective period.

Represents reductions in the balance sheet reserve due to the actual write-off of non-collectible accounts receivable (3) or the physical disposal of obsolete inventory items. These amounts do not impact Cintas' consolidated income statement.

Exhibit Index

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