

PALL CORP  
Form 10-Q  
December 03, 2013

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

FORM 10-Q

R Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended October 31, 2013

or

o Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from to

Commission File Number: 001- 04311

PALL CORPORATION

(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of  
incorporation or organization)

11-1541330  
(I.R.S. Employer  
Identification No.)

25 Harbor Park Drive, Port Washington, NY  
(Address of principal executive offices)

11050  
(Zip Code)

(516) 484-5400

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

(Do not check if a smaller reporting  
company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the registrant's common stock outstanding as of November 29, 2013 was 110,790,224.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS.

PALL CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except per share data)

(Unaudited)

|                                                     | Oct 31, 2013 | Jul 31, 2013 |
|-----------------------------------------------------|--------------|--------------|
| <b>ASSETS</b>                                       |              |              |
| Current assets:                                     |              |              |
| Cash and cash equivalents                           | \$967,976    | \$936,886    |
| Accounts receivable                                 | 532,804      | 566,335      |
| Inventory                                           | 408,161      | 381,047      |
| Prepaid expenses                                    | 73,917       | 72,808       |
| Other current assets                                | 70,897       | 92,953       |
| Total current assets                                | 2,053,755    | 2,050,029    |
| Property, plant and equipment                       | 796,946      | 774,948      |
| Goodwill                                            | 345,157      | 342,492      |
| Intangible assets                                   | 140,687      | 137,243      |
| Other non-current assets                            | 167,721      | 168,127      |
| Total assets                                        | \$3,504,266  | \$3,472,839  |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>         |              |              |
| Current liabilities:                                |              |              |
| Notes payable                                       | \$259,974    | \$169,967    |
| Accounts payable                                    | 137,736      | 157,176      |
| Accrued liabilities                                 | 289,097      | 312,829      |
| Income taxes payable                                | 49,808       | 60,732       |
| Current portion of long-term debt                   | 421          | 420          |
| Dividends payable                                   | 30,462       | 27,947       |
| Total current liabilities                           | 767,498      | 729,071      |
| Long-term debt, net of current portion              | 467,562      | 467,319      |
| Income taxes payable – non-current                  | 143,025      | 141,843      |
| Deferred taxes and other non-current liabilities    | 331,982      | 319,650      |
| Total liabilities                                   | 1,710,067    | 1,657,883    |
| Stockholders' equity:                               |              |              |
| Common stock, par value \$.10 per share             | 12,796       | 12,796       |
| Capital in excess of par value                      | 284,318      | 298,150      |
| Retained earnings                                   | 2,317,422    | 2,285,031    |
| Treasury stock, at cost                             | (824,551)    | (740,229)    |
| Accumulated other comprehensive income/(loss):      |              |              |
| Foreign currency translation                        | 127,825      | 84,598       |
| Pension liability adjustment                        | (125,805)    | (125,211)    |
| Unrealized investment gains                         | 2,041        | 2,123        |
| Unrealized gains/(losses) on derivatives            | 153          | (2,302)      |
| Total accumulated other comprehensive income/(loss) | 4,214        | (40,792)     |

|                                            |             |             |
|--------------------------------------------|-------------|-------------|
| Total stockholders' equity                 | 1,794,199   | 1,814,956   |
| Total liabilities and stockholders' equity | \$3,504,266 | \$3,472,839 |

See accompanying notes to condensed consolidated financial statements.

PALL CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS

(In thousands, except per share data)

(Unaudited)

|                                                            | Three Months Ended |              |
|------------------------------------------------------------|--------------------|--------------|
|                                                            | Oct 31, 2013       | Oct 31, 2012 |
| Net sales                                                  | \$629,779          | \$627,600    |
| Cost of sales                                              | 304,065            | 300,517      |
| Gross profit                                               | 325,714            | 327,083      |
| Selling, general and administrative expenses               | 194,884            | 195,965      |
| Research and development                                   | 23,267             | 22,575       |
| Restructuring and other charges, net                       | 9,198              | 4,274        |
| Interest (income)/expense, net                             | 5,977              | (568 )       |
| Earnings from continuing operations before income taxes    | 92,388             | 104,837      |
| Provision for income taxes                                 | 20,875             | 15,672       |
| Net earnings from continuing operations                    | \$71,513           | \$89,165     |
| Earnings from discontinued operations, net of income taxes | \$—                | \$250,307    |
| Net earnings                                               | \$71,513           | \$339,472    |
| Earnings per share from continuing operations:             |                    |              |
| Basic                                                      | \$0.64             | \$0.78       |
| Diluted                                                    | \$0.63             | \$0.77       |
| Earnings per share from discontinued operations:           |                    |              |
| Basic                                                      | \$—                | \$2.18       |
| Diluted                                                    | \$—                | \$2.15       |
| Earnings per share:                                        |                    |              |
| Basic                                                      | \$0.64             | \$2.96       |
| Diluted                                                    | \$0.63             | \$2.92       |
| Dividends declared per share                               | \$0.275            | \$0.250      |
| Average shares outstanding:                                |                    |              |
| Basic                                                      | 111,870            | 114,589      |
| Diluted                                                    | 113,135            | 116,097      |

See accompanying notes to condensed consolidated financial statements.

PALL CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

(Unaudited)

|                                                       | Three Months Ended |              |
|-------------------------------------------------------|--------------------|--------------|
|                                                       | Oct 31, 2013       | Oct 31, 2012 |
| Net earnings                                          | \$71,513           | \$339,472    |
| Other comprehensive income, net of income taxes:      |                    |              |
| Foreign currency translation                          | 43,227             | 33,752       |
| Pension liability adjustment                          | (594)              | ) 1,188      |
| Unrealized investment gains/(losses)                  | (82)               | ) 407        |
| Unrealized gains/(losses) on derivatives              | 2,455              | (1,952)      |
| Total other comprehensive income, net of income taxes | \$45,006           | \$33,395     |
| Comprehensive income                                  | \$116,519          | \$372,867    |

See accompanying notes to condensed consolidated financial statements.

PALL CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

|                                                                | Three Months Ended |              |
|----------------------------------------------------------------|--------------------|--------------|
|                                                                | Oct 31, 2013       | Oct 31, 2012 |
| Operating activities:                                          |                    |              |
| Net cash provided by operating activities                      | \$85,897           | \$38,958     |
| Investing activities:                                          |                    |              |
| Capital expenditures                                           | (18,915)           | (23,477)     |
| Acquisition of businesses                                      | (1,460)            | —            |
| Purchases of retirement benefit assets                         | (4,693)            | (15,747)     |
| Proceeds from retirement benefit assets                        | 9,027              | 15,220       |
| Proceeds from sale of assets                                   | 471                | 535,680      |
| Other                                                          | (1,685)            | (617)        |
| Net cash provided/(used) by investing activities               | (17,255)           | 511,059      |
| Financing activities:                                          |                    |              |
| Notes payable                                                  | 90,007             | (74,931)     |
| Dividends paid                                                 | (27,947)           | (23,979)     |
| Long-term borrowings                                           | —                  | 17           |
| Repayments of short-term debt                                  | (3,927)            | —            |
| Repayments of long-term debt                                   | (195)              | (120)        |
| Net proceeds from stock plans                                  | 15,251             | 13,528       |
| Purchase of treasury stock                                     | (125,000)          | (75,000)     |
| Excess tax benefits from stock-based compensation arrangements | 3,122              | 4,779        |
| Net cash used by financing activities                          | (48,689)           | (155,706)    |
| Cash flow for period                                           | 19,953             | 394,311      |
| Cash and cash equivalents at beginning of year                 | 936,886            | 500,274      |
| Effect of exchange rate changes on cash and cash equivalents   | 11,137             | 15,095       |
| Cash and cash equivalents at end of period                     | \$967,976          | \$909,680    |
| Supplemental disclosures:                                      |                    |              |
| Interest paid                                                  | \$1,175            | \$11,004     |
| Income taxes paid (net of refunds)                             | 22,826             | 49,039       |

See accompanying notes to condensed consolidated financial statements.

## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share data)

(Unaudited)

## NOTE 1 – BASIS OF PRESENTATION

The condensed consolidated financial information of Pall Corporation and its subsidiaries (hereinafter collectively called the “Company”) included herein is unaudited. Such information reflects all adjustments of a normal recurring nature, which are, in the opinion of Company management, necessary to present fairly the Company’s consolidated financial position, results of operations and cash flows as of the dates and for the periods presented herein. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes set forth in the Company’s Annual Report on Form 10-K for the fiscal year ended July 31, 2013 (“2013 Form 10-K”).

As discussed in Note 16, Discontinued Operations, on August 1, 2012, the Company sold certain assets of its blood collection, filtration and processing product line, which was a component of the Company’s Life Sciences segment, and met the criteria for discontinued operations and held for sale presentation during the third quarter of fiscal year 2012. As such, it has been reported as a discontinued operation in the Company’s condensed consolidated financial statements for all periods presented.

## NOTE 2 – BALANCE SHEET DETAILS

The following tables provide details of selected balance sheet items:

|                                        | Oct 31, 2013 | Jul 31, 2013 |
|----------------------------------------|--------------|--------------|
| Accounts receivable:                   |              |              |
| Billed                                 | \$469,075    | \$508,448    |
| Unbilled                               | 78,508       | 72,787       |
| Total                                  | 547,583      | 581,235      |
| Less: Allowances for doubtful accounts | (14,779)     | (14,900)     |
|                                        | \$532,804    | \$566,335    |

Unbilled receivables principally relate to revenues accrued for long-term contracts recorded under the percentage-of-completion method of accounting.

|                                                 | Oct 31, 2013 | Jul 31, 2013 |
|-------------------------------------------------|--------------|--------------|
| Inventory:                                      |              |              |
| Raw materials and components                    | \$107,496    | \$94,837     |
| Work-in-process                                 | 107,579      | 94,998       |
| Finished goods                                  | 193,086      | 191,212      |
|                                                 | \$408,161    | \$381,047    |
| Property, plant and equipment:                  |              |              |
| Property, plant and equipment                   | \$1,707,055  | \$1,650,274  |
| Less: Accumulated depreciation and amortization | (910,109)    | (875,326)    |
|                                                 | \$796,946    | \$774,948    |

## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

## NOTE 3 – GOODWILL AND INTANGIBLE ASSETS

The following table presents goodwill, allocated by reportable segment.

|               | Oct 31, 2013 | Jul 31, 2013 |
|---------------|--------------|--------------|
| Life Sciences | \$182,743    | \$180,896    |
| Industrial    | 162,414      | 161,596      |
|               | \$345,157    | \$342,492    |

Intangible assets, net, consist of the following:

|                                   | Oct 31, 2013 |                             |           |
|-----------------------------------|--------------|-----------------------------|-----------|
|                                   | Gross        | Accumulated<br>Amortization | Net       |
| Patents and unpatented technology | \$113,558    | \$61,330                    | \$52,228  |
| Customer-related intangibles      | 105,528      | 25,226                      | 80,302    |
| Trademarks                        | 13,357       | 6,403                       | 6,954     |
| Other                             | 3,676        | 2,473                       | 1,203     |
|                                   | \$236,119    | \$95,432                    | \$140,687 |

  

|                                   | Jul 31, 2013 |                             |           |
|-----------------------------------|--------------|-----------------------------|-----------|
|                                   | Gross        | Accumulated<br>Amortization | Net       |
| Patents and unpatented technology | \$123,707    | \$69,992                    | \$53,715  |
| Customer-related intangibles      | 97,016       | 22,425                      | 74,591    |
| Trademarks                        | 13,291       | 6,166                       | 7,125     |
| Other                             | 4,425        | 2,613                       | 1,812     |
|                                   | \$238,439    | \$101,196                   | \$137,243 |

Goodwill and intangible assets were primarily impacted by changes in the foreign exchange rates used to translate goodwill and intangible assets of foreign subsidiaries. Intangible assets were additionally impacted by an immaterial acquisition of a European manufacturing entity in the first quarter of fiscal year 2014.

Amortization expense from continuing operations for intangible assets for the three months ended October 31, 2013 and October 31, 2012 was \$4,724 and \$5,278, respectively. Amortization expense is estimated to be approximately \$13,899 for the remainder of fiscal year 2014, \$16,893 in fiscal year 2015, \$15,663 in fiscal year 2016, \$15,584 in fiscal year 2017, \$15,466 in fiscal year 2018 and \$13,051 in fiscal year 2019.

## NOTE 4 – TREASURY STOCK

The following table highlights the share repurchase authorizations in effect during fiscal year 2014:

|                                                         | Date of Authorization |              |           |
|---------------------------------------------------------|-----------------------|--------------|-----------|
|                                                         | Sep 26, 2011          | Jan 17, 2013 | Total     |
| Amount available for repurchases as of July 31, 2013    | \$81,873              | \$250,000    | \$331,873 |
| New authorizations                                      | —                     | —            | —         |
| Utilized                                                | (81,873)              | (43,127)     | (125,000) |
| Amount available for repurchases as of October 31, 2013 | \$—                   | \$206,873    | \$206,873 |

PALL CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

The Company's shares may be purchased over time, as market and business conditions warrant. There is no time restriction on these authorizations. In September 2013, the Company entered into an Accelerated Share Repurchase ("ASR") agreement with a third-party financial institution to repurchase \$125,000 of the Company's common stock. Under the agreement, the Company paid \$125,000 to the financial institution, using cash on hand, and received an initial delivery of approximately 1,371 shares at an aggregate cost of \$106,250, with an average price per share of \$77.50. These shares were included in treasury stock in the accompanying condensed consolidated balance sheet as of October 31, 2013. The remaining \$18,750 was included in additional paid in capital in the accompanying condensed consolidated balance sheets as of October 31, 2013. The transaction was completed in the second quarter of fiscal year 2014, with the Company receiving approximately 202 additional shares, at which time the \$18,750 initially included in additional paid in capital was reclassified to treasury stock. The final number of shares delivered upon settlement of the transaction was determined with reference to the average price of the Company's common stock over the term of the ASR agreement.

During the three months ended October 31, 2013, 538 shares were issued under the Company's stock-based compensation plans. At October 31, 2013, the Company held 17,003 treasury shares.

NOTE 5 – CONTINGENCIES AND COMMITMENTS

With respect to the matters described in Note 14, Contingencies and Commitments, to the Company's consolidated financial statements included in the Company's 2013 Form 10-K and below, the Company has assessed the ultimate resolution of these matters and has reflected appropriate contingent liabilities in the condensed consolidated financial statements as of October 31, 2013 and July 31, 2013.

The Company and its subsidiaries are subject to certain other legal actions that arise in the normal course of business. Other than those legal proceedings and claims discussed in the 2013 Form 10-K and this Note, the Company is not facing any other legal proceedings and claims that would individually or in the aggregate have a reasonably possible material adverse effect on its financial condition or operating results. As such, any reasonably possible loss or range of loss, other than those legal proceedings discussed in the 2013 Form 10-K and this Note, is immaterial. However, the results of legal proceedings cannot be predicted with certainty. If the Company failed to prevail in several of these legal matters in the same reporting period, the operating results of a particular reporting period could be materially adversely affected.

Environmental Matters:

With respect to the environmental matters at the Company's Pinellas Park, Florida site, previously disclosed in Note 14, Contingencies and Commitments to the Company's consolidated financial statements included in the Company's 2013 Form 10-K, the Florida Department of Environmental Protection approved the remedial action plan in September 2013. As a result of this, the Company added \$4,440 to its environmental reserves in the quarter.

The Company's condensed consolidated balance sheet at October 31, 2013 includes liabilities for environmental matters of approximately \$22,224 which relate primarily to the environmental proceedings discussed in the 2013 Form 10-K and as updated in this Note. In the opinion of management, the Company is in substantial compliance with applicable environmental laws and its current accruals for environmental remediation are adequate. However, as regulatory standards under environmental laws are becoming increasingly stringent, there can be no assurance that future developments, additional information and experience gained will not cause the Company to incur material environmental liabilities or costs beyond those accrued in its condensed consolidated financial statements.

## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

## NOTE 6 – RESTRUCTURING AND OTHER CHARGES, NET

The following tables summarize the restructuring and other charges (“ROTC”) recorded in the three months ended October 31, 2013 and October 31, 2012:

|                                                                               | Three Months Ended Oct 31, 2013 |                                  |         |
|-------------------------------------------------------------------------------|---------------------------------|----------------------------------|---------|
|                                                                               | Restructuring<br>(1)            | Other<br>(Gains)/Charges<br>(2)  | Total   |
| Severance benefits and other employment contract obligations                  | \$3,115                         | \$ 442                           | \$3,557 |
| Professional fees and other costs, net of receipt of insurance claim payments | 1,243                           | 142                              | 1,385   |
| Loss on sale and impairment of assets, net                                    | —                               | 160                              | 160     |
| Environmental matters                                                         | —                               | 4,440                            | 4,440   |
| Reversal of excess restructuring reserves                                     | (344)                           | —                                | (344)   |
|                                                                               | \$4,014                         | \$ 5,184                         | \$9,198 |
| Cash                                                                          | \$4,014                         | \$ 5,024                         | \$9,038 |
| Non-cash                                                                      | —                               | 160                              | 160     |
|                                                                               | \$4,014                         | \$ 5,184                         | \$9,198 |
|                                                                               | Three Months Ended Oct 31, 2012 |                                  |         |
|                                                                               | Restructuring<br>(1)            | Other<br>(Gains)/<br>Charges (2) | Total   |
| Severance benefits and other employment contract obligations                  | \$3,279                         | \$—                              | \$3,279 |
| Professional fees and other costs, net of receipt of insurance claim payments | 443                             | 699                              | 1,142   |
| Loss on sale and impairment of assets, net                                    | 43                              | —                                | 43      |
| Reversal of excess restructuring reserves                                     | (190)                           | —                                | (190)   |
|                                                                               | \$3,575                         | \$699                            | \$4,274 |
| Cash                                                                          | \$3,532                         | \$699                            | \$4,231 |
| Non-cash                                                                      | 43                              | —                                | 43      |
|                                                                               | \$3,575                         | \$699                            | \$4,274 |

## (1) Restructuring:

In fiscal year 2012, the Company announced a multi-year strategic cost reduction initiative (“structural cost improvement initiative”). This initiative impacts both segments as well as the Corporate Services Group. The goal of this initiative is to properly position the Company's cost structure globally to perform in the current economic environment without adversely impacting its growth or innovation potential.

## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

Key components of the structural cost improvement initiative include:

- the strategic alignment of manufacturing, sales and R&D facilities to cost-effectively deliver high-quality products and superior service to the Company's customers worldwide,
- creation of regional shared financial services centers for the handling of accounting transaction processing and other accounting functions,
- reorganization of sales functions, to more cost- efficiently deliver superior service to the Company's customers globally, and
- reductions in headcount across all functional areas, enabled by efficiencies gained through the Company's ERP systems as well as in order to align to economic conditions.

Restructuring charges recorded in the three months ended October 31, 2013 and October 31, 2012 primarily reflect the expenses incurred in connection with the Company's structural cost improvement initiative as discussed above.

## (2) Other (Gains) / Charges:

Environmental Matters: As discussed in Note 5, Contingencies and Commitments, in the three months ended October 31, 2013, the Company increased its previously established environmental reserve related to a matter in Pinellas Park, Florida.

The following table summarizes the activity related to restructuring liabilities recorded for the Company's structural cost improvement initiative which began in fiscal year 2012:

|                             | Severance | Other    | Total       |
|-----------------------------|-----------|----------|-------------|
| Original charge             | \$61,852  | \$3,448  | \$65,300    |
| Utilized                    | (27,365)  | ) (2,798 | ) (30,163 ) |
| Translation                 | (123)     | ) (47    | ) (170 )    |
| Balance at Jul 31, 2012     | \$34,364  | \$603    | \$34,967    |
| Additions                   | 21,637    | 2,840    | 24,477      |
| Utilized                    | (29,574)  | ) (1,936 | ) (31,510 ) |
| Reversal of excess reserves | (500)     | ) (57    | ) (557 )    |
| Translation                 | 313       | 23       | 336         |
| Balance at Jul 31, 2013     | \$26,240  | \$1,473  | \$27,713    |
| Additions                   | 3,115     | 1,243    | 4,358       |
| Utilized                    | (8,650)   | ) (823   | ) (9,473 )  |
| Reversal of excess reserves | (277)     | ) (67    | ) (344 )    |
| Translation                 | 327       | 42       | 369         |
| Balance at Oct 31, 2013     | \$20,755  | \$1,868  | \$22,623    |

Excluded from the table above are restructuring liabilities relating to restructuring plans initiated in fiscal year 2010. At October 31, 2013, the balance of these liabilities was \$233.

## NOTE 7 – INCOME TAXES

The Company's effective tax rates on continuing operations for the three months ended October 31, 2013 and October 31, 2012 were 22.6% and 14.9%, respectively. For the three months ended October 31, 2013, the effective tax rate varied from the U.S. federal statutory rate primarily due to the benefits of foreign operations. For the three months ended October 31, 2012, the effective tax rate varied from the U.S. federal statutory rate primarily due to the benefits of foreign operations and a net tax benefit of \$7,757 primarily from the resolution of a U.S. tax audit partly offset by the establishment of deferred tax liabilities for the repatriation of foreign earnings.



## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

During the three months ended October 31, 2012, the Company reached a final agreement with the Internal Revenue Service (“IRS”) resolving the outstanding tax positions for fiscal years ended 2006 through 2008. As a result, the Company reversed \$10,193 of previously recorded liabilities related to tax and penalties, as well as \$6,704 related to interest (\$4,268 net of income tax cost) that were accrued but not assessed as part of the IRS agreement.

At October 31, 2013 and July 31, 2013, the Company had gross unrecognized income tax benefits of \$206,479 and \$203,376, respectively. During the three months ended October 31, 2013, the amount of gross unrecognized tax benefits increased by \$3,103, primarily due to tax positions taken during the current period and the impact of foreign currency translation. As of October 31, 2013, the amount of net unrecognized income tax benefits that, if recognized, would impact the effective tax rate was \$157,531.

At October 31, 2013 and July 31, 2013, the Company had liabilities of \$19,235 and \$18,622, respectively, for potential payment of interest and penalties.

Due to the potential resolution of tax examinations and the expiration of various statutes of limitation, the Company believes that it is reasonably possible that the gross amount of unrecognized tax benefits may decrease within the next twelve months by a range of zero to \$65,069.

## NOTE 8 – COMPONENTS OF NET PERIODIC PENSION COST

Net periodic pension benefit cost for the Company’s defined benefit pension plans includes the following components:

|                                             | Three Months Ended |                 |                 |                 |                 |                 |
|---------------------------------------------|--------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|                                             | U.S. Plans         |                 | Foreign Plans   |                 | Total           |                 |
|                                             | Oct 31,<br>2013    | Oct 31,<br>2012 | Oct 31,<br>2013 | Oct 31,<br>2012 | Oct 31,<br>2013 | Oct 31,<br>2012 |
| Service cost                                | \$2,170            | \$2,648         | \$996           | \$1,189         | \$3,166         | \$3,837         |
| Interest cost                               | 3,028              | 2,617           | 4,204           | 4,018           | 7,232           | 6,635           |
| Expected return on plan assets              | (2,325)            | (2,383)         | (3,438)         | (4,103)         | (5,763)         | (6,486)         |
| Amortization of prior service cost/(credit) | 395                | 393             | (11)            | (17)            | 384             | 376             |
| Amortization of actuarial loss              | 1,344              | 2,411           | 1,386           | 1,400           | 2,730           | 3,811           |
| Loss due to curtailments and settlements—   |                    | 16              | —               | —               | —               | 16              |
| Net periodic benefit cost                   | \$4,612            | \$5,702         | \$3,137         | \$2,487         | \$7,749         | \$8,189         |

## NOTE 9 – STOCK-BASED PAYMENT

The Company currently has four stock-based employee and director compensation award types (Restricted Stock Unit, Stock Option Plans, Management Stock Purchase Plan (“MSPP”), and Employee Stock Purchase Plan (“ESPP”)), which are more fully described in Note 15, Common Stock, to the consolidated financial statements included in the 2013 Form 10-K.

The detailed components of stock-based compensation expense recorded in the condensed consolidated statements of earnings for the three months ended October 31, 2013 and October 31, 2012 are reflected in the table below:

|                        | Three Months Ended |              |
|------------------------|--------------------|--------------|
|                        | Oct 31, 2013       | Oct 31, 2012 |
| Restricted stock units | \$4,193            | \$3,308      |
| Stock options          | 1,521              | 1,134        |
| ESPP                   | 225                | 388          |
| MSPP                   | 192                | 850          |
| Total                  | \$6,131            | \$5,680      |



## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

## NOTE 10 – EARNINGS PER SHARE

The condensed consolidated statements of earnings present basic and diluted earnings per share. Basic earnings per share is determined by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share considers the potential effect of dilution on basic earnings per share assuming potentially dilutive shares that meet certain criteria, such as those issuable upon exercise of stock options, were outstanding. The treasury stock method reduces the dilutive effect of potentially dilutive securities as it assumes that any cash proceeds (from the issuance of potentially dilutive securities) are used to buy back shares at the average share price during the period. Employee stock options and restricted stock units aggregating 529 and 561 shares were not included in the computation of diluted shares for the three months ended October 31, 2013 and October 31, 2012, respectively, because their effect would have been antidilutive. The following is a reconciliation between basic shares outstanding and diluted shares outstanding:

|                            | Three Months Ended |              |
|----------------------------|--------------------|--------------|
|                            | Oct 31, 2013       | Oct 31, 2012 |
| Basic shares outstanding   | 111,870            | 114,589      |
| Effect of stock plans      | 1,265              | 1,508        |
| Diluted shares outstanding | 113,135            | 116,097      |

## NOTE 11 – FAIR VALUE MEASUREMENTS

The Company records certain of its financial assets and liabilities at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date.

The current authoritative guidance discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). Authoritative guidance utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1: Use of observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Use of inputs other than quoted prices included in Level 1, which are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3: Use of inputs that are unobservable.

## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

The following table presents, for each of these hierarchy levels, the Company's financial assets and liabilities that are measured at fair value on a recurring basis as of October 31, 2013:

|                                             | Fair Value Measurements |         |         |         |
|---------------------------------------------|-------------------------|---------|---------|---------|
|                                             | As of<br>Oct 31, 2013   | Level 1 | Level 2 | Level 3 |
| Financial assets carried at fair value      |                         |         |         |         |
| Money market funds                          | \$2,786                 | \$2,786 | \$—     | \$—     |
| Available-for-sale securities:              |                         |         |         |         |
| Equity securities                           | 185                     | 185     | —       | —       |
| Debt securities:                            |                         |         |         |         |
| Corporate                                   | 30,749                  | —       | 30,749  | —       |
| U.S. Treasury                               | 11,287                  | —       | 11,287  | —       |
| Federal Agency                              | 20,086                  | —       | 20,086  | —       |
| Mortgage-backed                             | 5,975                   | —       | 5,975   | —       |
| Commercial paper                            | 1,699                   | —       | 1,699   | —       |
| Trading securities                          | 201                     | 199     | 2       | —       |
| Derivative financial instruments:           |                         |         |         |         |
| Foreign exchange forward contracts          | 1,180                   | —       | 1,180   | —       |
| Financial liabilities carried at fair value |                         |         |         |         |
| Derivative financial instruments:           |                         |         |         |         |
| Foreign exchange forward contracts          | 1,395                   | —       | 1,395   | —       |

The following table presents, for each of these hierarchy levels, the Company's financial assets and liabilities that are measured at fair value on a recurring basis as of July 31, 2013:

|                                             | Fair Value Measurements |         |         |         |
|---------------------------------------------|-------------------------|---------|---------|---------|
|                                             | As of<br>Jul 31, 2013   | Level 1 | Level 2 | Level 3 |
| Financial assets carried at fair value      |                         |         |         |         |
| Money market funds                          | \$6,404                 | \$6,404 | \$—     | \$—     |
| Available-for-sale securities:              |                         |         |         |         |
| Equity securities                           | 176                     | 176     | —       | —       |
| Debt securities:                            |                         |         |         |         |
| Corporate                                   | 32,393                  | —       | 32,393  | —       |
| U.S. Treasury                               | 11,543                  | —       | 11,543  | —       |
| Federal Agency                              | 20,642                  | —       | 20,642  | —       |
| Mortgage-backed                             | 5,990                   | —       | 5,990   | —       |
| Trading securities                          | 190                     | 190     | —       | —       |
| Derivative financial instruments:           |                         |         |         |         |
| Foreign exchange forward contracts          | 301                     | —       | 301     | —       |
| Financial liabilities carried at fair value |                         |         |         |         |
| Derivative financial instruments:           |                         |         |         |         |
| Foreign exchange forward contracts          | 3,066                   | —       | 3,066   | —       |



## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

The Company's money market funds and equity securities are valued using quoted market prices and, as such, are classified within Level 1 of the fair value hierarchy.

The fair value of the Company's investments in debt securities are valued utilizing third party pricing services and verified by management. The pricing services use inputs to determine fair value which are derived from observable market sources including reportable trades, benchmark curves, credit spreads, broker/dealer quotes, bids, offers, and other industry and economic events. These investments are included in Level 2 of the fair value hierarchy.

The fair values of the Company's foreign currency forward contracts are valued using pricing models, with all significant inputs derived from or corroborated by observable market data such as yield curves, currency spot and forward rates, and currency volatilities. These investments are included in Level 2 of the fair value hierarchy.

## NOTE 12 – INVESTMENT SECURITIES

The following is a summary of the Company's available-for-sale investment securities by category which are classified within other non-current assets in the Company's condensed consolidated balance sheets. Contractual maturity dates of debt securities held by the benefits protection trusts at October 31, 2013 range from 2013 to 2044.

|                   | Cost/<br>Amortized<br>Cost Basis | Fair Value | Gross<br>Unrealized<br>Holding<br>Gains | Gross<br>Unrealized<br>Holding<br>Losses | Net Unrealized<br>Holding<br>Gains/(Losses) |
|-------------------|----------------------------------|------------|-----------------------------------------|------------------------------------------|---------------------------------------------|
| October 31, 2013  |                                  |            |                                         |                                          |                                             |
| Equity securities | \$ 185                           | \$ 185     | \$ —                                    | \$ —                                     | \$ —                                        |
| Debt securities:  |                                  |            |                                         |                                          |                                             |
| Corporate         | 29,913                           | 30,749     | 1,262                                   | (426                                     | ) 836                                       |
| U.S. Treasury     | 11,120                           | 11,287     | 260                                     | (93                                      | ) 167                                       |
| Federal agency    | 19,285                           | 20,086     | 1,105                                   | (304                                     | ) 801                                       |
| Mortgage-backed   | 5,751                            | 5,975      | 229                                     | (5                                       | ) 224                                       |
| Commercial Paper  | 1,698                            | 1,699      | 1                                       | —                                        | 1                                           |
|                   | \$67,952                         | \$69,981   | \$2,857                                 | \$(828                                   | ) \$2,029                                   |
| July 31, 2013     |                                  |            |                                         |                                          |                                             |
| Equity securities | \$ 176                           | \$ 176     | \$ —                                    | \$ —                                     | \$ —                                        |
| Debt securities:  |                                  |            |                                         |                                          |                                             |
| Corporate         | 31,546                           | 32,393     | 1,274                                   | (427                                     | ) 847                                       |
| U.S. Treasury     | 11,339                           | 11,543     | 294                                     | (90                                      | ) 204                                       |
| Federal agency    | 19,810                           | 20,642     | 1,131                                   | (299                                     | ) 832                                       |
| Mortgage-backed   | 5,752                            | 5,990      | 238                                     | —                                        | 238                                         |
|                   | \$68,623                         | \$70,744   | \$2,937                                 | \$(816                                   | ) \$2,121                                   |

## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

The following table shows the gross unrealized losses and fair value of the Company's available-for-sale investments with unrealized losses aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position:

|                  | Less than 12 months |                                 | 12 months or greater |                                 | Total      |                                 |
|------------------|---------------------|---------------------------------|----------------------|---------------------------------|------------|---------------------------------|
|                  | Fair Value          | Gross Unrealized Holding Losses | Fair Value           | Gross Unrealized Holding Losses | Fair Value | Gross Unrealized Holding Losses |
| October 31, 2013 |                     |                                 |                      |                                 |            |                                 |
| Debt securities: |                     |                                 |                      |                                 |            |                                 |
| Corporate        | \$8,792             | \$(426)                         | \$—                  | \$—                             | \$8,792    | \$(426)                         |
| U.S. Treasury    | 4,391               | (93)                            | —                    | —                               | 4,391      | (93)                            |
| Mortgage-backed  | 1,501               | (5)                             | —                    | —                               | 1,501      | (5)                             |
| Federal agency   | 3,601               | (304)                           | —                    | —                               | 3,601      | (304)                           |
|                  | \$18,285            | \$(828)                         | \$—                  | \$—                             | \$18,285   | \$(828)                         |
|                  | Less than 12 months |                                 | 12 months or greater |                                 | Total      |                                 |
|                  | Fair Value          | Gross Unrealized Holding Losses | Fair Value           | Gross Unrealized Holding Losses | Fair Value | Gross Unrealized Holding Losses |
| July 31, 2013    |                     |                                 |                      |                                 |            |                                 |
| Debt securities: |                     |                                 |                      |                                 |            |                                 |
| Corporate        | 10,990              | (427)                           | —                    | —                               | 10,990     | (427)                           |
| U.S. Treasury    | 3,778               | (90)                            | —                    | —                               | 3,778      | (90)                            |
| Federal Agency   | 3,701               | (299)                           | —                    | —                               | 3,701      | (299)                           |
|                  | \$18,469            | \$(816)                         | \$—                  | \$—                             | \$18,469   | \$(816)                         |

The following table shows the proceeds and gross gains and losses from the sale of available-for-sale investments for the three months ended October 31, 2013 and October 31, 2012:

|                                | Three Months Ended |              |
|--------------------------------|--------------------|--------------|
|                                | Oct 31, 2013       | Oct 31, 2012 |
| Proceeds from sales            | \$500              | \$5,597      |
| Realized gross gains on sales  | —                  | 192          |
| Realized gross losses on sales | 1                  | 2            |

## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

The following is a summary of the Company's trading securities by category which are classified within other non-current assets in the Company's condensed consolidated balance sheets.

|                           | Oct 31, 2013 | Jul 31, 2013 |
|---------------------------|--------------|--------------|
| Equity securities         | \$199        | \$190        |
| Corporate debt securities | 2            | —            |
| Total trading securities  | \$201        | \$190        |

The following table shows the net gains and losses recognized on trading securities for the three months ended October 31, 2013 and October 31, 2012:

|                                                    | Three Months Ended |              |
|----------------------------------------------------|--------------------|--------------|
|                                                    | Oct 31, 2013       | Oct 31, 2012 |
| Gains/(losses), net recognized for securities held | \$16               | \$—          |
| Gains/(losses), net recognized for securities sold | —                  | —            |
| Total gains/(losses), net recognized               | \$16               | \$—          |

## NOTE 13 – DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company manages certain financial exposures through a risk management program that includes the use of foreign exchange derivative financial instruments. Derivatives are executed with counterparties with a minimum credit rating of "A" by Standard & Poors and "A2" by Moody's Investor Services, in accordance with the Company's policies. The Company does not utilize derivative instruments for trading or speculative purposes. As of October 31, 2013, the Company had foreign currency forward contracts outstanding with notional amounts aggregating \$399,953, whose fair values were a net liability of \$215.

## Foreign Exchange Related:

## a. Derivatives Not Designated as Hedging Instruments

The risk management objective of holding foreign exchange derivatives is to mitigate volatility to earnings and cash flows due to changes in foreign exchange rates. The Company and its subsidiaries conduct transactions in currencies other than their functional currencies. These transactions include non-functional intercompany and external sales as well as intercompany and external purchases. The Company uses foreign exchange forward contracts, matching the notional amounts and durations of the receivables and payables resulting from the aforementioned underlying foreign currency transactions, to mitigate the exposure to earnings and cash flows caused by the changes in fair value of these receivables and payables from fluctuating foreign exchange rates. The notional amount of foreign currency forward contracts not designated as hedging instruments entered into during the three months ended October 31, 2013 was \$574,170. The notional amount of foreign currency forward contracts outstanding that were not designated as hedging instruments as of October 31, 2013 was \$322,279.

## b. Cash Flow Hedges

The Company uses foreign exchange forward contracts for cash flow hedging on its future transactional exposure to the Euro due to changes in market rates to exchange Euros for British Pounds. The hedges cover a British subsidiary (British Pound functional) with Euro revenues and a Swiss subsidiary (Euro functional) with British Pound expenses. The probability of the occurrence of these transactions is high and the Company's assessment is based on observable facts including the frequency and amounts of similar past transactions. The objective of the cash flow hedges is to lock the British Pound equivalent amount of Euro sales for the British subsidiary and the Euro equivalent amount of British Pound expenses for the Swiss subsidiary at the agreed upon exchange rates in the foreign exchange forward contracts. There were no foreign currency forward contracts designated as hedging instruments entered into during the three months ended October 31, 2013. The notional amount of foreign currency forward contracts outstanding designated as hedging instruments as of October 31, 2013 was \$77,674 and covers certain monthly transactional

exposures through July 2014.

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## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

## c. Net Investment Hedges

The risk management objective of designating the Company's foreign currency loan as a hedge of a portion of its net investment in a wholly owned Japanese subsidiary is to mitigate the change in the fair value of the Company's net investment due to changes in foreign exchange rates. The Company uses a JPY loan outstanding to hedge its equity of the same amount in the Japanese wholly owned subsidiary. The hedge of net investment consists of a JPY 9 billion loan.

The fair values of the Company's derivative financial instruments included in the condensed consolidated balance sheets are presented as follows:

| October 31, 2013                                            | Asset Derivatives      |            | Liability Derivatives                  |            |
|-------------------------------------------------------------|------------------------|------------|----------------------------------------|------------|
|                                                             | Balance Sheet Location | Fair Value | Balance Sheet Location                 | Fair Value |
| Derivatives designated as hedging instruments               |                        |            |                                        |            |
| Foreign exchange forward contracts                          | Other current assets   | \$405      | Other current liabilities              | \$92       |
| Derivatives not designated as hedging instruments           |                        |            |                                        |            |
| Foreign exchange forward contracts                          | Other current assets   | \$775      | Other current liabilities              | \$1,303    |
| Total derivatives                                           |                        | \$1,180    |                                        | \$1,395    |
| Nonderivative instruments designated as hedging instruments |                        |            |                                        |            |
| Net investment hedge                                        |                        |            | Long-term debt, net of current portion | \$91,359   |
| July 31, 2013                                               | Asset Derivatives      |            | Liability Derivatives                  |            |
|                                                             | Balance Sheet Location | Fair Value | Balance Sheet Location                 | Fair Value |
| Derivatives designated as hedging instruments               |                        |            |                                        |            |
| Foreign exchange forward contracts                          | Other current assets   | \$—        | Other current liabilities              | \$1,941    |
| Derivatives not designated as hedging instruments           |                        |            |                                        |            |
| Foreign exchange forward contracts                          | Other current assets   | \$301      | Other current liabilities              | \$1,125    |
| Total derivatives                                           |                        | \$301      |                                        | \$3,066    |
| Nonderivative instruments designated as hedging instruments |                        |            |                                        |            |
| Net investment hedge                                        |                        |            | Long-term debt, net of current portion | \$91,800   |

The amounts of the gains and losses related to the Company's derivative financial instruments designated as hedging instruments for the three months ended October 31, 2013 and October 31, 2012 are presented as follows:

| Amount of Gain or (Loss)<br>Recognized in OCI on<br>Derivatives (Effective Portion) | Location of Gain<br>or (Loss)<br>Reclassified from<br>Accumulated OCI<br>into Earnings | Amount of Gain or (Loss)<br>Reclassified from Accumulated<br>OCI into Earnings (Effective<br>Portion) <sup>(a)</sup> |
|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|

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(Effective Portion)

|                                                   | Three Months Ended |              |               | Three Months Ended |              |
|---------------------------------------------------|--------------------|--------------|---------------|--------------------|--------------|
|                                                   | Oct 31, 2013       | Oct 31, 2012 |               | Oct 31, 2013       | Oct 31, 2012 |
| Derivatives in cash flow<br>hedging relationships |                    |              |               |                    |              |
| Foreign exchange forward<br>contracts             | \$1,821            | \$(1,952)    | ) Net sales   | \$(1               | ) \$(91      |
|                                                   |                    |              | Cost of sales | (820               | ) —          |
| Total derivatives                                 | \$1,821            | \$(1,952)    | )             | \$(821             | ) \$(91      |

There were no gains or losses recognized in earnings related to the ineffective portion of the hedging relationship (a) or related to the amount excluded from the assessment of hedge effectiveness for the three months ended October 31, 2013 and October 31, 2012.

## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

The amounts of the gains and losses related to the Company's derivative financial instruments not designated as hedging instruments for the three months ended October 31, 2013 and October 31, 2012 are presented as follows:

|                                                     | Location of Gain or (Loss) Recognized in Earnings on Derivatives | Amount of Gain or (Loss) Recognized in Earnings on Derivatives Three Months Ended |              |
|-----------------------------------------------------|------------------------------------------------------------------|-----------------------------------------------------------------------------------|--------------|
|                                                     |                                                                  | Oct 31, 2013                                                                      | Oct 31, 2012 |
| Derivatives not designated as hedging relationships |                                                                  |                                                                                   |              |
| Foreign exchange forward contracts                  | Selling, general and administrative expenses                     | \$450                                                                             | \$(2,438 )   |

The amounts of the gains and losses related to the Company's nonderivative financial instruments designated as hedging instruments for the three months ended October 31, 2013 and October 31, 2012 are presented as follows:

|                                                    | Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion) Three Months Ended Oct 31, 2013 | Oct 31, 2012 | Location of Gain or (Loss) Reclassified from Accumulated OCI into Earnings (Effective Portion) | Amount of Gain or (Loss) Reclassified from Accumulated OCI into Earnings (Effective Portion) <sup>(b)</sup> Three Months Ended Oct 31, 2013 | Oct 31, 2012 |
|----------------------------------------------------|---------------------------------------------------------------------------------------------------------------|--------------|------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| Nonderivatives designated as hedging relationships |                                                                                                               |              |                                                                                                |                                                                                                                                             |              |
| Net investment hedge                               | \$(441 )                                                                                                      | \$1,337      | N/A                                                                                            | \$—                                                                                                                                         | \$—          |

There were no gains or losses recognized in earnings related to the ineffective portion of the hedging relationship (b) or related to the amount excluded from the assessment of hedge effectiveness for the three months ended October 31, 2013 and October 31, 2012.

## NOTE 14 – ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSS)

Changes in accumulated other comprehensive income by component are presented below:

|                                                                         | Foreign Currency Translation | Defined Benefit Pension Plan | Unrealized investment gains/(losses) | Unrealized gains/(losses) on derivatives | Accumulated other comprehensive income/(loss) |
|-------------------------------------------------------------------------|------------------------------|------------------------------|--------------------------------------|------------------------------------------|-----------------------------------------------|
| Balance at July 31, 2013                                                | \$84,598                     | \$(125,211 )                 | \$2,123                              | \$(2,302 )                               | \$(40,792 )                                   |
| Other comprehensive income/(loss) before reclassifications              | 43,227                       | —                            | (119 )                               | 1,648                                    | 44,756                                        |
| Amounts reclassified from accumulated other comprehensive income (loss) | —                            | 2,149                        | 37                                   | 807                                      | 2,993                                         |
| Foreign exchange adjustments and other                                  | —                            | (2,743 )                     | —                                    | —                                        | (2,743 )                                      |
| Balance at October 31, 2013                                             | \$127,825                    | \$(125,805 )                 | \$2,041                              | \$153                                    | \$4,214                                       |



## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

Reclassifications out of accumulated other comprehensive income are presented below:

|                                          | Three Months Ended<br>Oct 31, 2013 | Affected line item in the Condensed<br>Consolidated Statement of Earnings |
|------------------------------------------|------------------------------------|---------------------------------------------------------------------------|
| Defined Benefit Pension Plan             |                                    |                                                                           |
| Amortization of prior service cost       | \$(384                             | ) Note (a)                                                                |
| Recognized actuarial gain/(loss)         | (2,730                             | ) Note (a)                                                                |
| Total before tax                         | (3,114                             | )                                                                         |
| Tax benefit                              | 965                                |                                                                           |
| Net of tax                               | \$(2,149                           | )                                                                         |
| Unrealized investment gains/(losses)     |                                    |                                                                           |
| Realized investment gain/(losses)        | \$(57                              | ) Selling, general and administrative                                     |
| Tax (expense)/benefit                    | 20                                 |                                                                           |
| Net of tax                               | \$(37                              | )                                                                         |
| Unrealized gains/(losses) on derivatives |                                    |                                                                           |
| Foreign exchange forward contracts       | \$(1                               | ) Sales                                                                   |
| Foreign exchange forward contracts       | (820                               | ) Cost of sales                                                           |
| Total before tax                         | (821                               | )                                                                         |
| Tax benefit                              | 14                                 |                                                                           |
| Net of tax                               | \$(807                             | )                                                                         |

(a) These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see Note 8, Components of Net Periodic Pension Cost, for additional details).

## NOTE 15 – SEGMENT INFORMATION

The Company's reportable segments, which are also its operating segments, consist of the Company's Life Sciences and Industrial businesses.

The following table presents sales and segment profit from continuing operations by business segment reconciled to earnings from continuing operations before income taxes, for the three months ended October 31, 2013 and October 31, 2012.

## PALL CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(In thousands, except per share data)

(Unaudited)

|                                                         | Three Months Ended |              |
|---------------------------------------------------------|--------------------|--------------|
|                                                         | Oct 31, 2013       | Oct 31, 2012 |
| SALES:                                                  |                    |              |
| Life Sciences                                           | \$318,946          | \$299,951    |
| Industrial                                              | 310,833            | 327,649      |
| Total                                                   | \$629,779          | \$627,600    |
| SEGMENT PROFIT:                                         |                    |              |
| Life Sciences                                           | \$73,045           | \$69,842     |
| Industrial                                              | 50,482             | 52,766       |
| Total segment profit                                    | 123,527            | 122,608      |
| Corporate Services Group                                | 15,964             | 14,065       |
| ROTC                                                    | 9,198              | 4,274        |
| Interest (income)/expense, net                          | 5,977              | (568 )       |
| Earnings from continuing operations before income taxes | \$92,388           | \$104,837    |

## NOTE 16 – DISCONTINUED OPERATIONS

On April 28, 2012, the Company entered into an asset purchase agreement (“APA”) to sell certain assets of its blood collection, filtration and processing product line (the “Product Line”) to Haemonetics Corporation (“Haemonetics”) for approximately \$550,000. The transaction involved the transfer of manufacturing facilities and equipment in Covina, California; Tijuana, Mexico; Ascoli, Italy and a portion of the Company’s operations in Fajardo, Puerto Rico. In addition to the manufacturing facilities and related equipment, the Company transferred Product Line related inventory and intangible assets. Haemonetics also assumed certain employee-related liabilities. The sale closed on August 1, 2012, and approximately 1,400 employees transitioned to Haemonetics at that time.

Separate from these manufacturing facilities, the Company also agreed to transfer related blood media manufacturing capabilities and assets to Haemonetics. The transfer of the related media lines is expected to be completed by calendar year 2016. Until that time, the Company is providing these media products to Haemonetics under a supply agreement. Under the terms of the APA, approximately \$535,000 was paid upon closing, with the balance of the purchase price payable upon the Company’s delivery of the aforementioned blood media manufacturing capability and related assets. The Product Line, which was a component of the Company’s Life Sciences segment, met the criteria for discontinued operations and held for sale presentation during the third quarter of fiscal year 2012 and has been reported as a discontinued operation in the Company’s condensed consolidated financial statements. The Company did not allocate any portion of the Company’s interest expense to discontinued operations.

The key components of discontinued operations for the three months ended October 31, 2012 were as follows:

|                                                                                                                                                                                                 | Three Months Ended |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
|                                                                                                                                                                                                 | Oct 31, 2012       |
| Net sales                                                                                                                                                                                       | \$3,027            |
| Earnings from discontinued operations before income taxes                                                                                                                                       | \$399,984          |
| Provision for income taxes                                                                                                                                                                      | 149,677            |
| Earnings from discontinued operations, net of income taxes                                                                                                                                      | \$250,307          |
| Included in earnings from discontinued operations before income taxes above are a gain on the sale of the Product Line of \$400,283, respectively, for the three months ended October 31, 2012. |                    |

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion should be read together with the accompanying condensed consolidated financial statements and notes thereto and other financial information in this Form 10-Q and in the Pall Corporation and its subsidiaries (hereinafter collectively referred to as the "Company", "we" and "our") Annual Report on Form 10-K for the fiscal year ended July 31, 2013 ("2013 Form 10-K"). Certain information is presented below excluding the impact of foreign exchange translation ("FX") (i.e., had exchange rates not changed year over year). We consider year over year change excluding FX to be an important measure because by excluding the impact of volatility of exchange rates, underlying impact of volume and rate changes are evident. United States ("U.S.") Dollar amounts discussed below are in thousands, unless otherwise indicated, except per share dollar amounts. In addition, per share dollar amounts are discussed on a diluted basis. We utilize certain estimates and assumptions that affect the reported financial information as well as to quantify the impact of various significant factors that contribute to the changes in our periodic results included in the discussion below.

### FORWARD-LOOKING STATEMENTS AND RISK FACTORS

The matters discussed in this Quarterly Report contain "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are those that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future. All statements regarding future performance, earnings projections, earnings guidance, management's expectations about our future cash needs and effective tax rate, and other future events or developments are forward-looking statements. Forward-looking statements are those that use terms such as "may," "will," "expect," "believe," "intend," "should," "could," "anticipate," "estimate," "forecast," "project," "plan," "predict," "potential," and similar expressions. Forward-looking statements contained in this and other written and oral reports are based on management's assumptions and assessments in light of past experience and trends, current conditions, expected future developments and other relevant factors.

Our forward-looking statements are subject to risks and uncertainties and are not guarantees of future performance, and actual results, developments and business decisions may differ materially from those envisaged by our forward-looking statements. Such risks and uncertainties include, but are not limited to, those discussed in Part I-Item 1A.-Risk Factors in the 2013 Form 10-K, and other reports we file with the Securities and Exchange Commission, including: the impact of disruptions in the supply of raw materials and key components from suppliers, including limited or single source suppliers; the impact of terrorist acts, conflicts and wars or natural disasters; the extent to which special U.S. and foreign government laws and regulations may expose us to liability or impair our ability to compete in international markets; the impact of economic, political, social and regulatory instability in emerging markets, and other risks characteristic of doing business in emerging markets; fluctuations in foreign currency exchange rates and interest rates; the impact of a significant disruption in, or breach in security of, our information technology systems, or the failure to implement, manage or integrate new systems, software or technologies successfully; our ability to successfully complete or integrate acquisitions; our ability to develop innovative and competitive new products; the impact of global and regional economic conditions and legislative, regulatory and political developments; our ability to comply with a broad array of regulatory requirements; the loss of one or more members of our senior management team and our ability to recruit and retain qualified management personnel; changes in the demand for our products and the maintenance of business relationships with key customers; changes in product mix and product pricing, particularly with respect to systems products and associated hardware and devices for our consumable filtration products; product defects and unanticipated use or inadequate disclosure with respect to our products; our ability to deliver our backlog on time; increases in manufacturing and operating costs and/or our ability to achieve the savings anticipated from our structural cost improvement initiatives; the impact of environmental, health and safety laws and regulations and violations; our ability to enforce patents or protect proprietary products and manufacturing techniques; costs and outcomes of pending or future litigation and the availability of insurance or indemnification rights; changes in our effective tax rate; our ability to compete effectively in domestic and global markets; and the effect of the restrictive covenants in our debt facilities. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We make these statements as of the date of this disclosure and undertake no obligation to update them, whether

as a result of new information, future developments or otherwise.

#### OVERVIEW

We are a leading supplier of filtration, separation and purification technologies. Our products are used to remove solid, liquid and gaseous contaminants from a variety of liquids and gases, and are principally made by us, using our engineering capability, fluid management expertise, proprietary filter media and manufacturing expertise. Our products primarily consist of consumable filtration products and filtration systems.

We serve customers through two businesses globally: Life Sciences and Industrial. The Life Sciences business group serves customers in the BioPharmaceutical, Food & Beverage and Medical markets. The Industrial business group serves customers in the Process Technologies, Aerospace and Microelectronics markets. We operate globally in three geographic regions: the Americas; Europe (in which we include the Middle East and Africa); and Asia.

Our reporting currency is the U.S. Dollar. Because we operate through subsidiaries or branches that transact in over thirty foreign currencies around the world, our earnings are exposed to translation risk when the financial statements of the subsidiaries or branches, as stated in their functional currencies, are translated into the U.S. Dollar. We estimate that foreign exchange translation decreased earnings per share by approximately 2 cents in the first quarter of fiscal year 2014 when compared to the first quarter of fiscal year 2013.

On August 1, 2012, we sold our blood collection, filtration and processing product line (the “Blood Product Line”) to Haemonetics Corporation for \$550,000. We received a total of approximately \$535,000 upon closing, with the balance payable upon transfer of related blood media manufacturing capabilities and assets. The Blood Product Line was a component of our Life Sciences segment and has been reported as a discontinued operation for all periods presented.

## RESULTS FROM CONTINUING OPERATIONS

### Net Sales

| By Segment    | Three Months Ended |              |
|---------------|--------------------|--------------|
|               | Oct 31, 2013       | Oct 31, 2012 |
| Life Sciences | \$318,946          | \$299,951    |
| Industrial    | 310,833            | 327,649      |
| Total Sales   | \$629,779          | \$627,600    |

| By Product  | Three Months Ended |              |
|-------------|--------------------|--------------|
|             | Oct 31, 2013       | Oct 31, 2012 |
| Consumables | \$550,669          | \$552,430    |
| Systems     | 79,110             | 75,170       |
| Total Sales | \$629,779          | \$627,600    |

The percentage change in sales quarter-over-quarter by segment, with and without the impact of foreign currency translation (“FX”) are presented below:

| By Segment    | Three Months                |        | Total %<br>Change |
|---------------|-----------------------------|--------|-------------------|
|               | % Change<br>excluding<br>FX | FX     |                   |
| Life Sciences | 6.7                         | (0.4)  | ) 6.3             |
| Industrial    | (3.1                        | ) (2.0 | ) (5.1 )          |
| Total         | 1.6                         | (1.3   | ) 0.3             |

The percentage change in sales quarter-over-quarter by product, with and without the impact of FX are presented below:

| By Product  | Three Months                |      | Total %<br>Change |
|-------------|-----------------------------|------|-------------------|
|             | % Change<br>excluding<br>FX | FX   |                   |
| Consumables | 1.1                         | (1.4 | ) (0.3 )          |
| Systems     | 5.1                         | 0.1  | 5.2               |
| Total       | 1.6                         | (1.3 | ) 0.3             |

Sales increased approximately 2% (excluding FX) reflecting growth in all markets in the Life Sciences segment and in the Aerospace and Microelectronics markets in the Industrial segment, partly offset by weakness in the Process

Technologies market

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in the Industrial segment. More details regarding sales by segment can be found in the discussions under the section “Segment Review.”

The approximate 1% increase in consumables sales (excluding FX) reflects solid growth in the Life Sciences segment, in all markets and in the Aerospace and Microelectronics markets in the Industrial segment, largely offset by weakness in the Process Technologies market in the Industrial segment. Increased pricing contributed approximately \$3,100, or about 60 basis points to consumables sales growth quarter-over-quarter, reflecting increases in both segments. The increase in system sales reflects timing of capital projects, principally in the Fuels & Chemicals submarket, which is part of the Process Technologies market in the Industrial segment.

#### Gross Margin

|              | Three Months Ended |              |
|--------------|--------------------|--------------|
|              | Oct 31, 2013       | Oct 31, 2012 |
| Gross Profit | \$325,714          | \$327,083    |
| % of sales   | 51.7               | 52.1         |

% Change quarter-over-quarter (0.4 )

The decrease in overall gross margin of 40 basis points primarily reflects unfavorable market mix not only in systems versus consumables, but also product mix within consumables. This was partly offset by improved pricing. More details regarding gross margin can be found in the discussions under the section “Segment Review.”

#### Selling, General and Administrative

|                                     | Three Months Ended |              |
|-------------------------------------|--------------------|--------------|
|                                     | Oct 31, 2013       | Oct 31, 2012 |
| Selling, general and administrative | \$ 194,884         | \$ 195,965   |
| % of sales                          | 30.9               | 31.2         |

% Change quarter-over-quarter (0.6 )

The decrease in selling, general and administrative expenses (“SG&A”) of 30 basis points reflects savings generated by our structural cost improvement initiative. These decreases were partly offset by: select investments in high growth markets; and inflationary increases in payroll and related costs.

#### Research & Development

|                          | Three Months Ended |              |
|--------------------------|--------------------|--------------|
|                          | Oct 31, 2013       | Oct 31, 2012 |
| Research and development | \$ 23,267          | \$ 22,575    |
| % of sales               | 3.7                | 3.6          |

% Change quarter-over-quarter 3.1

The small increase in research and development expenses (“R&D”), reflects the earlier announced strategy to increase innovation investment in the Life Sciences and Industrial segments. This was driven by our focus on new product development and development of our media and instrumentation capabilities.

#### Restructuring and Other Charges, Net

|                                      | Three Months Ended |              |
|--------------------------------------|--------------------|--------------|
|                                      | Oct 31, 2013       | Oct 31, 2012 |
| Restructuring and other charges, net | \$ 9,198           | \$ 4,274     |



In fiscal year 2012, we announced a multi-year strategic cost reduction initiative (“structural cost improvement initiative”). This initiative impacts both segments as well as the Corporate Services Group. Our goal is to properly position our cost structure globally to perform in the current economic environment without adversely impacting our growth or innovation potential.

Key components of the structural cost improvement initiative include:

- the strategic alignment of our manufacturing, sales and R&D facilities to cost-effectively deliver high-quality products and superior service to our customers worldwide,
- creation of regional shared financial services centers for the handling of accounting transaction processing and other accounting functions,
- reorganization of sales functions, to more cost- efficiently deliver superior service to our customers globally, and
- reductions in headcount across all functional areas, enabled by efficiencies gained through our ERP systems as well as in order to align to economic conditions.

The structural cost improvement initiative is expected to generate \$100,000 in annualized cost savings over a three year period, which will allow us to invest in resources where needed. Approximately half of the targeted \$100,000 annualized savings were achieved by the end of fiscal year 2013. We expect to achieve the remainder of our target savings ratably in fiscal years 2014 and 2015. We expect to fund these restructuring activities with cash flows generated from operating activities.

Restructuring and other charges (“ROTC”) in the three months ended October 31, 2013 and October 31, 2012 primarily reflect the expenses incurred in connection with our structural cost improvement initiative, as discussed above, including severance costs of approximately \$3,100 and \$3,300 in the three months ended October 31, 2013 and October 31, 2012, respectively. In addition, the three months ended October 31, 2013 includes an increase of \$4,440 to our previously established environmental reserves related to a matter in Pinellas Park, Florida.

The details of ROTC, as well as the activity related to restructuring liabilities that were recorded related to our structural cost improvement initiative, can be found in Note 6, Restructuring and Other Charges, Net, to the accompanying condensed consolidated financial statements.

Interest (Income)/Expense, Net

|                                | Three Months Ended |                 |
|--------------------------------|--------------------|-----------------|
|                                | Oct 31,<br>2013    | Oct 31,<br>2012 |
| Interest expense/(income), net | \$5,977            | \$ (568 )       |

Interest income, net, in the three months ended October 31, 2012 reflects the reversal of accrued interest of \$6,704, related to the resolution of a U.S. tax audit. Excluding this benefit, interest expense, net, in the three months ended October 31, 2012 would have been \$6,136. The resulting quarter-over-quarter decrease in net interest expense of \$159 was primarily driven by a reduction in other income tax related interest expense (excluding the item referenced above).

Income Taxes

|                        | Three Months Ended |                 |
|------------------------|--------------------|-----------------|
|                        | Oct 31,<br>2013    | Oct 31,<br>2012 |
| Income taxes           | \$20,875           | \$15,672        |
| Effective tax rate (%) | 22.6               | 14.9            |

The effective tax rate for the three months ended October 31, 2012 reflects a net benefit of \$7,757 primarily from the resolution of a U.S. tax audit partially offset by the establishment of deferred tax liabilities for the repatriation of foreign earnings. Excluding these impacts, as well the impact of ROTC discussed above, the effective tax rates for the three months ended October 31, 2013 and October 31, 2012 would have been 22.2% and 23.3%, respectively. We expect our effective tax rate for the full fiscal year 2014 to be approximately 23%, exclusive of the impact of ROTC and discrete items. The actual effective tax rate for the full fiscal year 2014 may differ materially based on several factors, including the geographical mix of earnings in tax jurisdictions, enacted tax laws, the resolution of tax audits, the timing and amount of foreign dividends, state and local taxes, the ratio of permanent items to pretax book income,

and the implementation of various global tax strategies as well as other factors.

## Net Earnings

|                            | Three Months Ended |                 |
|----------------------------|--------------------|-----------------|
|                            | Oct 31,<br>2013    | Oct 31,<br>2012 |
| Net Earnings               | \$71,513           | \$89,165        |
| Diluted earnings per share | \$0.63             | \$0.77          |

We estimate that foreign currency translation decreased earnings per share by approximately 2 cents in the three months ended October 31, 2013 when compared to the three months ended October 31, 2012. The decrease in share count quarter-over-quarter increased diluted earnings per share in the three months ended October 31, 2013 by approximately 1 cent.

## RESULTS FROM DISCONTINUED OPERATIONS

|                            | Three Months Ended |                 |
|----------------------------|--------------------|-----------------|
|                            | Oct 31,<br>2013    | Oct 31,<br>2012 |
| Sales                      | \$—                | \$3,027         |
| Net Earnings               | \$—                | \$250,307       |
| Diluted Earnings per share | \$—                | \$2.15          |

Net earnings in the three months ended October 31, 2012 reflects the gain on the sale of the Blood Product Line. More details regarding discontinued operations can be found in Note 16, Discontinued Operations, to the accompanying condensed consolidated financial statements.

## SEGMENT REVIEW

|                                                         | Three Months Ended |                 |
|---------------------------------------------------------|--------------------|-----------------|
|                                                         | Oct 31,<br>2013    | Oct 31,<br>2012 |
| Sales:                                                  |                    |                 |
| Life Sciences                                           | \$318,946          | \$299,951       |
| Industrial                                              | 310,833            | 327,649         |
| Total                                                   | \$629,779          | \$627,600       |
| Segment profit:                                         |                    |                 |
| Life Sciences segment profit                            | \$73,045           | \$69,842        |
| Industrial segment profit                               | 50,482             | 52,766          |
| Total segment profit                                    | 123,527            | 122,608         |
| Corporate Services Group                                | 15,964             | 14,065          |
| ROTC                                                    | 9,198              | 4,274           |
| Interest expense/(income), net                          | 5,977              | (568 )          |
| Earnings before income taxes from continuing operations | \$92,388           | \$104,837       |

## Life Sciences

|                | Three Months Ended |               |                 |               |
|----------------|--------------------|---------------|-----------------|---------------|
|                | Oct 31,<br>2013    | % of<br>Sales | Oct 31,<br>2012 | % of<br>Sales |
| Sales          | \$318,946          |               | \$299,951       |               |
| Cost of sales  | 136,867            | 42.9          | 123,997         | 41.3          |
| Gross margin   | 182,079            | 57.1          | 175,954         | 58.7          |
| SG&A           | 94,091             | 29.5          | 90,905          | 30.3          |
| R&D            | 14,943             | 4.7           | 15,207          | 5.1           |
| Segment profit | \$73,045           | 22.9          | \$69,842        | 23.3          |

| SALES:                    | Three Months Ended |              |
|---------------------------|--------------------|--------------|
|                           | Oct 31, 2013       | Oct 31, 2012 |
| By Market and Product     |                    |              |
| BioPharmaceuticals        | \$196,118          | \$187,241    |
| Food & Beverage           | 43,569             | 41,546       |
| Medical                   | 55,717             | 47,582       |
| Total Consumables sales   | \$295,404          | \$276,369    |
| Systems Sales             | 23,542             | 23,582       |
| Total Life Sciences Sales | \$318,946          | \$299,951    |
| By Region                 |                    |              |
| Americas                  | \$97,776           | \$97,798     |
| Europe                    | 161,930            | 143,665      |
| Asia                      | 59,240             | 58,488       |
| Total Life Sciences Sales | \$318,946          | \$299,951    |

The percentage change in sales quarter-over-quarter, with and without the impact of foreign currency translation ("FX") are presented below:

| SALES % CHANGE            | Three Months                |        | Total %<br>Change |
|---------------------------|-----------------------------|--------|-------------------|
|                           | % Change<br>excluding<br>FX | FX     |                   |
| By Market and Product     |                             |        |                   |
| BioPharmaceuticals        | 5.3                         | (0.6)  | ) 4.7             |
| Food & Beverage           | 6.2                         | (1.3)  | ) 4.9             |
| Medical                   | 16.5                        | 0.6    | ) 17.1            |
| Total Consumables sales   | 7.3                         | (0.4)  | ) 6.9             |
| Systems Sales             | (1.2)                       | ) 1.0  | (0.2)             |
| Total Life Sciences Sales | 6.7                         | (0.4)  | ) 6.3             |
| By Region                 |                             |        |                   |
| Americas                  | 1.2                         | (1.2)  | ) —               |
| Europe                    | 8.3                         | 4.4    | ) 12.7            |
| Asia                      | 11.8                        | (10.5) | ) 1.3             |
| Total Life Sciences Sales | 6.7                         | (0.4)  | ) 6.3             |

The acquisition of Medistad contributed approximately 230 basis points to Life Sciences consumables sales growth quarter-over-quarter.

BioPharmaceuticals consumables sales growth reflect strong demand in Asia as well as in the mature markets in Europe, augmented by the acquisition of Medistad as discussed above. Sales in the Americas were down slightly primarily due to timing of key customer requirements.

Food & Beverage consumables sales growth was primarily driven by strength in the alcohol-free beverage, food and dairy sectors, augmented by strength in the wine sector in several European countries.

Medical consumables sales growth reflects an increase in sales to OEMs in all three regions, augmented by the acquisition of Medistad as discussed above.

Life Sciences systems sales were down primarily due to weak capital spending by Food & Beverage customers in Europe. BioPharmaceuticals capital spending was up slightly.

Life Sciences segment profit grew 5% quarter-over-quarter on revenue growth of 6% (the translation impact of FX reduced segment profit by approximately 130 basis points). Segment profit margin declined 40 basis points driven by a decline in gross margin, partly offset by the benefit from increased leverage of fixed cost SG&A on an increasing sales base and decreased R&D spend. The 160 basis point decline in gross margin is primarily due to unfavorable market mix and unfavorable product mix within consumables for all three markets. This was partly offset by the benefit of favorable pricing.

#### Industrial

|                | Three Months Ended |               |                 |               |
|----------------|--------------------|---------------|-----------------|---------------|
|                | Oct 31,<br>2013    | % of<br>Sales | Oct 31,<br>2012 | % of<br>Sales |
| Sales          | \$ 310,833         |               | \$ 327,649      |               |
| Cost of sales  | 167,198            | 53.8          | 176,520         | 53.9          |
| Gross margin   | 143,635            | 46.2          | 151,129         | 46.1          |
| SG&A           | 84,829             | 27.3          | 90,995          | 27.8          |
| R&D            | 8,324              | 2.7           | 7,368           | 2.2           |
| Segment profit | \$ 50,482          | 16.2          | \$ 52,766       | 16.1          |

| SALES:                  | Three Months Ended |              |
|-------------------------|--------------------|--------------|
|                         | Oct 31, 2013       | Oct 31, 2012 |
| By Market and Product   |                    |              |
| Process Technologies    | \$ 125,078         | \$ 149,969   |
| Aerospace               | 58,771             | 55,910       |
| Microelectronics        | 71,416             | 70,182       |
| Total Consumables sales | \$ 255,265         | \$ 276,061   |
| Systems Sales           | 55,568             | 51,588       |
| Total Industrial Sales  | \$ 310,833         | \$ 327,649   |
| By Region               |                    |              |
| Americas                | \$ 100,575         | \$ 104,673   |
| Europe                  | 98,696             | 98,677       |
| Asia                    | 111,562            | 124,299      |
| Total Industrial Sales  | \$ 310,833         | \$ 327,649   |

The percentage change in sales quarter-over-quarter, with and without the impact of foreign currency translation (“FX”) are presented below:

| SALES % CHANGE:         | Three Months                |        | Total %<br>Change |
|-------------------------|-----------------------------|--------|-------------------|
|                         | % Change<br>excluding<br>FX | FX     |                   |
| By Market and Product   |                             |        |                   |
| Process Technologies    | (15.4 )                     | (1.2 ) | (16.6 )           |
| Aerospace               | 4.8                         | 0.3    | 5.1               |
| Microelectronics        | 8.7                         | (6.9 ) | 1.8               |
| Total Consumables sales | (5.2 )                      | (2.3 ) | (7.5 )            |
| Systems Sales           | 8.0                         | (0.3 ) | 7.7               |
| Total Industrial Sales  | (3.1 )                      | (2.0 ) | (5.1 )            |
| By Region               |                             |        |                   |
| Americas                | (3.1 )                      | (0.8 ) | (3.9 )            |
| Europe                  | (3.1 )                      | 3.1    | —                 |
| Asia                    | (3.1 )                      | (7.1 ) | (10.2 )           |
| Total Industrial Sales  | (3.1 )                      | (2.0 ) | (5.1 )            |

Process Technologies consumables sales decreased with the Fuels & Chemicals submarket having the most significant impact. The sales results by key submarkets are discussed below:

Consumables sales in the Machinery & Equipment submarket, which represented approximately 20% of total Industrial consumables sales in the quarter, decreased almost 9% quarter-over-quarter. This reflects weakness in the mining mobile OEM sector as well as an increase in back orders resulting from some manufacturing line moves.

Consumables sales in the Fuels & Chemicals submarket, which represented approximately 15% of total Industrial consumables sales in the quarter, were down about 21% quarter-over-quarter on low-entering backlog and softness in emerging markets particularly China, Venezuela and Russia.

Consumables sales in the Power Generation submarket, which represented close to 10% of total Industrial consumables sales in the quarter, declined approximately 18% reflecting low-entering backlog.

Aerospace consumables sales growth was driven by increased Commercial Aerospace sales.

Sales to the Commercial Aerospace submarket, which represented approximately 10% of total Industrial consumables sales, increased about 9%, driven by increased aftermarket sales.

Sales in the Military Aerospace submarket, which represented approximately 10% of total Industrial consumables sales, were flat quarter-over-quarter. This reflects growth in Europe, offset by a decline in the Americas related to large helicopter program sales in the first quarter of fiscal year 2013 that did not repeat this year.

Microelectronics consumables sales were up in all three regions. Microelectronics' end markets were up globally and sales in the quarter also benefited from early customer orders related to some upcoming manufacturing line moves in Japan.

The increase in Industrial systems sales primarily reflects strength in the Fuels & Chemicals submarket.

Industrial segment profit decreased 4%. Segment profit was flat on lower sales, excluding the impact of FX (which reduced segment profit by approximately 400 basis points), as a decrease in SG&A expenses offset the impact of lower sales volume and increased R&D spend. The decrease in SG&A expenses was primarily attributable to our structural cost improvement initiative. Gross margin percentage of 46.2% was essentially flat quarter-over-quarter.

Corporate Services Group

|                                   | Three Months    |                 |
|-----------------------------------|-----------------|-----------------|
|                                   | Oct 31,<br>2013 | Oct 31,<br>2012 |
| Corporate Services Group expenses | \$ 15,964       | \$ 14,065       |
| % Change quarter-over-quarter     | 13.5            |                 |



The increase in Corporate Services Group expenses primarily reflects an increase in compensation related costs due to the timing of recognition of incentive compensation.

#### Liquidity and Capital Resources

We utilize cash flow generated from operations and our commercial paper program to meet our short-term liquidity needs. We consider our cash balances, lines of credit and access to the commercial paper and other credit markets, along with the cash typically generated from operations, to be sufficient to meet our anticipated liquidity needs. Our cash position, net of debt, was approximately \$240,000 at October 31, 2013, compared to \$299,200 at July 31, 2013, a decrease of \$59,200. The impact of foreign exchange rates increased net cash by about \$14,300. Excluding this impact, net cash decreased by \$73,500 reflecting an increase in gross debt of \$90,700, principally to fund share repurchase in the U.S. This was partly offset by an increase in cash and cash equivalents of \$17,200, principally offshore.

As of October 31, 2013, the amount of cash and cash equivalents held by foreign subsidiaries was \$947,723.

Repatriation of cash held outside the U.S. could be subject to restrictions in the host countries as well as both local and U.S. taxes. However, we do not expect these to have a material effect on our overall liquidity.

On April 11, 2013, we entered into a five-year \$1,200,000 unsecured senior revolving credit facility (the "New Facility") with a syndicate of banks, which expires on April 11, 2018, and terminated our existing \$500,000 senior revolving credit facility, which would have expired in fiscal year 2015 (the "Prior Facility"). Borrowings under the New Facility bear interest at either a variable rate based upon the London InterBank Offered Rate (U.S. Dollar, British Pound, Euro, Swiss Franc and Japanese Yen borrowings) or the European Union Banking Federation Rate (Euro borrowings) or at the prime rate of the Facility Agent (U.S. Dollar borrowing only). The New Facility does not permit us to exceed a maximum consolidated leverage ratio of 3.5:1, based upon the trailing four quarters' results. In addition, the New Facility includes other covenants that under certain circumstances may restrict our ability to incur additional indebtedness, make investments and other restricted payments, enter into sale and leaseback transactions, create liens and sell assets. As of October 31, 2013, we did not have any outstanding borrowings under our New Facility. As of October 31, 2013, we were in compliance with all related financial and other restrictive covenants, including limitations on indebtedness.

As of October 31, 2013, we had approximately \$260,000 of outstanding commercial paper, which is recorded as notes payable in the current liability section of our accompanying condensed consolidated balance sheet. Commercial paper outstanding at October 31, 2013 carry interest rates ranging between 0.33% and 0.38% and maturities between 27 and 31 days. Commercial paper outstanding at any one time during the quarter had balances ranging from \$170,000 to \$390,000, carried interest rates ranging between 0.33% and 0.38% and original maturities between 27 and 34 days.

#### Cash Flow - Operating Activities

| By Segment                                | Three Months |              |
|-------------------------------------------|--------------|--------------|
|                                           | Oct 31, 2013 | Oct 31, 2012 |
| Net cash provided by operating activities | \$85,897     | \$38,958     |
| Less capital expenditures                 | 18,915       | 23,477       |
| Free cash flow                            | \$66,982     | \$15,481     |

#### Three Months ended October 31, 2013

The major items impacting net cash provided by operating activities include:

net earnings from continuing operations of \$71,513;

non-cash reconciling items in net earnings from continuing operations, such as depreciation and amortization of long-lived assets of \$27,348 and non-cash stock compensation of \$6,131;

payments related to our Structural Cost Improvement initiative of \$9,473; and

annual performance based compensation payments, partly offset by working capital improvements.

Improved working capital management also benefited net cash provided by operating activities in the quarter.

#### Three Months ended October 31, 2012

The major items impacting net cash provided by operating activities include:

net earnings from continuing operations of \$89,165;

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non-cash reconciling items in net earnings from continuing operations, such as depreciation and amortization of long-lived assets of \$27,498 and non-cash stock compensation of \$5,680;

income tax and tax-related payments of approximately \$45,000 related to the settlement of, and deposits for, several years of U.S. tax audits and payments for the gain on the sale of the Blood Product Line; payments related to our Structural Cost Improvement initiative of \$8,688; and annual performance based compensation payments.

Discontinued operations had an immaterial impact on net cash provided by operating activities in the period.

#### Free Cash Flow

We utilize free cash flow as one way to measure our current and future financial performance. Free cash flow is a non-GAAP financial measure and is not intended as an alternative measure of cash flow from operations as determined in accordance with GAAP. In addition, our calculation of free cash flow is not necessarily comparable to similar measures as calculated by other companies that do not use the same definition or implementation guidelines. The table above reconciles net cash provided by operating activities, inclusive of discontinued operations, to free cash flow.

The increase in free cash flow in the three months ended October 31, 2013 compared to the three months ended October 31, 2012 primarily reflects the increase in net cash provided by operating activities and a decrease in capital expenditures.

#### Depreciation and Amortization

Depreciation expense and amortization expense are presented below:

|                                  | Three Months    |                 |
|----------------------------------|-----------------|-----------------|
|                                  | Oct 31,<br>2013 | Oct 31,<br>2012 |
| Depreciation expense             | \$ 22,624       | \$ 22,220       |
| Amortization expense             | \$ 4,724        | \$ 5,278        |
| Cash Flow - Investing Activities |                 |                 |

|                                                  | Three Months    |                 |
|--------------------------------------------------|-----------------|-----------------|
|                                                  | Oct 31,<br>2013 | Oct 31,<br>2012 |
| Net cash (used)/provided by investing activities | \$(17,255 )     | \$511,059       |

Three Months ended October 31, 2013

The most significant drivers of net cash used by investing activities include:

Capital expenditures of \$18,915.

Three Months ended October 31, 2012

The most significant drivers of net cash provided by investing activities include:

Proceeds from the sale of assets of \$535,680, primarily related to the sale of our Blood Product Line, and

Capital expenditures of \$23,477, which partly offset the above.

#### Cash Flow - Financing Activities

|                                       | Three Months Ended |                 |
|---------------------------------------|--------------------|-----------------|
|                                       | Oct 31,<br>2013    | Oct 31,<br>2012 |
| Net cash used by financing activities | \$(48,689 )        | \$(155,706 )    |

Share repurchases in the three months ended October 31, 2013 and October 31, 2012, are presented below. For further information on the Company's share buyback programs, see Note 4, Treasury Stock, to the accompanying condensed consolidated financial statements.

|                   | Three Months Ended |              |
|-------------------|--------------------|--------------|
|                   | Oct 31, 2013       | Oct 31, 2012 |
| Share repurchases | \$125,000          | \$75,000     |
| Number of shares  | 1,371              | 1,177        |

In the three months ended October 31, 2013, the Company paid \$125,000 under an accelerated share repurchase agreement and received an initial delivery of 1,371 shares. See Note 4, Treasury Stock, to the accompanying condensed consolidated financial statements for further details.

We increased our quarterly dividend by 10% from 25 cents per share to 27.5 cents per share, effective with the dividend declared on September 24, 2013. Dividends paid in the three months ended October 31, 2013 and October 31, 2012, are presented below:

|                              | Three Months Ended |              |
|------------------------------|--------------------|--------------|
|                              | Oct 31, 2013       | Oct 31, 2012 |
| Dividends paid               | \$27,947           | \$23,979     |
| Dividends declared per share | \$0.275            | \$0.250      |

Net proceeds from equity compensation plans were \$15,251 and \$13,528 in the three months ended October 31, 2013 and October 31, 2012, respectively.

#### Non-Cash Working Capital

Non-cash working capital, which is defined as working capital excluding cash and cash equivalents, notes receivable, notes payable and the current portion of long-term debt, was approximately \$578,700 at October 31, 2013 as compared with \$554,500 at July 31, 2013. Excluding the effect of foreign exchange (discussed below), non-cash working capital increased approximately \$13,200 compared to July 31, 2013.

Our balance sheet is affected by spot exchange rates used to translate local currency amounts into U.S. Dollars. In comparing spot exchange rates at October 31, 2013 to those at July 31, 2013, the Euro and the British Pound have strengthened against the U.S. Dollar, and the Japanese Yen has weakened slightly against the U.S. Dollar. The effect of foreign currency translation, increased net inventory, net accounts receivable and other current assets by approximately \$6,800, \$9,600 and \$2,000, respectively, as compared to July 31, 2013. Additionally, foreign currency translation increased accounts payable, accrued liabilities and income tax payable collectively by \$7,400. The combination of these foreign currency translation impacts increased non-cash working capital by approximately \$11,000.

#### Derivatives

We manage certain financial exposures through a risk management program that includes the use of foreign exchange derivative financial instruments. Derivatives are executed with counterparties with a minimum credit rating of "A" by Standard and Poor's and "A2" by Moody's Investor Services, in accordance with our policies. We do not utilize derivative instruments for trading or speculative purposes.

We conduct transactions in currencies other than their functional currency. These transactions include non-functional currency intercompany and external sales as well as intercompany and external purchases. We use foreign exchange forward contracts, matching the notional amounts and durations of the receivables and payables resulting from the aforementioned underlying foreign currency transactions, to mitigate the exposure to earnings and cash flows caused by changing foreign exchange rates. The risk management objective of holding foreign exchange derivatives is to mitigate volatility to earnings and cash flows due to changes in foreign exchange rates.

The notional amount of foreign currency forward contracts entered into during the three months ended October 31, 2013 was \$574,170. The notional amount of foreign currency forward contracts outstanding as of October 31, 2013 was \$399,953 of which \$77,674 are for cash flow hedges that cover monthly transactional exposures through July 2014. Our foreign currency balance sheet exposures resulted in the recognition of a loss within SG&A of approximately \$2,575 in the three months ended October 31, 2013, before the impact of the measures described above. Including the impact of our foreign exchange derivative instruments, the net recognition within SG&A was a loss of approximately \$2,125 in the three months ended October 31, 2013.

#### Adoption of New Accounting Pronouncements

In February 2013, the FASB issued new accounting guidance which amended Accounting Standards Codification (“ASC”) 220, “Comprehensive Income.” The amended guidance requires entities to provide information about the amounts reclassified

out of accumulated other comprehensive income by component. Additionally, entities are required to present, either on the face of the financial statements or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income, but only if the amount reclassified is required under US generally accepted accounting principles ("GAAP") to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under US GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures in the financial statements. The amended guidance does not change the current requirements for reporting net income or other comprehensive income. The adoption of this disclosure-only guidance did not have an impact on our condensed consolidated financial results.

#### Recently Issued Accounting Pronouncements

In July 2013, the FASB issued new accounting guidance which requires the netting of unrecognized tax benefits against a deferred tax asset for a loss or other carry forward that would apply in settlement of the uncertain tax positions. Under the new standard, unrecognized tax benefits will be netted against all available same-jurisdiction loss or other tax carry forwards that would be utilized, rather than only against carry forwards that are created by the unrecognized tax benefits. The new guidance is effective prospectively to all existing unrecognized tax benefits, but entities can choose to apply it retrospectively. The guidance will be effective for us in our first quarter of fiscal year 2015, with early adoption permitted. We are currently assessing the impact this guidance will have on our consolidated statements of financial position and cash flows.

#### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

There is no material change in the market risk information disclosed in Item 7A of the 2013 Form 10-K.

#### ITEM 4. CONTROLS AND PROCEDURES.

There were no changes in the Company's internal control over financial reporting during the Company's first quarter of fiscal year 2014, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's chief executive officer and chief financial officer, of the effectiveness of the Company's disclosure controls and procedures pursuant to Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended. Based on this evaluation, the chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures are effective.

## PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS.

(In thousands)

As previously disclosed in the 2013 Form 10-K, the Company is subject to various regulatory proceedings and litigation, including with respect to various environmental matters. Reference is also made to Note 5, Contingencies and Commitments, to the accompanying condensed consolidated financial statements.

## Environmental Matters:

The Company's condensed consolidated balance sheet at October 31, 2013 includes liabilities for environmental matters of approximately \$22,224, which relate primarily to the environmental proceedings discussed in the 2013 Form 10-K and Note 5, Contingencies and Commitments, to the accompanying condensed consolidated financial statements of this Form 10-Q. In the opinion of management, the Company is in substantial compliance with applicable environmental laws and its current accruals for environmental remediation are adequate. However, as regulatory standards under environmental laws are becoming increasingly stringent, there can be no assurance that future developments, additional information and experience gained will not cause the Company to incur material environmental liabilities or costs beyond those accrued in its condensed consolidated financial statements.

## ITEM 1A. RISK FACTORS.

There is no material change in the risk factors reported in Item 1A of the 2013 Form 10-K. This report contains certain forward-looking statements that reflect management's expectations regarding future events and operating performance and speak only as of the date hereof. These statements are subject to risks and uncertainties, which could cause actual results to differ materially. For a description of these risks see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Forward-Looking Statements and Risk Factors."

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

(a) During the period covered by this report, the Company did not sell any of its equity securities that were not registered under the Securities Act of 1933, as amended.

(b) Not applicable.

(c) The following table provides information with respect to purchases made by or on behalf of the Company or any "affiliated purchaser" of shares of the Company's common stock.

(In thousands, except per share data)

| Period                                  | Total Number<br>of Shares<br>Purchased | Average Price<br>Paid Per<br>Share | Total Number<br>of<br>Shares<br>Purchased as<br>Part of<br>Publicly<br>Announced<br>Plans or<br>Programs (1) | Approximate<br>Dollar Value<br>of Shares<br>that May Yet<br>Be<br>Purchased<br>Under the<br>Plans or<br>Programs (1) |
|-----------------------------------------|----------------------------------------|------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| August 1, 2013 to August 31, 2013       | —                                      | \$—                                | —                                                                                                            | \$331,873                                                                                                            |
| September 1, 2013 to September 30, 2013 | —                                      | —                                  | —                                                                                                            | 331,873                                                                                                              |
| October 1, 2013 to October 31, 2013     | 1,371                                  | 77.50                              | 1,371                                                                                                        | 206,873                                                                                                              |
| Total                                   | 1,371                                  | \$77.50                            | 1,371                                                                                                        |                                                                                                                      |

(1) As noted in Note 4, Treasury Stock, to the accompanying condensed consolidated financial statements, the board of directors authorized amounts to be used to purchase shares of common stock over time, as market and business conditions warrant. There is no time restriction on these authorizations. In September 2013, the Company entered into an Accelerated Share Repurchase ("ASR") agreement with a third-party financial institution to repurchase \$125,000 of the Company's common stock. Under the agreement, the Company paid \$125,000 to the financial

institution, using cash on hand, and received an initial delivery of approximately 1,371 shares at an aggregate cost of \$106,250, with an average price per share of \$77.50. The final number of shares delivered upon settlement of the \$125,000 ASR agreement will be determined with reference to the average price of the Company's common stock over the term of the ASR agreement. Repurchased shares are held in treasury for use in connection with the Company's stock plans and for general corporate purposes.

ITEM 6. EXHIBITS.

See the Exhibit Index for a list of exhibits filed herewith or incorporated by reference herein.

SIGNATURES

Pursuant to the requirements 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.

Pall Corporation

December 3, 2013

/s/ AKHIL JOHRI  
Akhil Johri  
Chief Financial Officer

## EXHIBIT INDEX

| Exhibit Number | Description of Exhibit                                                                                                                                                                                        |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3(i)*          | Restated Certificate of Incorporation of the Registrant as amended through September 1, 2010, filed as Exhibit 3.1(i) to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 2010. |
| 3(ii)*         | By-Laws of the Registrant as amended through December 12, 2012, filed as Exhibit 3.1(i) to the Registrant's Current Report on Form 8-K filed on December 17, 2012.                                            |
| 31.1†          | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                                                                                           |
| 31.2†          | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                                                                                           |
| 32.1†          | Certification of Chief Executive Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                                                                                                 |
| 32.2†          | Certification of Chief Financial Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                                                                                                 |
| 101.INS        | XBRL Instance Document                                                                                                                                                                                        |
| 101.SCH        | XBRL Taxonomy Extension Schema Document                                                                                                                                                                       |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase Document                                                                                                                                                         |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document                                                                                                                                                               |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document                                                                                                                                                        |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase Document                                                                                                                                                          |

\* Incorporated herein by reference.

† Exhibit filed herewith.

‡ Denotes management contract or compensatory plan or arrangement.