

P&F INDUSTRIES INC  
Form 10-Q/A  
December 17, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q/A**

**(Amendment No. 1)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
X ACT OF 1934**

**For the Quarterly Period Ended June 30, 2014**

**..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 1 - 5332**

**P&F INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**22-1657413**  
(I.R.S. Employer Identification Number)

**445 Broadhollow Road, Suite 100, Melville, New York 11747**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(631) 694-9800**

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, 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 to its corporate Website, 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 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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

As of August 12, 2014 there were 3,792,695 shares of the registrant's Class A Common Stock outstanding.

## EXPLANATORY NOTE

This amendment to the Quarterly Report on Form 10-Q/A (“Amendment No. 1”) is being filed in order to correct previously disclosed pro forma information in *Note 10 – Subsequent Events* in the financial statements included in the original Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014, filed on August 13, 2014 (the “Original Filing”).

These corrections have no impact, for any previously reported interim or annual period, on the Company’s consolidated balance sheets, consolidated statements of income, consolidated statements of stockholders’ equity, or consolidated statements of cash flows, or any note related to such financial statements (other than Note 10).

A detailed description of the amended financial information is set forth in this Amendment No. 1 under *Note 10 – Subsequent Events* to the Company's Consolidated Financial Statements, which presents a reconciliation between pro forma information in Note 10 contained in the Original Filing and adjusted pro forma information in Note 10 contained in this Amendment No. 1, relating to unaudited pro-forma revenue, unaudited pro-forma net income, and unaudited pro-forma basic and diluted earnings per share, each giving effect to the acquisitions of Exhaust Technologies, Inc. and Universal Air Tool Company Limited as if they were consummated on January 1, 2013. Amendment No. 1 also amends the Company’s disclosures relating to the Company’s controls and procedures.

This Amendment No. 1 amends only Item 1 (Financial Statements) and Item 4 (Controls and Procedures) of Part I of the Original Filing as discussed above. The Company is also updating the Signature Page, Exhibit Index and certifications of our Chief Executive and Financial Officers contained in Exhibits 31.1, 31.2, 32.1 and 32.2. Except for the foregoing amended information, this Amendment No. 1 continues to describe conditions as of the date of the Original Filing, and the Company has not updated the disclosures contained herein to reflect events that occurred at a later date.

**P&F INDUSTRIES, INC.**

**FORM 10-Q**

**FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2014**

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**PART I - FINANCIAL INFORMATION****Item 1. Financial Statements****P&F INDUSTRIES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

	June 30, 2014 (unaudited)	December 31, 2013 (See Note 1)
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 10,909,000	\$ 413,000
Accounts receivable - net	9,995,000	8,739,000
Inventories - net	20,957,000	22,974,000
Deferred income taxes - net	1,168,000	1,168,000
Prepaid expenses and other current assets	755,000	829,000
<b>TOTAL CURRENT ASSETS</b>	<b>43,784,000</b>	<b>34,123,000</b>
<b>PROPERTY AND EQUIPMENT</b>		
Land	1,550,000	1,550,000
Buildings and improvements	7,638,000	7,626,000
Machinery and equipment	19,040,000	18,606,000
	28,228,000	27,782,000
Less accumulated depreciation and amortization	18,293,000	17,553,000
<b>NET PROPERTY AND EQUIPMENT</b>	<b>9,935,000</b>	<b>10,229,000</b>
<b>GOODWILL</b>	<b>5,150,000</b>	<b>5,150,000</b>
<b>OTHER INTANGIBLE ASSETS - net</b>	<b>1,386,000</b>	<b>1,502,000</b>
<b>DEFERRED INCOME TAXES - net</b>	<b>982,000</b>	<b>1,594,000</b>
<b>OTHER ASSETS - net</b>	<b>571,000</b>	<b>643,000</b>
<b>TOTAL ASSETS</b>	<b>\$ 61,808,000</b>	<b>\$ 53,241,000</b>

See accompanying notes to consolidated financial statements (unaudited).



**P&F INDUSTRIES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

	June 30, 2014 (unaudited)	December 31, 2013 (See Note 1)
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Short-term borrowings	\$ 8,419,000	\$ 360,000
Accounts payable	2,356,000	3,006,000
Accrued liabilities	3,014,000	3,520,000
Current maturities of long-term debt	460,000	460,000
<b>TOTAL CURRENT LIABILITIES</b>	<b>14,249,000</b>	<b>7,346,000</b>
Long-term debt, less current maturities	6,673,000	6,903,000
Other liabilities	254,000	262,000
<b>TOTAL LIABILITIES</b>	<b>21,176,000</b>	<b>14,511,000</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>SHAREHOLDERS' EQUITY</b>		
Preferred stock - \$10 par; authorized - 2,000,000 shares; no shares issued	—	—
Common stock		
Class A - \$1 par; authorized - 7,000,000 shares; issued – 4,134,000 at June 30, 2014 and 4,038,000 at December 31, 2013	4,134,000	4,038,000
Class B - \$1 par; authorized - 2,000,000 shares; no shares issued	—	—
Additional paid-in capital	12,576,000	11,798,000
Retained earnings	26,905,000	25,871,000
Treasury stock, at cost – 345,000 shares at June 30, 2014 and 344,000 shares at December 31, 2013	(2,983,000 )	(2,977,000 )
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>40,632,000</b>	<b>38,730,000</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 61,808,000</b>	<b>\$ 53,241,000</b>

See accompanying notes to consolidated financial statements (unaudited).

**P&F INDUSTRIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME (unaudited)**

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Net revenue	\$ 18,268,000	\$ 19,476,000	\$ 34,200,000	\$ 40,185,000
Cost of sales	11,665,000	12,374,000	21,562,000	25,349,000
Gross profit	6,603,000	7,102,000	12,638,000	14,836,000
Selling, general and administrative expenses	5,556,000	5,559,000	10,783,000	12,169,000
Operating income	1,047,000	1,543,000	1,855,000	2,667,000
Interest expense	88,000	139,000	177,000	270,000
Income before income taxes	959,000	1,404,000	1,678,000	2,397,000
Income tax expense	387,000	529,000	644,000	901,000
Net income	\$ 572,000	\$ 875,000	\$ 1,034,000	\$ 1,496,000
Basic earnings per share	\$ 0.15	\$ 0.24	\$ 0.28	\$ 0.41
Diluted earnings per share	\$ 0.15	\$ 0.23	\$ 0.27	\$ 0.39
Weighted average common shares outstanding:				
Basic	3,724,000	3,683,000	3,709,000	3,678,000
Diluted	3,905,000	3,889,000	3,891,000	3,875,000

See accompanying notes to consolidated financial statements (unaudited).



**P&F INDUSTRIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY (unaudited)**

	Total	Class A Common Stock, \$1 Par		Additional paid-in capital	Retained earnings	Treasury stock	
		Shares	Amount			Shares	Amount
Balance, January 1, 2014	\$38,730,000	4,038,000	\$4,038,000	\$11,798,000	\$25,871,000	(344,000)	\$(2,977,000)
Net income	1,034,000	—	—	—	1,034,000	—	—
Exercise of stock options	710,000	93,000	93,000	623,000	—	(1,000 )	(6,000 )
Restricted stock issuance	14,000	3,000	3,000	11,000	—	—	—
Stock-based compensation	144,000	—	—	144,000	—	—	—
Balance, June 30, 2014	\$40,632,000	4,134,000	\$4,134,000	\$12,576,000	\$26,905,000	(345,000)	\$(2,983,000)

See accompanying notes to consolidated financial statements (unaudited).

**P&F INDUSTRIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)**

	Six months ended June 30,	
	2014	2013
Cash Flows from Operating Activities:		
Net income	\$1,034,000	\$1,496,000
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Non-cash charges:		
Depreciation and amortization	740,000	789,000
Amortization of debt issue costs	43,000	48,000
Amortization of other intangible assets	116,000	134,000
(Adjustment to) provision for losses on accounts receivable	(124,000 )	35,000
Stock-based compensation	144,000	151,000
Restricted stock-based compensation	14,000	17,000
Deferred income taxes-net	612,000	784,000
Changes in operating assets and liabilities:		
Accounts receivable	(1,132,000)	(5,288,000)
Inventories	2,017,000	781,000
Prepaid expenses and other current assets	74,000	(306,000 )
Other assets	29,000	20,000
Accounts payable	(650,000 )	(1,092,000)
Accrued liabilities	(506,000 )	(700,000 )
Other liabilities	(8,000 )	(8,000 )
Total adjustments	1,369,000	(4,635,000)
Net cash provided by (used in) operating activities	2,403,000	(3,139,000)

See accompanying notes to consolidated financial statements (unaudited).

**P&F INDUSTRIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)**

	Six months ended June 30,	
	2014	2013
Cash Flows from Investing Activities:		
Capital expenditures	\$(446,000 )	\$(303,000 )
Net cash used in investing activities	(446,000 )	(303,000 )
Cash Flows from Financing Activities:		
Proceeds from exercise of stock options	710,000	62,000
Proceeds from short-term borrowings	38,274,000	35,140,000
Repayments of short-term borrowings	(30,215,000)	(31,320,000)
Repayments of term loan	(230,000 )	(230,000 )
Net cash provided by financing activities	8,539,000	3,652,000
Net increase in cash	10,496,000	210,000
Cash at beginning of period	413,000	695,000
Cash at end of period	\$10,909,000	\$905,000
Supplemental disclosures of cash flow information:		
Cash paid for:		
Interest	\$139,000	\$225,000
Income taxes	\$41,000	\$33,000

See accompanying notes to consolidated financial statements (unaudited).

**P&F INDUSTRIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

**NOTE 1 - SUMMARY OF ACCOUNTING POLICIES**

**Basis of Financial Statement Presentation**

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information, and with the rules and regulations of the Securities and Exchange Commission regarding interim financial reporting. Accordingly, these interim financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of the Company, as defined below, these unaudited consolidated financial statements include all adjustments necessary to present fairly the information set forth therein. All such adjustments are of a normal recurring nature. Results for interim periods are not necessarily indicative of results to be expected for a full year.

The audited consolidated balance sheet information as of December 31, 2013 was derived from the audited consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013. The interim financial statements contained herein should be read in conjunction with that Report.

**Principles of Consolidation**

The unaudited consolidated financial statements contained herein include the accounts of P&F Industries, Inc. and its subsidiaries, (“P&F” or the “Company”). All significant intercompany balances and transactions have been eliminated in consolidation. Certain amounts in the financial statements and related footnotes have been reclassified to conform to classifications used in the current year.

**The Company**

The Company operates in two primary lines of business, or segments: (i) tools and other products (“Tools”) and (ii) hardware and accessories (“Hardware”).

## **Tools**

The Company conducts its Tools business through a wholly-owned subsidiary, Continental Tool Group, Inc. (“Continental”), which in turn currently operates through its wholly-owned subsidiaries, Florida Pneumatic Manufacturing Corporation (“Florida Pneumatic”) and Hy-Tech Machine, Inc. (“Hy-Tech”).

Florida Pneumatic is engaged in the importation and sale of pneumatic hand tools, primarily for the retail, industrial and automotive markets, and the importation and sale of compressor air filters. Florida Pneumatic also markets, through its Berkley Tool division (“Berkley”), a product line which includes pipe and bolt dies, pipe taps, wrenches, vises and stands, pipe and tubing cutting equipment, hydrostatic test pumps, and replacement electrical components for a widely-used brand of pipe cutting and threading machines.

Hy-Tech manufactures and distributes its own line of industrial pneumatic tools. Hy-Tech also produces and markets impact wrenches, grinders, drills, and motors. Further, it also manufactures tools to customer specifications. Its customers include refineries, chemical plants, power generation, heavy construction, oil and mining companies. In addition, Hy-Tech manufactures an extensive line of pneumatic tool replacement parts that are sold competitively to the original equipment manufacturer (“OEM”). It also manufactures and distributes high pressure stoppers for hydrostatic testing fabricated pipe, gears, sprockets, splines and racks and produces a line of siphons.

## **Hardware**

The Company conducts its Hardware business through a wholly-owned subsidiary, Countrywide Hardware, Inc. (“Countrywide”). Countrywide conducts its business operations through its wholly-owned subsidiary, Nationwide Industries, Inc. (“Nationwide”). Nationwide is an importer and manufacturer of door, window and fencing hardware and accessories, including rollers, hinges, window operators, sash locks, custom zinc castings and door closers.

Additionally, Nationwide marketed a Kitchen and Bath product line. However, effective November 12, 2013, Nationwide sold to an unrelated third party all inventory, intangibles and certain fixed assets attributable to its Kitchen and Bath product line.

## **Management Estimates**

The preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses in those financial statements. Certain significant accounting policies that contain subjective management estimates and assumptions include those related to revenue recognition, inventory, goodwill, intangible assets and other long-lived assets, income taxes and deferred taxes. Descriptions of these policies are discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2013. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, and makes adjustments when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from those estimates and assumptions. Significant changes, if any, in those estimates resulting from continuing changes in the economic environment will be reflected in the consolidated financial statements in future periods.

## **Recently Adopted Accounting Standards**

Management does not believe that any other recently issued, but not yet effective accounting standards, if currently adopted would have a material effect on our consolidated financial statements.

## **NOTE 2 - EARNINGS PER SHARE**

Basic earnings per common share is based only on the average number of shares of common stock outstanding for the periods. Diluted earnings per common share reflects the effect of shares of common stock issuable upon the exercise of options, unless the effect on earnings is antidilutive.

Diluted earnings per common share is computed using the treasury stock method. Under this method, the aggregate number of shares of common stock outstanding reflects the assumed use of proceeds from the hypothetical exercise of any outstanding options to purchase shares of the Company's Class A Common Stock ("Common Stock"). The average market value for the period is used as the assumed purchase price.

The following table sets forth the elements of basic and diluted earnings per common share:

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	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Numerator for basic and diluted earnings per common share:				
Net income	\$572,000	\$875,000	\$1,034,000	\$1,496,000
Denominator:				
For basic earnings per share - weighted average common shares outstanding	3,724,000	3,683,000	3,709,000	3,678,000
Dilutive securities <b>(1)</b>	181,000	206,000	182,000	197,000
For diluted earnings per share - weighted average common shares outstanding	3,905,000	3,889,000	3,891,000	3,875,000

**(1)** Dilutive securities consist of “in the money” stock options.

At June 30, 2014 and 2013 and during the three and six-month periods ended June 30, 2014 and 2013, there were outstanding stock options whose exercise prices were higher than the average market values of the underlying Class A Common Stock for the period. These options are antidilutive and are excluded from the computation of earnings per share. The weighted average antidilutive stock options outstanding were as follows:

	Three months ended June 30, 2014		Six months ended June 30, 2013	
Weighted average antidilutive stock options outstanding	214,000	185,000	257,000	207,000

### NOTE 3 - STOCK-BASED COMPENSATION

During the three and six-month periods ended June 30, 2014 and 2013, the Company did not grant any stock options.

The following is a summary of the changes in outstanding options during the six-month period ended June 30, 2014:

	Option Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding, January 1, 2014	633,188	\$ 6.76	4.8	\$951,000
Granted	—	—		—
Exercised	(92,188)	7.75		
Forfeited	—	—		
Expired	—	—		
Outstanding, June 30, 2014	541,000	\$ 6.60	5.0	\$1,215,000
Vested and expected to vest, June 30, 2014	479,994	\$ 6.48	4.5	\$1,177,000

The following is a summary of changes in non-vested options for the six months ended June 30, 2014:

	Option Shares	Weighted Average Grant- Date Fair Value
Non-vested options, January 1, 2014	121,500	\$ 5.38
Granted	—	—



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Vested	(60,494	)	4.62
Forfeited	—		—
Non-vested options, June 30, 2014	61,006	\$	6.14

The number of shares of Common Stock available for issuance under the 2012 Stock Incentive Plan as of June 30, 2014 was 194,517. At June 30, 2014, there were 113,500 options outstanding issued under the 2012 Stock Incentive Plan and 427,500 options outstanding issued under the 2002 Stock Incentive Plan.

Treasury Stock

On March 31, 2014, the Company received 792 shares of its Common Stock, tendered as payment for the exercise of options to purchase 1,500 shares of Common Stock. The value of the tendered shares of Common Stock, was approximately \$6,000, and was based on the fair value of such shares, determined by closing price of the Company's Common Stock on the day prior. The Company recorded this transaction as an increase to its Treasury Stock.

Restricted Stock

On May 21, 2014, the Company granted 666 restricted shares of its common stock to each non-employee member of its Board of Directors totaling 3,330 restricted shares. These restricted shares cannot be traded earlier than the first anniversary of the grant date. The Company determined the fair value of these shares to be \$7.43, which was the closing price of the Company's Common Stock on the date of the grant. As a result of the aforementioned grants, the Company will recognize non-cash director fees expense of approximately \$2,100 per month in its selling, general and administrative expenses through May 2015.

**NOTE 4 - ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS**

Accounts receivable - net consists of:

	June 30, 2014	December 31, 2013
Accounts receivable	\$ 10,107,000	\$ 8,975,000
Allowance for doubtful accounts	(112,000 )	(236,000 )
	\$ 9,995,000	\$ 8,739,000

**NOTE 5 - INVENTORIES**

Inventories - net consist of:

	June 30, 2014	December 31, 2013
Raw material	\$ 1,660,000	\$ 1,836,000
Work in process	591,000	475,000
Finished goods	20,985,000	22,924,000
	23,236,000	25,235,000
Reserve for obsolete and slow-moving inventories	(2,279,000 )	(2,261,000 )
	\$ 20,957,000	\$ 22,974,000

**NOTE 6 - GOODWILL AND OTHER INTANGIBLE ASSETS**

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During the six-month period ended June 30, 2014 there was no change to the carrying value of goodwill.

Other intangible assets were as follows:

	June 30, 2014			December 31, 2013		
	Cost	Accumulated amortization	Net book value	Cost	Accumulated amortization	Net book value
Other intangible assets:						
Customer relationships	\$5,070,000	\$4,167,000	\$903,000	\$5,070,000	\$4,087,000	\$983,000
Trademarks	199,000	—	199,000	199,000	—	199,000
Drawings	290,000	104,000	186,000	290,000	97,000	193,000
Licensing	305,000	207,000	98,000	305,000	178,000	127,000
Totals	\$5,864,000	\$4,478,000	\$1,386,000	\$5,864,000	\$4,362,000	\$1,502,000

Amortization expense for intangible assets subject to amortization was as follows:

Three months ended June 30,		Six months ended June 30,	
2014	2013	2014	2013
\$ 58,000	\$ 58,000	\$ 116,000	\$ 134,000

Amortization expense for each of the twelve-month periods ending June 30, 2015 through June 30, 2019 is estimated to be as follows: 2015 - \$233,000; 2016 - \$216,000; 2017 - \$175,000; 2018 - \$175,000 and 2019 - \$175,000. The weighted average amortization period for intangible assets was 6.4 years at June 30, 2014 and 6.8 years at December 31, 2013.

## **NOTE 7 - DEBT**

### ***SHORT-TERM LOANS***

P&F, along with Florida Pneumatic, Hy-Tech and Nationwide, as borrowers, entered into a Loan and Security Agreement in October 2010, as amended (“Credit Agreement”), with Capital One Business Credit Corp., formerly known as Capital One Leverage Finance Corporation, as agent (“COBC”). The Credit Agreement expires December 19, 2017, (the “Maturity Date”), and has a maximum borrowing limit of \$29,423,000. The Credit Agreement provides for a Revolver Loan (“Revolver”) with a maximum borrowing of \$20,000,000. Direct borrowings under the Revolver are secured by the Company’s accounts receivable, mortgages on its real property located in Cranberry, PA, Jupiter, FL and Tampa, FL (“Real Property”), inventory and equipment, and are cross-guaranteed by certain of our subsidiaries (the “Subsidiary Guarantors”). Revolver borrowings bear interest at either LIBOR (London InterBank Offered Rate) or the Base Rate, as defined in the Credit Agreement (“Base Rate”), plus the Applicable Margin (the “Applicable Margin”), as defined in the Credit Agreement. The interest rate, either LIBOR or Base Rate, which is added to the Applicable Margin, is at the option of the Company, subject to limitations on the number of LIBOR borrowings.

See Note 10 – Subsequent Events to these Consolidated Financial Statements for discussion pertaining to various amendments occurring subsequent to June 30, 2014.

The balance of Revolver borrowings outstanding was \$8,419,000 and \$360,000, at June 30, 2014 and December 31, 2013, respectively. Applicable Margins added to Revolver borrowings at LIBOR and the Base Rate were 1.50% and 0.50%, respectively at June 30, 2014 and were 1.75% and 0.75%, respectively, at December 31, 2013. The primary cause for the increase in the Company’s Revolver balance at June 30, 2014, was due to the funding necessary to complete the ETI acquisition that occurred on July 1, 2014.

The Company is required to provide, among other things, monthly financial statements, monthly borrowing base certificates and certificates of compliance with various financial covenants. The Company believes it is in compliance with all covenants. As part of the Credit Agreement, if an event of default occurs, COBC has the option to, among other things, increase the interest rate by two percent per annum during the period of default.

### ***LONG-TERM LOANS***

The Credit Agreement also provides for a \$7,000,000 Term Loan (the “Term Loan”), which is secured by mortgages on the Real Property, accounts receivable, inventory and equipment. Term Loan borrowings incur interest at LIBOR or

the Base Rate plus the Applicable Margins, which were 3.00% and 2.00%, respectively, at June 30, 2014 and December 31, 2013.

Additionally, the Company borrowed \$380,000 and \$519,000 in March 2012 and September 2012, respectively, as loans primarily for machinery and equipment (“Capex Term Loans”). Applicable Margins added to these Capex Term Loans at both June 30, 2014 and December 31, 2013 were 3.00% and 2.00%, for borrowings at LIBOR and the Base Rate, respectively.

Long-term debt consists of:

	June 30, 2014	December 31, 2013
Term loan - \$23,000 payable monthly January 1, 2013 through December 1, 2017, balance due December 19, 2017.	\$ 6,580,000	\$ 6,720,000
Capex Term Loan - \$6,000 payable monthly May 1, 2012 through April 1, 2017.	216,000	254,000
Capex Term Loan - \$9,000 payable monthly October 1, 2012 through September 1, 2017.	337,000	389,000
	7,133,000	7,363,000
Less current maturities	460,000	460,000
	\$ 6,673,000	\$ 6,903,000

#### **NOTE 8 - RELATED PARTY TRANSACTIONS**

The president of one of the Company’s subsidiaries is part owner of one of that subsidiary’s vendors. During the three and six-month periods ended June 30, 2014, the Company purchased approximately \$154,000 and \$417,000, respectively, of product from this vendor. During the three and six-month periods ended June 30, 2013, the Company purchased approximately \$274,000 and \$502,000, respectively, of product from this vendor. At June 30, 2014 and 2013, the Company owed this vendor \$64,000 and \$138,000, respectively. All transactions were made at arms-length.

**NOTE 9 - BUSINESS SEGMENTS**

P&F operates in two primary lines of business, Tools and Hardware. For reporting purposes, Florida Pneumatic and Hy-Tech are combined in the Tools segment, while Nationwide is currently the only subsidiary in the Hardware segment. The Company evaluates segment performance based primarily on segment operating income. The accounting policies of each of the segments are the same as those referred to in Note 1.

As of and for the three months ended June 30, 2014	Consolidated	Tools	Hardware
Revenues from unaffiliated customers	\$ 18,268,000	\$ 12,693,000	\$ 5,575,000
Segment operating income	\$ 2,676,000	\$ 1,358,000	\$ 1,318,000
General corporate expense	(1,629,000 )		
Interest expense	(88,000 )		
Income before income taxes	\$ 959,000		
Segment assets	\$ 48,547,000	\$ 35,702,000	\$ 12,845,000
Corporate assets	13,261,000		
Total assets	\$ 61,808,000		
Long-lived assets, including \$33,000 at corporate	\$ 16,471,000	\$ 11,836,000	\$ 4,602,000
As of and for the three months ended June 30, 2013	Consolidated	Tools	Hardware
Revenues from unaffiliated customers	\$ 19,476,000	\$ 13,221,000	\$ 6,255,000
Segment operating income	\$ 2,964,000	\$ 1,740,000	\$ 1,224,000
General corporate expense	(1,421,000 )		
Interest expense	(139,000 )		
Income before income taxes	\$ 1,404,000		
Segment assets	\$ 54,422,000	\$ 40,377,000	\$ 14,045,000
Corporate assets	4,236,000		
Total assets	\$ 58,658,000		
Long-lived assets, including \$13,000 at corporate	\$ 17,384,000	\$ 12,887,000	\$ 4,484,000

Six months ended June 30, 2014	Consolidated	Tools	Hardware
Revenues from unaffiliated customers	\$34,200,000	\$23,884,000	\$10,316,000
Segment operating income	\$4,895,000	\$2,686,000	\$2,209,000
General corporate expense	(3,040,000 )		
Interest expense	(177,000 )		
Income before income taxes	\$1,678,000		

Six months ended June 30, 2013	Consolidated	Tools	Hardware
Revenues from unaffiliated customers	\$40,185,000	\$28,850,000	\$11,335,000
Segment operating income	\$5,492,000	\$3,454,000	\$2,038,000
General corporate expense	(2,825,000 )		
Interest expense	(270,000 )		
Income before income taxes	\$2,397,000		

#### NOTE 10 - SUBSEQUENT EVENTS

On July 1, 2014, the Company and COBC agreed to amend the Credit Agreement. This amendment effectively provided COBC's consent to, among other things; complete an acquisition through merger of Exhaust Technologies Inc., ("ETI") and added and modified certain definitions in connection with the acquisition and the transactions contemplated thereby.

On July 1, 2014, the Company acquired all of the outstanding shares of ETI, a distributor of pneumatic tools. ETI markets its AIRCAT and NITROCAT brand pneumatic tools primarily to the automotive market. ETI's business will operate under the control of Florida Pneumatic. Financing for this acquisition consisted of \$10,377,000 in cash from the Company's Revolver Loan provided for within the Credit Agreement. The Company believes that this acquisition will enable it to become a larger factor in the automotive air tools industry, as well as provide Florida Pneumatic and Hy-Tech the ability to utilize some of ETI's patented technologies in future product offerings.

On July 29, 2014, the Company and COBC agreed to amend the Credit Agreement. The amendment effectively provided COBC's consent to, among other things; complete an acquisition of Universal Air Tool Company Limited ("UAT"), and added and modified certain definitions in connection with the acquisition and the transactions contemplated thereby.

On July 29, 2014, the Company acquired all of the outstanding shares of UAT, a distributor of pneumatic tools. UAT, located in High Wycombe, United Kingdom markets pneumatic tools to the automotive market sector primarily in England and Ireland. Financing for this acquisition consisted of approximately \$1,950,000 in cash from the Company's Revolver Loan provided for within the Credit Agreement, and is subject to a post-closing working capital adjustment. In addition, there is a potential contingent consideration payment due to the former shareholders of UAT of a maximum of approximately \$425,000.

As the two acquisitions discussed above have recently been completed, the Company is currently in the process of completing purchase price allocations for each. As a result, purchase price allocations for these two recent acquisitions will be included in the Company's consolidated financial statements for the quarterly period ending September 30, 2014.



The following unaudited pro-forma combined financial information gives effect to the acquisition of ETI, and UAT as if they were consummated January 1, 2013. This unaudited pro-forma financial information is presented for information purposes only, and is not intended to present actual results that would have been attained had the acquisitions been completed as of January 1, 2013 (the beginning of the earliest period presented) or to project potential operating results as of any future date or for any future periods.

	AS REPORTED			
	THREE MONTHS ENDED 6/30/2013 (Unaudited)	SIX MONTHS ENDED 6/30/2013 (Unaudited)	THREE MONTHS ENDED 6/30/2014 (Unaudited)	SIX MONTHS ENDED 6/30/2014 (Unaudited)
REVENUE	\$22,956,000	\$46,470,000	\$22,145,000	\$41,200,000
NET INCOME	\$1,261,000	\$2,384,000	\$1,410,000	\$2,822,000
Earnings Per Share - BASIC	\$0.34	\$0.65	\$0.38	\$0.77
<b>Earnings Per Share - DILUTED</b>	\$0.32	\$0.61	\$0.36	\$0.73

	ADJUSTMENTS			
	THREE MONTHS ENDED 6/30/2013 (Unaudited)	SIX MONTHS ENDED 6/30/2013 (Unaudited)	THREE MONTHS ENDED 6/30/2014 (Unaudited)	SIX MONTHS ENDED 6/30/2014 (Unaudited)
REVENUE	\$(932,000)	\$(942,000)	\$(941,000)	\$(965,000)
NET INCOME	\$(207,000)	\$(417,000)	\$(530,000)	\$(945,000)
Earnings Per Share - BASIC	\$(0.05)	\$(0.12)	\$(0.14)	\$(0.26)
<b>Earnings Per Share – DILUTED</b>	\$(0.05)	\$(0.10)	\$(0.13)	\$(0.25)

	AS RESTATED			
	THREE MONTHS ENDED 6/30/2013 (Unaudited)	SIX MONTHS ENDED 6/30/2013 (Unaudited)	THREE MONTHS ENDED 6/30/2014 (Unaudited)	SIX MONTHS ENDED 6/30/2014 (Unaudited)
REVENUE	\$22,024,000	\$45,528,000	\$21,204,000	\$40,235,000

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NET INCOME	\$1,054,000	\$1,967,000	\$880,000	\$1,877,000
Earnings Per Share - BASIC	\$0.29	\$0.53	\$0.24	\$0.51
Earnings Per Share - DILUTED	\$0.27	\$0.51	\$0.23	\$0.48

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## **Item 4. Controls and Procedures**

### **Disclosure Controls and Procedures**

We maintain disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. As required by Exchange Act Rule 13a-15(b), as of the end of the period covered by this Quarterly Report, with the participation of our principal executive officer and principal financial officer, we evaluated the effectiveness of our disclosure controls and procedures. Our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective as of June 30, 2014 because of the material weakness in our internal control over financial reporting described below.

### **Material Weakness in Internal Control over Financial Reporting**

In connection with an internal review of the Company's consolidated financial statements, we concluded that there was a material weakness in our internal control over financial reporting as of June 30, 2014. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

This material weakness related to the Company's review process of a spreadsheet that was utilized to prepare the Company's pro-forma footnote, the impact of which is discussed further in the Explanatory Note to this Amendment No. 1 and in Note 10 – Subsequent Events to the consolidated financial statements included in Item 1 of this Amendment No. 1. As a result of such material weakness, the Company restated Note 10 to the consolidated financial statements for the three and six-month periods ended June 30, 2014, to correct the computation of certain unaudited pro-forma financial information contained in Note 10, which information gives effect to the acquisitions of ETI and UAT, as if they were consummated on January 1, 2013.

The Company is committed to remediating the material weakness by implementing changes to our internal control over financial reporting. We have already implemented additional procedures to address the underlying causes of the material weakness prior to filing this Amendment No. 1, and we plan to continue to implement changes and improvements in the internal control over financial reporting to remediate the control deficiency that caused the material weakness. We plan to continue to assess the effectiveness of our remediation efforts with our future assessments of the effectiveness of internal control over financial reporting.

**Changes in Internal Control over Financial Reporting**

There was no change in our internal control over financial reporting, identified in connection with the evaluation required by Exchange Act Rule 13a-15(d), that occurred during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**SIGNATURE**

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.

**P&F INDUSTRIES, INC.**  
(Registrant)

By/s/ Joseph A. Molino, Jr.  
Joseph A. Molino, Jr.  
Chief Financial Officer

Dated: December 17, 2014 (Principal Financial and Chief Accounting Officer)

**EXHIBIT INDEX**

The following exhibits are either included in this report or incorporated herein by reference as indicated below:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
<b>31.1</b>	Certification of Richard A. Horowitz, Principal Executive Officer of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
<b>31.2</b>	Certification of Joseph A. Molino, Jr., Principal Financial Officer of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
<b>32.1</b>	Certification of Richard A. Horowitz, Principal Executive Officer of the Registrant, Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
<b>32.2</b>	Certification of Joseph A. Molino, Jr., Principal Financial Officer of the Registrant, Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
<b>101</b>	**Interactive Date

\*\* Attached as Exhibit 101 are the following, each formatted in Extensible Business Reporting Language (“XBRL”): (i) Consolidated Condensed Balance Sheets; (ii) Consolidated Condensed Statements of Income and Comprehensive Income; (iii) Consolidated Condensed Statements of Shareholders’ Equity; (iv) Consolidated Condensed Statements of Cash Flows; and (v) Notes to Consolidated Condensed Financial Statements.

A copy of any of the foregoing exhibits to this Quarterly Report on Form 10-Q/A may be obtained, upon payment of the Registrant’s reasonable expenses in furnishing such exhibit, by writing to P&F Industries, Inc., 445 Broadhollow Road, Suite 100, Melville New York 11747, Attention: Corporate Secretary.