

FRANKLIN ELECTRIC CO INC  
Form 11-K  
June 16, 2015

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

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS AND SIMILAR PLANS  
PURSUANT TO SECTION 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

ý ANNUAL REPORT PURSUANT TO SECTION 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2014

OR

o TRANSITION REPORT PURSUANT TO SECTION 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-362

FRANKLIN ELECTRIC CO., INC. RETIREMENT PROGRAM  
(Full title of the plan)

FRANKLIN ELECTRIC CO., INC.  
(Exact name of registrant as specified in its charter)

Indiana  
(State or other jurisdiction of incorporation or  
organization)

35-0827455  
(I.R.S. Employer Identification No.)

9255 Coverdale Road  
Fort Wayne, Indiana  
(Address of principal executive offices)

46809  
(Zip Code)

(260) 824-2900  
(Registrant's telephone number, including area code)

Franklin Electric Co., Inc. Retirement Program  
Financial Statements as of December 31, 2014 and 2013, and for the Year Ended December 31, 2014, and  
Supplemental Schedule as of December 31, 2014, and Report of Independent Registered Public Accounting Firm

FRANKLIN ELECTRIC CO., INC. RETIREMENT PROGRAM  
TABLE OF CONTENTS

	Page Number
<u>Report of Independent Registered Public Accounting Firm</u>	<u>4</u>
<u>Financial Statements</u>	
Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013	<u>5</u>
<u>Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2014</u>	<u>6</u>
Notes to Financial Statements as of December 31, 2014 and 2013, and for the Year ended December 31, 2014	<u>7</u>
<u>Supplemental Schedule</u>	
<u>Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2014</u>	<u>16</u>
<u>Signature</u>	<u>18</u>

Exhibit 23.1 - Consent of Independent Registered Public Accounting Firm

All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Participants and the Employee Benefits Committee  
Franklin Electric Co., Inc. Retirement Program  
Fort Wayne, Indiana

We have audited the accompanying statements of net assets available for benefits of Franklin Electric Co., Inc. Retirement Program (the Plan) as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the year ended December 31, 2014 in conformity with U.S. generally accepted accounting principles.

The supplemental Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2014 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the information presented in the supplemental schedule reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental schedule is fairly stated in all material respects in relation to the financial statements as a whole.

/s/ Crowe Horwath LLP  
Columbus, Ohio  
June 16, 2015

## FINANCIAL STATEMENTS

FRANKLIN ELECTRIC CO., INC. RETIREMENT PROGRAM  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
AS OF DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS:		
Cash	\$1,200	\$6,200
Participant-directed investments - at fair value (see Note 3):		
Short-term investments	752,000	1,106,400
Franklin Electric Co., Inc. common stock	30,021,300	38,620,300
Wells Fargo stable return fund	21,038,100	21,481,000
Collective funds	15,443,900	13,063,500
Investments in shares of registered investment companies	54,190,500	49,118,300
Total investments	121,445,800	123,389,500
Receivables:		
Employer contributions	5,633,100	5,414,300
Notes receivable from participants	2,384,700	2,219,800
Total receivables	8,017,800	7,634,100
Total assets	\$129,464,800	\$131,029,800
Net assets available for benefits, reflecting all investments at fair value	\$129,464,800	\$131,029,800
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(284,100 )	(169,200 )
Net assets available for benefits	\$129,180,700	\$130,860,600

See Notes to Financial Statements.

FRANKLIN ELECTRIC CO., INC. RETIREMENT PROGRAM  
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
 FOR THE YEAR ENDED DECEMBER 31, 2014

Contributions:	
Participant contributions	\$5,056,000
Participant rollover contributions	634,200
Employer contributions	5,633,100
Total contributions	11,323,300
Investment income:	
Dividends and interest	1,313,600
Total investment income	1,313,600
Total additions	12,636,900
Deductions:	
Net depreciation	3,109,000
Benefits paid to participants	10,904,800
Administrative expenses	303,000
Total deductions	14,316,800
Net decrease	(1,679,900 )
Net assets available for benefits:	
Beginning of year	130,860,600
End of year	\$ 129,180,700

See Notes to Financial Statements.

FRANKLIN ELECTRIC CO., INC. RETIREMENT PROGRAM  
NOTES TO FINANCIAL STATEMENTS  
AS OF DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

1. DESCRIPTION OF THE PLAN

The following description of the Franklin Electric Co., Inc. Retirement Program (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Document and Summary Plan Description for more complete information, which is available from the Plan Administrator.

General - The Plan is administered by the Franklin Electric Co., Inc. (the "Company") Employee Benefits Committee ("Plan Fiduciary"). The Employee Benefits Committee is appointed by the Company and approved by the Board of Directors of Franklin Electric Co., Inc. The Plan's trustee is Wells Fargo Bank of Minnesota, N.A. ("Plan Trustee"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Plan is a defined-contribution employee benefit plan covering substantially all eligible employees. Company matching contributions for employees are made to the Plan.

Contribution - Effective during the 2013 Plan year, the Company added a Roth election option to the Plan, allowing employees to contribute on an after-tax basis in addition to pre-tax deferrals.

U.S. domestic employees can contribute on a pre-tax basis and/or after-tax Roth basis from 1% to 50% of their eligible compensation not to exceed the IRS limit (\$17,500 for 2014). An additional \$5,500 'catch-up' contribution is also allowed for the year if an employee reaches age 50 by the end of the calendar year.

For U.S. domestic employees, other than the Little Rock union contract employees, the Company contributed an amount equal to 100% for the first 2% and 50% of the next 3% of the participant's total contributions, or up to 3 1/2% of each employee's eligible compensation.

For the Little Rock union contract employees, the Company contributed 3 1/2% of each employee's eligible compensation, whether the employee participated in the Plan or not.

Most participants also receive a service-based contribution in the range of 3% to 9% of annual earnings depending on the number of years of service to the Company. Participants not eligible to receive the service-based contribution include non-bargaining employees, the Franklin Control Systems division employees (formerly named Cerus Industrial) and hourly participants still accruing benefits under the sunset provision related to the previously frozen Franklin Electric Co., Inc. Pension Plans.

Effective April 14, 2014, an amendment was passed by the Plan which excludes Franklin Control Systems employees from receiving the annual service-based contribution.

Company contributions to the participant accounts are funded in the first quarter following the plan year.

Participant Accounts - Individual accounts are maintained for each Plan participant. Each participant's account is credited/charged with: (a) the participant's contributions and withdrawals; (b) Company matching contributions and service-based contributions (if applicable) made to the Plan; and (c) Plan earnings and losses, less expenses.

Allocation of earnings and expenses are based on participants' account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Investments - Participating employees direct the investment of their contributions and account balances into various investment options offered by the Plan. The Plan currently offers a Franklin Electric common stock fund, various intermediate bond funds, a stable return collective investment fund, a diversified real asset fund, various international equity funds, a small capitalization growth equity fund, a small capitalization value fund, a small-cap blended fund, a mid-cap blended fund, a large capitalization growth fund, a large capitalization value fund, a large-cap blended fund, and various target date funds as investment options for participants.

Concentration - The Plan includes two investments, Franklin Electric Co., Inc. Common Stock and the Wells Fargo Stable Return Fund, that represented approximately 23% and 16% of the Plan's net assets as of December 31, 2014, respectively. These respective investments represented approximately 30% and 17% of the Plan's net assets as of December 31, 2013.



Vesting - Participants are 100% vested in both their own contributions and the employer match contribution at all times. Participants are 100% vested in the service contribution after completing three calendar years of service, with at least 1,000 hours of service completed within each calendar year. Forfeited balances of terminated participants are allocated to the remaining Plan participants. \$99,200 of forfeited nonvested amounts were allocated to Plan participants during the first quarter of 2015 relating to 2014 employer contributions.

Notes Receivable from Participants - Participants may borrow from their accounts up to the lesser of \$50,000 or 50% of the participant's account. Loan transactions are treated as a transfer between the investment fund and the loan fund. Loan terms range from 1 to 5 years for general purpose loans or up to 10 years for the purchase of a primary residence and are repaid through payroll deductions. Interest is charged at the prime rate plus 1%, determined at the time the funds are borrowed, and is credited to the participant's account. The maximum number of loans that a participant may have at any one time is two. Should the participant terminate as an employee of the Company, the balance of the outstanding loan(s) (including any accrued interest) becomes due and the participant's account may be used to pay the balance of the outstanding loan(s).

All loan fees are paid by the participant and are deducted directly from the assets of the participant's account.

Administrative Expenses - Administrative, recordkeeping, and trustee expenses for the Plan are charged to the plan. All other administrative expenses are paid by the Company.

Payment of Benefits - Participants may elect to receive a lump-sum distribution equal to the value of their account or receive equal monthly or annual installments over a specified period as defined by the Plan.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Risks and Uncertainties - Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Notes Receivable from Participants - Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Investment Transactions - Purchases and sales of securities are recorded on a trade-date basis.

Income Recognition - Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/(depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Fair Value of Financial Instruments - The fair values of employer contributions receivable have been determined to approximate carrying value based upon their short-term nature.

Investment Valuation - The Plan's investments are stated at fair value.

Short-term investments include highly liquid assets that seek to maintain a constant net asset value of \$1 per unit. Short-term investments are valued at the deposit account balance, which approximates fair value. Investments in Franklin Electric Co., Inc. common stock are valued at the last quoted sale or bid prices as reported on the NASDAQ Global Select Market. Shares of mutual funds are valued at quoted market prices on a nationally recognized security exchange, which represent the net asset values of shares held by the Plan at year end.

According to accounting guidance related to Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value

is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan holds an indirect interest in such contracts through its investment in a stable return fund. As required by the accounting guidance, the statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

The Wells Fargo Stable Return Fund N35 (the "Fund") is a collective fund whose only investment is the Wells Fargo Stable Return Fund G ("Fund G"), a collective trust fund sponsored by Wells Fargo Bank, N.A. The value of the Fund is based on the underlying unit value reported by Fund G. Fund G invests primarily in investment contracts including traditional guaranteed investment contracts and security-backed contracts issued by insurance companies and other financial institutions. The Fund establishes a daily net asset value, including an annual administrative services fee of 0.35% and investment management and trustee fee of 0.13%, which is then applied to unit holders of the Fund to determine the daily value of account balances. The fair values of participation units in the stable value collective trust are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit responsive contracts. The fair values of these investment contracts, including any wrapper contracts, are calculated by using either the quoted market prices of the underlying securities adjusted for the present value of the difference between the current wrapper fee and the contracted wrapper fee, or by discounting the related cash flows based on the current discount rate. The plan administrator, committee, participant or other authorized party may instruct Wells Fargo in writing to redeem some or all units. Units will be redeemed at the unit value as determined following receipt by Wells Fargo of written redemption instructions. Redemption proceeds will generally be paid to the account within one business day after receipt of a redemption request, and in all cases within six business days after such a receipt.

The Pacific Investment Management Company ("PIMCO") Diversified Real Asset Collective Trust Fund (the "Fund") is a collective trust fund comprised of investments in treasury inflation protected securities ("TIPS"), commodities, and real estate. For investments in TIPS, the Fund seeks to outperform the Barclays Capital US TIPS Index by employing a variety of top-down macroeconomic and bottom-up sector-specific strategies. In commodities management, the Fund seeks to outperform the Dow Jones-UBS Commodity Index. The Fund uses derivatives linked to commodity indices to gain exposure to the asset class. Finally, in real estate management, the Fund seeks to outperform the Dow Jones US REIT Index by actively managing an enhanced cash collateral portfolio to outperform the LIBOR-based rate assumed within the derivatives used to gain the core real estate exposure. The Fund uses derivatives linked to a real estate index to gain basic exposure to the asset class.

The Wells Fargo/BlackRock International Equity Index CIT (the "Fund") is a collective fund that seeks to approximate the total return of the Morgan Stanley Capital International Europe, Australasia, and Far East Index (the "Index"). The Fund invests in substantially the same stocks in approximately the same percentages that make up the Index. The Fund intends to remain 90% invested in the stocks comprising the Index. The Fund's remaining assets are invested in cash reserves.

The Wells Fargo/BlackRock Russell 2000 Index CIT (the "Fund") is a collective fund that seeks to approximate the total return of the Russell 2000 Index (the "Index"). The Fund invests in the same stocks in approximately the same percentages as the stocks that make up the Index. The Fund intends to remain 97% invested in the stocks comprising the Index. The Fund's remaining assets are invested in cash reserves.

The Wells Fargo/BlackRock S&P 500 Index CIT (the "Fund") is a collective fund that seeks to approximate the total return of the Standard & Poor's 500 Index (the "Index"). The Fund invests in the same stocks in approximately the same percentages as the stocks that make up the Index. The Fund intends to remain 95% invested in the stocks

comprising the Index. The Fund's remaining assets are invested in cash reserves.

The Wells Fargo/BlackRock S&P MidCap Index CIT (the "Fund") is a collective fund that seeks to approximate the total return of the S&P 400 MidCap Index (the "Index"). The Fund invests in the same stocks in approximately the same percentages as the stocks that make up the Index. The Fund intends to remain 95% invested in the stocks comprising the Index. The Fund's remaining assets are invested in cash reserves.

The Wells Fargo/BlackRock US Aggregate Bond Index CIT (the "Fund") is a collective fund that seeks to approximate the total return of the Barclays US Aggregate Bond Index (the "Index") by investing in bonds selected by stratified sampling. Stratified sampling represents a low-cost and efficient method of security selection, designed to select a single bond in the Index to represent several bonds within the Index with similar attributes such as maturity, credit quality, and coupon.

Units of the Wells Fargo collective funds listed above, other than the Wells Fargo Stable Return Fund N35, are valued based on the unit value established for each fund on the valuation date. The unit value for these funds is calculated by dividing each fund's

net asset value on the calculation date by the number of units that are outstanding on the calculation date for each fund. The fair values of participation units held in the various Wells Fargo collective funds were based on the net asset value reported by the fund manager as of the financial statement dates and recent transaction prices. The Plan Administrator, committee, participant or other authorized party may instruct Wells Fargo in writing to redeem some or all units of the various Wells Fargo collective funds. Units will be redeemed at the unit value as determined following receipt by Wells Fargo of written redemption instructions. Redemption proceeds will generally be paid to the account within one business day after receipt of a redemption request, and in all cases within six business days after such a receipt.

Management fees charged to the Plan for investments are deducted from income earned on a daily basis, and are not separately reflected. Accordingly, management fees are reflected as a reduction of investment return for such investments.

Payment of Benefits - Benefit payments to participants are recorded upon distribution. Amounts allocated to accounts of persons who have elected to withdraw from the Plan but have not yet been paid were not significant at December 31, 2014 and 2013.

Administrative Expenses - Administrative expenses may be paid by the Company or the Plan, at the Company's discretion and are recognized when incurred.

### 3. INVESTMENTS

Financial Accounting Standards Board Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures, provides guidance for defining, measuring, and disclosing fair value within an established framework and hierarchy. Fair value is defined as the amount that would be received for selling an asset or paid to transfer a liability in an orderly transaction between market participants and requires that assets and liabilities carried at fair value are classified and disclosed in the following three categories:

Level 1 - Securities valued using quoted prices from active markets for identical assets;

Level 2 - Securities not traded on an active market but for which observable market inputs are readily available; and

Level 3 - Securities valued based on significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.



Edgar Filing: FRANKLIN ELECTRIC CO INC - Form 11-K

The following tables set forth, by level within the fair value hierarchy, a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2014 and 2013:

	December 31, 2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Short-term investments	\$752,000	\$—	\$752,000	\$—
Franklin Electric Co., Inc. Common Stock	30,021,300	30,021,300	—	—
Wells Fargo Stable Return Fund N35	21,038,100	—	21,038,100	—
Collective funds:				
PIMCO Diversified Real Asset Collective Trust Fund	347,000	—	347,000	—
Wells Fargo/BlackRock International Equity Index CIT	1,030,000	—	1,030,000	—
Wells Fargo/BlackRock Russell 2000 Index CIT	704,500	—	704,500	—
Wells Fargo/BlackRock S&P 500 Index CIT	11,113,600	—	11,113,600	—
Wells Fargo/BlackRock S&P MidCap Index CIT	1,390,800	—	1,390,800	—
Wells Fargo/BlackRock US Aggregate Bond CIT	858,000	—	858,000	—
Investments in shares of registered investment companies:				
American Beacon Large Cap Value Fund	11,842,200	11,842,200	—	—
American Funds EuroPacific Growth Fund	6,236,600	6,236,600	—	—
Buffalo Small Cap Fund	3,214,300	3,214,300	—	—
JP Morgan Core Bond Select Fund	6,719,700	6,719,700	—	—
RS Partners Fund	2,702,300	2,702,300	—	—
T. Rowe Price Growth Stock Fund	6,888,900	6,888,900	—	—
Target date funds:				
Wells Fargo WF ADV DJ TODAY R6	2,566,100	2,566,100	—	—
Wells Fargo WF ADV DJ 2010 R6	623,500	623,500	—	—
Wells Fargo WF ADV DJ 2015 R6	898,600	898,600	—	—
Wells Fargo WF ADV DJ 2020 R6	2,675,700	2,675,700	—	—
Wells Fargo WF ADV DJ 2025 R6	700,800	700,800	—	—
Wells Fargo WF ADV DJ 2030 R6	2,702,600	2,702,600	—	—
Wells Fargo WF ADV DJ 2035 R6	1,354,400	1,354,400	—	—
Wells Fargo WF ADV DJ 2040 R6	2,496,900	2,496,900	—	—
Wells Fargo WF ADV DJ 2045 R6	549,500	549,500	—	—
Wells Fargo WF ADV DJ 2050 R6	1,718,600	1,718,600	—	—
Wells Fargo WF ADV DJ 2055 R6	299,800	299,800	—	—
	\$121,445,800	\$84,211,800	\$37,234,000	\$—





Edgar Filing: FRANKLIN ELECTRIC CO INC - Form 11-K

	December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Short-term investments	\$ 1,106,400	\$—	\$ 1,106,400	\$—
Franklin Electric Co., Inc. Common Stock	38,620,300	38,620,300	—	—
Wells Fargo Stable Return Fund N35	21,481,000	—	21,481,000	—
Collective funds:				
PIMCO Diversified Real Asset Collective Trust Fund	277,100	—	277,100	—
Wells Fargo/BlackRock International Equity Index CIT	809,700	—	809,700	—
Wells Fargo/BlackRock Russell 2000 Index CIT	1,172,600	—	1,172,600	—
Wells Fargo/BlackRock S&P 500 Index CIT	9,262,500	—	9,262,500	—
Wells Fargo/BlackRock S&P MidCap Index CIT	988,500	—	988,500	—
Wells Fargo/BlackRock US Aggregate Bond CIT	553,100	—	553,100	—
Investments in shares of registered investment companies:				
American Beacon Large Cap Value Fund	11,152,700	11,152,700	—	—
American Funds EuroPacific Growth Fund	6,658,900	6,658,900	—	—
Buffalo Small Cap Fund	3,901,900	3,901,900	—	—
JP Morgan Core Bond Select Fund	6,210,900	6,210,900	—	—
RS Partners Fund	3,116,900	3,116,900	—	—
T. Rowe Price Growth Stock Fund	6,541,300	6,541,300	—	—
Target date funds:				
Wells Fargo WF ADV DJ TODAY R6	2,023,600	2,023,600	—	—
Wells Fargo WF ADV DJ 2010 R6	371,200	371,200	—	—
Wells Fargo WF ADV DJ 2015 R6	364,600	364,600	—	—
Wells Fargo WF ADV DJ 2020 R6	2,170,000	2,170,000	—	—
Wells Fargo WF ADV DJ 2025 R6	403,500	403,500	—	—
Wells Fargo WF ADV DJ 2030 R6	2,123,700	2,123,700	—	—
Wells Fargo WF ADV DJ 2035 R6	576,600	576,600	—	—
Wells Fargo WF ADV DJ 2040 R6	1,824,900	1,824,900	—	—
Wells Fargo WF ADV DJ 2045 R6	252,400	252,400	—	—
Wells Fargo WF ADV DJ 2050 R6	1,277,300	1,277,300	—	—
Wells Fargo WF ADV DJ 2055 R6	147,900	147,900	—	—
	\$ 123,389,500	\$ 87,738,600	\$ 35,650,900	\$—

There were no transfers between Level 1 and Level 2 investments during 2014 or 2013.

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2014 and 2013, are as follows:



Edgar Filing: FRANKLIN ELECTRIC CO INC - Form 11-K

	December 31, 2014	December 31, 2013
Franklin Electric Co., Inc. Common Stock	\$30,021,300	\$38,620,300
Wells Fargo Stable Return Fund N35	21,038,100	21,481,000
Wells Fargo/BlackRock S&P 500 Index CIT	11,113,600	9,262,500
American Beacon Large Cap Value Fund	11,842,200	11,152,700
*American Funds EuroPacific Growth Fund	6,236,600	6,658,900
**JP Morgan Core Bond Select Fund	6,719,700	6,210,900
**T. Rowe Price Growth Stock Fund	6,888,900	6,541,300

\*Does not represent greater than 5% of the Plan's net assets available for benefits as of December 31, 2014.

\*\*Does not represent greater than 5% of the Plan's net assets available for benefits as of December 31, 2013.

During the year ended December 31, 2014, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated/(depreciated) in value as follows:

Franklin Electric Co., Inc. Common Stock	\$(6,214,900	)
Wells Fargo Stable Return Fund N35	223,600	
Collective funds:		
PIMCO Diversified Real Asset Collective Trust Fund	10,200	
Wells Fargo/BlackRock International Equity Index CIT	(62,400	)
Wells Fargo/BlackRock Russell 2000 Index CIT	26,800	
Wells Fargo/BlackRock S&P 500 Index CIT	1,342,100	
Wells Fargo/BlackRock S&P MidCap Index CIT	102,700	
Wells Fargo/BlackRock US Aggregate Bond CIT	41,400	
Collective funds total	1,460,800	
Investments in shares of registered investment companies:		
American Beacon Large Cap Value Fund	925,700	
American Funds EuroPacific Growth Fund	(259,600	)
Buffalo Small Cap Fund	(276,200	)
JP Morgan Core Bond Select Fund	164,800	
RS Partners Fund	(102,500	)
T. Rowe Price Growth Stock Fund	555,100	
Target Date Funds	414,200	
Investments in shares of registered investment companies total	1,421,500	
Net depreciation in fair value of investments	\$(3,109,000	)

#### 4. STABLE RETURN FUND

The stable return fund (the "Fund") is a collective trust fund sponsored by Wells Fargo Bank, N.A. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's net asset value, as determined daily by Wells Fargo Bank, N.A., the sponsor of the fund. Distribution to the Fund's unit holders are declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid.

Limitations on the Ability of the Fund to Transact at Contract Value - Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions

made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself

may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Restrictions on the Plan - Participant initiated transactions are those transactions allowed by the Plan including withdrawals for benefits, loans, or transfers to noncompeting funds within a Plan, but excluding withdrawals that are deemed to be caused by the actions of the Plan Sponsor. The following employer initiated events may limit the ability of the Fund to transact at contract value:

- A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.

- Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund.

- Any transfer of assets from the Fund directly into a competing investment option.

- The establishment of a defined-contribution plan that competes with the Plan for employee contributions.

- Complete or partial termination of the Plan or its merger with another plan.

Circumstances That Impact the Fund - The Fund invests in the Wells Fargo Stable Return Fund G ("Fund G"), which invests primarily in investment contracts including traditional guaranteed investment contracts and security-backed contracts issued by insurance companies and other financial institutions. Fund G also enters into wrap contracts issued by third parties. A wrap contract is an agreement by another party, such as a bank or insurance company, to make payments to the Fund in certain circumstances. Wrap contracts are designed to allow a stable return portfolio to maintain a level of stable income without principal volatility and protect a portfolio in extreme circumstances.

In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

Wrap contracts generally contain provisions that limit the ability of Fund G to transact at contract value upon the occurrence of certain events. These events include:

- Any substantive modification of Fund G or the administration of Fund G that is not consented to by the wrap issuer.

- Any change in law, regulation, or administrative ruling applicable to a plan that could have a material adverse effect on Fund G's cash flow.

- Employer initiated transactions by participating plans as described above.

In the event that wrap contracts fail to perform as intended, Fund G's value may decline if the market value of its assets declines. Fund G's ability to receive amounts due pursuant to these wrap contracts is dependent on the third-party issuer's ability to meet their financial obligations. The wrap issuer's ability to meet its contractual obligation under the wrap contracts may be affected by future economic and regulatory developments.

Fund G is unlikely to maintain a stable value if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets. This could result from Fund G's inability to promptly find a replacement wrap contract following termination of a wrap contract. Wrap contracts are not transferable and have no trading market. There are a limited number of wrap issuers. Fund G may lose the benefit of wrap contracts on any portion of its assets in default in excess of a certain percentage of portfolio assets.

## 5. PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain Plan investments are shares of funds, including Target

Date Mutual Funds and collective trusts, managed by the Plan Trustee or an affiliate of the Plan Trustee. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund. Notes receivable from participants held by the Plan and certain administrative services provided by paid service providers are also considered party-in-interest transactions.

At December 31, 2014 and 2013, the Plan held 799,486 and 865,404 shares, respectively, of common stock of Franklin Electric Co., Inc., the sponsoring employer. Dividends of common stock of Franklin Electric Co., Inc., for plan year 2014 were \$296,900.

#### 6. PLAN TERMINATION

The Company has not expressed any intent to terminate the Plan. If the Plan was terminated, the termination would be subject to provisions set forth by ERISA, and the net assets of the Plan would be allocated among the participants and the beneficiaries of the Plan in the order provided for by ERISA. In the event of Plan termination, participants would become fully vested in their employer service contributions and earnings thereon.

## 7. TAX STATUS

The IRS has determined and informed the Company by a letter, dated October 25, 2013, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code (the "Code"). The Plan has been amended and restated since receiving the determination letter; however, the Company and the Plan Administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Code and the Plan and related trust continue to be tax-exempt. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Company and Plan Administrator have analyzed the tax positions taken by the Plan, and have concluded that as of December 31, 2014 and 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Company and Plan Administrator believes it is no longer subject to tax examinations for years prior to 2011.

## SUPPLEMENTAL SCHEDULE

FRANKLIN ELECTRIC CO., INC. RETIREMENT PROGRAM  
 FORM 5500, SCHEDULE H, PART IV, LINE 4i  
 SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 AS OF DECEMBER 31, 2014

Name of plan sponsor: Franklin Electric Co., Inc.  
 Employer identification number: 35-0827455  
 Three-digit plan number: 007

Identity of Issue, Borrower, Lessor or Similar Party		Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
(a)	(b)	(c)	(d)	(e)
*	Wells Fargo Bank, N.A.	Short-term Investment Fund	**	\$752,000
*	Franklin Electric Co., Inc.	Common Stock	**	30,021,300
*	Wells Fargo Bank, N.A.	Stable Return Fund N35	**	20,754,000
Collective funds:				
	Pacific Investment Management Company	Diversified Real Asset Collective Trust Fund	**	347,000
*	Wells Fargo Bank, N.A./BlackRock	International Equity Index CIT	**	1,030,000
*	Wells Fargo Bank, N.A./BlackRock	Russell 2000 Index CIT	**	704,500
*	Wells Fargo Bank, N.A./BlackRock	S&P 500 Index CIT	**	11,113,600
*	Wells Fargo Bank, N.A./BlackRock	S&P MidCap Index CIT	**	1,390,800
*	Wells Fargo Bank, N.A./BlackRock	US Aggregate Bond CIT	**	858,000
Investments in shares of registered investment companies:				
	American Beacon Funds	Large Cap Value Fund	**	11,842,200
	American Funds	EuroPacific Growth Fund	**	6,236,600
	Buffalo Funds	Small Cap Fund	**	3,214,300
	JP Morgan Asset Management	Core Bond Select Fund	**	6,719,700
	RS Investments	RS Partners Fund	**	2,702,300
	T. Rowe Price Associates, Inc.	Growth Stock Fund	**	6,888,900
Dow Jones target date funds:				
*	Wells Fargo Bank, N.A.	WF ADV DJ TODAY R6	**	2,566,100
*	Wells Fargo Bank, N.A.	WF ADV DJ 2010 R6	**	623,500
*	Wells Fargo Bank, N.A.	WF ADV DJ 2015 R6	**	898,600
*	Wells Fargo Bank, N.A.	WF ADV DJ 2020 R6	**	2,675,700
*	Wells Fargo Bank, N.A.	WF ADV DJ 2025 R6	**	700,800
*	Wells Fargo Bank, N.A.	WF ADV DJ 2030 R6	**	2,702,600
*	Wells Fargo Bank, N.A.	WF ADV DJ 2035 R6	**	1,354,400
*	Wells Fargo Bank, N.A.	WF ADV DJ 2040 R6	**	2,496,900
*	Wells Fargo Bank, N.A.	WF ADV DJ 2045 R6	**	549,500
*	Wells Fargo Bank, N.A.	WF ADV DJ 2050 R6	**	1,718,600
*	Wells Fargo Bank, N.A.	WF ADV DJ 2055 R6	**	299,800



* Various participants	Notes receivable (maturing 2015 to 2024 at interest rates of 4.25% to 9.25%)	** 2,384,700
		\$123,546,400

\* Party-in-interest.

\*\* Cost information is not required for participant directed investments and, therefore, is not included.

17

---

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Employee Benefits Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

FRANKLIN ELECTRIC CO., INC.

(Registrant)

FRANKLIN ELECTRIC CO., INC. RETIREMENT PROGRAM

(Name of plan)

Date: June 16, 2015

By /s/ John J. Haines  
John J. Haines  
Vice President and Chief Financial Officer and Secretary  
(Principal Financial and Accounting Officer)