

ATRION CORP  
Form 10-Q  
August 06, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q

Quarterly Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Quarterly Period Ended June 30, 2014

or

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 0-10763

Atrion Corporation  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

63-0821819  
(I.R.S. Employer Identification  
No.)

One Allentown Parkway, 75002  
Allen, Texas  
(Address of Principal  
Executive Offices) (Zip Code)

(972) 390-9800  
(Registrant's Telephone Number,  
Including Area Code)

Indicate by check 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "accelerated filer," "large 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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Title of Each Class | Number of Shares Outstanding at<br>July 15, 2014 |
|---------------------|--|
|---------------------|--|

Edgar Filing: ATRION CORP - Form 10-Q

Common stock, Par Value \$0.10 per share

1,948,940

---

## ATRION CORPORATION AND SUBSIDIARIES

## TABLE OF CONTENTS

|               |  |   |    |
|---------------|--|---|----|
| PART<br>I.    | Financial Information  |   | 2  |
| Item 1.       | Financial Statements   |   |    |
|               |  | Consolidated Statements of Income (Unaudited)<br>For the Three and Six months Ended<br>June 30, 2014 and 2013 | 3  |
|               |  | Consolidated Balance Sheets (Unaudited)<br>June 30, 2014 and December 31, 2014                                | 4  |
|               |  | Consolidated Statements of Cash Flows (Unaudited)<br>For the Six months Ended<br>June 30, 2014 and 2013       | 5  |
|               |  | Notes to Consolidated Financial Statements (Unaudited)  | 6  |
| Item 2.       | Management's Discussion and Analysis of<br>Financial Condition and Results of Operations |   | 9  |
| Item 3.       | Quantitative and Qualitative Disclosures About Market Risk                               |   | 14 |
| Item 4.       | Controls and Procedures  |   | 14 |
| PART<br>II.   | Other Information  |   | 14 |
| Item 1.       | Legal Proceedings  |   | 14 |
| Item 1A.      | Risk Factors   |   | 14 |
| Item 2.       | Unregistered Sales of Equity Securities and Use of Proceeds                              |   | 15 |
| Item 6.       | Exhibits   |   | 15 |
| SIGNATURES    |  |   | 16 |
| Exhibit Index |  |   | 17 |

PART I  
FINANCIAL INFORMATION

2

---

## Item 1. Financial Statements

ATRION CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME  
(Unaudited)

|   | Three Months Ended<br>June 30,           |          | Six Months Ended<br>June 30, |          |
|---|--|----------|------------------------------|----------|
|   | 2014                                     | 2013     | 2014                         | 2013     |
|   | (In thousands, except per share amounts) |          |                              |          |
| Revenues                                    | \$35,025                                 | \$32,605 | \$71,444                     | \$66,097 |
| Cost of goods sold                          | 17,616                                   | 16,971   | 36,647                       | 34,754   |
| Gross profit                                | 17,409                                   | 15,634   | 34,797                       | 31,343   |
| Operating expenses:                         |  |          |                              |          |
| Selling                                     | 1,616                                    | 1,481    | 3,201                        | 3,066    |
| General and administrative                  | 4,386                                    | 3,706    | 8,314                        | 7,300    |
| Research and development                    | 1,150                                    | 952      | 2,325                        | 2,082    |
|   | 7,152                                    | 6,139    | 13,840                       | 12,448   |
| Operating income                            | 10,257                                   | 9,495    | 20,957                       | 18,895   |
| Interest income                             | 364                                      | 346      | 664                          | 695      |
| Income before provision for income taxes    | 10,621                                   | 9,841    | 21,621                       | 19,590   |
| Provision for income taxes                  | (3,739 )                                 | (3,335 ) | (7,539 )                     | (6,450 ) |
| Net income                                  | \$6,882                                  | \$6,506  | \$14,082                     | \$13,140 |
| Net income per basic share                  | \$3.51                                   | \$3.23   | \$7.14                       | \$6.51   |
| Weighted average basic shares outstanding   | 1,960                                    | 2,015    | 1,971                        | 2,017    |
| Net income per diluted share                | \$3.48                                   | \$3.22   | \$7.09                       | \$6.50   |
| Weighted average diluted shares outstanding | 1,977                                    | 2,019    | 1,987                        | 2,021    |
| Dividends per common share                  | \$0.64                                   | \$0.56   | \$1.28                       | \$1.12   |

The accompanying notes are an integral part of these statements.

ATRION CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(Unaudited)

| Assets  | June 30,<br>2014 | December<br>31,<br>2013 |
|---|------------------|-------------------------|
|   | (in thousands)   |                         |
| <b>Current assets:</b>  |                  |                         |
| Cash and cash equivalents   | \$23,521         | \$28,559                |
| Short-term investments  | 18,146           | 18,351                  |
| Accounts receivable   | 16,407           | 14,164                  |
| Inventories   | 27,208           | 26,266                  |
| Prepaid expenses and other current assets   | 2,488            | 1,603                   |
| Deferred income taxes   | 1,376            | 1,376                   |
|   | 89,146           | 90,319                  |
| Long-term investments   | 10,000           | 10,069                  |
| Property, plant and equipment   | 136,024          | 130,504                 |
| Less accumulated depreciation and amortization  | 76,107           | 72,176                  |
|   | 59,917           | 58,328                  |
| <b>Other assets and deferred charges:</b>   |                  |                         |
| Patents   | 2,673            | 2,808                   |
| Goodwill  | 9,730            | 9,730                   |
| Other   | 864              | 812                     |
|   | 13,267           | 13,350                  |
| <b>Total assets</b>   | <b>\$172,330</b> | <b>\$172,066</b>        |
| <b>Liabilities and Stockholders' Equity</b>   |                  |                         |
| <b>Current liabilities:</b>   |                  |                         |
| Accounts payable and accrued liabilities  | \$9,694          | \$8,511                 |
| Accrued income and other taxes  | 300              | 853                     |
|   | 9,994            | 9,364                   |
| Line of credit  | --               | --                      |
| Other non-current liabilities   | 12,466           | 13,708                  |
| <b>Stockholders' equity:</b>  |                  |                         |
| Common stock, par value \$0.10 per share; authorized 10,000 shares, issued 3,420 shares | 342              | 342                     |
| Paid-in capital   | 32,853           | 31,592                  |
| Retained earnings   | 185,915          | 174,362                 |
| Treasury shares, 1,471 at June 30, 2014 and 1,435 at December 31, 2013, at cost         | (69,240 )        | (57,302 )               |
| <b>Total stockholders' equity</b>   | <b>149,870</b>   | <b>148,994</b>          |

---

|  |           |           |
|--|-----------|-----------|
| Total liabilities and stockholders' equity | \$172,330 | \$172,066 |
|--|-----------|-----------|

The accompanying notes are an integral part of these financial statements.

ATRION CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

|  | Six Months Ended June<br>30, |          |
|--|------------------------------|----------|
|  | 2014                         | 2013     |
|  | (In Thousands)               |          |
| <b>Cash flows from operating activities:</b>   |                              |          |
| Net income   | \$14,082                     | \$13,140 |
| <b>Adjustments to reconcile net income to<br/>net cash provided by operating activities:</b> |                              |          |
| Depreciation and amortization  | 4,458                        | 4,271    |
| Deferred income taxes  | (1,016 )                     | (449 )   |
| Stock-based compensation   | 1,129                        | 842      |
| Net change in accrued interest, premiums, and discounts<br>on investments                    | 274                          | 278      |
| Other  | 30                           | 26       |
|  | 18,957                       | 18,108   |
| <b>Changes in operating assets and liabilities:</b>  |                              |          |
| Accounts receivable  | (2,243 )                     | (4,072 ) |
| Inventories  | (942 )                       | (1,404 ) |
| Prepaid expenses   | (885 )                       | 810      |
| Other non-current assets   | (52 )                        | (73 )    |
| Accounts payable and accrued liabilities   | 1,183                        | 2,884    |
| Accrued income and other taxes   | (553 )                       | 270      |
| Other non-current liabilities  | (226 )                       | 6        |
|  | 15,239                       | 16,529   |
| <b>Cash flows from investing activities:</b>   |                              |          |
| Property, plant and equipment additions  | (5,942 )                     | (2,735 ) |
| Purchase of investments  | (19,375 )                    | --       |
| Proceeds from maturities of investments  | 19,375                       | 3,639    |
|  | (5,942 )                     | 904      |
| <b>Cash flows from financing activities:</b>   |                              |          |
| Shares tendered for employees' withholding taxes on<br>stock-based compensation              | (377 )                       | --       |
| Tax benefit related to stock-based compensation  | 163                          | 6        |
| Purchase of treasury stock   | (11,608 )                    | (2,912 ) |
| Dividends paid   | (2,513 )                     | (2,257 ) |
|  | (14,335 )                    | (5,163 ) |
| Net change in cash and cash equivalents  | (5,038 )                     | 12,270   |
| Cash and cash equivalents at beginning of period   | 28,559                       | 7,999    |
| Cash and cash equivalents at end of period   | \$23,521                     | \$20,269 |
| <b>Cash paid for:</b>  |                              |          |



|              |         |         |
|--------------|---------|---------|
| Income taxes | \$9,685 | \$5,323 |
|--------------|---------|---------|

The accompanying notes are an integral part of these financial statements.

ATRION CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

## (1) Basis of Presentation

The accompanying unaudited consolidated financial statements of Atrion Corporation and its subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, these statements include all adjustments necessary to present a fair statement of our consolidated results of operations, financial position and cash flows. Operating results for any interim period are not necessarily indicative of the results that may be expected for the full year. Preparation of the Company's financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts in the financial statements and notes. Actual results could differ from those estimates. This Quarterly Report on Form 10-Q should be read in conjunction with the Company's consolidated financial statements and notes included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2013 ("2013 Form 10-K"). References herein to "Atrion," the "Company," "we," "our," and "us" refer to Atrion Corporation and its subsidiaries.

## (2) Inventories

Inventories are stated at the lower of cost or market. Cost is determined by using the first-in, first-out method. The following table details the major components of inventories (in thousands):

|                   | June 30,<br>2014 | December 31,<br>2013 |
|-------------------|------------------|----------------------|
| Raw materials     | \$ 11,344        | \$ 10,744            |
| Work in process   | 7,128            | 6,246                |
| Finished goods    | 8,736            | 9,276                |
| Total inventories | \$ 27,208        | \$ 26,266            |

## (3) Income per share

The following is the computation for basic and diluted income per share:

|   | Three Months Ended June 30,              |          | Six Months Ended June 30, |           |
|---|--|----------|---------------------------|-----------|
|   | 2014                                     | 2013     | 2014                      | 2013      |
|   | (in thousands, except per share amounts) |          |                           |           |
| Net income                                  | \$ 6,882                                 | \$ 6,506 | \$ 14,082                 | \$ 13,140 |
| Weighted average basic shares outstanding   | 1,960                                    | 2,015    | 1,971                     | 2,017     |
| Add: Effect of dilutive securities          | 17                                       | 4        | 16                        | 4         |
| Weighted average diluted shares outstanding | 1,977                                    | 2,019    | 1,987                     | 2,021     |
| Earnings per share:                         |  |          |                           |           |
| Basic                                       | \$ 3.51                                  | \$ 3.23  | \$ 7.14                   | \$ 6.51   |
| Diluted                                     | \$ 3.48                                  | \$ 3.22  | \$ 7.09                   | \$ 6.50   |



ATRION CORPORATION AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (Unaudited)

Incremental shares from stock options and restricted stock units were included in the calculation of weighted average diluted shares outstanding using the treasury stock method. Dilutive securities representing 33 and 6,547 shares of common stock for the quarters ended June 30, 2014 and 2013, respectively, were excluded from the computation of weighted average diluted shares outstanding because their effect would have been anti-dilutive.

(4) Investments

As of June 30, 2014, we held certain investments that are required to be measured for disclosure purposes at fair value on a recurring basis. These investments are considered Level 2 investments and are all considered to be held-to-maturity securities. We consider as current assets those investments which will mature in the next 12 months. The remaining investments are considered non-current assets. The amortized cost and fair value of our investments, and the related gross unrealized gains and losses, were as follows as of June 30, 2014 (in thousands):

|                                | Cost      | Gross Unrealized |         | Fair Value |
|--------------------------------|-----------|------------------|---------|------------|
|                                |           | Gains            | Losses  |            |
| <b>Short-term Investments:</b> |           |                  |         |            |
| Corporate bonds                | \$ 18,146 | \$ 136           | \$ (8 ) | \$ 18,274  |
| <b>Long-term Investments</b>   |           |                  |         |            |
| Corporate bonds                | \$ 10,000 | \$ 4             | \$ --   | \$ 10,004  |

At June 30, 2014, the length of time until maturity of these securities ranged from four months to 60 months.

(5) Income Taxes

Our effective tax rate for the second quarter of 2014 was 35.2 percent, compared with 33.9 percent for the second quarter of 2013. Our effective tax rate for the first six months of 2014 was 34.9 percent, compared with 32.9 percent for the first six months of 2013. The lower effective tax rates for both the second quarter and first six months of 2013 benefited from the extension of the federal research tax credit provisions included in the American Taxpayer Relief Act of 2012, which was signed into law on January 2, 2013. Credits from tax incentives for research and development expenditures in the full year 2012 and first six months of 2013 were included in the calculation of income taxes for the first six months of 2013. The law has not been extended to 2014, and the absence of the federal research and development tax credits for 2014 resulted in an increase in effective tax rate in the second quarter and first six months of 2014. Additionally, the effective tax rate in the second quarter and first six months of 2014 increased as a result of state income tax law changes.

ATRION CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(6) Recent Accounting Pronouncements

From time to time, new accounting standards updates applicable to us are issued by the Financial Accounting Standards Board, or FASB, which we will adopt as of the specified effective date. Unless otherwise discussed, we believe the impact of recently issued standards updates that are not yet effective will not have a material impact on our consolidated financial statements upon adoption.

8

---

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

We develop and manufacture products primarily for medical applications. We market components to other equipment manufacturers for incorporation in their products and sell finished devices to physicians, hospitals, clinics and other treatment centers. Our medical products primarily serve the fluid delivery, cardiovascular, and ophthalmology markets. Our other medical and non-medical products include instrumentation and disposables used in dialysis and valves and inflation devices used in marine and aviation safety products.

Our products are used in a wide variety of applications by numerous customers. We encounter competition in all of our markets and compete primarily on the basis of product quality, price, engineering, customer service and delivery time.

Our strategy is to provide a broad selection of products in the areas of our expertise. Research and development efforts are focused on improving current products and developing highly-engineered products that meet customer needs and have the potential for broad market applications and significant sales. Proposed new products may be subject to regulatory clearance or approval prior to commercialization and the time period for introducing a new product to the marketplace can be unpredictable. We also focus on controlling costs by investing in modern manufacturing technologies and controlling purchasing processes. We have been successful in consistently generating cash from operations and have used that cash to reduce indebtedness, to fund capital expenditures, to repurchase stock and to pay dividends.

Our strategic objective is to further enhance our position in our served markets by:

- Focusing on customer needs;
- Expanding existing product lines and developing new products;
- Manufacturing products to exacting quality standards; and
- Preserving and fostering a collaborative and entrepreneurial culture.

For the three months ended June 30, 2014, we reported revenues of \$35.0 million, operating income of \$10.3 million and net income of \$6.9 million, up 7 percent, 8 percent and 6 percent, respectively, from the three months ended June 30, 2013. For the six months ended June 30, 2014, we reported revenues of \$71.4 million, operating income of \$21.0 million and net income of \$14.1 million, up 8 percent, 11 percent and 7 percent, respectively, from the six months ended June 30, 2013.

Results for the three months ended June 30, 2014

Consolidated net income totaled \$6.9 million, or \$3.51 per basic and \$3.48 per diluted share, in the second quarter of 2014. This is compared with consolidated net income of \$6.5 million, or \$3.23 per basic and \$3.22 per diluted share, in the second quarter of 2013. The income per basic share computations are based on weighted average basic shares outstanding of 1,960,000 in the 2014 period and 2,015,000 in the 2013 period. The income per diluted share computations are based on weighted average diluted shares outstanding of 1,977,000 in the 2014 period and 2,019,000 in the 2013 period.

Consolidated revenues of \$35.0 million for the second quarter of 2014 were 7 percent higher than revenues of \$32.6 million for the second quarter of 2013. This increase was primarily attributable to higher sales volumes.

Revenues by product line were as follows (in thousands):

|                | Three Months ended<br>June 30, |           |
|----------------|--------------------------------|-----------|
|                | 2014                           | 2013      |
| Fluid Delivery | \$ 14,732                      | \$ 13,036 |
| Cardiovascular | 10,837                         | 10,143    |
| Ophthalmology  | 5,106                          | 5,016     |
| Other          | 4,350                          | 4,410     |
| Total          | \$ 35,025                      | \$ 32,605 |

Cost of goods sold of \$17.6 million for the second quarter of 2014 was \$645,000 higher than in the comparable 2013 period. The primary contributors to the increase in our cost of goods sold were increased sales, increased manufacturing support personnel costs, increased repairs and increased insurance partially offset by the impact of continued cost improvement projects. Our cost of goods sold in the second quarter of 2014 was 50.3 percent of revenues compared with 52.1 percent of revenues in the second quarter of 2013.

Gross profit of \$17.4 million in the second quarter of 2014 was \$1.8 million, or 11 percent, higher than in the comparable 2013 period. Our gross profit percentage in the second quarter of 2014 was 49.7 percent of revenues compared with 48.0 percent of revenues in the second quarter of 2013. The increase in gross profit percentage in the 2014 period compared to the 2013 period was primarily related to a favorable product mix and the impact of continued cost improvement initiatives partially offset by increased compensation, repairs and insurance.

Our second quarter 2014 operating expenses of \$7.2 million were \$1.0 million higher than the operating expenses for the second quarter of 2013. This increase was comprised of a \$198,000 increase in Research and Development, or R&D, expenses, a \$135,000 increase in Selling expenses and a \$680,000 increase in General and Administrative, or G&A, expenses. The increase in R&D costs was primarily related to increased supplies and outside services. The increase in Selling expenses for the second quarter of 2014 was primarily related to increased commissions, travel and outside services. The increase in G&A expenses for the second quarter of 2014 was principally attributable to increased compensation, outside services, depreciation and amortization expense.

Operating income in the second quarter of 2014 increased \$762,000 to \$10.3 million, an 8 percent increase from our operating income in the quarter ended June 30, 2013. Operating income was 29 percent of revenues in both the second quarter of 2014 and the second quarter of 2013.

Income tax expense for the second quarter of 2014 was \$3.7 million compared to income tax expense of \$3.3 million for the same period in the prior year. The effective tax rate for the second quarter of 2014 was 35.2 percent, compared with 33.9 percent for the second quarter of 2013. The lower second quarter 2013 effective rate benefited from the extension of the federal research tax credit provisions included in the American Taxpayer Relief Act of 2012. Additionally, the effective tax rate in the second quarter 2014 increased as a result of state income tax law changes. We expect the effective tax rate for the remainder of 2014 to be approximately 34.5 percent.

#### Results for the six months ended June 30, 2014

Consolidated net income totaled \$14.1 million, or \$7.14 per basic and \$7.09 per diluted share, in the first six months of 2014. This is compared with consolidated net income of \$13.1 million, or \$6.51 per basic and \$6.50 per diluted share, in the first six months of 2013. The income per basic share computations are based on weighted average basic shares outstanding of 1,971,000 in the 2014 period and 2,017,000 in the 2013 period. The income per diluted share computations are based on weighted average diluted shares outstanding of 1,987,000 in the 2014 period and 2,021,000 in the 2013 period.

Consolidated revenues of \$71.4 million for the first six months of 2014 were 8 percent higher than revenues of \$66.1 million for the first six months of 2013. This increase was primarily attributable to higher sales volumes.

Revenues by product line were as follows (in thousands):

|                | Six Months ended<br>June 30, |           |
|----------------|------------------------------|-----------|
|                | 2014                         | 2013      |
| Fluid Delivery | \$ 29,969                    | \$ 25,748 |
| Cardiovascular | 21,866                       | 20,294    |
| Ophthalmology  | 10,290                       | 10,811    |
| Other          | 9,319                        | 9,244     |
| Total          | \$ 71,444                    | \$ 66,097 |

Cost of goods sold of \$36.6 million for the first six months of 2014 was \$1.9 million higher than in the comparable 2013 period. The primary contributors to the increase in our cost of goods sold were increased sales, increased manufacturing support personnel costs, increased repairs, utilities, outside services and increased insurance partially offset by the impact of continued cost improvement projects. Our cost of goods sold in the first six months of 2014 was 51.3 percent of revenues compared with 52.6 percent of revenues in the first six months of 2013.

Gross profit of \$34.8 million in the first six months of 2014 was \$3.5 million, or 11 percent, higher than in the comparable 2013 period. Our gross profit percentage in the first six months of 2014 was 48.7 percent of revenues compared with 47.4 percent of revenues in the first six months of 2013. The increase in gross profit percentage in the 2014 period compared to the 2013 period was primarily related to a favorable product mix and the impact of continued cost improvement initiatives partially offset by increased manufacturing costs mentioned above.





Our first six months 2014 operating expenses of \$13.8 million were \$1.4 million higher than the operating expenses for the first six months of 2013. This increase was comprised of a \$243,000 increase in R&D expenses, a \$135,000 increase in Selling expenses and a \$1.0 million increase in G&A expenses. The increase in R&D costs was primarily related to increased outside services, compensation and supplies. The increase in Selling expenses for the first six months of 2014 was primarily related to increased commissions, travel and outside services. The increase in G&A expenses for the second quarter of 2014 was principally attributable to increased compensation, outside services, depreciation and amortization expense.

Operating income in the first six months of 2014 increased \$2.1 million to \$21.0 million, an 11 percent increase from our operating income in the six months ended June 30, 2013. Operating income was 29 percent of revenues in both the first six months of 2014 and the first six months of 2013. The major contributor to the increase in operating income for the first six months of 2014 was the previously mentioned increase in revenues partially offset by increased operating expenses.

Income tax expense for the first six months of 2014 was \$7.5 million compared to income tax expense of \$6.5 million for the same period in the prior year. The effective tax rate for the first six months of 2014 was 34.9 percent, compared with 32.9 percent for the first six months of 2013. The lower first six months 2013 effective rate benefited from the retroactive extension of the federal research tax credit provisions included in the American Taxpayer Relief Act of 2012. Credits from tax incentives for research and development expenditures in the full year 2012 and the first six months of 2013 were included in the calculation of income taxes for the first six months of 2013. Additionally, the effective tax rate in the first six months of 2014 increased as a result of state income tax law changes.

#### Liquidity and Capital Resources

We have a \$40.0 million revolving credit facility with a money center bank that can be utilized for the funding of operations and for major capital projects or acquisitions, subject to certain limitations and restrictions. Borrowings under the credit facility bear interest that is payable monthly at 30-day, 60-day or 90-day LIBOR, as selected by us, plus one percent. From time to time prior to October 1, 2016 and assuming an event of default is not then existing, we can convert outstanding advances under the revolving line of credit to term loans with a term of up to two years. We had no outstanding borrowings under our credit facility at June 30, 2014 or at December 31, 2013. The credit facility contains various restrictive covenants, none of which is expected to impact our liquidity or capital resources. At June 30, 2014, we were in compliance with all financial covenants. We believe that the bank providing the credit facility is highly-rated and that the entire \$40.0 million under the credit facility is currently available to us. If that bank were unable to provide such funds, we believe that such inability would not impact our ability to fund operations.

At June 30, 2014, we had a total of \$51.7 million in cash and cash equivalents, short-term investments and long-term investments, a decrease of \$5.3 million from December 31, 2013. The principal contributor to this decrease was the purchase of treasury stock under our stock repurchase program partially offset by operating results.

Cash flows from operating activities generated \$15.2 million for the six months ended June 30, 2014 as compared to \$16.5 million for the six months ended June 30, 2013. The decrease in the 2014 period was primarily attributable to increased cash requirements for working capital items, specifically prepaid expenses and accrued income and other taxes for the 2014 period. During the first six months of 2014, we expended \$5.9 million for the addition of property and equipment, \$11.6 million for treasury stock under our stock repurchase program and \$2.5 million for dividends.

At June 30, 2014, we had working capital of \$79.2 million, including \$23.5 million in cash and cash equivalents and \$18.2 million in short-term investments. The \$1.8 million decrease in working capital during the first six months of 2014 was primarily related to decreases in cash and cash equivalents and short-term investments and to increases in accounts payable and accrued liabilities. This decrease was partially offset by increases in accounts receivable and inventories. The net decrease in cash and short-term investments was primarily related to purchases of treasury stock. The increase in accounts receivable was primarily related to increased revenues for the second quarter of 2014. The increase in inventories was primarily related to increased stocking levels to support revenues.

We believe that our \$51.7 million in cash, cash equivalents, short-term investments and long-term investments, along with cash flows from operations and available borrowings of up to \$40.0 million under our credit facility, will be sufficient to fund our cash requirements for at least the foreseeable future. We believe that our strong financial position would allow us to access equity or debt financing should that be necessary. Additionally, we believe that our cash and cash equivalents, short-term investments and long-term investments, as a whole, will continue to increase during the remainder of 2014.

#### Forward-Looking Statements

Statements in this Management's Discussion and Analysis and elsewhere in this Quarterly Report on Form 10-Q that are forward looking are based upon current expectations, and actual results or future events may differ materially. Therefore, the inclusion of such forward-looking information should not be regarded as a representation by us that our objectives or plans will be achieved. Such statements include, but are not limited to, our effective tax rate for the remainder of 2014, our ability to fund our cash requirements for the foreseeable future with our current assets, long-term investments, cash flow and borrowings under the credit facility, the impact that the inability of the bank providing the credit facility to provide funds thereunder would have on our ability to fund operations, our access to equity and debt financing, and the increase in cash, cash equivalents, and investments in the remainder of 2014. Words such as "expects," "believes," "anticipates," "intends," "should," "plans," and variations of such words and similar expressions are intended to identify such forward-looking statements. Forward-looking statements contained herein involve numerous risks and uncertainties, and there are a number of factors that could cause actual results or future events to differ materially, including, but not limited to, the following: changing economic, market and business conditions; acts of war or terrorism; the effects of governmental regulation; the impact of competition and new technologies; slower-than-anticipated introduction of new products or implementation of marketing strategies; implementation of new manufacturing processes or implementation of new information systems; our ability to protect our intellectual property; changes in the prices of raw materials; changes in product mix; intellectual property and product liability claims and product recalls; the ability to attract and retain qualified personnel; and the loss of, or any material reduction in sales to, any significant customers. In addition, assumptions relating to budgeting, marketing, product development and other management decisions are subjective in many respects and thus susceptible to interpretations and periodic review which may cause us to alter our marketing, capital expenditures or other budgets, which in turn may affect our results of operations and financial condition.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

For the quarter ended June 30, 2014, we did not experience any material changes in market risk exposures that affect the quantitative and qualitative disclosures presented in our 2013 Form 10-K.

Item 4. Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of June 30, 2014. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective. There were no changes in our internal control over financial reporting for the quarter ended June 30, 2014 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II

OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may be involved in claims or litigation that arise in the normal course of business. We are not currently a party to any legal proceedings, which, if decided adversely, would have a material adverse effect on our business, financial condition, or results of operations.

Item 1A. Risk Factors

There were no material changes to the risk factors disclosed in our 2013 Form 10-K.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The table below sets forth information with respect to our purchases of our common stock during each of the three months in the period ended June 30, 2014.

| Period                     | Total<br>Number of<br>Shares<br>Purchased | Average<br>Price Paid<br>per Share | Total<br>Number of<br>Shares<br>Purchased<br>as Part of<br>Publicly<br>Announced<br>Plans or<br>Programs | Maximum<br>Number of<br>Shares that<br>May Yet<br>Be<br>Purchased<br>Under the<br>Plans or<br>Programs<br>(1) |
|----------------------------|---|------------------------------------|--|---|
| 4/1/2014 through 4/30/2014 | -   | -                                  | -  | 113,630   |
| 5/1/2014 through 5/31/2014 | 22,038                                    | \$311.27                           | 22,038   | 91,592  |
| 6/1/2014 through 6/30/2014 | 1,474                                     | \$310.59                           | 1,474  | 90,118  |
| Total                      | 23,512                                    | \$311.23                           | 23,512   | 90,118  |

(1) On August 16, 2011, our Board of Directors approved our current stock repurchase program pursuant to which we can repurchase up to 200,000 shares of our common stock from time to time in open market or privately-negotiated transactions. Our current stock repurchase program has no expiration date but may be terminated by our Board of Directors at any time.

## Item 6. Exhibits

| Exhibit<br>Number | Description  |
|-------------------|--|
| 31.1              | Sarbanes-Oxley Act Section 302 Certification of Chief Executive Officer  |
| 31.2              | Sarbanes-Oxley Act Section 302 Certification of Chief Financial Officer  |
| 32.1              | Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of The Sarbanes – Oxley Act Of 2002 |
| 32.2              | Certification Pursuant To 18 U.S.C. Section 1350, As Adopted 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.DEF           | XBRL Taxonomy Extension Definition Linkbase Document   |

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

15

---

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.

Atrion Corporation

Date: August 6, 2014

By: /s/ David A. Battat  
David A. Battat  
President and  
Chief Executive Officer

Date: August 6, 2014

By: /s/ Jeffery Strickland  
Jeffery Strickland  
Vice President and  
Chief Financial Officer  
(Principal Accounting and Financial  
Officer)

## Exhibit Index

| Exhibit Number | Description  |
|----------------|--|
| 31.1           | Sarbanes-Oxley Act Section 302 Certification of Chief Executive Officer  |
| 31.2           | Sarbanes-Oxley Act Section 302 Certification of Chief Financial Officer  |
| 32.1           | Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of The Sarbanes – Oxley Act Of 2002 |
| 32.2           | Certification Pursuant To 18 U.S.C. Section 1350, As Adopted 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.DEF        | XBRL Taxonomy Extension Definition Linkbase Document   |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document  |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document   |