

ENPRO INDUSTRIES, INC  
Form 8-K/A  
October 05, 2017  
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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**(Amendment No. 1)**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): July 31, 2017**

**ENPRO INDUSTRIES, INC.**

**(Exact name of Registrant, as specified in its charter)**

**North Carolina**  
**(State or other jurisdiction of**  
  
**incorporation)**

**001-31225**  
**(Commission**  
  
**file number)**

**01-0573945**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**5605 Carnegie Boulevard, Suite 500**

**Charlotte, North Carolina 28209**

**(Address of principal executive offices, including zip code)**

**(704) 731-1500**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Explanatory Note**

This Amendment No. 1 on Form 8-K/A (this Amendment ) amends the Form 8-K of EnPro Industries, Inc. ( EnPro ) filed on July 31, 2017 (the Initial Report ) to include the financial statements, pro forma financial information and related expert consents omitted from the Initial Report in reliance on Items 9.01(a)(4) and 9.01(b) of Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired

**Financial Statements at and for the Years Ended December 31, 2016 and 2015**

Report of Independent Auditors

Combined Statements of Operations for the Years Ended December 31, 2016 and 2015

Combined Statements of Comprehensive Income for the Years Ended December 31, 2016 and 2015

Combined Statements of Cash Flows for the Years Ended December 31, 2016 and 2015

Combined Balance Sheets as of December 31, 2016 and 2015

Combined Statements of Changes in Shareholder s Equity for the Years Ended December 31, 2016 and 2015

Notes to Combined Financial Statements

**Financial Statements at and for the Years Ended December 31, 2015 and 2014**

Report of Independent Certified Public Accountants

Combined Statements of Operations for the Years Ended December 31, 2015 and 2014

Combined Statements of Comprehensive Income for the Years Ended December 31, 2015 and 2014

Combined Statements of Cash Flows for the Years Ended December 31, 2015 and 2014

Combined Balance Sheets as of December 31, 2015 and 2014

Combined Statements of Changes in Shareholder s Equity for the Years Ended December 31, 2015 and 2014

Notes to Combined Financial Statements

**Financial Statements for the Six Months Ended June 30, 2017 and 2016**

Combined Statements of Operations for the Six Months Ended June 30, 2017 and 2016 (Unaudited)

Combined Statements of Cash Flows for the Six Months Ended June 30, 2017 and 2016 (Unaudited)

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Combined Balance Sheet as of June 30, 2017 (Unaudited)

Notes to Combined Financial Statements (Unaudited)

(b) Pro Forma Financial Information

Unaudited Pro Forma Condensed Consolidated Financial Information

Pro Forma Condensed Consolidated Statements of Operations for the Year Ended December 31, 2016 (Unaudited)

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Pro Forma Condensed Consolidated Statements of Operations for the Six Months Ended June 30, 2017 and 2016 (Unaudited)

Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2017 (Unaudited)

Notes to Pro Forma Condensed Consolidated Financial Information (Unaudited)

(c) Exhibits

Exhibit 2.1 Modified Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and OldCo, LLC, Successor by Merger to Coltec Industries Inc dated May 20, 2016, as modified on June 21, 2016, July 29, 2016, December 2, 2016, April 3, 2017, May 14, 2017, May 19, 2017, June 8, 2017, and June 9, 2017, filed in the United States Bankruptcy Court for the Western District Of North Carolina (Charlotte Division) (incorporated by reference to Exhibit 2.1 to EnPro's Current Report on Form 8-K filed July 31, 2017 (File No. 001-31225))

Exhibit 23.1 Consent of PricewaterhouseCoopers LLP

Exhibit 23.2 Consent of Grant Thornton LLP

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**GARLOCK SEALING TECHNOLOGIES, LLC AND  
GARRISON LITIGATION MANAGEMENT GROUP, LTD.**

**(Debtors-in-Possession)**

**Years Ended December 31, 2016 and 2015**

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**REPORT OF INDEPENDENT AUDITORS**

To Management of Garlock Sealing Technologies LLC and

Garrison Litigation Management Group, Ltd.:

We have audited the accompanying combined financial statements of Garlock Sealing Technologies, LLC (a debtor-in-possession) and its subsidiaries and Garrison Litigation Management Group, Ltd. and subsidiary (debtors-in-possession) (collectively, the Company), which comprise the combined balance sheet as of December 31, 2016, and the related combined statements of operations, comprehensive income, changes in shareholder's equity and cash flows for the year then ended.

***Management's Responsibility for the Combined Financial Statements***

Management is responsible for the preparation and fair presentation of the combined financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of combined financial statements that are free from material misstatement, whether due to fraud or error.

***Auditors' Responsibility***

Our responsibility is to express an opinion on the combined financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the combined financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the combined financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the combined financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

***Opinion***

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of Garlock Sealing Technologies, LLC and its subsidiaries and Garrison Litigation Management Group, Ltd. and its subsidiary as of December 31, 2016, and the results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

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/s/ PricewaterhouseCoopers LLP

Charlotte, North Carolina

April 12, 2017

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**GARLOCK SEALING TECHNOLOGIES, LLC AND  
GARRISON LITIGATION MANAGEMENT GROUP, LTD.**

**(Debtors-in-Possession)**

**COMBINED STATEMENTS OF OPERATIONS**

**For the Years Ended December 31, 2016 and 2015**

**(in millions)**

	<b>2016</b>	<b>2015</b>
Net sales	\$ 195.8	\$ 217.6
Cost of sales	124.7	137.1
Gross profit	71.1	80.5
Operating expenses:		
Selling, general and administrative expenses	40.9	43.5
Asbestos related expenses	50.3	0.6
Other operating expenses	0.8	0.3
	92.0	44.4
Operating income	(20.9)	36.1
Interest income, net	34.3	32.1
Income from continuing operations before reorganization expenses and income taxes	13.4	68.2
Reorganization expenses	(15.8)	(25.6)
Income (loss) before income taxes	(2.4)	42.6
Income tax benefit (expense)	1.4	(14.2)
Net income (loss)	(1.0)	28.4
Less: income (loss) attributable to non-controlling interest	0.1	(0.1)
Net income (loss) attributable to GSTLLC	\$ (0.9)	\$ 28.3

The accompanying notes are an integral part of these Combined Financial Statements.

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**GARLOCK SEALING TECHNOLOGIES, LLC AND  
GARRISON LITIGATION MANAGEMENT GROUP, LTD.**

**(Debtors-in-Possession)**

**COMBINED STATEMENTS OF COMPREHENSIVE INCOME**

**For the Years Ended December 31, 2016 and 2015**

**(in millions)**

	<b>2016</b>	<b>2015</b>
Net income (loss) including noncontrolling interest	\$ (0.9)	\$ 28.3
Other comprehensive income (loss)		
Foreign currency translation adjustments	(4.2)	(10.3)
Pension and post-retirement benefits adjustment excluding amortization	(2.1)	(0.6)
Amortization of pension and post-retirement benefits included in net income	1.8	1.9
Total other comprehensive loss before tax	(4.5)	(9.0)
Income tax benefit (expense) related to items of other comprehensive loss	0.1	(0.4)
Comprehensive income (loss) including noncontrolling interests	(5.3)	18.9
Less: Comprehensive income (loss) attributable to noncontrolling interest	0.1	(0.1)
Comprehensive income (loss) attributable to GSTLLC	\$ (5.4)	\$ 19.0

The accompanying notes are an integral part of these Combined Financial Statements.

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**GARLOCK SEALING TECHNOLOGIES, LLC AND  
GARRISON LITIGATION MANAGEMENT GROUP, LTD.**

**(Debtors-in-Possession)**

**COMBINED STATEMENTS OF CASH FLOWS**

**For the Years Ended December 31, 2016 and 2015**

**(in millions)**

	<b>2016</b>	<b>2015</b>
<b>OPERATING ACTIVITIES</b>		
Net income (loss)	\$ (1.0)	\$ 28.4
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	5.6	6.0
Amortization	0.7	1.3
Reorganization expense	15.8	25.6
Deferred income taxes	(24.6)	(16.6)
Change in assets and liabilities:		
Asbestos liabilities	49.5	
Asbestos insurance receivable	18.0	20.7
Accounts receivable	3.4	3.7
Inventories	0.2	(0.9)
Accounts payable	4.9	(3.4)
Other assets and liabilities	(1.2)	14.5
Net cash provided by operating activities before reorganization items	71.3	79.3
Reorganization expense	(15.8)	(25.6)
Change in accrued reorganization expense	(5.4)	4.0
Net cash used by reorganization items	(21.2)	(21.6)
Net cash provided by operating activities	50.1	57.7
<b>INVESTING ACTIVITIES</b>		
Purchase of held-to-maturity securities	(476.8)	(200.1)
Proceeds from redemption of held-to-maturity securities	426.5	163.4
Purchases of property, plant and equipment	(6.7)	(5.3)
Increase in note receivable	(5.2)	(5.2)
Other	(0.2)	(0.7)
Net cash used in investing activities	(62.4)	(47.9)

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Effect of exchange rate changes on cash and cash equivalents	(0.1)	(3.9)
Net increase (decrease) in cash and cash equivalents	(12.4)	5.9
Cash and cash equivalents at beginning of year	71.9	66.0
Cash and cash equivalents at end of year	\$ 59.5	\$ 71.9
Supplemental disclosures of cash flow information:		
Cash paid during the year for:		
Interest	\$	\$
Income taxes	\$ 3.6	\$ 3.0
The accompanying notes are an integral part of these Combined Financial Statements.		

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**GARLOCK SEALING TECHNOLOGIES, LLC AND  
GARRISON LITIGATION MANAGEMENT GROUP, LTD.**

**(Debtors-in Possession)**

**COMBINED BALANCE SHEETS**

**As of December 31, 2016 and 2015**

**(in millions)**

	<b>2016</b>	<b>2015</b>
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 59.5	\$ 71.9
Investment securities	250.3	200.0
Accounts receivable, less allowance for doubtful accounts of \$0.1 in 2016 and \$0.1 in 2015	24.0	27.7
Notes receivable related party	38.9	36.5
Asbestos insurance receivable	13.0	18.0
Inventories	17.9	18.3
Interest receivable related party	32.6	31.2
Other current assets	2.4	2.5
<b>Total current assets</b>	<b>438.6</b>	<b>406.1</b>
Property, plant and equipment, net	41.6	41.1
Goodwill and other intangible assets	22.0	22.6
Asbestos insurance receivable	49.0	62.0
Notes receivable related party	283.2	271.0
Deferred income taxes	126.0	101.3
Other assets	3.4	4.1
<b>Total assets</b>	<b>\$ 963.8</b>	<b>\$ 908.2</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Liabilities Not Subject to Compromise		
Current liabilities		
Accounts payable	\$ 29.8	\$ 25.2
Income taxes payable	1.2	1.2
Accrued expenses	9.3	14.1
<b>Total current liabilities</b>	<b>40.3</b>	<b>40.5</b>
Income taxes payable	119.3	100.9
Note payable related party	1.4	1.3
Other liabilities	5.3	12.2

Total liabilities not subject to compromise	166.3	154.9
Liabilities subject to compromise	388.6	339.1
<b>Total liabilities</b>	<b>554.9</b>	<b>494.0</b>
Commitments and contingencies		
Shareholder's equity		
Parent Company shareholder's equity		
Stock (Note 11)	13.0	13.0
Additional paid-in capital	457.6	457.6
Accumulated deficit	(14.9)	(13.9)
Accumulated other comprehensive loss	(48.5)	(44.1)
<b>Total Parent Company shareholder's equity</b>	<b>407.2</b>	<b>412.6</b>
Noncontrolling interest	1.7	1.6
<b>Total shareholder's equity</b>	<b>408.9</b>	<b>414.2</b>
<b>Total liabilities and shareholder's equity</b>	<b>\$ 963.8</b>	<b>\$ 908.2</b>

The accompanying notes are an integral part of these Combined Financial Statements.

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**GARLOCK SEALING TECHNOLOGIES, LLC AND  
GARRISON LITIGATION MANAGEMENT GROUP, LTD.**

**(Debtors-in-Possession)**

**COMBINED STATEMENTS OF CHANGES IN SHAREHOLDER S EQUITY**

**For the Years Ended December 31, 2016 and 2015**

**(in millions)**

	Stock (Note 11)	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Noncontrolling Interest in Subsidiary	Total Shareholder s Equity
Balance, January 1, 2015	\$ 13.0	\$ 457.6	\$ (42.3)	\$ (34.7)	\$ 1.7	\$ 395.3
Net income			28.4		(0.1)	28.3
Other comprehensive loss, net				(9.4)		(9.4)
Balance, December 31, 2015	13.0	457.6	(13.9)	(44.1)	1.6	414.2
Net income						