

Titan Machinery Inc.
Form 10-K
April 07, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED JANUARY 31, 2017
Commission File No. 001-33866

TITAN MACHINERY INC.
(Exact name of registrant as specified in its charter)
Delaware No. 45-0357838
(State or Other Jurisdiction of (IRS Employer
Incorporation or Organization) Identification No.)
644 East Beaton Drive
West Fargo, ND 58078-2648
(Address of Principal Executive Offices)
(701) 356-0130
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:
Title of each class: Common Stock, \$0.00001 Par Value
Name of each exchange on which registered: The NASDAQ Stock Market LLC
Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

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

Non-accelerated filer o

Large accelerated filer o Accelerated filer x (Do not check if a Smaller reporting company o
smaller reporting company)

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

Edgar Filing: Titan Machinery Inc. - Form 10-K

The aggregate market value of our common stock held by non-affiliates as of July 31, 2016 was approximately \$205.4 million (based on the last sale price of \$11.21 per share on such date as reported on the NASDAQ Global Select Market).

The number of shares outstanding of the registrant's common stock as of March 31, 2017 was 21,833,294 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the registrant's 2017 Annual Meeting of Stockholders are incorporated by reference into Items 10, 11, 12, 13 and 14 of Part III of this report.

Table of Contents

Table of Contents

	Page No.
<u>PART I</u>	
<u>Item 1. Business</u>	<u>1</u>
<u>Item 1A. Risk Factors</u>	<u>11</u>
<u>Item 1B. Unresolved Staff Comments</u>	<u>18</u>
<u>Item 2. Properties</u>	<u>19</u>
<u>Item 3. Legal Proceedings</u>	<u>20</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>20</u>
<u>PART II</u>	
<u>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>21</u>
<u>Item 6. Selected Financial Data</u>	<u>22</u>
<u>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>25</u>
<u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>50</u>
<u>Item 8. Financial Statements and Supplementary Data</u>	<u>51</u>
<u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>89</u>
<u>Item 9A. Controls and Procedures</u>	<u>89</u>
<u>Item 9B. Other Information</u>	<u>89</u>
<u>PART III</u>	
<u>Item 10. Directors, Executive Officers and Corporate Governance</u>	<u>89</u>
<u>Item 11. Executive Compensation</u>	<u>89</u>
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>89</u>
<u>Item 13. Certain Relationships and Related Transactions, and Director Independence</u>	<u>89</u>
<u>Item 14. Principal Accounting Fees and Services</u>	<u>90</u>
<u>PART IV</u>	
<u>Item 15. Exhibits, Financial Statement Schedules</u>	<u>90</u>
<u>Item 16. Form 10-K Summary</u>	<u>90</u>

We make available, free of charge, copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 on our website, <http://www.titanmachinery.com>, as soon as reasonably practicable after filing such material electronically or otherwise furnishing it to the SEC. We are not including the information on our website as a part of, or incorporating it by reference into, this Form 10-K.

Table of Contents

ITEM 1. BUSINESS

Our Company

Overview

We own and operate a network of full service agricultural and construction equipment stores in the United States and Europe. Based upon information provided to us by CNH Industrial N.V. or its U.S. subsidiary CNH Industrial America, LLC, collectively referred to in this Form 10-K as CNH Industrial, we are the largest retail dealer of Case IH Agriculture equipment in the world, the largest retail dealer of Case Construction equipment in North America and a major retail dealer of New Holland Agriculture and New Holland Construction equipment in the U.S. CNH Industrial is a leading manufacturer and supplier of agricultural and construction equipment, primarily through the Case IH Agriculture, New Holland Agriculture, Case Construction and New Holland Construction brands.

We have three primary business segments, Agriculture, Construction and International, within which we engage in four principal business activities:

new and used equipment sales;

parts sales;

equipment repair and maintenance services; and

equipment rental and other activities.

The agricultural equipment we sell and service includes machinery and attachments for uses ranging from large-scale farming to home and garden purposes. The construction equipment we sell and service includes heavy construction machinery, light industrial machinery for commercial and residential construction, road and highway construction machinery, and mining operations equipment.

The new equipment and parts we sell are supplied primarily by CNH Industrial. The used equipment for resale is acquired through trade-ins from our customers and selective purchases. We sell parts and provide in-store and on-site equipment repair and maintenance services. We also rent equipment and provide ancillary services such as equipment transportation, Global Positioning System ("GPS") signal subscriptions, farm data management products, and finance and insurance products.

We offer our customers a one-stop solution by providing equipment and parts sales, equipment repair and maintenance services, and rental functions in each store. Our full service approach provides us with multiple points of customer contact and cross-selling opportunities. We believe our mix of equipment sales and recurring parts and service sales, as well as our diverse geographic footprint, enables us to operate effectively throughout economic cycles. We also believe our significant scale, superior customer service, diverse and stable customer base, management reporting system and experienced management team provide us with a competitive advantage in many of our local markets.

Throughout our 37-year operating history, we have built an extensive, geographically contiguous network of 89 stores in the U.S., including one outlet store, and 20 stores in Europe. Our Agriculture stores in the U.S. are located in Iowa, Minnesota, Nebraska, North Dakota and South Dakota and include several highly productive farming regions, such as the Red River Valley in eastern North Dakota and northwestern Minnesota, portions of the corn belt in Iowa, eastern South Dakota and southern Minnesota, and along the I-80 corridor in Nebraska, which sits on top of the Ogallala Aquifer. Our Construction stores are located in Arizona, Colorado, Iowa, Minnesota, Montana, Nebraska, New Mexico, North Dakota, South Dakota, Wisconsin and Wyoming. Our International stores are located in the European countries of Bulgaria, Romania, Serbia and Ukraine.

We have a history of growth through acquisitions. Since January 1, 2003, we have completed 52 acquisitions consisting of 110 stores operating in 11 states and three European countries, including 37 acquisitions consisting of 79 stores completed since our initial public offering on December 11, 2007. We believe that there will continue to be opportunities for dealership consolidation in the future, and we expect that acquisitions will continue to be an important component of our long-term growth strategy.

Industry Overview

Agricultural Equipment Industry

Agricultural equipment is purchased primarily by commercial farmers for the production of crops used for food, fiber, feed grain and feedstock for renewable energy. Certain equipment is also purchased for home and garden applications, and

1

Table of Contents

maintenance of commercial, residential and government properties. Deere & Company ("Deere"), CNH Industrial and Agco Corporation ("AGCO") are the largest global manufacturers of agricultural equipment and supply a full line of equipment and parts that supply the primary machinery requirements of farmers. In addition to the major manufacturers, several short-line manufacturers produce specialized equipment that satisfy regional and niche requirements of farmers. Agricultural equipment manufacturers typically grant dealers in the U.S. non-exclusive sales and marketing areas with designated store locations to distribute their products.

We believe there are many factors that influence demand for agricultural equipment, parts and repair and maintenance services, including farm net income, commodity markets, interest rates, government policies, tax policies, weather and general economic conditions. Any of these conditions can change materially in a short time period, creating volatility in demand for our products and services. Federal legislation, such as the Farm Bill, attempts to stabilize the agriculture industry through various policies including (i) commodity programs consisting of direct, counter-cyclical and price support payments to farmers; (ii) conservation programs; (iii) crop insurance programs; and (iv) disaster relief programs. We believe that these various federal policies reduce financial volatility in the agriculture industry and assist farmers in continuing to operate their farms and equipment during economic down cycles.

Construction Equipment Industry

Construction equipment is purchased primarily for use in commercial, residential and infrastructure construction, as well as for agriculture, demolition, mining, energy production and forestry operations. Caterpillar, Inc., Deere, Komatsu Ltd., the Volvo Group, Terex Corporation, Doosan, and CNH Industrial are some of the largest global manufacturers of construction and industrial equipment. The market for construction equipment is segmented across multiple categories including earth moving, lifting, light industrial, asphalt and paving, and concrete and aggregate equipment. As with agricultural equipment, distribution of construction equipment in the U.S. is executed primarily by manufacturer authorized dealers; however, manufacturers' dealership agreements in the construction industry sometimes assign exclusive distribution territories.

Construction machinery is generally divided into "heavy" and "light" subgroups. Heavy machinery includes large wheel loaders, large tracked excavators, cranes, crawler dozers, motor graders and articulated haul trucks. Heavy machinery is generally purchased by construction companies, municipalities, local governments, rental fleet owners, quarrying and mining companies, waste management companies and forestry-related organizations. Light machinery includes backhoes, landscape tractors, forklifts, compact excavators and skid steers. Typically, light machinery is purchased by contractors, rental fleet owners, landscapers, logistics companies, farmers and recreational users. Although demand for construction equipment is affected by weather and seasonal factors, it is usually less susceptible to seasonal changes than the agricultural equipment industry.

CNH Industrial and industry reports show that demand for construction equipment in our markets is driven by several factors, including (i) public spending on roads, highways, sewer and water projects, and other public works projects; (ii) public and private expenditures for the energy and mining industries, which are driven in part by demand for fossil fuels, metals and other commodities, (iii) instability in the agriculture industry; and (iv) general economic and market conditions of the construction sector for residential and commercial buildings.

Titan Operating Model

Through our operating model, we strive to empower leadership, develop team expertise, and share best practices at the field level, while realizing efficiencies and utilizing certain controls at the corporate level. We believe exceptional customer service is most effectively attained through accountable, well-trained employees in the field, who are supported by various centralized administrative functions, such as marketing, accounting, human resources, and other functions. Managing our business as a network of independent expert teams with support and oversight from a centralized shared resources group, facilitates the proper balance of accountability and the development of local business and customer relationships.

Field Operations

We have developed a functional organization under which we assign to specified geographic regions, within each of our Agricultural and Construction segments, "expert teams" focused on meeting customers' needs in equipment and rental sales and after-market parts and service. We operate primarily through our store locations, but we also execute our marketing strategies through deployment of mobile repair and service trucks. Each store is staffed by parts

employees and service technicians, as supervised by area and regional managers. Sales consultants are assigned general geographic territories, and are also supervised by area managers. Certain of our Construction stores are also staffed with rental operations managers. Under our operating model, decision-making for customer-related issues is decentralized, with each area manager and/or store employee having substantial responsibility for matters such as negotiating sales prices for equipment, assisting with customers on parts and service transactions, customer satisfaction, and providing area market forecasts to be used in establishing appropriate inventory stocking levels, subject to parameters and objectives set forth by our shared resources group. We believe cu

Table of Contents

customers in our industry view local managers and sales and service personnel as important partners in operating their businesses. Therefore, we believe developing and supporting our expert teams enables us to grow same-store sales through fostering new customer relationships and further developing existing customer relationships.

Shared Resources

Our shared resources group provides a range of services to support our stores, including information technology support, administration, marketing campaigns, human resources management, finance and insurance, central purchasing, accounting, legal, data administration and cash management. We believe these functions can be run more efficiently when combined and can provide more sophisticated resources to our store managers than an independent dealership could support alone. We maintain accountability through our management reporting systems, which provide data on certain key operational and financial metrics on a daily basis, as well as a comprehensive review of financial performance on a monthly basis. We believe the services provided by our shared resources group enables our expert teams to achieve a higher level of customer service by freeing them from certain general and administrative functions. If we acquire new stores, we believe the shared services required to support these stores will grow at a lower rate than our overall growth in store count.

Management Development and Succession Planning

Our executives and segment leaders work closely with our expert teams to ensure they benefit from our executives' industry knowledge and perform in line with our management philosophy. We also conduct formal meetings on a regular basis with our regional and area managers to assess operational and financial objectives, develop near-term strategies and share best practices across the organization.

Business Strengths

We believe the following attributes are important factors in our ability to compete effectively and achieve our long-term financial objectives:

Leading North American Equipment Provider with Significant Scale

According to CNH Industrial, we are the largest retail dealer of Case IH Agriculture equipment in the world, the largest retail dealer of Case Construction equipment in North America and a major retail dealer of New Holland Agriculture and New Holland Construction equipment in the U.S. We believe our size and large, contiguous geographic market provide us with several competitive advantages including:

- our ability to manage inventory through our centralized inventory management system, thus allowing inventory exchanges among the stores, which permits us to more effectively manage inventory levels at each store while providing significant breadth of parts and equipment to our customers;

- our ability to use expanded sales channels, including used equipment listings hosted on our website, which enables us to offer our customers alternative purchasing options; and

- our ability to sell inventory to customers in a large geographic area covering Arizona, Colorado, Iowa, Minnesota, Montana, Nebraska, New Mexico, North Dakota, South Dakota, Wisconsin and Wyoming, which enables us to capitalize on crop diversification and disparate weather in growing regions, as well as local trends in residential, infrastructure and commercial construction.

Superior Customer Service at the Local Level

Our actions to centralize numerous administrative functions has enabled our employees in the field to better focus on customer service as well as eliminating redundant operating expenses. We also centralize our marketing resources to offer our equipment sales consultants and sales employees professional marketing support that includes targeted direct mailings, advertising with targeted local media outlets, internet based marketing strategies, participation in and sponsorship of trade shows and industry events, our Titan Trader monthly magazine, and our hosting of open houses, service clinics, equipment demonstrations, product showcases and customer appreciation outings.

We spend significant time and resources training our employees to effectively service our customers in each of our local markets, which we believe will increase our revenue. Our training program involves active participation in all manufacturer-sponsored training programs and the use of industry experts as consultants for customized training programs and a training team to assist in the integration of newly-acquired operations. We also partner with several technical colleges to sponsor students who we plan to eventually employ as service technicians.

We believe that the following capabilities enable us to better service our customers:

Table of Contents

our ability to staff a large number of highly-trained service technicians across our network of stores, which makes it possible to schedule repair services on short notice without affecting our technician utilization rates;

our ability to staff and leverage product and application specialists across our network of stores, which makes it possible to offer valuable pre-sale and aftermarket services, including equipment training, best practices education and precision farming technology support; and

our ability to innovate and lead our industry through initiatives such as GPS guidance systems to support precision farming and farm data management products and services, which provide our customers with the latest advances in technology and operating practices.

Ability to Attract and Retain Superior Employees

We strive to maintain a culture that empowers our employees to make decisions and act within the parameters of our operating model. We believe this culture and our size gives us a competitive advantage in attracting and retaining the best employees in our industry. We developed an operating system and process that provides our employees with defined objectives and frequent feedback of results within an environment that allows them to work independently yet consistently throughout our company. Through this operating system and process we have established defined financial metrics, which are reviewed with our various levels of managers on a regular basis to assess performance. We believe this balanced management philosophy allows our employees a clear understanding of how to succeed in our organization and how to interact with customers who have come to expect a level of local decision-making autonomy from our employees. Our compensation system focuses on rewarding our employees for high performance, thus enabling us to attract and retain high performing employees.

Diverse and Stable Customer Base to Avoid Market Volatility

We believe our large and diverse customer base limits our exposure to risks associated with customer concentration and fluctuations in local market conditions. We have long and stable relationships with our large and diverse customer base. During fiscal 2017, none of our customers accounted for more than 1.0% of our total revenue. Revenue from external customers located outside of the United States is primarily included in our International segment, which represented 12.4%, 11.8% and 8.6% of total consolidated revenue during fiscal 2017, 2016 and 2015.

Information Technology Systems

Our management reporting systems provide the data and reports that facilitate our ability to make informed financial and inventory purchasing decisions. We use these systems to actively manage our business and enable our sales employees to access the available inventory of our other stores before ordering additional parts or equipment from our suppliers and to access data on values of trade-in units. As a result, we manage our investment in inventory while promptly satisfying our customers' parts and equipment needs. Our customer relationship management system provides sales, available equipment inventory, customer information, and other organizational tools to our sales employees.

Experienced Management Team

Our executive team is led by David Meyer, our Board Chair and Chief Executive Officer, who has over 40 years of industry experience. Our segment leaders, other executive team members, managers in the field, and equipment sales consultants also have extensive knowledge and experience in our industry. We compensate, develop and review our managers and sales employees based on an approach that aligns their incentives with the goals and objectives of our company, including achievement of revenue, profitability, market share and balance sheet objectives. We believe the strength of our management team will help our success in the marketplace.

Growth Strategy

We pursue the following growth strategies:

Increase Market Share and Same-Store Sales

We focus on increasing our share of the equipment sold in our markets because our market share impacts current period revenue and increases our future potential revenue during the life of the sold equipment through recurring parts and service business. We seek to generate same-store growth and increase market share through:

employing significant marketing and advertising programs, including targeted direct mailings, internet based marketing, advertising with targeted local media outlets, participation in and sponsorship of trade shows and industry events, our Titan Trader monthly magazine, and by hosting open houses, service clinics, equipment demonstrations,

product showcases and customer appreciation outings;

4

Table of Contents

- supporting and providing customers with training for evolving technologies, such as precision farming and farm data management, that are difficult for small operators to support;
- maintaining state-of-the-art service facilities, mobile service trucks and trained service technicians to maximize our customers' equipment uptime through preventative maintenance programs and seasonal 24/7 service support; and
- utilizing our inventory system to optimize the availability of parts and equipment for our customers.

Strategic Acquisitions

The agricultural and construction equipment industries are fragmented and consist of many relatively small, independent businesses servicing discrete local markets. We believe a favorable climate for dealership consolidation will exist in the future due to several factors, including the competitiveness of our industry, increased dealer capitalization requirements and the lack of succession alternatives for current owners. We intend to continue to evaluate and pursue acquisitions with the objectives of entering new markets, in addition to consolidating distribution within our established network, and strengthening our competitive position.

We regularly assess the acquisition landscape, evaluating potential acquisition candidates in terms of availability and alignment to our long-term growth strategy. Typically, we have acquired only the working capital and fixed assets that we believe are necessary to run an efficient store and assume only the liabilities related to financing the inventory and working capital acquired, although we sometimes acquire all the equity of a company. Acquisitions are typically financed with available cash balances, floorplan payables and long-term debt.

The consent of CNH Industrial is required to acquire any CNH Industrial dealership. The consent of our lender group, led by Wells Fargo Bank, National Association (collectively referred to as "Wells Fargo") is required for the acquisition of dealerships meeting certain thresholds or other criteria defined in our Second Amended and Restated Credit Facility, as amended (the "Credit Agreement").

We have completed the acquisition of 52 dealers, totaling 110 stores, since January 1, 2003. Of these acquisitions, 35 dealers consisting of 60 stores are included in the Agriculture segment, 13 dealers consisting of 40 stores are included in the Construction segment, and 3 dealers consisting of 10 stores are included in the International segment. See Item 2 for more information about our current store locations.

Upon consummation of each North American acquisition, we integrate acquired stores into our operating model to enhance each acquired store's performance within its target market.

Suppliers

CNH Industrial—Case IH Agriculture, Case Construction, New Holland Agriculture and New Holland Construction
We have a longstanding relationship with CNH Industrial, having been an authorized dealer of CNH Industrial equipment since our inception in 1980. According to CNH Industrial, we are the largest retail dealer of Case IH Agriculture equipment in the world, the largest retail dealer of Case Construction equipment in North America, and a major retail dealer of New Holland Agriculture and New Holland Construction equipment in the U.S. In fiscal 2017, CNH Industrial supplied approximately 72% of the new equipment sold in our Agriculture segment, 62% of the new equipment sold in our Construction segment, and 78% of the new equipment sold in our International segment. CNH Industrial is a publicly-traded, global leader in the agricultural and construction equipment industries based on industry market share data. In 2016, CNH Industrial generated \$13.6 billion in revenue from their equipment operations. In addition, CNH Industrial provides financing and insurance products and services to its end-user customers and authorized dealers through its affiliated business unit, CNH Industrial Capital America, LLC ("CNH Industrial Capital").

CNH Industrial is the world's second largest manufacturer of agricultural equipment, manufacturing the Case IH Agriculture and New Holland Agriculture brands of equipment. Case IH Agriculture, recognized by the red color of its equipment, possesses over 170 years of farm equipment heritage. New Holland Agriculture, recognized by the blue color of its tractors and the yellow color of its harvesting and hay equipment, has over 120 years of farm equipment industry experience. CNH Industrial's agricultural equipment dealers are assigned authorized store locations but do not have exclusive territories.

The Case Construction and New Holland Construction brands are owned and operated by CNH Industrial. CNH Industrial's construction equipment dealers are assigned a specific geographic area of responsibility within which the dealers have the right to sell new Case Construction and New Holland Construction equipment.

Table of Contents

We believe that our relationship with CNH Industrial is more than a typical supply relationship; it is strategic for both our company and CNH Industrial. In that regard, it is in our mutual interests to maintain and develop the longstanding strong relationship we share.

Dealership Agreements

We have entered into separate dealership agreements with CNH Industrial to sell and service the Case IH Agriculture, New Holland Agriculture, Case Construction and New Holland Construction brands (collectively the “CNH Industrial Dealer Agreements”). CNH Industrial proposed modified dealer agreements in 2016 for all of its North America dealers. We have not yet finalized negotiations of these agreements, but we expect these new dealer agreements with CNH Industrial to be finalized and entered into during fiscal 2018. Certain terms and conditions of the current CNH Industrial Dealer Agreements will be modified by the new agreements. The new dealer agreements with CNH Industrial may not be as favorable as our current dealer agreements.

The CNH Industrial Dealer Agreements assign to us a geographically defined area of principal responsibility, providing us with distribution and product support rights within the identified territory for specific equipment products of the manufacturer. Although the dealer appointment is non-exclusive, in each territory there is typically only one dealership responsible for retail sales to end-users, as well as after-sales product support of the equipment. If we sell certain CNH Industrial equipment outside of our designated sales and service areas, CNH Industrial has the right to require that we pay sales and service fees for purposes of compensating the dealer assigned to such territory. We are authorized to display and use CNH Industrial trademarks and trade names at our stores, with certain restrictions. Under our CNH Industrial Dealer Agreements, we have both the right and obligation to sell the manufacturer’s equipment and related parts and products and provide customers with services. The CNH Industrial Dealer Agreements impose various requirements on us regarding the location and appearance of facilities, satisfactory levels of new equipment and parts inventories, the training of personnel, adequate business enterprise and information technology system, adequate working capital, maximum adjusted debt to tangible net worth ratio, development of annual sales and marketing goals, and furnishing of monthly and annual financial information. We must obtain the approval or consent of CNH Industrial in the event of proposed fundamental changes to our ownership, governance or business structure (defined as “change in control” events) including among other things (i) a merger, consolidation or reorganization, unless securities representing more than 50% of the total combined voting power of the successor corporation are immediately owned, directly or indirectly, by persons that owned our securities prior to the transaction; (ii) a sale of all or substantially all of our assets; (iii) any transaction or series of transactions resulting in a person or affiliated group acquiring 20% or more of the combined voting power of our securities; (iv) a substantial disposition of shares of our common stock by certain named executives; (v) certain significant changes in the composition of our Board of Directors; and (vi) replacement of our Chief Executive Officer. The CNH Industrial Dealer Agreements do not establish mandatory minimum or maximum retail pricing for our equipment sales or service/parts.

The CNH Industrial Dealer Agreements do not have a fixed term and remain in effect until either party exercises its termination rights under the agreement. CNH Industrial has the right to terminate its dealer agreements with us immediately in certain circumstances, including in the event of our insolvency, bankruptcy or our material breach of provisions of the agreement, if a direct competitor of CNH Industrial (or an affiliated group of such competitor) acquires 20% or more of the combined voting power of our securities, the failure to secure the consent of CNH Industrial for change in control events, and in some cases, for any reason following 90 days written notice. In addition, we have the right to terminate any of the CNH Industrial Dealer Agreements at any time, with or without cause, upon 60 days prior written notice. In the event of termination of any of the CNH Industrial Dealer Agreements, CNH Industrial is obligated to repurchase the inventory of the CNH Industrial brand applicable to the agreement being terminated. The CNH Industrial Dealer Agreements generally do not include non-compete provisions that apply during or after the term of such agreements. Our dealer agreements for Case construction equipment, absent consent of CNH Industrial, restrict our ability to sell competing products of other manufacturers at our Case dealership store locations during the term of such agreements. Our CNH Industrial Dealer Agreements require CNH Industrial's consent, which shall not be unreasonably withheld, prior to us engaging in material business activities not related to sales of products or services to customers in agricultural, construction, industrial or similar markets.

The CNH Industrial Dealer Agreements and industry practices generally provide that payment on equipment and parts purchased from CNH Industrial entities is due within 30 days and is typically subject to floorplan payable financing. CNH Industrial makes available to us any floorplans, parts return programs, sales or incentive programs or similar plans or programs it offers to its other dealers, and provides us with promotional items and marketing materials.

Other Suppliers

In addition to products supplied by CNH Industrial, we sell a variety of new equipment, parts and attachments supplied by other manufacturers. These products tend to address specialized niche markets and complement the CNH Industrial

Table of Contents

products we sell by filling gaps in the CNH Industrial line of products. We believe our offering of products for specialized niche markets supports our goal of being a one-stop solution for equipment needs at each of our stores. Approximately 30% of our total new equipment sales in fiscal 2017 resulted from sales of products manufactured by companies other than CNH Industrial, with our single largest manufacturer other than CNH Industrial representing approximately 2% of our total new equipment sales. The terms of our arrangements with these other suppliers vary, but most of the dealership agreements contain termination provisions allowing the supplier to terminate the agreement after a specified notice period, which is typically 30 days. Payment and financing practices with these other suppliers are similar to those practices described above with respect to CNH Industrial entities.

Operating Segments, Products and Services

We operate our business in three reportable segments, Agriculture, Construction and International. Within each of our segments, we have four principal sources of revenue: new and used equipment sales, parts sales, equipment repair and maintenance service, and equipment rental and other business activities. See Note 21 to our consolidated financial statements included elsewhere in this Form 10-K for additional information regarding our segments.

Equipment Sales

We sell new agricultural and construction equipment manufactured under the CNH Industrial family of brands as well as equipment from a variety of other manufacturers. The used equipment we sell is primarily acquired through trade-ins from our customers. The agricultural equipment we sell and service includes application equipment and sprayers, combines and attachments, hay and forage equipment, planting and seeding equipment, precision farming technology and related equipment, tillage equipment, and tractors. The construction equipment we sell and service includes compact track loaders, compaction equipment, cranes, crawler dozers, excavators, forklifts, loader/backhoes, loader/tool carriers, motor graders, skid steer loaders, telehandlers and wheel loaders. We sell new and used equipment through our in-house retail sales force, which is organized by geography and operating segment. We also sell used equipment through our outlet store, which specializes in the sale of aged used equipment. In certain circumstances, we also sell aged equipment through the use of alternative channels such as onsite and online auctions. We believe this organizational structure improves the effectiveness of our sales force, better serves our customers and helps us negotiate advantageous trade-in purchase terms. Equipment sales generate cross-selling opportunities for us by populating our markets with equipment we repair and maintain and for which we sell parts. Equipment revenue represented 65.7%, 67.7% and 73.6% of total revenue for the years ended January 31, 2017, 2016 and 2015.

Parts Sales

We sell a broad range of maintenance and replacement parts for both equipment that we sell and other types of equipment. We maintain an extensive in-house parts inventory to provide timely parts and repair and maintenance support to our customers. We generally are able to acquire out-of-stock parts directly from manufacturers within two business days. Our parts sales provide us with a relatively stable revenue stream that is less sensitive to economic cycles than our equipment sales. Parts revenue represented 19.3%, 17.9% and 14.2% of total revenue for the years ended January 31, 2017, 2016 and 2015.

Repair and Maintenance Services

We provide repair and maintenance services, including warranty repairs, for our customers' equipment. Each of our stores includes service bays staffed by trained service technicians. Our technicians are also available to make off-site repairs at the customers' locations. In addition, we provide proactive and comprehensive customer service by maintaining service histories for each piece of equipment owned by our customers, maintaining 24/7 service hours in times of peak service usage, providing on-site repair services, scheduling off-season maintenance activities with customers, notifying customers of periodic service requirements and providing training programs to customers to educate them on standard maintenance requirements. At the time equipment is purchased, we also offer customers the option of purchasing extended warranty protection provided by our suppliers. Our after-market services have historically provided us with a high-margin, relatively stable source of revenue through changing economic cycles. Service revenue represented 10.2%, 9.3%, 7.8% of total revenue for the years ended January 31, 2017, 2016 and 2015.

Equipment Rental and Other Business Activities

We rent equipment to our customers, primarily in the Construction segment, on a short-term basis for periods ranging from a few days to a few months. We actively manage the size, quality, age and composition of our rental fleet and

use our information technology systems to closely monitor and analyze customer demand and rate trends. We maintain the quality of our fleet through our on-site parts and services support and dispose of rental equipment through our retail sales force. Our rental activities create cross-selling opportunities for us in equipment sales. In addition, we provide ancillary equipment support activities such as equipment transportation, GPS signal subscriptions in connection with precision farming, farm data

7

Table of Contents

management products, and CNH Industrial Capital finance and insurance products. Rental and other revenue represented 4.8%, 5.1% and 4.4% of total revenue for the years ended January 31, 2017, 2016 and 2015.

Geographic Information

Revenue generated from customers located in the U.S. totaled \$1.1 billion, \$1.2 billion and \$1.7 billion for the years ended January 31, 2017, 2016 and 2015. Revenue generated from customers located outside of the United States is primarily included in our International segment, which totaled \$150.3 million, \$162.1 million and \$164.4 million for the years ended January 31, 2017, 2016 and 2015. As of January 31, 2017 and 2016, \$159.2 million and \$185.1 million of our long-lived assets were held in the U.S. As of January 31, 2017 and 2016, \$3.6 million and \$4.4 million of our long-lived assets were held in our European subsidiaries.

Customers

Our Agriculture customers vary from small, single machine owners to large farming operations, primarily in the states of Iowa, Minnesota, Nebraska, North Dakota and South Dakota. In fiscal 2017, no single customer accounted for more than 1.0% of our Agriculture revenue.

Our Construction customers include a wide range of construction contractors, public utilities, mining and energy companies, farmers, municipalities and maintenance contractors, primarily in the states of Arizona, Colorado, Iowa, Minnesota, Montana, Nebraska, New Mexico, North Dakota, South Dakota, Wisconsin and Wyoming. They vary from small, single machine owners to large firms. In fiscal 2017, no single customer accounted for more than 2.0% of our Construction revenue.

Our International customers vary from small, single machine owners to large farming operations, primarily in the European countries of Bulgaria, Romania, Serbia and Ukraine. In fiscal 2017, there was no single customer the loss of which would have a material impact on our International revenue.

Our stores and mobile service trucks enable us to efficiently service local and regional customers. We believe our operating model enables us to satisfy customer requirements and increase revenue through cross-selling opportunities presented by the various products and services that we offer. A significant portion of our U.S. customers finance their equipment purchases through CNH Industrial Capital.

Floorplan Payable Financing

We attempt to maintain at each store, or have readily available at other stores in our network, sufficient inventory to satisfy customer needs. Inventory levels fluctuate throughout the year and tend to increase before the primary sales seasons for agricultural equipment. The cost of financing our inventory is an important factor affecting our financial results.

CNH Industrial Capital

CNH Industrial Capital offers floorplan payable financing to CNH Industrial dealers to finance the purchase of inventory from CNH Industrial and for used equipment inventory purchased on trade-ins from our customers. CNH Industrial Capital provides this financing in part to enable dealers to carry representative inventories of equipment and encourage the purchase of goods by dealers in advance of seasonal retail demand. CNH Industrial Capital charges variable market rates of interest based on the prime rate on balances outstanding after any interest-free periods and receives a security interest in inventory and other assets. The interest-free periods typically average four months for both new and used agriculture and construction equipment. CNH Industrial Capital also provides floorplan financing for used equipment accepted in trade, repossessed equipment and approved equipment from other suppliers, and receives a security interest in such equipment. As of January 31, 2017, we had a \$450.0 million floorplan credit facility with CNH Industrial Capital.

Other Financing Sources for Equipment

As of January 31, 2017, we had a Credit Agreement with Wells Fargo, which includes a \$210.0 million wholesale floorplan line of credit, a \$90.0 million credit facility with DLL Finance LLC ("DLL Finance"), and the U.S. dollar equivalent of \$92.5 million in credit facilities available to our foreign subsidiaries to finance equipment inventory purchases. In February 2017, we amended our DLL Finance credit facility to reduce the amount of available borrowing under this facility to \$45.0 million.

In addition, financing also may be available through floorplan payable financing programs offered by other manufacturers and suppliers, or their third party lenders, from which we purchase equipment inventory.

Table of Contents

Sales and Marketing

As part of the Titan Operating Model, we have centralized sales support and marketing management. All of our stores benefit from our centralized media buys, strategic planning, sales support and training. At the same time, however, we provide our regional and area managers and their sales teams with flexibility to develop localized sales and marketing strategies.

We currently market our products and services through:

- our sales employees, who operate out of our network of local stores and call on customers in the markets surrounding each store;
- our area product support managers, and our store parts managers and service managers, who provide our customers with comprehensive after-market support;
- our website;
- local and regional advertising efforts, including broadcast, cable, print and web-based media; and
- alternative channels, such as auctions, for selling our aged equipment inventories.

Equipment Sales Consultants

Our equipment sales employees are referred to as equipment sales consultants, who perform a variety of functions, such as servicing customers at our stores, calling on existing customers and soliciting new business at farming, construction and industrial sites. We develop customized marketing programs for our sales force by analyzing each customer group for profitability, buying behavior and product selection. All members of our sales force are expected to participate in internal and external manufacturer-sponsored training sessions to develop product and application knowledge, sales techniques and financial acumen. Our sales force is supported by our corporate marketing department.

Parts Managers and Service Managers

Our parts managers and service managers are involved in our efforts to market parts and service, taking advantage of our seasonal marketing campaigns in parts and service sales. As a group, they have won multiple awards from our suppliers for their efforts benefiting both our customers and our key suppliers.

Website

Our used equipment inventories are marketed on our website, www.titanmachinery.com, through an equipment search feature which allows users to search by equipment type, manufacturer, price and/or by store. A picture of each piece of equipment is shown, along with the equipment specifications, price and store location. Parts manufactured by the CNH Industrial brands are marketed and can be purchased directly through our website. Other sales and financing programs are also marketed through our website. Finally, our website also provides dealer locator search functions and provides the contact information for the various departments at each of our stores.

Print, Broadcast and Web-Based Advertising Campaigns

Each year we initiate several targeted direct mail, print and broadcast advertising and marketing campaigns. CNH Industrial and other suppliers periodically provide us with advertising funds, which we primarily use to promote new equipment, parts and financing programs. We will continue to explore and launch additional sales channels as appropriate, including, for example, new internet-based efforts.

Channels for Selling Aged Equipment Inventory

We have one outlet store, which pursues sales opportunities for aged used equipment transferred out of our retail stores. In certain circumstances we also sell aged equipment inventories through the use of alternative channels such as onsite and online auctions.

Competition

The agricultural and construction equipment sales and distribution industries are highly competitive and fragmented, with large numbers of companies operating on a regional or local scale. Our competitors range from multi-location, regional operators to single-location, local dealers and include dealers and distributors of competing equipment brands, including Deere, Caterpillar and the AGCO brands, as well as other dealers and distributors of the CNH Industrial family of brands. Competition among equipment dealers, whether they offer agricultural or construction products or both, is primarily based on the price, value, reputation, quality and design of the products, the customer service and repair and maintenance service provided by the dealer, the availability of equipment and parts, and the

accessibility of stores. While we believe we compete favorably on each

9

Table of Contents

of the identified competitive factors, our sales and margins may be impacted depending on (i) the extent of aggressive pricing competition through manufacturer discount programs or other competitive pricing tactics, (ii) our ability to obtain higher service gross margins based on our seTD VALIGN="bottom">

Loans originated for sale

(35,770) (49,939)

Change in cash value life insurance

(435) (464)

Loss (gain) on sale of other real estate owned

261

Net change in:

Interest receivable

4,200 151

Interest payable

330 45

Other assets

6,595 5,784

Other liabilities

(3,556) (4,527)

Net cash provided by (used in) operating activities

29,986 19,027

Investing Activities

Purchases of securities available for sale

(36,389) (50,201)

Proceeds from sales, maturities, calls and principal repayments of securities available for sale

30,415 23,302

Purchases of securities held to maturity

(8,703) (13,151)

Proceeds from maturities of securities held to maturity

721 1,015

Change in Federal Reserve and FHLB stock

(158)

Net change in loans

(33,312) (8,684)

Proceeds on the sale of OREO and repossessed assets

392 510

Change in premises and equipment, net

(1,074) (1,025)

Net cash received in acquisition of branch

11,000

Net cash provided by (used in) investing activities

(47,950) (37,392)

Financing Activities

Net change in:

Deposits

52,673 (42,338)

Borrowings

(43,811) 52,564

Proceeds from issuance of stock

100 34

Dividends paid on common stock

(3,848) (2,447)

Net cash provided by (used in) financing activities

5,114 7,813

Net Change in Cash and Cash Equivalents

(12,850) (10,552)

Cash and Cash Equivalents, Beginning of Period

76,441 70,832

Cash and Cash Equivalents, End of Period

\$63,591 \$60,280

Additional Supplemental Information

Interest paid

\$5,685 \$3,215

Income taxes paid

1,050

Transfer of loans to other real estate

266 714

Acquisition of LaPorte, measurement period adjustments

704

See notes to condensed consolidated financial statements

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Note 1 - Accounting Policies

The accompanying unaudited condensed consolidated financial statements include the accounts of Horizon Bancorp (Horizon or the Company) and its wholly-owned subsidiaries, including Horizon Bank (Horizon Bank or the Bank). Horizon Bank (formerly known as Horizon Bank, N.A.) was a national association until its conversion to an Indiana commercial bank effective June 23, 2017. All inter-company balances and transactions have been eliminated. The results of operations for the periods ended March 31, 2018 and March 31, 2017 are not necessarily indicative of the operating results for the full year of 2018 or 2017. The accompanying unaudited condensed consolidated financial statements reflect all adjustments that are, in the opinion of Horizon's management, necessary to fairly present the financial position, results of operations and cash flows of Horizon for the periods presented. Those adjustments consist only of normal recurring adjustments.

Certain information and note disclosures normally included in Horizon's annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in Horizon's Annual Report on Form 10-K for 2017 filed with the Securities and Exchange Commission on February 28, 2018. The condensed consolidated balance sheet of Horizon as of December 31, 2017 has been derived from the audited balance sheet as of that date.

Basic earnings per share is computed by dividing net income available to common shareholders (net income less dividend requirements for preferred stock and accretion of preferred stock discount) by the weighted-average number of common shares outstanding. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

The following table shows computation of basic and diluted earnings per share.

	Three Months Ended	
	March 31	
	2018	2017
Basic earnings per share		
Net income	\$ 12,804	\$ 8,224
Weighted average common shares outstanding	25,537,597	22,175,526
Basic earnings per share	\$ 0.50	\$ 0.37
Diluted earnings per share		
Net income available to common shareholders	\$ 12,804	\$ 8,224

Edgar Filing: Titan Machinery Inc. - Form 10-K

Weighted average common shares outstanding	25,537,597	22,175,526
Effect of dilutive securities:		
Restricted stock	23,571	36,336
Stock options	84,706	114,209
Weighted average common shares outstanding	25,645,874	22,326,071
	\$ 0.50	\$ 0.37

There were 44,053 and zero shares for the three months ended March 31, 2018 and 2017, respectively, that were not included in the computation of diluted earnings per share because they were non-dilutive.

Horizon has share-based employee compensation plans, which are described in the notes to the financial statements included in the December 31, 2017 Annual Report on Form 10-K.

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(Unaudited)

(Table Dollar Amounts in Thousands, Except Per Share Data)

Adoption of New Accounting Standards

Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) No. 2018-02, *Income Statement Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*

The FASB has issued ASU No. 2018-02, *Income Statement Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. The amendments in this ASU allow a reclassification from accumulated other comprehensive income (AOCI) to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. Consequently, the amendments eliminate the stranded tax effects resulting from the Tax Cuts and Jobs Act and will improve the usefulness of information reported to financial statement users. The amendments in this ASU also require certain disclosures about stranded tax effects. The amendments in this ASU are effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption of the amendments in this ASU is permitted, including adoption in any interim period, (1) for public business entities for reporting periods for which financial statements have not yet been issued and (2) for all other entities for reporting periods for which financial statements have not yet been made available for issuance. The amendments in this ASU should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act is recognized. The Company early adopted ASU 2018-02 on January 1, 2018 through a \$766,000 cumulative-effect adjustment from AOCI to increase retained earnings related to unrealized gains and losses on available for sale securities and derivative instruments.

FASB ASU No. 2016-01, *Financial Instruments Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*

The FASB has issued ASU No. 2016-01, *Financial Instruments Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. The new guidance is intended to improve the recognition and measurement of financial instruments. The ASU affects public and private companies, not-for-profit organizations, and employee benefit plans that hold financial assets or owe financial liabilities.

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(Unaudited)

(Table Dollar Amounts in Thousands, Except Per Share Data)

The new guidance makes targeted improvements to existing U.S. GAAP by:

Requiring equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income;

Requiring public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes;

Requiring separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (i.e., securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements;

Eliminating the requirement to disclose the fair value of financial instruments measured at amortized cost for organizations that are not public business entities;

Eliminating the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; and

Requiring a reporting organization to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk (also referred to as own credit) when the organization has elected to measure the liability at fair value in accordance with the fair value option for financial instruments.

The new guidance is effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The new guidance permits early adoption of the own credit provision. In addition, the new guidance permits early adoption of the provision that exempts private companies and not-for-profit organizations from having to disclose fair value information about financial instruments measured at amortized cost. The Company adopted ASU 2016-01 on January 1, 2018, and it did not have a material effect on its accounting for equity investments, fair value disclosures and other disclosure requirements.

FASB ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*

The FASB has issued ASU No. 2014-09 creating, *Revenue from Contracts with Customers (Topic 606)*. The guidance in this update affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (for example, insurance contracts or lease contracts). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance provides steps to follow to achieve the core principle. An entity should disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The amendments in this update become effective for annual periods and interim periods within those annual periods beginning after December 15, 2017. The Company adopted ASU 2014-09 on January 1, 2018 and did not identify any significant changes in the timing of revenue recognition when considering the amended accounting guidance. Additional disclosures related to revenue recognition appear in Note 1 Accounting Policies.

In May 2016, the FASB issued ASU No. 2016-12, *Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients*. The amendments do not change the core revenue recognition principle in Topic 606. The amendments provide clarifying guidance in certain narrow areas and some practical expedients.

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(Unaudited)

(Table Dollar Amounts in Thousands, Except Per Share Data)

In December 2016, the FASB issued ASU No. 2016-20, *Revenue from Contracts with Customers (Topic 606): Technical Corrections and Improvements*. The FASB board decided to issue a separate update for technical corrections and improvements to Topic 606 and other Topics amended by ASU No. 2014-09 to increase awareness of the proposals and to expedite improvements to ASU No. 2014-09. The amendment affects narrow aspects of the guidance issued in ASU No. 2014-09.

Revenue Recognition

Accounting Standards Codification 606, *Revenue from Contracts with Customers* (ASC 606) provides that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance enumerates five steps that entities should follow in achieving this core principle. Revenue generated from financial instruments, including loans and investment securities, are not included in the scope of ASC 606. The adoption of ASC 606 did not result in a change to the accounting for any of the Company's revenue streams that are within the scope of the amendments. Revenue-generating activities that are within the scope of ASC 606 and that are presented as non-interest income in the Company's consolidated statements of income include:

Service charges and fees on deposit accounts – these include general service fees charged for deposit account maintenance and activity and transaction-based fees charged for certain services, such as debit card, wire transfer or overdraft activities. Revenue is recognized when the performance obligation is completed, which is generally after a transaction is completed or monthly for account maintenance services.

Fiduciary activities – this includes periodic fees due from trust and wealth management customers for managing the customers' financial assets. Fees are charged based on a standard agreement and are recognized as they are earned.

Reclassifications

Certain reclassifications have been made to the 2017 condensed consolidated financial statements to be comparable to 2018. These reclassifications had no effect on net income.

Note 2 Acquisitions

Wolverine Bancorp, Inc.

On October 17, 2017, Horizon completed the acquisition of Wolverine Bancorp, Inc., a Maryland corporation (Wolverine) and Horizon Bank 's acquisition of Wolverine Bank, a federally chartered savings bank and wholly-owned subsidiary of Wolverine, through mergers effective October 17, 2017. Under the terms of the Merger Agreement, shareholders of Wolverine received 1.0152 shares of Horizon common stock and \$14.00 in cash for each outstanding share of Wolverine common stock. Wolverine shares outstanding at the closing to be exchanged were 2,129,331, and the shares of Horizon common stock issued to Wolverine shareholders totaled 2,160,697. Based upon the October 16, 2017 closing price of \$29.06 per share of Horizon common stock immediately prior to the effectiveness of the merger, less the consideration used to pay off Wolverine Bancorp 's ESOP loan receivable, the transaction has an implied valuation of approximately \$93.8 million. The Company incurred approximately \$1.9 million in costs related to the acquisition. These expenses are classified in the non-interest expense section of the income statement and are primarily located in the salaries and employee benefits, professional services and other expense line items. As a result of the acquisition, the Company was able to increase its deposit base and reduce transaction costs. The Company also expects to reduce costs through economies of scale.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Under the acquisition method of accounting, the total purchase price is allocated to net tangible and intangible assets based on their current estimated fair values on the date of the acquisition. Based on preliminary valuations of the fair value of tangible and intangible assets acquired and liabilities assumed, which are based on estimates and assumptions that are subject to change, the final purchase price for the Wolverine acquisition is allocated as follows:

Assets		Liabilities	
Cash and due from banks	\$ 44,450	Deposits	
		Non-interest bearing	\$ 25,221
Loans		NOW accounts	8,026
Commercial	276,167	Savings and money market	129,044
Residential mortgage	30,603	Certificates of deposit	94,688
Consumer	3,897	Total deposits	256,979
Total loans	310,667		
Premises and equipment, net	2,941	Borrowings	36,970
FRB and FHLB stock	2,700	Interest payable	214
Goodwill	26,827	Other liabilities	6,154
Core deposit intangible	2,024		
Interest receivable	584		
Other assets	3,897		
Total assets purchased	\$ 394,090	Total liabilities assumed	\$ 300,317
Common shares issued	\$ 62,111		
Cash paid	31,662		
Total estimated purchase price	\$ 93,773		

Of the total purchase price of \$93.8 million, \$2.0 million has been allocated to core deposit intangible. Additionally, \$26.8 million has been allocated to goodwill and none of the purchase price is deductible. The core deposit intangible is being amortized over 10 years on a straight line basis.

The Company acquired various loans in the acquisition that had evidence of deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected.

Loans purchased with evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered to be credit impaired. Evidence of credit quality deterioration as of the purchase date may include information such as past-due and non-accrual status, borrower credit scores and recent loan-to-value percentages. Purchased credit-impaired loans are accounted for under the accounting guidance for loans and debt securities acquired with deteriorated credit quality (ASC 310-30) and initially measured at fair value, which includes estimated future credit losses expected to be incurred over the life of the loan. Accordingly, an allowance for credit losses related to these loans is not carried over and recorded at the acquisition date. Management estimated the cash flows expected to be collected at acquisition using our internal risk models, which incorporate the estimate of current assumptions, such as default rates, severity and prepayment speeds.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

The following table details the acquired loans that are accounted for in accordance with ASC 310-30 as of October 17, 2017.

Contractually required principal and interest at acquisition	\$ 21,912
Contractual cash flows not expected to be collected (nonaccretable differences)	1,832
Expected cash flows at acquisition	20,080
Interest component of expected cash flows (accretable discount)	2,267
Fair value of acquired loans accounted for under ASC 310-30	\$ 17,813

Final estimates of certain loans, those for which specific credit-related deterioration, since origination, are recorded at fair value, reflecting the present value of the amounts expected to be collected. Income recognition of these loans is based on reasonable expectation about the timing and amount of cash flows to be collected.

Lafayette Community Bancorp

On September 1, 2017, Horizon completed the acquisition of Lafayette Community Bancorp, an Indiana corporation (Lafayette) and Horizon Bank s acquisition of Lafayette Community Bank, a state-chartered bank and wholly-owned subsidiary of Lafayette, through mergers effective September 1, 2017. Under the terms of the Merger Agreement, shareholders of Lafayette received 0.5878 shares of Horizon common stock and \$1.73 in cash for each outstanding share of Lafayette common stock. Lafayette shareholders owning fewer than 100 shares of common stock received \$17.25 in cash for each common share. Lafayette shares outstanding at the closing to be exchanged were 1,856,679, and the shares of Horizon common stock issued to Lafayette shareholders totaled 1,091,259. Based upon the August 31, 2017 closing price of \$26.17 per share of Horizon common stock immediately prior to the effectiveness of the merger, the transaction has an implied valuation of approximately \$34.5 million. The Company incurred approximately \$1.7 million in costs related to the acquisition. These expenses are classified in the non-interest expense section of the income statement and are primarily located in the salaries and employee benefits, professional services and other expense line items. As a result of the acquisition, the Company will have an opportunity to increase its deposit base and reduce transaction costs. The Company also expects to reduce cost through economies of scale.

Horizon held 5% ownership in Lafayette immediately preceding the merger date. In accordance with ASC 805-10 Business Combinations, Horizon was required to remeasure the equity interest in Lafayette s common stock and recognize the resulting gain or loss, if any, in earnings. Since Lafayette was traded in the OTC market, the remeasurement was based on the closing price of Lafayette s common stock immediately prior to the acquisition

announcement and immediately prior to Horizon taking control of Lafayette. This remeasurement resulted in a gain of \$530,000 which was recorded during the fourth quarter of 2017.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Under the acquisition method of accounting, the total purchase price is allocated to net tangible and intangible assets based on their current estimated fair values on the date of the acquisition. Based on preliminary valuations of the fair value of tangible and intangible assets acquired and liabilities assumed, which are based on assumptions that are subject to change, the purchase price for the Lafayette acquisition is detailed in the following table.

Assets		Liabilities	
Cash and due from banks	\$ 24,846	Deposits	
Investment securities, available for sale	6	Non-interest bearing NOW accounts	\$ 34,990
Loans		Savings and money market	53,663
Commercial	116,258	Certificates of deposit	32,520
Residential mortgage	12,761	Total deposits	151,347
Consumer	5,280		
Total loans	134,299		
Premises and equipment, net	7,818	Interest payable	42
FHLB stock	395	Other liabilities	990
Goodwill	15,408		
Core deposit intangible	2,085		
Interest receivable	338		
Other assets	1,649		
Total assets purchased	\$ 186,844	Total liabilities assumed	\$ 152,379
Common shares issued	\$ 30,044 ⁽¹⁾		
Cash paid	4,421		
Total estimated purchase price	\$ 34,465		

⁽¹⁾ This includes \$955,000 of common shares previously held by Horizon.

Of the total estimated purchase price of \$34.5 million, \$2.1 million has been allocated to core deposit intangible. Additionally, \$15.4 million has been allocated to goodwill and none of the purchase price is deductible. The core deposit intangible will be amortized over 10 years on a straight-line basis.

The Company acquired various loans in the acquisition that had evidence of deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected.

Loans purchased with evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered to be credit impaired. Evidence of credit quality deterioration as of the purchase date may include information such as past-due and non-accrual status, borrower credit scores and recent loan-to-value percentages. Purchased credit-impaired loans are accounted for under the accounting guidance for loans and debt securities acquired with deteriorated credit quality (ASC 310-30) and initially measured at fair value, which includes estimated future credit losses expected to be incurred over the life of the loan. Accordingly, an allowance for credit losses related to these loans is not carried over and recorded at the acquisition date. Management estimated the cash flows expected to be collected at acquisition using our internal risk models, which incorporate the estimate of current key assumptions, such as default rates, severity and prepayment speeds.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

The following table details an estimate of the acquired loans that are accounted for in accordance with ASC 310-30 as of September 1, 2017.

Contractually required principal and interest at acquisition	\$ 6,128
Contractual cash flows not expected to be collected (nonaccretable differences)	1,326
Expected cash flows at acquisition	4,802
Interest component of expected cash flows (accretable discount)	933
Fair value of acquired loans accounted for under ASC 310-30	\$ 3,869

Final estimates of certain loans, those for which specific credit-related deterioration, since origination, are recorded at fair value, reflecting the present value of the amounts expected to be collected. Income recognition of these loans is based on reasonable expectation about the timing and amount of cash flows to be collected.

Bargersville Branch Purchase

On February 3, 2017, Horizon completed the purchase and assumption of certain assets and liabilities of a single branch of First Farmers Bank & Trust Company, in Bargersville, Indiana. Net cash of \$11.0 million was received in the transaction, representing the deposit balances assumed at closing, net of amounts paid for loans acquired in the transaction of \$3.4 million and a 3.0% premium on deposits. Customer deposit balances were recorded at \$14.8 million and a core deposit intangible of \$452,000 was recorded in the transaction, which will be amortized over 10 years on a straight line basis. There was no goodwill generated in the transaction.

The results of operations of Wolverine and Lafayette have been included in the Company's consolidated financial statements since the acquisition dates. The following schedule includes pro-forma results for the three months ended March 31, 2017 as if the Wolverine and Lafayette acquisitions had occurred as of the beginning of the comparable prior reporting period, which was January 1, 2016.

**Three Months Ended
March 31
2017**

Summary of Operations:

Edgar Filing: Titan Machinery Inc. - Form 10-K

Net Interest Income	\$	30,126
Provision for Loan Losses		(247)
Net Interest Income after Provision for Loan Losses		30,373
Non-interest Income		7,903
Non-interest Expense		24,684
Income before Income Taxes		13,592
Income Tax Expense		3,863
Net Income		9,729
Net Income Available to Common Shareholders	\$	9,729
Basic Earnings per Share	\$	0.44
Diluted Earnings per Share	\$	0.44

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

The pro-forma information includes adjustments for interest income on loans, amortization of intangibles arising from the transaction, interest expense on deposits acquired, premises expense for the banking centers acquired and the related income tax effects.

The pro-forma financial information is presented for information purposes only and is not indicative of the results of operations that actually would have been achieved had the acquisition been consummated as of that time, nor is it intended to be a projection of future results.

Note 3 Securities

The fair value of securities is as follows:

	March 31, 2018			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale				
U.S. Treasury and federal agencies	\$ 24,665	\$ 1	\$ (382)	\$ 24,284
State and municipal	135,021	298	(1,948)	133,371
Federal agency collateralized mortgage obligations	137,443	28	(4,063)	133,408
Federal agency mortgage-backed pools	218,274	40	(6,141)	212,173
Private labeled mortgage-backed pools	4,135		(25)	4,110
Corporate notes	260	130		390
Total available for sale investment securities	\$ 519,798	\$ 497	\$ (12,559)	\$ 507,736
Held to maturity				
State and municipal	\$ 186,529	\$ 1,793	\$ (4,339)	\$ 183,983
Federal agency collateralized mortgage obligations	5,566	11	(137)	5,440
Federal agency mortgage-backed pools	14,594	91	(212)	14,473
Total held to maturity investment securities	\$ 206,689	\$ 1,895	\$ (4,688)	\$ 203,896

	December 31, 2017			
	Amortized	Gross	Gross	Fair
	Cost	Unrealized	Unrealized	Value
		Gains	Losses	
Available for sale				
U.S. Treasury and federal agencies	\$ 19,277	\$	\$ (225)	\$ 19,052
State and municipal	148,045	2,189	(670)	149,564
Federal agency collateralized mortgage obligations	132,871	45	(2,551)	130,365
Federal agency mortgage-backed pools	211,487	155	(2,985)	208,657
Private labeled mortgage-backed pools	1,650		(8)	1,642
Corporate notes	272	113		385
Total available for sale investment securities	\$ 513,602	\$ 2,502	\$ (6,439)	\$ 509,665
Held to maturity				
State and municipal	\$ 179,836	\$ 3,493	\$ (2,932)	\$ 180,397
Federal agency collateralized mortgage obligations	5,734	17	(69)	5,682
Federal agency mortgage-backed pools	14,878	216	(88)	15,006
Total held to maturity investment securities	\$ 200,448	\$ 3,726	\$ (3,089)	\$ 201,085

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Based on evaluation of available evidence, including recent changes in market interest rates, credit rating information, and information obtained from regulatory filings, management believes the declines in fair value for these securities are temporary. While these securities are held in the available for sale portfolio and held-to-maturity, Horizon intends, and has the ability, to hold them until the earlier of a recovery in fair value or maturity.

Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other-than-temporary impairment is identified. At March 31, 2018, no individual investment security had an unrealized loss that was determined to be other-than-temporary.

The unrealized losses on the Company's investments in securities of state and municipal governmental agencies, U.S. Treasury and federal agencies, federal agency collateralized mortgage obligations, and federal agency mortgage-backed pools were caused by interest rate volatility and not a decline in credit quality. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost basis of the investments. The Company expects to recover the amortized cost basis over the term of the securities. Because the Company does not intend to sell the investments and it is not likely that the Company will be required to sell the investments before recovery of their amortized cost basis, which may be at maturity, the Company did not consider those investments to be other-than-temporarily impaired at March 31, 2018.

The amortized cost and fair value of securities available for sale and held to maturity at March 31, 2018 and December 31, 2017, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	March 31, 2018		December 31, 2017	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Available for sale				
Within one year	\$ 11,599	\$ 11,539	\$ 13,347	\$ 13,326
One to five years	30,343	29,886	40,468	40,193
Five to ten years	60,856	60,059	50,473	51,156
After ten years	57,148	56,561	63,306	64,326
	159,946	158,045	167,594	169,001
Federal agency collateralized mortgage obligations	137,443	133,408	132,871	130,365
Federal agency mortgage-backed pools	218,274	212,173	211,487	208,657

Edgar Filing: Titan Machinery Inc. - Form 10-K

Private labeled mortgage-backed pools	4,135	4,110	1,650	1,642
Total available for sale investment securities	\$ 519,798	\$ 507,736	\$ 513,602	\$ 509,665
Held to maturity				
Within one year	\$ 8,755	\$ 8,698	\$ 1,948	\$ 1,934
One to five years	42,305	42,970	40,603	41,531
Five to ten years	96,666	96,328	89,801	91,249
After ten years	38,803	35,987	47,484	45,683
	186,529	183,983	179,836	180,397
Federal agency collateralized mortgage obligations	5,566	5,440	5,734	5,682
Federal agency mortgage-backed pools	14,594	14,473	14,878	15,006
Total held to maturity investment securities	\$ 206,689	\$ 203,896	\$ 200,448	\$ 201,085

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

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

	March 31, 2018					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available for sale						
U.S. Treasury and federal agencies	\$ 17,929	\$ (320)	\$ 2,853	\$ (62)	\$ 20,782	\$ (382)
State and municipal	155,952	(4,750)	29,869	(1,537)	185,821	(6,287)
Federal agency collateralized mortgage obligations	60,700	(1,332)	69,729	(2,868)	130,429	(4,200)
Federal agency mortgage-backed pools	133,020	(2,962)	83,578	(3,391)	216,598	(6,353)
Private labeled mortgage-backed pools	1,590	(25)			1,590	(25)
Total temporarily impaired securities	\$ 369,191	\$ (9,389)	\$ 186,029	\$ (7,858)	\$ 555,220	\$ (17,247)

	December 31, 2017					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available for sale						
U.S. Treasury and federal agencies	\$ 15,882	\$ (180)	\$ 2,870	\$ (45)	\$ 18,752	\$ (225)
State and municipal	54,312	(2,758)	30,691	(844)	85,003	(3,602)
Federal agency collateralized mortgage obligations	54,006	(589)	73,462	(2,031)	127,468	(2,620)
Federal agency mortgage-backed pools	103,926	(1,019)	86,846	(2,054)	190,772	(3,073)
Private labeled mortgage-backed pools	1,642	(8)			1,642	(8)
Total temporarily impaired securities	\$ 229,768	\$ (4,554)	\$ 193,869	\$ (4,974)	\$ 423,637	\$ (9,528)

Information regarding security proceeds, gross gains and gross losses are presented below.

	Three Months Ended	
	March 31	
	2018	2017
Sales of securities available for sale		
Proceeds	\$ 9,836	\$ 2,090
Gross gains	37	35
Gross losses	(26)	

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Note 4 Loans

	March 31 2018	December 31 2017
Commercial		
Working capital and equipment	\$ 721,239	\$ 720,477
Real estate, including agriculture	865,279	880,861
Tax exempt	36,754	36,324
Other	33,102	32,066
Total	1,656,374	1,669,728
Real estate 1-4 family	610,763	599,217
Other	7,368	7,543
Total	618,131	606,760
Consumer		
Auto	267,386	244,003
Recreation	8,749	8,728
Real estate/home improvement	36,073	37,052
Home equity	163,017	165,240
Unsecured	3,257	3,479
Other	2,507	2,497
Total	480,989	460,999
Mortgage warehouse	101,299	94,508
Total loans	2,856,793	2,831,995
Allowance for loan losses	(16,474)	(16,394)
Loans, net	\$ 2,840,319	\$ 2,815,601

Commercial

Commercial loans are primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected, and the collateral securing these loans may fluctuate in value. Most commercial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee; however, some short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

Commercial real estate loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves larger loan principal amounts and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets, the general economy or fluctuations in interest rates. The properties securing the Company's commercial real estate portfolio are diverse in terms of property type, and are monitored for concentrations of credit. Management monitors and evaluates commercial real estate loans based on collateral, cash flow and risk grade criteria. As a general rule, the Company avoids financing single purpose projects unless other underwriting factors are present to help mitigate risk. In addition, management tracks the level of owner-occupied commercial real estate loans versus non-owner occupied loans.

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(Unaudited)

(Table Dollar Amounts in Thousands, Except Per Share Data)

Real Estate and Consumer

With respect to residential loans that are secured by 1-4 family residences and are generally owner occupied, the Company generally establishes a maximum loan-to-value ratio and requires private mortgage insurance if that ratio is exceeded. Home equity loans are typically secured by a subordinate interest in 1-4 family residences, and consumer loans are secured by consumer assets such as automobiles or recreational vehicles. Some consumer loans are unsecured such as small installment loans and certain lines of credit. Repayment of these loans is primarily dependent on the personal income of the borrowers, which can be impacted by economic conditions in their market areas such as unemployment levels. Repayment can also be impacted by changes in property values on residential properties. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

Mortgage Warehousing

Horizon's mortgage warehouse lending has specific mortgage companies as customers of Horizon Bank. Individual mortgage loans originated by these mortgage companies are funded as a secured borrowing with a pledge of collateral under Horizon's agreement with the mortgage company. Each mortgage loan funded by Horizon undergoes an underwriting review by Horizon to the end investor guidelines and is assigned to Horizon until the loan is sold to the secondary market by the mortgage company. In addition, Horizon takes possession of each original note and forwards such note to the end investor once the mortgage company has sold the loan. At the time a loan is transferred to the secondary market, the mortgage company reacquires the loan under its option within the agreement. Due to the reacquire feature contained in the agreement, the transaction does not qualify as a sale and therefore is accounted for as a secured borrowing with a pledge of collateral pursuant to the agreement with the mortgage company. When the individual loan is sold to the end investor by the mortgage company, the proceeds from the sale of the loan are received by Horizon and used to pay off the loan balance with Horizon along with any accrued interest and any related fees. The remaining balance from the sale is forwarded to the mortgage company. These individual loans typically are sold by the mortgage company within 30 days and are seldom held more than 90 days. Interest income is accrued during this period and collected at the time each loan is sold. Fee income for each loan sold is collected when the loan is sold, and no costs are deferred due to the term between each loan funding and related payoff, which is typically less than 30 days.

Based on the agreements with each mortgage company, at any time a mortgage company can reacquire from Horizon its outstanding loan balance on an individual mortgage and regain possession of the original note. Horizon also has the option to request that the mortgage company reacquire an individual mortgage. Should this occur, Horizon would return the original note and reassign the assignment of the mortgage to the mortgage company. Also, in the event that the end investor would not be able to honor the purchase commitment and the mortgage company would not be able to reacquire its loan on an individual mortgage, Horizon would be able to exercise its rights under the agreement.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

The following table shows the recorded investment of individual loan categories.

	March 31, 2018			
	Loan Balance	Interest Due	Deferred Fees/(Costs)	Recorded Investment
Owner occupied real estate	\$ 581,696	\$ 1,247	\$ 1,825	\$ 584,768
Non-owner occupied real estate	677,932	1,022	2,173	681,127
Residential spec homes	17,473	53	80	17,606
Development & spec land	33,736	77	497	34,310
Commercial and industrial	340,518	2,301	444	343,263
Total commercial	1,651,355	4,700	5,019	1,661,074
Residential mortgage	595,424	1,742	2,260	599,426
Residential construction	20,447	38		20,485
Mortgage warehouse	101,299	480		101,779
Total real estate	717,170	2,260	2,260	721,690
Direct installment	37,414	98	(552)	36,960
Indirect installment	250,925	542	163	251,630
Home equity	194,495	876	(1,456)	193,915
Total consumer	482,834	1,516	(1,845)	482,505
Total loans	2,851,359	8,476	5,434	2,865,269
Allowance for loan losses	(16,474)			(16,474)
Net loans	\$ 2,834,885	\$ 8,476	\$ 5,434	\$ 2,848,795

	December 31, 2017			
	Loan Balance	Interest Due	Deferred Fees/(Costs)	Recorded Investment
Owner occupied real estate	\$ 571,982	\$ 1,511	\$ 1,917	\$ 575,410
Non-owner occupied real estate	678,945	1,138	2,478	682,561
Residential spec homes	16,431	63	80	16,574

Edgar Filing: Titan Machinery Inc. - Form 10-K

Development & spec land	48,838	117	579	49,534
Commercial and industrial	347,871	2,572	607	351,050
Total commercial	1,664,067	5,401	5,661	1,675,129
Residential mortgage	588,358	1,776	2,375	592,509
Residential construction	16,027	39		16,066
Mortgage warehouse	94,508	480		94,988
Total real estate	698,893	2,295	2,375	703,563
Direct installment	37,841	113	(552)	37,402
Indirect installment	227,323	528	168	228,019
Home equity	197,578	889	(1,359)	197,108
Total consumer	462,742	1,530	(1,743)	462,529
Total loans	2,825,702	9,226	6,293	2,841,221
Allowance for loan losses	(16,394)			(16,394)
Net loans	\$ 2,809,308	\$ 9,226	\$ 6,293	\$ 2,824,827

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Note 5 Accounting for Certain Loans Acquired in a Transfer

The Company acquired loans in acquisitions and the transferred loans had evidence of deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected.

Loans purchased with evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered to be credit impaired. Evidence of credit quality deterioration as of the purchase date may include information such as past-due and non-accrual status, borrower credit scores and recent loan-to-value percentages. Purchased credit-impaired loans are accounted for under the accounting guidance for loans and debt securities acquired with deteriorated credit quality (ASC 310-30) and initially measured at fair value, which includes estimated future credit losses expected to be incurred over the life of the loan. Accordingly, an allowance for credit losses related to these loans is not carried over and recorded at the acquisition date. Management estimated the cash flows expected to be collected at acquisition using our internal risk models, which incorporate the estimate of current key assumptions, such as default rates, severity and prepayment speeds.

The carrying amounts of those loans included in the balance sheet amounts of loans receivable are as follows:

	March 31, 2018			Outstanding	Allowance	Carrying
	Commercial	Real Estate	Consumer	Balance	for	Amount
					Loan	
					Losses	
						Amount
Heartland	\$ 265	\$ 205	\$	\$ 470	\$	\$ 470
Summit	3,289	827		4,116		4,116
Peoples	308	118		426		426
Kosciusko	823	215		1,038		1,038
LaPorte	900	991	32	1,923		1,923
Lafayette	3,655			3,655		3,655
Wolverine	15,481			15,481		15,481
Total	\$ 24,721	\$ 2,356	\$ 32	\$ 27,109	\$	\$ 27,109

	December 31, 2017			Outstanding	Allowance	Carrying
	Commercial	Real	Consumer	Balance	for	Amount
		Estate				
					Loan	
					Losses	
						Amount

Edgar Filing: Titan Machinery Inc. - Form 10-K

					Loan Losses	
Heartland	\$ 390	\$ 229	\$	\$ 619	\$	\$ 619
Summit	3,653	870		4,523		4,523
Peoples	315	126		441		441
Kosciusko	838	403		1,241		1,241
LaPorte	1,034	1,004	33	2,071		2,071
Lafayette	4,271			4,271		4,271
Wolverine	16,697			16,697		16,697
Total	\$ 27,198	\$ 2,632	\$ 33	\$ 29,863	\$	\$ 29,863

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Accretable yield, or income expected to be collected for the three months ended March 31, is as follows:

	Three Months Ended March 31, 2018					Ending balance
	Beginning balance	Additions	Accretion	Reclassification from nonaccretable difference	Disposals	
Heartland	\$ 452	\$	\$ (59)	\$	\$	\$ 393
Summit	147		(18)		(2)	127
Peoples						
Kosciusko	386		(20)			366
LaPorte	980		(40)		(7)	933
Lafayette	933		(118)		(2)	813
Wolverine	2,267		(387)		(42)	1,838
Total	\$ 5,165	\$	\$ (642)	\$	\$ (53)	\$ 4,470

	Three Months Ended March 31, 2017					Ending balance
	Beginning balance	Additions	Accretion	Reclassification from nonaccretable difference	Disposals	
Heartland	\$ 557	\$	\$ (34)	\$	\$ (6)	\$ 517
Summit	502		(93)		(2)	407
Peoples	389		(194)		(1)	194
Kosciusko	530		(31)			499
LaPorte	1,479		(81)		(110)	1,288
Total	\$ 3,457	\$	\$ (433)	\$	\$ (119)	\$ 2,905

During the three months ended March 31, 2018 the Company increased the allowance for loan losses on purchased loans by a charge to the income statement of \$0. During the three months ended March 31, 2017, the Company increased the allowance for loan losses on purchased loans by a charge to the income statement of \$71,000.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Note 6 Allowance for Loan Losses

The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by the Company over the prior one to five years. Management believes using the highest of the one, two or five-year historical loss experience is an appropriate methodology in the current economic environment, as it captures loss rates that are comparable to the current period being analyzed. The actual allowance for loan loss activity is provided below.

	Three Months Ended	
	March 31	
	2018	2017
	(Unaudited)	(Unaudited)
Balance at beginning of the period	\$ 16,394	\$ 14,837
Loans charged-off:		
Commercial		
Owner occupied real estate	13	
Non-owner occupied real estate		
Residential spec homes		
Development & spec land		
Commercial and industrial		5
Total commercial	13	5
Real estate		
Residential mortgage	12	51
Residential construction		
Mortgage warehouse		
Total real estate	12	51
Consumer		
Direct installment	55	20
Indirect installment	505	285
Home equity	131	50
Total consumer	691	355
Total loans charged-off	716	411

Recoveries of loans previously charged-off:		
Commercial		
Owner occupied real estate	12	
Non-owner occupied real estate	5	22
Residential spec homes	2	2
Development & spec land		
Commercial and industrial	32	111
Total commercial	51	135
Real estate		
Residential mortgage	6	13
Residential construction		
Mortgage warehouse		
Total real estate	6	13
Consumer		
Direct installment	11	16
Indirect installment	139	113
Home equity	22	21
Total consumer	172	150
Total loan recoveries	229	298
Net loans charged-off	487	113
Provision charged to operating expense		
Commercial	(1,291)	887
Real estate	(252)	(567)
Consumer	2,110	10
Total provision charged to operating expense	567	330
Balance at the end of the period	\$ 16,474	\$ 15,054

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Certain loans are individually evaluated for impairment, and the Company's general practice is to proactively charge down impaired loans to the fair value, which is the appraised value less estimated selling costs, of the underlying collateral.

Consistent with regulatory guidance, charge-offs on all loan segments are taken when specific loans, or portions thereof, are considered uncollectible. The Company's policy is to promptly charge these loans off in the period the uncollectible loss is reasonably determined.

For all loan portfolio segments except 1-4 family residential properties and consumer, the Company promptly charges-off loans, or portions thereof, when available information confirms that specific loans are uncollectible based on information that includes, but is not limited to, (1) the deteriorating financial condition of the borrower, (2) declining collateral values, and/or (3) legal action, including bankruptcy, that impairs the borrower's ability to adequately meet its obligations. For impaired loans that are considered to be solely collateral dependent, a partial charge-off is recorded when a loss has been confirmed by an updated appraisal or other appropriate valuation of the collateral.

The Company charges-off 1-4 family residential and consumer loans, or portions thereof, when the Company reasonably determines the amount of the loss. The Company adheres to timeframes established by applicable regulatory guidance which provides for the charge-down or specific allocation of 1-4 family first and junior lien mortgages to the net realizable value less costs to sell when the value is known but no later than when a loan is 180 days past due. Pursuant to such guidelines, the Company also charges-off unsecured open-end loans when the loan is contractually 90 days past due, and charges down to the net realizable value other secured loans when they are contractually 90 days past due. Loans at these respective delinquency thresholds for which the Company can clearly document that the loan is both well-secured and in the process of collection, such that collection in full will occur regardless of delinquency status, are not charged off.

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment analysis:

	March 31, 2018				
	Mortgage				
	Commercial	Real Estate	Warehousing	Consumer	Total
Allowance For Loan Losses					
Ending allowance balance attributable to loans:					
Individually evaluated for impairment	\$ 184	\$	\$	\$	\$ 184

Edgar Filing: Titan Machinery Inc. - Form 10-K

Collectively evaluated for impairment Loans acquired with deteriorated credit quality	7,656	1,930	1,030	5,674	16,290
---	-------	-------	-------	-------	--------

Total ending allowance balance \$ 7,840 \$ 1,930 \$ 1,030 \$ 5,674 \$ 16,474

Loans:

Individually evaluated for impairment	\$ 6,824	\$	\$	\$	\$ 6,824
Collectively evaluated for impairment Loans acquired with deteriorated credit quality	1,654,250	619,911	101,779	482,505	2,858,445

Total ending loans balance \$ 1,661,074 \$ 619,911 \$ 101,779 \$ 482,505 \$ 2,865,269

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

	December 31, 2017					
	Mortgage					
	Commercial	Real Estate	Warehousing	Consumer	Total	
Allowance For Loan Losses						
Ending allowance balance attributable to loans:						
Individually evaluated for impairment	\$ 184	\$	\$	\$	\$ 184	
Collectively evaluated for impairment	8,909	2,188	1,030	4,083	16,210	
Loans acquired with deteriorated credit quality						
Total ending allowance balance	\$ 9,093	\$ 2,188	\$ 1,030	\$ 4,083	\$ 16,394	
Loans:						
Individually evaluated for impairment	\$ 7,187	\$	\$	\$	\$ 7,187	
Collectively evaluated for impairment	1,667,942	608,575	94,988	462,529	2,834,034	
Loans acquired with deteriorated credit quality						
Total ending loans balance	\$ 1,675,129	\$ 608,575	\$ 94,988	\$ 462,529	\$ 2,841,221	

Note 7 Non-performing Loans and Impaired Loans

The following table presents the non-accrual, loans past due over 90 days still on accrual, and troubled debt restructured (TDRs) by class of loans:

	March 31, 2018					
	Loans Past Due Over 90 Days					
	Non-accrual	Still Accruing	Non-performing TDRs	Performing TDRs	Non-performing Loans	
Commercial						
Owner occupied real estate	\$ 4,921	\$	\$ 9	\$ 1	\$ 4,931	
Non-owner occupied real estate	596		438		1,034	
Residential spec homes						
Development & spec land	76				76	
Commercial and industrial	737				737	

Total commercial	6,330		447	1	6,778
Real estate					
Residential mortgage	3,162		458	1,656	5,276
Residential construction					
Mortgage warehouse					
Total real estate	3,162		458	1,656	5,276
Consumer					
Direct installment	153				153
Direct installment purchased					
Indirect installment	866	30			896
Home equity	1,551		185	242	1,978
Total consumer	2,570	30	185	242	3,027
Total	\$ 12,062	\$ 30	\$ 1,090	\$ 1,899	\$ 15,081

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

	December 31, 2017				
	Non-accrual	Loans Past Due Over 90 Days Still Accruing	Non-performing TDRs	Performing TDRs	Total Non-performing Loans
Commercial					
Owner occupied real estate	\$ 4,877	\$	\$ 11	\$ 1	\$ 4,889
Non-owner occupied real estate	115		440		555
Residential spec homes					
Development & spec land	176				176
Commercial and industrial	1,734				1,734
Total commercial	6,902		451	1	7,354
Real estate					
Residential mortgage	3,693		351	1,450	5,494
Residential construction				222	222
Mortgage warehouse					
Total real estate	3,693		351	1,672	5,716
Consumer					
Direct installment	160				160
Direct installment purchased					
Indirect installment	1,041	167			1,208
Home equity	1,480		211	285	1,976
Total consumer	2,681	167	211	285	3,344
Total	\$ 13,276	\$ 167	\$ 1,013	\$ 1,958	\$ 16,414

Included in the \$12.1 million of non-accrual loans and the \$1.1 million of non-performing TDRs at March 31, 2018 were \$2.8 million and \$10,000, respectively, of loans acquired for which accretable yield was recognized.

From time to time, the Bank obtains information that may lead management to believe that the collection of payments may be doubtful on a particular loan. In recognition of this, it is management's policy to convert the loan from an earning asset to a non-accruing loan. The entire balance of a loan is considered delinquent if the minimum payment contractually required to be made is not received by the specified due date. Further, it is management's policy to generally place a loan on a non-accrual status when the payment is delinquent in excess of 90 days or the loan has had

the accrual of interest discontinued by management. The officer responsible for the loan and the Chief Commercial Banking Officer and/or the Chief Operations Officer must review all loans placed on non-accrual status. Subsequent payments on non-accrual loans are recorded as a reduction of principal, and interest income is recorded only after principal recovery is reasonably assured. Non-accrual loans are returned to accrual status when, in the opinion of management, the financial position of the borrower indicates there is no longer any reasonable doubt as to the timely collection of interest or principal in accordance with the loan terms. The Company requires a period of satisfactory performance of not less than six months before returning a non-accrual loan to accrual status.

A loan becomes impaired when, based on current information, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. When a loan is classified as impaired, the degree of impairment must be recognized by estimating future cash flows from the debtor. The present value of these cash flows is computed at a discount rate based on the interest rate contained in the loan agreement. However, if a particular loan has a determinable market value for its collateral, the creditor may use that value. Also, if the loan is secured and considered collateral dependent, the creditor may use the fair value of the collateral. Interest income on loans individually classified as impaired is recognized on a cash basis after all past due and current principal payments have been made.

Smaller-balance, homogeneous loans are evaluated for impairment in total. Such loans include residential first mortgage loans secured by 1-4 family residences, residential construction loans, automobile, home equity, second mortgage loans and mortgage warehouse loans. Commercial loans and mortgage loans secured by other properties are evaluated individually for impairment. When analysis of borrower operating results and financial condition indicate that underlying cash flows of a borrower's business are not adequate to meet its debt service requirements, the loan is evaluated for impairment. Often this is associated with a delay or shortfall in payments of 30 days or more. Loans are generally moved to non-accrual status when they are 90 days or more past due. These loans are often considered impaired. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Loans for which it is probable that the Company will not collect all principal and interest due according to contractual terms, including TDRs, are measured for impairment. Allowable methods for determining the amount of impairment include the three methods described above.

The Company's TDRs are considered impaired loans and included in the allowance methodology using the guidance for impaired loans. At March 31, 2018, the type of concessions the Company has made on restructured loans has been temporary rate reductions and/or reductions in monthly payments and there have been no restructured loans with modified recorded balances. Any modification to a loan that is a concession and is not in the normal course of lending is considered a restructured loan. A restructured loan is returned to accruing status after six consecutive payments but is still reported as TDR unless the loan bears interest at a market rate. As of March 31, 2018, the Company had \$3.0 million in TDRs and \$1.1 million were performing according to the restructured terms and \$0 in TDRs were returned to accrual status during the first three months of 2018. There were \$70,000 specific reserves allocated to TDRs at March 31, 2018 based on the discounted cash flows or when appropriate the fair value of the collateral.

The following table presents commercial loans individually evaluated for impairment by class of loan:

	March 31, 2018			Three Months Ended	
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Loss Allocated	Average Balance in Impaired Loans	Cash/Accrual Interest Income Recognized
With no recorded allowance					
Commercial					
Owner occupied real estate	\$ 4,038	\$ 4,063	\$	\$ 4,590	\$ 37
Non-owner occupied real estate	1,033	1,049		975	5
Residential spec homes					
Development & spec land	76	74		75	
Commercial and industrial	737	745		1,447	
Total commercial	5,884	5,931		7,087	42
With an allowance recorded					
Commercial					
Owner occupied real estate	893	893	184	900	
Non-owner occupied real estate					

Residential spec homes					
Development & spec land					
Commercial and industrial					
Total commercial	893	893	184	900	
Total	\$ 6,777	\$ 6,824	\$ 184	\$ 7,987	\$ 42

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

	March 31, 2017			Three Months Ended	
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Loss Allocated	Average Balance in Impaired Loans	Cash/Accrual Interest Income Recognized
With no recorded allowance					
Commercial					
Owner occupied real estate	\$ 759	\$ 759	\$	\$ 1,021	\$
Non-owner occupied real estate	387	387		393	
Residential spec homes					
Development & spec land	112	112		238	
Commercial and industrial	121	121		350	
Total commercial	1,379	1,379		2,002	
With an allowance recorded					
Commercial					
Owner occupied real estate					
Non-owner occupied real estate					
Residential spec homes					
Development & spec land					
Commercial and industrial					
Total commercial					
Total	\$ 1,379	\$ 1,379	\$	\$ 2,002	\$

The following table presents the payment status by class of loan:

	March 31, 2018					
	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
Commercial						

Edgar Filing: Titan Machinery Inc. - Form 10-K

Owner occupied real estate	\$ 5,341	\$ 195	\$	\$ 5,536	\$ 576,160	\$ 581,696
Non-owner occupied real estate	1,048			1,048	676,884	677,932
Residential spec homes					17,473	17,473
Development & spec land	12			12	33,724	33,736
Commercial and industrial	922	109		1,031	339,487	340,518
Total commercial	7,323	304		7,627	1,643,728	1,651,355
Real estate						
Residential mortgage	602	79		681	594,743	595,424
Residential construction					20,447	20,447
Mortgage warehouse					101,299	101,299
Total real estate	602	79		681	716,489	717,170
Consumer						
Direct installment	7			7	37,407	37,414
Indirect installment	747	201	30	978	249,947	250,925
Home equity	253	104		357	194,138	194,495
Total consumer	1,007	305	30	1,342	481,492	482,834
Total	\$ 8,932	\$ 688	\$ 30	\$ 9,650	\$ 2,841,709	\$ 2,851,359
Percentage of total loans	0.31%	0.02%	0.00%	0.34%	99.66%	

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

	December 31, 2017					
	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
Commercial						
Owner occupied real estate	\$ 1,613	\$ 1,950	\$	\$ 3,563	\$ 568,419	\$ 571,982
Non-owner occupied real estate	512	122		634	678,311	678,945
Residential spec homes					16,431	16,431
Development & spec land	31			31	48,807	48,838
Commercial and industrial	520	1		521	347,350	347,871
Total commercial	2,676	2,073		4,749	1,659,318	1,664,067
Real estate						
Residential mortgage	1,248	49		1,297	587,061	588,358
Residential construction	63			63	15,964	16,027
Mortgage warehouse					94,508	94,508
Total real estate	1,311	49		1,360	697,533	698,893
Consumer						
Direct installment	78	10		88	37,753	37,841
Indirect installment	1,859	244	167	2,270	225,053	227,323
Home equity	502	527		1,029	196,549	197,578
Total consumer	2,439	781	167	3,387	459,355	462,742
Total	\$ 6,426	\$ 2,903	\$ 167	\$ 9,496	\$ 2,816,206	\$ 2,825,702
Percentage of total loans	0.23%	0.10%	0.01%	0.34%	99.66%	

The entire balance of a loan is considered delinquent if the minimum payment contractually required to be made is not received by the specified due date.

Horizon Bank's processes for determining credit quality differ slightly depending on whether a new loan or a renewed loan is being underwritten, or whether an existing loan is being re-evaluated for credit quality. The latter usually occurs upon receipt of current financial information or other pertinent data that would trigger a change in the loan grade.

For new and renewed commercial loans, the Bank's Credit Department, which acts independently of the loan officer, assigns the credit quality grade to the loan. Loan grades for loans with an aggregate credit exposure that exceeds the authorities in the respective markets (ranging from \$1,000,000 to \$3,500,000) are validated by the Loan Committee, which is chaired by the Chief Commercial Banking Officer (CCBO).

Commercial loan officers are responsible for reviewing their loan portfolios and report any adverse material change to the CCBO or Loan Committee. When circumstances warrant a change in the credit quality grade, loan officers are required to notify the CCBO and the Credit Department of the change in the loan grade. Downgrades are accepted immediately by the CCBO, however, lenders must present their factual information to either the Loan Committee or the CCBO when recommending an upgrade.

The CCBO, or his designee, meets weekly with loan officers to discuss the status of past-due loans and classified loans. These meetings are also designed to give the loan officers an opportunity to identify an existing loan that should be downgraded to a classified grade.

Monthly, senior management meets with the Watch Committee, which reviews all of the past due, classified, and impaired loans and the relative trends of these assets. This committee also reviews the actions taken by management regarding foreclosure mitigation, loan extensions, troubled debt restructures, other real estate owned and personal property repossessions. The information reviewed in this meeting acts as a precursor for developing management's analysis of the adequacy of the Allowance for Loan and Lease Losses.

For residential real estate and consumer loans, Horizon uses a grading system based on delinquency. Loans that are 90 days or more past due, on non-accrual, or are classified as a TDR are graded Substandard. After being 90 to 120 days delinquent a loan is charged off unless it is well secured and in the process of collection. If the latter case exists, the loan is placed on non-accrual. Occasionally a mortgage loan may be graded as Special Mention. When this situation arises, it is because the characteristics of the loan and the borrower fit the definition of a Risk Grade 5 described below, which is normally used for grading commercial loans. Loans not graded Substandard are considered Pass.

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(Unaudited)

(Table Dollar Amounts in Thousands, Except Per Share Data)

Horizon Bank employs a nine-grade rating system to determine the credit quality of commercial loans. The first five grades represent acceptable quality, and the last four grades mirror the criticized and classified grades used by the bank regulatory agencies (special mention, substandard, doubtful, and loss). The loan grade definitions are detailed below.

Risk Grade 1: Excellent (Pass)

Loans secured by liquid collateral, such as certificates of deposit, reputable bank letters of credit, or other cash equivalents; loans that are guaranteed or otherwise backed by the full faith and credit of the United States government or an agency thereof, such as the Small Business Administration; or loans to any publicly held company with a current long-term debt rating of A or better.

Risk Grade 2: Good (Pass)

Loans to businesses that have strong financial statements containing an unqualified opinion from a CPA firm and at least three consecutive years of profits; loans supported by unaudited financial statements containing strong balance sheets, five consecutive years of profits, a five-year satisfactory relationship with the Bank, and key balance sheet and income statement trends that are either stable or positive; loans secured by publicly traded marketable securities where there is no impediment to liquidation; loans to individuals backed by liquid personal assets and unblemished credit history; or loans to publicly held companies with current long-term debt ratings of Baa or better.

Risk Grade 3: Satisfactory (Pass)

Loans supported by financial statements (audited or unaudited) that indicate average or slightly below average risk and having some deficiency or vulnerability to changing economic conditions; loans with some weakness but offsetting features of other support are readily available; loans that are meeting the terms of repayment, but which may be susceptible to deterioration if adverse factors are encountered. Loans may be graded Satisfactory when there is no recent information on which to base a current risk evaluation and the following conditions apply:

At inception, the loan was properly underwritten, did not possess an unwarranted level of credit risk, and the loan met the above criteria for a risk grade of Excellent, Good, or Satisfactory;

At inception, the loan was secured with collateral possessing a loan value adequate to protect the Bank from loss.

The loan has exhibited two or more years of satisfactory repayment with a reasonable reduction of the principal balance.

During the period that the loan has been outstanding, there has been no evidence of any credit weakness. Some examples of weakness include slow payment, lack of cooperation by the borrower, breach of loan covenants, or the borrower is in an industry known to be experiencing problems. If any of these credit weaknesses is observed, a lower risk grade may be warranted.

Risk Grade 4 Satisfactory/Monitored:

Loans in this category are considered to be of acceptable credit quality, but contain greater credit risk than Satisfactory loans. Borrower displays acceptable liquidity, leverage, and earnings performance within the Bank's minimum underwriting guidelines. The level of risk is acceptable but conditioned on the proper level of loan officer supervision. Loans that normally fall into this grade include acquisition, construction and development loans and income producing properties that have not reached stabilization.

Risk Grade 4W Management Watch:

Loans in this category are considered to be of acceptable quality, but with above normal risk. Borrower displays potential indicators of weakness in the primary source of repayment resulting in a higher reliance on secondary sources of repayment. Balance sheet may exhibit weak liquidity and/or high leverage. There is inconsistent earnings performance without the ability to sustain adverse economic conditions. Borrower may be operating in a declining industry or the property type, as for a commercial real estate loan, may be high risk or in decline. These loans require an increased level of loan officer supervision and monitoring to assure that any deterioration is addressed in a timely fashion.

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(Unaudited)

(Table Dollar Amounts in Thousands, Except Per Share Data)

Risk Grade 5: Special Mention

Loans which possess some credit deficiency or potential weakness which deserves close attention. Such loans pose an unwarranted financial risk that, if not corrected, could weaken the loan by adversely impacting the future repayment ability of the borrower. The key distinctions of a Special Mention classification are that (1) it is indicative of an unwarranted level of risk and (2) weaknesses are considered potential, not defined, impairments to the primary source of repayment. These loans may be to borrowers with adverse trends in financial performance, collateral value and/or marketability, or balance sheet strength.

Risk Grade 6: Substandard

One or more of the following characteristics may be exhibited in loans classified Substandard:

Loans which possess a defined credit weakness. The likelihood that a loan will be paid from the primary source of repayment is uncertain. Financial deterioration is under way and very close attention is warranted to ensure that the loan is collected without loss.

Loans are inadequately protected by the current net worth and paying capacity of the obligor.

The primary source of repayment is gone, and the Bank is forced to rely on a secondary source of repayment, such as collateral liquidation or guarantees.

Loans have a distinct possibility that the Bank will sustain some loss if deficiencies are not corrected.

Unusual courses of action are needed to maintain a high probability of repayment.

The borrower is not generating enough cash flow to repay loan principal; however, it continues to make interest payments.

The lender is forced into a subordinated or unsecured position due to flaws in documentation.

Loans have been restructured so that payment schedules, terms, and collateral represent concessions to the borrower when compared to the normal loan terms.

The lender is seriously contemplating foreclosure or legal action due to the apparent deterioration in the loan.

There is a significant deterioration in market conditions to which the borrower is highly vulnerable.

Risk Grade 7: Doubtful

One or more of the following characteristics may be present in loans classified Doubtful:

Loans have all of the weaknesses of those classified as Substandard. However, based on existing conditions, these weaknesses make full collection of principal highly improbable.

The primary source of repayment is gone, and there is considerable doubt as to the quality of the secondary source of repayment.

The possibility of loss is high but because of certain important pending factors which may strengthen the loan, loss classification is deferred until the exact status of repayment is known.

Risk Grade 8: Loss

Loans are considered uncollectible and of such little value that continuing to carry them as assets is not feasible. Loans will be classified Loss when it is neither practical nor desirable to defer writing off or reserving all or a portion of a basically worthless asset, even though partial recovery may be possible at some time in the future.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

The following table presents loans by credit grades.

	March 31, 2018				
	Pass	Special Mention	Substandard	Doubtful	Total
Commercial					
Owner occupied real estate	\$ 551,813	\$ 13,215	\$ 16,668	\$	\$ 581,696
Non-owner occupied real estate	667,528	5,014	5,390		677,932
Residential spec homes	17,473				17,473
Development & spec land	33,660		76		33,736
Commercial and industrial	323,117	4,803	12,598		340,518
Total commercial	1,593,591	23,032	34,732		1,651,355
Real estate					
Residential mortgage	590,148		5,276		595,424
Residential construction	20,447				20,447
Mortgage warehouse	101,299				101,299
Total real estate	711,894		5,276		717,170
Consumer					
Direct installment	37,261		153		37,414
Indirect installment	250,029		896		250,925
Home equity	192,517		1,978		194,495
Total consumer	479,807		3,027		482,834
Total	\$ 2,785,292	\$ 23,032	\$ 43,035	\$	\$ 2,851,359
Percentage of total loans	97.68%	0.81%	1.51%	0.00%	

	December 31, 2017				
	Pass	Special Mention	Substandard	Doubtful	Total
Commercial					
Owner occupied real estate	\$ 545,158	\$ 8,622	\$ 18,202	\$	\$ 571,982
Non-owner occupied real estate	670,074	3,864	5,007		678,945

Edgar Filing: Titan Machinery Inc. - Form 10-K

Residential spec homes	16,431			16,431
Development & spec land	47,726	886	226	48,838
Commercial and industrial	326,756	7,448	13,667	347,871
Total commercial	1,606,145	20,820	37,102	1,664,067
Real estate				
Residential mortgage	582,864		5,494	588,358
Residential construction	15,805		222	16,027
Mortgage warehouse	94,508			94,508
Total real estate	693,177		5,716	698,893
Consumer				
Direct installment	37,681		160	37,841
Indirect installment	226,115		1,208	227,323
Home equity	195,602		1,976	197,578
Total consumer	459,398		3,344	462,742
Total	\$ 2,758,720	\$ 20,820	\$ 46,162	\$ 2,825,702
Percentage of total loans	97.63%	0.74%	1.63%	0.00%

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Note 8 Repurchase Agreements

The Company transfers various securities to customers in exchange for cash at the end of each business day and agrees to acquire the securities at the end of the next business day for the cash exchanged plus interest. The process is repeated at the end of each business day until the agreement is terminated. The securities underlying the agreement remained under the Bank's control.

The following table shows repurchase agreements accounted for as secured borrowings:

	March 31, 2018						Total
	Remaining Contractual Maturity of the Agreements						
	Overnight						
	and Continuous	Up to one year	One to three years	Three to five years	Five to ten years	Beyond ten years	
Repurchase Agreements and repurchase-to-maturity transactions							
Repurchase Agreements	\$ 60,761	\$	\$	\$	\$	\$	\$ 60,761
Securities pledged for Repurchase Agreements							
Federal agency collateralized mortgage obligations	\$ 38,421	\$	\$	\$	\$	\$	\$ 38,421
Federal agency mortgage-backed pools	35,577						35,577
Total	\$ 73,998	\$	\$	\$	\$	\$	\$ 73,998

Note 9 Derivative Financial Instruments**Cash Flow Hedges**

As a strategy to maintain acceptable levels of exposure to the risk of changes in future cash flow due to interest rate fluctuations, the Company entered into interest rate swap agreements for a portion of its floating rate debt. The agreements provide for the Company to receive interest from the counterparty at three month LIBOR and to pay interest to the counterparty at a weighted average fixed rate of 5.81% on a notional amount of \$30.5 million at March 31, 2018 and December 31, 2017. Under the agreements, the Company pays or receives the net interest amount monthly, with the monthly settlements included in interest expense.

The Company assumed additional interest rate swap agreements as the result of the LaPorte acquisition in July 2016. The agreements provide for the Company to receive interest from the counterparty at one month LIBOR and to pay interest to the counterparty at a weighted average fixed rate of 2.31% on a notional amount of \$30.0 million at March 31, 2018 and December 31, 2017. Under the agreements, the Company pays or receives the net interest amount monthly, with the monthly settlements included in interest expense.

Management has designated the interest rate swap agreement as a cash flow hedging instrument. For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings. At March 31, 2018, the Company's cash flow hedge was effective and is not expected to have a significant impact on the Company's net income over the next 12 months.

Fair Value Hedges

Fair value hedges are intended to reduce the interest rate risk associated with the underlying hedged item. The Company enters into fixed rate loan agreements as part of its lending policy. To mitigate the risk of changes in fair

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

value based on fluctuations in interest rates, the Company has entered into interest rate swap agreements on individual loans, converting the fixed rate loans to a variable rate. For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative as well as the offsetting gain or loss on the hedged item attributable to the hedged risk are recognized in current earnings. At March 31, 2018, the Company's fair value hedges were effective and are not expected to have a significant impact on the Company's net income over the next 12 months.

The change in fair value of both the hedge instruments and the underlying loan agreements are recorded as gains or losses in interest income. The fair value hedges are considered to be highly effective and any hedge ineffectiveness was deemed not material. The notional amounts of the loan agreements being hedged were \$155.0 million at March 31, 2018 and \$154.6 million at December 31, 2017.

Other Derivative Instruments

The Company enters into non-hedging derivatives in the form of mortgage loan forward sale commitments with investors and commitments to originate mortgage loans as part of its mortgage banking business. At March 31, 2018, the Company's fair value of these derivatives were recorded and over the next 12 months are not expected to have a significant impact on the Company's net income.

The change in fair value of both the forward sale commitments and commitments to originate mortgage loans were recorded and the net gains or losses included in the Company's gain on sale of loans.

The following tables summarize the fair value of derivative financial instruments utilized by Horizon:

	Asset Derivatives March 31, 2018 Balance Sheet		Liability Derivatives March 31, 2018 Balance Sheet	
	Location	Fair Value	Location	Fair Value
Derivatives designated as hedging instruments				
Interest rate contracts	Loans	\$	Other liabilities	\$ 3,579
Interest rate contracts	Other Assets	3,579	Other liabilities	969
Total derivatives designated as hedging instruments		3,579		4,548
Derivatives not designated as hedging instruments				
Mortgage loan contracts	Other assets	257	Other liabilities	4

Total derivatives not designated as hedging instruments	257	4
Total derivatives	\$ 3,836	\$ 4,552

	Asset Derivatives December 31, 2017 Balance Sheet		Liability Derivatives December 31, 2017 Balance Sheet	
	Location	Fair Value	Location	Fair Value
Derivatives designated as hedging instruments				
Interest rate contracts	Loans	\$	Other liabilities	\$ 811
Interest rate contracts	Other Assets	811	Other liabilities	1,728
Total derivatives designated as hedging instruments		811		2,539
Derivatives not designated as hedging instruments				
Mortgage loan contracts	Other assets	143	Other liabilities	3
Total derivatives not designated as hedging instruments		143		3
Total derivatives		\$ 954		\$ 2,542

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

The effect of the derivative instruments on the condensed consolidated statements of income for the three-month periods ending March 31 is as follows:

	Amount of Loss Recognized in Other Comprehensive Income on Derivative (Effective Portion) Three Months Ended	
	March 31, 2018	March 31, 2017
Derivatives in cash flow hedging relationship		
Interest rate contracts	\$ 358	\$ 260

FASB Accounting Standards Codification (ASC) Topic 820-10-20 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Topic 820-10-55 establishes a fair value hierarchy that emphasizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value.

	Location of gain (loss)	Amount of Gain (Loss) Recognized on Derivative Three Months Ended	
	recognized on derivative	March 31, 2018	March 31, 2017
Derivative in fair value hedging relationship			
Interest rate contracts	Interest income		
	- loans	\$ 2,768	\$ 253
Interest rate contracts	Interest income		
	- loans	(2,768)	(253)
Total		\$	\$

Location of gain	Amount of Gain (Loss)
-----------------------------	----------------------------------

	(loss)	Recognized on	
	recognized on	Derivative	
	derivative	Three Months Ended	March 31,
		2018	March 31,
			2017
Derivative not designated as hedging relationship			
Mortgage contracts	Other income - gain on sale of loans	\$ 112	\$ (59)

Note 10 Disclosures about Fair Value of Assets and Liabilities

The Fair Value Measurements topic of the FASB ASC defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. There are three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(Unaudited)

(Table Dollar Amounts in Thousands, Except Per Share Data)

Following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying condensed consolidated financial statements, as well as the general classification of such instruments pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the period ended March 31, 2018. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

Available for sale securities

When quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include U.S. Treasury and federal agency securities, state and municipal securities, federal agency collateralized mortgage obligations and mortgage-backed pools and corporate notes. Level 2 securities are valued by a third party pricing service commonly used in the banking industry utilizing observable inputs. Observable inputs include dealer quotes, market spreads, cash flow analysis, the U.S. Treasury yield curve, trade execution data, market consensus prepayment spreads and available credit information and the bond's terms and conditions. The pricing provider utilizes evaluated pricing models that vary based on asset class. These models incorporate available market information including quoted prices of securities with similar characteristics and, because many fixed-income securities do not trade on a daily basis, apply available information through processes such as benchmark curves, benchmarking of like securities, sector grouping, and matrix pricing. In addition, model processes, such as an option adjusted spread model, is used to develop prepayment and interest rate scenarios for securities with prepayment features.

Hedged loans

Certain fixed rate loans have been converted to variable rate loans by entering into interest rate swap agreements. The fair value of those fixed rate loans is based on discounting the estimated cash flows using interest rates determined by the respective interest rate swap agreement. Loans are classified within Level 2 of the valuation hierarchy based on the unobservable inputs used.

Interest rate swap agreements

The fair value of the Company's interest rate swap agreements is estimated by a third party using inputs that are primarily unobservable including a yield curve, adjusted for liquidity and credit risk, contracted terms and discounted cash flow analysis, and therefore, are classified within Level 2 of the valuation hierarchy.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying condensed consolidated financial statements measured at fair value on a recurring basis and the level within the FASB ASC fair value hierarchy in which the fair value measurements fall at the following:

	March 31, 2018			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities				
U.S. Treasury and federal agencies	\$ 24,284	\$	\$ 24,284	\$
State and municipal	133,371		133,371	
Federal agency collateralized mortgage obligations	133,408		133,408	
Federal agency mortgage-backed pools	212,173		212,173	
Private labeled mortgage-backed pools	4,110		4,110	
Corporate notes	390		390	
Total available for sale securities	507,736		507,736	
Hedged loans	155,013		155,013	
Forward sale commitments	257		257	
Interest rate swap agreements	2,610		2,610	
Commitments to originate loans	(4)		(4)	
		December 31, 2017		
	Fair Value	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)

(Level 1)

Available for sale securities			
U.S. Treasury and federal agencies	\$ 19,052	\$	\$ 19,052
State and municipal	149,564		149,564
Federal agency collateralized mortgage obligations	130,365		130,365
Federal agency mortgage-backed pools	208,657		208,657
Private labeled mortgage-backed pools	1,642		1,642
Corporate notes	385		385
Total available for sale securities	509,665		509,665
Hedged loans	154,575		154,575
Forward sale commitments	143		143
Interest rate swap agreements	(917)		(917)
Commitments to originate loans	(3)		(3)

Realized gains and losses included in net income for the periods are reported in the condensed consolidated statements of income as follows:

	Three Months Ended	
	March 31, 2018	March 31, 2017
	(Unaudited)	(Unaudited)
Non-interest Income		
Total gains and losses from:		
Hedged loans	\$ 2,768	\$ 253
Fair value interest rate swap agreements	(2,768)	(253)
Derivative loan commitments	112	(59)
	\$ 112	\$ (59)

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Certain other assets are measured at fair value on a non-recurring basis in the ordinary course of business and are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment):

		Quoted Prices in		
		Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
March 31, 2018				
Impaired loans	\$ 6,593	\$	\$	\$ 6,593
Mortgage servicing rights	11,477			11,477
December 31, 2017				
Impaired loans	\$ 6,957	\$	\$	\$ 6,957
Mortgage servicing rights	11,602			11,602

Impaired (collateral dependent): Loans for which it is probable that the Company will not collect all principal and interest due according to contractual terms are measured for impairment. Allowable methods for determining the amount of impairment include estimating fair value using the fair value of the collateral for collateral-dependent loans.

If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value.

Impaired loans that are collateral dependent are classified within Level 3 of the fair value hierarchy when impairment is determined using the fair value method.

Mortgage Servicing Rights (MSRs): MSRs do not trade in an active market with readily observable prices. Accordingly, the fair value of these assets is classified as Level 3. The Company determines the fair value of MSRs using an income approach model based upon the Company's month-end interest rate curve and prepayment assumptions. The model utilizes assumptions to estimate future net servicing income cash flows, including estimates of time decay, payoffs and changes in valuation inputs and assumptions. The Company reviews the valuation assumptions against this market data for reasonableness and adjusts the assumptions if deemed appropriate. The carrying amount of the MSRs' fair value due to impairment decreased by \$6,000 during the first three months of 2018 and 2017, respectively.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

The following table presents qualitative information about unobservable inputs used in recurring and non-recurring Level 3 fair value measurements, other than goodwill.

	Fair Value	Valuation Technique	March 31, 2018 Unobservable Inputs	Range (Weighted Average)
Impaired loans			Discount to reflect current market conditions and ultimate collectability	0%-53.7% (2.7%)
	\$ 6,593	Collateral based measurement		
Mortgage servicing rights			Discount rate, Constant prepayment rate, Probability of default	10.0%-11.0% (10.0%), 8.6%-18.6% (9.8%), 0.2%-25.9% (2.4%)
	11,477	Discounted cash flows		
	Fair Value	Valuation Technique	December 31, 2017 Unobservable Inputs	Range (Weighted Average)
Impaired loans			Discount to reflect current market conditions and ultimate collectability	0%-46.8% (2.6%)
	\$ 6,957	Collateral based measurement		
Mortgage servicing rights			Discount rate, Constant prepayment rate, Probability of default	9.6%-10.8% (9.7%), 9.2%-27.7% (10.5%), 0%-1.5% (0.2%)
	11,602	Discounted cash flows		

Note 11 Fair Value of Financial Instruments

The estimated fair value amounts of the Company's financial instruments were determined using available market information, current pricing information applicable to Horizon and various valuation methodologies. Where market quotations were not available, considerable management judgment was involved in the determination of estimated fair values. Therefore, the estimated fair value of financial instruments shown below may not be representative of the amounts at which they could be exchanged in a current or future transaction. Due to the inherent uncertainties of expected cash flows of financial instruments, the use of alternate valuation assumptions and methods could have a significant effect on the estimated fair value amounts.

The estimated fair values of financial instruments, as shown below, are not intended to reflect the estimated liquidation or market value of Horizon taken as a whole. The disclosed fair value estimates are limited to Horizon's significant financial instruments at March 31, 2018 and December 31, 2017. These include financial instruments recognized as assets and liabilities on the condensed consolidated balance sheet as well as certain off-balance sheet financial instruments. The estimated fair values shown below do not include any valuation of assets and liabilities, which are not financial instruments as defined by the FASB ASC fair value hierarchy.

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

Cash and Due from Banks The carrying amounts approximate fair value.

Held-to-Maturity Securities For debt securities held to maturity, fair values are based on quoted market prices or dealer quotes. For those securities where a quoted market price is not available, carrying amount is a reasonable estimate of fair value based upon comparison with similar securities.

Loans Held for Sale The carrying amounts approximate fair value.

Net Loans At March 31, 2018, the fair value of net loans are estimated on an exit price basis incorporating discounts for credit, liquidity and marketability factors. This is not comparable with the fair values disclosed at December 31, 2017, which were based on an entrance price basis. At December 31, 2017, the fair value of portfolio loans were estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

FHLB and FRB Stock Fair value of FHLB and FRB stock is based on the price at which it may be resold to the FHLB and FRB.

Interest Receivable/Payable The carrying amounts approximate fair value.

Deposits The fair value of demand deposits, savings accounts, interest-bearing checking accounts and money market deposits is the amount payable on demand at the reporting date. The fair value of fixed maturity certificates of deposit is estimated by discounting the future cash flows using rates currently offered for deposits of similar remaining maturity.

Borrowings Rates currently available to Horizon for debt with similar terms and remaining maturities are used to estimate fair values of existing borrowings.

Subordinated Debentures Rates currently available for debentures with similar terms and remaining maturities are used to estimate fair values of existing debentures.

Commitments to Extend Credit and Standby Letters of Credit The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date. Due to the short-term nature of these agreements, carrying amounts approximate fair value.

The following table presents estimated fair values of the Company's financial instruments and the level within the fair value hierarchy in which the fair value measurements fall (unaudited).

	March 31, 2018			
	Quoted Prices in			
	Carrying	Active	Significant	Significant
	Amount	Markets	Other	Unobservable
		for Identical	Observable	Inputs
		Assets	Inputs	Inputs
		(Level 1)	(Level 2)	(Level 3)
Assets				
Cash and due from banks	\$ 63,591	\$ 63,591	\$	\$

Edgar Filing: Titan Machinery Inc. - Form 10-K

Investment securities, held to maturity	206,689		203,896	
Loans held for sale	1,973			1,973
Loans (excluding loan level hedges), net	2,685,306			2,529,000
Stock in FHLB	18,105		18,105	
Interest receivable	12,044		12,044	
Liabilities				
Non-interest bearing deposits	\$ 602,175	\$ 602,175	\$	\$
Interest bearing deposits	2,331,501		2,195,544	
Borrowings	520,300		514,777	
Subordinated debentures	37,699		35,546	
Interest payable	1,216		1,216	

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

	Carrying Amount	December 31, 2017		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Cash and due from banks	\$ 76,441	\$ 76,441	\$	\$
Investment securities, held to maturity	200,448		201,085	
Loans held for sale	3,094			3,094
Loans (excluding loan level hedges), net	2,661,026			2,585,879
Stock in FHLB	18,105		18,105	
Interest receivable	16,244		16,244	
Liabilities				
Non-interest bearing deposits	\$ 601,805	\$ 601,805	\$	\$
Interest bearing deposits	2,279,198		2,156,487	
Borrowings	564,157		560,057	
Subordinated debentures	37,653		35,994	
Interest payable	886		886	

Note 12 Accumulated Other Comprehensive Income

	March 31 2018	December 31 2017
Unrealized loss on securities available for sale	\$ (12,062)	\$ (3,937)
Unamortized gain on securities held to maturity, previously transferred from AFS	148	200
Unrealized loss on derivative instruments	(969)	(1,728)
Tax effect	2,705	1,914
Total accumulated other comprehensive loss	\$ (10,178)	\$ (3,551)

Note 13 Regulatory Capital

Horizon and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies and are assigned to a capital category. Failure to meet the minimum regulatory capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators, which if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective actions, the Bank must meet specific capital guidelines involving quantitative measures of the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier I capital (as defined) to average assets (as defined), or leverage ratio. For March 31, 2018, Basel III rules require the Bank to maintain minimum amounts and ratios of common equity Tier I capital (as defined in the regulation) to risk-weighted assets (as defined). Additionally, under Basel III rules, the decision was made to opt-out of including accumulated other comprehensive income in regulatory capital.

To be categorized as well capitalized, the Bank must maintain minimum Total risk-based, Tier I risk-based, common equity Tier I risk-based and Tier I leverage ratios as set forth in the table below. As of March 31, 2018 and December 31, 2017, the Bank met all capital adequacy requirements to be considered well capitalized. There have been no conditions or events since the end of the first quarter of 2018 that management believes have changed the Bank's classification as well capitalized. There is no threshold for well-capitalized status for bank holding companies.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Condensed Consolidated Financial Statements****(Unaudited)**

(Table Dollar Amounts in Thousands, Except Per Share Data)

Horizon and the Bank's actual and required capital ratios as of March 31, 2018 and December 31, 2017 were as follows:

	Actual		Required for Capital ¹ Adequacy Purposes		Required For Capital ¹ Adequacy Purposes with Capital Buffer		Well Capitalized Under Prompt ¹ Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
March 31, 2018								
Total capital ¹ (to risk-weighted assets)								
Consolidated	\$ 390,855	13.08%	239,082	8.00%	276,439	9.25%	N/A	N/A
Bank	384,766	12.87%	239,093	8.00%	276,451	9.25%	\$ 298,866	10.00%
Tier 1 capital ¹ (to risk-weighted assets)								
Consolidated	374,322	12.53%	179,312	6.00%	216,668	7.25%	N/A	N/A
Bank	368,233	12.32%	179,320	6.00%	216,678	7.25%	239,093	8.00%
Common equity tier 1 capital ¹ (to risk-weighted assets)								
Consolidated	335,859	11.24%	134,483	4.50%	171,840	5.75%	N/A	N/A
Bank	368,233	12.32%	134,490	4.50%	171,848	5.75%	194,263	6.50%
Tier 1 capital ¹ (to average assets)								
Consolidated	374,322	9.82%	152,494	4.00%	152,494	4.00%	N/A	N/A
Bank	368,233	9.66%	152,542	4.00%	152,542	4.00%	190,678	5.00%
December 31, 2017								
Total capital ¹ (to risk-weighted assets)								
Consolidated	\$ 384,800	12.91%	\$ 238,543	8.00%	\$ 275,816	9.25%	N/A	N/A
Bank	382,788	12.85%	238,386	8.00%	275,634	9.25%	\$ 297,982	10.00%

Tier 1 capital¹ (to risk-weighted assets)

Consolidated	368,355	12.35%	178,907	6.00%	216,180	7.25%	N/A	N/A
Bank	366,343	12.29%	178,790	6.00%	216,038	7.25%	238,386	8.00%

Common equity tier 1 capital¹ (to risk-weighted assets)

Consolidated	329,892	11.06%	134,181	4.50%	171,454	5.75%	N/A	N/A
Bank	366,343	12.29%	134,092	4.50%	171,340	5.75%	193,689	6.50%

Tier 1 capital¹ (to average assets)

Consolidated	368,355	9.92%	148,503	4.00%	148,503	4.00%	N/A	N/A
Bank	366,343	9.89%	148,116	4.00%	148,116	4.00%	185,145	5.00%

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(Unaudited)

(Table Dollar Amounts in Thousands, Except Per Share Data)

Note 14 Future Accounting Matters

Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) No. 2017-12, *Derivatives and Hedging (Topic 815), Targeted Improvements to Accounting for Hedging Activities*

The FASB has issued ASU No. 2017-12, *Derivatives and Hedging (Topic 815), Targeted Improvements to Accounting for Hedging Activities*. The new guidance improves the financial reporting of hedging relationships to better portray the economic results of an entity's risk management activities in its financial statements. The amendments in this ASU also make certain targeted improvements to simplify the application of the hedge accounting guidance in current GAAP. For public entities, the new guidance will be effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2019, and interim periods beginning after December 15, 2020. Early application is permitted in any interim period after issuance of the ASU. All transition requirements and elections should be applied to hedging relationships existing (that is, hedging relationships in which the hedging instrument has not expired, been sold, terminated, or exercised or the entity has not removed the designation of the hedging relationship) on the date of adoption. The effect of adoption should be reflected as of the beginning of the fiscal year of adoption (that is, the initial application date). We are currently evaluating the impact of adopting the new guidance on the consolidated financial statements, but it is not expected to have a material impact.

FASB ASU No. 2017-04, *Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*

The FASB has issued ASU No. 2017-04, *Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*. The new guidance is intended to simplify the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. The annual, or interim, goodwill impairment test is performed by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. In addition, the income tax effects of tax deductible goodwill on the carrying amount of the reporting unit should be considered when measuring the goodwill impairment loss, if applicable. The amendments also eliminate the requirements for any reporting unit with a zero or negative carrying amount to perform Step 2 of the goodwill impairment test. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the qualitative impairment test is necessary. The amendments should be applied on a prospective basis. The nature of and reason for the change in accounting principle should be disclosed upon transition. The amendments in this update should be adopted for annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted on testing dates after January 1, 2017. We are currently evaluating the impact of adopting the new guidance on the consolidated financial statements, but it is not expected to have a material impact.

FASB ASU No. 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*

The FASB has issued ASU No. 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The main objective of this amendment is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. The amendment requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to enhance their credit loss estimates. The amendment requires enhanced disclosures to help investors and other financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an organization's portfolio. In addition, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(Unaudited)

(Table Dollar Amounts in Thousands, Except Per Share Data)

deterioration. The amendments in this update become effective for annual periods and interim periods within those annual periods beginning after December 15, 2019. Early adoption will be permitted beginning after December 15, 2018. We have formed a cross functional committee that is assessing our data and system needs and are evaluating the impact of adopting the new guidance. This committee has developed a timeline associated with the Company's adoption of this ASU. We expect to recognize a one-time cumulative effect adjustment to the allowance for loan losses as of the beginning of the first reporting period in which the new standard is effective, but cannot yet determine the magnitude of any such one-time adjustment or the overall impact of the new guidance on the consolidated financial statements.

FASB Accounting Standards Updates No. 2016-02, *Leases* (Topic 842)

The FASB has issued Accounting Standards Update (ASU) No. 2016-02, *Leases*. Under the new guidance, lessees will be required to recognize the following for all leases, with the exception of short-term leases, at the commencement date: (1) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. The amendments in this update become effective for annual periods and interim periods within those annual periods beginning after December 15, 2018. Based on leases outstanding as of December 31, 2017, we do not expect the new standard to have a material impact on our balance sheet or income statement.

Note 15 General Litigation

The Company is subject to claims and lawsuits that arise primarily in the ordinary course of business. It is the opinion of management that the disposition or ultimate resolution of such claims and lawsuits will not have a material adverse effect on the consolidated financial position, results of operation and cash flows of the Company.

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Management's Discussion and Analysis of Financial Condition

And Results of Operations

For the Three Months ended March 31, 2018 and 2017

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

Forward Looking Statements

This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, with respect to Horizon Bancorp (Horizon or the Company) and Horizon Bank (the Bank). Horizon intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Reform Act of 1995, and is including this statement for the purposes of these safe harbor provisions. Statements in this report should be considered in conjunction with the other information available about Horizon, including the information in the other filings we make with the Securities and Exchange Commission. The forward-looking statements are based on management's expectations and are subject to a number of risks and uncertainties. We have tried, wherever possible, to identify such statements by using words such as anticipate, expect, estimate, project, intend, plan, could, will and similar expressions in connection with any discussion of future operating or financial performance. Although management believes that the expectations reflected in such forward-looking statements are reasonable, actual results may differ materially from those expressed or implied in such statements.

Actual results may differ materially, adversely or positively, from the expectations of the Company that are expressed or implied by any forward-looking statement. Risks, uncertainties, and factors that could cause the Company's actual results to vary materially from those expressed or implied by any forward-looking statement include but are not limited to:

economic conditions and their impact on Horizon and its customers;

changes in the level and volatility of interest rates, spreads on earning assets and interest-bearing liabilities, and interest rate sensitivity;

rising interest rates and their impact on mortgage loan volumes and the outflow of deposits;

loss of key Horizon personnel;

increases in disintermediation, as new technologies allow consumers to complete financial transactions without the assistance of banks;

loss of fee income, including interchange fees, as new and emerging alternative payment platforms (e.g. Apple Pay or Bitcoin) take a greater market share of the payment systems;

estimates of fair value of certain of Horizon's assets and liabilities;

volatility and disruption in financial markets;

prepayment speeds, loan originations, credit losses and market values, collateral securing loans and other assets;

sources of liquidity;

potential risk of environmental liability related to lending activities;

changes in the competitive environment in Horizon's market areas and among other financial service providers;

legislation and/or regulation affecting the financial services industry as a whole, and Horizon and its subsidiaries in particular, including the effects resulting from the reforms enacted by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) and the adoption of regulations by regulatory bodies under the Dodd-Frank Act;

the possible impact of whole or partial dismantling of provisions of the Dodd-Frank Act under the current federal administration;

the potential for additional changes in tax laws, particularly corporate income tax reform, that may affect current returns, Horizon's deferred tax assets and liabilities, the ability to utilize federal and state net operating loss carryforwards, and the market's perception on overall value;

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Management's Discussion and Analysis of Financial Condition

And Results of Operations

For the Three Months ended March 31, 2018 and 2017

the impact of the Basel III capital rules;

changes in regulatory supervision and oversight, including monetary policy and capital requirements;

changes in accounting policies or procedures as may be adopted and required by regulatory agencies;

rapid technological developments and changes;

the risks presented by cyber terrorism and data security breaches, and the increasing costs of cybersecurity for the Company;

containing costs and expenses;

an economic slowdown and/or possible recession;

the ability of the U.S. federal government to manage federal debt limits; and

the risks of expansion through mergers and acquisitions, including unexpected credit quality problems with acquired loans, difficulty integrating acquired operations and material differences in the actual financial results of such transactions compared with Horizon's initial expectations, including the full realization of anticipated cost savings.

The foregoing list of important factors is not exclusive, and you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this document or, in the case of documents incorporated by reference, the dates of those documents. We do not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by us or on our behalf. For a detailed discussion of the risks and uncertainties that may cause our actual results or performance to differ materially from the results or performance expressed or implied by forward-looking statements, see "Risk Factors" in Item 1A of Part I of our 2017 Annual Report on Form 10-K and in the subsequent reports we file with the SEC.

Overview

Horizon is a registered bank holding company incorporated in Indiana and headquartered in Michigan City, Indiana. Horizon provides a broad range of banking services in Northern and Central regions of Indiana and the Southern, Central and Great Lakes Bay regions of Michigan through its bank subsidiary. Horizon operates as a single segment, which is commercial banking. Horizon's common stock is traded on the NASDAQ Global Select Market under the symbol HBNC. The Bank was originally chartered as a national banking association in 1873 and has operated continuously since that time and converted to an Indiana state-chartered bank effective on June 23, 2017. The Bank is a full-service commercial bank offering commercial and retail banking services, corporate and individual trust and agency services, and other services incident to banking. Upon approval of a name change by Horizon's shareholders at the annual meeting on May 3, 2018, Horizon's full corporate name will be Horizon Bancorp, Inc.

On October 17, 2017, Horizon completed the acquisition of Wolverine Bancorp, Inc., a Maryland corporation (Wolverine) and Horizon Bank's acquisition of Wolverine Bank, a federally-chartered savings bank and wholly-owned subsidiary of Wolverine, through mergers effective October 17, 2017. Under the terms of the Merger Agreement, shareholders of Wolverine received 1.0152 shares of Horizon common stock and \$14.00 in cash for each outstanding share of Wolverine common stock. Wolverine shares outstanding at the closing to be exchanged were 2,129,331 and the shares of Horizon common stock issued to Wolverine shareholders totaled 2,160,697. Based upon the October 16, 2017 closing price of \$29.06 per share of Horizon common stock immediately prior to the effectiveness of the merger, less the consideration used to pay off Wolverine Bancorp's ESOP loan receivable, the transaction has an implied valuation of approximately \$93.8 million.

On September 1, 2017, Horizon completed the acquisition of Lafayette Community Bancorp, an Indiana corporation (Lafayette) and Horizon Bank's acquisition of Lafayette Community Bank, a state-chartered bank and wholly-owned subsidiary of Lafayette, through mergers effective September 1, 2017. Under the terms of the Merger Agreement, shareholders of Lafayette received 0.5878 shares of Horizon common stock and \$1.73 in cash for each outstanding share of Lafayette common stock. Lafayette shareholders owning fewer than 100 shares of common stock received \$17.25 in cash for each common share. Lafayette shares outstanding at the closing to be exchanged

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Management's Discussion and Analysis of Financial Condition

And Results of Operations

For the Three Months ended March 31, 2018 and 2017

were 1,856,679, and the shares of Horizon common stock issued to Lafayette shareholders totaled 1,091,259. Based upon the August 31, 2017 closing price of \$26.17 per share of Horizon common stock immediately prior to the effectiveness of the merger, the transaction has an implied valuation of approximately \$34.5 million.

On February 3, 2017, Horizon completed the purchase and assumption of certain assets and liabilities of a single branch of First Farmers Bank & Trust Company, located in Bargersville, Indiana. Net cash of \$11.0 million was received in the transaction, representing the deposit balances assumed at closing, net of amounts paid for loans acquired in the transaction and a premium on deposits assumed in the transaction.

Following are some highlights of Horizon's financial performance through the first quarter of 2018:

Net income for the first quarter ended March 31, 2018 was \$12.8 million, or \$0.50 diluted earnings per share, compared to \$8.2 million, or \$0.37 diluted earnings per share, for the quarter ended March 31, 2017. This represents the highest quarterly net income and diluted earnings per share in the Company's 145-year history.

Return on average assets was 1.32% for the first quarter of 2018 compared to 1.07% for the first quarter of 2017.

Return on average equity was 11.29% for the first quarter of 2018 compared to 9.66% for the first quarter of 2017.

Total loans increased by an annualized rate of 3.4%, or \$23.7 million, during the first quarter of 2018.

Consumer loans increased by an annualized rate of 17.6%, or \$20.0 million, during the first quarter of 2018.

Residential mortgage loans increased by an annualized rate of 7.6%, or \$11.4 million, during the first quarter of 2018.

Edgar Filing: Titan Machinery Inc. - Form 10-K

Net interest income increased \$7.8 million, or 30.7%, to \$33.4 million for the three months ended March 31, 2018 compared to \$25.6 million for the three months ended March 31, 2017.

Net interest margin was 3.81% for the three months ended March 31, 2018 compared to 3.80% for the three months ended March 31, 2017.

Horizon's tangible book value per share increased to \$12.86 compared to \$12.72 and \$11.79 at December 31, 2017 and March 31, 2017, respectively. This represents the highest tangible book value per share in the Company's 145-year history.

Critical Accounting Policies

The notes to the consolidated financial statements included in Item 8 of the Company's Annual Report on Form 10-K for 2017 contain a summary of the Company's significant accounting policies. Certain of these policies are important to the portrayal of the Company's financial condition, since they require management to make difficult, complex or subjective judgments, some of which may relate to matters that are inherently uncertain. Management has identified as critical accounting policies the allowance for loan losses, intangible assets, mortgage servicing rights, hedge accounting and valuation measurements.

Allowance for Loan Losses

An allowance for loan losses is maintained to absorb probable incurred loan losses inherent in the loan portfolio. The determination of the allowance for loan losses is a critical accounting policy that involves management's ongoing

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Management's Discussion and Analysis of Financial Condition

And Results of Operations

For the Three Months ended March 31, 2018 and 2017

quarterly assessments of the probable incurred losses inherent in the loan portfolio. The identification of loans that have probable incurred losses is subjective; therefore, a general reserve is maintained to cover all probable losses within the entire loan portfolio. Horizon utilizes a loan grading system that helps identify, monitor and address asset quality problems in an adequate and timely manner. Each quarter, various factors affecting the quality of the loan portfolio are reviewed. Large credits are reviewed on an individual basis for loss potential. Other loans are reviewed as a group based upon previous trends of loss experience. Horizon also reviews the current and anticipated economic conditions of its lending market as well as transaction risk to determine the effect they may have on the loss experience of the loan portfolio.

Goodwill and Intangible Assets

Management believes that the accounting for goodwill and other intangible assets also involves a higher degree of judgment than most other significant accounting policies. FASB ASC 350-10 establishes standards for the amortization of acquired intangible assets and impairment assessment of goodwill. At March 31, 2018, Horizon had core deposit intangibles of \$11.8 million subject to amortization and \$119.9 million of goodwill, which is not subject to amortization. Goodwill arising from business combinations represents the value attributable to unidentifiable intangible assets in the business acquired. Horizon's goodwill relates to the value inherent in the banking industry and that value is dependent upon the ability of Horizon to provide quality, cost effective banking services in a competitive marketplace. The goodwill value is supported by revenue that is in part driven by the volume of business transacted. A decrease in earnings resulting from a decline in the customer base or the inability to deliver cost effective services over sustained periods can lead to impairment of goodwill that could adversely affect earnings in future periods. FASB ASC 350-10 requires an annual evaluation of goodwill for impairment. The evaluation of goodwill for impairment requires the use of estimates and assumptions. Market price at the close of business on March 31, 2018 was \$30.01 per share compared to a book value of \$18.02 per common share.

Horizon has concluded that, based on its own internal evaluation, the recorded value of goodwill is not impaired.

Mortgage Servicing Rights

Servicing assets are recognized as separate assets when rights are acquired through purchase or through the sale of financial assets on a servicing-retained basis. Capitalized servicing rights are amortized into non-interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets. Servicing assets are evaluated regularly for impairment based upon the fair value of the rights as compared to amortized cost. Impairment is determined by stratifying servicing rights by predominant characteristics, such as interest rates, original loan terms and whether the loans are fixed or adjustable rate mortgages. Fair value is determined using prices for similar assets with similar characteristics, when available, or based upon discounted cash flows using market-based assumptions. When the book value of an individual stratum exceeds its fair value, an impairment reserve is recognized so that each individual stratum is carried at the lower of its amortized book value or

fair value. In periods of falling market interest rates, accelerated loan prepayment can adversely affect the fair value of these mortgage-servicing rights relative to their book value. In the event that the fair value of these assets was to increase in the future, Horizon can recognize the increased fair value to the extent of the impairment allowance but cannot recognize an asset in excess of its amortized book value. Future changes in management's assessment of the impairment of these servicing assets, as a result of changes in observable market data relating to market interest rates, loan prepayment speeds, and other factors, could impact Horizon's financial condition and results of operations either positively or negatively.

Generally, when market interest rates decline and other factors favorable to prepayments occur, there is a corresponding increase in prepayments as customers refinance existing mortgages under more favorable interest rate terms. When a mortgage loan is prepaid, the anticipated cash flows associated with servicing that loan are terminated, resulting in a reduction of the fair value of the capitalized mortgage servicing rights. To the extent that actual borrower prepayments do not react as anticipated by the prepayment model (i.e., the historical data observed in the model does not correspond to actual market activity), it is possible that the prepayment model could fail to accurately predict mortgage prepayments and could result in significant earnings volatility. To estimate prepayment speeds,

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Management's Discussion and Analysis of Financial Condition

And Results of Operations

For the Three Months ended March 31, 2018 and 2017

Horizon utilizes a third-party prepayment model, which is based upon statistically derived data linked to certain key principal indicators involving historical borrower prepayment activity associated with mortgage loans in the secondary market, current market interest rates and other factors, including Horizon's own historical prepayment experience. For purposes of model valuation, estimates are made for each product type within the mortgage servicing rights portfolio on a monthly basis. In addition, on a quarterly basis Horizon engages a third party to independently test the value of its servicing asset.

Derivative Instruments

As part of the Company's asset/liability management program, Horizon utilizes, from time-to-time, interest rate floors, caps or swaps to reduce the Company's sensitivity to interest rate fluctuations. These are derivative instruments, which are recorded as assets or liabilities in the consolidated balance sheets at fair value. Changes in the fair values of derivatives are reported in the consolidated income statements or other comprehensive income (OCI) depending on the use of the derivative and whether the instrument qualifies for hedge accounting. The key criterion for the hedge accounting is that the hedged relationship must be highly effective in achieving offsetting changes in those cash flows that are attributable to the hedged risk, both at inception of the hedge and on an ongoing basis.

Horizon's accounting policies related to derivatives reflect the guidance in FASB ASC 815-10. Derivatives that qualify for the hedge accounting treatment are designated as either: a hedge of the fair value of the recognized asset or liability or of an unrecognized firm commitment (a fair value hedge) or a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability (a cash flow hedge). For fair value hedges, the cumulative change in fair value of both the hedge instruments and the underlying loans is recorded in non-interest income. For cash flow hedges, changes in the fair values of the derivative instruments are reported in OCI to the extent the hedge is effective. The gains and losses on derivative instruments that are reported in OCI are reflected in the consolidated income statement in the periods in which the results of operations are impacted by the variability of the cash flows of the hedged item. Generally, net interest income is increased or decreased by amounts receivable or payable with respect to the derivatives, which qualify for hedge accounting. At inception of the hedge, Horizon establishes the method it uses for assessing the effectiveness of the hedging derivative and the measurement approach for determining the ineffective aspect of the hedge. The ineffective portion of the hedge, if any, is recognized currently in the consolidated statements of income. Horizon excludes the time value expiration of the hedge when measuring ineffectiveness.

Valuation Measurements

Valuation methodologies often involve a significant degree of judgment, particularly when there are no observable active markets for the items being valued. Investment securities, residential mortgage loans held for sale and derivatives are carried at fair value, as defined in FASB ASC 820, which requires key judgments affecting how fair value for such assets and liabilities is determined. In addition, the outcomes of valuations have a direct bearing on the

carrying amounts of goodwill, mortgage servicing rights, and pension and other post-retirement benefit obligations. To determine the values of these assets and liabilities, as well as the extent, to which related assets may be impaired, management makes assumptions and estimates related to discount rates, asset returns, prepayment speeds and other factors. The use of different discount rates or other valuation assumptions could produce significantly different results, which could affect Horizon's results of operations.

Financial Condition

On March 31, 2018, Horizon's total assets were \$3.970 billion, an increase of approximately \$5.4 million compared to December 31, 2017. The increase was primarily in net loans of \$24.7 million and investment securities held to maturity of \$6.2 million which were offset by decreases in cash and due from banks of \$12.8 million, interest receivable of \$4.2 million and other assets of \$5.2 million.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of Financial Condition****And Results of Operations****For the Three Months ended March 31, 2018 and 2017**

Investment securities were comprised of the following as of (dollars in thousands):

	March 31, 2018		December 31, 2017	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Available for sale				
U.S. Treasury and federal agencies	\$ 24,665	\$ 24,284	\$ 19,277	\$ 19,052
State and municipal	135,021	133,371	148,045	149,564
Federal agency collateralized mortgage obligations	137,443	133,408	132,871	130,365
Federal agency mortgage-backed pools	218,274	212,173	211,487	208,657
Private labeled mortgage-backed pools	4,135	4,110	1,650	1,642
Corporate notes	260	390	272	385
Total available for sale investment securities	\$ 519,798	\$ 507,736	\$ 513,602	\$ 509,665
Held to maturity				
State and municipal	\$ 186,529	\$ 183,983	\$ 179,836	\$ 180,397
Federal agency collateralized mortgage obligations	5,566	5,440	5,734	5,682
Federal agency mortgage-backed pools	14,594	14,473	14,878	15,006
Total held to maturity investment securities	\$ 206,689	\$ 203,896	\$ 200,448	\$ 201,085

Total loans increased \$23.7 million since December 31, 2017 to \$2.859 billion as of March 31, 2018. This increase was the result of an increase in consumer loans of \$20.0 million, residential mortgage loans of \$11.4 million and mortgage warehouse loans of \$6.8 million, offset by a decrease in commercial loans of \$13.4 million and a decrease in loans held for sale of \$1.1 million. The growth markets of Fort Wayne, Grand Rapids, Indianapolis and Kalamazoo contributed total loan growth of \$14.8 million during the first quarter of 2018. An increased focus on the management of indirect and direct consumer loans is the main driver for the increase in consumer loans.

Total deposits increased \$52.7 million since December 31, 2017 to \$2.934 billion as of March 31, 2018. Non-interest bearing transaction accounts and time deposits increased \$370,000 and \$144.7 million, respectively, during the three months ended March 31, 2018 which was offset by a decrease in interest-bearing deposits of \$92.4 million.

The Company's borrowings decreased \$43.9 million from December 31, 2017 to \$520.3 million as of March 31, 2018. At March 31, 2018, the Company had \$351.8 million in short-term funds borrowed compared to \$392.3 million at December 31, 2017. The decrease in borrowings was primarily due to the increase in deposits of \$52.7 million from

December 31, 2017.

Stockholders' equity totaled \$460.4 million at March 31, 2018 compared to \$457.1 million at December 31, 2017. The increase in stockholders' equity during the period was due to the generation of net income, net of dividends declared and a decrease in accumulated other comprehensive income. At March 31, 2018, the ratio of average stockholders' equity to average assets was 11.67% compared to 11.70% at December 31, 2017. Book value per common share at March 31, 2018 increased to \$18.02 compared to \$17.90 at December 31, 2017.

Results of Operations

Overview

Consolidated net income for the three-month period ended March 31, 2018 was \$12.8 million compared to \$8.2 million for the same period in 2017. Earnings per common share for the three months ended March 31, 2018 were \$0.50 basic and diluted, compared to \$0.37 basic and diluted for the same three-month period in the previous year. The increase in net income and earnings per share from the previous year reflects increases in net interest income of \$7.8 million and non-interest income of \$759,000, partially offset by increases in provision for loan losses of \$237,000,

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Management's Discussion and Analysis of Financial Condition

And Results of Operations

For the Three Months ended March 31, 2018 and 2017

non-interest expense of \$4.3 million and the diluted shares outstanding primarily due to the stock issued in the Lafayette and Wolverine acquisitions. Non-interest expense increased primarily due to an increase in salaries, employee benefits, net occupancy expenses, data processing and other expense. Excluding gain on sale of investment securities and purchase accounting adjustments, net income for the first quarter of 2018 was \$11.2 million or \$0.44 diluted earnings per share compared to \$7.5 million or \$0.34 diluted earnings per share in the same period of 2017.

Net Interest Income

The largest component of net income is net interest income. Net interest income is the difference between interest income, principally from loans and investment securities, and interest expense, principally on deposits and borrowings. Changes in the net interest income are the result of changes in volume and the net interest spread, which affects the net interest margin. Volume refers to the average dollar levels of interest-earning assets and interest-bearing liabilities. Net interest spread refers to the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities. Net interest margin refers to net interest income divided by average interest-earning assets and is influenced by the level and relative mix of interest-earning assets and interest-bearing liabilities.

Net interest income during the three months ended March 31, 2018 was \$33.4 million, an increase of \$7.8 million from the \$25.6 million earned during the same period in 2017. Yields on the Company's interest-earning assets increased by 22 basis points to 4.50% for the three months ending March 31, 2018 from 4.28% for the three months ended March 31, 2017. Interest income increased \$10.6 million from \$28.8 million for the three months ended March 31, 2017 to \$39.4 million for the same period in 2018. This was due to an increase in average interest-earning assets through organic and acquisition-related growth. Interest income from acquisition-related purchase accounting adjustments was \$2.0 million for the three months ending March 31, 2018 compared to \$1.0 million for the same period of 2017.

Rates paid on interest-bearing liabilities increased by 26 basis points for the three-month period ended March 31, 2018 compared to the same period in 2017 due to increases in the cost of interest-bearing deposits and borrowings. Interest expense increased \$2.7 million compared to the three-month period ended March 31, 2017 to \$6.0 million for the same period in 2018. This increase was due to higher average balances of interest-bearing deposits and borrowings in addition to the higher rates paid on both. Average balances of interest-bearing deposits increased \$344.5 million and were primarily due to the acquisitions of Lafayette and Wolverine during the third and fourth quarters of 2017.

The net interest margin increased 1 basis point from 3.80% for the three-month period ended March 31, 2017 to 3.81% for the same period in 2018. The increase in the margin for the three-month period ended March 31, 2018 compared to the same period in 2017 was due to an increase in the yield on interest-earning assets, offset by an increase in the cost of interest-bearing liabilities and the impact of the lower income tax rate on non-taxable interest-earning assets. Excluding the interest income recognized from the acquisition-related purchase accounting

adjustments, the margin would have been 3.55% for the three-month period ending March 31, 2018 compared to 3.66% for the same period in 2017.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of Financial Condition****And Results of Operations****For the Three Months ended March 31, 2018 and 2017**

The following are the average balance sheets for the three months ending (dollars in thousands):

	Three Months Ended March 31, 2018			Three Months Ended March 31, 2017		
	Average Balance	Average Interest	Average Rate	Average Balance	Average Interest	Average Rate
Assets						
Interest-earning assets						
Federal funds sold	\$ 3,714	\$ 14	1.53%	\$ 3,034	\$ 5	0.67%
Interest-earning deposits	22,962	90	1.59%	24,748	69	1.13%
Investment securities - taxable	421,068	2,326	2.24%	398,871	2,332	2.37%
Investment securities - non-taxable ⁽¹⁾	307,921	1,865	2.88%	270,522	1,637	3.41%
Loans receivable ⁽²⁾⁽³⁾	2,824,478	35,131	5.04%	2,100,254	24,791	4.79%
Total interest-earning assets ⁽¹⁾	3,580,143	39,426	4.50%	2,797,429	28,834	4.28%
Non-interest-earning assets						
Cash and due from banks	43,809			40,994		
Allowance for loan losses	(16,342)			(14,937)		
Other assets	335,227			279,982		
Total average assets	\$ 3,942,837			\$ 3,103,468		
Liabilities and Stockholders Equity						
Interest-bearing liabilities						
Interest-bearing deposits	\$ 2,304,829	\$ 2,871	0.51%	\$ 1,960,337	\$ 1,753	0.36%
Borrowings	528,066	2,572	1.98%	249,923	937	1.52%
Subordinated debentures	36,477	572	6.36%	36,290	576	6.44%
Total interest-bearing liabilities	2,869,372	6,015	0.85%	2,246,550	3,266	0.59%
Non-interest-bearing liabilities						

Edgar Filing: Titan Machinery Inc. - Form 10-K

Demand deposits	595,644		491,154	
Accrued interest payable and other liabilities	17,745		20,672	
Stockholders equity	460,076		345,092	
Total average liabilities and stockholders equity	\$ 3,942,837		\$ 3,103,468	
Net interest income/spread	\$ 33,411	3.65%	\$ 25,568	3.69%
Net interest income as a percent of average interest-earning assets ⁽¹⁾		3.81%		3.80%

- (1) Securities balances represent daily average balances for the fair value of securities. The average rate is calculated based on the daily average balance for the amortized cost of securities. The average rate is presented on a tax equivalent basis.
- (2) Includes fees on loans. The inclusion of loan fees does not have a material effect on the average interest rate.
- (3) Non-accruing loans for the purpose of the computations above are included in the daily average loan amounts outstanding. Loan totals are shown net of unearned income and deferred loan fees. The average rate is presented on a tax equivalent basis.

Provision for Loan Losses

Horizon assesses the adequacy of its Allowance for Loan and Lease Losses (ALLL) by regularly reviewing the performance of its loan portfolio. During the three-month period ended March 31, 2018, a provision of \$567,000 was required to adequately fund the ALLL compared to \$330,000 for the same period of 2017. Commercial loan net charge-offs during the three-month period ended March 31, 2018 were negative \$38,000, residential mortgage loan net charge-offs were \$6,000 and consumer loan net charge-offs were \$519,000. The increase in the provision for loan losses in the first quarter of 2018 compared to the same period of 2017 was due to additional general and non-specific allocations for loan growth in new markets and an increase in allocation for other economic factors during 2018. The ALLL balance at March 31, 2018 was \$16.5 million or 0.58% of total loans. This compares to an ALLL balance of \$16.4 million at December 31, 2017 or 0.58% of total loans.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of Financial Condition****And Results of Operations****For the Three Months ended March 31, 2018 and 2017**

Horizon's loan loss reserve ratio, excluding loans with credit-related purchase accounting adjustments, stood at 0.77% as of March 31, 2018. Loan loss reserves and credit-related loan discounts on acquired loans as a percentage of total loans was 1.15% as of March 31, 2018. The table below illustrates Horizon's loan loss reserve ratio composition as of March 31, 2018.

Non-GAAP Allowance for Loan and Lease Loss Detail**As of March 31, 2018**

(Dollars in Thousands, Unaudited)

	Pre-discount Loan Balance	Allowance for Loan Losses (ALLL)	Loan Discount	ALLL + Loan Discount	ALLL/ + Loan Discount Loans, net	Loan ALLL/ Discount/ Pre-discount Loan Balance	Loan ALLL/ Discount/ Pre-discount Loan Balance	Loan ALLL/ Discount/ Pre-discount Loan Balance
Horizon Legacy	\$ 2,152,002	\$ 16,474	N/A	\$ 16,474	\$ 2,135,528	0.77%	0.00%	0.77%
Heartland	10,848		742	742	10,106	0.00%	6.84%	6.84%
Summit	35,397		2,147	2,147	33,250	0.00%	6.07%	6.07%
Peoples	105,363		2,609	2,609	102,754	0.00%	2.48%	2.48%
Kosciusko	52,298		664	664	51,634	0.00%	1.27%	1.27%
LaPorte	121,265		3,445	3,445	117,820	0.00%	2.84%	2.84%
CNB	5,561		152	152	5,409	0.00%	2.73%	2.73%
Lafayette	118,829		2,170	2,170	116,659	0.00%	1.83%	1.83%
Wolverine	257,203		4,346	4,346	252,857	0.00%	1.69%	1.69%
Total	\$ 2,858,766	\$ 16,474	\$ 16,275	\$ 32,749	\$ 2,826,017	0.58%	0.57%	1.15%

No assurance can be given that Horizon will not, in any particular period, sustain loan losses that are significant in relation to the amount reserved, or that subsequent evaluations of the loan portfolio, in light of factors then prevailing, including economic conditions and management's ongoing quarterly assessments of the portfolio, will not require increases in the allowance for loan losses. Horizon considers the allowance for loan losses to be appropriate to cover probable incurred losses in the loan portfolio as of March 31, 2018.

Non-performing loans totaled \$15.1 million as of March 31, 2018, down from \$16.4 million as of December 31, 2017. Non-performing commercial, real estate and consumer loans decreased by \$576,000, \$440,000 and \$317,000, respectively, at March 31, 2018 compared to December 31, 2017.

Other Real Estate Owned (OREO) and repossessed assets totaled \$870,000 at March 31, 2018 compared to \$838,000 on December 31, 2017 and \$3.0 million on March 31, 2017.

Non-interest Income

The following is a summary of changes in non-interest income (table dollar amounts in thousands):

	Three Months Ended		Amount Change	Percent Change
	March 31 2018	March 31 2017		
Non-interest Income				
Service charges on deposit accounts	\$ 1,888	\$ 1,400	\$ 488	34.9%
Wire transfer fees	150	150		0.0%
Interchange fees	1,328	1,176	152	12.9%
Fiduciary activities	1,925	1,922	3	0.2%
Gain on sale of investment securities	11	35	(24)	-68.6%
Gain on sale of mortgage loans	1,423	1,914	(491)	-25.7%
Mortgage servicing net of impairment	349	447	(98)	-21.9%
Increase in cash surrender value of bank owned life insurance	435	464	(29)	-6.3%
Other income	809	51	758	1486.3%
Total non-interest income	\$ 8,318	\$ 7,559	\$ 759	10.0%

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of Financial Condition****And Results of Operations****For the Three Months ended March 31, 2018 and 2017**

Total non-interest income was \$759,000 higher during the first quarter of 2018 compared to the same period of 2017. Service charges on deposit accounts increased \$488,000 and interchange fees increased by \$152,000 primarily due to overall company growth and increased volume. Residential mortgage loan activity during the first quarter of 2018 generated \$1.4 million of income from the gain on sale of mortgage loans, down \$491,000 from the same period in 2017. The decrease in the gain on sale of mortgage loans was due to a decrease in the volume of mortgage loans sold from \$49.9 million in the first quarter of 2017 to \$35.8 million in the same period of 2018. Total mortgage loan originations, including mortgage loans sold, increased to \$72.3 million for the first quarter of 2018 compared to \$65.9 million for the first quarter of 2017.

Non-interest Expense

The following is a summary of changes in non-interest expense (table dollar amounts in thousands):

	Three Months Ended			
	March 31	March 31	Amount	Percent
	2018	2017	Change	Change
Non-interest Expense				
Salaries	\$ 10,074	\$ 8,506	\$ 1,568	18.4%
Commission and bonuses	1,347	1,061	286	27.0%
Employee benefits	2,952	2,142	810	37.8%
Net occupancy expenses	2,966	2,452	514	21.0%
Data processing	1,696	1,307	389	29.8%
Professional fees	501	613	(112)	-18.3%
Outside services and consultants	1,264	1,222	42	3.4%
Loan expense	1,257	1,107	150	13.6%
FDIC deposit insurance	310	263	47	17.9%
Other losses	146	50	96	192.0%
Other expenses	3,324	2,798	526	18.8%
Total non-interest expense	\$ 25,837	\$ 21,521	\$ 4,316	20.1%

Total non-interest expense was \$4.3 million higher in the first quarter of 2018 compared to the same period of 2017. The increase was primarily due to an increase in salaries and employee benefits of \$2.7 million, other expenses of \$526,000, net occupancy expenses of \$514,000, data processing expenses of \$389,000 and loan expense of \$150,000. The increase in salaries and employee benefits reflects overall company growth and recent acquisitions. Other expense and data processing increased as a result of market expansions and acquisitions. Net occupancy expense increased due

to increased snow removal costs incurred in 2018, along with market expansions and acquisitions. Loan expense increased due to a higher level of loan originations in the first quarter of 2018 when compared to the same period of 2017.

Income Taxes

Income tax expense totaled \$2.5 million for the first quarter of 2018, a decrease of \$3.2 million and \$531,000 when compared to the fourth quarter and first quarter of 2017, respectively. The decrease was primarily due to the impact of the new corporate tax rate which was signed into law at the end of 2017. An adjustment to Horizon's net deferred tax asset of \$2.4 million, of which \$766,000 was related to accumulated other comprehensive income was recorded to income tax expense during the fourth quarter of 2017 to reflect the new corporate tax rate.

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Management's Discussion and Analysis of Financial Condition

And Results of Operations

For the Three Months ended March 31, 2018 and 2017

Liquidity

The Bank maintains a stable base of core deposits provided by long-standing relationships with individuals and local businesses. These deposits are the principal source of liquidity for Horizon. Other sources of liquidity for Horizon include earnings, loan repayment, investment security sales and maturities, proceeds from the sale of residential mortgage loans, unpledged investment securities and borrowing relationships with correspondent banks, including the FHLB. During the three months ended March 31, 2018, cash and cash equivalents decreased by approximately \$12.8 million. At March 31, 2018, in addition to liquidity available from the normal operating, funding, and investing activities of Horizon, the Bank had approximately \$161.6 million in unused credit lines with various money center banks, including the FHLB and the FRB Discount Window compared to \$127.2 million at December 31, 2017 and \$304.8 million at March 31, 2017. The Bank had approximately \$528.5 million of unpledged investment securities at March 31, 2018 compared to \$518.2 million at December 31, 2017 and \$492.6 million at March 31, 2017.

Capital Resources

The capital resources of Horizon and the Bank exceeded regulatory capital ratios for well capitalized banks at March 31, 2018. Stockholders' equity totaled \$460.4 million as of March 31, 2018, compared to \$457.1 million as of December 31, 2017. For the three months ended March 31, 2018, the ratio of average stockholders' equity to average assets was 11.67% compared to 11.15% for the twelve months ended December 31, 2017. The increase in stockholders' equity during the period was the result of the generation of net income, net of dividends declared, as well as the stock issued in the Lafayette and Wolverine acquisitions.

Horizon declared common stock dividends in the amount of \$0.15 per share during the first three months of 2018 and \$0.11 per share for the same period of 2017. The dividend payout ratio (dividends as a percent of basic earnings per share) was 29.9% and 29.7% for the first three months of 2018 and 2017, respectively. For additional information regarding dividends, see Horizon's Annual Report on Form 10-K for 2017.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of Financial Condition****And Results of Operations****For the Three Months ended March 31, 2018 and 2017***Use of Non-GAAP Financial Measures*

Certain information set forth in this quarterly report on Form 10-Q refers to financial measures determined by methods other than in accordance with GAAP. Specifically, we have included non-GAAP financial measures relating to net income, diluted earnings per share, net interest margin, the allowance for loan and lease losses, tangible stockholders' equity, tangible book value per share, the return on average assets and the return on average common equity. In each case, we have identified special circumstances that we consider to be non-recurring and have excluded them, to show the impact of such events as acquisition-related purchase accounting adjustments and the tax reform bill, among others we have identified in our reconciliations. Horizon believes that these non-GAAP financial measures are helpful to investors and provide a greater understanding of our business without giving effect to the purchase accounting impacts and one-time costs of acquisitions and non-core items. These measures are not necessarily comparable to similar measures that may be presented by other companies and should not be considered in isolation or as a substitute for the related GAAP measure. See the tables and other information below and contained elsewhere in this Report on Form 10-Q for reconciliations of the non-GAAP figures identified herein and their most comparable GAAP measures.

Non-GAAP Reconciliation of Net Interest Margin

(Dollars in Thousands, Unaudited)

	March 31 2018	Three Months Ended December 31 2017	March 31 2017
<u>Non-GAAP Reconciliation of Net Interest Margin</u>			
Net interest income as reported	\$ 33,411	\$ 31,455	\$ 25,568
Average interest-earning assets	3,580,143	3,471,169	2,797,429
Net interest income as a percentage of average interest-earning assets (Net Interest Margin)	3.81%	3.71%	3.80%
Acquisition-related purchase accounting adjustments (PAUs)	\$ (2,037)	\$ (868)	\$ (1,016)
Core net interest income	\$ 31,374	\$ 30,587	\$ 24,552
Core net interest margin	3.55%	3.61%	3.66%

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of Financial Condition****And Results of Operations****For the Three Months ended March 31, 2018 and 2017****Non-GAAP Reconciliation of Net Income and Diluted Earnings per Share**

(Dollars in Thousands, Except per Share Data, Unaudited)

	Three Months Ended		
	March 31	December 31	March 31
	2018	2017	2017
<u>Non-GAAP Reconciliation of Net Income</u>			
Net income as reported	\$ 12,804	\$ 7,650	\$ 8,224
Merger expenses		1,444	
Tax effect		(418)	
Net income excluding merger expenses	12,804	8,676	8,224
Gain on sale of investment securities	(11)		(35)
Tax effect	2		12
Net income excluding gain on sale of investment securities	12,795	8,676	8,201
Gain on remeasurement of equity interest in Lafayette		(530)	
Tax effect		78	
Net income excluding gain on remeasurement of equity interest in Lafayette	12,795	8,224	8,201
Tax reform bill impact		2,426	
Net income excluding tax reform bill impact	12,795	10,650	8,201
Acquisition-related purchase accounting adjustments (PAUs)	(2,037)	(868)	(1,016)
Tax effect	428	304	356
Core Net Income	\$ 11,186	\$ 10,086	\$ 7,541
<u>Non-GAAP Reconciliation of Diluted Earnings per Share</u>			

Edgar Filing: Titan Machinery Inc. - Form 10-K

Diluted earnings per share (EPS) as reported	\$ 0.50	\$ 0.30	\$ 0.37
Merger expenses		0.06	
Tax effect		(0.02)	
Diluted EPS excluding merger expenses	0.50	0.34	0.37
Gain on sale of investment securities			
Tax effect			
Diluted EPS excluding gain on sale of investment securities	0.50	0.34	0.37
Gain on remeasurement of equity interest in Lafayette		(0.02)	
Tax effect			
Diluted EPS excluding gain on remeasurement of equity interest in Lafayette	0.50	0.32	0.37
Tax reform bill impact		0.10	
Diluted EPS excluding tax reform bill impact	0.50	0.42	0.37
Acquisition-related PAUs	(0.08)	(0.03)	(0.05)
Tax effect	0.02	0.01	0.02
Core Diluted EPS	\$ 0.44	\$ 0.40	\$ 0.34

Non-GAAP Reconciliation of Tangible Stockholders Equity and Tangible Book Value per Share

(Dollars in Thousands Except per Share Data, Unaudited)

	March 31 2018	December 31 2017	September 30 2017	June 30 2017	March 31 2017
Total stockholders equity	\$ 460,416	\$ 457,078	\$ 392,055	\$ 357,259	\$ 348,575
Less: Intangible assets	131,724	132,282	103,244	86,726	87,094
Total tangible stockholders equity	\$ 328,692	\$ 324,796	\$ 288,811	\$ 270,533	\$ 261,481
Common shares outstanding	25,555,235	25,529,819	23,325,459	22,176,465	22,176,465
Tangible book value per common share	\$ 12.86	\$ 12.72	\$ 12.38	\$ 12.20	\$ 11.79

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of Financial Condition****And Results of Operations****For the Three Months ended March 31, 2018 and 2017****Non-GAAP Reconciliation of Return on Average Assets and Return on Average Common Equity**

(Dollars in Thousands, Unaudited)

	Three Months Ended		
	March 31 2018	December 31 2017	March 31 2017
<u>Non-GAAP Reconciliation of Return on Average Assets</u>			
Average assets	\$ 3,942,837	\$ 3,841,551	\$ 3,103,468
Return on average assets (ROAA) as reported	1.32%	0.79%	1.07%
Merger expenses	0.00%	0.15%	0.00%
Tax effect	0.00%	-0.04%	0.00%
ROAA excluding merger expenses	1.32%	0.90%	1.07%
Gain on sale of investment securities	0.00%	0.00%	0.00%
Tax effect	0.00%	0.00%	0.00%
ROAA excluding gain on sale of investment securities	1.32%	0.90%	1.07%
Gain on remeasurement of equity interest in Lafayette	0.00%	-0.05%	0.00%
Tax effect	0.00%	0.01%	0.00%
ROAA excluding gain on remeasurement of equity interest in Lafayette	1.32%	0.86%	1.07%
Tax reform bill impact	0.00%	0.25%	0.00%
ROAA excluding tax reform bill impact	1.32%	1.11%	1.07%
Acquisition-related purchase accounting adjustments (PAUs)	-0.21%	-0.09%	-0.13%
Tax effect	0.04%	0.03%	0.05%

Core ROAA	1.15%	1.05%	0.99%
-----------	-------	-------	-------

Non-GAAP Reconciliation of Return on Average**Common Equity**

Average Common Equity	\$ 460,076	\$ 449,318	\$ 345,092
Return on average common equity (ROACE) as reported	11.29%	6.75%	9.66%
Merger expenses	0.00%	1.28%	0.00%
Tax effect	0.00%	-0.37%	0.00%
ROACE excluding merger expenses	11.29%	7.66%	9.66%
Gain on sale of investment securities	-0.01%	0.00%	-0.04%
Tax effect	0.00%	0.00%	0.01%
ROACE excluding gain on sale of investment securities	11.28%	7.66%	9.63%
Gain on remeasurement of equity interest in Lafayette	0.00%	-0.47%	0.00%
Tax effect	0.00%	0.07%	0.00%
ROACE excluding gain on remeasurement of equity interest in Lafayette	11.28%	7.26%	9.63%
Tax reform bill impact	0.00%	2.14%	0.00%
ROACE excluding tax reform bill impact	11.28%	9.40%	9.63%
Acquisition-related purchase accounting adjustments (PAUs)	-1.80%	-0.77%	-1.19%
Tax effect	0.38%	0.27%	0.42%
Core ROACE	9.86%	8.90%	8.86%

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Quantitative and Qualitative Disclosures About Market Risk

For the Three Months ended March 31, 2018 and 2017

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We refer you to Horizon's 2017 Annual Report on Form 10-K for analysis of its interest rate sensitivity. Horizon believes there have been no significant changes in its interest rate sensitivity since it was reported in its 2017 Annual Report on Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Based on an evaluation of disclosure controls and procedures as of March 31, 2018, Horizon's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of Horizon's disclosure controls (as defined in Exchange Act Rule 13a-15(e) of the Securities Exchange Act of 1934 (the Exchange Act)). Based on such evaluation, such officers have concluded that, as of the evaluation date, Horizon's disclosure controls and procedures are effective to ensure that the information required to be disclosed by Horizon in the reports it files under the Exchange Act is recorded, processed, summarized and reported within the time specified in Securities and Exchange Commission rules and forms and are designed to ensure that information required to be disclosed in those reports is accumulated and communicated to management as appropriate to allow timely decisions regarding disclosure.

Changes in Internal Control Over Financial Reporting

Horizon's management, including its Chief Executive Officer and Chief Financial Officer, also have concluded that during the fiscal quarter ended March 31, 2018, there have been no changes in Horizon's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, Horizon's internal control over financial reporting.

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Part II Other Information

For the Three Months ended March 31, 2018 and 2017

ITEM 1. LEGAL PROCEEDINGS

Horizon and its subsidiaries are involved in various legal proceedings incidental to the conduct of their business. Management does not expect that the outcome of any such proceedings will have a material adverse effect on our consolidated financial position or results of operations.

ITEM 1A. RISK FACTORS

There have been no material changes from the factors previously disclosed under Item 1A of Horizon's Annual Report on Form 10-K for 2017.

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

Not Applicable

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

Not Applicable

Table of Contents

HORIZON BANCORP AND SUBSIDIARIES

Part II Other Information

For the Three Months ended March 31, 2018 and 2017

ITEM 6. EXHIBITS

(a) Exhibits

Exhibit Index

Exhibit

No.	Description	Location
10.1	<u>Employment Agreement among Horizon Bancorp, Horizon Bank and James D. Neff, dated January 1, 2018</u>	Incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K filed January 3, 2018
31.1	<u>Certification of Craig M. Dwight</u>	Attached
31.2	<u>Certification of Mark E. Secor</u>	Attached
32	<u>Certification of Chief Executive and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>	Attached
101	Interactive Data Files	Attached

Table of Contents

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.

HORIZON BANCORP

Dated: May 7, 2018

/s/ Craig M. Dwight
Craig M. Dwight
Chief Executive Officer

Dated: May 7, 2018

/s/ Mark E. Secor
Mark E. Secor
Chief Financial Officer