CUBIC CORP /DE/
Form 10-K
November 20, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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 September 30, 2017

Commission File Number 001-08931

CUBIC CORPORATION

Exact Name of Registrant as Specified in its Charter

| | |
|---|---|
| Delaware | 95-1678055 |
| State of Incorporation | IRS Employer Identification No. |

9333 Balboa Avenue

San Diego, California 92123

Telephone (858) 277-6780

Securities registered pursuant to Section 12(b) of the Act:

| | |
|---|---|
| Common Stock | New York Stock Exchange, Inc. |
| Title of each class | Name of exchange on which registered |

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 No

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 No

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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, 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 No

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.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

| | |
|---|---|
| Large accelerated filer | Accelerated filer |
| Non-accelerated filer | Smaller reporting company |

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

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

The aggregate market value of 24,974,586 shares of common stock held by non-affiliates of the registrant was: $1,318,658,141 as of March 31, 2017, based on the closing stock price on that date. Shares of common stock held by each officer and director and by each person or group who owns 10% or more of the outstanding common stock have been excluded in that such persons or groups may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Number of shares of common stock outstanding as of November 2, 2017 including shares held by affiliates is: 27,207,615 (after deducting 8,945,300 shares held as treasury stock).

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Registrant's definitive Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A in connection with its 2018 Annual Meeting of Shareholders are incorporated by reference into Part III of this Annual Report on Form 10-K. Such Proxy Statement will be filed with the Securities and Exchange Commission subsequent to the date hereof but not later than 120 days after registrant's fiscal year ended September 30, 2017.

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CUBIC CORPORATION

ANNUAL REPORT ON FORM 10-K

For the Year Ended September 30, 2017

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PART I

Item 1. BUSINESS.

GENERAL

CUBIC CORPORATION (Cubic) is a market-leading, technology provider of integrated solutions that increase situational understanding for transportation, defense C4ISR and training customers worldwide to decrease urban congestion and improve the militaries' effectiveness and operational readiness. Cubic Corporation designs, integrates and operates systems, products and services focused in the transportation, defense C4ISR and training markets. We believe that we have significant transportation and defense industry expertise which, combined with our innovative technology capabilities, contributes to our leading customer positions and allows us to deepen and further expand each of our business segments in key markets. We operate in three reportable business segments across the global transportation and defense markets.

Our Cubic Transportation Systems (CTS) business accounted for approximately 40% of our sales in fiscal year 2017. CTS specializes in the design, development, production, installation, maintenance and operation of automated fare payment, traffic management and enforcement solutions, real-time information systems, and revenue management infrastructure and technologies for transportation agencies. As part of our turnkey solutions, CTS also provides these customers with a comprehensive suite of business process outsourcing (BPO) services and expertise, such as card and payment media management, central systems and application support, retail network management, customer call centers and financial clearing and settlement support. As transportation authorities seek to optimize their operations by outsourcing bundled systems and services, CTS has transformed itself from a provider of automated fare collection (AFC) systems into a systems integrator and services company focused on the intelligent transportation market.

In February 2015, we implemented a plan to restructure our defense services and defense systems businesses into a single business called Cubic Global Defense (CGD) to better align our defense business organizational structure with customer requirements, increase operational efficiencies and improve collaboration and innovation across the company. After this restructuring combined management, there is now a single structure for our legacy Cubic Defense Systems (CDS) and legacy Mission Support Services (MSS) segments. However, for segment financial reporting purposes, we continue to report the financial results of our defense systems and defense services segments separately. These two reporting segments have been renamed Cubic Global Defense Systems (CGD Systems) and Cubic Global Defense Services (CGD Services), respectively. To date, there have been no significant changes in the operations that are included in each of these reporting segments as a result of the restructuring.

CGD Systems provided 35% of our sales in fiscal year 2017. CGD Systems is a leading provider of realistic, high-fidelity air, ground and surface combat training systems for the U.S. and allied nations. These training solutions offer the latest live, virtual, constructive, and game-based technology, integrated to optimize training effectiveness. CGD Systems is also a key supplier of secure communications solutions, including Intelligence, Surveillance and Reconnaissance (ISR) data links, personnel locator systems for search and rescue missions, high power amplifiers for HF communications and cross domain products. From fiscal 2015 through 2017, we acquired DTECH LABs, Inc. (DTECH), GATR Technologies Inc. (GATR), TeraLogics, LLC (TeraLogics), and Vocality International (Vocality) in connection with our strategic efforts to build and expand our command, control, communication, computers, intelligence, surveillance and reconnaissance (C4ISR) business. In fiscal 2016 we formalized the structure of Cubic Mission Solutions (CMS), our business unit which combines and integrates our C4ISR and secure communications operations within the CGD Systems segment.

Approximately 25% of our sales were from our CGD Services business in fiscal year 2017. CGD Services provides comprehensive training and exercise, operations analysis, and modeling and simulation support, as well as training analysis, curriculum design, and operations and maintenance services to all four branches of the U.S. military, including the special operations forces, as well as to allied nations. In addition, CGD Services offers a broad range of highly specialized national security solutions to the intelligence community.

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We have a broad customer base across our businesses, with approximately 61% of our fiscal year 2017 sales generated from U.S. federal, state and local governments. Approximately 3% of these sales were attributable to Foreign Military Sales, which are sales to allied foreign governments facilitated by the U.S. government. The remainder of our fiscal year 2017 sales were attributable to sales to foreign government and foreign municipal agencies. In fiscal year 2017, 54% of our total sales were derived from services, with product sales accounting for the remaining 46%. Headquartered in San Diego, California, we had approximately 8,700 employees working on 5 continents and in 24 countries as of September 30, 2017.

We were incorporated in the State of California in 1949 and began operations in 1951. In 1984, we moved our corporate domicile to the State of Delaware. Our internet address is www.Cubic.com. The content on our website is available for information purposes only. It should not be relied upon for investment purposes, nor is it incorporated by reference into this Form 10-K. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports can be found on our internet website under the heading “Investor Relations”. We make these reports readily available free of charge in a reasonably practicable time after we electronically file these materials with the Securities and Exchange Commission (the SEC).

## BUSINESS SEGMENTS

Information regarding the amounts of revenue, operating profit and loss and identifiable assets attributable to each of our business segments, is set forth in Note 16 to the Consolidated Financial Statements for the year ended September 30, 2017. Additional information regarding the amounts of revenue and operating profit and loss attributable to major classes of products and services is set forth in “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” which follows in Item 7 of this Form 10-K.

## TRANSPORTATION SYSTEMS SEGMENT

CTS is a systems integrator of payment and information technology and services for intelligent travel solutions. We deliver integrated systems for transportation and traffic management, delivering tools for travelers to choose the smartest and easiest way to travel and pay for their journeys, and enabling transportation authorities and agencies to manage demand across the entire transportation network — all in real time. We offer fare collection and revenue management devices, software, systems and multiagency, multimodal integration technologies, as well as a full suite of operational services that help agencies and operators efficiently collect fares and revenue, manage operations, reduce revenue leakage and make transportation more convenient. Through our NextBus and Intelligent Transport Management Solutions (ITMS) businesses, respectively, we also deliver real-time passenger information systems for tracking and predicting vehicle bus arrival times and we are a leading provider of urban and inter-urban intelligent transportation and enforcement solutions and technology and infrastructure maintenance services to U.K. and other international city, regional and national road and transportation agencies. Through our Urban Insights business we use big data and predictive analytics technology and a consulting model to help the transportation industry improve operations, reduce costs and better serve travelers.

CTS is comprised of approximately 2,500 employees working in major transportation markets worldwide. As an established partner with transportation authorities and operators, we have installed over 130,000 devices and deployed over 20 regional central systems which in total process approximately 24 billion revenue-related transactions per year, generating more than $18 billion of revenue per year for such transportation authorities and operators. Products accounted for 43% of the segment's fiscal year 2017 sales, with services accounting for 57%.

We believe that we hold the leading market position in large-scale automated fare payment and revenue management systems and services for major metropolitan areas. CTS has delivered over 20 regional back office operations which together serve over 38 million people every day in major markets around the world. We have implemented and, in many cases, operate, automated fare payment and revenue management systems for some of the world's largest transportation systems, examples include London (Oyster/Contactless Payment), the Chicago region (Ventra), the San Francisco Bay Area (Clipper), the Los Angeles region (TAP), the New York region (Metrocard), the Washington D.C. region (Smartrip), the Vancouver region (Compass), the Sydney region (Opal Card) and the Brisbane region (Go Card). In fiscal 2016 we were awarded a contract by the New Hampshire State Department of Transportation to deploy our back-office

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system for the purposes of toll revenue collection and in early fiscal 2018, we were awarded a contract by the New York Metropolitan Transportation Authority (MTA) to replace the MetroCard system with a New Fare Payment System (NFPS).

Through our NextBus, ITMS and Urban Insights businesses we provide advanced transportation operational management and analytics capabilities and related services to over 110 customers including organizations such as Transport for London, Transport Scotland, Highways England, Transport for Greater Manchester, Transport for New South Wales, Los Angeles Metro, San Francisco Muni and the Toronto Transit Commission.

In addition to helping us secure similar projects in new markets, our comprehensive suite of new technologies and capabilities enables us to benefit from a recurring stream of revenues in established markets resulting from operations, innovative new services, technology obsolescence, equipment refurbishment and the introduction of new or adjacent applications.

Consistent with our history of creating next-generation, state-of-the-art technologies and systems, we are in the process of developing and implementing our NextCity initiative, which envisions integrated payment and information technology and services across all modes of transportation. NextCity comprises a modular solution offering innovative payment and revenue management technologies, the creation and distribution of real-time and predictive information through the integration of payment and information systems, applications that enable agencies and operators to plan for and manage demand and applications that allow customers to manage their travel through seamless access to predictive and relevant information and convenient payment methods.

Industry Overview

We define our addressable transportation market as large-scale, multi-modal transportation revenue management systems (e.g. public transit fare collection, toll collection), Real-Time Passenger Information and Intelligent Transportation Systems and services. We project the long-term growth for this market to be driven primarily by customer infrastructure expansion as well as technological obsolescence and advancement which will lead to replacements and upgrades. The average lifecycle of our revenue management systems is approximately 10 years, providing long-term recurring sales visibility and opportunities for future replacements and upgrades. Together with additional opportunities that stem from our other businesses as well as entry into new geographies, we believe our overall addressable market to be approximately $12 billion. We believe industry experience, past performance, technological innovation and price are the key factors customers consider in awarding programs and such factors can serve as barriers to entry to potential competitors when coupled with scale and the upfront investments required for these programs.

The transportation systems and services business breaks into niche market segments, each of which is only capable of sustaining a relatively few number of suppliers. Due to the long life expectancy of these systems and the few companies with the capabilities to supply them, there is fierce competition to win new contracts, often resulting in low initial contract profitability.

Advances in communications, networking and security technologies are enabling interoperability of multiple modes of transportation within a single networked system, as well as interoperability of multiple transportation operators within a single networked system. As such, there is a growing trend for regional payment systems, usually built around a large agency and including neighboring operators, all sharing a common regional payment media. Recent procurements for open payment systems will extend the acceptance of payment media from smart cards, to contactless bank cards and Near Field Communication (NFC) enabled smart phones.

There is also an emerging trend for other applications to be added to these regional systems to expand the utility of the payment media and back-office system, offering higher value and incentives to the end users, and lowering costs and creating new revenue streams through the integration of multi-modal and multi-operator systems for the regional system operators. As a result, these regional systems have created opportunities for new levels of systems support and services including customer support call centers and web support services, smart card production and distribution, financial clearing and settlement, retail merchant network management, transit benefit support, and software application support. In some cases, operators are choosing to outsource the ongoing operations and commercialization of these regional

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payment systems. This growing new market provides the opportunity to establish lasting relationships and grow revenues and profits over the long term.

Our NextBus business uses a software-as-a-service solution. NextBus' technologies provide transit passengers with accurate, real-time predicted arrival information about buses, subways and trains, and include real-time management and dispatch tools that enable transit operators to effectively manage their systems.

ITMS has a portfolio of information based solutions for transportation agency customers. ITMS is a provider of traffic management systems technology, traffic and road enforcement and the maintenance of traffic signals, emergency equipment and other critical road and tunnel infrastructure.

Urban Insights combines a consulting and services team with specific data science methods and a cloud-based big data and predictive analytics platform to generate business insight discovery that helps transportation planners and administrators quickly comprehend what needs to be done to advance service quality for their customers and optimize urban transportation networks. Urban Insights harnesses the power of big data and predictive analytics to help the transportation industry improve operations, reduce costs and better serve travelers.

Raw Materials — CTS

Raw materials used by CTS include sheet steel, composite products, copper electrical wire and castings. A significant portion of our end product is composed of purchased electronic components and subcontracted parts and supplies. We procure all of these items from third-party suppliers. In general, supplies of raw materials and purchased parts are adequate to meet our requirements.

Backlog — CTS

Funded sales backlog of CTS at September 30, 2017 and 2016 amounted to $2.044 billion and $1.793 billion, respectively. We expect that approximately $464 million of the September 30, 2017 backlog will be converted into sales by September 30, 2018.

CTS Competitive Environment:

We are one of several companies specializing in the transportation systems and services market. Our competitors in various market segments include Thales, Conduent, Kapsch, Accenture, IBM, Indra, Init, Siemens, Transcore, Trapeze, Parkeon and Scheidt & Bachmann.

For large tenders, our competitors may form consortiums that could include telecommunications companies, financial institutions and consulting companies in addition to the companies noted above. These procurement activities are very competitive and require that we have highly skilled and experienced technical personnel to compete.

We believe that our competitive advantages include intermodal and interagency regional integration expertise, technical skills, past contract performance, systems quality and reliability, experience in the industry and long-term customer relationships.

CUBIC GLOBAL DEFENSE SYSTEMS SEGMENT

CGD Systems is focused on two primary lines of business: training systems and mission solutions. The first line of business, training systems, is well diversified and supplies to the Department of Defense (DoD) and 35 allied nations. It is a market leader in live and virtual military training systems and has launched an emerging and fast growing presence in game-based training systems. Training systems provided by CGD Systems include customized military range instrumentation systems, live-fire range design and maintenance, laser-based training systems, virtual simulation systems, and game-based synthetic training environments. The second line of business, mission solutions, includes C2/ISR data links, satellite ground terminals secure computing, deployable tactical cloud and networking solutions, power amplifiers, avionics systems, ISR processing, exploitation and dissemination (PED) of full motion video,

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communication gateways, and cross domain products to solve data access challenges across multi-level security designations. CGD Systems is comprised of approximately 2,100 employees working in 13 nations on 4 continents.

## Training Systems

Our training systems business is a pioneer and market leader in the design, innovation, and manufacture of instrumented training systems and products for the U.S. military and the militaries of allied nations. We design and manufacture realistic, high-fidelity air, ground, and surface systems. They are implemented in both live and synthetic training environments, and are used to effectively deliver a range of training objectives, such as training for fighter pilots, ground troops, infantry, armored vehicles, ship operation and maintenance personnel, cyber warriors, and special operations forces. These systems deliver stressful scenarios and weapons' effects, collect event and tactical performance data, record simulated engagements and tactical actions, and deliver after actions reviews to evaluate individual and collective training effectiveness.

Strategically CGD Systems is very well positioned to lead the increasing trend to fully integrated solutions that connect live, virtual, constructive, and game-based training environments into a seamless training event. Our training business portfolio is currently organized into air combat, ground combat, virtual training, and game-based advanced learning systems.

### Air Combat Training Systems

In air combat, Cubic was the initial developer and supplier of Air Combat Maneuvering Instrumentation (ACMI) capability during the Vietnam War, which provides advanced live training to fighter pilots of the U.S. military and allies around the world. The ACMI product line has progressed through five generations of technologies and capabilities. The latest generation, the P5 ACMI, provides advanced air combat training capability to the U.S. Air Force, Navy and Marine Corps, and has solidified Cubic's market leading position. We have been awarded a series of contracts to produce and enhance ACMI for the F-35 Joint Strike Fighter. In May 2016, Cubic and its industry partners were selected by the U.S. Air Force Research Laboratory for Warfighter Readiness and Training Research to develop technologies for next-generation readiness capabilities. We have also developed a broad international base for our ACMI product, particularly in Asia Pacific and the Middle East. In addition to procuring the ACMI training system, many nations also rely on Cubic for on-site operations and maintenance support.

### Ground Combat Training Systems

CGD Systems is a leading provider of realistic, easy-to-use, high-fidelity, reliable, and cost effective tactical engagement simulation systems that minimize user set-up time and increase training effectiveness. Our leadership role in instrumented training was established during the 1990s when Cubic provided turnkey systems for U.S. Army training centers including the Joint Readiness Training Center (JRTC) at Fort Polk, Louisiana, and the Combat Maneuver Training Center (CMTC) at Hohenfels, Germany, now known as the Joint Multinational Readiness Center. Since the completion of these original contracts, we have significantly expanded our market footprint with the sale of fixed, mobile and urban operation training centers to uniformed military and security forces in the U.S. and allied nations around the world. Our ground combat training systems operate at over 25 combat training centers (CTCs) worldwide. Our laser-based tactical engagement simulation systems, widely known as Multiple Integrated Laser Engagement Systems (MILES), are used at CTCs to enable realistic training without live ammunition. Cubic MILES are being utilized by all branches of the U.S. Armed Services, as well as the Department of Energy, and numerous international government customers. We have increased our focus on joint training solutions and those that can operate simultaneously in multiple simulation environments including live, virtual, constructive and gaming domains. In fiscal year 2013 we acquired the assets of Advanced Interactive Systems (AIS), which provides live fire training solutions to U.S. and international forces, further deepening our training capabilities and expanding our customer base. In July 2017, we acquired Deltenna, a wireless infrastructure company specializing in the design and delivery of radio and antenna communication solutions. Deltenna designs and manufactures cutting-edge integrated wireless products including compact LTE base stations, broadband range extenders for areas of poor coverage and rugged antennas. Deltenna enhances our tactical

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communication and training capabilities by effectively delivering high-capacity data networks within challenging and rigorous environments.

Game-Based Learning Systems

The Littoral Combat Ship (LCS) courseware contract win by the Simulation Systems Division during 2013 has opened a large new market for CGD Systems. A key discriminator in the LCS proposal was the use of a high-fidelity gaming engine that allows avatars to instruct students at their own pace in an immersive environment based on realistic graphics. By integrating instructional material into a gaming environment, we have dramatically reduced instructor costs and provided a platform that is ideal for embedded training. These technologies are easily transferrable to different training domains and subject matter. The experiential learning environment can be augmented with intelligent tutoring and assessment tools increasing the value of this approach. We continue to invest in the appropriate tool sets and staffing resources to meet the Navy requirements. Near-term opportunities include other Navy and DoD customers, while longer-term applications under consideration exist in commercial markets such as education, health care, and retail.

Mission Solutions

Our Cubic Mission Solutions (CMS) business supplies secure data links, networking and baseband communications equipment, search and rescue avionics, high power RF amplifiers and cyber security appliances for the U.S. military, government agencies, and allied nations. From 2015 through 2017 we acquired Vocality, GATR, TeraLogics and DTECH in connection with our strategic efforts to build and expand our C4ISR business. These new businesses provide wideband ultra-portable expeditionary satellite communication terminal solutions, secure video delivery, real time processing, exploitation and dissemination of full motion video in the cloud, deployable secure computing tactical cloud and networking solutions equipment, and communication gateways. In the third quarter of fiscal 2016 we combined and integrated our C4ISR and other secure communications operations into a new business unit, CMS, which is part of our Cubic Global Defense Systems segment.

Vocality

On November 30, 2016, we acquired Vocality, a provider of embedded technology which unifies communications platforms, enhances voice quality, increases video performance and optimizes data throughput for C4ISR solutions. Vocality also sells its technology in the broadcast, oil and gas, mining, and maritime markets.

GATR

On February 3, 2016, we acquired GATR, a developer and manufacturer of next-generation expeditionary satellite communication terminal solutions, based in Huntsville, Alabama. GATR expands our satellite communications and networking applications technologies and expands our customer base.

TeraLogics

On December 21, 2015 we acquired TeraLogics, a business based in Ashburn, Virginia, which is a leading provider of real-time full motion video processing, exploitation and dissemination for the DoD, the intelligence community and commercial customers. TeraLogics' ability to develop real-time video analysis and delivery software for full motion video is complementary to Cubic's existing tactical communications portfolio.

DTECH

On December 16, 2014 we acquired DTECH, which is also based in Ashburn, Virginia, and is a provider of modular networking and baseband communications equipment that adds networking capability to our secure communications business. This acquisition expands the portfolio of product offerings and the customer base of our CGD Systems segment.

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Data Links

Our data links portfolio originated with the U.S. Army/Air Force Joint STARS system during the 1980s, and we continue to supply ISR data links to U.S. and international forces today. More recently we have focused on the supply of Common Data Link (CDL) products for ship borne applications, unmanned aerial vehicles (UAV), remote video terminals and hand-held products. Smaller, tactical versions of our Common Data Link have been selected for both UAV and remote video terminal applications such as the U.K.'s Watchkeeper, the U.S. Navy's Fire Scout MQ-8 UAV and common data link programs and the U.S. Marine Corp's (USMC) Small Unmanned Aerial System and Networking-on-the-move system programs.

Personnel Locator System and Power Amplifiers

Our Personnel Locator System (PLS) is standard equipment on U.S. aircraft with a search and rescue mission. PLS is designed to interface with all modern search and rescue system standards. These include systems used by the Canadian Coast Guard, the U.S. Navy, the U.S. Air Force and the French Army. We also supply high power amplifiers and direction finding systems to major prime contractors and end users for both domestic and international applications.

Cyber Cross-Domain

In June 2010, Cubic acquired Safe Harbor Holdings, a cyber security and information assurance company. This acquisition expanded our service offerings into areas including specialized security and networking infrastructure, system certification and accreditation, and enterprise-level network architecture and engineering services. We also provide cross-domain hardware solutions to address multi-level security challenges across common networks.

Raw Materials — CGD Systems

The principal raw materials used by CGD Systems are sheet aluminum and steel, copper electrical wire and composite products. A significant portion of our end products are composed of purchased electronic components and subcontracted parts and supplies. We procure these items primarily from third-party suppliers. In general, supplies of raw materials and purchased parts are adequate to meet our requirements.

Backlog — CGD Systems

Funded and total backlog of CGD Systems at September 30, 2017 was $493 million compared to $577 million at September 30, 2016. We expect that approximately $328 million of the September 30, 2017 backlog will be converted into sales by September 30, 2018.

CUBIC GLOBAL DEFENSE SERVICES SEGMENT

CGD Services is a leading provider of training, operations, intelligence, maintenance, technical, and other support services to the U.S. government and its agencies and allied nations. CGD Services is comprised of approximately 3,500 employees working in 10 nations throughout the world. Our employees serve with clients in actual training and operational environments to help prepare and support forces through the provision of comprehensive training, exercises, staff augmentation, education, operational, intelligence, technical, and logistical assistance to meet the full scope of their assigned missions. The scope of mission support that we provide includes: training and rehearsals for both small and large scale combat operations; training and preparation of military advisor and training teams; combat and material development; military staff augmentation; information technology and information assurance; logistics and maintenance support for fielded and deployed systems; support to national intelligence and special operations activities; peacekeeping; consequence management; and humanitarian assistance operations worldwide. We also plan, prepare, execute and document realistic and focused mission rehearsal exercises (using both live and computer-based exercises) as final preparation of forces prior to deployment. In addition, we provide high level consultation and advisory services to the governments and militaries of allied nations.

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U.S. government service contracts are typically awarded on a competitive basis with options for multiple years. We typically compete as a prime contractor to the government, but also team with other companies on select opportunities. Over the last several years we have experienced a number of challenges in the defense services market, including sequestration, reductions in the U.S. government's budgets, increased price competition, contract awards for shorter performance periods, and we have seen an increased amount of required subcontracting to small businesses as a result of the U.S. government's increased emphasis on meeting small business contracting mandates. In addition, some of the contracts where we were the prime contractor in the past have been set aside at re-compete for participation by small businesses only. Lastly, the government continues to use lowest price, technically acceptable evaluation methods to drive down price in competitions. This has put significant pressure on profit expectations, has diluted our overall services margin, and has caused us to reevaluate whether we will continue to bid some programs that fall within our core competencies.

Our comprehensive business base includes integrated live, virtual and constructive training support; advanced distance learning and other professional military education; comprehensive logistics and maintenance support; weapons effects and analytical modeling; analysis, training, and other support to the national security community, including intelligence and special operations forces; homeland security training and exercises; training and preparation of U.S. Army and Marine Corps foreign service advisor teams; and military force modernization. We provide in-country logistics, maintenance, operational and training support to U.S. Forces deployed in overseas locations.

Our contracts include providing mission support services to all four of the U.S. Army's major combat training centers (CTCs): Joint Readiness Training Center (JRTC) as prime contractor, the National Training Center (NTC) and Mission Command Training Program (MCTP) as a principal subcontractor and the Joint Multinational Readiness Center (JMRC) as prime contractor supporting constructive simulations. These services include planning, executing and documenting realistic and stressful large scale exercises and mission rehearsals that increase the readiness of both active and reserve U.S. conventional and special operations forces by placing them in situations as close to actual combat as possible.

For the U.S. Armed Services, CGD Services is a principal member of the contractor team that supports and helps manage and execute all aspects of the operations of the Joint Force Development (JFD), including support to worldwide joint exercises and the development and fielding of the Joint National Training Capability (JNTC). We also provide contractor maintenance and instructional support necessary to operate and maintain a wide variety of flight simulation and training systems and other facilities worldwide, for U.S. and allied forces under multiple long-term contracts, including direct support to USMC aircrew training systems worldwide instructional support services for the Chief of Naval Aviation Training (CNATRA) program and support to the Navy helicopter simulator maintenance program. In addition, we provide a broad range of operational support to the U.S. Navy for Anti-Submarine Warfare (ASW) and counter-mine operations and training.

We provide comprehensive support to help plan, manage and execute Defense Threat Reduction Agency's (DTRA) worldwide consequence management exercise program, which trains senior U.S. and allied civilian and military personnel, first responders and other users of DTRA products. Additionally we support DTRA with technology-based engineering and other services necessary to accomplish DTRA's mission of predicting and defeating the effects of chemical, biological, radiological and nuclear defense (CBRN) weapons. We also support DTRA with modeling and simulations to analyze, assess and predict the effects of such weapons in combat and other environments.

We provide Research, Development and Technical Engineering (RDTE) support to the U.S. Air Force Research Laboratories (AFRL) for assistance in the identification and application of current, new and emerging technologies leading to proof-of-principle evaluations of advanced operational concepts.

We have multiple contracts with all U.S. Armed Services and other government agencies to improve the quality and reach of training and education of individuals and small teams up through collective training of large organizations. Our services, products and capabilities include development and deployment of curriculum and related courseware, computer-based training, knowledge management and distribution, advanced distance learning (e-learning), serious military games for training and other advanced education programs for U.S. and allied forces.

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A part of our services business is to provide specialized teams of military experts to advise the governments and militaries of the nations of the former Warsaw Pact and Soviet Union, and other former communist countries in the transformation of their militaries to a NATO environment. These very broad defense modernization contracts involve both the nations' strategic foundation and the detailed planning of all aspects of reform. We also operate battle simulation centers for U.S. forces in Europe, as well as for select countries in Central and Eastern Europe.

In recent years we have expanded our support services to the military and national intelligence communities, as well as for special operations, law enforcement and homeland security clients to broaden our service offerings across the U.S. DoD and national security markets to pursue prime contract opportunities.

Backlog — CGD Services

Funded sales backlog of our CGD Services segment at September 30, 2017 was $120 million compared to $139 million at September 30, 2016. Total backlog, including unfunded options under multiyear service contracts, was $567 million at September 30, 2017 compared to $570 million at September 30, 2016. We expect that approximately $198 million of the September 30, 2017 total backlog will be converted into sales by September 30, 2018.

CGD Competitive Environment

Cubic's broad defense business portfolio means we compete with numerous companies, large and small, across the globe. Well known competitors include Lockheed Martin, Northrop Grumman, General Dynamics, Boeing, L3 Communications, Saab Training Systems, SAIC, Leidos, Booz Allen Hamilton, and Engility as well as other smaller companies. In many cases, we have also teamed with several of these companies, in both prime and subcontractor roles, on specific bid opportunities. While we are generally smaller than our principal competitors, we believe our competitive advantages include an outstanding record of past performance, strong incumbent relationships, the ability to control operating costs and rapidly focus technology and innovation to solve customer problems.

In the defense training system market, we continue to focus on expanding our domestic and international footprint in the global military simulation and training market as well as enabling the convergence and integration of live, virtual and constructive training technologies. U.S. federal budgetary decisions and constraints have put downward pressure on growth in the defense industry and has affected our business. However, we believe that much of our business is well positioned in areas that the DoD has indicated are areas of focus for future defense spending to help the DoD meet its critical future capability requirements for protecting U.S. security and the security of our allies in the years to come.

We are also well positioned in large, relatively stable markets. According to the 2017 Global Military Simulation and Virtual Training Market report, the value of the global military simulation and virtual training programs market is $16.3 billion in 2017. The value of the market is expected to increase at a compound annual growth rate of 2.6% over the forecast period, to reach a value of $20.0 billion by 2026.

In the U.S., unless resolved by another Bipartisan Budget Agreement, we believe that there are near term pressures on defense budgets for systems and services due to caps on discretionary appropriations under the Budget Control Act.

Regardless, we believe that changes in training doctrine and the use of new types of live, virtual and constructive training that are cost effective will be essential for the military to fulfill its mission. Globally, we are focused on the emerging economies within the Asia Pacific region and the Middle East, which are expected to be strong markets for simulation and training products and services with projected growth rates in excess of the overall market. In addition, new platforms and the significant increase in unmanned vehicles and other advanced weapon systems could generate significant demand for operator training on these new platforms.

Our secure communications products address the large and broadly defined C4ISR market, with an estimated addressable market of approximately $2 billion annually. We believe that our products and technologies address mission critical requirements such as: integrated communications suites for unmanned aerial vehicles (UAV), ships and the dismounted soldier, battlefield awareness, and secure and encrypted communications. We believe that these technologies will continue to experience strong demand as the U.S. military maintains a smaller, more agile force structure.

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BUSINESS STRATEGY

Goal 2020 reflects our view of Cubic's continued growth path. By 2020, Cubic will further enhance our global market leadership in all of our markets. By providing greater customer value, we will generate superior returns for our shareholders. Our goal is to reach $2.0B+ in revenue with 10%+ operating margins focused in the transportation and defense C4ISR and training markets. Our growth will be fueled by continually innovating in our markets to maintain our leadership position, accelerated with strategic acquisitions, led by our talented and dedicated employees.

To achieve Goal 2020 we are focused on our winning proposition and five key priorities. We will enhance value creation by providing our global customers with market-leading, innovative, mission-critical solutions that reduce transportation congestion and increase military readiness and effectiveness. To accomplish Goal 2020 and meet our winning proposition, we are focused on the following five key priorities of Winning the Customer, Building NextCity Globally, Building C4ISR Globally, Building NextTraining Globally and Living One Cubic.

Cubic's strategy remains guided by our objective of Winning the Customer to create market-leading positions, deliver superior operational performance, developing customer-centric innovations and invest our capital and talent to enhance our market-leading businesses. We will accelerate our growth by being innovative, responsive, connected and, ultimately, indispensable to our customers. We will be good listeners, understand our customers' perspective and find solutions together.

In transportation, we have developed our NextCity vision for the future of transportation. We are repositioning ourselves from being a leading provider of mass transit fare collection systems to be a leading provider of integrated payment and information systems across all modes of transportation. In Building NextCity Globally, we will lead transportation payment and information solutions in major cities globally to help our customers increase efficiency and reduce congestion. We will integrate transportation payments more efficiently and leverage transportation data more effectively than anyone else. We will put distance between us and the competition by: increasing our product reusability, innovating faster, using our superior global footprint to our advantage, and having a competitive cost structure. We will continue to grow our portfolio beyond fare collection to include industries such as tolling, analytics, parking and traffic management.

In defense C4ISR, over the past three years we acquired DTECH, GATR, TeraLogics, and Deltenna in connection with our strategic efforts to build and expand our C4ISR business. We formalized the structure of our Cubic Mission Solutions business unit which combines and integrates our C4ISR and secure communications operations. In Building C4ISR Globally, we will lead Communications-on-the-Move, Joint Aerial Layer Network and Command & Control/Intelligence, Surveillance and Reconnaissance (C2/ISR) cloud transformation markets. We will provide superb technology-leading mission solutions at optimal SWaP (size, weight, and power) for our global customers' most challenging problems at market-based prices.

In defense training, we have developed our vision for NextTraining. At its core, NextTraining will identify and quickly integrate highly valued, cutting-edge technical solutions in products and services to accelerate training proficiency for our customers. We will assist our customers in defining future training requirements while leveraging market conditions to generate competitive differentiation and cost synergies. In Building NextTraining Globally, we will provide superior value, cost effective all-domain readiness solutions built on an integrated, adaptable architecture to enable performance-based customer training solutios designed to exacting operational readiness standards.

Lastly, Goal 2020 is supported by our Living One Cubic key priority of sharing resources across the company to achieve superior talent management, absolute customer focus, innovation, collaboration, cost-effective enterprise systems and impeccable ethics.

As part of our strategic planning process, we routinely conduct portfolio reviews and are reshaping our portfolio to allow us to consistently grow sales, improve profitability and deliver attractive returns on capital. Our acquisition strategy remains focused on opportunities that align with our NextCity strategy and building our C4ISR business both in the U.S. and internationally. We are reviewing larger transformational opportunities that would leverage our strategy to invest in higher margin niche markets and utilize our strong capital position.

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We believe implementing our strategy will improve Cubic's competitive advantage and deliver superior value to our customers as well as superior returns to our shareholders.

Maintain Niche Market Leadership

We seek to defend our leadership positions in core markets by ensuring all our businesses are customer facing, thereby maintaining our long-term relationships with our customers. By achieving this goal, we can leverage our returns through follow-on business with existing customers and expand our presence in the market through sales of similar systems at competitive prices to new customers. The length of relationship with many of our customers exceeds 30 years and further supports our industry-wide leadership and technological capabilities. In addition, as a result of maintaining a high level of performance, we continue to provide a combination of support services for our long-term customers. Such long-term relationships include the following:

| Business Area | Year |
|---|---|
| Automated Fare Collection | 1972, provided the San Francisco Bay Area Rapid Transit (BART) ticket encoding and vending technology. |
| Air Combat Training | 1973, supplied first "Top Gun" Air Combat Maneuvering Instrumentation system for the Marine Corps Air Station at Yuma, AZ. |
| Ground Combat Training | 1990, pioneered the world's first turnkey ground combat-instrumentation system at Hohenfels, Germany for the U.S. Army. |
| MILES | 1995, won a contract for our first laser engagement simulation system for the U.S. Army. |
| Korea Battle Simulation Center (KBSC) | 1991, won a contract to design, stand up and operate this large and complex training center to support all U.S. Forces in Korea. Have provided continuous support since 1991. |
| Joint Coalition Warfare Center (JCWC), now Joint Force Development (JFD) | 1994, won a contract to design, stand up and operate this large and complex training center to support U.S. joint forces worldwide. Have provided continuous support since 1994. |

Superior Operational Performance

Our businesses will continue to focus on achieving high levels of performance on current contracts, delivering world-class solutions on schedule and on budget. Achieving this level of performance will deliver high value to our customers, employees, and shareholders. Superior program execution will help us defend our positions in core markets and expand to new customers by leveraging solid past performance.

Strategic Reinvestment of Capital

We target markets that have the potential for above-average growth where domain expertise, innovation, technical competency and contracting dynamics can help to create meaningful barriers to entry. We will strategically reinvest our cash in key program captures, internal research and development (R&D), and acquisitions to target priority markets, ensure market leader positions and improve shareholder return.

Innovation

We continue to invest in R&D to maintain a leadership role in the technological evolution within our core focus areas of the global transportation and defense markets. We are committed to using innovation and technology to address our customers' most pressing problems and demanding requirements. We have made meaningful and recognized contributions to technological advancements within our industries.

The cost of company sponsored R&D activities was $52.7 million, $32.0 million, and $18.0 million in 2017, 2016 and 2015, respectively. In 2017 CTS accelerated R&D investment in new transportation product development, including fare collection technologies, real-time passenger information and development of tolling, ITS and analytic technologies. CGD

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Systems R&D expenditures increased in 2017, including the R&D expenses incurred by our recently acquired Vocality, Deltenna, GATR, TeraLogics, and DTECH businesses. In addition to internally funded R&D, a significant portion of our new product development occurs in conjunction with the performance of work on our contracts. These costs are included in cost of sales as they are directly related to contract performance. In fiscal year 2017, we spent 8% of our sales on the total of internally funded and contract funded R&D, primarily focused in our CGD Systems and CTS segments.

Pursue Strategic Acquisitions

We have developed an acquisition strategy that focuses on specific consolidation and growth opportunities in the defense and transportation markets. We have made strategic acquisitions that help us overcome existing barriers in target markets with the goal of accelerating our profitable growth. We are focused on finding attractive acquisitions that enhance our market positions, provide expansion into complementary growth markets and ensure sustainable long-term profitability and return on invested capital. Over the last several years, we have completed multiple acquisitions that have diversified our customer base and expanded our systems and services offerings.

For example, from fiscal 2015 through fiscal 2017 we acquired Vocality, GATR, TeraLogics, and DTECH in connection with our strategic efforts to build and expand our C4ISR business.

Enhance Services Business

We view services tied to our technologies as a core element of our business and we are working to expand our service offerings and customer base. In aggregate, approximately 54% of our sales in fiscal year 2017, were from service-related work. We believe that a strong base of service work helps to consistently generate profits and smooth the sales fluctuations inherent in systems work.

At CTS, we deliver a number of customer services from key service facilities for multiple transportation authorities worldwide. Due to the technical complexities of operating payment systems, transportation agencies are turning to their system suppliers for IT services and other operational and maintenance services, such as regional settlement, card management and customer support services that would otherwise be performed by the agencies. As a result, we are transitioning from supplier to a systems integration and services company providing a suite of turnkey outsourced services for more than 20 transit authorities and cities worldwide. Today, CTS delivers a wide range of services from customer support to financial management and technical support at operation centers across the United States, Canada, United Kingdom and Australia.

For CGD Systems, increased services and operations and maintenance opportunities can reduce the volatility and timing uncertainties associated with large equipment contracts and add depth to the revenue base. Compared to the U.S. market where small business requirements, omnibus contracts and local preferences create acquisition challenges, we believe the international market offers greater opportunities to bundle and negotiate multi-year, turnkey contracts. We believe these long-term contracts reinforce CGD Systems competitive posture and enable us to provide enhanced services through regular customer contact and increased visibility of product performance and reliability.

At CGD Services, we provide a combination of services to our many domestic and international customers. Multiple-award ID/IQ contracts are now the primary contract vehicle in the U.S. government services marketplace. We have increased our participation on ID/IQ contracts, giving us more opportunities to bid for work and increasing our chances to develop new customers, programs and capabilities. We expand our scope of opportunities by offering additional services to current customers and transferring our skill sets to support similar programs for new customers. The broad spectrum of services we offer reinforces this strategy, and includes planning and support for theater and worldwide exercises, computer-based simulations, training and preparation of foreign military advisor and transition teams, mobilization and demobilization of deploying forces, range support and operations, logistics and maintenance operations, curriculum and leadership development, special operations forces (SOF) support, intelligence support, force modernization, open source data collection, as well as engineering and other technical support.

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Expand International Footprint

We have developed a large global presence in our three business segments. CTS has delivered over 400 projects in 40 major markets on 5 continents to date. Approximately 66% of the CTS segment's fiscal year 2017 sales were attributable to international customers. In August 2016 the Land Transport Authority in Singapore selected CTS to be the provider of the fare collection system for the in-construction Thomson-East Coast Line. In September 2017 our long-term customer, Transport for London, exercised options in our Revenue Collection Contract to extend it from 2022 to 2025.

CGD Systems has delivered systems in more than 35 allied nations. In fiscal year 2017, approximately 38% of CGD Systems sales were to allied foreign governments, including projects funded by the U.S. government pursuant to Foreign Military Sales and Foreign Military Financing arrangements. We have expanded our presence in the United Kingdom, Canada, Taiwan, and the United Arab Emirates in response to growing opportunities. These complement a well-established and sound presence in Singapore, Australia, New Zealand, and Italy.

In fiscal year 2017, approximately 9% of CGD Services sales were performed internationally, including its long-term force modernization programs supporting multiple Central and Eastern European countries. CGD Services is now coordinating with CTS and CGD Systems to use their broader international presence to help identify additional global service opportunities. We are actively working to leverage CGD Services significant domestic special operations forces (SOF) and related security capabilities and experience to develop new international customers. The international SOF/Security markets, particularly in the area of training support, offer strong potential for near-term and sustained growth for the foreseeable future.

INTELLECTUAL PROPERTY

We seek to protect our proprietary technology and inventions through patents and other proprietary-right protection, and also rely on trademark laws to protect our brand. However, we do not regard ourselves as materially dependent on patents for the maintenance of our competitive position. We also rely on trade secrets, proprietary know-how and continuing technological innovation to remain competitive.

REGULATION

Our businesses must comply with and are affected by various government regulations that impact our operating costs, profit margins and our internal organization and operation of our businesses. We deal with numerous U.S. government agencies and entities, including all branches of the U.S. military and the DoD. Therefore, we must comply with and are affected by laws and regulations relating to the formation, administration, and performance of U.S. government and other contracts. These laws and regulations, among other things, include the Federal Acquisition Regulations and all department and agency supplements, which comprehensively regulate the formation, administration and performance of U.S. government contracts. These and other federal regulations require certification and disclosure of cost or pricing data in connection with contract negotiations for certain types of contracts, define allowable and unallowable costs, govern reimbursement rights under cost-based contracts, and restrict the use, dissemination and exportation of products and information classified for national security purposes. For additional discussion of government contracting laws and regulations and related matters, see “Risk factors” and “Business—Industry Considerations” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies, Estimates and Judgments—Revenue Recognition” with respect to pricing and revenue under government contracts.

Our business is subject to a range of foreign, federal, state and local laws and regulations regarding environmental protection and employee health and safety, including those that govern the emission and discharge of hazardous or toxic materials into the environment and the generation, storage, treatment, handling, use, transportation and disposal of such materials. From time to time, we have been named as a potentially responsible party at third-party waste disposal sites. We do not currently expect compliance with such laws and regulations to have a material effect upon our capital expenditures, earnings or competitive position. However, such laws and regulations are complex, change frequently and have tended to become increasingly stringent over time. Accordingly, we cannot assure you that such laws and regulations will not have a material effect on our business in the future.

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## OTHER MATTERS

We do not generally engage in any business that is seasonal in nature. Since our revenues are generated primarily from work on contracts performed by our employees and subcontractors, first quarter revenues tend to be lower than the other three quarters due to our policy of providing many of our employees more holidays in the first quarter, compared to other quarters of the year. In addition, customer demand for training tends to be similarly affected in the first fiscal quarter. The U.S. government's fiscal year ends on September 30 of each year. It is not uncommon for U.S. government agencies to award extra tasks or complete other contract actions in the weeks before the end of a fiscal year in order to avoid the loss of unexpended funds. These are not necessarily consistent patterns and depend upon actual activities in any given year.

We employed approximately 8,700 persons at September 30, 2017.

Our domestic products and services are sold almost entirely by our employees. Overseas sales are made either directly or through representatives or agents.

## Item 1A. RISK FACTORS.

### Risks relating to our business

Unforeseen problems with the implementation and maintenance of our information systems could have an adverse effect on our operations and if internal controls are not designed and operated effectively our internal control over financial reporting could be ineffective.

As a part of our efforts to upgrade our current information systems, early in fiscal 2015 we began the process of designing and implementing new enterprise resource planning (ERP) software and other software applications to manage our operations. The software applications are expected to continue to be implemented in phases over the next year. As we implement and add functionality, problems could arise that we have not foreseen, including interruptions in service, loss of data, or reduced functionality. Such problems could adversely impact our ability to provide quotes, take customer orders, ship orders timely, pay employees properly, and otherwise run our business in a timely manner. In addition, if our new systems fail to provide accurate and increased visibility into pricing and cost structures, it may be difficult to improve or maximize our profit margins. As such, our results of operations and cash flows could be adversely affected. Such matters could lead to the loss of customers, damage to our reputation, litigation, and declines in our stock price.

In addition, the new ERP software and other applications that we are implementing are new to our organization. We do not have experience with implementing and maintaining controls over these new systems. If we are unable to design controls within or around these systems that are effective at preventing and detecting unreliable data, or if we are unable to design or operate controls within or around these systems to provide effective control around program changes and access to the systems, we may be at risk for future material weaknesses. The existence of a material weakness could result in errors in our financial statements that could result in a restatement of financial statements, which could cause us to fail to meet our reporting obligations, lead to a loss of investor confidence and have a negative impact on the trading price of our common stock.

Within the last five years we have restated our consolidated financial statements, which may lead to additional risks and uncertainties, including shareholder litigation, loss of investor confidence and negative impacts on our stock price.

In May 2014, we restated our consolidated financial statements as of and for the years ended September 30, 2013 and 2012 and for the quarterly periods within the fiscal years ended September 30, 2013 and 2012. The determination to restate these consolidated financial statements and the unaudited interim condensed consolidated financial statements was made by our Audit and Compliance Committee upon management’s recommendation following the identification of errors related to our method of recognizing revenues on two contracts at one of our wholly-owned subsidiaries. We

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previously restated our historical financial statements in 2012 following the identification of errors, which related primarily to the misapplication of GAAP for certain methods of revenue recognition.

The fact that we have completed two restatements in the last five years may lead to a loss of investor confidence and have negative impacts on the trading price of our common stock.

Our business and stock price may be adversely affected if our internal control over financial reporting is not effective.

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended. Management's assessment of our internal control over financial reporting as of September 30, 2013, identified material weaknesses in our internal control over financial reporting related to accounting for revenue of one of our significant wholly owned subsidiaries. A material weakness is defined as a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. In fiscal 2014, we developed and implemented new control procedures over financial reporting related to accounting for revenue for this significant wholly owned subsidiary, and we concluded that we had remediated this material weakness as of September 30, 2014. However, we cannot assure you that our internal control over financial reporting will prevent additional material weaknesses or other deficiencies in the future. We may be at risk for future material weaknesses, particularly if these new procedures do not operate effectively. The existence of a material weakness could result in errors in our financial statements that could result in a restatement of financial statements, which could cause us to fail to meet our reporting obligations, lead to a loss of investor confidence and have a negative impact on the trading price of our common stock.

We depend on government contracts for substantially all of our revenues and the loss of government contracts or a delay or decline in funding of existing or future government contracts could decrease our backlog or adversely affect our sales and cash flows and our ability to fund our growth.

Our revenues from contracts, directly or indirectly, with foreign and U.S. state, regional and local governmental agencies represented substantially all of our total revenues in fiscal year 2017. Although these various government agencies are subject to common budgetary pressures and other factors, many of our various government customers exercise independent purchasing decisions. As a result of the concentration of business with governmental agencies, we are vulnerable to adverse changes in our revenues, income and cash flows if a significant number of our government contracts, subcontracts or prospects are delayed or canceled for budgetary or other reasons.

The factors that could cause us to lose these contracts and could decrease our backlog or otherwise materially harm our business, prospects, financial condition or results of operations include:

- budget constraints affecting government spending generally, or specific departments or agencies such as U.S. or foreign defense and transit agencies and regional transit agencies, and changes in fiscal policies or a reduction of available funding;

- re-allocation of government resources as the result of actual or threatened terrorism or hostile activities or for other reasons;

- disruptions in our customers' ability to access funding from capital markets;

- curtailment of governments' use of outsourced service providers and governments' in-sourcing of certain services;

- the adoption of new laws or regulations pertaining to government procurement;

- government appropriations delays or blanket reductions in departmental budgets;

- suspension or prohibition from contracting with the government or any significant agency with which we conduct business;

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· increased use of shorter duration awards by the federal government in the defense industry, which increases the frequency we may need to compete for work;

· impairment of our reputation or relationships with any significant government agency with which we conduct business;

· increased use of small business set asides by government agencies, resulting in Cubic being eligible to perform no more than 49% of the work as a subcontractor;

· increased use of lowest-priced, technically acceptable contract award criteria by government agencies;

· increased aggressiveness by the government in seeking rights in technical data, computer software, and computer software documentation that we deliver under a contract, which may result in "leveling the playing field" for competitors on follow-on procurements;

· impairment of our ability to provide third-party guarantees and letters of credit; and

· delays in the payment of our invoices by government payment offices.

In addition, some of our international work is done at the request and at the expense of the U.S. government and its agencies. Therefore, risks associated with performing work for the U.S. government and its agencies may also apply to our international contracts.

Government spending priorities and terms may change in a manner adverse to our businesses.

At times, our businesses have been adversely affected by significant changes in U.S. and foreign government spending during periods of declining budgets. A significant decline in overall spending, or the decision not to exercise options to renew contracts, or the loss of or substantial decline in spending on a large program in which we participate could materially adversely affect our business, prospects, financial condition or results of operations. For example, the U.S. defense and national security budgets in general, and spending in specific agencies with which we work, such as those that are a part of the DoD, have declined from time to time for extended periods, resulting in program delays, program cancellations and a slowing of new program starts. Future levels of expenditures and authorizations for defense-related programs by the U.S. and foreign governments may decrease, remain constant or shift to programs in areas where we do not currently provide products or services, thereby reducing the chances that we will be awarded new contracts.

Even though our contract periods of performance for a program may exceed one year, Congress and certain foreign governments must usually approve funds for a given program each fiscal year and may significantly reduce funding of a program in a particular year. Significant reductions in these appropriations or the amount of new defense contracts awarded may affect our ability to complete contracts, obtain new work and grow our business. Congress and such foreign governments do not always enact spending bills by the beginning of the new fiscal year. Such delays leave the affected agencies under-funded which delays their ability to contract. Future delays and uncertainties in funding could impose additional business risks on us.

In addition, the DoD has an increased emphasis on awarding contracts to small businesses; awarding contracts for defense-related services to the lowest-priced, technically acceptable offeror; and awarding shorter duration contracts, each of which has the potential to reduce the amount of revenue we could otherwise earn from such contracts. Shorter duration contracts lower our backlog numbers and increase the risk associated with re-competing for a contract, as we would need to do so more often. In addition, as we may need to expend capital resources at higher levels upon the award of a new contract, the shorter the duration of the contract, the less time we have to recoup such expenditures and turn a profit under such contract.

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Failure to raise the national debt limit may cause the U.S. government to be unable to pay funds due to us.

Congress and the executive branch may reach an impasse on increasing the national debt limit which would restrict the U.S. government's ability to pay contractors for prior work. A failure to receive such payments for an extended period of time could result in substantial layoffs of our employees, drawdowns of our credit lines and our inability to pay debts when due, which could materially adversely affect our business, prospects, financial condition or results of operations.

A deadlock in the U.S. Congress over budgets and spending could cause another partial shutdown of the U.S. government or sequestration, which could result in a termination or suspension of some or all of our contracts with the U.S. government.

If Congress does not agree on a budget or continuing resolution, it may result in a partial shutdown of the U.S. government or sequestration and cause the termination or suspension of our contracts with the U.S. government or automatic cuts to the U.S. defense budget, which could impact some or all of our contracts. Under such circumstances, we could be required to furlough affected employees for an indefinite time, terminate or suspend subcontracts, or incur contract wind-down costs. It is uncertain if we would be compensated or reimbursed for any loss of revenue during such periods. If we were not compensated or reimbursed, it could result in significant adverse effects on our revenues, operating costs and cash flows.

Our contracts with government agencies may be terminated or modified prior to completion, which could adversely affect our business.

Government contracts typically contain provisions and are subject to laws and regulations that give the government agencies rights and remedies not typically found in commercial contracts, including providing the government agency with the ability to unilaterally:

· terminate our existing contracts;

· reduce the value of our existing contracts;

· modify some of the terms and conditions in our existing contracts;

·

suspend or permanently prohibit us from doing business with the government or with any specific government agency;

· control and potentially prohibit the export of our products;

· cancel or delay existing multi-year contracts and related orders if the necessary funds for contract performance for any subsequent year are not appropriated;

· decline to exercise an option to extend an existing multi-year contract; and

· claim rights in technologies and systems invented, developed or produced by us.

Most U.S. government agencies and some other agencies with which we contract can terminate their contracts with us for convenience, and in that event we generally may recover only our incurred or committed costs, settlement expenses and profit on the work completed prior to termination. If an agency terminates a contract with us for default, we may be denied any recovery and may be liable for excess costs incurred by the agency in procuring undelivered items from an alternative source. We may receive show-cause or cure notices under contracts that, if not addressed to the agency's satisfaction, could give the agency the right to terminate those contracts for default or to cease procuring our services under those contracts.

In the event that any of our contracts were to be terminated or adversely modified, there may be significant adverse effects on our revenues, operating costs and income that would not be recoverable.

We have made assumptions concerning behavior by public transit authorities which may not hold true over time.

In our transportation business we have made certain assumptions that support the growth of the business. For example, we have assumed that governments will continue to charge passengers for using public transit. We have also assumed that transit agencies will continue to outsource operations and services. Should these assumptions not hold true, our transportation business could experience a material loss of business.

The use of ride sharing services and the development of autonomous vehicles could erode the demand for traditional public transit.

Ride sharing services are creating options for public transit patrons which may be leading to the decline of ridership in some markets.  The development and acceptance of autonomous vehicles could also lead to a decline in ridership for public transit systems. If these trends continue or expand, public transit agencies may decide to defer or reduce plans to upgrade their fare collection systems and our prospects for growth in our transportation business could diminish.

Changes in future business or other market conditions could cause business investments and/or recorded goodwill or other long-term assets to become impaired, resulting in substantial losses and write-downs that would reduce our results of operations.

As part of our strategy, we will, from time to time, acquire a minority or majority interest in a business. These investments are made upon careful analysis and due diligence procedures designed to achieve a desired return or strategic objective. These procedures often involve certain assumptions and judgment in determining acquisition price. After acquisition, unforeseen issues could arise which adversely affect the anticipated returns or which are otherwise not recoverable as an adjustment to the purchase price. Even after careful integration efforts, actual operating results may vary significantly from initial estimates.

We evaluate our recorded goodwill balances for potential impairment annually as of July 1, or when circumstances indicate that the carrying value may not be recoverable. The goodwill impairment test is performed by comparing the fair value of each reporting unit to its carrying value, including recorded goodwill. In the fourth quarter of fiscal 2013, we recognized a goodwill impairment in our CGD Services segment of $50.9 million. This goodwill impairment, and any impairment that might be necessary in the future, is measured by comparing the implied fair value of goodwill to its carrying value, and any impairment determined is recorded in the current period.

No goodwill impairment has been recognized subsequent to the fourth quarter of fiscal 2013. Any future impairment could result in substantial losses and write-downs that would reduce our results of operations. For more information on the accounting policies we have in place for impairment of goodwill, see our discussion under "Valuation of Goodwill" in Item 7 of this Form 10-K.

Failure to retain existing contracts or win new contracts under competitive bidding processes may adversely affect our revenue.

We obtain most of our contracts through a competitive bidding process, and substantially all of the business that we expect to seek in the foreseeable future likely will be subject to a competitive bidding process. Competitive bidding presents a number of risks, including:

· the need to compete against companies or teams of companies with more financial and marketing resources and more experience in bidding on and performing major contracts than we have;

· the need to compete against companies or teams of companies that may be long-term, entrenched incumbents for a particular contract for which we are competing and that have, as a result, greater domain expertise and better customer relations;

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- the need to compete to retain existing contracts that have in the past been awarded to us on a sole-source basis or as to which we have been incumbent for a long time;

- the U.S. government's increased emphasis on awarding contracts to small businesses could preclude us from bidding on certain work or reduce the scope of work we can bid as a prime contractor and limit the amount of revenue we could otherwise earn as a prime contractor for such contracts;

- the award of contracts on a "lowest-priced technically acceptable" basis which may lower the profit we may generate under a contract awarded using this evaluation method or prevent us from submitting a bid for such work due to us deeming such work to be unprofitable;

- the reduction of margins achievable under any contracts awarded to us;

- the expense and delay that may arise if our competitors protest or otherwise challenge new contract awards;

- the need to bid on some programs in advance of the completion of their design, which may result in higher R&D expenditures, unforeseen technological difficulties, or increased costs which lower our profitability;

- the substantial cost and managerial time and effort, including design, development and marketing activities, necessary to prepare bids and proposals for contracts that may not be awarded to us;

- the need to develop, introduce and implement new and enhanced solutions to our customers' needs;

- the need to locate and contract with teaming partners and subcontractors; and

- the need to accurately estimate the resources and cost structure that will be required to perform any fixed-price contract that we are awarded.

We may not be afforded the opportunity in the future to bid on contracts that are held by other companies and are scheduled to expire if the agency decides to extend the existing contract. If we are unable to win particular contracts that are awarded through the competitive bidding process, we may not be able to operate in the market for services that are provided under those contracts for a number of years. If we win a contract, and upon expiration the customer requires further services of the type provided by the contract, there is frequently a competitive rebidding process and there can be no assurance that we will win any particular bid, or that we will be able to replace business lost upon expiration or completion of a contract.

As a result of the complexity and scheduling of contracting with government agencies, we occasionally incur costs before receiving contractual funding by the government agency. In some circumstances, we may not be able to recover these costs in whole or in part under subsequent contractual actions.

In addition, the customers currently serviced by our CTS segment are finite in number. The loss of any one of these customers, or the failure to win replacement awards upon expiration of contracts with such customers could adversely impact us.

If we are unable to consistently retain existing contracts or win new contract awards, our business, prospects, financial condition and results of operations will be adversely affected.

Many of our U.S. government customers spend their procurement budgets through multiple-award or ID/IQ contracts, under which we are required to compete among the awardees for post-award orders. Failure to win post-award orders could affect our ability to increase our sales.

The U.S. government can select multiple winners under multiple-award contracts, federal supply schedules and other agency-specific ID/IQ contracts, as well as award subsequent purchase orders among such multiple winners. This means that there is no guarantee that these ID/IQ, multiple-award contracts will result in the actual orders equal to the ceiling

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value under the contract, or result in any actual orders. We are only eligible to compete for work (purchase orders and delivery orders) as an awardee pursuant to government-wide acquisition contracts already awarded to us. Our failure to compete effectively in this procurement environment could reduce our sales, which would adversely affect our business, results of operations and financial condition.

The U.S. government's emphasis on awarding contracts to small businesses could preclude us from acting as a prime contractor and increase the number of contracts we receive as a subcontractor to small businesses, which could decrease the amount of our revenues from such contracts. Some of these small businesses may not be financially sound, which could adversely affect our business.

There is emphasis by the U.S. government on awarding contracts to small businesses, which may preclude companies the size of ours from obtaining certain work, other than as a subcontractor to these small businesses for no more than 49% of the total contract price. There are inherent risks in contracting with small companies that may not have the capability or financial resources to perform these contracts or administer them correctly. If a small business with which we have a subcontract fails to perform, fails to bill the government properly or fails financially, we may have difficulty receiving timely payments or may incur bad debt write-offs if the small business is unable or unwilling to pay us for work we perform. In addition, being a subcontractor may limit the amount of revenue we could otherwise earn as a prime contractor for such contracts. When we only act as a subcontractor, we may only receive up to 49% of the value of the contract award, and such percentage may be less should the small business partner or partners be able to service a larger piece of the award. Failure to maintain good relationships with small business partners operating in our industries could preclude us from winning work as a subcontractor as part of a large contracting consortium. This could result in significant adverse effects on our revenues, operating costs and cash flows.

Government audits of our contracts could result in a material charge to our earnings, have a negative effect on our cash position following an audit adjustment or adversely affect our ability to conduct future business.

U.S. government agencies, including the DoD and others, routinely audit and review a contractor's performance on government contracts, indirect rates and pricing practices, and compliance with applicable contracting and procurement laws, regulations and standards. Based on the results of such audits, the auditing agency is authorized to adjust our unit prices if the auditing agency does not find them to be "fair and reasonable." The auditing agency is also authorized to require us to refund any excess proceeds we received on a particular item over its final adjusted unit price.

The DoD, in particular, also reviews the adequacy of, and compliance with, our internal control systems and policies, including our purchasing, accounting, financial capability, pricing, labor pool, overhead rate and management information systems. Our failure to obtain an "adequate" determination of our various accounting and management internal control systems from the responsible U.S. government agency could significantly and adversely affect our business, including our ability to bid on new contracts and our competitive position in the bidding process. Failure to comply with applicable contracting and procurement laws, regulations and standards could also result in the U.S.

government imposing penalties and sanctions against us, including suspension of payments and increased government scrutiny that could delay or adversely affect our ability to invoice and receive timely payment on contracts or perform contracts, or could result in suspension or debarment from competing for contracts with the U.S. government. In addition, we could suffer serious harm to our reputation if allegations of impropriety were made against us, whether or not true.

In addition, transit authorities have the right to audit our work under their respective contracts. If, as the result of an adverse audit finding, we were suspended or prohibited from contracting with the U.S. government, any significant government agency or a transit authority terminated its contract with us, or our reputation or relationship with such agencies and authorities was impaired or they otherwise ceased doing business with us or significantly decreased the amount of business done with us, it would adversely affect our business, results of operations and financial condition.

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Our international business exposes us to additional risks, including exchange rate fluctuations, foreign tax and legal regulations and political or economic instability that could harm our operating results.

Our international operations subject us to risks associated with operating in and selling products or services in foreign countries, including:

- devaluations and fluctuations in currency exchange rates;
- changes in foreign laws that adversely affect our ability to sell our products or services or our ability to repatriate profits to the United States;
- increases or impositions of withholding and other taxes on remittances and other payments by foreign subsidiaries or joint ventures to us;
- increases in investment and other restrictions or requirements by foreign governments in order to operate in the territory or own the subsidiary;
- costs of compliance with local laws, including labor laws, privacy laws, and import/export regulations;
- compliance with applicable U.S. and foreign anti-corruption laws, anti-trust/competition laws, anti-Boycott Israel laws, anti-money laundering laws and sanctions;
- export control regulations and policies which govern our ability to supply foreign customers;
- unfamiliar and unknown business practices and customs;
- compliance with domestic and foreign government policies, including requirements to expend a portion of contract funds locally and governmental industrial cooperation or offset requirements;
- the complexity and necessity of using foreign representatives and consultants or being prohibited from such use;
- the difficulty of ensuring that our foreign representatives, consultants and partners comply with applicable U.S. and foreign anti-corruption laws and anti-trust/competition laws;

- the need to form joint ventures or other special purpose companies with local, in-country partners to pursue projects as a prime contractor;

- the uncertainty of the ability of foreign customers to finance purchases;

- imposition of tariffs or embargoes, export controls and other trade restrictions;

- potentially being prohibited from bidding for international work due to perceived conflicts or national security concerns resulting from the significant amount of work we do for the U.S. government and its agencies;

- the difficulty of management and operation of an enterprise in various countries; and

- economic and geopolitical developments and conditions, including ongoing instability in global economies and financial markets, international hostilities, acts of terrorism and governmental reactions, inflation, trade relationships and military and political alliances.

Our foreign subsidiaries generally enter into contracts and make purchase commitments that are denominated in foreign currencies. Accordingly, we are exposed to fluctuations in exchange rates, which could have a significant impact on our results of operations. We have no control over the factors that generally affect this risk, such as economic, financial and

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political events and the supply of and demand for applicable currencies. While we use foreign exchange forward and option contracts to hedge significant contract sales and purchase commitments that are denominated in foreign currencies, our hedging strategy may not prevent us from incurring losses due to exchange fluctuations.

The results of the United Kingdom's referendum on withdrawal from the European Union (EU) may have a negative effect on global economic conditions, financial markets and our business.

In June 2016, a majority of voters in the United Kingdom elected to withdraw from the EU in a national referendum. The referendum was advisory, and the terms of any withdrawal are subject to a negotiation period that could last at least two years after the government of the United Kingdom formally initiates a withdrawal process. Nevertheless, the referendum has created significant uncertainty about the future relationship between the United Kingdom and the EU, and has given rise to calls for the governments of other EU member states to consider withdrawal.

These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and could significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Asset valuations, currency exchange rates and credit ratings may be especially subject to increased market volatility. Lack of clarity about future United Kingdom laws and regulations as the United Kingdom determines which EU laws to replace or replicate in the event of a withdrawal, could depress economic activity, restrict our access to capital or adversely affect our contracts or relationships with customers in the United Kingdom or elsewhere in the European economic area, including, for example, our contracts with Transport for London, which accounted for $147.3 million, $156.3 million and $183.2 million of our sales in 2017, 2016 and 2015, respectively. If the United Kingdom and the EU are unable to negotiate acceptable withdrawal terms or if other EU member states pursue withdrawal, barrier-free access between the United Kingdom and other EU member states or among the European economic area overall could be diminished or eliminated. Any of these factors could have a material adverse effect on our business, financial condition and results of operations.

We may not be able to receive the necessary licenses required for us to sell our export-controlled products and services overseas. In addition, the loss of our registration as either an exporter or a broker under the International Traffic in Arms Regulations (ITAR) or the Export Administration Regulations (EAR), would adversely affect our business, results of operations and financial condition.

U.S. government agencies, primarily the Directorate of Defense Trade Controls within the State Department and the Bureau of Industry Security within the U.S. Department of Commerce, must license shipments of certain export-controlled products that we export. These licenses are required due to both the products we export and to the foreign customers we service. If we do not receive a license for an export-controlled product, we cannot ship that product. We cannot be sure of our ability to gain any licenses required to export our products, and failure to receive a required license would eliminate our ability to make that sale. A delay in obtaining the necessary licenses to sell our export-controlled products abroad could result in delayed deliveries and delayed recognition of revenue, which could cause us reputational damage and could result in a customer's decision not to do business with us in the future. We may also be subject to inquiries by such U.S. government agencies relating to issues involving the export-controlled products and services we export and failure to satisfactorily resolve such inquiries would adversely affect our business, results of operations and financial condition.

In addition to obtaining a license for certain of our exports outside of the United States, we are also required to maintain a standing registry under the ITAR and the EAR as an exporter. We operate as an exporter when we ship certain products to our customers outside the United States. If we were to lose our registration as an exporter under the ITAR or the EAR, we would not be able to sell export-controlled products abroad, which would adversely affect our business, results of operations and financial condition.

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The loss of required licenses from the Bureau of Alcohol, Tobacco, Firearms and Explosives could limit our ability to perform on contracts requiring the use of controlled firearms.

In our training business we use certain firearms which are regulated by the Bureau of Alcohol, Tobacco, Firearms and Explosives. If we fail to properly manage the firearms pursuant to the regulations, we could face fines and the possible loss of the licenses. The loss of the licenses could result in our inability to perform on certain contracts, which would have an adverse business, reputational and financial impact.

Our operating margins may decline under our fixed-price contracts if we fail to accurately estimate the time and resources necessary to satisfy our obligations.

Approximately 83% of our revenues in fiscal year 2017 were from fixed-price contracts under which we bear the risk of cost overruns. Our profits are adversely affected if our costs under these contracts exceed the assumptions we used in bidding for the contract. We may therefore need to absorb any increases in our supply costs and may not be able to pass such costs increases along to our customers. Sometimes we are required to fix the price for a contract before the project specifications are finalized, which increases the risk that we will incorrectly price these contracts. The complexity of many of our engagements makes accurately estimating the time and resources required more difficult.

We may not receive the full amounts estimated under the contracts in our total backlog, which could reduce our sales in future periods below the levels anticipated and which makes backlog an uncertain indicator of future operating results.

As of September 30, 2017, our total backlog was approximately $3.1 billion. Orders may be cancelled and scope adjustments may occur, and we may not realize the full amounts of sales that we may anticipate in our backlog numbers. There can be no assurance that the projects underlying the contracts and purchase orders will be placed or completed or that amounts included in our backlog ultimately will be billed and collected. Additionally, the timing of receipt of sales, if any, on contracts included in our backlog could change. The failure to realize amounts reflected in our backlog could materially adversely affect our business, financial condition and results of operations in future periods.

We may be liable for civil or criminal penalties under a variety of complex laws and regulations, and changes in governmental regulations could adversely affect our business and financial condition.

Our businesses must comply with and are affected by various U.S. government and foreign regulations that impact our operating costs, profit margins and our internal organization and operation of our businesses. These regulations affect how we do business and, in some instances, impose added costs. Any changes in applicable laws could adversely affect our business and financial condition. Any material failure to comply with applicable laws could result in contract termination, price or fee reductions or suspension or debarment from contracting. The more significant regulations include:

- the Federal Acquisition Regulations (FAR) and all department and agency supplements, which comprehensively regulate the formation, administration and performance of U.S. government contracts;
- the Truth in Negotiations Act and implementing regulations, which require certification and disclosure of all cost and pricing data in connection with certain contract negotiations;
- the ITAR, which control the export of items on the U.S. Munitions Control List administered by the U.S. Department of State;
- the Export Administration Regulations which control commercial, dual-use and select defense related articles;
- the Bureau of Alcohol, Tobacco, Firearms and Explosives regulations that control the manufacture, possession and sale of firearms and explosive devices and materials;

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- laws, regulations and executive orders restricting the use and dissemination of information classified for national security purposes and the exportation of certain products and technical data;
- regulations of most state and regional agencies and foreign governments similar to those described above;
- the trade sanctions laws and regulations administered by the U.S. Department of the Treasury's Office of Foreign Assets Control;
- the Sherman Act and Clayton Act, which proscribe unlawful, anti-competitive conduct and business practices;
- the Foreign Corrupt Practices Act and the U.K. Bribery Act;
- the Sarbanes-Oxley Act of 2002 and the Dodd-Frank Wall Street Reform and Protection Act;
- healthcare reform laws and regulations, including those enacted under the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Affordability Reconciliation Act of 2010;
- the Fair Labor Standards Act and similar state wage and hour laws;
- tax laws and regulations in the U.S. and in other countries in which we operate;
- the EU's General Data Protection Regulation and any attendant European country legislation:
- the civil False Claims Act, which provides for substantial civil penalties for violations, including for submission of a false or fraudulent claim to the U.S. government for payment or approval;
- the Procurement Integrity Act, which requires evaluation of ethical conflicts surrounding procurement activity and establishing certain employment restrictions for individuals who participate in the procurement process; and
- the Small Business Act and the Small Business Administration, size status regulations, which regulate eligibility for performance of government contracts which are set aside for, or a preference is given in the evaluation process if awarded to, specific types of contractors such as small businesses and minority-owned businesses.

Many of our U.S. government contracts contain organizational conflicts of interest clauses that may limit our ability to compete for or perform certain other contracts. Organizational conflicts of interest arise when we engage in activities that provide us with an unfair competitive advantage. A conflict of interest issue that precludes our competition for or performance on a significant program or contract could harm our prospects and negative publicity about a conflict of interest issue could damage our reputation.

In addition, the U.S. and foreign governments may revise existing contract rules and regulations or adopt new contract rules and regulations at any time and may also face restrictions or pressure regarding the type and amount of services it may obtain from private contractors. For instance, Congressional legislation and initiatives dealing with procurement reform and shifts in the buying practices of U.S. government agencies resulting from those proposals could have adverse effects on government contractors, including us. Any of these changes could impair our ability to obtain new contracts or renew contracts under which we currently perform when those contracts are eligible for re-competition. Any new contracting methods could be costly or administratively difficult for us to implement, which would adversely affect our business, results of operations and financial condition.

Our failure to identify, attract and retain qualified technical and management personnel could adversely affect our existing businesses, financial condition and results of operations.

We may not be able to identify, attract or retain qualified technical personnel, including engineers, computer programmers and personnel with security clearances required for classified work, or management personnel to supervise such activities that are necessary for maintaining and growing our existing businesses, which could adversely affect our

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financial condition and results of operations. The technically complex nature of our operations results in difficulties finding qualified staff. In our defense businesses especially, experienced personnel possessing required security clearances are finite in number. A number of our employees maintain a top secret clearance level. Obtaining and maintaining security clearances for employees involves a lengthy process, and it is difficult to identify, recruit and retain employees who already hold security clearances. If our cleared employees lose or are unable to timely obtain security clearances or we lose a facility clearance, our U.S. government customers may terminate the contract or decide not to renew it upon its expiration. As a result, to the extent we cannot obtain or maintain the required security clearances for a particular contract, or we fail to obtain them on a timely basis, we may not generate the sales anticipated from the contract, which could harm our operating results. To the extent we are not able to obtain facility security clearances or engage employees with the required security clearances for a particular contract, we will be unable to perform that contract and we may not be able to compete for or win new awards for similar work.

Our business could be negatively affected by cyber or other security threats or other disruptions.

We face cyber threats, threats to the physical security of our facilities and employees, including senior executives, and terrorist acts, as well as the potential for business disruptions associated with information technology failures, damaging weather or other acts of nature, and pandemics or other public health crises, which may adversely affect our business.

We routinely experience cyber security threats, threats to our information technology infrastructure and attempts to gain access to our company sensitive information, as do our customers, suppliers, subcontractors and joint venture partners. We may experience similar security threats at customer sites that we operate and manage as a contractual requirement.

Prior cyber attacks directed at us have not had a material impact on our financial results, and we believe our threat detection and mitigation processes and procedures are robust. Due to the evolving nature of these security threats, however, the impact of any future incident cannot be predicted.

Although we work cooperatively with our customers and our suppliers, subcontractors, and joint venture partners to seek to minimize the impacts of cyber threats, other security threats or business disruptions, in addition to our internal processes, procedures and systems, we must also rely on the safeguards put in place by those entities.

The costs related to cyber or other security threats or disruptions may not be fully mitigated by insurance or other means. Occurrence of any of these events could adversely affect our internal operations, the services we provide to customers, loss of competitive advantages derived from our R&D efforts, early obsolescence of our products and services, our future financial results, our reputation or our stock price. The occurrence of any of these events could also result in civil and/or criminal liabilities.

We may incur significant costs in protecting our intellectual property which could adversely affect our profit margins. Our inability to obtain, maintain and enforce our patents and other proprietary rights could adversely affect our businesses' prospects and competitive positions.

We seek to protect our proprietary technology and inventions through patents and other proprietary-right protection, and also rely on trademark laws to protect our brand. However, we may fail to obtain the intellectual property rights necessary to provide us with a competitive advantage, and any of our owned or licensed intellectual property rights could be challenged, invalidated, circumvented, infringed or misappropriated.

We may also fail to apply for or obtain intellectual property protection in important foreign countries, and the laws of some foreign countries do not protect proprietary rights to the same extent as the laws of the United States. If we are unable to obtain or maintain these protections, we may not be able to prevent third parties from using our technology and inventions, which could adversely affect our business.

The DoD has become more aggressive in seeking rights in all technical data, computer software, and computer software documentation that we may deliver under U.S. government contracts. Those rights include the ability of the government to provide that technical data, computer software, and computer software documentation to our competitors which may

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result in “leveling the playing field” for competitors and reducing our incumbency advantage during re-procurements for those goods or services.

We may incur significant expense in obtaining, maintaining, defending and enforcing our intellectual property rights. We may fail to take the actions necessary to enforce our intellectual property rights and even if we attempt to enforce such rights we may ultimately be unsuccessful, and such efforts may result in our intellectual property rights being challenged, limited in scope, or declared invalid or unenforceable. Also, some aspects of our business and services may rely on technologies and software developed by or licensed from third parties, and we may not be able to maintain our relationships with such third parties or enter into similar relationships in the future on reasonable terms or at all.

We also rely on trade secrets, proprietary know-how and continuing technological innovation to remain competitive. We have taken measures to protect our trade secrets and know-how, including seeking to enter into confidentiality agreements with our employees, consultants and advisors, but the measures we have taken may not be sufficient. For example, confidentiality agreements may not provide adequate protection or may be breached. We generally control and limit access to our product documentation and other proprietary information, but other parties may independently develop our know-how or otherwise obtain access to our technology, which could adversely affect our businesses’ prospects and competitive position.

Assertions by third parties that we violate their intellectual property rights could have a material adverse effect on our business, financial condition and results of operations.

Third parties may claim that we, our customers, licensees or parties indemnified by us are infringing upon or otherwise violating their intellectual property rights. Such claims may be made by competitors seeking to obtain a competitive advantage or by other parties. Additionally, in recent years, individuals and groups have begun purchasing intellectual property assets for the purpose of making claims of infringement and attempting to extract settlements from companies like ours.

Any claims that we violate a third party’s intellectual property rights can be time consuming and costly to defend and distract management’s attention and resources, even if the claims are without merit. Such claims may also require us to redesign affected products and services, enter into costly settlement or license agreements or pay costly damage awards, or face a temporary or permanent injunction prohibiting us from marketing or providing the affected products and services. Even if we have an agreement to indemnify us against such costs, the indemnifying party may not have sufficient financial resources or otherwise be unable to uphold its contractual obligations. If we cannot or do not license the infringed technology on favorable terms or cannot or do not substitute similar technology from another source, our revenue and earnings could be adversely impacted.

We compete primarily for government contracts against many companies that are larger, better capitalized and better known than us. If we are unable to compete effectively, our business and prospects will be adversely affected.

Our businesses operate in highly competitive markets. Many of our competitors are larger, better financed and better known companies who may compete more effectively than we can. In order to remain competitive, we must keep our capabilities technically advanced and compete on price and on value added to our customers. Our ability to compete may be adversely affected by limits on our capital resources and our ability to invest in maintaining and expanding our market share. Consolidation in the industries in which we operate and government budget cuts have led to pressure being placed on the margins we may earn on any contracts we win. In addition, should the transportation market move towards requiring contractors to provide up-front financing for contracts they are awarded (for example, our contract for the Chicago Open Standards Fare System), we may need to compete more heavily on the basis of our financial strength, which may limit the contracts we can service at any one time.

The terms of our financing arrangements may restrict our financial and operational flexibility, including our ability to invest in new business opportunities.

In March 2013, we entered into a note purchase and private shelf agreement pursuant to which we issued $100.0 million of senior unsecured notes, bearing interest at a rate of 3.35% and maturing on March 12, 2025. In addition, pursuant to

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the agreement, on July 17, 2015, we issued an additional $25.0 million of senior unsecured notes, bearing interest at a rate of 3.70% and maturing on March 12, 2025. Interest payments on the notes issued in 2013 and 2015 are due semi-annually and principal payments are due from 2021 through 2025. The agreement pertaining to the aforementioned notes also contained a provision that the coupon rate would increase by a further 0.50% should the company's leverage ratio exceed a certain level. On February 2, 2016 we revised the note purchase agreement and we issued an additional $75.0 million of senior unsecured notes bearing interest at 3.93% and maturing on March 12, 2026. Interest payments on these notes are due semi-annually and principal payments are due from 2020 through 2026. At the time of the issuance of this last series of notes, certain terms and conditions of the note purchase and private shelf agreement were revised in coordination with the revision and expansion of the revolving credit agreement as discussed below in order to increase our leverage capacity.

We have a committed revolving credit agreement with a group of financial institutions in the amount of $400.0 million which expires in August 2021 (Revolving Credit Agreement). At September 30, 2017, the weighted average interest rate on outstanding borrowings under the Revolving Credit Agreement was 3.24%. As of September 30, 2017, there were borrowings totaling $55.0 million under this agreement and there were letters of credit outstanding totaling $81.3 million, which reduce the available line of credit to $263.7 million.

Our revolving credit agreement and note purchase and private shelf agreement each contain a number of customary covenants, including requirements for us to maintain certain interest coverage and leverage ratios and restrictions on our and certain of our subsidiaries' abilities to, among other things, incur additional debt, create liens, consolidate or merge with any other entity, or transfer or sell substantially all of their assets, in each case subject to certain exceptions and limitations. The occurrence of any event of default under these agreements may result in all of the indebtedness then outstanding becoming immediately due and payable, or the increase of the coupon rate for such indebtedness. For example, at March 31, 2017 we did not maintain the required leverage ratio. Therefore in May 2017 certain terms and conditions of the Revolving Credit Agreement and note purchase and private shelf agreement were further revised to allow us to maintain a higher level of leverage as of March 31, 2017 and for the remainder of the 2017 fiscal year.  The revisions to the agreements do not impact the required leverage ratios in fiscal 2018 and subsequent years. This revision also contains a provision that the coupon rate may increase on all of the term notes discussed above by up to 0.75% should our leverage ratio exceed certain levels.

Our development contracts may be difficult for us to comply with and may expose us to third-party claims for damages.

We are often party to government and commercial contracts involving the development of new products and systems. These contracts typically contain strict performance obligations and project milestones. We cannot assure you we will comply with these performance obligations or meet these project milestones in the future. If we are unable to comply with these performance obligations or meet these milestones, our customers may terminate these contracts and, under some circumstances, recover damages or other penalties from us. If other parties elect to terminate their contracts or seek damages from us, it could materially harm our business and negatively impact our stock price.

Our revenues could be less than expected if we are not able to deliver services or products as scheduled due to disruptions in supply.

Since our internal manufacturing capacity is limited, we use contract manufacturers. While we use care in selecting our manufacturers, we have less control over the reliability of supply, quality and price of products or components than if we manufactured them. In some cases, we obtain products from a sole supplier or a limited group of suppliers. Consequently, we risk disruptions in our supply of key products and components if our suppliers fail or are unable to perform because of shortages in raw materials, operational problems, strikes, natural disasters, financial condition or other factors. We may have disputes with our vendors arising from, among other things, the quality of products and services or customer concerns about the vendor. If any of our vendors fail to timely meet their contractual obligations or have regulatory compliance or other problems, our ability to fulfill our obligations may be jeopardized. Economic downturns can adversely affect a vendor’s ability to manufacture or deliver products. Further, vendors may also be enjoined from manufacturing and distributing products to us as a result of litigation filed by third parties, including intellectual property litigation. If we were to experience difficulty in obtaining certain products, there could be an

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adverse effect on our results of operations and on our customer relationships and our reputation. Additionally, our key vendors could also increase pricing of their products, which could negatively affect our ability to win contracts by offering competitive prices.

Any material supply disruptions could adversely affect our ability to perform our obligations under our contracts and could result in cancellation of contracts or purchase orders, penalties, delays in realizing revenues, payment delays, as well as adversely affect our ongoing product cost structure.

Failure to perform by our subcontractors could materially and adversely affect our contract performance and our ability to obtain future business.

Our performance of contracts often involves subcontractors, upon which we rely to complete delivery of products or services to our customers. We may have disputes with subcontractors. A failure by a subcontractor to satisfactorily deliver products or services can adversely affect our ability to perform our obligations as a prime contractor. Any subcontractor performance deficiencies could result in the customer terminating our contract for default, which could expose us to liability for excess costs of reprocurement by the customer and have a material adverse effect on our ability to compete for other contracts.

Our future success will depend on our ability to develop new products, systems and services that achieve market acceptance in our current and future markets.

Both our commercial and government businesses are characterized by rapidly changing technologies and evolving industry standards. Accordingly, our performance depends on a number of factors, including our ability to:

- identify emerging technological trends in our current and target markets;
- develop and maintain competitive products, systems and services;
- enhance our offerings by adding technological innovations that differentiate our products, systems and services from those of our competitors; and
- develop, manufacture and bring to market cost-effective offerings quickly.

We believe that, in order to remain competitive in the future, we will need to continue to develop new products, systems and services, and in some cases transition to a product-oriented approach as opposed to our historical, project oriented approach, all of which will require the investment of significant financial resources. The need to make these expenditures could divert our attention and resources from other projects, and we cannot be sure that these expenditures ultimately will lead to the timely development of new products, systems or services. In recent years, we have spent an amount equal to approximately 1% to 4% of our annual sales on internal R&D efforts. There can be no assurances that this percentage will not increase should we require increased innovations to successfully compete in the markets we serve. We may also experience delays in completing development and introducing certain new products, systems or services in the future due to their design complexity. Any delays could result in increased costs of development or redirect resources from other projects. In addition, we cannot provide assurances that the markets for our products, systems or services will develop as we currently anticipate, which could significantly reduce our revenue and harm our business. Furthermore, we cannot be sure that our competitors will not develop competing products, systems or services that gain market acceptance in advance of ours, or that cause our existing products, systems or services to become non-competitive or obsolete, which could adversely affect our results of operations.

If we deliver products or systems with defects, our reputation will be harmed, revenue from, and market acceptance of, our products and systems will decrease and we could expend significant capital and resources as a result of such defects.

Our products and systems are complex and frequently operate in high-performance, challenging environments. Notwithstanding our internal quality specifications, our products and systems have sometimes contained errors, defects and bugs when introduced. If we deliver products or systems with errors, defects or bugs, our reputation and the market acceptance and sales of our products and systems would be harmed. Further, if our products or systems contain errors, defects or bugs, we may be required to expend significant capital and resources to alleviate such problems and incur significant costs for product recalls and inventory write-offs. Defects could also lead to product liability lawsuits against us or against our customers, and could also damage our reputation. We have agreed to indemnify our customers in some circumstances against liability arising from defects in our products and systems. In the event of a successful product liability claim, we could be obligated to pay damages significantly in excess of our product liability insurance limits.

We face certain significant risk exposures and potential liabilities that may not be covered adequately by insurance or indemnity.

We are exposed to liabilities that are unique to the products and services we provide. A significant portion of our business relates to designing, developing, manufacturing, operating and maintaining advanced defense and transportation systems and products. New technologies associated with these systems and products may be untested or unproven. In addition, certain activities in connection with which our training systems are used or our services are provided are inherently dangerous.

While in some circumstances we may receive indemnification from U.S. and foreign governments, and we maintain insurance for certain risks, the amount of our insurance or indemnity may not be adequate to cover all claims or liabilities, and we may be forced to bear substantial costs from an accident or incident. It also is not possible for us to obtain insurance to protect against all operational risks and liabilities. Substantial claims resulting from an incident in excess of the indemnification we receive and our insurance coverage would harm our financial condition, results of operations and cash flows. Moreover, any accident or incident for which we are liable, even if fully insured, could negatively affect our standing with our customers and the public, thereby making it more difficult for us to compete effectively, and could significantly impact the cost and availability of adequate insurance in the future.

We may acquire other companies, which could increase our costs or liabilities or be disruptive to our business.

Part of our strategy involves the acquisition of other companies. For example, from fiscal 2015 through 2017, we acquired DTECH, GATR, TeraLogics, and Vocality in connection with our strategic efforts to build and expand our command, control, communication, computers, intelligence, surveillance and reconnaissance (C4ISR) business.

We may not be able to integrate acquired companies successfully without substantial expense, delay or operational or financial problems. Such expenses, delays or operational or financial problems may include the following:

- we may need to divert management resources to integration, which may adversely affect our ability to pursue other more profitable activities;

- integration may be difficult as a result of the necessity of coordinating geographically separated organizations, integrating personnel with disparate business backgrounds and combining different corporate cultures;

- we may not be able to eliminate redundant costs anticipated at the time we select acquisition candidates; and

- one or more of our acquisition candidates may have unexpected liabilities, fraud risk, or adverse operating issues that we fail to discover through our due diligence procedures prior to the acquisition.

As a result, the integration of acquired businesses may be costly and may adversely impact our results of operations and financial condition.

Our employees may engage in misconduct or other improper activities, which could harm our business, financial condition and results of operations.

We are exposed to the risk of employee fraud or other misconduct. Employee misconduct could include intentionally failing to comply with U.S. government procurement regulations, engaging in unauthorized activities, attempting to obtain reimbursement for improper expenses, or submitting falsified time records, which could result in legal proceedings against us, lost contracts or reduced revenues.

Employee misconduct could also involve improper use of our customers' sensitive or classified information, which could result in regulatory sanctions against us and serious harm to our reputation. Misconduct could also involve making payments to government officials or third parties that would expose us to being in violation of the Foreign Corrupt Practices Act, the UK Anti-Bribery Act or similar laws in other countries.

It is not always possible to deter employee misconduct, and the precautions we take to prevent and detect this activity may not be effective in controlling unknown or unmanaged risks or losses, which could harm our business, financial condition and results of operations. In addition, alleged or actual employee misconduct could result in investigations or prosecutions of employees engaged in the subject activities, which could result in unanticipated consequences or expenses and management distraction for us regardless of whether we are alleged to have any responsibility.

Unanticipated changes in our tax provisions or exposure to additional tax liabilities could affect our profitability.

Our business operates in many locations under government jurisdictions that impose taxes based on income and other criteria. Changes in domestic or foreign tax laws and regulations, or their interpretation, could result in higher or lower tax rates assessed, changes in the taxability of certain revenues or activities, or changes in the deductibility of certain expenses, thereby affecting our tax expense and profitability. In addition, audits by tax authorities could result in unanticipated increases in our tax expense.

Our results of operations have historically fluctuated and may continue to fluctuate significantly in the future, which could adversely affect our stock price.

Our results of operations are affected by factors such as the unpredictability of contract awards due to the long procurement process for most of our products and services, the potential fluctuation of governmental agency budgets, any timing differences between our work performed and costs incurred under a contract and our ability to recognize revenue and generate cash flow from such contract, the time it takes for the new markets we target to develop and for us to develop and provide products and services for those markets, competition and general economic conditions. Our contract type/product mix and unit volume, our ability to keep expenses within budget and our pricing affect our operating margins. Significant growth in costs to complete our contracts may adversely affect our results of operations in future periods and cause our financial results to fluctuate significantly on a quarterly or annual basis. In addition, certain contracts in our CTS segment are structured such that we incur significant expenses during the design and build phases of the contract that are not offset by revenue recognized or cash flows generated under the contract until we deliver a product or perform operational or maintenance services during the latter phases of the contract. Consequently, we do not believe that comparison of our results of operations from period to period is necessarily meaningful or predictive of our likely future results of operations. In future financial periods our operating results or cash flows may be below the expectations of public market analysts or investors, which could cause the price of our stock to decline significantly.

The funding and costs associated with our pension plans may cause our earnings, cash flows, and shareholders' equity to fluctuate significantly from year to year.

Certain of our employees in the U.S. are covered by a noncontributory defined benefit pension plan and approximately one-half of our European employees are covered by a contributory defined benefit pension plan. The impact of these plans on our GAAP earnings may be volatile in that the amount of expense we record for our pension plans may materially change from year to year because those calculations are sensitive to changes in several key economic assumptions, including discount rates, inflation, salary growth, expected return on plan assets, retirement rates and mortality rates. Changes in these factors affect our plan funding, cash flows, earnings, and shareholders' equity.

We have taken certain actions to mitigate the effect of our defined benefit pension plans on our financial results. For example, benefits under the U.S. plan were frozen as of December 31, 2006, so no new benefits have accrued after that date, and benefits under the European plan were frozen as of September 30, 2010, though the European plan is a final pay plan, which means that benefits will be adjusted for increases in the salaries of participants until their retirement or

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departure from the company. U.S. and European employees hired subsequent to the dates of freezing of the respective plans are not eligible for participation in the defined benefit plans. For more information on how these factors could impact earnings, cash flows and shareholders' equity, see "Pension costs" in Item 7 of this Form 10-K.

We are subject to various investigations, claims and litigation that could ultimately be resolved against us.

The size, nature and complexity of our business make us susceptible to investigations, claims, and litigation, particularly those involving governments. We are and may become subject to investigations, claims and administrative, civil or criminal litigation globally and across a broad array of matters, including, but not limited to, government contracts, false claims, products liability, fraud, environmental, intellectual property, tax, export/import, anti-corruption, labor, health and safety, employee benefits and plans, including plan administration, and improper payments. These matters could divert financial and management resources; result in fines, penalties, compensatory, treble or other damages or non-monetary relief; and otherwise disrupt our business. Government regulations also provide that certain allegations against a contractor may lead to suspension or debarment from government contracts or suspension of export privileges for a company or one or more of its components. Suspension or debarment could have a material adverse effect on our company because of our reliance on government contracts and export authorizations. An investigation, claim or litigation, even if fully indemnified or insured, could also negatively impact our reputation among our customers and the public, and make it more difficult for us to compete effectively or obtain adequate insurance in the future. Investigations, claims or litigation could have a material adverse effect on our financial position, results of operations and/or cash flows.

Risks relating to our common stock

The price of our common stock may fluctuate significantly

An active, liquid and orderly market for our common stock may not be sustained, which could depress the trading price of our common stock.

Volatility in the market price of our common stock may prevent you from being able to sell your shares at or above the price you paid for your shares or at all. The market price of our common stock could fluctuate significantly for various reasons, which include:

· our quarterly or annual earnings or those of our competitors;

- the public's reaction to our press releases, our other public announcements and our filings with the SEC;
- changes in earnings estimates or recommendations by research analysts who track our common stock or the stocks of our competitors;
- inaccuracy of our guidance regarding future operating results;
- new laws or regulations or new interpretations of laws or regulations applicable to our business;
- changes in accounting standards, policies, guidance, interpretations or principles;
- changes in general conditions in the domestic and global economies or financial markets, including those resulting from war, incidents of terrorism or responses to such events;
- litigation involving our company or investigations or audits by regulators into the operations of our company or our competitors;
- strategic action by our competitors; and
- sales of common stock by our directors, executive officers and significant shareholders.

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In addition, the stock market in general has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may seriously affect the market price of our common stock, regardless of actual operating performance. In addition, in the past, following periods of volatility in the overall market and the market price of a particular company's securities, securities class action litigation has often been instituted against these companies. If litigation is instituted against us, it could result in substantial costs and a diversion of our management's attention and resources.

Our Chairman of the Board of Directors beneficially owns a large percentage of our common stock and as a result can exert significant influence over us.

At October 6, 2017, Walter C. Zable, our Chairman of the Board of Directors, and Karen F. Cox, Mr. Zable's sister, beneficially owned an aggregate of 3,005,776 shares, or approximately 11.1%, of our outstanding common stock. Accordingly, Mr. Zable and Ms. Cox may be able to substantially influence all matters requiring approval by our shareholders, including the election of directors and the approval of mergers or other business combination transactions. Circumstances may arise in which the interests of these shareholders could conflict with the interests of our other shareholders. These shareholders could delay or prevent a change in control of Cubic even if such a transaction would be beneficial to our other shareholders.

Your percentage ownership in us may be diluted by future issuances of capital stock, which could reduce your influence over matters on which shareholders vote.

Our board of directors has the authority, without action or vote of our shareholders, to issue all or any part of our authorized but unissued shares of common stock, including shares issuable upon the exercise of options and the vesting of restricted stock units, shares that may be issued in the future under our 2015 Incentive Award Plan or shares of our authorized but unissued preferred stock. Issuances of common stock or preferred voting stock could reduce your influence over matters on which our shareholders vote and, in the case of issuances of preferred stock, likely could result in your interest in us being subject to the prior rights of holders of that preferred stock.

Provisions in our charter documents and Delaware law could delay or prevent a change in control of Cubic.

Provisions of our amended and restated certificate of incorporation and amended and restated bylaws may discourage, delay or prevent a merger, acquisition or other change in control that shareholders may consider favorable, including transactions in which shareholders might otherwise receive a premium for their shares. In addition, these provisions may frustrate or prevent any attempt by our shareholders to replace or remove our current management by making it more difficult to replace or remove our board of directors. These provisions include:

- prior to the date of the transaction, an affirmative vote of the holders of at least 662/3% of our outstanding common stock is required for the approval, adoption or authorization of a business combination;

- a prohibition on shareholder action through written consent;

- a requirement that special meetings of shareholders be called only by our board of directors or by a committee of our board of directors that has been duly designated to do so by our board of directors;

- the authority of our board of directors to issue preferred stock with such terms as our board of directors may determine; and

- a requirement for the affirmative vote of the holders of at least 662/3% of the total voting power of all outstanding shares of our voting stock to amend our amended and restated bylaws, or to amend specific provisions of our amended and restated certificate of incorporation.

In addition, Delaware law prohibits a publicly held Delaware corporation from engaging in a business combination with an interested shareholder, generally a person who, together with its affiliates, owns or within the last three years has

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owned 15% of our voting stock, for a period of three years after the date of the transaction in which the person became an interested shareholder, unless the business combination is approved in a prescribed manner. Accordingly, Delaware law may discourage, delay or prevent a change in control of our company.

If we are unable to pay semiannual dividends at the targeted level, our reputation and stock price may be harmed.

We have consistently paid cash dividends to our shareholders since 1971, and, in fiscal 2017, we paid $7.3 million of cash dividends to our shareholders.

The dividend program requires the use of a portion of our cash flows. Our ability to continue to pay semiannual dividends will depend on our ability to generate sufficient cash flows from operations in the future. This ability may be subject to certain economic, financial, competitive and other factors that are beyond our control. Our board of directors may, at its discretion, decrease the targeted semiannual dividend amount or entirely discontinue the payment of dividends at any time. Any failure to pay dividends after we have announced our intention to do so may adversely affect our reputation and investor confidence in us, and negatively impact our stock price.

If securities or industry analysts cease to publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.

The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who cover us downgrade our stock or publish inaccurate or unfavorable research about our business, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, demand for our stock could decrease, which might cause our stock price and trading volume to decline.

CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING INFORMATION

This report, including the documents incorporated by reference herein, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to the safe harbor created by such

Act. Any statements about our expectations, beliefs, plans, objectives, assumptions, future events or our future financial and/or operating performance, including those concerning new programs and growth in the markets in which we do business, increases in demand for our products and for fully integrated systems, retention of existing contracts and receipt of new contracts, the development of new products, systems and services, expansion of our automated payment and fare collection systems and services, maintenance of long-term relationships with our existing customers, expansion of our service offerings and customer base for services, maintenance of a diversified business mix, expansion of our international footprint, strategic acquisitions, U.S. and foreign government funding, supplies of raw materials and purchased parts, cash needs, financial condition, liquidity, prospects, and the trends that may affect us or the industries in which we operate, are not historical and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as “may,” “will,” “anticipate,” “estimate,” “plan,” “project,” “continuin “ongoing,” “expect,” “believe,” “intend,” “predict,” “potential,” “opportunity” and similar words or phrases or the negatives of words or phrases. These forward-looking statements involve risks, estimates, assumptions and uncertainties, including those discussed in “Risk factors” and elsewhere throughout this report and in the documents incorporated by reference herein, that could cause actual results to differ materially from those expressed in these statements.

Such risks, estimates, assumptions and uncertainties include, among others: our dependence on U.S. and foreign government contracts; delays in approving U.S. and foreign government budgets and cuts in U.S. and foreign government defense expenditures; the ability of certain government agencies to unilaterally terminate or modify our contracts with them; the effects of potential sequestration on our contracts; our assumptions covering behavior by public transit authorities; our ability to successfully integrate new companies into our business and to properly assess the effects of such integration on our financial condition; the U.S. government’s increased emphasis on awarding contracts to small

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businesses, and our ability to retain existing contracts or win new contracts under competitive bidding processes; negative audits by the U.S. government; the effects of politics and economic conditions on negotiations and business dealings in the various countries in which we do business or intend to do business; competition and technology changes in the defense and transportation industries; the change in the way transit agencies pay for transit systems; our ability to accurately estimate the time and resources necessary to satisfy obligations under our contracts; the effect of adverse regulatory changes on our ability to sell products and services; our ability to identify, attract and retain qualified employees; our failure to properly implement our enterprise resource planning system; unforeseen problems with the implementation and maintenance of our information systems; business disruptions due to cyber security threats, physical threats, terrorist acts, acts of nature and public health crises; our involvement in litigation, including litigation related to patents, proprietary rights and employee misconduct; our reliance on subcontractors and on a limited number of third parties to manufacture and supply our products; our ability to comply with our development contracts and to successfully develop, introduce and sell new products, systems and services in current and future markets; defects in, or a lack of adequate coverage by insurance or indemnity for, our products and systems; changes in U.S. and foreign tax laws, exchange rates or our economic assumptions regarding our pension plans; unanticipated issues related to the restatement of our financial statements; our ability to monitor and evaluate the effectiveness of new processes and procedures we have implemented to remediate the material weaknesses that existed in our internal control over financial reporting;  and other factors discussed elsewhere in this report.

Because the risks, estimates, assumptions and uncertainties referred to above could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any forward-looking statements. In addition, past financial and/or operating performance is not necessarily a reliable indicator of future performance and you should not use our historical performance to anticipate results or future period trends. Further, any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for us to predict which factors will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

## Item 1B. UNRESOLVED STAFF COMMENTS.

None

## Item 2. PROPERTIES.

We conduct our operations in approximately 2.2 million square feet of both owned and leased properties located in the United States and foreign countries. We own approximately 51% of the square footage, including about 500,000 square feet located in San Diego, California and 423,000 square feet located in Orlando, Florida. All owned and leased properties are considered in good condition and adequately utilized. The following table identifies significant properties by business segment:

| Location of Property | Owned or Leased |
| --- | --- |
| Corporate Headquarters: | |
| Arlington, VA | Leased |
| San Diego, CA | Owned |
| | |
| Investment properties: | |
| New York, NY | Owned |
| Teterboro, NJ | Leased |
| | |
| Transportation Systems: | |
| Atlanta, GA | Leased |
| Balcatta, Australia | Leased |

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| Location of Property | Owned or Leased |
|---|---|
| | Leased |
| Brisbane, Australia | |
| Burnaby, BC, Canada | Leased |
| Chicago, IL | Leased |
| Concord, CA | Leased |
| Concord, Canada | Leased |
| Concord, NH | Leased |
| Cumbermauld, Scotland | Leased |
| Emeryville, CA | Leased |
| Frankfurt, Germany | Leased |
| Glostrup, Denmark | Leased |
| Greenford, London, England | Leased |
| Hamburg, Germany | Leased |
| Hyderabad, India | Leased |
| Inglewood, CA | Leased |
| Kingswood, Australia | Leased |
| London, England | Leased |
| Mallusk Newtonabbey, Ireland | Leased |
| Malmo, Sweden | Leased |
| Mascot, Australia | Leased |
| Merthsham, Surrey, England | Leased |
| Murrarie, Australia | Leased |
| New York, NY | Leased |
| Norwalk, CA | Leased |
| Oakland, CA | Leased |
| Salfords, Surrey, England | Owned |
| San Diego, CA | Owned |
| San Francisco, CA | Leased |
| Sydney, Australia | Leased |
| Tullahoma, TN | Leased and Owned |
| Vancouver, BC | Leased |
| Wollongong, Australia | Leased |
| | |
| Cubic Global Defense Systems: | |
| Aberdeen, MD | Leased |
| Abu Dhabi UAE | Leased |
| Ashburn, VA | Leased |
| Auckland, New Zealand | Leased |
| Austin, TX | Leased |
| Brisbane, Australia | Leased |
| Canberra, Australia | Leased |
| Chippenham Wiltshire, England | Leased |
| Farnham, Surrey, England | Leased |
| Fayetteville, NC | Leased |
| Fyschwyck, Australia | Leased |
| Hanover, MD | Leased |
| Heisingor, Denmark | Leased |

| | |
|---|---|
| Herndon, VA | Leased |
| Huntsville, AL | Leased |
| Orlando, FL | Owned |
| Riyadh, Saudi Arabia | Leased |
| Rome, Italy | Leased |
| Salisbury, UK | Leased |
| San Diego, CA | Owned |

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| Location of Property | Owned or Leased |
|---|---|
| | Leased |
| Shackleford, England | |
| Singapore, Asia | Leased |
| Tijuana, Mexico | Leased |
| Townsville, Australia | Leased |
| Cubic Global Defense Services: | |
| Colorado Springs, CO | Leased |
| Fayetteville, NC | Leased |
| Fountain, CO | Leased |
| Hampton, VA | Leased |
| Herndon, VA | Leased |
| Honolulu, HI | Leased |
| Kingstowne, VA | Leased |
| Leavenworth, KS | Leased |
| Olympia, WA | Leased |
| Orlando, FL | Leased |
| San Diego, CA | Leased |
| Tampa, FL | Leased |

Item 3. LEGAL PROCEEDINGS.

In October 2014, a lawsuit was filed in the United States District Court, Northern District of Illinois against us and one of our transit customers alleging infringement of various patents held by the plaintiff, seeking judgment that we have infringed on plaintiff’s patents; regular and treble damages; requiring an accounting of sales, profits, royalties and damages owed plaintiffs; pre and post judgment interest; an award of costs, fees and expenses, an injunction prohibiting the continuing infringement of the patents; and any other relief the court deems just and equitable. We are vigorously defending the lawsuit. We are also undertaking defense of our customer in this matter pursuant to our contractual obligations to that customer. The court made several rulings in our favor concerning the validity of the plaintiff’s patents at issue. The plaintiff appealed those rulings and the Federal Circuit Court of Appeals upheld the District Court’s rulings. While these are favorable ruling for us, the case has yet to be dismissed as the plaintiff evaluates its legal options. Accordingly, we cannot estimate the probability of loss or any range of estimate of possible loss at this time.

We are not a party to any other material pending proceedings and we consider all other matters to be ordinary proceedings incidental to our business. We believe the outcome of these other proceedings will not have a materially adverse effect on our financial position, results of operations, or cash flows.

Item 4. MINE SAFETY DISCLOSURES.

Not Applicable.

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PART II

Item 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

The principal market on which our common stock is being traded is the New York Stock Exchange under the symbol CUB. The closing high and low sales prices for the stock, as reported in the consolidated transaction reporting system of the New York Stock Exchange for the quarterly periods during the past two fiscal years, and dividend information for those periods, are as follows:

MARKET AND DIVIDEND INFORMATION

| | Sales Price of Common Shares | | | | | |
|---|---|---|---|---|---|---|
| | Fiscal 2017 | | Fiscal 2016 | | Dividends per Share | |
| Quarter | High | Low | High | Low | Fiscal 2017 | Fiscal 2016 |
| First | $ 50.40 | $ 40.03 | $ 49.16 | $ 40.71 | — | — |
| Second | 55.25 | 46.45 | 47.87 | 30.80 | $ 0.14 | $ 0.14 |
| Third | 53.15 | 44.25 | 42.94 | 38.19 | — | — |
| Fourth | 51.95 | 40.20 | 48.36 | 38.89 | $ 0.14 | $ 0.14 |

On November 2, 2017, the closing price of our common stock on the New York Stock Exchange was $55.60. There were 574 shareholders of record of our common stock as of November 2, 2017.

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Item 6. SELECTED FINANCIAL DATA.

FINANCIAL HIGHLIGHTS AND SUMMARY OF CONSOLIDATED OPERATIONS

(amounts in thousands, except per share data)

This summary should be read in conjunction with the related consolidated financial statements and accompanying notes in Item 8 of this Form 10-K.

| | Year Ended September 30, | | | | |
|---|---|---|---|---|---|
| | 2017 | 2016 | 2015 | 2014 | 2013 |
| Results of Operations: | | | | | |
| Sales | $ 1,485,861 | $ 1,461,665 | $ 1,431,045 | $ 1,398,352 | $ 1,361,407 |
| Cost of sales | 1,122,142 | 1,116,906 | 1,091,326 | 1,082,535 | 1,055,313 |
| Selling, general and administrative expenses | 258,088 | 269,593 | 212,518 | 181,672 | 165,230 |
| Research and development | 52,652 | 31,976 | 17,992 | 17,959 | 24,445 |
| Interest expense | 15,027 | 11,199 | 4,400 | 4,084 | 3,427 |
| Income taxes (1) | 15,059 | (9,212) | 48,997 | 19,831 | 14,502 |
| Net income (loss) attributable to Cubic (1) (2) | (11,209) | 1,735 | 22,885 | 69,491 | 25,086 |
| | | | | | |
| Per Share Data: | | | | | |
| Net income (loss) per share, basic (1) (2) | $ (0.41) | $ 0.06 | $ 0.85 | $ 2.59 | $ 0.94 |
| Net income (loss) per share, diluted (1) (2) | (0.41) | 0.06 | 0.85 | 2.59 | 0.94 |
| Cash dividends | 0.27 | 0.27 | 0.27 | 0.24 | 0.24 |
| | | | | | |
| Shares used in calculating net income (loss) per share: | | | | | |
| Basic | 27,106 | 26,976 | 26,872 | 26,787 | 26,736 |
| Diluted | 27,106 | 27,040 | 26,938 | 26,845 | 26,760 |
| | | | | | |
| Year-End Data: | | | | | |
| Shareholders' equity related to Cubic | $ 689,631 | $ 689,896 | $ 756,288 | $ 782,278 | $ 716,946 |
| Equity per share, basic | 25.44 | 25.57 | 28.14 | 29.20 | 26.82 |
| Total assets | 1,336,285 | 1,504,408 | 1,300,276 | 1,194,606 | 1,109,618 |
| | 199,761 | 200,741 | 126,705 | 102,390 | 102,920 |

Long-term debt, net of current portion

(1) Our pretax income totaled $3.9 million in 2017 while our income tax provision in 2017 totaled $15.1 million. The provision for fiscal 2017 primarily resulted from tax on foreign earnings and U.S. tax expense related to the amortization of indefinite lived intangible assets, partially offset by benefit related to the release of reserves for uncertain tax positions due to the positions being effectively settled. Results for the year ended September 30, 2015 include the net impact on income tax expense of establishing valuation allowances on U.S. deferred tax assets totaling $35.8 million. This valuation allowance was reduced by $6.7 million in the year ended September 30, 2016. See Note 10 to the Consolidated Financial Statements in Item 8 of this Form 10-K for further discussion of these items.

(2) Results of the year ended September 30, 2016 included an $18.5 million charge related to a business acquisition purchase accounting charge. See Note 2 of the Consolidated Financial Statements in Item 8 of this Form 10-K for further discussion on this charge. Results for the year ended September 30, 2013 include the impact of a goodwill impairment charge of $50.9 million, before the impact of applicable income taxes.

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Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Company Overview

We are a market-leading, technology provider of integrated solutions that increase situational understanding for transportation, defense C4ISR and training customers worldwide to decrease urban congestion and improve the militaries' effectiveness and operational readiness. Cubic Corporation designs, integrates and operates systems, products and services focused in the transportation, defense C4ISR and training markets. We serve the needs of various federal and regional government agencies in the U.S. and allied nations around the world with products and services that have both defense and civil applications. For the fiscal year ended September 30, 2017, 40% of sales were derived from transportation systems and related services, while 60% were derived from defense systems and services. The U.S. government remains our largest customer, accounting for approximately 48% of sales in 2017, 45% of sales in 2016, and 47% of sales in 2015. In fiscal year 2017, 54% of our total sales were derived from services, with product sales accounting for the remaining 46%.

We operate in three reportable business segments: transportation systems, defense systems and defense services. We organize our business segments based on the nature of the products and services offered.

We are operating in an environment that is characterized by continuing economic pressures in the U.S. and globally. A significant component of our strategy in this environment is to focus on program execution, improving the quality and predictability of the delivery of our products and services, and providing opportunities for customers to outsource services where we can provide a lower cost and more effective solution. Recognizing that many of our U.S. based customers are resource constrained, we are continuing our focus on developing and extending our portfolio in international and adjacent markets. Our international sales, including Foreign Military Sales (FMS), comprised 42% of our total sales for fiscal year 2017. Sales to countries outside the U.S. amounted to 66%, 9% and 38% of the total sales of Cubic Transportation Systems (CTS), Cubic Global Defense Services (CGD Services) and Cubic Global Defense Systems (CGD Systems), respectively, for fiscal year 2017. To the extent our business and contracts include operations in countries outside the U.S., other risks are introduced into our business, including changing economic conditions, fluctuations in relative currency values, regulation by foreign countries, and the potential for deterioration of political relations.

We continuously strive to strengthen our portfolio of products and services to meet the current and future needs of our customers. We accomplish this in part by our independent R&D activities, and through acquisitions. Company-sponsored R&D spending totaled $52.7 million in 2017. In 2014 through our acquisition of Intific, Inc. (Intific), we significantly broadened our advanced research capabilities. Intific brings us a wide range of expertise including computer simulation, animation, human-machine interaction, robotics, neuroscience, visualization, gaming, and artificial intelligence. Intific performs work funded by the Defense Advanced Research Projects Agency (DARPA) and other U.S. government agencies; however, most of Intific's R&D activities are included in cost of sales as they are directly related to contract performance.

We selectively pursue the acquisition of businesses that complement our current portfolio and allow access to new customers or technologies. In pursuing our business strategy, we routinely conduct discussions, evaluate targets, and enter into agreements regarding possible acquisitions. As part of our business strategy, we seek to identify acquisition opportunities that will expand or complement our existing products and services, or customer base, at attractive valuations. From fiscal year 2015 through 2017, we acquired DTECH LABS, Inc. (DTECH), GATR Technologies, Inc. (GATR), TeraLogics, LLC (Teralogics), and Vocality International (Vocality) in connection with our strategic efforts to build and expand our command, control, communication, computers, intelligence, surveillance and reconnaissance (C4ISR) business. In fiscal 2016 we formalized the structure of Cubic Mission Solutions (CMS), our business unit which combines and integrates our C4ISR and secure communications operations.

We have also made a number of niche acquisitions of businesses during the past several years, including Deltenna Limited (Deltenna) in 2017 and Intific in February 2014. Generally, our business acquisitions are dilutive to earnings in the short-term due to acquisition-related costs, integration costs, retention payments and often higher amortization of

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purchased intangibles in the early periods after acquisition and expenses related to earn-outs. However, we expect that each of these recent acquisitions will be accretive to earnings in the long-term.

Industry Considerations

The U.S. government continues to focus on discretionary spending, tax, and other initiatives to control spending and reduce the deficit. The president's administration and Congress will likely continue to debate the size and expected growth of the U.S. federal budget as well as the defense budget over the next few years and balance decisions regarding defense, homeland security, and other federal spending priorities in a constrained fiscal environment imposed by the Budget Control Act (BCA) and various Bipartisan Budget Acts (BBA) since 2011. The most recent, agreed to on November 2, 2015, Bipartisan Budget Act of 2015 revised discretionary spending limits to avoid sequestration for fiscal year 2016 and fiscal year 2017. The ultimate effects of sequestration and any subsequent bipartisan budget acts beyond 2017 still cannot be determined. Absent a new BCA or BBA in 2017, sequestration still threatens to severely limit discretionary federal funding in 2018. Reductions to 2018 and beyond from current budget projections could have an impact on our customers' procurement of products and services.

While these budgetary considerations have put downward pressure on growth in the defense industry and will likely continue to do so, we believe that much of our business is well positioned in areas that the DoD has indicated are areas of focus for future defense spending to help the DoD meet its critical future capability requirements for protecting U.S. security and the security of our allies in the years to come.

In transportation, we continue to believe that our products and services are critical to our customers to ensure that they maximize revenue and efficiencies in a resource constrained environment. Some customers have responded to the current market environment by seeking financing for their projects from the system supplier. An example of this is our contract with the Chicago Transit Authority, awarded in late 2011. We designed and manufactured a new fare collection system for the Chicago Transit Authority and are receiving monthly payments for the system over an approximate ten-year period which began in January 2014.

While future defense plans, changes in defense spending levels and changes in spending for mass transit projects could have a materially adverse effect on our consolidated financial position, we have and plan to continue to make strategic investments and acquisitions to align our businesses in growth areas of our respective markets that we believe are the most critical priorities and mission areas for our customers.

Segment Overview

Cubic Transportation Systems

CTS is a systems integrator of payment and information technology and services for intelligent travel solutions. We deliver integrated systems for transportation and traffic management, delivering tools for travelers to choose the smartest and easiest way to travel and pay for their journeys, and enabling transportation authorities and agencies to manage demand across the entire transportation network — all in real time. We offer fare collection and revenue management devices, software, systems and multiagency, multimodal integration technologies, as well as a full suite of operational services that help agencies and operators efficiently collect fares and revenue, manage operations, reduce revenue leakage and make transportation more convenient. Through our NextBus and Intelligent Transport Management Solutions (ITMS) businesses, respectively, we also deliver real-time passenger information systems for tracking and predicting vehicle arrival times and we are a leading provider of urban and inter-urban intelligent transportation and enforcement solutions and technology and infrastructure maintenance services to the United Kingdom and other international city, regional and national road and transportation agencies. Through our Urban Insights business we use big data and predictive analytics technology and a consulting model to help the transportation industry improve operations, reduce costs and better serve travelers.

The transportation markets we serve are undergoing a substantial change. Mounting pressure on transportation authorities to improve the customer experience while stretching their operating budgets is fueling a trend toward

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outsourced services and systems that enable innovation and lower operating cost. We believe we are positioned at the forefront of this change.

We believe that we hold the leading market position in large-scale automated fare payment and revenue management systems and services for major metropolitan areas. CTS has delivered over 20 regional back office operations which together serve over 38 million people every day in major markets around the world. We have implemented and, in many cases, operate automated fare payment and revenue management systems for some of the world's largest transportation systems, examples include London (Oyster/Contactless Payment), the Chicago region (Ventra), the San Francisco Bay Area (Clipper), the Los Angeles region (TAP), the New York region (Metrocard), the Washington D.C. region (Smartrip), the Vancouver region (Compass), the Sydney region (Opal Card) and the Brisbane region (Go Card). In fiscal 2016 we were awarded a contract by the New Hampshire State Department of Transportation to deploy our back-office system for the purposes of toll revenue collection and in early fiscal 2018, we were awarded a contract by the New York Metropolitan Transportation Authority (MTA) to replace the MetroCard system with a New Fare Payment System (NFPS)..

Through our NextBus, ITMS and Urban Insights businesses we provide advanced transportation operational management and analytics capabilities and related services to over 110 customers including organizations such as Transport for London, Transport Scotland, Highways England, Transport for Greater Manchester, Transport for New South Wales, Los Angeles Metro, San Francisco Muni and the Toronto Transit Commission.

In addition to helping us secure similar projects in new markets, our comprehensive suite of new technologies and capabilities enables us to benefit from a recurring stream of revenues in established markets resulting from operations, innovative new services, technology obsolescence, equipment refurbishment and the introduction of new or adjacent applications.

In 2017, revenues from services provided by CTS were $330.7 million, or 57% of CTS sales.

We are currently designing and building major new systems in Singapore, Ireland and Miami and have now formally commenced the build of the new system for New York. Typically, profit margins during the design and build phase of major projects are lower than during the operate-and-maintain phase. This has in the past caused, and may in the future cause, swings in profitability from period to period. In addition, cash flows are often negative during portions of the design-and-build phase, until major milestones are reached and cash payments are received.

Cash payment terms offered by our transportation customers in a competitive environment are sometimes not favorable to us. The customers' budget constraints often result in less funding available for the build of a new system, with more funds becoming available when the system becomes operational. This, coupled with the inherent risks in managing large infrastructure projects, can yield negative cash flows and lower and less predictable profit margins on contracts during the design and build phase. Conversely, during the operate-and-maintain phase, revenues and costs are typically more predictable and profit margins tend to be higher.

Gross profit margins from services sales in CTS were 28% and 26% for fiscal years 2017 and 2016, respectively, and gross profit margin from product sales was 29% and 32% in 2017 and 2016, respectively. Historically, the trend toward a greater mix of services revenues compared to product sales has helped to generate higher profit margins from the segment; however in 2017 and 2016 service gross margins were lower than product gross margins due to the improvement in margins on a number of system development contracts as we move out of the heavy engineering and software development phase of these contracts. Also, service sales gross margins in 2017 and 2016 are lower than recent historical service sales gross margins mostly due to the reduction in margins on our London follow-on contract. Margins were lower on the follow-on contract in 2017 and 2016 in large part because it no longer includes the award of usage bonuses. The mix of product and services sales can produce fluctuations in margin from period-to-period; however, we expect the trend of increasing services sales to continue in the long-term.

Most of our sales in CTS for fiscal year 2017 were from fixed-price contracts. However, some of our service contracts provide for variable payments, in addition to the fixed payments, based on meeting certain service level requirements and, in some cases, based on system usage. Service level requirements are generally contingent upon factors that are

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under our control, while system usage payments are contingent upon factors that are generally not under our control, other than basic system availability. Development and system integration contracts in CTS are usually accounted for on a percentage-of-completion basis using the cost-to-cost method to measure progress toward completion, which requires us to estimate our costs to complete these contracts on a regular basis. Our actual results can vary significantly from these estimates and changes in estimates can result in significant swings in revenues and profitability from period to period. Generally, we are at risk for increases in our costs, unless an increase results from customer-requested changes. At times, there can be disagreement with a customer over who is responsible for increases in costs. In these situations we must use judgment to determine if it is probable that we will recover our costs and any profit margin.

Revenue under contracts for services in CTS is generally recognized either as services are performed or when a contractually required event has occurred, depending on the contract. Revenue under such contracts is generally recognized on a straight-line basis over the period of contract performance, unless evidence suggests that the revenue is earned or the obligations are fulfilled in a different pattern. Costs incurred under these services contracts are expensed as incurred, and may vary from period to period. Incentive fees included in some of our CTS service contracts are recognized when they become fixed and determinable based on the provisions of the contract. As described above, often these fees are based on meeting certain contractually required service levels or based on system usage levels. Contractual terms can also result in variation of both revenues and expenses, resulting in fluctuations in earnings from period to period.

For the fare collection system for the Chicago Transit Authority, the contract specifies that we would not begin to be paid until we entered the service period. In accordance with authoritative accounting literature, we did not begin recognizing revenue on this contract until it entered the service period in August 2013. As of September 30, 2017, we had capitalized $56.5 million, net, in direct costs associated with developing the new fare collection system. Selling, general and administrative (SG&A) costs associated with this contract are not being capitalized, but are being expensed as incurred. Capitalized costs are being recognized as cost of sales based upon the ratio of revenue recorded during a period compared to the revenue expected to be recognized over the term of the contract.

Cubic Global Defense Systems

CGD Systems is focused on two primary lines of business: training systems and secure communications. The segment is a diversified supplier of live and virtual military training systems as well as secure communication systems and products to the DoD, other U.S. government agencies and allied nations. We design and manufacture instrumented range systems for fighter aircraft, armored vehicles and infantry force-on-force live training weapons effects simulations, laser-based tactical and communication systems, and precision gunnery solutions. Our secure communications products are aimed at intelligence, surveillance, ground combat, and search and rescue markets. In 2016 we formalized the structure of our CMS business unit which combines and integrates our C4ISR and secure communications operations. CMS' C4ISR solutions provide information capture, assessment, exploitation and dissemination in a secure network-centric environment.

CGD Systems is continually building upon its role as a leader in air and ground combat training systems worldwide. Our products and systems help our customers to retain technological superiority with cost-effective solutions. We design, innovate, manufacture and field a diverse range of technologies that are critical to combat readiness, supply chain logistics and national security for the U.S. and allied nations. Our primary lines of business include air combat training ranges and after action review software, ground combat training systems, including a full range of laser engagement simulation systems, game-based learning systems, virtual small arms training systems, Intelligence, Surveillance and Reconnaissance (ISR) data links, networking and baseband communications equipment, full-motion video software and services, expeditionary satellite communication terminal solutions, personnel locator systems, and cross domain appliances for cyber security. We also provide ongoing support services for systems we have built for several of our international customers.

Our established international footprint in 35 allied nations is a key ingredient to our strategy. Our global footprint helps to insulate us from possible shifts or downturns in DoD spending. Sales to international customers of CGD Systems are a major part of our business with 38% of sales in 2017 to international customers. In addition, expansion into adjacent markets gives us an effective means to add scale to our business. We look for attractive acquisition candidates to expand

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our product offerings and we invest in the development of innovative new products that deliver real value to our customers. Through business acquisitions we made in the past three years, we now offer software and game-based solutions in modeling and simulation, training and education, cyber warfare, neuroscience, networking and satellite communications, and live fire training solutions to U.S. and international forces. Our recent acquisitions also expand our capabilities and product offerings for radio and antenna communications and unified communication platforms. These acquisitions deepen our training and communication capabilities and expand our customer base.

Fixed-price contracts accounted for 92% of CGD Systems revenue for fiscal year 2017. Development and system integration contracts in CGD Systems are generally accounted for on a percentage-of-completion basis using the cost-to-cost method to measure progress toward completion, which requires us to estimate our costs to complete these contracts on a regular basis. Our actual results can vary significantly from these estimates and changes in estimate can result in significant swings in revenues and profitability from period to period. Generally, we are at risk for increases in our costs, unless an increase results from customer-requested changes. At times, there can be disagreement with a customer over who is responsible for increases in costs. In these situations we must use judgment to determine if it is probable that we will recover our costs and any profit margin.

CGD Systems also has many long-term, fixed-price production contracts that do not require substantial development effort. For these contracts we use the units-of-delivery percentage-of-completion method as the basis to measure progress toward completing the contract and recognizing sales. The units-of-delivery measure recognizes revenues as deliveries are made to the customer generally using unit sales values in accordance with the contract terms. We estimate profit as the difference between total estimated revenue and total estimated cost of a contract and recognize that profit over the life of the contract based on deliveries.

Increasingly, CGD Systems is receiving contracts from foreign customers to not only develop and deliver a system, but also to maintain the system for a period of years after the delivery. While service contracts have not historically been a significant part of our CGD Systems business, this type of multiple-element contract has become more common in recent years. Revenues under contracts for services in CGD Systems are generally recognized as services are performed on a straight-line basis over the period of contract performance. Costs incurred under these services contracts are expensed as incurred, and may vary from period to period, resulting in fluctuations in earnings.

The gross profit margin in fiscal 2017 was 31%, compared to 28% in 2016 and 29% in 2015. At times, particularly favorable or unfavorable contracts can cause variation in this ratio, due to competition and the prevalence of fixed-price arrangements. Fixed-price contracts create both the risk of cost growth and the opportunity to increase margins if we are able to reduce our costs.

Cubic Global Defense Services

CGD Services is a leading provider of highly specialized support services to the U.S. government and allied nations. Services provided include live, virtual and constructive training, real-world mission rehearsal exercises, professional military education, intelligence support, information technology, information assurance and related cyber support, development of military doctrine, consequence management, infrastructure protection and force protection, as well as support to field operations, force deployment and redeployment and logistics.

CGD Services is a highly specialized and customer centric business which we believe knows how to meet the unique requirements of each of its many customers. In the government services marketplace, reputation, quality and relationships are always important. We uphold our credentials for professional excellence by consistently providing high-value and cost-effective support for our customers.

CGD Services is focused on customers within the U.S. government, extending to the DoD, all branches of the U.S. Armed Services, the Department of Homeland Security, non-military agencies, and allied nations under FMS contracts funded by the U.S. government. CGD Services is the prime contractor at more than 40 military training and support facilities and supports some of the largest exercises and training events each year including the largest annual constructive simulation training event under our Korea Battle Simulation Center (KBSC) support contract. Cubic won the recomplete of the KBSC contract which has a base and four option periods. The segment supports all four of the U.S.

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Army’s combat training centers (CTCs) comprised of: the Joint Readiness Training Center (JRTC) in Fort Polk, Louisiana, which is the nation’s premier training center for light infantry forces; the National Training Center (NTC) in Fort Irwin, California, the Army’s premier heavy maneuver CTC; the Joint Multinational Readiness Center (JMRC) in Hohenfels, Germany, which is the U.S. Army Europe’s combat maneuver training center for realistic training from the individual to the brigade level; and the Mission Command Training Program (MCTP) in Fort Leavenworth, Kansas, which delivers mission command training to the Army’s senior commanders and is the Army’s only worldwide deployable CTC. We also currently provide and/or have provided defense modernization support for 13 NATO entrants in Central and Eastern Europe under FMS contracts. In 2011 and 2012, CGD Services began diversifying its business into the national security market with the acquisitions of Abraxas and NEK. These acquired businesses added to the segment’s specialized skills and further diversified the business to new customers and markets which are directly aligned with DoD’s emphasis on intelligence and the special operations forces communities where trusted credentials are a high barrier to entry. NEK provides Special Forces training-related services to the U.S. Army and other national security related customers and provides a platform to expand CGD Services work both in the U.S. and to key foreign allies.

We are adapting to a new era in defense and national security spending practices. In the past, many of the contracts we were awarded in CGD Services were long-term in nature, spanning periods of five to ten years. The DoD now relies heavily upon indefinite delivery/indefinite quantity (ID/IQ) and small business set aside contracts. For us that means a lower backlog of service contracts due to the shorter term nature of these ID/IQ Task Order awards. Shorter-term contracts combined with this tougher competitive environment, where the “lowest-priced, technically acceptable” bids often win, have resulted in a trend toward lower profit margins from the segment in recent periods. The gross profit margin in CGD Services has been about 10% in the period from 2015 through 2017. We must continue to work to keep our costs low to remain competitive under these market conditions. These conditions also provide the opportunity for us to increase our market share of the large DoD services market. To maximize our business opportunities under ID/IQ contract vehicles, we often seek new work both as a prime contractor and a subcontractor. By increasing our participation in multiple award ID/IQ contracts we improve our chances to develop new customers, programs and capabilities. Retaining customers is a critical component of our success; we remain vigilant in maintaining a high win rate on re-compete contracts to retain our customers. Despite the trend toward small business awards by the U.S. government, where we must take a role as a subcontractor, 89% of our revenues in fiscal year 2017 were as a prime contractor.

Cost reimbursable and time and materials contracts accounted for 48% of our sales in CGD Services for fiscal year 2017, with the remaining sales derived from fixed-price contracts. Revenues under cost reimbursable contracts are recognized as costs are incurred, plus the estimated fee earned under the contract terms. Often these are structured as award fees based on performance and are generally accrued during the performance of the contract based on our historical experience with such awards. Revenues under time and materials contracts are recognized as services are delivered based on the terms of the contract. Revenues under our fixed-price service contracts with the U.S. government are recorded using the cost-to-cost percentage-of-completion method.

Operating overview

Cubic Corporation sales increased 2% to $1.486 billion in fiscal year 2017 from $1.462 billion in 2016. The increase in sales for CGD Systems of 9%, was partially offset by 1% and 3% decreases in CTS sales and CGD Services sales, respectively. Revenues from businesses we acquired in 2017 and 2016, all within our CGD Systems operating segment, increased our consolidated sales by 3% from 2016 to 2017. Organic sales decreased between fiscal years 2016 and 2017 primarily due to the negative impact of changes in foreign currency exchange rates. The average exchange rates between the prevailing currencies in our foreign operations and the U.S. dollar had a negative impact on sales of 1%, or $19.9 million in 2017 compared to 2016. The impacts of changes in foreign currency exchange rates on sales from 2016 to 2017 predominantly affected our CTS segment results.

Cubic Corporation sales in 2016 were $1.462 billion compared to $1.431 billion in 2015, an increase of 2%. Increases in sales for CTS and CGD Systems of 3% and 5%, respectively, were partially offset by a 3% decrease in CGD Services sales. Revenues from businesses we acquired in 2016 and 2015, all within our CGD Systems operating segment, increased our consolidated sales by 3% from 2015 to 2016. Organic sales decreased between 2015 and 2016 due primarily to changes in foreign currency exchange rates. The impact of changes in foreign currency exchange rates,

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particularly the strengthening of the U.S. dollar against the British pound, had a negative impact on sales of 2%, or $32.3 million in 2016 compared to 2015.

Operating income increased by over 140% to $17.5 million in 2017 from $7.2 million in 2016. CGD Systems had operating income of $18.8 million in 2017 compared to an operating loss of $17.1 million in 2016. The CGD Systems operating loss in 2016 was primarily caused by the impact of purchase accounting on businesses acquired in this segment during fiscal 2016. Businesses we acquired in 2017 and 2016, which were all in our CGD Systems segment, generated operating losses of $4.6 million in 2017 compared to $29.9 million in 2016. These operating losses for acquired businesses include acquisition transaction costs and other acquisition-related charges, including an $18.5 million charge incurred for the GATR acquisition in fiscal 2016 described in the CGD Systems segment section below. CTS operating income decreased by 31% primarily due to increased R&D investment in fiscal year 2017 and the impact of cost growth on a toll contract. CGD Services operating income decreased by 40% in 2017 due to decreased activity on certain U.S. Army and Special Operations Forces training contracts. Unallocated corporate and other costs were $47.8 million in 2017 compared to $44.4 million in 2016, and included expenses related to strategic and IT system resource planning as part of our One Cubic initiative totaling $34.4 million in 2017 and $36.8 million in 2016. The average exchange rates between the prevailing currencies in our foreign operations and the U.S. dollar resulted in a decrease in operating income of $1.4 million in 2017 compared to 2016.

Operating income was $7.2 million in 2016 compared to $75.4 million in 2015, a decrease of 90%. CGD Systems had an operating loss of $17.1 million in 2016 compared to operating income of $18.4 million in 2015 primarily due to the impact of purchase accounting on businesses acquired in this segment during fiscal 2016, as further described below. CTS operating income decreased by 25% between 2016 and 2015 primarily related to lower profits on the transition to our follow-on fare collection contract in London, partially offset by improved profitability on contracts in Chicago, Sydney, and Vancouver. CGD Services operating income increased by 70% in 2016 due to decreased amortization of purchased intangibles and the impact of cost saving efforts. Unallocated corporate and other costs were $44.4 million in 2016 compared to $25.5 million in 2015. The increase in unallocated corporate costs is primarily related to strategic and IT system resource planning as part of our One Cubic initiative totaling $36.8 million in 2016 compared to $13.2 million in 2015, partially offset by a reduction in legal and consulting expenses related to an investigation conducted by the Audit Committee in 2015, for which we incurred expenses of $3.0 million. The average exchange rates between the prevailing currencies in our foreign operations and the U.S. dollar resulted in a decrease in operating income of $4.0 million in 2016 compared to 2015.

Our net loss was $11.2 million (net loss of $0.41 cents per share) in 2017 compared to net income of $1.7 million (net income of $0.06 cents per share) in 2016. The change was related to the increase in income tax expense described below.

Net income decreased to $1.7 million ($0.06 cents per share) in 2016 from $22.9 million ($0.85 cents per share) in 2015. The change was primarily due to the decrease in operating income described above and an increase in interest expense described below, partially offset by a reduction in income tax expense described below.

The gross margin from product sales was 31% in 2017, compared to 28% in 2016. The increase in gross margin percentage was primarily due to increased product sales by our recently acquired businesses in our CGD Systems segment, which generally have higher gross margins than product sales from our other businesses. In addition, product sales gross margins were positively impacted in 2017 by an $8.0 million equitable contract adjustment on CGD Systems contract to provide virtual training software to the U.S. Navy. As such, we recognized $8.0 million in sales and operating profit related to this contract adjustment during fiscal 2017. The gross margin from service sales was down less than 1%. After rounding to whole percentages, the gross margin on service sales was 19% in 2017 compared to 20% in 2016.

The gross margin from product sales was 28% in 2016, compared to 26% in 2015. The increase in gross margin percentage was primarily due to improved profitability on transportation system sales in North America, Australia, and the U.K., and a reduction of losses incurred on the virtual combat training deliverables for the U.S. Navy described below. These increases were partially offset by lower gross margins on lower DTECH sales in 2016, as DTECH sales generally have a higher gross margin percentage than other Cubic product sales. The gross margin from service sales was 20% in 2016 compared to 22% in 2015. The decrease in the gross margin percentages on services sales was

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predominantly the result of lower profits on the transition to our follow-on transportation fare collection contract in London, as described below.

SG&A expenses decreased to $258.1 million or 17% of sales in 2017, compared to $269.6 million or 18% of sales in 2016. The decrease in total SG&A expenses is primarily due to lower SG&A expenses recognized in 2017 in connection with recent business acquisitions as compared to 2016. Business acquisition expenses include amounts recorded for business purchase accounting matters described in the CGD Systems section below and totaled $28.7 million in 2016. The net business acquisition expenses were not significant in fiscal 2017. SG&A expenses related to strategic and IT system resource planning as part of our One Cubic initiative totaled $34.4 million in 2017 compared to $36.8 million in 2016.

SG&A expenses increased to $269.6 million or 18% of sales in 2016, compared to $212.5 million or 15% of sales in 2015. The increase in SG&A expense is primarily related to strategic and IT system resource planning as part of our One Cubic initiative for which expenses totaled $36.8 million in 2016 compared to $13.2 million in 2015 as well as approximately $28.7 million of SG&A expenses recognized in 2016 in connection with recent business acquisitions compared to $7.9 million in 2015. Business acquisition expenses in 2016 include amounts recorded for business purchase accounting matters described in the CGD Systems section below.

Company-sponsored R&D spending totaled $52.7 million in 2017 compared to $32.0 million in 2016 and $18.0 million in 2015. Company-sponsored R&D spending for CTS was $26.3 million, $15.6 million, and $4.8 million for 2017, 2016, and 2015, respectively. R&D expenses for CTS in 2017 include $6.4 million of expenses through the third quarter related to our contact with the New York Metropolitan Transit Authority that was awarded in early fiscal 2018; expenses incurred in the fourth quarter were capitalized and will be expensed as a project cost in fiscal 2018. CTS R&D costs in 2015 were reduced $2.3 million by a settlement we received in 2015 related to the reimbursement of R&D expenses we incurred primarily in 2014 for a proposal prepared for a prospective customer of our transportation systems business. Company-sponsored R&D spending for CGD Systems was $26.3 million, $16.4 million, and $13.2 million, in 2017, 2016 and 2015, respectively. The 2017 CGD R&D expenses were primarily related to the development of innovative ground live and virtual training technologies.

Interest and dividend income was $1.0 million in 2017 compared to $1.5 million in 2016 and $1.8 million in 2015. The changes in interest and dividend income between these years were correlated with decreases in our average cash balances in these years. Interest expense was $15.0 million in 2017 compared to $11.2 million in 2016 and $4.4 million in 2015. The increases in interest expense generally reflected the increase in average outstanding debt balances for these years. In addition, during the second quarter of fiscal 2016 we issued unsecured notes bearing an interest rate that is higher than the average interest rate of our previously issued notes. Our outstanding notes also contain a provision that the coupon rate increases if the company’s leverage ratio exceeds certain levels. In fiscal 2017 this leverage ratio feature impacted our average interest rate to a greater extent than in previous years.

Other income (expense) netted to income of $0.4 million in 2017 compared to expense of $2.3 million in 2016 and expense of $0.9 million in 2015. During fiscal year 2016, we recognized a loss within other expense of $2.7 million related to the partial settlement of our remaining obligations associated with our U.S. defined benefit pension plan. We offered certain retired, vested participants the opportunity to voluntarily elect to receive their benefits as an immediate lump sum distribution. The lump sum distribution was paid out from plan assets in September 2016 and resulted in a settlement loss of $2.7 million. Other than this settlement loss, the changes in other income (expense) were caused primarily by the impact of foreign currency exchange rate changes on cash advances to our foreign subsidiaries that are not hedged.

Our income tax provision totaled $15.1 million for fiscal 2017, compared to an income tax benefit of $9.2 million in fiscal 2016. The tax benefit recorded in fiscal 2016 primarily related to acquired deferred tax liabilities of $23.8 million that reduced the U.S. valuation allowance. The expense for income taxes in fiscal 2017 primarily results from tax on foreign earnings and U.S. tax expense related to the amortization of indefinite lived intangible assets, partially offset by a benefit related to the release of reserves for uncertain tax positions due to the positions being effectively settled. Due to the effects of the deferred tax asset valuation allowance, the effective tax rate for fiscal 2016 and 2017 does not correlate to the amount of the pre-tax income or loss. The change in the valuation allowance does not have any impact on our consolidated operations or cash flows, nor does such an allowance preclude us from using loss carryforwards or other deferred tax assets in the future. Until we re-establish a pattern of continuing profitability, in accordance with the applicable accounting guidance, U.S. income tax expense or benefit related to the recognition of deferred tax assets in the consolidated statement of operations for future periods will be offset by decreases or increases in the valuation allowance with no net effect on the consolidated statement of operations.

Our effective tax rate could be affected in future years by, among other factors, the mix of business between U.S. and foreign jurisdictions, fluctuations in the need for a valuation allowance against deferred tax assets, our ability to take advantage of available tax credits and audits of our records by taxing authorities.

Through September 30, 2017, a valuation allowance of $58.8 million has been established against U.S. deferred tax assets, certain foreign operating losses and other foreign deferred tax assets. For fiscal 2017, the valuation allowance was increased by $11.0 million, including $12.7 million recorded as a net tax expense in our Consolidated Statement of Operations, offset by amounts recorded through Other Comprehensive Income related to retirement benefits. We will continue to assess the need for a valuation allowance on deferred tax assets and should circumstances change it is possible the valuation allowance, or a portion thereof, will be reversed.

Transportation Systems Segment

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| | (in millions) | | |
| Transportation Systems Segment Sales | $ 578.6 | $ 586.4 | $ 566.8 |
| Transportation Systems Segment Operating Income | $ 39.8 | $ 57.5 | $ 75.9 |

CTS sales decreased 1% to $578.6 million in 2017 compared to $586.4 million in 2016 due to the adverse impact of foreign currency exchange rates. The average exchange rates between the prevailing currencies in our foreign operations and the U.S. dollar resulted in a decrease in CTS sales of $21.1 million for 2017 compared to 2016, primarily due to the weakening of the British Pound against the U.S. dollar. Absent the impact of exchange rates, sales would have increased by 2% in fiscal 2017 as compared to 2016. Sales in the U.K. and North America decreased in fiscal 2017 from 2016, while sales in Australia increased in fiscal 2017 from 2016. In 2017 and 2016 sales and operating profits were impacted by the finalization of negotiations to clarify project and variation, scope and pricing and service level provisions of certain customer contracts. Although we had been recognizing costs on these contracts as incurred, we had deferred revenue on these contracts until such negotiations were complete on each respective contract. The finalization of these contracts increased CTS sales and operating profit by $20.8 million in fiscal 2017 and by $10.4 million in fiscal 2016.

Absent the impact of exchange rates, sales in the U.K. would have increased 5% in fiscal 2017 as compared to fiscal 2016 primarily due to increased service work with a customer in London. Sales in North America decreased in fiscal 2017 due primarily to the reduction of development work on our contract in Vancouver, which is scheduled to decrease over time as the contract has transitioned from a primarily developmental phase to the a largely service provision phase. Sales in Australia increased primarily due to increased system development work in 2017 and the impact of certain of the customer negotiation resolutions noted above

CTS sales increased 3% to $586.4 million in 2016 compared to $566.8 million in 2015. Changes in foreign currency exchange rates had a significant adverse impact on our sales in 2016. The average exchange rates between the prevailing currencies in our foreign operations and the U.S. dollar resulted in a decrease in CTS sales of $28.6 million for 2016 compared to 2015. CTS had higher sales in North America in fiscal 2016 compared to fiscal 2015 primarily from equipment orders in New York and the San Francisco Bay Area and increased sales on contracts in Chicago and Vancouver. Sales were lower in the U.K. in fiscal 2016 compared to fiscal 2015 due to the weakening of the British pound against the U.S. dollar as well as the transition to our follow-on contract in London in fiscal 2016. Sales in Australia were slightly lower in fiscal 2016 than in fiscal 2015 due to the impact of foreign currency exchange rates. Australian sales increased by 4% between fiscal years 2015 and 2016 when measured in Australian dollars.

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CTS operating income decreased 31% in 2017 to $39.8 million compared to $57.5 million in 2016. The average exchange rates between the prevailing currency in our foreign operations and the U.S. dollar resulted in a reduction in CTS operating income of $2.1 million for 2017 compared to 2016. A primary driver of the decrease in CTS operating income in fiscal 2017 was a $10.7 million increase in R&D expenditures related primarily to the development of next generation fare collection, mobile and NextBus technologies. Also, the increase in R&D expenses included $6.4 million of R&D expenses that CTS recognized during fiscal 2017 related to the contract with the New York Metropolitan Transit Authority that was awarded in early fiscal 2018.

Operating income between 2016 and 2017 decreased in North America and the U.K., partially offset by increased operating income in Australia driven by the increased development work and certain of the customer negotiation resolutions noted above. Operating income in fiscal 2017 decreased for the U.K. on a lower volume of system development work as compared to the amount of work performed in fiscal 2016, as well as the adverse impact of currency exchange rates described above. Operating income for fiscal 2017 decreased for North America primarily due to an increase in estimated costs on a toll contract.

CTS operating income decreased 24% in 2016 to $57.5 million compared to $75.9 million in 2015. The average exchange rates between the prevailing currency in our foreign operations and the U.S. dollar resulted in a reduction in CTS operating income of $3.9 million for 2016 compared to 2015. The decrease in operating income was primarily related to lower profits on the transition to our follow-on fare collection contract in London in late 2015, particularly because the follow-on contract does not include the award of usage bonuses. The decrease in operating income in fiscal 2016 compared to fiscal 2015 was partially offset by improved profitability on service contracts in Sydney, Chicago, and Vancouver. In addition, operating income improved in Australia in 2016 due to the finalization of system development contract negotiations. In the third quarter of fiscal 2016 we finalized negotiations regarding scope and pricing with a customer in Australia for system development work that the customer directed us to begin in the second quarter of fiscal 2015. We had inventoried costs and deferred revenue on this development work until such negotiations were complete. As a result of the finalization of the scoping and pricing, we realized increased sales and operating profits in the third quarter of fiscal 2016. CTS R&D expenses increased by $10.8 million in fiscal 2016 compared to 2015 due to the ramp-up of the development of new transportation technologies, and due to the impact of a settlement reimbursement from a prospective customer that had reduced fiscal 2015 R&D expenses by $2.3 million.

Amortization of purchased intangibles included in the CTS operating results totaled $5.7 million, $7.1 million, and $8.6 million in 2017, 2016 and 2015, respectively.

Cubic Global Defense Systems Segment

September 30,

| | 2017 | 2016 | 2015 |
|---|---|---|---|
| | (in millions) | | |
| Cubic Global Defense Systems Segment Sales | $ 529.1 | $ 484.2 | $ 462.1 |
| Cubic Global Defense Systems Segment Operating Income (Loss) | $ 18.8 | $ (17.1) | $ 18.4 |

CGD Systems sales increased 9% to $529.1 million in 2017 compared to $484.2 million in 2016 primarily due to sales from acquired businesses. Businesses acquired in our CGD Systems segment in fiscal years 2017 and 2016 contributed sales of $108.9 million in 2017 compared to $59.3 million in 2016. Sales were higher in fiscal 2017 for secure communications products and networking communications equipment, but were lower for immersive training systems. Sales of air and ground combat training systems were relatively flat in fiscal 2017 compared to fiscal 2016. In addition, in June 2017, funding was approved on an $8.0 million equitable contract adjustment for a virtual training contract with the U.S. Navy. As such, we recognized $8.0 million in sales and operating profit related to this contract adjustment during fiscal 2017. The average exchange rates between the prevailing currency in our foreign operations and the U.S. dollar had no significant impact on CGD Systems sales between 2016 and 2017.

CGD Systems sales increased 5% to $484.2 million in 2016 compared to $462.1 million in 2015. Businesses acquired by CGD Systems in fiscal years 2016 and 2015 contributed sales of $79.6 million in 2016 compared to $45.8 million in

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2015. Sales in fiscal 2016 were higher from air combat training systems in the U.S., Middle East, and Far East, live fire training systems and virtual simulation systems than in 2015. These increases in sales in fiscal 2016 were partially offset by lower sales from ground combat training systems, datalinks, and personnel locator systems. The average exchange rates between the prevailing currency in our foreign operations and the U.S. dollar resulted in a decrease in sales of $3.7 million for 2016 compared to 2015.

CGD Systems had operating income of $18.8 million in 2017 compared to an operating loss of $17.1 million in 2016. The change in CGD Systems operating results was significantly influenced by the impacts of accounting for business acquisitions in fiscal 2016 and 2017. Acquired businesses incurred operating losses of $4.6 million in fiscal 2017 compared to $29.9 million in fiscal 2016. Included in the operating loss incurred by acquired businesses are acquisition transaction costs of $27.8 million incurred in fiscal 2016. There were no significant net acquisition transaction costs in fiscal 2017. Business acquisition transaction costs consist of expenses incurred for retention bonus expenses, due diligence and consulting costs incurred in connection with the acquisitions, expenses recognized related to the change in the fair value of contingent consideration for acquisitions and, most significantly for fiscal 2016, expenses recognized in connection with our acquisition of GATR. GATR’s operating loss for fiscal 2016 was significantly impacted by the GAAP accounting requirements regarding business combinations. Prior to our acquisition of GATR, GATR had a number of share-based payment awards in place to its employees. Due to the structure of certain of these share-based payment awards, we were required to recognize compensation expense, rather than purchase consideration, for the portion of our purchase price that we paid to the seller that was distributed to the recipients of these awards. Consequently, we recognized $18.5 million of compensation expense during fiscal 2016 related to this matter upon completing this acquisition.

In addition to the impacts of acquired businesses described above, operating income for fiscal 2017 increased due to the $8.0 million equitable contract adjustment for our virtual training contract noted above. CGD Systems also had increased operating profit between fiscal years 2016 and 2017 on higher sales of secure communication products and networking communications equipment. Also, although total sales of ground combat training systems were relatively flat between fiscal years 2016 and 2017, there was an improved mix of sales of higher margin ground combat systems in 2017 as compared to 2016. Operating income from ground combat training systems in fiscal 2016 was negatively impacted by cost growth that was recognized in the second quarter of fiscal 2016 on a ground combat training system that we developed in the Far East.

Partially offsetting the increase in CGD Systems operating profit was an increase in CGD Systems R&D expenditures between fiscal years 2016 and 2017 by $10.0 million related primarily to the development of innovative ground live and virtual training technologies. The average exchange rates between the prevailing currency in our foreign operations and the U.S. dollar had no significant impact on CGD Systems operating profit between 2016 and 2017.

CGD Systems had an operating loss of $17.1 million in 2016 compared to operating income of $18.4 million in 2015. The changes in operating results between fiscal 2015 and fiscal 2016 were primarily caused by charges incurred in connection with the accounting for business acquisitions in fiscal 2016. Including these impacts of business acquisition accounting, the businesses we acquired in 2016 and 2015 had an operating loss of $32.7 million for 2016 compared to operating income of $0.9 million in 2015. The operating results of the acquired businesses in fiscal 2016 include the $27.8 million of acquisition-related costs described above.

For fiscal 2016, operating income from air combat training systems was higher than fiscal 2015 on increased sales, and profitability improved from game-based virtual training system sales. In 2015 we had recorded a loss of $9.5 million related to an increase in estimated costs to complete a contract for the development of a virtual training system. In addition, CGD systems incurred $4.6 million of restructuring charges in fiscal 2015 as compared to $0.3 million of restructuring charges in fiscal 2016. In 2016, operating income declined as compared to 2015 on lower sales of ground combat training systems, datalinks, personnel locater systems, and modular networking and baseband communications equipment. Operating income from virtual simulator system sales was relatively consistent between 2016 and 2015.

Amortization of purchased intangibles included in the CGD Systems results amounted to $24.5 million, $22.3 million, and $11.3 million in 2017, 2016 and 2015, respectively.

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Cubic Global Defense Services Segment

| | September 30, 2017 | 2016 | 2015 |
|---|---|---|---|
| | (in millions) | | |
| Cubic Global Defense Services Segment Sales | $ 378.2 | $ 391.1 | $ 402.1 |
| Cubic Global Defense Services Segment Operating Income | $ 6.7 | $ 11.2 | $ 6.6 |

CGD Services sales decreased 3% to $378.2 million in 2017 compared to $391.1 million in 2016. Sales for 2017 were lower primarily because of decreased activity on U.S. Army contracts and special forces training work, other than our contract with the Joint Readiness Training Center (JRTC). JRTC sales increased 5% for fiscal 2017 compared to fiscal 2016 due to an increase in the number of training exercises.

CGD Services sales decreased 3% to $391.1 million in 2016 compared to $402.1 million in 2015. Sales for 2016 were lower primarily because of decreased activity supporting Special Operations Forces training and lower activity on U.S. Army support contracts, other than at the JRTC where activity and revenue was slightly higher than fiscal 2015. These decreases were partially offset by increased sales on increased intelligence support services.

CGD Services operating income decreased 40% to $6.7 million in 2017 compared to $11.2 million in 2016. The decrease in operating income was primarily driven by the decreased activity on the U.S. Army and Special Operations Forces training contracts noted above. In addition, certain contracts that we retained after recompete were won in the first quarter of fiscal 2017 at reduced pricing due to an extremely competitive bid environment. These reductions in operating profit were partially offset by an increase in operating income on increased work on the JRTC contract as well as a decrease in the amortization expense on purchased intangible assets which are amortized based upon accelerated methods.

CGD Services operating income increased 70% to $11.2 million in 2016 compared to $6.6 million in 2015. The largest individual contributor to the increase in CGD Services operating margins for 2016 was a $2.9 million decrease in the amortization expense on purchased intangible assets for which amortization is based upon accelerated methods. In fiscal 2016 operating margins also increased on a number of fixed price contracts due to the impacts of cost efficiency efforts. In fiscal 2016, the increase in operating income was partially offset by an operating loss realized in the first quarter of fiscal 2016 on a Marine Corps training contract that was bid in an extremely competitive environment.

Amortization of purchased intangibles included in the CGD Services results amounted to $2.8 million, $4.8 million, and $7.7 million in 2017, 2016 and 2015, respectively.

Liquidity and Capital Resources

Our operating cash flows have been the primary source of funding for our operations, and have been a source of funding for some of our business acquisitions and capital expenditures. We generated positive operating cash flows in fiscal 2017, 2016 and 2015. Operating activities provided cash of $24.7 million, $44.6 million and $89.7 million in fiscal 2017, 2016 and 2015, respectively.

As further described below, from 2015 to 2017 our operating cash flows have been significantly impacted by uses of cash related to our investment in a new strategic and IT resource planning system, our recent business acquisitions, and by the payment terms on some of our customer contracts.

Cash used in connection with the design and development of our new enterprise resource planning system (ERP) as well as information technology process and supply chain redesign totaled $51.1 million in fiscal 2017. Certain costs incurred in the development of internal-use software and software applications, including external direct costs of materials and services and applicable compensation costs of employees devoted to specific software development, are capitalized as computer software costs. Costs incurred outside of the application development stage, or that do not meet the capitalization requirements, are expensed as incurred. Of the $51.1 million of cash used in 2017 in these efforts, $34.4 million was recognized as expense and is reflected in our 2017 cash flows used in operations, while $16.7 million was capitalized and is included in 2017 purchases of property, plant and equipment in investing cash flows. Cash used in connection with ERP design and development and information technology and supply chain redesign totaled $55.1 million in 2016. Of this amount, $34.8 million was recognized as expense and is reflected in our 2016 cash flows from operations, and $20.3 million was capitalized and is included in 2016 purchases of property, plant and equipment in investing cash flows. Cash used in connection with these efforts totaled $29.3 million in 2015. Of this amount, $13.3 million was recognized as expense and is reflected in our 2015 cash flows from operations, and $16.0 million was capitalized and is included in 2015 purchases of property, plant and equipment in investing cash flows.

Under purchase accounting rules, certain cash flows for businesses acquisitions are considered “purchase consideration”. In our statement of cash flows, cash paid for purchase consideration is classified as cash used in investing activities. However, there are a number of transactions related to business acquisitions that are expensed as incurred and that are included in operating cash flows when paid. Costs that are expensed in connection with business acquisitions include retention bonus expense and due diligence and consulting costs incurred in connection with the acquisitions. Business acquisitions costs expensed in 2016, and 2015 totaled $28.7 million and $7.9 million, respectively. There were no significant net business acquisition costs expensed in 2017. In our statement of cash flows, the cash used in operations related to these expenses was generally reflected in the same period as these expenses. The expense amount for 2016 and the related operating cash outflow for 2016 reflected above includes amounts recognized related to payments to former owners of share-based payment awards for GATR. Prior to the acquisition, GATR made a number of share-based payment awards to its employees. Due to the structure of certain of these share-based payment awards, we were required to recognize compensation expense, rather than purchase consideration, for the portion of our purchase price that we paid to the seller that was distributed to the recipients of these awards. Consequently, upon completing the acquisition we recognized $18.5 million of compensation expense related to this matter during the quarter ended March 31, 2016.

The changes in operating cash flows between 2015 and 2017 were also impacted by the terms of some of our largest customer contracts. Our contract terms with our customers can have a significant impact on our operating cash flows. Contract terms, including payment terms on our long-term development contracts, are customized for each contract based upon negotiations with the respective customer. For some large long-term development contracts, primarily with our international customers, we receive significant up-front cash payments from customers based upon the negotiated terms of these contracts. The customized payment terms on long-term development projects also often include payment milestones based upon such items as the delivery of components of systems, meeting specific contractual requirements in the contracts, or other events. These milestone payments can vary significantly based upon the negotiated terms of the contracts. Changes in the amount of unbilled accounts receivable are reflective of the difference between when costs are incurred and when we are entitled to receive milestone payments.

In 2017, 2016, and 2015, CTS and CGD Services contributed to positive operating cash flows, while CGD Systems operations used cash, primarily due to the acquisition-related expenses described above.

Investing activities used cash of $42.5 million in 2017, $260.6 million in 2016 and $125.1 million in 2015. In 2017, investing activities included $16.8 million in purchase consideration paid for acquisitions of businesses, and capital expenditures of $36.9 million, including $16.7 million of capitalized ERP costs described above. Cash used in investing activities in 2017 was partially offset by $12.7 million net proceeds from sales or maturities of marketable securities.

Cash used in investing activities during fiscal 2016 included $243.5 million in purchase consideration paid for acquisitions of businesses, and capital expenditures of $32.1 million, including the $20.3 million of capitalized ERP costs described above. Cash used in investing activities in 2016 was partially offset by $15.0 million net proceeds from sales or maturities of marketable securities.

In 2015, significant investing activities included $90.4 million of purchase consideration paid related to the acquisition of DTECH in our CGD Systems segment, $1.7 million of cash paid in 2015 related to business acquisitions made in 2013 and 2014, and capital expenditures of $22.2 million, including the $16.0 million of capitalized ERP costs described above.

Financing activities used cash of $129.8 million in 2017 and provided cash of $233.1 million and $73.3 million in 2016 and 2015. Financing activities for fiscal year 2017 consisted primarily of principal repayments of $185.0 million on

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short-term borrowings using cash that was previously held on deposit in the U.K. as collateral in support of a letter of credit facility as further described below, and using other cash that was repatriated from the U.K. and Australia during 2017. In 2016 and 2015, we borrowed a net of $180.0 million and $60.0 million, respectively, on a short-term basis that, in addition to existing cash resources, was used to finance acquisitions. In fiscal 2016 we revised a note purchase agreement and issued $75.0 million of unsecured notes bearing interest at 3.93%, maturing on March 12, 2026. Interest payments on these notes are due semi-annually and principal payments are due from 2020 through 2026. In 2015 we issued $25.0 million of senior unsecured notes, bearing interest at a rate of 3.70% and maturing on March 12, 2025. In 2017, 2016 and 2015, respectively, we repurchased $2.4 million, $1.6 million and $2.7 million of common stock in connection with our stock-based compensation plan. We made payments on long-term borrowings of $0.9 million, $0.5 million, and $0.5 million in 2017, 2016 and 2015, respectively. Dividends paid to shareholders amounted to $7.3 million ($0.27 cents per share) in 2017, 2016 and 2015.

The change in exchange rates between foreign currencies and the U.S. dollar resulted in an increase of $10.6 million to our cash balance as of September 30, 2017 compared to September 30, 2016, a decrease of $38.5 million to our cash balance as of September 30, 2016 compared to September 30, 2015 and a decrease of $11.0 million to our cash balance as of September 30, 2015 compared to September 30, 2014.

We have a committed revolving credit agreement with a group of financial institutions in the amount of $400.0 million which expires in August 2021 (Revolving Credit Agreement). At September 30, 2017, the weighted average interest rate on outstanding borrowings under the Revolving Credit Agreement was 3.24%. Debt issuance and modification costs of $2.3 million and $1.3 million were incurred in connection with February 2, 2016 and August 11, 2016 amendments to the Revolving Credit Agreement, respectively. Costs incurred in connection with establishment of and amendments to this credit agreement are recorded in other assets on our Consolidated Balance Sheets, and are being amortized as interest expense using the effective interest method over the stated term of the Revolving Credit Agreement. At September 30, 2017, the Company's total debt issuance costs have an unamortized balance of $2.8 million. The available line of credit is reduced by any letters of credit issued under the Revolving Credit Agreement. As of September 30, 2017, there were borrowings totaling $55.0 million under this agreement and there were letters of credit outstanding totaling $81.3 million, which reduce the available line of credit to $263.7 million. The $81.3 million of letters of credit includes both financial letters of credit as well as performance guarantees.

Until June 2017, we had a secured letter of credit facility agreement with a bank in the U.K. At September 30, 2016, there were letters of credit outstanding under this agreement of $62.7 million. Restricted cash at September 30, 2016 of $69.4 million was held on deposit in the U.K. as collateral in support of this facility. In June 2017, this agreement was terminated and the associated letters of credit were transferred to the Revolving Credit Agreement described above. The cash that formerly collateralized the secured credit facility was used to make principal payments to reduce our outstanding short-term borrowings.

As of September 30, 2017, we had letters of credit and bank guarantees outstanding totaling $94.5 million, which includes the $81.3 million of letters of credit on the Revolving Credit Agreement above and $13.2 million of letters of credit issued under other facilities. The total of $94.5 million of letters of credit and bank guarantees includes $77.4 million that guarantees either our performance or customer advances under certain contracts, and financial letters of credit of $17.1 million which primarily guarantee our payment of certain self-insured liabilities. We have never had a drawing on a letter of credit instrument, nor are any anticipated; therefore, we estimate the fair value of these instruments to be zero.

We maintain a short-term borrowing arrangement in New Zealand totaling $0.5 million New Zealand dollars (equivalent to approximately $0.4 million) to help meet the short-term working capital requirements of our subsidiary in New Zealand. At September 30, 2017, no amounts were outstanding under this borrowing arrangement.

Our revolving credit agreement and note purchase and private shelf agreement each contain a number of customary covenants, including requirements for Cubic to maintain certain interest coverage and leverage ratios and restrictions on Cubic's and certain of its subsidiaries' abilities to, among other things, incur additional debt, create liens, consolidate or merge with any other entity, or transfer or sell substantially all of their assets, in each case subject to certain exceptions and limitations. These agreements also contain customary events of default, including, without limitation: (a) failure by

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Cubic to pay principal or interest on the Notes when due; (b) failure by Cubic or certain of its subsidiaries to comply with the covenants in the agreements; (c) failure of the representations and warranties made by Cubic or certain of its subsidiaries to be correct in any material respect; (d) cross-defaults with other indebtedness of Cubic or certain of its subsidiaries resulting in the acceleration of the maturity thereof; (e) certain bankruptcy and insolvency events with respect to Cubic or certain of its subsidiaries; (f) failure by Cubic or certain of its subsidiaries to satisfy certain final judgments when due; and (g) a change in control of Cubic, in each case subject to certain exceptions and limitations. The occurrence of any event of default under these agreements may result in all of the indebtedness then outstanding becoming immediately due and payable.

The accumulated deficit in other comprehensive loss decreased $13.2 million in 2017 due to a decrease in the recorded liability for our pension plans. Unrealized translation adjustments totaled $1.4 million but were offset by $1.4 million of changes in the fair value of cash flow hedges.

Our financial condition remains strong with net working capital of $245.1 million and a current ratio of 1.7 to 1 at September 30, 2017. We expect that cash on hand and our revolving credit agreement will be adequate to meet our working capital requirements for the foreseeable future. Our total debt to capital ratio at September 30, 2017 was 29%. Our cash is invested primarily in highly liquid bank deposits and government instruments in the U.S., U.K., New Zealand and Australia.

As of September 30, 2017, virtually all of the $68.6 million of our cash and cash equivalents, including restricted cash, was held by our foreign subsidiaries, primarily in the U.K., New Zealand and Australia.

During fiscal year 2017, in order to maintain the required leverage ratio in our Revolving Credit Agreement and note purchase and private shelf agreements, we decided to access cash resources in our foreign subsidiaries to provide increased assurance of compliance with our loan covenants in the future. As a result, we are no longer able to assert that accumulated or current earnings in our foreign subsidiaries are indefinitely reinvested.

In addition, during fiscal year 2017, foreign earnings of approximately $258.7 million were repatriated, of which $250.5 million relate to earnings from the U.K. and we have provided for the associated incremental U.S. taxes. At the end of the year, we have recorded a deferred tax liability in the amount of $11.9 million for the estimated U.S. taxes that would be due if we were to repatriate the remainder of the accumulated earnings in foreign subsidiaries. We do not have plans to repatriate any additional amounts at this time: however, we may do so if circumstances change or we determine it is in the company’s best interests to do so.

The following is a schedule of our contractual obligations outstanding as of September 30, 2017:

| | Total (in millions) | Less than 1 Year | 1 - 3 years | 4 - 5 years | After 5 years |
|---|---|---|---|---|---|
| Short-term borrowings | $ 55.0 | $ 55.0 | $ — | $ — | $ — |
| Long-term debt | 200.0 | — | 10.7 | 71.4 | 117.9 |
| Interest payments | 40.7 | 8.2 | 14.2 | 11.1 | 7.2 |
| Operating leases | 54.5 | 12.8 | 18.2 | 12.2 | 11.3 |
| Deferred compensation | 12.7 | 1.3 | 2.5 | 1.3 | 7.6 |
| | $ 362.9 | $ 77.3 | $ 45.7 | $ 96.0 | $ 143.9 |

As of September 30, 2017, we had approximately $7.5 million of recorded liabilities and related interest and penalties pertaining to uncertain tax positions which are excluded from the table above. None of these liabilities and related interest and penalties is expected to be paid within one year. We are unable to make a reasonable estimate as to when cash settlement with the tax authorities might occur due to the uncertainties related to these tax matters. Payments of these obligations would result from settlements with taxing authorities. For more information on our uncertain tax positions, see Note 10 to the Consolidated Financial Statements in Item 8 of this Form 10-K. The table above also excludes estimated minimum funding requirements for retirement plans as set forth by statutory requirements. For further information about future minimum contributions for these plans, see Note 12 to the Consolidated Financial Statements in Item 8 of this Form 10-K.

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The terms of the purchase agreements in certain of our recent business acquisitions provide that we will pay the sellers contingent consideration should the acquired companies meet specified goals. As of September 30, 2017, the maximum future contingent consideration that would be payable if all such goals were met is $23.8 million. However, we are unable to make a reasonable estimate as to the timing and magnitude of such future payments.

Backlog

| | September 30, 2017 (in millions) | September 30, 2016 |
|---|---|---|
| Total backlog | | |
| Transportation Systems | $ 2,043.9 | $ 1,793.3 |
| Cubic Global Defense Systems | 492.6 | 576.8 |
| Cubic Global Defense Services | 567.1 | 570.3 |
| Total | $ 3,103.6 | $ 2,940.4 |
| | | |
| Funded backlog | | |
| Transportation Systems | $ 2,043.9 | $ 1,793.3 |
| Cubic Global Defense Systems | 492.6 | 576.8 |
| Cubic Global Defense Services | 119.6 | 139.2 |
| Total | $ 2,656.1 | $ 2,509.3 |

As reflected in the table above, total backlog increased $163.2 million and funded backlog increased $146.8 million from September 30, 2016 to September 30, 2017. The increase in total backlog in CTS was partially offset by a decrease in backlog for CGD Systems and CGD Services. In September of 2017, CTS and TfL entered an agreement to extend Cubic's contract to operate and maintain TfL's ticketing and fare collection system for a further three years through August 2025 and to modify prospective pricing on the contract. The contract extension added approximately $255 million to backlog. Vocality and Deltenna, businesses acquired by our CGD Systems segment in fiscal year 2017, had $1.0 million of total backlog on their respective acquisition dates. Changes in exchange rates between the prevailing currency in our foreign operations and the U.S. dollar as of the end of fiscal 2017, increased backlog by approximately $36.9 million compared to September 30, 2016, primarily in our Transportation Systems Segment.

The difference between total backlog and funded backlog represents options under multiyear CGD Services contracts. Funding for these contracts comes from annual operating budgets of the U.S. government and the options are normally exercised annually. Funded backlog includes unfilled firm orders for our products and services for which funding has been both authorized and appropriated by the customer (Congress, in the case of U.S. government agencies). Options for the purchase of additional systems or equipment are not included in backlog until exercised. In addition to the amounts identified above, we have been selected as a participant in or, in some cases, the sole contractor for several substantial (ID/IQ) contracts. ID/IQ contracts are not included in backlog until an order is received. In the past, many of the contracts we were awarded in CGD Services were long-term in nature, spanning periods of five to ten years. The U.S. DoD now awards shorter-term contracts for the services we provide and increasingly relies upon ID/IQ contracts which can result in a lower backlog and/or lower funded backlog due to the shorter-term nature of task orders issued under these ID/IQ awards.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements (as defined by the applicable regulations of the SEC) that are reasonably likely to have a current or future material effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

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Recent Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. ASU 2014-09 outlines a comprehensive revenue recognition model and supersedes most current revenue recognition guidance. The new guidance will require revenue to be recognized when promised goods or services are transferred to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. Adoption of the new rules could affect the timing of revenue recognition for certain transactions. Adoption of ASU 2014-09 will be required for us beginning in the first quarter of fiscal 2019 and we have determined that we will not adopt ASU 2014-09 earlier than required. ASU 2014-09 allows for two methods of adoption: (a) “full retrospective” adoption, meaning the standard is applied to all periods presented, or (b) “modified retrospective” adoption, meaning the cumulative effect of applying ASU 2014-09 is recognized as an adjustment to the opening retained earnings balance in the year of adoption. We have not yet determined which method of adoption we will select.

We have assigned a task force within management to lead our implementation efforts and we have engaged outside advisors to assist. We are currently in the process of analyzing the impact of the adoption of the new standard on our various revenue streams. Under ASU 2014-09, revenue is recognized as control transfers to the customer. As such, revenue for our fixed-price development and production contracts will generally be recognized over time as costs are incurred, which is consistent with the revenue recognition model we currently use for the majority of these contracts. For certain of our fixed-price production contracts where we currently recognize revenue as units are delivered, in most cases the accounting for those contracts will change under ASU 2014-09 such that we will recognize revenue as costs are incurred. This change will generally result in an acceleration of revenue as compared with our current revenue recognition method for those contracts. Approximately 22% of our net sales used the units-of-delivery method to recognize revenue in fiscal 2017. We continue to analyze the impact of the new standard on our remaining revenue streams and, as the standard will supersede substantially all existing revenue guidance affecting us under GAAP, we expect that it will impact revenue and cost recognition on a significant number of our contracts across our business segments, in addition to our business processes and our information technology systems. Our process of evaluating the effect of the new standard will continue through fiscal year 2018.

In January 2016, the FASB issued Accounting Standards Update ASU 2016-01, Financial Instruments – Overall (Subtopic 825-10) which updates certain aspects of recognition, measurement, presentation and disclosure of financial instruments. ASU 2016-01 will be effective for us beginning October 1, 2018 and, with the exception of a specific portion of the amendment, early adoption is not permitted. We are currently evaluating the impact this guidance will have on our financial statements and related disclosures.

In February 2016, the FASB issued ASU 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: (a) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and (b) 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. The ASU will be effective for us beginning October 1, 2019 with early adoption permitted. ASU 2016-02 will be adopted on a modified retrospective transition basis for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements as well as whether to adopt the new guidance early.

In March 2016, the FASB issued ASU 2016-09, Compensation-Stock Compensation. The new guidance simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The amendments in this standard are effective for our annual year and first fiscal quarter beginning on October 1, 2017. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments, which provides clarifying guidance on how entities should classify certain cash receipts and cash payments on the statement of cash flows. The guidance also clarifies how the predominance principle should be applied when cash receipts and cash payments have aspects of more than one class of cash flows. The guidance will be effective for us in our fiscal year beginning October 1, 2018, and early adoption is permitted. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements as well as whether to adopt the new guidance early.

In October 2016, the FASB issued ASU 2016-16, Intra-Entity Transfers of Assets Other Than Inventory, which requires an entity to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The guidance will be effective for us in our fiscal year beginning October 1, 2018, and early adoption is permitted. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements as well as whether to adopt the new guidance early.

In November 2016, the FASB issued ASU 2016-18, Restricted Cash, which requires amounts generally described as restricted cash and restricted cash equivalents be included with cash and cash equivalents when reconciling the total beginning and ending amounts for the periods shown on the statement of cash flows. The guidance will be effective for us in our fiscal year beginning October 1, 2018, and early adoption is permitted. The adoption of this standard is anticipated to affect our presentation of restricted cash within our statement of cash flows. We are currently evaluating whether to adopt the new guidance early.

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805) Clarifying the Definition of a Business. This ASU clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The guidance will be effective for us in our fiscal year beginning October 1, 2018 and early adoption is allowed for certain transactions. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, Simplifying the Test for Goodwill Impairment. This standard removes the second step of the goodwill impairment test, where a determination of the fair value of individual assets and liabilities of a reporting unit was needed to measure the goodwill impairment. Under this updated standard, goodwill impairment will now be the amount by which a reporting unit’s carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The guidance will be effective for us in our fiscal year beginning October 1, 2020 with early adoption permitted. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements as well as whether to adopt the new guidance early.

In March 2017, the FASB issued ASU 2017-07, Compensation – Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. The update requires employers to present the service cost component of the net periodic benefit cost in the same income statement line item as other employee compensation costs arising from services rendered during the period. The other components of net benefit cost, including interest cost, expected return on plan assets, amortization of prior service cost/credit and actuarial gain/loss, and settlement and curtailment effects, are to be presented outside of any subtotal of operating income. Employers will have to disclose the line(s) used to present the other components of net periodic benefit cost, if the components are not presented separately in the income statement. ASU 2017-07 will be effective for us beginning October 1, 2018, and early adoption is permitted. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements as well as whether to adopt the new guidance early.

## Critical Accounting Policies, Estimates and Judgments

Our consolidated financial statements are based on the application of GAAP, which require us to make estimates and assumptions about future events that affect the amounts reported in our consolidated financial statements and the accompanying notes. Future events and their effects cannot be determined with certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results could differ from those estimates, and any such differences may be material to our consolidated financial statements. We believe the estimates set forth below may involve a higher degree of judgment and complexity in their application than our other accounting estimates and represent the critical accounting estimates used in the preparation of our consolidated financial statements. We believe our judgments related

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to these accounting estimates are appropriate. However, if different assumptions or conditions were to prevail, the results could be materially different from the amounts recorded.

Revenue Recognition

We generate revenue from the sale of products such as mass transit fare collection systems, air and ground combat training systems, and secure communications products. We provide services such as specialized military training exercises, including live, virtual and constructive training exercises and support, and we operate and maintain fare systems for mass transit customers. We classify sales as products or services in our Consolidated Statements of Operations based on the attributes of the underlying contracts.

A significant portion of our business is derived from long-term development, production and system integration contracts. We consider the nature of these contracts, and the types of products and services provided, when we determine the proper accounting for a particular contract. Many of our long-term fixed-price contracts require us to deliver quantities of products over a long period of time or to perform a substantial level of development effort in relation to the total value of the contract. For long-term fixed-price contracts requiring substantial development effort, we generally record revenue on a percentage-of-completion basis using the cost-to-cost method to measure progress toward completion. Under the cost-to-cost method of accounting, we recognize revenue based on a ratio of the costs incurred to the estimated total costs at completion. For certain other long-term, fixed-price production contracts not requiring substantial development effort we use the units-of-delivery percentage-of-completion method as the basis to measure progress toward completing the contract and recognizing sales. The units-of-delivery measure recognizes revenues as deliveries are made to the customer generally using unit sales values in accordance with the contract terms. We estimate profit as the difference between total estimated revenue and total estimated cost of a contract and recognize that profit over the life of the contract based on deliveries.

Generally, we recognize sales and profits earlier in a production cycle when we use the cost-to-cost method of percentage-of-completion accounting than when we use the units-of-delivery method. In addition, our profits and margins may vary materially depending on the types of long-term contracts undertaken, the costs incurred in their performance, the achievement of other performance objectives, and the stage of performance at which the right to receive fees, particularly under award and incentive fee contracts, is finally determined.

Award fees and incentives related to performance on contracts, which are generally awarded at the discretion of the customer, as well as penalties related to contract performance, are considered in estimating sales and profit rates. Estimates of award fees are based on actual awards and anticipated performance. Incentive provisions that increase or decrease earnings based solely on a single significant event are generally not recognized until the event occurs. Those incentives and penalties are recorded when there is sufficient information for us to assess anticipated performance.

Accounting for long-term contracts requires judgment relative to assessing risks, estimating contract revenues and costs, and making assumptions for schedule and technical issues. Due to the scope and nature of the work required to be performed on many of our contracts, the estimation of total revenue and cost at completion is complicated and subject to many variables. Contract costs include material, labor and subcontracting costs, as well as an allocation of indirect costs. For contracts with the U.S. government, general and administrative costs are considered contract costs; however, for purposes of revenue measurement, general and administrative costs are not considered contract costs for any other customers. We have to make assumptions regarding labor productivity and availability, the complexity of the work to be performed, the availability of materials, estimated increases in wages and prices for materials, performance by our subcontractors, and the availability and timing of funding from our customer, among other variables. For contract change orders, claims, or similar items, we apply judgment in estimating the amounts and assessing the potential for realization. These amounts are only included in contract value when they can be reliably estimated and realization is considered probable. Based upon our history, we believe we have the ability to make reasonable estimates for these items. We have accounting policies and controls in place to address these, as well as other contractual and business arrangements to properly account for long-term contracts, and we continue to monitor and improve such policies, controls, and arrangements. For other information on such policies, controls and arrangements, see our discussion in Item 9A of this Form 10-K.

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Products and services provided under long-term, fixed-price contracts represented approximately 83% of our sales for 2017. Because of the significance of the judgments and estimation processes, it is likely that materially different amounts could be recorded if we used different assumptions or if our underlying circumstances were to change. For example, if underlying assumptions were to change such that our estimated profit rate at completion for all fixed-price contracts accounted for under the cost-to-cost percentage-of-completion method was higher or lower by one percentage point, our 2017 net earnings would have increased or decreased by approximately $8.0 million. When adjustments in estimated contract revenues or estimated costs at completion are required, any changes from prior estimates are recognized by recording adjustments in the current period for the inception-to-date effect of the changes on current and prior periods using the cumulative catch-up method of accounting. When estimates of total costs to be incurred on a contract exceed total estimates of revenue to be earned, a provision for the entire loss on the contract is recorded in the period the loss is determined.

Changes in estimates on contracts for which revenue is recognized using the cost-to-cost percentage-of-completion method decreased operating income by approximately $0.1 million, $2.8 million and $14.5 million in 2017, 2016 and 2015, respectively. These adjustments decreased net income by approximately $0.3 million ($0.01 per share), $1.6 million ($0.06 per share) and $8.0 million ($0.30 per share) in 2017, 2016 and 2015, respectively.

We occasionally enter into contracts that include multiple deliverables such as the construction or upgrade of a system and subsequent services related to the delivered system. In recent years we have seen an increase in the number of customer requests for proposal that include this type of contractual arrangement. For these arrangements revenue is allocated at the inception of the contract to the different contract elements based on their relative selling price. The relative selling price for each deliverable is determined using vendor specific objective evidence (VSOE) of selling price or third-party evidence of selling price if VSOE does not exist. If neither VSOE nor third-party evidence of selling price exists for a deliverable, which is typically the case for our contracts, the guidance requires us to determine the best estimate of the selling price, which is the price at which we would sell the deliverable if it were sold on a standalone basis. In estimating the selling price of the deliverable on a standalone basis, we consider our overall pricing models and objectives, including the factors we contemplate in negotiating our contracts with our customers. The pricing models and objectives that we use are generally based upon a cost-plus margin approach, with the estimated margin based in part on qualitative factors such as perceived customer pricing sensitivity and competitive pressures. Once the contract value is allocated to the separate deliverables, revenue recognition guidance relevant to each contractual element is followed. For example, for the long-term construction portion of a contract we generally use the cost-to-cost percentage-of-completion method and for the services portion we generally recognize the service revenues on a straight-line basis over the contractual service period or based on measurable units of work performed or incentives earned. The judgment we apply in allocating the relative selling price to each deliverable can have a significant impact on the timing of recognizing revenues and operating income on a contract. The revenue recognized for each unit of accounting is classified as products or services sales in our Consolidated Statements of Operations based upon the predominant attributes of the unit of accounting. If product and service deliverables are combined for revenue recognition purposes, revenue recognized is allocated to products or services in our Consolidated Statements of Operations based upon a relative-selling-price method.

For certain of our multiple-element arrangements, the contract specifies that we will not be paid upon the delivery of certain units of accounting, but rather we will be paid when subsequent performance obligations are satisfied. Generally, in these cases the allocation of arrangement consideration to the up-front deliverables is limited, in some cases to zero, and revenue is reduced, in some cases to zero for the delivery of up-front units of accounting. In such situations, if the costs associated with the delivered item exceed the amount of allocable arrangement consideration, we defer the direct and incremental costs associated with the delivered item that are in excess of the allocated arrangement consideration as capitalized contract costs. We assess recoverability of these costs by comparing the recorded asset to the deferred revenue in excess of the transaction price allocated to the remaining deliverables in the arrangement. Capitalized contract costs are subsequently recognized in income in a manner that is consistent with revenue recognition pattern for the arrangement as a whole. If no pattern of revenue recognition can be reasonably predicted for the arrangement, the capitalized costs are amortized on a straight-line basis.

We provide services under contracts including outsourcing-type arrangements and operations and maintenance contracts. Revenue under our service contracts with the U.S. government, which is generally in our CGD Services segment, is recorded under the cost-to-cost percentage-of-completion method. Award fees and incentives related to performance on services contracts at CGD Services are generally accrued during the performance of the contract based on our historical experience with such awards.

Revenue under contracts for services other than those with the U.S. government and those associated with long-term development projects is recognized either as services are performed or when a contractually required event has occurred, depending on the contract. These types of service contracts are entered into primarily by our CTS segment and to a lesser extent by our CGD Systems segment. Revenue under such contracts is generally recognized on a straight-line basis over the period of contract performance, unless evidence suggests that the revenue is earned or the obligations are fulfilled in a different pattern. Costs incurred under these services contracts are expensed as incurred. Earnings related to services contracts may fluctuate from period to period, particularly in the earlier phases of the contract. Certain of our transportation systems service contracts contain service level or system usage incentives, for which we recognize revenues when the incentive award is fixed or determinable. These contract incentives are generally based upon monthly service levels or monthly performance and become fixed or determinable on a monthly basis. However, one of our legacy transportation systems service contracts that terminated in late fiscal 2015 contained annual system usage incentive which were based upon system usage compared to annual baseline amounts. For this contract the annual system usage incentives were not considered fixed or determinable until the end of the contract year for which the incentives are measured, which fell within the second quarter of our fiscal year. Often these fees are based on meeting certain contractually required service levels or based on system usage levels.

Approximately half of our total sales are driven by pricing based on costs incurred to produce products or perform services under contracts with the U.S. government. Cost-based pricing is determined under the Federal Acquisition Regulation (FAR). The FAR provides guidance on the types of costs that are allowable in establishing prices for goods and services under U.S. government contracts. For example, costs such as those related to charitable contributions, interest expense and certain advertising activities are unallowable and, therefore, not recoverable through sales. We closely monitor compliance with, and the consistent application of, our critical accounting policies related to contract accounting. Business segment personnel evaluate our contracts through periodic contract status and performance reviews. Corporate management and our internal auditors also monitor compliance with our revenue recognition policies and review contract status with segment personnel. Costs incurred and allocated to contracts are reviewed for compliance with U.S. government regulations by our personnel, and many of them are subject to audit by the Defense Contract Audit Agency. For other information on accounting policies we have in place for recognizing sales and profits, see our discussion under “Revenue Recognition” in Note 1 to the Consolidated Financial Statements.

Income Taxes

The asset and liability approach is used to recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. Tax law and rate changes are reflected in income in the period such changes are enacted. We record a valuation allowance to reduce deferred tax assets to the amount that is more likely than not to be realized. We include interest and penalties related to income taxes, including unrecognized tax benefits, within the income tax provision.

Our income tax returns are based on calculations and assumptions that are subject to examination by the Internal Revenue Service and other tax authorities. In addition, the calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations. We recognize liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. While we believe we have appropriate support for the positions taken on our tax returns, we regularly assess the potential outcomes of examinations by tax authorities in determining the adequacy of the provision for income taxes. We continually assess the likelihood and amount of potential adjustments and adjust the income tax provision, income taxes payable and deferred taxes in the period in which the facts that give rise to a revision become known.

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Beginning in the second quarter of fiscal 2017 we began providing for U.S. income taxes on the earnings of foreign subsidiaries which are not considered indefinitely reinvested outside the U.S. Deferred income taxes, net of foreign tax credits, are provided for foreign earnings available for distribution. As of September 30, 2017, we have recorded a deferred tax liability of $11.9 million related to future taxes on our unremitted foreign earnings.

Purchased Intangibles

We generally fund acquisitions using a combination of cash on hand and with the proceeds of debt. Assets acquired and liabilities assumed in connection with an acquisition are recorded at their fair values determined by management as of the date of acquisition. The excess of the transaction consideration over the fair value of the net assets acquired is recorded as goodwill. We amortize intangible assets acquired as part of business combinations over their estimated useful lives unless their useful lives are determined to be indefinite. For certain business combinations, we utilize independent valuations to assist us in estimating the fair value of purchased intangibles. Our purchased intangibles primarily relate to contracts and programs acquired and customer relationships, which are amortized over periods of 15 years or less. The determination of the value and useful life of purchased intangibles is judgmental in nature and, therefore, the amount of annual amortization expense we record is affected by these judgments. For example, if the weighted average amortization period for our purchased intangibles was one year less than we have determined, our 2017 amortization expense would have increased by approximately $4.2 million.

Valuation of Goodwill

Goodwill represents the purchase price paid in excess of the fair value of net tangible and intangible assets acquired. Goodwill is not amortized but is subject to an impairment test on an annual basis and when circumstances indicate that an impairment is more likely than not. Such circumstances include a significant adverse change in the business climate for one of our reporting units or a decision to dispose of a reporting unit or a significant portion of a reporting unit. The test for goodwill impairment is a two-step process. The first step of the test is performed by comparing the fair value of each reporting unit to its carrying value, including recorded goodwill. If the carrying value of a reporting unit exceeds its fair value, the second step is performed to measure the amount of the impairment, if any, by comparing the implied fair value of goodwill to its carrying value. Any resulting impairment determined would be recorded in the current period.

Goodwill balances by reporting unit are as follows:

| September 30, | 2017 | 2016 | 2015 |
|---|---|---|---|

| | | | |
|---|---|---|---|
| | (in millions) | | |
| Cubic Transportation Systems | $ 50.9 | $ 49.6 | $ 56.0 |
| Cubic Global Defense Systems | 270.6 | 262.9 | 87.5 |
| Cubic Global Defense Services | 94.4 | 94.4 | 94.4 |
| Total goodwill | $ 415.9 | $ 406.9 | $ 237.9 |

Determining the fair value of a reporting unit for purposes of the goodwill impairment test is judgmental in nature and involves the use of estimates and assumptions. These estimates and assumptions could have a significant impact on whether or not an impairment charge is recognized and also the magnitude of any such charge. Estimates of fair value are primarily determined using discounted cash flows and market multiples from publicly traded comparable companies. These approaches use significant estimates and assumptions including projected future cash flows, discount rate reflecting the inherent risk in future cash flows, perpetual growth rate and determination of appropriate market comparables.

For the first step of our fiscal 2017 annual impairment test, the discounted cash flows used in the fair value analyses were based on discrete financial forecasts developed by management for planning purposes. We used three year forecasts for our reporting units. Cash flows beyond the discrete forecasts were estimated based on projected growth rates and financial ratios, influenced by an analysis of historical ratios and by calculating a terminal value at the end of the three year forecasts The future cash flows were discounted to present value using a discount rate of 11.0% for our CGD Systems and CTS reporting units and 10.5% for our CGD Services reporting unit. The estimated fair value for our

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Transportation Systems reporting unit exceeded its carrying value by over 100%, while the estimated fair value of our CGD Systems and CGD Services reporting units both exceeded their carrying values by over 10%.

Significant management judgment is required in the forecast of future operating results that are used in our impairment analysis. The estimates we used are consistent with the plans and estimates that we use to manage our business. For our CGD Services reporting unit, significant assumptions utilized in our discounted cash flow approach included growth rates for sales and margins at greater levels than we have achieved in the past seven years, but at levels that are less than the average annual growth we achieved over the period from fiscal 2000 through fiscal 2010. Another significant assumption that we used was that CGD Services would be awarded a contract in early fiscal 2018 to continue support of US Army's Joint Readiness Training Center. This contract was awarded to CGD Services in November 2017. Although we believe our underlying assumptions supporting this assessment are reasonable, if our forecasted sales and margins, timing of growth, or the discount rate vary from our forecasts, we may be required to perform an interim analysis in fiscal 2018 that could expose us to material impairment charges in the future. Assumptions used in our discounted cash flow approach for our CGD Systems reporting unit also included growth rates for sales and margins at greater levels that we have achieved in recent years due to our expectation that businesses recently acquired by this reporting unit will achieve growth at higher rates than the unit's legacy operations. In performing the 2017 annual test for our CGD Services and CGD Systems reporting units, small changes in the discount rate, growth rate or gross margin assumptions could have a significant impact on the determination of the estimated fair values of these reporting units. For example a decrease in each future year's projected cash flows by 10% for either the CGD Services reporting unit or for the CGD systems reporting unit would have resulted in us being required to complete step two of the analysis for the respective reporting unit.

Unforeseen negative changes in future business or other market conditions for any of our reporting units including margin compression or loss of business, could cause recorded goodwill to be impaired in the future. Also, changes in estimates and assumptions we make in conducting our goodwill assessment could affect the estimated fair value of our reporting units and could result in a goodwill impairment charge in a future period.

Pension Costs

The measurement of our pension obligations and costs is dependent on a variety of assumptions used in our valuations. These assumptions include estimates of the present value of projected future pension payments to plan participants, taking into consideration the likelihood of potential future events such as salary increases and demographic experience. These assumptions may have an effect on the amount and timing of future contributions.

The assumptions used in developing the required estimates include the following key factors:

· Discount rates

- Inflation
- Salary growth
- Expected return on plan assets
- Retirement rates
- Mortality rates

The discount rate represents the interest rate that is used to determine the present value of future cash flows currently expected to be required to settle pension obligations. We base the discount rate assumption on investment yields available at year-end on high quality corporate long-term bonds. Our inflation assumption is based on an evaluation of external market indicators. The salary growth assumptions reflect our long-term actual experience in relation to the inflation assumption. The expected return on plan assets reflects asset allocations, our historical experience, our investment strategy and the views of investment managers and large pension sponsors. Mortality rates are based on published mortality tables. Retirement rates are based primarily on actual plan experience. The effects of actual results differing from our assumptions are accumulated and amortized over future periods and, therefore, generally affect our recognized expense in such future periods.

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Changes in the above assumptions can affect our financial statements, although the relatively small size of our defined benefit pension plans limits the impact any individual assumption changes would have on earnings. For example, if the assumed rate of return on pension assets was 25 basis points higher or lower than we have assumed, our 2017 net earnings would have increased or decreased by approximately $0.5 million, assuming all other assumptions were held constant.

Holding all other assumptions constant, an increase or decrease of 25 basis points in the discount rate assumption for 2017 would increase or decrease net earnings for 2018 by approximately $0.5 million, and would have decreased or increased the amount of the benefit obligation recorded at September 30, 2017, by approximately $9.5 million.

## Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Interest Rate Risk

We invest in money market instruments and short-term marketable debt securities whose return is tied to short-term interest rates being offered at the time the investment is made. We maintain short-term borrowing arrangements in the U.S. and New Zealand which are also tied to short-term rates (the U.S. dollar LIBOR rate and the New Zealand base rate). We also have senior unsecured notes payable to insurance companies which have fixed coupon interest rates. See Note 8 to the Consolidated Financial Statements for more information.

Interest income earned on our short-term investments is affected by changes in the general level of interest rates in the U.S., the U.K., Australia and New Zealand. These income streams are generally not hedged. Interest expense incurred under the short-term borrowing arrangements is affected by changes in the general level of interest rates in the U.S. and New Zealand. The expense related to these cost streams is usually not hedged since it is either payable within three months and/or immediately callable by the lender at any time. Interest expense incurred under the long-term notes payable is not affected by changes in any interest rate because it is fixed. We believe that we are not significantly exposed to interest rate risk at this point in time.

### Foreign Currency Exchange Risk

In the ordinary course of business, we enter into firm sale and purchase commitments denominated in many foreign currencies. We have a policy to hedge those commitments greater than $50,000 by using foreign currency exchange forward and option contracts that are denominated in currencies other than the functional currency of the subsidiary responsible for the commitment, typically the British pound, Canadian dollar, Singapore dollar, Euro, Swedish krona, New Zealand dollar and Australian dollar. These contracts are designed to be effective hedges regardless of the direction or magnitude of any foreign currency exchange rate change, because they result in an equal and opposite income or cost stream that offsets the change in the value of the underlying commitment. See Note 1 to the Consolidated Financial Statements for more information on our foreign currency translation and transaction accounting policies.

Investments in our foreign subsidiaries in the U.K., Australia, New Zealand and Canada are not hedged. We generally have control over the timing and amount of earnings repatriation, if any, and expect to use this control to mitigate foreign currency exchange risk.

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Item 8.FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

CUBIC CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS

(amounts in thousands, except per share data)

| | Years Ended September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Net sales: | | | |
| Products | $ 681,559 | $ 661,904 | $ 607,226 |
| Services | 804,302 | 799,761 | 823,819 |
| | 1,485,861 | 1,461,665 | 1,431,045 |
| Costs and expenses: | | | |
| Products | 473,670 | 473,444 | 451,295 |
| Services | 648,472 | 643,462 | 640,031 |
| Selling, general and administrative expenses | 258,088 | 269,593 | 212,518 |
| Research and development | 52,652 | 31,976 | 17,992 |
| Amortization of purchased intangibles | 32,997 | 34,120 | 27,550 |
| Restructuring costs | 2,468 | 1,852 | 6,272 |
| | 1,468,347 | 1,454,447 | 1,355,658 |
| Operating income | 17,514 | 7,218 | 75,387 |
| Other income (expenses): | | | |
| Interest and dividend income | 994 | 1,476 | 1,809 |
| Interest expense | (15,027) | (11,199) | (4,400) |
| Pension settlement loss | — | (2,671) | — |
| Other income (expense), net | 369 | (2,301) | (885) |
| Income (loss) before income taxes | 3,850 | (7,477) | 71,911 |
| Income tax provision (benefit) | 15,059 | (9,212) | 48,997 |
| Net income (loss) | (11,209) | 1,735 | 22,914 |
| Less noncontrolling interest in income of VIE | — | — | 29 |

| | | | |
|---|---|---|---|
| Net income (loss) attributable to Cubic | $ (11,209) | $ 1,735 | $ 22,885 |
| | | | |
| Net income (loss) per share: | | | |
| Basic | $ (0.41) | $ 0.06 | $ 0.85 |
| Diluted | (0.41) | 0.06 | 0.85 |
| | | | |
| Weighted average shares used in per share calculations: | | | |
| Basic | 27,106 | 26,976 | 26,872 |
| Diluted | 27,106 | 27,040 | 26,938 |

See accompanying notes.

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CUBIC CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in thousands)

| | Years Ended September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Net income (loss) | $ (11,209) | $ 1,735 | $ 22,914 |
| Other comprehensive income (loss): | | | |
| Adjustment to pension liability, net of tax | 13,180 | (19,584) | (15,791) |
| Foreign currency translation | 1,440 | (47,872) | (31,430) |
| Change in unrealized gains/losses from cash flow hedges: | | | |
| Change in fair value of cash flow hedges, net of tax | (1,071) | 464 | 1,574 |
| Adjustment for net gains/losses realized and included in net income, net of tax | (358) | (989) | (817) |
| Total change in unrealized gains/losses realized from cash flow hedges, net of tax | (1,429) | (525) | 757 |
| Total other comprehensive income (loss) | 13,191 | (67,981) | (46,464) |
| Total comprehensive income (loss) | $ 1,982 | $ (66,246) | $ (23,550) |

See accompanying notes.

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CUBIC CORPORATION

CONSOLIDATED BALANCE SHEETS

(in thousands)

| | September 30, 2017 | September 30, 2016 |
|---|---|---|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | $ 60,143 | $ 197,127 |
| Restricted cash | 8,434 | 75,648 |
| Marketable securities | — | 12,996 |
| Accounts receivable: | | |
| Trade and other receivables | 12,378 | 15,488 |
| Long-term contracts | 416,808 | 367,419 |
| Allowance for doubtful accounts | (436) | (326) |
| | 428,750 | 382,581 |
| Recoverable income taxes | 5,360 | 9,706 |
| Inventories | 87,715 | 66,362 |
| Other current assets | 31,141 | 38,231 |
| Total current assets | 621,543 | 782,651 |
| Long-term contract receivables | 17,457 | 20,926 |
| Long-term capitalized contract costs | 56,471 | 65,382 |
| Property, plant and equipment, net | 113,686 | 96,316 |
| Deferred income taxes | 2,206 | 2,194 |
| Goodwill | 415,912 | 406,946 |
| Purchased intangibles, net | 98,495 | 123,403 |
| Other assets | 10,515 | 6,590 |
| Total assets | $ 1,336,285 | $ 1,504,408 |

See accompanying notes.

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CUBIC CORPORATION

CONSOLIDATED BALANCE SHEETS—continued

(in thousands)

| | September 30, 2017 | September 30, 2016 |
|---|---|---|
| LIABILITIES AND SHAREHOLDERS’ EQUITY | | |
| Current liabilities: | | |
| Short-term borrowings | $ 55,000 | $ 240,000 |
| Trade accounts payable | 95,837 | 81,172 |
| Customer advances | 57,477 | 49,481 |
| Accrued compensation | 79,577 | 73,619 |
| Other current liabilities | 78,750 | 74,071 |
| Income taxes payable | 9,838 | 1,450 |
| Current maturities of long-term debt | — | 450 |
| Total current liabilities | 376,479 | 520,243 |
| Long-term debt | 199,761 | 200,291 |
| Accrued pension liability | 25,375 | 46,865 |
| Deferred compensation | 11,435 | 10,643 |
| Income taxes payable | 7,465 | 11,855 |
| Deferred income taxes | 10,407 | 3,980 |
| Other non-current liabilities | 15,732 | 20,635 |
| Commitments and contingencies | | |
| Shareholders’ equity: | | |
| Preferred stock, no par value: | | |
| Authorized--5,000 shares | | |
| Issued and outstanding--none | — | — |
| Common stock, no par value: | | |
| Authorized--50,000 shares | | |
| 36,072 issued and 27,127 outstanding at September 30, 2017 | | |
| 35,937 issued and 26,992 outstanding at September 30, 2016 | 37,850 | 32,756 |
| Retained earnings | 794,485 | 813,035 |
| Accumulated other comprehensive loss | (106,626) | (119,817) |
| Treasury stock at cost - 8,945 shares | (36,078) | (36,078) |
| Total shareholders’ equity | 689,631 | 689,896 |

| | | |
|---|---|---|
| Total liabilities and shareholders’ equity | $ 1,336,285 | $ 1,504,408 |

See accompanying notes.

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CUBIC CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

| | Years Ended September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Operating Activities: | | | |
| Net income (loss) | $ (11,209) | $ 1,735 | $ 22,914 |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | | |
| Depreciation and amortization | 51,099 | 45,478 | 37,662 |
| Share-based compensation expense | 5,269 | 8,762 | 8,325 |
| Change in fair value of contingent consideration | (3,878) | 1,274 | 3,607 |
| Loss on disposal of assets | 405 | — | — |
| Deferred income taxes | 5,540 | (23,988) | 33,816 |
| Net pension cost (benefit) | (1,046) | 1,102 | (3,224) |
| Excess tax benefits from equity incentive plans | (35) | 3 | 33 |
| Changes in operating assets and liabilities, net of effects from acquisitions: | | | |
| Accounts receivable | (40,015) | 4,409 | (2,230) |
| Inventories | (18,867) | (62) | (21,669) |
| Prepaid expenses and other current assets | 7,763 | 3,403 | (15,045) |
| Long-term capitalized contract costs | 8,911 | 7,635 | 3,192 |
| Accounts payable and other current liabilities | 10,919 | 19,874 | 25,599 |
| Customer advances | 7,364 | (24,900) | (10,200) |
| Income taxes | 8,240 | (5,519) | 8,847 |
| Other items, net | (5,724) | 5,396 | (1,938) |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | 24,736 | 44,602 | 89,689 |
| | | | |
| Investing Activities: | | | |
| Acquisition of businesses, net of cash acquired | (16,830) | (243,459) | (92,178) |
| Purchases of marketable securities | (19,121) | (28,470) | (58,855) |
| Proceeds from sales or maturities of marketable securities | 31,868 | 43,456 | 51,173 |
| Purchases of property, plant and equipment | (36,932) | (32,093) | (22,202) |
| Proceeds from sale of assets | 1,233 | — | — |
| Purchase of non-marketable debt and equity securities | (2,700) | — | — |
| Purchases of other assets | — | — | (2,993) |
| NET CASH USED IN INVESTING ACTIVITIES | (42,482) | (260,566) | (125,055) |
| | | | |
| Financing Activities: | | | |
| Proceeds from short-term borrowings | 130,780 | 288,900 | 111,300 |
| Principal payments on short-term borrowings | (315,780) | (108,900) | (51,300) |

| | | | |
|---|---|---|---|
| Proceeds from long-term borrowings | — | 75,000 | 25,000 |
| Principal payments on long-term debt | (978) | (494) | (537) |
| Deferred financing fees | — | (3,647) | — |
| Stock issued under employee stock purchase plan | 2,234 | — | — |
| Purchase of common stock | (2,444) | (1,563) | (2,652) |
| Dividends paid | (7,341) | (7,285) | (7,256) |
| Excess tax benefits from equity incentive plans | 35 | (3) | (33) |
| Contingent consideration payments related to acquisitions of businesses | (2,625) | (2,479) | — |
| Purchase of noncontrolling interest | — | — | (1,029) |
| Net change in restricted cash | 66,293 | (6,403) | (189) |
| NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES | (129,826) | 233,126 | 73,304 |
| Effect of exchange rates on cash | 10,588 | (38,511) | (10,950) |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | (136,984) | (21,349) | 26,988 |
| Cash and cash equivalents at the beginning of the period | 197,127 | 218,476 | 191,488 |
| CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD | $ 60,143 | $ 197,127 | $ 218,476 |

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| | | | |
|---|---|---|---|
| Supplemental disclosure of non-cash investing and financing activities: | | | |
| Liability incurred to acquire Deltenna, net | $ 1,327 | $ — | $ — |
| Liability incurred to acquire Vocality, net | $ 271 | $ — | $ — |
| Liability incurred to acquire GATR, net | $ — | $ 6,788 | $ — |
| Liability incurred to acquire TeraLogics, net | $ — | $ 4,998 | $ — |
| Liability incurred to acquire H4 Global, net | $ — | $ 952 | $ — |
| Liability incurred to acquire DTECH, net | $ — | $ — | $ 11,808 |

See accompanying notes.

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CUBIC CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

| (in thousands except per share amounts) | Common Stock | Retained Earnings | Accumulated Other Comprehensive Loss | Treasury Stock | Noncontrolling Interest in VIE | Number of Shares Outstanding |
|---|---|---|---|---|---|---|
| October 1, 2014 | $ 20,669 | $ 803,059 | $ (5,372) | $ (36,078) | $ 223 | 26,789 |
| Net income | — | 22,885 | — | — | 29 | — |
| Other comprehensive loss, net of tax | — | — | (46,464) | — | — | — |
| Stock issued under equity incentive plans | — | (46) | — | — | — | 160 |
| Purchase of common stock | (2,652) | — | — | — | — | (66) |
| Stock-based compensation | 8,325 | — | — | — | — | — |
| Purchase of noncontrolling interest | (749) | — | — | — | (252) | — |
| Tax expense from equity incentive plans | (33) | — | — | — | — | — |
| Cash dividends paid -- $.24 per share of common stock | — | (7,256) | — | — | — | — |
| September 30, 2015 | 25,560 | 818,642 | (51,836) | (36,078) | — | 26,883 |
| Net income | — | 1,735 | — | — | — | — |
| Other comprehensive loss, net of tax | — | — | (67,981) | — | — | — |
| Stock issued under equity incentive plans | — | (57) | — | — | — | 152 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Purchase of common stock | (1,563) | — | — | — | — | (43) |
| Stock-based compensation | 8,762 | — | — | — | — | — |
| Tax expense from equity incentive plans | (3) | — | — | — | — | — |
| Cash dividends paid -- $.27 per share of common stock | — | (7,285) | — | — | — | — |
| September 30, 2016 | 32,756 | 813,035 | (119,817) | (36,078) | — | 26,992 |
| Net loss | — | (11,209) | — | — | — | — |
| Other comprehensive income, net of tax | — | — | 13,191 | — | — | — |
| Stock issued under equity incentive plans | — | — | — | — | — | 158 |
| Stock issued under employee stock purchase plan | 2,234 | — | — | — | — | 32 |
| Purchase of common stock | (2,444) | — | — | — | — | (55) |
| Stock-based compensation | 5,269 | — | — | — | — | — |
| Tax benefit from equity incentive plans | 35 | — | — | — | — | — |
| Cash dividends paid -- $.27 per share of common stock | — | (7,341) | — | — | — | — |
| September 30, 2017 | $ 37,850 | $ 794,485 | $ (106,626) | $ (36,078) | $ — | 27,127 |

See accompanying notes.

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CUBIC CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2017

NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Nature of the Business: We design, develop and manufacture products which are mainly electronic in nature such as mass transit fare collection systems, air and ground combat training systems, and networked Command, Control, Communications, Computers, Intelligence, Surveillance, and Reconnaissance (C4ISR) products and systems. We provide services such as specialized military training exercises, including live, virtual and constructive training exercises and support, and we operate and maintain fare systems for mass transit customers. Our principal lines of business are transportation fare collection systems and services, defense systems, and defense services. Our transportation fare collection systems and services are sold primarily to large local government agencies worldwide. Our principal customers for defense products and services are the U.S. and foreign governments. In February 2015, we implemented a plan to restructure our defense services and defense systems businesses into a single business called Cubic Global Defense (CGD) to better align our defense business organizational structure with customer requirements, increase operational efficiencies and improve collaboration and innovation across the company. After this restructuring there is now a single, combined management structure for our legacy Cubic Defense Systems (CDS) and legacy Mission Support Services (MSS) segments. However, for segment financial reporting purposes, we continue to report the financial results of our defense systems and defense services segments separately since this mirrors the way that we continue to internally analyze much of the financial information related to these business divisions. These two reporting segments have been renamed Cubic Global Defense Systems (CGD Systems) and Cubic Global Defense Services (CGD Services), respectively. CGD Systems includes Cubic Mission Solutions (CMS), a business division that includes our C4ISR subsidiaries and product offerings. There have been no significant changes in the operations that are included in each of these reporting segments as a result of the restructuring.

Principles of Consolidation: The consolidated financial statements include the accounts of Cubic Corporation, subsidiaries we control, and variable interest entities (VIE's) for which Cubic is the primary beneficiary. All significant intercompany balances and transactions have been eliminated in consolidation.

Foreign Currency Transactions and Translation: Our reporting currency is the U.S. dollar. Assets and liabilities of foreign subsidiaries are translated at the spot rate in effect at the applicable reporting date, and our Consolidated Statements of Operations are translated at the average exchange rates in effect during the applicable periods. The resulting unrealized cumulative translation adjustments are recorded as a component of other comprehensive income (loss) in our Consolidated Statements of Comprehensive Income (Loss). Cash flows from our operations in foreign countries are translated at the average rate for the applicable period. The effect of exchange rates on cash balances held in foreign currencies are separately reported in our Consolidated Statements of Cash Flows.

Transactions denominated in currencies other than our own subsidiaries’ functional currencies are recorded based on exchange rates at the time such transactions arise. Changes in exchange rates with respect to amounts recorded in our Consolidated Balance Sheets related to such transactions result in transaction gains and losses that are reflected in our Consolidated Statements of Operations as a component of other income (expense). Total transaction gains and losses, which are related primarily to advances to foreign subsidiaries and advances between foreign subsidiaries amounted to a gain of $0.7 million in 2017, and losses of $0.9 million and $3.2 million in 2016 and 2015, respectively.

Use of Estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires us to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant estimates include the estimated total costs at completion of our long-term contracts, estimated loss contingencies, estimated self-insurance liabilities, estimated discounted future cash flows of our reporting units used for goodwill impairment testing and estimated future cash flows for our long-lived asset impairment testing, estimated discounted cash flows used for valuation of intangible assets and contingent consideration in business combinations, and estimated rates of return and discount rates related to our defined benefit pension plans. Actual results could differ from our estimates.

Cash Equivalents: We consider highly liquid investments with maturity of three months or less when purchased to be cash equivalents.

Restricted Cash: Restricted cash represents cash that is restricted as to usage for legal or contractual reasons. Restricted cash is classified either as current or non-current, depending upon the date of the lapse of the respective restriction.

Concentration of Credit Risk: We have established guidelines pursuant to which our cash and cash equivalents are diversified among various money market instruments and investment funds. These guidelines emphasize the preservation of capital by requiring minimum credit ratings assigned by established credit organizations. We achieve diversification by specifying maximum investments in each instrument type and issuer. The majority of these investments are not on deposit in federally insured accounts.

Marketable Securities: Marketable securities consist of fixed time deposits with short-term maturities. Marketable securities are classified and accounted for as available-for-sale. These investments are recorded at fair value in the accompanying Consolidated Balance Sheets and the change in fair value is recorded, net of taxes, as a component of other comprehensive income. There have been no significant realized or unrealized gains or losses on these marketable securities to date. Marketable securities have been classified as current assets in the accompanying Consolidated Balance Sheets based upon the nature of the securities and availability for use in current operations.

Accounts Receivable: Receivables consist primarily of amounts due from U.S. and foreign governments for defense products and services and local government agencies for transportation systems. Due to the nature of our customers, we generally do not require collateral. We have limited exposure to credit risk as we have historically collected substantially all of our receivables from government agencies. We generally require no allowance for doubtful accounts for these customers.

Inventories: We state our inventories at the lower of cost or market. We determine cost using the first-in, first-out (FIFO) method, which approximates current replacement cost. We value our work in process at the actual production and engineering costs incurred to date, including applicable overhead. For contracts with the U.S. government our work in process also includes general and administrative costs. Any inventoried costs in excess of estimated realizable value are immediately charged to cost of sales. We include qualifying contract costs allocable to units-of-delivery contracts as inventory. We receive performance-based payments and progress payments associated with certain of these contracts based on the billing terms in the underlying contracts. Pursuant to contract provisions, agencies of the U.S. government and certain other customers have title to, or security interest in, inventories related to such contracts as a result of advances, performance-based payments, and progress payments. Contract advances, performance-based payments and progress payments received are recorded as an offset against the related inventory balances for contracts that use the units-of-delivery method to recognize revenue. This determination is performed on a contract by contract basis. Any amount of payments received in excess of the cumulative amount of accounts receivable and inventoried costs for a contract is classified as customer advances, which is a liability on the balance sheet.

Long-term capitalized contract costs: Long-term capitalized contract costs include costs incurred on contracts to develop and manufacture transportation systems for customers for which revenue recognition does not begin until the customers begin operating the systems. Once operation of the systems commence, the capitalized costs are recognized in cost of sales based upon the ratio of revenue recorded during a period compared to the revenue expected to be recognized over the term of the contracts.

Property, Plant and Equipment: We carry property, plant and equipment at cost. We provide depreciation in amounts sufficient to amortize the cost of the depreciable assets over their estimated useful lives. Generally, we use straight-line methods for depreciable real property over estimated useful lives or the term of the underlying lease, if shorter than the estimated useful lives, for leasehold improvements. We use accelerated methods (declining balance and sum-of-the-years-digits) for machinery and equipment over their estimated useful lives.

Certain costs incurred in the development of internal-use software and software applications, including external direct costs of materials and services and applicable compensation costs of employees devoted to specific software development, are capitalized as computer software costs. Costs incurred outside of the application development stage are expensed as incurred. The amounts capitalized are included in property, plant and equipment and are amortized on a

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straight-line basis over the estimated useful life of the software, which ranges from three to seven years. No amortization expense is recorded until the software is ready for its intended use.

Goodwill and Purchased Intangibles: We evaluate goodwill for potential impairment annually as of July 1, or when circumstances indicate that the carrying value may not be recoverable. The test is performed by comparing the fair value of each of our reporting units, which are consistent with our operating segments, to its carrying value, including recorded goodwill. If the carrying value exceeds the fair value, we measure impairment by comparing the implied fair value of goodwill to its carrying value, and any impairment determined would be recorded in the current period. Our purchased intangible assets are subject to amortization. In cases that we determine that a pattern in which the intangible asset will be consumed can be reliably determined we use an amortization method that best matches that expected pattern. If we believe that such a pattern cannot be reliably determined, we use a straight-line method of amortization.

Impairment of Long-Lived Assets: We generally evaluate the carrying values of long-lived assets other than goodwill for impairment only if events or changes in facts and circumstances indicate that carrying values may not be recoverable. If we determined there was any impairment, we would measure it by comparing the fair value of the related asset to its carrying value and record the difference in the current period. Fair value is generally determined by identifying estimated discounted cash flows to be generated by those assets. We have not recorded any impairment of long-lived assets for the years ended September 30, 2017, 2016 and 2015.

Recognizing assets acquired and liabilities assumed in a business combination: Acquired assets and assumed liabilities are recognized in a business combination on the basis of their fair values at the date of acquisition. We assess fair value, which is 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, using a variety of methods including income approaches such as present value techniques or cost approaches such as the estimation of current selling prices and replacement values. Fair value of the assets acquired and liabilities assumed, including intangible assets and contingent payments, are measured based on the assumptions and estimations with regards to the variable factors such as the amount and timing of future cash flows for the asset or liability being measured, appropriate risk-adjusted discount rates, nonperformance risk, or other factors that market participants would consider. Upon acquisition, we determine the estimated economic lives of the acquired intangible assets for amortization purposes, which are based on the underlying expected cash flows of such assets. Adjustments to inventory are based on the fair market value of inventory and amortized into income based on the period in which the underlying inventory is sold. Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Actual results may vary from projected results and assumptions used in the fair value assessments.

Customer Advances: We receive advances, performance-based payments and progress payments from customers that may exceed revenues recognized to date on certain contracts, including contracts with agencies of the U.S. government. We classify such advances, other than those reflected as a reduction of receivables or inventories, as current liabilities.

Contingencies: We establish reserves for loss contingencies when, in the opinion of management, the likelihood of liability is probable and the extent of such liability is reasonably estimable. Estimates, by their nature, are based on judgment and currently available information and involve a variety of factors, including the type and nature of the litigation, claim or proceeding, the progress of the matter, the advice of legal counsel, our defenses and our experience in similar cases or proceedings as well as our assessment of matters, including settlements, involving other defendants in similar or related cases or proceedings. We may increase or decrease our legal reserves in the future, on a matter-by-matter basis, to account for developments in such matters.

Derivative Financial Instruments: All derivatives are recorded at fair value, however, the classification of gains and losses resulting from changes in the fair values of derivatives are dependent on the intended use of the derivative and its resulting designation. If a derivative is designated as a fair value hedge, then a change in the fair value of the derivative is offset against the change in the fair value of the underlying hedged item and only the ineffective portion of the hedge, if any, is recognized in cost of sales. If a derivative is designated as a cash flow hedge, then the effective portion of a change in the fair value of the derivative is recognized as a component of accumulated other comprehensive income (loss) until the underlying hedged item is recognized in cost of sales, or the forecasted transaction is no longer probable of occurring. If a derivative does not qualify as a highly effective hedge, a change in fair value is immediately recognized

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in earnings. We formally document hedging relationships for all derivative hedges and the underlying hedged items, as well as the risk management objectives and strategies for undertaking the hedge transactions.

Defined Benefit Pension Plans: Some of our employees are covered by defined benefit pension plans. The net periodic cost of our plans is determined using several actuarial assumptions, the most significant of which are the discount rate and the long-term rate of return on plan assets. We recognize on a plan-by-plan basis the funded status of our defined benefit pension plans as either an asset or liability on our balance sheets, with a corresponding adjustment to accumulated other comprehensive income (loss), net of tax, in shareholders' equity. The funded status is measured as the difference between the fair value of the plan assets and the benefit obligation of the plan.

Comprehensive Income (Loss): Other comprehensive income (loss), which is comprised of unrealized gains and losses on foreign currency translation adjustments, unrealized gains and losses on cash flow hedges, net of tax, unrealized gains and losses on available-for-sale securities, net of tax and pension liability adjustments, net of tax is included in our Consolidated Statement of Comprehensive Income (Loss) as other comprehensive income (loss).

Revenue Recognition: We generate revenue from the sale of products such as mass transit fare collection systems, air and ground combat training systems, and products with C4ISR capabilities. We also generate revenue from services we provide such as specialized military training exercises, including live, virtual and constructive training exercises and support, and we operate and maintain fare systems for mass transit customers. We classify sales as products or services in our Consolidated Statements of Operations based on the attributes of the underlying contracts.

We recognize sales and profits under our long-term fixed-price contracts which require a significant amount of development effort in relation to total contract value using the cost-to-cost percentage-of-completion method of accounting. We record sales and profits based on the ratio of contract costs incurred to estimated total contract costs at completion. Contract costs include material, labor and subcontracting costs, as well as an allocation of indirect costs. For contracts with the U.S. federal government, general and administrative costs are included in contract costs; however, for purposes of revenue measurement, general and administrative costs are not considered contract costs for any other customers. Costs are recognized as incurred for contracts accounted for under the cost-to-cost percentage-of-completion method.

For certain other long-term, fixed price production contracts not requiring substantial development effort we use the units-of-delivery percentage-of-completion method as the basis to measure progress toward completing the contract and recognizing sales. The units-of delivery measure recognizes revenues as deliveries are made to the customer generally using unit sales values in accordance with the contract terms. Costs of sales are recorded as deliveries are made. We estimate profit as the difference between total estimated revenue and total estimated cost of a contract and recognize that profit over the life of the contract based on deliveries.

For long-term fixed price contracts, we only include amounts representing contract change orders, claims or other items in the contract value when they can be reliably estimated and we consider realization probable. Changes in estimates of sales, costs and profits are recognized using the cumulative catch-up method of accounting. This method recognizes in the current period the cumulative effect of the changes on current and prior periods. A significant change in one or more of these estimates could have a material effect on our consolidated financial position or results of operations.

We record sales under cost-reimbursement-type contracts as we incur the costs. The Federal Acquisition Regulations provide guidance on the types of costs that we will be reimbursed in establishing the contract price. We consider incentives or penalties and awards applicable to performance on contracts in estimating sales and profits, and record them when there is sufficient information to assess anticipated contract performance. We do not recognize incentive provisions that increase or decrease earnings based solely on a single significant event until the event occurs.

We occasionally enter into contracts that include multiple deliverables such as the construction or upgrade of a system and subsequent services to operate and maintain the delivered system. For such contracts, arrangement consideration is allocated at the inception of the arrangement to all deliverables using the relative-selling-price method. Under the relative-selling-price method, the selling price for each deliverable is determined using vendor specific objective evidence (VSOE) of selling price or third-party evidence of selling price if VSOE does not exist. If neither VSOE nor third-party evidence of selling price exists for a deliverable, which is typically the case for our contracts, the guidance

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requires us to determine the best estimate of the selling price, which is the price at which we would sell the deliverable if it were sold on a standalone basis. In estimating the selling price of the deliverable on a standalone basis, we consider our overall pricing models and objectives, including the factors we contemplate in negotiating our contracts with our customers. The pricing models and objectives that we use are generally based upon a cost-plus margin approach, with the estimated margin based in part on qualitative factors such as perceived customer pricing sensitivity and competitive pressures.

Once the contract value is allocated to the separate deliverables under a multiple-element arrangement, revenue recognition guidance relevant to each contractual element is followed. For example, for the long-term construction portion of a contract we generally use the percentage-of completion method and for the services portion we generally recognize the service revenues on a straight-line basis over the contractual service period or based on measurable units of work performed or incentives earned.

For certain of our multiple-element arrangements, the contract specifies that we will not be paid upon the delivery of certain units of accounting, but rather we will be paid when subsequent performance obligations are satisfied. Generally, in these cases the allocation of arrangement consideration to the up-front deliverables is limited, in some cases to zero, and revenue is reduced, in some cases to zero for the delivery of up-front units of accounting. In such situations, if the costs associated with the delivered item exceed the amount of allocable arrangement consideration, we defer the direct and incremental costs associated with the delivered item that are in excess of the allocated arrangement consideration as capitalized contract costs. We assess recoverability of these costs by comparing the recorded asset to the deferred revenue in excess of the transaction price allocated to the remaining deliverables in the arrangement. Capitalized contract costs are subsequently recognized in income in a manner that is consistent with the revenue recognition pattern for the arrangement as a whole. If no pattern of revenue recognition can be reasonably predicted for the arrangement, the capitalized costs are amortized on a straight-line basis.

Revenue under our service contracts with the U.S. government is recorded under the cost-to cost percentage-of-completion method. Award fees and incentives related to performance under these service contracts are accrued during the performance of the contract based on our historical experience and estimates of success with such awards.

Revenue under contracts for services other than those with the U.S. government and those associated with design, development, or production activities is recognized either as services are performed or when a contractually required event has occurred, depending on the contract. For non-U.S. government service contracts that contain measurable units of work performed we recognize sales when the units of work are completed. Certain of our transportation systems service contracts contain service level or system usage incentives, for which we recognize revenues when the incentive award is fixed or determinable. These contract incentives are generally based upon monthly service levels or monthly performance and become fixed or determinable on a monthly basis. However, one of our legacy transportation systems service contracts that terminated in late fiscal 2015 contained annual system usage incentive which were based upon system usage compared to annual baseline amounts. For this contract the annual system usage incentives were not considered fixed or determinable until the end of the contract year for which the incentives are measured, which fell within the second quarter of our fiscal year. The follow-on contract to this transportation systems service contract did not include an annual system usage incentive. Revenue under non-U.S. government service contracts that do not contain measurable units of work performed, which is generally the case for our service contracts, is recognized on a straight-line basis over the contractual service period, unless evidence suggests that the revenue is earned, or obligations fulfilled, in a different manner. Costs incurred under these services contracts are expensed as incurred.

We make provisions in the current period to fully recognize any anticipated losses on contracts, other than non-U.S. government service contracts. If we receive cash on a contract prior to revenue recognition, and for contracts that are accounted for on a units-of-delivery method, that is in excess of inventoried costs, we classify it as a customer advance on the balance sheet.

In addition, we are subject to audit of incurred costs related to many of our U.S. government contracts. These audits could produce different results than we have estimated for revenue recognized on our cost-based contracts with the U.S. government; however, our experience has been that our costs are acceptable to the government.

Research and Development (R&D) : We record the cost of company sponsored R&D activities as the expenses are incurred. The cost of engineering and product development activities incurred in connection with the performance of work on our contracts is included in cost of sales as they are directly related to contract performance.

Stock-Based Compensation: Restricted stock units (RSUs) are granted to eligible employees and directors and represent rights to receive shares of common stock at a future date if vesting occurs. RSUs granted to date have either time-based vesting or performance-based vesting. Compensation expense for all RSUs is measured at fair value at the grant date and recognized based upon the number of RSUs that ultimately vest. We determine the fair value of RSUs based on the closing market price of our common stock on the grant date. The grant date of the performance-based RSUs takes place when the grant is authorized and the specific achievement goals are communicated.

Compensation expense for time-based vesting awards is recorded on a straight-line basis over the requisite service period, adjusted by estimated forfeiture rates. Vesting of performance-based RSUs is tied to achievement of specific company goals over the measurement period, which is generally a three-year period from the date of the grant. For purposes of measuring compensation expense for performance-based RSUs, at each reporting date we estimate the number of shares for which vesting is deemed probable based on management’s expectations regarding achievement of the relevant performance criteria, adjusted by estimated forfeiture rates. Compensation expense for the number of shares ultimately expected to vest is recognized on a straight-line basis over the requisite service period for the performance-based RSUs. The recognition of compensation expense associated with performance-based RSUs requires judgment in assessing the probability of meeting the performance goals. For performance-based RSUs, there may be significant expense recognition or reversal of recognized expense in periods in which there are changes in the assessed probability of meeting performance-based vesting criteria.

Income Taxes: Our provision for income taxes includes federal, state, local and foreign income taxes. We provide deferred income taxes on temporary differences between assets and liabilities for financial reporting and tax purposes as measured by enacted tax rates we expect to apply when the temporary differences are settled or realized. Tax law and rate changes are reflected in income in the period such changes are enacted. We establish valuation allowances for deferred tax assets when the amount of future taxable income we expect is not likely to support the realization of the temporary differences. Beginning in the second quarter of fiscal year 2017 we began providing for U.S. deferred taxes on unremitted foreign earnings. We include interest and penalties related to income taxes, including unrecognized tax benefits, within the income tax provision.

Net Income (Loss) Per Share: Basic net income (loss) per share (EPS) is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period, including vested RSUs.

In periods with a net income, diluted EPS is computed by dividing the net income for the period by the weighted average number of common and common equivalent shares outstanding during the period. Common equivalent shares consist of dilutive RSUs. Dilutive RSUs are calculated based on the average share price for each fiscal period using the treasury stock method. For RSUs with performance-based vesting, no common equivalent shares are included in the computation of diluted EPS until the related performance criteria have been met. In periods with a net loss, common equivalent shares are not included in the computation of diluted EPS, because to do so would be anti-dilutive. For the year ended September 30, 2017, the effect of 0.4 million shares of unvested restricted stock were excluded from diluted loss per share that would have been included if we had been in a net income position.

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Basic and diluted EPS are computed as follows (amounts in thousands, except per share data):

| | Year Ended September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Net income (loss) | $ (11,209) | $ 1,735 | $ 22,885 |
| Weighted average shares - basic | 27,106 | 26,976 | 26,872 |
| Effect of dilutive securities | — | 64 | 66 |
| Weighted average shares - diluted | 27,106 | 27,040 | 26,938 |
| Net income (loss) per share, basic | $ (0.41) | $ 0.06 | $ 0.85 |
| Effect of dilutive securities | — | — | — |
| Net income (loss) per share, diluted | $ (0.41) | $ 0.06 | $ 0.85 |

Recent Accounting Pronouncements:

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. ASU 2014-09 outlines a comprehensive revenue recognition model and supersedes most current revenue recognition guidance. The new guidance will require revenue to be recognized when promised goods or services are transferred to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. Adoption of the new rules could affect the timing of revenue recognition for certain transactions. Adoption of ASU 2014-09 will be required for us beginning in the first quarter of fiscal 2019 and we have determined that we will not adopt ASU 2014-09 earlier than required. ASU 2014-09 allows for two methods of adoption: (a) “full retrospective” adoption, meaning the standard is applied to all periods presented, or (b) “modified retrospective” adoption, meaning the cumulative effect of applying ASU 2014-09 is recognized as an adjustment to the opening retained earnings balance in the year of adoption. We have not yet determined which method of adoption we will select.

We have assigned a task force within management to lead our implementation efforts and we have engaged outside advisors to assist. We are currently in the process of analyzing the impact of the adoption of the new standard on our various revenue streams. Under ASU 2014-09, revenue is recognized as control transfers to the customer. As such, revenue for our fixed-price development and production contracts will generally be recognized over time as costs are incurred, which is consistent with the revenue recognition model we currently use for the majority of these contracts. For certain of our fixed-price production contracts where we currently recognize revenue as units are delivered, in most cases the accounting for those contracts will change under ASU 2014-09 such that we will recognize revenue as costs are incurred. This change will generally result in an acceleration of revenue as compared with our current revenue recognition method for those contracts. Approximately 22% of our net sales used the units-of-delivery method to recognize revenue in fiscal 2017. We continue to analyze the impact of the new standard on our remaining revenue streams and, as the standard will supersede substantially all existing revenue guidance affecting us under GAAP, we expect that it will impact revenue and cost recognition on a significant number of our contracts across our business segments, in addition to our business processes and our information technology systems. Our process of evaluating the effect of the new standard will continue through fiscal year 2018.

In May 2015, the FASB issued Accounting Standards Update ASU 2015-07, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). ASU 2015-07 removes the requirement to categorize investments for which the fair values are measured using the net asset value per share practical expedient within the fair value hierarchy. It also limits certain disclosures to investments for which the entity has elected to measure the fair value using the practical expedient. This guidance was adopted retrospectively in fiscal year 2017. The adoption did not have a material impact on our consolidated financial statements.

In January 2016, the FASB issued Accounting Standards Update ASU 2016-01, Financial Instruments – Overall (Subtopic 825-10) which updates certain aspects of recognition, measurement, presentation and disclosure of financial instruments. ASU 2016-01 will be effective for us beginning October 1, 2018 and, with the exception of a specific portion of the amendment, early adoption is not permitted. We are currently evaluating the impact this guidance will have on our financial statements and related disclosures.

In February 2016, the FASB issued ASU 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: (a) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (b) 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. The ASU will be effective for us beginning October 1, 2019 with early adoption permitted. ASU 2016-02 will be adopted on a modified retrospective transition basis for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements as well as whether to adopt the new guidance early.

In March 2016, the FASB issued ASU 2016-09, Compensation-Stock Compensation. The new guidance simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The amendments in this standard are effective for our annual year and first fiscal quarter beginning on October 1, 2017. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments, which provides clarifying guidance on how entities should classify certain cash receipts and cash payments on the statement of cash flows. The guidance also clarifies how the predominance principle should be applied when cash receipts and cash payments have aspects of more than one class of cash flows. The guidance will be effective for us in our fiscal year beginning October 1, 2018, and early adoption is permitted. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements as well as whether to adopt the new guidance early.

In October 2016, the FASB issued ASU 2016-16, Intra-Entity Transfers of Assets Other Than Inventory, which requires an entity to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The guidance will be effective for us in our fiscal year beginning October 1, 2018, and early adoption is permitted. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements as well as whether to adopt the new guidance early.

In November 2016, the FASB issued ASU 2016-18, Restricted Cash, which requires amounts generally described as restricted cash and restricted cash equivalents be included with cash and cash equivalents when reconciling the total beginning and ending amounts for the periods shown on the statement of cash flows. The guidance will be effective for us in our fiscal year beginning October 1, 2018, and early adoption is permitted. The adoption of this standard is anticipated to affect our presentation of restricted cash within our statement of cash flows. We are currently evaluating whether to adopt the new guidance early.

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805) Clarifying the Definition of a Business. This ASU clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The guidance will be effective for us in our fiscal year beginning October 1, 2018 and early adoption is allowed for certain transactions. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, Simplifying the Test for Goodwill Impairment. This standard removes the second step of the goodwill impairment test, where a determination of the fair value of individual assets and liabilities of a reporting unit was needed to measure the goodwill impairment. Under this updated standard, goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The guidance will be effective for us in our fiscal year beginning October 1, 2020 with

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early adoption permitted. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements as well as whether to adopt the new guidance early.

In March 2017, the FASB issued ASU 2017-07, Compensation – Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. The update requires employers to present the service cost component of the net periodic benefit cost in the same income statement line item as other employee compensation costs arising from services rendered during the period. The other components of net benefit cost, including interest cost, expected return on plan assets, amortization of prior service cost/credit and actuarial gain/loss, and settlement and curtailment effects, are to be presented outside of any subtotal of operating income. Employers will have to disclose the line(s) used to present the other components of net periodic benefit cost, if the components are not presented separately in the income statement. ASU 2017-07 will be effective for us beginning October 1, 2018, and early adoption is permitted. We are currently evaluating the impact of the application of this accounting standard update on our consolidated financial statements as well as whether to adopt the new guidance early.

## NOTE 2—ACQUISITIONS

Each of the following acquisitions has been treated as a business combination for accounting purposes. The results of operations of each acquired business has been included in our consolidated financial statements since the respective date of each acquisition.

### Deltenna Ltd

In July 2017, we acquired all of the outstanding capital stock of Deltenna Ltd (Deltenna), a wireless infrastructure company specializing in the design and delivery of radio and antenna communication solutions. Deltenna designs and manufactures cutting-edge integrated wireless products including compact LTE base stations, broadband range extenders for areas of poor coverage and rugged antennas. The addition of Deltenna, headquartered in Chippenham, U.K., will enhance tactical communication and training capabilities of our CGD Systems businesses by effectively delivering high-capacity data networks within challenging and rigorous environments.

Deltenna’s sales and results of operations included in our operating results for the years ended September 30, 2017, 2016 and 2015 were as follows (in millions):

September 30,

| | 2017 | 2016 | 2015 |
|---|---|---|---|
| Sales | $ 0.1 | $ — | $ — |
| Operating loss | (0.2) | — | — |
| Net loss after taxes | (0.2) | — | — |

Deltenna's operating results above included the following amounts for the years ended September 30, 2017, 2016 and 2015 (in millions):

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Amortization | $ — | $ — | $ — |
| Acquisition-related expenses | 0.2 | — | — |

The estimated acquisition-date fair value of consideration is $5.3 million, which is comprised of cash paid of $4.0 million plus the estimated fair value of contingent consideration of $1.3 million. Under the purchase agreement, we will pay the sellers up to $7.0 million of contingent consideration if Deltenna meets certain sales goals from the date of acquisition through the year ending September 30, 2022. The contingent consideration liability will be re-measured to fair value at each reporting date until the contingencies are resolved and any changes in fair value are recognized in earnings.

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The acquisition of Deltenna was paid for with funds from existing cash resources. The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date (in millions):

| | |
|---|---|
| Customer relationships | $ 1.0 |
| Technology | 1.1 |
| Other net assets acquired (liabilities assumed) | (0.3) |
| Net identifiable assets acquired | 1.8 |
| Goodwill | 3.5 |
| Net assets acquired | $ 5.3 |

The estimated fair values of assets acquired and liabilities assumed, including purchased intangibles as well as the estimated fair value of contingent consideration are preliminary estimates pending the finalization of our valuation analyses. The estimated fair values of purchased intangibles were determined using the valuation methodology deemed to be the most appropriate for each type of asset being valued. The customer relationships used the excess earnings approach and the technology asset valuations used the relief from royalty approach.

The intangible assets are being amortized using straight-line methods based on the expected period of cash flows from the assets, over a weighted average useful life of eight years from the date of acquisition.

The goodwill resulting from the acquisition consists primarily of the synergies expected from combining the operations of Deltenna with our existing CGD Systems business, and strengthening our capability of developing and integrating products in our CGD Systems portfolio. The goodwill also includes the value of the assembled workforce that became our employees following the close of the acquisition. The amount recorded as goodwill is allocated to our CGD Systems segment and is not expected to be deductible for tax purposes.

The estimated amortization expense related to the intangible assets recorded in connection with our acquisition of Deltenna for fiscal years 2018 through 2022 and thereafter is as follows (in millions):

| Year Ended September 30, | |
|---|---|
| 2018 | $ 0.3 |
| 2019 | 0.3 |
| 2020 | 0.3 |
| 2021 | 0.3 |

| | |
|---|---|
| 2022 | 0.3 |
| Thereafter | 0.6 |

Vocality

On November 30, 2016, we acquired all of the outstanding capital stock of Vocality International (Vocality), based in Shackleford, U.K., a provider of embedded technology which unifies communications platforms, enhances voice quality, increases video performance and optimizes data throughput. Vocality contributes to our C4ISR portfolio of products for our CGD Systems segment and expands our defense customer base. Vocality also sells its technology in the broadcast, oil and gas, mining, and maritime markets.

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Vocality’s sales and results of operations included in our operating results for the years ended September 30, 2017, 2016 and 2015 were as follows (in millions):

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Sales | $ 1.5 | $ — | $ — |
| Operating loss | (2.9) | — | — |
| Net loss after taxes | (2.6) | — | — |

Vocality’s operating results above included the following amounts for the years ended September 30, 2017, 2016 and 2015 (in millions):

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Amortization | $ 0.6 | $ — | $ — |
| Acquisition-related expenses | 1.6 | — | — |

Prior to our acquisition of Vocality, Vocality had a number of share-based payment awards in place to its employees. Due to the structure of some of these share-based payment awards and the acceleration of vesting of certain of these awards in connection with our acquisition of Vocality, we were required to recognize compensation expense, rather than purchase consideration, for the portion of our purchase price that we paid to the seller that was distributed to the recipients of these awards. Consequently, we recognized $0.4 million of compensation expense within general and administrative expenses during the year ended September 30, 2017 related to this matter. This compensation is reflected in Vocality’s acquisition-related expenses and results of operations above for fiscal year 2017.

The acquisition date fair value of consideration is $9.6 million, which is comprised of cash paid of $9.7 million plus additional held back consideration to be paid in the future estimated at $0.3 million, less the $0.4 million of cash paid to the seller recorded as compensation expense described above.

The acquisition of Vocality was paid for with funds from existing cash resources. The following table summarizes the fair values of the assets acquired and liabilities assumed at the acquisition date (in millions):

| | |
|---|---|
| Customer relationships | $ 2.1 |
| Technology | 2.4 |
| Trade name | 0.4 |
| Inventory | 1.7 |
| Accounts payable and accrued expenses | (0.4) |
| Other net assets acquired (liabilities assumed) | (0.5) |
| Net identifiable assets acquired | 5.7 |
| Goodwill | 3.9 |
| Net assets acquired | $ 9.6 |

The fair values of purchased intangibles were determined using the valuation methodology deemed to be the most appropriate for each type of asset being valued. The customer relationships valuation used the excess earnings approach, and the technology and trade name asset valuations used the relief from royalty approach.

The intangible assets are being amortized using a combination of straight-line and accelerated methods based on the expected cash flows from the assets, over a weighted average useful life of nine years from the date of acquisition.

The goodwill resulting from the acquisition consists primarily of the synergies expected from combining the operations of Vocality with our existing CGD Systems business, including the synergies expected from combining its communication unification technologies with our C4ISR products and other products in our CGD Systems portfolio. The goodwill also includes the value of the assembled workforce that became our employees following the close of the

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acquisition. The amount recorded as goodwill is allocated to our CGD Systems segment and is generally not expected to be deductible for tax purposes.

The estimated amortization expense related to the intangible assets recorded in connection with our acquisition of Vocality for fiscal years 2018 through 2022 and thereafter is as follows (in millions):

| Year Ended September 30, | |
|---|---|
| 2018 | $ 0.8 |
| 2019 | 0.7 |
| 2020 | 0.6 |
| 2021 | 0.6 |
| 2022 | 0.5 |
| Thereafter | 1.3 |

GATR

On February 2, 2016, we acquired all of the outstanding capital stock of GATR Technologies, LLC (GATR), a defense systems business based in Huntsville, Alabama which manufactures expeditionary satellite communication terminal solutions. GATR expands our satellite communications and networking applications technologies for our CGD Systems segment and expands our customer base.

GATR's sales and results of operations included in our operating results for the years ended September 30, 2017, 2016 and 2015 were as follows (in millions):

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Sales | $ 84.3 | $ 43.1 | $ — |
| Operating income (loss) | 1.9 | (26.4) | — |
| Net income (loss) after taxes | 1.4 | (23.0) | — |

GATR's operating results above included the following amounts for the years ended September 30, 2017, 2016 and 2015 (in millions):

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Amortization | $ 12.7 | $ 9.7 | $ — |
| Gains (losses) for changes in fair value of contingent consideration | 3.2 | (0.7) | — |
| Acquisition-related expenses | 0.6 | 22.0 | — |

GATR's operating results for the year ended September 30, 2016 were significantly impacted by the GAAP accounting requirements regarding business combinations. Prior to our acquisition of GATR, GATR had a number of share-based payment awards in place to its employees. Due to the structure of certain of these share-based payment awards and the acceleration of vesting of certain of these awards in connection with our acquisition of GATR, we were required to recognize compensation expense, rather than purchase consideration, for the portion of our purchase price that we paid to the seller that was distributed to the recipients of these awards. Consequently, we recognized $18.5 million of compensation expense within general and administrative expenses during the year ended September 30, 2016 related to this matter. Of this $18.5 million amount, $15.4 million is not deductible for tax purposes.

The acquisition-date fair value of consideration is $220.5 million, which is comprised of cash paid of $236.1 million plus the fair value of contingent consideration of $2.5 million, less $18.1 million of cash paid to the seller that was recognized as expense in fiscal 2016. Under the purchase agreement, we will pay the sellers up to $7.5 million of contingent consideration if GATR meets certain gross profit goals for the 12 month periods ended February 28, 2017 and 2018. The

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contingent consideration liability will be re-measured to fair value at each reporting date until the contingencies are resolved and any changes in fair value are recognized in earnings.

The acquisition of GATR was paid for predominantly with the proceeds of borrowings on our revolving credit agreement in 2016. The following table summarizes the fair values of the assets acquired and liabilities assumed at the acquisition date (in millions):

| | |
|---|---|
| Customer relationships | $ 51.7 |
| Backlog | 3.4 |
| Technology | 10.7 |
| Non-compete agreements | 1.2 |
| Trade name | 4.7 |
| Accounts receivable | 10.6 |
| Inventory | 3.4 |
| Income tax receivable | 5.1 |
| Accounts payable and accrued expenses | (2.4) |
| Deferred tax liabilities | (23.8) |
| Net identifiable assets acquired | 64.6 |
| Goodwill | 155.9 |
| Net assets acquired | $ 220.5 |

The fair values of purchased intangibles were determined using the valuation methodology deemed to be the most appropriate for each type of asset being valued. The customer relationships and backlog valuation used the excess earnings approach, the non-compete agreements used the with-and-without approach, and the technology and trade name asset valuations used the relief from royalty approach.

The intangible assets are being amortized using a combination of straight-line and accelerated methods based on the expected cash flows from the assets, over a weighted average useful life of nine years from the date of acquisition.

The goodwill resulting from the acquisition consists primarily of the synergies expected from combining the operations of GATR with our existing CGD Systems business, including the synergies expected from combining its satellite communications and networking applications technologies with our C4ISR products and other products in our CGD Systems portfolio.

The goodwill also includes the value of the assembled workforce that became our employees following the close of the acquisition. The amount recorded as goodwill is allocated to our CGD Systems segment and is generally not expected to be deductible for tax purposes.

The estimated amortization expense related to the intangible assets recorded in connection with our acquisition of GATR for fiscal years 2018 through 2022 and thereafter is as follows (in millions):

| Year Ended September 30, | |
|---|---|
| 2018 | $ 11.1 |
| 2019 | 9.8 |
| 2020 | 8.3 |
| 2021 | 6.9 |
| 2022 | 5.6 |
| Thereafter | 7.6 |

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TeraLogics

On December 21, 2015, we acquired all of the assets of TeraLogics, LLC, an Ashburn, Virginia-based provider of real-time full motion video processing, exploitation and dissemination for the Department of Defense, the intelligence community and commercial customers. TeraLogics' ability to develop real-time video analysis and delivery software for full motion video complements the existing tactical communications portfolio of our CGD Systems segment and expands our customer base.

TeraLogic's sales and results of operations included in our operating results for the years ended September 30, 2017, 2016 and 2015 were as follows (in millions):

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Sales | $ 19.7 | $ 14.2 | $ — |
| Operating loss | (1.8) | (2.9) | — |
| Net loss after taxes | (1.2) | (1.6) | — |

TeraLogic's operating results above included the following amounts for the years ended September 30, 2017, 2016 and 2015 (in millions):

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Amortization | $ 3.5 | $ 3.0 | $ — |
| Losses for changes in fair value of contingent consideration | (1.3) | (1.5) | — |
| Acquisition-related expenses | 0.2 | 2.3 | — |

During the year ended September 30, 2016 we incurred a $1.3 million charge for compensation expense incurred related to amounts paid to TeraLogics employees upon the close of the acquisition. This compensation expense is reflected in TeraLogic's acquisition-related expenses and the results of TeraLogic's operations above.

The acquisition-date fair value of consideration is $33.9 million, which is comprised of cash paid of $28.9 million plus the acquisition-date fair value of contingent consideration of $5.0 million. Under the purchase agreement, we will pay the sellers up to $9.0 million of contingent consideration. Of this amount, up to $6.0 million will be paid if TeraLogics meets certain revenue thresholds in fiscal years 2016, 2017 and 2018; and up to $3.0 million will be paid if specific contract extensions are exercised by TeraLogics customers through fiscal 2018. The contingent consideration liability will be re-measured to fair value at each reporting date until the contingencies are resolved and any changes in fair value are recognized in earnings.

The acquisition of TeraLogics is being paid for with a combination of funds from our existing cash resources and borrowings on our revolving credit facility. The following table summarizes the fair values of the assets acquired and liabilities assumed at the acquisition date (in millions):

| | |
|---|---|
| Customer relationships | $ 6.7 |
| Backlog | 5.6 |
| Software | 2.5 |
| Non-compete agreements | 0.1 |
| Accounts receivable | 1.4 |
| Accounts payable and accrued expenses | (0.5) |
| Other net assets acquired (liabilities assumed) | (0.1) |
| Net identifiable assets acquired | 15.7 |
| Goodwill | 18.2 |
| Net assets acquired | $ 33.9 |

The fair values of purchased intangibles were determined using the valuation methodology deemed to be the most appropriate for each type of asset being valued. The customer relationships and backlog valuation used the excess

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earnings approach, the non-compete agreements used the with-and-without approach, and the software used the replacement cost new less cost decrements for obsolescence approach.

The intangible assets are being amortized using a combination of straight-line and accelerated methods based on the expected cash flows from the assets, over a weighted average useful life of seven years from the date of acquisition.

The goodwill resulting from the acquisition consists primarily of the synergies expected from combining the operations of TeraLogics with our existing CGD Systems business, including the synergies expected from combining TeraLogics real-time video capabilities with our existing tactical communications product portfolio. The goodwill also includes the value of the assembled workforce who became our employees following the close of the acquisition. The amount recorded as goodwill is allocated to our CGD Systems segment and is expected to be deductible for tax purposes.

The estimated amortization expense amounts related to the intangible assets recorded in connection with our acquisition of TeraLogics for fiscal years 2018 through 2022 and thereafter is as follows (in millions):

| Year Ended September 30, | |
|---|---|
| 2018 | $ 2.8 |
| 2019 | 2.1 |
| 2020 | 1.4 |
| 2021 | 0.8 |
| 2022 | 0.5 |
| Thereafter | 0.9 |

H4 Global

On November 4, 2015, we acquired all of the assets of H4 Global, a U.K.-based provider of simulation-based training solutions which complements our CGD Systems segment training portfolio.

H4 Global's sales and results of operations included in our operating results for the years ended September 30, 2017, 2016 and 2015 were as follows (in millions):

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Sales | $ 3.3 | $ 2.2 | $ — |
| Operating loss | (1.1) | (0.6) | — |
| Net loss after taxes | (0.9) | (0.4) | — |

H4 Global’s operating results above included the following amounts for the years ended September 30, 2017, 2016 and 2015 (in millions):

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Amortization | $ 0.1 | $ 0.1 | $ — |
| Gains for changes in fair value of contingent consideration | — | 0.4 | — |
| Acquisition-related expenses | — | 0.1 | — |

The acquisition-date fair value of consideration is $1.9 million, which is comprised of cash paid of $0.9 million plus the fair value of contingent consideration of $1.0 million. Under the purchase agreement, we will pay the sellers up to $4.1 million of contingent consideration, based upon the value of contracts entered over the five-year period beginning on the acquisition date. The contingent consideration liability will be re-measured to fair value at each reporting date until the contingencies are resolved and any changes in fair value will be recognized in earnings.

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The fair value of the net assets acquired and liabilities assumed was not material. Consequently, virtually the entire purchase price of $1.9 million was recorded as goodwill, which is comprised of expected synergies and assembled workforce. The amount recorded as goodwill is allocated to our CGD Systems segment and is not expected to be deductible for tax purposes.

DTECH

On December 16, 2014 we acquired all of the outstanding capital stock of DTECH Labs, Inc. (DTECH). Based in Ashburn, Virginia, DTECH is a provider of modular networking and baseband communications equipment that adds networking capability to our secure communications business. This acquisition expands the portfolio of product offerings and the customer base of our CGD Systems segment.

DTECH’s sales and results of operations included in our operating results for the years ended September 30, 2017, 2016 and 2015 were as follows (in millions):

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Sales | $ 39.0 | $ 34.5 | $ 45.8 |
| Operating income (loss) | 2.4 | (3.0) | 0.9 |
| Net income (loss) after taxes | 1.3 | (2.1) | 0.5 |

DTECH’s operating results above included $23.0 million and $14.2 million in intercompany sales for the years ended September 30, 2017 and 2016, respectively, as well as the following amounts for the years ended September 30, 2017, 2016 and 2015 (in millions):

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Amortization | $ 6.8 | $ 8.0 | $ 9.2 |
| Gains (losses) for changes in fair value of contingent consideration | 2.0 | 0.5 | (3.6) |
| Acquisition-related expenses | 0.3 | 0.9 | 2.1 |

The cost of the acquisition was $99.5 million, adjusted by the difference between the net working capital acquired and the targeted working capital amounts and adjusted for other acquisition-related payments made upon closing, plus a contingent amount of up to $15.0 million based upon DTECH’s achievement of revenue and gross profit targets through fiscal year 2017. The acquisition-date fair value of the consideration was $99.4 million. The contingent consideration liability has been re-measured to fair value at each reporting date until the contingencies were resolved and changes in fair value have been recognized in earnings.

The following table summarizes the fair values of the assets acquired and liabilities assumed at the acquisition date (in millions):

| | |
|---|---|
| Customer relationships | $ 35.1 |
| Non-compete agreements | 0.7 |
| Backlog | 2.1 |
| Cash | 0.9 |
| Accounts receivable | 5.4 |
| Inventory | 4.2 |
| Warranty obligation | (0.4) |
| Tax liabilities | (3.3) |
| Accounts payable and accrued expenses | (3.4) |
| Other net assets acquired | 0.2 |
| Net identifiable assets acquired | 41.5 |
| Goodwill | 57.9 |
| Net assets acquired | $ 99.4 |

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The fair values of purchased intangibles were determined using the valuation methodology deemed to be the most appropriate for each type of asset being valued. The customer relationships and backlog valuation used the excess earnings approach and the non-compete agreements used the with-and-without approach.

The intangible assets are being amortized using a combination of straight-line and accelerated methods based on the expected cash flows from the assets, over a weighted average useful life of seven years from the date of acquisition and the amortization is expected to be deductible for tax purposes.

The goodwill resulting from the acquisition consists primarily of the synergies expected from combining the operations of DTECH with our existing CGD Systems business, including the synergies expected from combining the networking and secure communications technologies of DTECH, and complementary products that will enhance our overall product and service portfolio. The goodwill also consists of the value of the assembled workforce that became our employees following the close of the acquisition. The amount recorded as goodwill is allocated to our CGD Systems segment and is expected to be deductible for tax purposes.

The estimated amortization expense amounts related to the intangible assets recorded in connection with our acquisition of DTECH for fiscal years 2018 through 2021 is as follows (in millions):

| Year Ended September 30, | |
|---|---|
| 2018 | 5.5 |
| 2019 | 4.1 |
| 2020 | 2.8 |
| 2021 | 1.5 |

Pro forma information

The following unaudited pro forma information presents our consolidated results of operations as if Deltenna, Vocality, GATR, TeraLogics, H4 Global and DTECH had been included in our consolidated results since October 1, 2015 (in millions):

| | Year Ended September 30, | |
|---|---|---|
| | 2017 | 2016 |
| Net sales | $ 1,487.5 | $ 1,488.6 |

| | | |
|---|---|---|
| Net income (loss) | $ (11.6) | $ 0.1 |

The pro forma information includes adjustments to give effect to pro forma events that are directly attributable to the acquisitions and have a continuing impact on operations including the amortization of purchased intangibles and the elimination of interest expense for the repayment of debt. No adjustments were made for transaction expenses, other adjustments that do not reflect ongoing operations or for operating efficiencies or synergies. The pro forma financial information is not necessarily indicative of what the consolidated financial results of our operations would have been had the acquisitions been completed on October 1, 2015, and it does not purport to project our future operating results.

NOTE 3—FAIR VALUE OF FINANCIAL INSTRUMENTS

The valuation techniques required to determine fair value are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect internal market assumptions. The two types of inputs create the following fair value hierarchy:

- Level 1 - Quoted prices for identical instruments in active markets.
- Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level 3 - Significant inputs to the valuation model are unobservable.

The fair value of certain of our cash equivalents are based upon quoted prices for identical instruments in active markets. The fair value of our other cash equivalents and our available for sale marketable securities is based upon a discounted cash flow model and approximate cost. The marketable securities in the rabbi trust are carried at fair value, which is based upon quoted market prices for identical securities. Derivative financial instruments are measured at fair value, the material portions of which are based on active or inactive markets for identical or similar instruments or model-derived valuations whose inputs are observable. Where model-derived valuations are appropriate, we use the applicable credit spread as the discount rate. Credit risk related to derivative financial instruments is considered minimal and is managed by requiring high credit standards for counterparties and through periodic settlements of positions.

The fair value of contingent consideration liabilities to the sellers of businesses that we have acquired are revalued to their fair value each period and any increase or decrease is recorded into selling, general and administrative expense. Any changes in the assumed timing and amount of the probability of payment scenarios could impact the fair value.

The fair value of contingent consideration liabilities that are based upon revenue targets or gross margin targets are based upon a real option approach. The contingent consideration liabilities that are valued using this real option approach include the Deltenna contingent consideration, a portion of the TeraLogics contingent consideration, the DTECH contingent consideration, and the GATR contingent consideration. Under this real option approach, each payment was modeled using long digital options written on the underlying revenue or gross margin metric. The strike price for each option is the respective revenue or gross margin as specified in the related agreement, and the spot price is calibrated to the revenue or gross margin forecast by calculating the present value of the corresponding projected revenues or gross margins using a risk-adjusted discount rate. The volatility for the underlying revenue metrics was based upon analysis of comparable guideline public companies and the volatility factor used in the September 30, 2017 valuations was 40% for Deltenna, 15% for TeraLogics and 15% for GATR. The volatility factor used in the September 30, 2016 valuations was 17% for TeraLogics, 18% for DTECH and 17% for GATR. The risk-free rate was selected based on the quoted yields for U.S. Treasury securities with terms matching the earn-out payment period.

The fair value of the portion of the TeraLogics contingent consideration that is based on customer execution of contract extensions was estimated using a probability weighted approach. Subject to the terms and conditions of the TeraLogics Purchase Agreement, contingent consideration will be paid over a period commencing on the closing date and ending on December 21, 2018. The fair value of the contingent consideration was determined by applying probabilities of achieving the periodic payment to each period’s potential payment, and summing the present value of any future payments.

The fair value of the H4 Global contingent consideration was estimated using a probability weighted approach. Subject to the terms and conditions of the H4 Global Purchase Agreement, contingent consideration will be paid over a five year term that commenced on October 1, 2015 and ends on September 30, 2020. The payments will be calculated based on the award of certain contracts during the specified period. The fair value of the contingent consideration was determined by applying probabilities to different scenarios, and summing the present value of any future payments.

The inputs to each of the contingent consideration fair value models include significant unobservable inputs and therefore represent Level 3 measurements within the fair value hierarchy. Significant judgment is employed in determining the appropriateness of these assumptions as of the acquisition dates and each subsequent period.

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Accordingly, changes in the assumptions described above can materially impact the amount of contingent consideration expense we record in any period.

As of September 30, 2017, the following table summarizes the change in fair value of our Level 3 contingent consideration liability (in thousands):

| | DTECH | H4 | TeraLogics (Contract Extensions) | TeraLogics (Revenue Targets) | GATR | Deltenna | Total |
|---|---|---|---|---|---|---|---|
| Balance as of October 1, 2015 | $ 7,507 | $ — | $ — | $ — | $ — | $ — | $ 7,507 |
| Initial measurement recognized at acquisition | — | 1,602 | 2,000 | 3,100 | 2,500 | — | 9,202 |
| Cash paid to seller | (5,000) | — | (1,000) | — | — | — | (6,000) |
| Adjustment to the provisional acquisition date valuation | — | (616) | (100) | — | — | — | (716) |
| Total remeasurement (gain) loss recognized in earnings | (507) | (419) | 500 | 1,000 | 700 | — | 1,274 |
| Balance as of September 30, 2016 | $ 2,000 | $ 567 | $ 1,400 | $ 4,100 | $ 3,200 | $ — | $ 11,267 |
| Initial measurement recognized at acquisition | — | — | — | — | — | 1,328 | 1,328 |
| Cash paid to seller | — | — | (1,000) | (2,500) | — | — | (3,500) |
| Adjustment to the provisional acquisition date valuation | — | — | — | — | — | — | — |
| Total remeasurement (gain) loss recognized in earnings | (2,000) | 24 | 400 | 850 | (3,200) | 48 | (3,878) |
| Balance as of September 30, 2017 | $ — | $ 591 | $ 800 | $ 2,450 | $ — | $ 1,376 | $ 5,217 |

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The following table presents assets and liabilities measured and recorded at fair value on our balance sheets on a recurring basis (in thousands):

| | September 30, 2017 | | | | September 30, 2016 | | | |
|---|---|---|---|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 | Total |
| Assets | | | | | | | | |
| Cash equivalents | $ 8,501 | $ — | $ — | $ 8,501 | $ 57,455 | $ — | $ — | $ 57,455 |
| Marketable securities | — | — | — | — | — | 12,996 | — | 12,996 |
| Current derivative assets | — | 2,591 | — | 2,591 | — | 14,770 | — | 14,770 |
| Noncurrent derivative assets | — | 1,128 | — | 1,128 | — | 1,201 | — | 1,201 |
| Total assets measured at fair value | $ 8,501 | $ 3,719 | $ — | $ 12,220 | $ 57,455 | $ 28,967 | $ — | $ 86,422 |
| Liabilities | | | | | | | | |
| Current derivative liabilities | — | 3,456 | — | 3,456 | — | 13,752 | — | 13,752 |
| Noncurrent derivative liabilities | — | 1,128 | — | 1,128 | — | 1,334 | — | 1,334 |
| Contingent consideration to seller of Deltenna | — | — | 1,376 | 1,376 | — | — | — | — |
| Contingent consideration to seller of GATR | — | — | — | — | — | — | 3,200 | 3,200 |
| Contingent consideration to seller of TeraLogics - contract extensions | — | — | 800 | 800 | — | — | 1,400 | 1,400 |
| Contingent consideration to seller of TeraLogics - | — | — | 2,450 | 2,450 | — | — | 4,100 | 4,100 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| revenue targets | | | | | | | | |
| Contingent consideration to seller of H4 Global | — | — | 591 | 591 | — | — | 567 | 567 |
| Contingent consideration to seller of DTECH | — | — | — | — | — | — | 2,000 | 2,000 |
| Total liabilities measured at fair value | $ — | $ 4,584 | $ 5,217 | $ 9,801 | $ — | $ 15,086 | $ 11,267 | $ 26,353 |

We carry certain financial instruments, including accounts receivable, short-term borrowings, accounts payable and accrued liabilities at cost, which we believe approximates fair value because of the short-term maturity of these instruments.

The fair value of long-term debt is calculated by discounting the value of the note based on market interest rates for similar debt instruments, which is a Level 2 technique. The following table presents the estimated fair value and carrying value of our long-term debt (in millions):

| | September 30, 2017 | September 30, 2016 |
|---|---|---|
| Fair value | $ 202.1 | $ 210.0 |
| Carrying value | $ 200.0 | $ 201.0 |

We did not have any significant non-financial assets or liabilities measured at fair value on a non-recurring basis in 2017, 2016, or 2015 other than assets and liabilities acquired in business acquisitions.

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NOTE 4—ACCOUNTS RECEIVABLE

The components of accounts receivable under long-term contracts are as follows (in thousands):

| September 30, | 2017 | 2016 |
|---|---|---|
| U.S. Government Contracts: | | |
| Amounts billed | $ 76,451 | $ 66,668 |
| Recoverable costs and accrued profits on progress completed--not billed | 88,105 | 81,624 |
| | 164,556 | 148,292 |
| Commercial Customers: | | |
| Amounts billed | 119,041 | 79,955 |
| Recoverable costs and accrued profits on progress completed--not billed | 150,668 | 160,098 |
| | 269,709 | 240,053 |
| | 434,265 | 388,345 |
| Less unbilled amounts not currently due--commercial customers | (17,457) | (20,926) |
| | $ 416,808 | $ 367,419 |

A portion of recoverable costs and accrued profits on progress completed is billable under progress or milestone payment provisions of the related contracts. The remainder of these amounts is billable upon delivery of products or furnishing of services, with an immaterial amount subject to retainage provisions of the contracts. It is anticipated that we will bill and collect substantially the entire unbilled portion of receivables identified as current assets under progress billing provisions of the contracts or upon completion of milestones and/or acceptance by the customers during fiscal 2018. The amount classified as not currently due is an estimate of the amount of long-term contract accounts receivable that will not be collected within one year from September 30, 2017 under transportation systems contracts in the U.S. and Australia, and under a CGD Systems contract in Italy based upon the payment terms in the contracts.

NOTE 5—INVENTORIES

Significant components of inventories are as follows (in thousands):

| | September 30, | September 30, |
|---|---|---|

| | 2017 | 2016 |
|---|---|---|
| Finished products | $ 4,369 | $ 10,018 |
| Work in process and inventoried costs under long-term contracts | 84,131 | 62,570 |
| Materials and purchased parts | 10,163 | 12,102 |
| Customer advances | (10,948) | (18,328) |
| Net inventories | $ 87,715 | $ 66,362 |

At September 30, 2017, work in process and inventoried costs under long-term contracts includes approximately $4.3 million in costs incurred outside the scope of work or in advance of a contract award, compared to $0.7 million as of September 30, 2016. We believe it is probable that we will recover the costs inventoried at September 30, 2017, plus a profit margin, under contract change orders or awards within the next year.

Costs we incur for certain U.S. federal government contracts include general and administrative costs as allowed by government cost accounting standards. The amounts remaining in inventory at September 30, 2017 and 2016 were $2.5 million and $2.3 million, respectively.

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NOTE 6—PROPERTY, PLANT AND EQUIPMENT

Significant components of property, plant and equipment are as follows (in thousands):

| September 30, | 2017 | 2016 |
|---|---|---|
| Land and land improvements | $ 16,139 | $ 16,711 |
| Buildings and improvements | 52,625 | 51,113 |
| Machinery and other equipment | 75,540 | 70,547 |
| Software | 62,297 | 51,191 |
| Leasehold improvements | 17,007 | 13,266 |
| Construction and internal-use software development in progress | 23,156 | 8,150 |
| Accumulated depreciation and amortization | (133,078) | (114,662) |
| | $ 113,686 | $ 96,316 |

As a part of our efforts to upgrade our current information systems, early in fiscal 2015 we purchased new enterprise resource planning (ERP) software and began the process of designing and configuring this software and other software applications to manage our operations.

Costs incurred in the development of internal-use software and software applications, including external direct costs of materials and services and applicable compensation costs of employees devoted to specific software development, are capitalized as computer software costs. Costs incurred outside of the application development stage, or that are types of costs that do not meet the capitalization requirements, are expensed as incurred. Amounts capitalized are included in property, plant and equipment and are amortized on a straight-line basis over the estimated useful life of the software, which ranges from three to seven years. No amortization expense is recorded until the software is ready for its intended use.

Through September 30, 2017 we have incurred costs of $113.3 million related to the purchase and development of our ERP system, including $40.6 million, $45.2 million, and $27.5 million of costs incurred during fiscal years 2017, 2016 and 2015, respectively. We have capitalized $16.7 million, $20.3 million, and $16.0 million of qualifying software development costs as internal-use software development in progress during fiscal years 2017, 2016, and 2015, respectively. We have recognized expense for $23.9 million, $24.9 million, and $11.5 million of these costs in fiscal years 2017, 2016, and 2015, respectively, for costs that did not qualify for capitalization. Amounts that were expensed in connection with the development of these systems are classified within selling, general and administrative expenses in the Consolidated Statements of Operations.

Certain components of our ERP system became ready for their intended use and were placed into service on April 1, 2016 and on October 1, 2016 at which time the capitalized costs of developing those components were transferred into completed software and we began amortizing these costs over the seven year estimated useful life of these software components. We continue to capitalize costs associated with the development of other ERP components that are not yet ready for their intended use.

Our provisions for depreciation of plant and equipment and amortization of leasehold improvements and software amounted to $18.1 million, $11.4 million and $10.1 million in 2017, 2016 and 2015, respectively. Generally, we use straight-line methods for depreciable real property over estimated useful lives ranging from 15 to 39 years or for leasehold improvements, the term of the underlying lease if shorter than the estimated useful lives. We use accelerated methods (declining balance and sum-of-the-years-digits) for machinery and equipment and software other than our ERP system over estimated useful lives ranging from 5 to 10 years.

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NOTE 7—GOODWILL AND PURCHASED INTANGIBLE ASSETS

The changes in the carrying amount of goodwill for the two years ended September 30, 2017 are as follows (in thousands):

| | Transportation Systems | Cubic Global Defense Systems | Cubic Global Defense Services | Total |
|---|---|---|---|---|
| Net balances at October 1, 2015 | $ 55,974 | $ 87,575 | $ 94,350 | $ 237,899 |
| Acquisitions (see Note 2) | — | 175,150 | — | 175,150 |
| Foreign currency exchange rate changes | (6,344) | 241 | — | (6,103) |
| Net balances at September 30, 2016 | 49,630 | 262,966 | 94,350 | 406,946 |
| Acquisitions | — | 5,885 | — | 5,885 |
| Foreign currency exchange rate changes | 1,240 | 1,841 | — | 3,081 |
| Net balances at September 30, 2017 | $ 50,870 | $ 270,692 | $ 94,350 | $ 415,912 |

The components of the net goodwill balances at September 30, 2017 are as follows (in thousands):

| | Transportation Systems | Cubic Global Defense Systems | Cubic Global Defense Services | Total |
|---|---|---|---|---|
| Goodwill | $ 50,870 | $ 270,692 | $ 145,215 | $ 466,777 |
| Accumulated impairment charges | — | — | (50,865) | (50,865) |
| Net balances | $ 50,870 | $ 270,692 | $ 94,350 | $ 415,912 |

We complete our annual goodwill impairment test each year as of July 1. The first step of the goodwill impairment test compares the fair value of our reporting units to their carrying values. We estimate the fair value of our reporting units primarily based on the discounted projected cash flows of the underlying operations and based upon market multiples from publicly traded comparable companies. For our 2017 impairment test, the estimated fair value of all three of our reporting units exceeded their respective carrying values. As such, there was no impairment of goodwill in 2017. The estimated fair value for our Transportation Systems reporting unit exceeded its carrying value by over 100%, while the estimated fair values of our CGD Systems and CGD Services reporting units each exceeded their carrying values by over 10%.

Significant management judgment is required in the forecast of future operating results that are used in our impairment analysis. The estimates we used are consistent with the plans and estimates that we use to manage our business. For our CGD Services reporting unit, significant assumptions utilized in our discounted cash flow approach included growth rates for sales and margins at greater levels than we have achieved in the past seven years, but at levels that are less than the average annual growth we achieved over the period from fiscal 2000 through fiscal 2010. Assumptions used in our discounted cash flow approach for our CGD Systems reporting unit also included growth rates for sales and margins at greater levels than we have achieved in recent years due to our expectation that businesses recently acquired by this reporting unit will achieve growth at higher rates than the unit's legacy operations. Although we believe our underlying assumptions supporting these assessments are reasonable, if our forecasted sales and margin growth rates, timing of growth, or the discount rate vary from our forecasts, we may be required to perform interim analyses in 2018 that could expose us to material impairment charges in the future.

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Purchased Intangible Assets: The table below summarizes our purchased intangible assets (in thousands):

| | September 30, 2017 | | | September 30, 2016 | | |
|---|---|---|---|---|---|---|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Contract and program intangibles | $ 214,215 | $ (151,422) | $ 62,793 | $ 209,511 | $ (123,645) | $ 85,866 |
| Other purchased intangibles | 61,580 | (25,878) | 35,702 | 57,463 | (19,926) | 37,537 |
| Total | $ 275,795 | $ (177,300) | $ 98,495 | $ 266,974 | $ (143,571) | $ 123,403 |

Total amortization expense for 2017, 2016 and 2015 was $33.0 million, $34.1 million and $27.6 million, respectively.

The table below shows our expected amortization of purchased intangibles as of September 30, 2017, for each of the next five years and thereafter (in thousands):

| | Transportation Systems | Cubic Global Defense Systems | Cubic Global Defense Services | Total |
|---|---|---|---|---|
| 2018 | $ 4,944 | $ 21,009 | $ 2,075 | $ 28,028 |
| 2019 | 2,886 | 17,291 | 1,434 | 21,611 |
| 2020 | 947 | 13,529 | 790 | 15,266 |
| 2021 | 698 | 10,075 | 707 | 11,480 |
| 2022 | 598 | 6,912 | 707 | 8,217 |
| Thereafter | 297 | 10,673 | 2,923 | 13,893 |
| | $ 10,370 | $ 79,489 | $ 8,636 | $ 98,495 |

NOTE 8—FINANCING ARRANGEMENTS

Long-term debt consists of the following (in thousands):

| September 30, | 2017 | 2016 |
|---|---|---|
| Series A senior unsecured notes payable to a group of insurance companies, interest fixed at 3.35% | $ 50,000 | $ 50,000 |
| Series B senior unsecured notes payable to a group of insurance companies, interest fixed at 3.35% | 50,000 | 50,000 |
| Series C senior unsecured notes payable to a group of insurance companies, interest fixed at 3.70% | 25,000 | 25,000 |
| Series D senior unsecured notes payable to a group of insurance companies, interest fixed at 3.93% | 75,000 | 75,000 |
| Mortgage note from a U.K. financial institution, with quarterly installments of principal and interest at 6.48% | — | 1,012 |
| | 200,000 | 201,012 |
| Less unamortized debt issuance costs | (239) | (271) |
| Less current portion | — | (450) |
| | $ 199,761 | $ 200,291 |

Maturities of long-term debt for each of the five years in the period ending September 30, 2022, are as follows: 2018 — $0.0 million; 2019 — $0.0 million; 2020 — $10.7 million; 2021 — $35.7 million; 2022 — $35.7 million

Interest paid amounted to $14.8 million, $11.0 million and $4.8 million in 2017, 2016 and 2015, respectively.

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In March 2013, we entered into a note purchase and private shelf agreement pursuant to which we issued $100.0 million of senior unsecured notes, bearing interest at a rate of 3.35% and maturing on March 12, 2025. In addition, pursuant to the agreement, on July 17, 2015, we issued an additional $25.0 million of senior unsecured notes, bearing interest at a rate of 3.70% and maturing on March 12, 2025. Interest payments on the notes issued in 2013 and 2015 are due semi-annually and principal payments are due from 2021 through 2025. The agreement pertaining to the aforementioned notes also contained a provision that the coupon rate would increase by a further 0.50% should the company's leverage ratio exceed a certain level. On February 2, 2016 we revised the note purchase agreement and we issued an additional $75.0 million of senior unsecured notes bearing interest at 3.93% and maturing on March 12, 2026. Interest payments on these notes are due semi-annually and principal payments are due from 2020 through 2026. At the time of the issuance of this last series of notes, certain terms and conditions of the note purchase and private shelf agreement were revised in coordination with the revision and expansion of the revolving credit agreement as discussed below in order to increase our leverage capacity.

We have a committed revolving credit agreement with a group of financial institutions in the amount of $400.0 million which expires in August 2021 (Revolving Credit Agreement). At September 30, 2017, the weighted average interest rate on outstanding borrowings under the Revolving Credit Agreement was 3.24%. Debt issuance and modification costs of $2.3 million and $1.3 million were incurred in connection with February 2, 2016 and August 11, 2016 amendments to the Revolving Credit Agreement, respectively. Costs incurred in connection with establishment of and amendments to this credit agreement are recorded in other assets on our Consolidated Balance Sheets, and are being amortized as interest expense using the effective interest method over the stated term of the Revolving Credit Agreement. At September 30, 2017, the Company's total debt issuance costs have an unamortized balance of $2.8 million. The available line of credit is reduced by any letters of credit issued under the Revolving Credit Agreement. As of September 30, 2017, there were borrowings totaling $55.0 million under this agreement and there were letters of credit outstanding totaling $81.3 million, which reduce the available line of credit to $263.7 million. The $81.3 million of letters of credit includes both financial letters of credit and performance guarantees.

Until June 2017, we had a secured letter of credit facility agreement with a bank in the U.K. At September 30, 2016, there were letters of credit outstanding under this agreement of $62.7 million. Restricted cash at September 30, 2016 of $69.4 million was held on deposit in the U.K. as collateral in support of this facility. In June 2017, this agreement was terminated and the associated letters of credit were transferred to the Revolving Credit Agreement described above. The cash that formerly collateralized the secured credit facility was used to make principal payments to reduce our outstanding short-term borrowings.

Our revolving credit agreement and note purchase and private shelf agreement each contain a number of customary covenants, including requirements for us to maintain certain interest coverage and leverage ratios and restrictions on our and certain of our subsidiaries' abilities to, among other things, incur additional debt, create liens, consolidate or merge with any other entity, or transfer or sell substantially all of their assets, in each case subject to certain exceptions and limitations. The occurrence of any event of default under these agreements may result in all of the indebtedness then outstanding becoming immediately due and payable. At March 31, 2017 we did not maintain the required leverage ratio. Therefore in May 2017 certain terms and conditions of the revolving credit agreement and note purchase and private shelf agreement were further revised to allow us to maintain a higher level of leverage as of March 31, 2017 and for the remainder of the 2017 fiscal year. The revisions to the agreements do not impact the required leverage ratios in fiscal 2018 and subsequent years. This revision also contains a provision that the coupon rate may increase on all of the term notes discussed above by up to 0.75% should our leverage ratio exceed certain levels. In connection with this revision, we incurred $0.4 million of costs, primarily for amounts charged by our lenders in connection with these modifications. These costs were recorded in May 2017 as a reduction in the carrying value of the related debt liability and which will be amortized into additional interest expense over the life of the related debt.

We maintain a cash account with a bank in the United Kingdom for which the funds are restricted as to use. The account is required to secure the customer's interest in cash deposited in the account to fund our activities related to our performance under a fare collection services contract in the United Kingdom. The balance in the account as of September 30, 2017 was $8.4 million and is classified as restricted cash in our Consolidated Balance Sheets.

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As of September 30, 2017, we had letters of credit and bank guarantees outstanding totaling $94.5 million, which includes the $81.3 million of letters of credit on the Revolving Credit Agreement above and $13.2 million of letters of credit issued under other facilities. The total of $94.5 million of letters of credit and bank guarantees includes $77.4 million that guarantees either our performance or customer advances under certain contracts, and financial letters of credit of $17.1 million which primarily guarantee our payment of certain self-insured liabilities. We have never had a drawing on a letter of credit instrument, nor are any anticipated; therefore, we estimate the fair value of these instruments to be zero.

We maintain a short-term borrowing arrangement in New Zealand totaling $0.5 million New Zealand dollars (equivalent to approximately $0.4 million) to help meet the short-term working capital requirements of our subsidiary. At September 30, 2017, no amounts were outstanding under this borrowing arrangement.

The terms of certain of our lending and credit agreements include provisions that require and/or limit, among other financial ratios and measurements, the permitted levels of debt, coverage of cash interest expense, and under certain circumstances, payments of dividends or other distributions to shareholders. As of September 30, 2017, these agreements have no restrictions on distributions to shareholders.

Our self-insurance arrangements are limited to certain workers' compensation plans, automobile liability and product liability claims. Under these arrangements, we self-insure only up to the amount of a specified deductible for each claim. Self-insurance liabilities included in other current liabilities on the balance sheet amounted to $7.6 million and $8.2 million as of September 30, 2017 and 2016, respectively.

NOTE 9—COMMITMENTS

We lease certain office, manufacturing and warehouse space, vehicles, and other office equipment under non-cancelable operating leases expiring in various years through 2030. These leases, some of which may be renewed for periods up to 10 years, generally require us to pay all maintenance, insurance and property taxes. Several leases are subject to periodic adjustment based on price indices or cost increases. Rental expense (net of sublease income of $0.2 million in 2017, $0.3 million in 2016 and $0.3 million in 2015) for all operating leases amounted to $13.6 million, $12.7 million and $11.9 million in 2017, 2016 and 2015, respectively. Future minimum payments, net of minimum sublease income, under non-cancelable operating leases with initial terms of one year or more consist of the following for the next five years and thereafter, as of September 30, 2017 (in thousands):

| | |
|---|---|
| 2018 | $ 12,806 |
| 2019 | 10,211 |
| 2020 | 7,998 |

| | |
|---|---|
| 2021 | 7,396 |
| 2022 | 4,781 |
| Thereafter | 11,273 |
| | $ 54,465 |

NOTE 10—INCOME TAXES

Income (loss) before income taxes includes the following components (in thousands):

| Years ended September 30, | 2017 | 2016 | 2015 |
|---|---|---|---|
| | (in thousands) | | |
| United States | $ (55,634) | $ (57,176) | $ (18,712) |
| Foreign | 59,484 | 49,699 | 90,623 |
| Total | $ 3,850 | $ (7,477) | $ 71,911 |

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Significant components of the provision for income taxes are as follows:

| Years ended September 30, | 2017 | 2016 | 2015 |
|---|---|---|---|
| | (in thousands) | | |
| Current: | | | |
| Federal | $ (4,330) | $ 2,469 | $ (2,433) |
| State | 816 | (231) | 723 |
| Foreign | 13,869 | 8,249 | 20,266 |
| Total current | 10,355 | 10,487 | 18,556 |
| Deferred: | | | |
| Federal | 2,839 | (15,614) | 24,112 |
| State | 710 | (4,365) | 5,710 |
| Foreign | 1,155 | 280 | 619 |
| Total deferred | 4,704 | (19,699) | 30,441 |
| Provision for income taxes | $ 15,059 | $ (9,212) | $ 48,997 |

The reconciliation of income tax computed at the U.S. federal statutory tax rate to income tax expense is as follows:

| Years ended September 30, | 2017 | 2016 | 2015 |
|---|---|---|---|
| | (in thousands) | | |
| Tax expense at U.S. statutory rate | $ 1,349 | $ (2,616) | $ 25,169 |
| State income taxes, net of federal tax effect | (489) | (1,199) | (34) |
| Nondeductible expenses (1) | 54 | 7,828 | 1,555 |
| Change in reserve for tax contingencies | (4,588) | 1,320 | (1,192) |
| Change in deferred tax asset valuation allowance (2) | 12,647 | (9,228) | 37,589 |
| Foreign income taxed at less than statutory rate (3) | 9,122 | (2,999) | (11,924) |
| Research and development credits (4) | (3,461) | (2,542) | (2,248) |
| Other | 425 | 224 | 82 |
| Provision for income taxes | $ 15,059 | $ (9,212) | $ 48,997 |

(1) In 2016, we recorded $6.3 million of tax expense related to nondeductible acquisition-related compensation expenses.

(2) In 2017, we recorded $13.1 million of tax expense related to an increase in the valuation allowance related to tax credit carryforwards generated in the current year. In 2016, we recorded a net tax benefit primarily related to a business combination in which we acquired significant U.S. deferred tax liabilities as well as a utilization and subsequent release of the deferred tax valuation allowance in Australia. In 2015, we recorded a full valuation allowance on U.S. net deferred tax assets with a charge to expense of $35.8 million.

(3) In 2017, we provided for deferred taxes on all unremitted foreign earnings, as the earnings are no longer considered permanently reinvested resulting in a charge of $9.5 million.

(4) In both 2016 and 2015, we recorded tax benefits of $1.0 million and $1.2 million, respectively, related to the reinstatement of the research and development tax credit.

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Significant components of our deferred tax assets and liabilities are as follows:

| September 30, | 2017 | 2016 |
|---|---|---|
| | (in thousands) | |
| Deferred tax assets: | | |
| Accrued employee benefits | $ 18,747 | $ 15,133 |
| Long-term contracts and inventory valuation reductions | 14,490 | 12,697 |
| Allowances for loss contingencies | 6,038 | 5,754 |
| Deferred compensation | 4,830 | 4,369 |
| Retirement benefits | 6,214 | 12,282 |
| Tax credit carryforwards | 31,161 | 16,512 |
| Net operating losses carryforwards | 3,968 | 12,713 |
| Other | 2,652 | 2,796 |
| Total gross deferred tax assets | 88,100 | 82,256 |
| Valuation allowance | (58,837) | (47,887) |
| Total deferred tax assets | 29,263 | 34,369 |
| Deferred tax liabilities: | | |
| Deferred revenue | (15,085) | (19,952) |
| Unremitted foreign earnings | (11,910) | (2,347) |
| Property, plant and equipment | (2,081) | (33) |
| Intangible assets | (8,176) | (12,894) |
| Foreign currency mark-to-market | — | (191) |
| Other | (212) | (740) |
| Total deferred tax liabilities | (37,464) | (36,157) |
| Net deferred tax liability | $ (8,201) | $ (1,788) |

The deferred tax assets and liabilities for fiscal 2017 and 2016 include amounts related to various acquisitions. The total change in deferred tax assets and liabilities in fiscal 2017 includes changes that are recorded to other comprehensive income (loss) and Goodwill.

We calculate deferred tax assets and liabilities based on differences between financial reporting and tax bases of assets and liabilities, and measure them using the enacted tax rates and laws that we expect will be in effect when the differences reverse.

At September 30, 2017, we have federal and state income tax credit carryforwards of $21.9 million and $20.5 million, respectively, which will expire at various dates beginning in 2027. Such credit carryforwards (in thousands) expire as follows:

| | | |
|---|---|---|
| U.S. foreign tax credits | $ 15,567 | 2027 |
| U.S. research and development tax credits | 6,303 | 2035-2037 |
| State research and development tax credits | 20,486 | Do not expire |

We have federal, state and foreign net operating losses (in thousands) which expire as follows:

| | | |
|---|---|---|
| U.S. net operating loss carryforwards | $ — | — |
| State net operating loss carryforwards | 42,885 | 2020-2037 |
| Foreign net operating loss carryforwards | 10,903 | Do not expire |

During 2015, we evaluated our net U.S. deferred income taxes, which included an assessment of the cumulative income or loss over the prior-three year period and future periods, and concluded that a valuation allowance was required. After consideration of our recent history of U.S. losses, we continue to maintain a valuation allowance on net U.S. deferred tax assets as of September 30, 2017.

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As of September 30, 2017, a total valuation allowance of $58.8 million has been established against U.S. deferred tax assets, certain foreign operating losses and other foreign assets. For fiscal 2017, the valuation allowance was increased by $11.0 million, of which $12.7 million was recorded as a net tax expense in our Consolidated Statement of Operations, offset by amounts recorded through other comprehensive income (loss) related to retirement benefits.

The non-cash charge to increase or decrease a valuation allowance does not have any impact on our cash flows, nor does such an allowance preclude us from using loss carryforwards or other deferred tax assets in the future. Until we re-establish a pattern of continuing profitability, in accordance with the applicable accounting guidance, U.S. income tax expense or benefit related to the recognition of deferred tax assets in the Consolidated Statement of Operations for future periods will be offset by decreases or increases in the valuation allowance with no net effect on the Consolidated Statement of Operations. If sufficient positive evidence arises in the future, any existing valuation allowance could be reversed as appropriate, decreasing income tax expense in the period that such conclusion is reached.

We provide for U.S. income taxes on the earnings of foreign subsidiaries which are not considered indefinitely reinvested outside the U.S. Deferred income taxes, net of foreign tax credits, are provided for foreign earnings available for distribution. As of September 30, 2017, we have recorded a deferred tax liability of $11.9 million related to future taxes on our unremitted foreign earnings.

Accounting for Uncertainty in Income Taxes

During fiscal 2017 and 2016, the aggregate changes in our total gross amount of unrecognized tax benefits are summarized as follows:

| Years ended September 30, | 2017 | 2016 |
|---|---|---|
| | (in thousands) | |
| Balance at beginning of year | $ 16,932 | $ 12,619 |
| Additions (reductions) for tax positions taken in prior years: | 399 | 3,641 |
| Recognition of benefits from expiration of statutes | (26) | (359) |
| Recognition of benefits from open years effectively settled | (5,359) | — |
| Additions for tax positions related to the current year | 1,302 | 986 |
| Additions for tax positions related to current year acquisitions | — | 45 |
| Balance at end of year | $ 13,248 | $ 16,932 |

At September 30, 2017 and 2016, the amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate was $3.7 million and $7.5 million, respectively. During fiscal year 2018, it is reasonably possible that resolution of reviews by taxing authorities, both domestic and foreign, could be reached with respect to approximately $2.9 million of the unrecognized tax benefits depending on the timing of examinations or expiration of statute of limitations, either because our tax positions are sustained or because we agree to the disallowance and pay the related income tax. We recognize interest and/or penalties related to income tax matters in income tax expense. The amount of net interest and penalties recognized as a component of income tax expense during 2017, 2016 and 2015 was not material. Interest and penalties accrued at September 30, 2017 and 2016 amounted to $0.9 million and $1.6 million, respectively, bringing the total net liability for uncertain tax issues to $12.0 million and $15.5 million, respectively, as of September 30, 2017 and 2016.

We are subject to ongoing audits from various taxing authorities in the jurisdictions in which we do business. As of September 30, 2017, the fiscal years open under the statute of limitations in significant jurisdictions include 2013 through 2017 in the U.S. We believe we have adequately provided for uncertain tax issues we have not yet resolved with federal, state and foreign tax authorities. Although not more likely than not, the most adverse resolution of these issues could result in additional charges to earnings in future periods. Based upon a consideration of all relevant facts and circumstances, we do not believe the ultimate resolution of uncertain tax issues for all open tax periods will have a material adverse effect upon our financial condition or results of operations.

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Cash amounts paid for income taxes, net of refunds received, were $1.6 million, $14.2 million and $15.2 million in 2017, 2016 and 2015, respectively.

## NOTE 11—DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

In order to manage our exposure to fluctuations in interest and foreign currency exchange rates we utilize derivative financial instruments such as forward starting swaps and foreign currency exchange forwards for periods typically up to three years. We do not use any derivative financial instruments for trading or other speculative purposes.

All derivatives are recorded at fair value, however, the classification of gains and losses resulting from changes in the fair values of derivatives are dependent on the intended use of the derivative and its resulting designation. If a derivative is designated as a fair value hedge, then a change in the fair value of the derivative is offset against the change in the fair value of the underlying hedged item and only the ineffective portion of the hedge, if any, is recognized in earnings. If a derivative is designated as a cash flow hedge, then the effective portion of a change in the fair value of the derivative is recognized as a component of accumulated other comprehensive income (loss) until the underlying hedged item is recognized in earnings, or the forecasted transaction is no longer probable of occurring. If a derivative does not qualify as a highly effective hedge, any change in fair value is immediately recognized in earnings. We formally document all hedging relationships for all derivative hedges and the underlying hedged items, as well as the risk management objectives and strategies for undertaking the hedge transactions. We classify the fair value of all derivative contracts as current or non-current assets or liabilities, depending on the realized and unrealized gain or loss position of the hedged contract at the balance sheet date, and the timing of future cash flows. The cash flows from derivatives treated as hedges are classified in the Consolidated Statements of Cash Flows in the same category as the item being hedged.

The following table shows the notional principal amounts of our outstanding derivative instruments as of September 30, 2017 and 2016 (in thousands):

| | Notional Principal | |
|---|---|---|
| | September 30, 2017 | September 30, 2016 |
| Instruments designated as accounting hedges: | | |
| Foreign currency forwards | $ 125,486 | $ 158,664 |
| Instruments not designated as accounting hedges: | | |
| Foreign currency forwards | $ 35,117 | $ 115,070 |

Included in the amounts not designated as accounting hedges at September 30, 2017 and 2016 were foreign currency forwards with notional principal amounts of $18.5 million and $78.4 million, respectively, that have been designed to manage exposure to foreign currency exchange risks, and for which the gains or losses of the changes in fair value of the forwards has approximately offset an equal and opposite amount of gains or losses related to the foreign currency exposure. Unrealized gains of $0.1 million and unrealized gains of $8.2 million were recognized in other income (expense), net for the fiscal years ended September 30, 2017 and 2016, respectively, related to foreign currency forward contracts not designated as accounting hedges.

The notional principal amounts for outstanding derivative instruments provide one measure of the transaction volume outstanding and do not represent the amount of our exposure to credit or market loss. Credit risk represents our gross exposure to potential accounting loss on derivative instruments that are outstanding or unsettled if all counterparties failed to perform according to the terms of the contract, based on then-current interest or currency exchange rates at each respective date. Our exposure to credit loss and market risk will vary over time as a function of interest and currency exchange rates. The amount of credit risk from derivative instruments and hedging activities was not material for the fiscal years ended September 30, 2017 and 2016. Although the table above reflects the notional principal amounts of our foreign exchange instruments, it does not reflect the gains or losses associated with the exposures and transactions that the foreign exchange instruments are intended to hedge. The amounts ultimately realized upon settlement of these financial instruments, together with the gains and losses on the underlying exposures, will depend on actual market conditions during the remaining life of the instruments.

We generally enter into master netting arrangements, which reduce credit risk by permitting net settlement of transactions with the same counterparty. We present our derivative assets and derivative liabilities at their gross fair

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values. We did not have any derivative instruments with credit-risk related contingent features that would require us to post collateral as of September 30, 2017 or 2016.

The table below presents the fair value of our derivative financial instruments that qualify for hedge accounting as well as their classification on the consolidated balance sheets as of September 30, 2017 and 2016 (in thousands):

| | Balance Sheet Location | Fair Value September 30, 2017 | September 30, 2016 |
|---|---|---|---|
| Asset derivatives: | | | |
| Foreign currency forwards | Other current assets | $ 2,591 | $ 14,769 |
| Foreign currency forwards | Other noncurrent assets | 1,128 | 1,201 |
| | | $ 3,719 | $ 15,970 |
| Liability derivatives: | | | |
| Foreign currency forwards | Other current liabilities | $ 3,456 | $ 13,752 |
| Foreign currency forwards | Other noncurrent liabilities | 1,128 | 1,333 |
| Total | | $ 4,584 | $ 15,085 |

The tables below present gains and losses recognized in other comprehensive income (loss) for the years ended September 30, 2017 and 2016 related to derivative financial instruments designated as cash flow hedges, as well as the amount of gains and losses reclassified into earnings during those periods (in thousands):

| Years ended September 30, | 2017 | | 2016 | |
|---|---|---|---|---|
| Derivative Type | Gains (losses) recognized in OCI | Gains (losses) reclassified into earnings - Effective Portion | Gains (losses) recognized in OCI | Gains (losses) reclassified into earnings - Effective Portion |
| Foreign currency forwards | $ (2,200) | $ 551 | $ (806) | $ 1,522 |

Unrealized gains of $0.1 million and unrealized losses of $0.1 million from derivative instruments and hedging activities classified as not highly effective were recognized in other income (expense), net for the years ended September 30, 2017 or 2016, respectively. The amount of estimated unrealized net losses from cash flow hedges which are expected to be reclassified to earnings in the next twelve months is $0.6 million, net of income taxes.

NOTE 12—PENSION, PROFIT SHARING AND OTHER BENEFIT PLANS

Deferred Compensation Plan

We have a non-qualified deferred compensation plan offered to a select group of highly compensated employees. The plan provides participants with the opportunity to defer a portion of their compensation in a given plan year. The liabilities associated with the non-qualified deferred compensation plan are included in other long-term liabilities in our Consolidated Balance Sheets and totaled $11.4 million and $10.6 million at September 30, 2017 and 2016, respectively.

In the first quarter of fiscal 2015, we began making contributions to a rabbi trust to provide a source of funds for satisfying a portion of these deferred compensation liabilities. The total carrying value of the assets set aside to fund deferred compensation liabilities as of September 30, 2017 and 2016 were $5.3 million and $3.6 million, respectively, which were comprised entirely of life insurance contracts. The carrying value of the life insurance contracts is based on the cash surrender value of the policies. Changes in the carrying value of the deferred compensation liability, and changes in the carrying value of the assets held in the rabbi trust are reflected in our Consolidated Statements of Operations.

Defined Contribution Plans

We have profit sharing and other defined contribution retirement plans that provide benefits for most U.S. employees. Certain of these plans require us to match a portion of eligible employee contributions up to specified limits. These plans also allow for additional company contributions at the discretion of the Board of Directors. We also have a defined contribution plan for European employees that were formerly eligible for the European defined benefit plan described

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below. Under this plan, we match a portion of the eligible employee contributions up to limits specified in the plan. Company contributions to defined contribution plans aggregated $14.3 million, $15.6 million and $14.2 million in 2017, 2016 and 2015, respectively.

Employee Stock Purchase Plan

We sponsor a noncompensatory Employee Stock Purchase Plan (“ESPP”), which allows eligible employees to purchase common stock of the Company at a discount rate of 5% of the market price per share on the last trading day of the offering period. Annual employee contributions are limited to $25,000, are voluntary, and made through a bi-weekly payroll deduction.

Defined Benefit Pension Plans

Certain employees in the U.S. are covered by a noncontributory defined benefit pension plan for which benefits were frozen as of December 31, 2006 (curtailment). The effect of the U.S. plan curtailment is that no new benefits have been accrued after that date. Approximately one-half of our European employees are covered by a contributory defined benefit pension plan for which benefits were frozen as of September 30, 2010. Although the effect of the European plan curtailment is that no new benefits will accrue after September 30, 2010, the plan is a final pay plan, which means that benefits will be adjusted for increases in the salaries of participants until their retirement or departure from the company. The European plan was amended in 2014 to reduce the amount of participant compensation used in computing the pension liability for certain participants. U.S. and European employees hired subsequent to the dates of the curtailment of the respective plans are not eligible for participation in the defined benefit plans.

During fiscal year 2016, we partially settled our remaining obligations associated with the U.S. plan. The plan offered certain retired, vested participants the opportunity to voluntarily elect to receive their benefits as an immediate lump sum distribution. The lump sum distribution was paid out from plan assets in September 2016 and resulted in a settlement loss of $2.7 million, which is recorded in other non-operating expense for the year ended September 30, 2016.

Our funding policy for the defined benefit pension plans provides that contributions will be at least equal to the minimum amounts mandated by statutory requirements. Based on our known requirements for the U.S. and U.K. plans, as of September 30, 2017, we expect to make contributions of approximately $5.1 million in 2018. September 30 is used as the measurement date for these plans.

The unrecognized amounts recorded in accumulated other comprehensive income (loss) will be subsequently recognized as net periodic pension cost, consistent with our historical accounting policy for amortizing those amounts. We will recognize actuarial gains and losses that arise in future periods and are not recognized as net periodic pension cost in those periods as increases or decreases in other comprehensive income (loss), net of tax, in the period they arise. We adjust actuarial gains and losses recognized in other comprehensive income (loss) as they are subsequently recognized as a component of net periodic pension cost. The unrecognized actuarial gain or loss included in accumulated other comprehensive income (loss) at September 30, 2017 and expected to be recognized in net pension cost during fiscal 2018 is a loss of $2.7 million ($2.1 million net of income tax). The unrecognized actuarial gain was $10.1 million in fiscal year 2017, which was primarily driven by an increase in discount rates used in the calculation of the net benefit obligation, changes in mortality assumptions, and higher investment returns on plan assets. No plan assets are expected to be returned to us in 2018.

The projected benefit obligation, accumulated benefit obligation and fair value of plan assets for the defined benefit pension plans were as follows (in thousands):

| September 30, | 2017 | 2016 |
|---|---|---|
| Projected benefit obligation | $ 235,097 | $ 241,117 |
| Accumulated benefit obligation | 235,097 | 241,117 |
| Fair value of plan assets | 209,722 | 194,253 |

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The following table sets forth changes in the projected benefit obligation and fair value of plan assets and the funded status for these defined benefit plans (in thousands):

| September 30, | 2017 | 2016 |
|---|---|---|
| Change in benefit obligations: | | |
| Net benefit obligation at the beginning of the year | $ 241,117 | $ 227,527 |
| Service cost | 617 | 595 |
| Interest cost | 7,091 | 8,972 |
| Actuarial (gain) loss | (10,082) | 41,583 |
| Gross benefits paid | (7,549) | (8,365) |
| Settlements | — | (10,424) |
| Foreign currency exchange rate changes | 3,903 | (18,771) |
| Net benefit obligation at the end of the year | 235,097 | 241,117 |
| | | |
| Change in plan assets: | | |
| Fair value of plan assets at the beginning of the year | 194,253 | 201,502 |
| Actual return on plan assets | 14,915 | 23,775 |
| Employer contributions | 5,354 | 4,271 |
| Gross benefits paid | (7,549) | (8,365) |
| Settlements | — | (10,424) |
| PBGC Premium paid | (348) | (362) |
| Administrative expenses | (547) | (925) |
| Foreign currency exchange rate changes | 3,644 | (15,219) |
| Fair value of plan assets at the end of the year | 209,722 | 194,253 |
| | | |
| Unfunded status of the plans | (25,375) | (46,864) |
| Unrecognized net actuarial loss | 58,572 | 72,909 |
| Net amount recognized | $ 33,197 | $ 26,045 |
| | | |
| Amounts recognized in Accumulated OCI | | |
| Liability adjustment to OCI | $ (58,572) | $ (72,909) |
| Deferred tax asset | 15,033 | 19,236 |
| Valuation allowance on deferred tax asset | (2,107) | (5,153) |
| Accumulated other comprehensive loss | $ (45,646) | $ (58,826) |

The components of net periodic pension cost (benefit) were as follows (in thousands):

| | September 30, | | |
|---|---|---|---|
| | 2017 | 2016 | 2015 |
| Service cost | $ 617 | $ 595 | $ 670 |

| | | | |
|---|---|---|---|
| Interest cost | 7,091 | 8,972 | 9,073 |
| Expected return on plan assets | (12,928) | (13,182) | (13,835) |
| Amortization of actuarial loss | 3,700 | 1,869 | 705 |
| Settlement loss | — | 2,671 | — |
| Administrative expenses | 474 | 177 | 163 |
| Net pension cost (benefit) | $ (1,046) | $ 1,102 | $ (3,224) |

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| Years ended September 30, | 2017 | 2016 | 2015 |
|---|---|---|---|
| Weighted-average assumptions used to determine benefit obligation at September 30: | | | |
| Discount rate | 3.3% | 3.0% | 4.1% |
| Rate of compensation increase | 3.2% | 3.1% | 3.1% |
| Weighted-average assumptions used to determine net periodic benefit cost for the years ended September 30: | | | |
| Discount rate | 3.0% | 4.1% | 4.2% |
| Expected return on plan assets | 6.8% | 6.8% | 6.9% |
| Rate of compensation increase | 3.1% | 3.1% | 3.2% |

The long-term rate of return assumption represents the expected average rate of earnings on the funds invested or to be invested to provide for the benefits included in the benefit obligations. That assumption is determined based on a number of factors, including historical market index returns, the anticipated long-term asset allocation of the plans, historical plan return data, plan expenses, and the potential to outperform market index returns.

We have the responsibility to formulate the investment policies and strategies for the plans’ assets. Our overall policies and strategies include: maintain the highest possible return commensurate with the level of assumed risk, and preserve benefit security for the plans’ participants.

We do not direct the day-to-day operations and selection process of individual securities and investments and, accordingly, we have retained the professional services of investment management organizations to fulfill those tasks. The investment management organizations have investment discretion over the assets placed under their management. We provide each investment manager with specific investment guidelines by asset class.

The target ranges for each major category of the plans’ assets at September 30, 2017 are as follows:

| Asset Category | Allocation Range |
|---|---|
| Equity securities | 20% to 55% |
| Debt securities | 25% to 75% |
| Cash | 0% to 55% |
| Real estate | 0% to 10% |

Our defined benefit pension plans invest in cash and cash equivalents, equity securities, fixed income securities, pooled separate accounts and common collective trusts. Our plans also invest in diversified growth funds that hold underlying investments in equities, fixed-income securities, commodities, and real estate. The following table presents the fair value of the assets of our defined benefit pension plans by asset category and their level within the fair value hierarchy (in thousands). See Note 3 for a description of each level within the fair value hierarchy.

All assets measured at the net asset value (NAV) practical expedient in the table below are invested in pooled separate accounts or common collective trusts which do not have publicly quoted prices. The fair value of the pooled separate accounts and common collective trusts are determined based on the net asset value of the underlying investments. The fair value of the underlying investments held by the pooled separate accounts and common collective trusts, other than real estate investments, is generally based upon quoted prices in active markets. The fair value of the underlying investments comprised of real estate properties is determined through an appraisal process which uses valuation methodologies including comparisons to similar real estate and discounting of income streams.

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| | September 30, 2017 | | | | September 30, 2016 | | | |
|---|---|---|---|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 | Total |
| Plan assets held at fair value: | | | | | | | | |
| Cash equivalents | $ 2,665 | $ — | $ — | $ 2,665 | $ 3,071 | $ — | $ — | $ 3,071 |
| Plan assets held at net asset value practical expedient*: | | | | | | | | |
| Equity Funds | | | | 101,433 | | | | 83,877 |
| Fixed Income Funds | | | | 84,188 | | | | 72,219 |
| Diversifies Growth Funds | | | | 16,646 | | | | 27,525 |
| Real Estate Funds | | | | 4,790 | | | | 7,561 |
| Total assets held at net asset value practical expedient: | | | | $ 207,057 | | | | $ 191,182 |
| Total Plan Assets | | | | $ 209,722 | | | | $ 194,253 |

* Plan assets measured at fair value using NAV (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy.

The pension plans held no direct positions in Cubic Corporation common stock as of September 30, 2017 and 2016.

We expect to pay the following pension benefit payments, which reflect expected future service, as appropriate, (in thousands):

| | |
|---|---|
| 2018 | $ 8,330 |
| 2019 | 8,753 |
| 2020 | 9,148 |
| 2021 | 9,358 |
| 2022 | 9,543 |
| 2022-2026 | 50,890 |

NOTE 13—STOCKHOLDERS' EQUITY

Long-Term Equity Incentive Plan

In 2013, the Executive Compensation Committee of the Board of Directors (Compensation Committee) approved a long-term equity incentive award program. Through September 30, 2017, the Compensation Committee has granted 924,605 RSUs with time-based vesting and 993,298 RSUs with performance-based vesting under this program.

Each RSU represents a contingent right to receive one share of our common stock. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are paid on our common stock and vest proportionately with the RSUs to which they relate. Vested shares are delivered to the recipient following each vesting date.

The RSUs granted with time-based vesting generally vest in four equal installments on each of the four October 1 dates following the grant date, subject to the recipient's continued service through such vesting date.

The performance-based RSUs granted to participants vest over three-year performance periods based on Cubic's achievement of performance goals established by the Compensation Committee over the performance periods, subject to the recipient's continued service through the end of the respective performance periods. For the performance-based RSUs granted to date, the vesting will be contingent upon Cubic meeting one of three types of vesting criteria over the performance period. These three categories of vesting criteria consist of revenue growth targets, earnings growth targets,

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and return on equity targets. The level at which Cubic's performs against scalable targets over the performance periods will determine the percentage of the RSUs that will ultimately vest.

Through September 30, 2017, Cubic has granted 1,917,903 RSUs of which 451,608 have vested. The grant date fair value of each RSU is the fair market value of one share of our common stock at the grant date. At September 30, 2017, the total number of unvested RSUs that are ultimately expected to vest, after consideration of expected forfeitures and estimated vesting of performance-based RSUs is 417,882.

The following table summarizes our RSU activity:

| | Unvested Restricted Stock Units | |
|---|---|---|
| | Number of Shares | Weighted-Average Grant-Date Fair Value |
| Unvested at October 1, 2015 | 759,902 | $ 47.24 |
| Granted | 471,627 | 43.72 |
| Vested | (130,678) | 46.94 |
| Forfeited | (211,722) | 44.86 |
| Unvested at September 30, 2016 | 889,129 | 45.98 |
| Granted | 395,913 | 46.20 |
| Vested | (158,243) | 46.15 |
| Forfeited | (81,612) | 48.32 |
| Unvested at September 30, 2017 | 1,045,187 | $ 45.86 |

As of September 30, 2017, approximately 698,129 shares remained available for future grants under our long-term equity incentive plan. On October 1, 2017, 123,237 RSUs vested.

NOTE 14—STOCK-BASED COMPENSATION

We recorded non-cash compensation expense related to stock-based awards of $5.3 million for the year ended September 30, 2017, which was comprised of the following (in thousands):

| | |
|---|---|
| Cost of sales | $ 500 |
| Selling, general and administrative | 4,769 |

$ 5,269

As of September 30, 2017, there was $32.2 million of unrecognized compensation cost related to unvested RSUs. Based upon the expected forfeitures and the expected vesting of performance-based RSUs, the aggregate fair value of RSUs expected to ultimately vest is $19.1 million. This amount is expected to be recognized over a weighted-average period of 1.8 years.

We are required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods on a cumulative basis in the period the estimated forfeiture rate changes for all stock-based awards when significant events occur. We consider our historical experience with employee turnover as the basis to arrive at our estimated forfeiture rate. The forfeiture rate was estimated to be 12.5% per year as of September 30, 2017. To the extent the actual forfeiture rate is different from what we have estimated, stock-based compensation related to these awards will be different from our expectations.

NOTE 15—LEGAL MATTERS

In October 2014, a lawsuit was filed in the United States District Court, Northern District of Illinois against us and one of our transit customers alleging infringement of various patents held by the plaintiff, seeking judgment that we have infringed on plaintiff's patents; regular and treble damages; requiring an accounting of sales, profits, royalties and damages owed plaintiffs; pre and post judgment interest; an award of costs, fees and expenses, an injunction prohibiting the continuing infringement of the patents; and any other relief the court deems just and equitable. We are vigorously

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defending the lawsuit. We are also undertaking defense of our customer in this matter pursuant to our contractual obligations to that customer. The court made several rulings in our favor concerning the validity of the plaintiff’s patents at issue. The plaintiff appealed those rulings and the Federal Circuit Court of Appeals upheld the District Court’s rulings. While these are favorable ruling for us, the case has yet to be dismissed as the plaintiff evaluates its legal options. Accordingly, we cannot estimate the probability of loss or any range of estimate of possible loss at this time.

We are not a party to any other material pending proceedings and we consider all other matters to be ordinary proceedings incidental to our business. We believe the outcome of these other proceedings will not have a materially adverse effect on our financial position, results of operations, or cash flows.

NOTE 16—BUSINESS SEGMENT INFORMATION

We have three primary business segments: Cubic Transportation Systems (CTS), Cubic Global Defense Services (CGD Services) and Cubic Global Defense Systems (CGD Systems). CTS designs, produces, installs and services electronic revenue collection systems for mass transit projects, including railways and buses. CGD Services provides training, operations, intelligence, maintenance, technical and other services to the U.S. government and allied nations. CGD Systems performs work under U.S. and foreign government contracts relating to electronic defense systems and equipment. CGD Systems products include customized military range instrumentation, laser based training systems, and virtual simulation systems. In 2016 we formalized the structure of our Cubic Mission Solutions (CMS) business unit within our CGD Systems operating segment. CMS combines and integrates our command, control, communications, computers, intelligence, surveillance and reconnaissance (C4ISR) and secure communications operations. Following the formalization of the structure of our CMS business, our chief executive officer began receiving reports of our business activities in multiple different formats and began to use the results of the CMS business activities for certain aspects of resource allocation decisions and performance assessments. However, based upon our September 30, 2017 assessment of our operating segments and reportable segments we have concluded based upon factors such as the nature of the business activities and customers, and the nature of information presented to our Board of Directors, that CMS is not an operating segment. In the first quarter of fiscal 2018 additional aspects of resource allocation and performance assessment are expected to be made at the CMS level and we anticipate that CMS will become an operating segment in the first quarter of fiscal 2018.

We evaluate performance and allocate resources based on total segment operating profit or loss. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies. Intersegment sales and transfers are immaterial and are eliminated in consolidation.

Our reportable segments are business units that offer different products and services. Operating results for each segment are reported separately to senior corporate management to make decisions as to the allocation of corporate resources and to assess performance.

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Business segment financial data is as follows (in millions):

| | Year Ended September 30, 2017 | 2016 | 2015 |
|---|---|---|---|
| Sales: | | | |
| Cubic Transportation Systems | $ 578.6 | $ 586.4 | $ 566.8 |
| Cubic Global Defense Systems | 529.1 | 484.2 | 462.1 |
| Cubic Global Defense Services | 378.2 | 391.1 | 402.1 |
| Total sales | $ 1,485.9 | $ 1,461.7 | $ 1,431.0 |
| | | | |
| Operating income (loss): | | | |
| Cubic Transportation Systems | $ 39.8 | $ 57.5 | $ 75.9 |
| Cubic Global Defense Systems | 18.8 | (17.1) | 18.4 |
| Cubic Global Defense Services | 6.7 | 11.2 | 6.6 |
| Unallocated corporate expenses | (47.8) | (44.4) | (25.5) |
| Total operating income | $ 17.5 | $ 7.2 | $ 75.4 |
| | | | |
| Assets: | | | |
| Cubic Transportation Systems | $ 335.1 | $ 338.2 | $ 410.0 |
| Cubic Global Defense Systems | 670.6 | 616.2 | 341.2 |
| Cubic Global Defense Services | 179.4 | 191.2 | 200.7 |
| Corporate | 151.2 | 359.1 | 348.4 |
| Total assets | $ 1,336.3 | $ 1,504.7 | $ 1,300.3 |
| | | | |
| Depreciation and amortization: | | | |
| Cubic Transportation Systems | $ 8.8 | $ 8.2 | $ 10.8 |
| Cubic Global Defense Systems | 32.9 | 28.7 | 17.1 |
| Cubic Global Defense Services | 3.1 | 5.2 | 8.5 |
| Corporate | 6.3 | 3.4 | 1.3 |
| Total depreciation and amortization | $ 51.1 | $ 45.5 | $ 37.7 |
| | | | |
| Capital expenditures: | | | |
| Cubic Transportation Systems | $ 6.9 | $ 2.2 | $ 2.0 |
| Cubic Global Defense Systems | 7.6 | 8.9 | 0.6 |
| Corporate | 22.4 | 21.0 | 19.6 |
| Total expenditures for long-lived assets | $ 36.9 | $ 32.1 | $ 22.2 |

| Years ended September 30, | 2017 | 2016 | 2015 |
|---|---|---|---|

| | | | |
|---|---|---|---|
| Geographic Information: | | | |
| Sales (a): | | | |
| United States | $ 867.4 | $ 827.0 | $ 765.0 |
| United Kingdom | 219.4 | 243.0 | 282.4 |
| Canada | 31.5 | 44.6 | 17.6 |
| Australia | 175.6 | 154.0 | 164.6 |
| Middle East | 64.8 | 71.0 | 67.7 |
| Far East | 66.9 | 57.4 | 55.3 |
| Other | 60.3 | 64.7 | 78.4 |
| Total sales | $ 1,485.9 | $ 1,461.7 | $ 1,431.0 |

(a) Sales are attributed to countries or regions based on the location of customers.

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| Years ended September 30, | 2017 | 2016 | 2015 |
|---|---|---|---|
| Long-lived assets, net: | | | |
| United States | $ 101.0 | $ 86.3 | $ 65.8 |
| United Kingdom | 11.7 | 5.3 | 8.6 |
| Other foreign countries | 7.3 | 9.4 | 4.3 |
| Total long-lived assets, net | $ 120.0 | $ 101.0 | $ 78.7 |

CGD Services and CGD Systems segment sales include $705.5 million, $657.9 million and $670.0 million in 2017, 2016 and 2015, respectively, of sales to U.S. government agencies. CTS segment sales include $147.3 million, $156.3 million and $183.2 million in 2017, 2016 and 2015, respectively, of sales under various contracts with our customer, Transport for London. No other customer accounts for 10% or more of our revenues for any periods presented.

Changes in estimates on contracts for which revenue is recognized using the cost-to-cost percentage-of-completion method decreased operating income by approximately $0.1 million, $2.8 million and $14.5 million in 2017, 2016 and 2015, respectively. These adjustments decreased net income by approximately $0.3 million ($0.01 per share), $1.6 million ($0.06 per share) and $8.0 million ($0.30 per share) in 2017, 2016 and 2015, respectively.

Certain of our transportation systems service contracts contain service level or system usage incentives, for which we recognize revenues when the incentive award is fixed or determinable. These contract incentives are generally based upon monthly service levels or monthly performance and become fixed or determinable on a monthly basis. However, one of our legacy transportation systems service contracts that terminated in late fiscal 2015 contained annual system usage incentive which were based upon system usage compared to annual baseline amounts. For this contract the annual system usage incentives were not considered fixed or determinable until the end of the contract year for which the incentives are measured, which fell within the second quarter of our fiscal year. During the second quarter of fiscal year ended September 30, 2015, we recognized sales of $9.3 million related to annual system usage incentives on this transportation systems contract. In August 2015 we completed this contract and recognized an additional $3.1 million related to the final amount of system usage incentives. The recognition of these system usage incentives resulted in additional operating income of the same amounts in these respective periods. Upon completion of this contract we entered into a new service contract with this customer that is structured differently than the contract that completed in August 2015; the new contract does not have any significant system usage incentives.

In fiscal years 2017, 2016, and 2015 we conducted a number of restructuring initiatives. In 2017 we incurred $2.5 million of charges for restructuring efforts which included $1.0 million of unallocated corporate expenses incurred to increase the centralization and efficiency of our manufacturing processes, and $0.9 million of restructuring charges incurred by our CGD Systems businesses related to the elimination of a level of management in CGD Systems simulator business.

In 2016, we incurred $1.9 million of charges related to restructuring. In fiscal 2016 our CGD-Systems and CGD-Services segments incurred restructuring costs in connection with the formalization of our CMS business division described above. CGD-Systems and CGD Services incurred cumulative restructuring charges of $0.9 million in connection with this initiative. In addition, during fiscal 2016, our CTS business implemented a restructuring plan to reduce headcount by approximately 20 in order to rebalance our resources with work levels. CTS incurred resulting restructuring charges of $1.0 million in connection with this initiative.

In 2015, we incurred $6.3 million of charges related to restructuring our defense services and defense systems businesses into a single organization to better align our defense business organizational structure with customer requirements, increase operational efficiencies and improve collaboration and innovation across the company. CGD Systems and CGD Services incurred restructuring charges of $4.6 million and $0.6 million, respectively, in connection with these restructuring activities. In addition, CTS incurred $0.6 million of restructuring costs and we incurred $0.5 million of unallocated corporate expenses related to various restructuring activities.

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Restructuring charges incurred by business segment were as follows (in millions):

| | Year Ended September 30, 2017 | 2016 | 2015 |
|---|---|---|---|
| Restructuring costs: | | | |
| Cubic Transportation Systems | $ 0.4 | $ 1.0 | $ 0.6 |
| Cubic Global Defense Systems | 0.9 | 0.3 | 4.6 |
| Cubic Global Defense Services | 0.2 | 0.6 | 0.6 |
| Unallocated corporate expenses and other | 1.0 | — | 0.5 |
| Total restructuring costs | $ 2.5 | $ 1.9 | $ 6.3 |

A summary of the activity relating to the restructuring liability and employee separation expenses, which is included within accrued compensation and other current liabilities within our Consolidated Balance Sheet, is as follows (in thousands):

| | Employee Separation |
|---|---|
| Balance as of October 1, 2015 | $ 1,893 |
| Accrued costs | 1,852 |
| Cash payments | (3,096) |
| Balance as of September 30, 2016 | 649 |
| Accrued costs | 2,468 |
| Cash payments | (2,142) |
| Balance as of September 30, 2017 | $ 975 |

Certain restructuring costs are based upon estimates. Actual amounts paid may ultimately differ from these estimates. If additional costs are incurred or recognized amounts exceed costs, such changes in estimates will be recognized when incurred. The total costs of each of the restructuring plans described above are not expected to be significantly greater than the charges incurred to date.

During fiscal year 2017 our CGD Systems segment made a $2.7 million loan to a private company in the U.S. that develops technologies for aircraft systems. CGD Systems also obtained warrants in the company in connection with the debt financing. Both the note receivable and warrants are classified as non-current assets on our Balance Sheet. The note receivable is held at amortized cost and the warrants are held at their historical cost. On a quarterly basis we consider whether any portion of the value of the warrants or note receivable may have been impaired. In fiscal 2017 we recognized an impairment loss of $0.2 million on the warrants based upon the estimated decrease in the fair value of this private company. If the private company that we financed does not successfully develop or commercialize its technologies, we could be required to recognize further impairments in the future.

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NOTE 17—SUMMARY OF QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

The following is a summary of our quarterly results of operations for the fiscal years ended September 30, 2017 and 2016:

| Fiscal 2017 | Three Months Ended September 30 | June 30 | March 31 | December 31 | Year Ended September 30 |
|---|---|---|---|---|---|
| | (in thousands, except per share data) | | | | |
| Net sales | $ 445,606 | $ 361,869 | $ 343,709 | $ 334,677 | $ 1,485,861 |
| Operating income (loss) | 25,384 | (1,697) | (2,072) | (4,101) | 17,514 |
| Net income (loss) | 13,155 | (21,957) | 461 | (2,868) | (11,209) |
| Net income (loss) per share, basic | 0.49 | (0.81) | 0.02 | (0.11) | (0.41) |
| Net income (loss) per share, diluted | 0.49 | (0.81) | 0.02 | (0.11) | (0.41) |

| Fiscal 2016 | Three Months Ended September 30 | June 30 | March 31 | December 31 | Year Ended September 30 |
|---|---|---|---|---|---|
| | (in thousands, except per share data) | | | | |
| Net sales | $ 406,588 | $ 375,240 | $ 366,024 | $ 313,813 | $ 1,461,665 |
| Operating income (loss) | 10,488 | 13,893 | (9,086) | (8,077) | 7,218 |
| Net income (loss) | (7,493) | 4,498 | 10,144 | (5,414) | 1,735 |
| Net income (loss) per share, basic | (0.29) | 0.17 | 0.38 | (0.20) | 0.06 |
| Net income (loss) per share, diluted | (0.29) | 0.17 | 0.38 | (0.20) | 0.06 |

Changes in estimates on contracts for which revenue is recognized using the cost-to-cost-percentage-of-completion method decreased operating income by approximately $4.6 million in the three months ended September 30, 2017 and increased operating income by approximately $1.3 million in the three months ended September 30, 2016. These adjustments decreased net income by approximately $2.9 million ($0.11 per share) in the three months ended September 30, 2017 and increased net income by approximately $0.9 million ($0.03 per share) in the three months ended September 30, 2016.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of Cubic Corporation

We have audited the accompanying consolidated balance sheets of Cubic Corporation as of September 30, 2017 and 2016, and the related consolidated statements of operations, comprehensive income (loss), cash flows and changes in shareholders' equity for each of the three years in the period ended September 30, 2017. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Cubic Corporation at September 30, 2017 and 2016, and the consolidated results of its operations and its cash flows for each of the three years in the period ended September 30, 2017, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Cubic Corporation's internal control over financial reporting as of September 30, 2017, based on criteria established in Internal Control- Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated November 20, 2017, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Diego, California

November 20, 2017

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## Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

## Item 9A. CONTROLS AND PROCEDURES

### Evaluation of Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act)) that are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and is accumulated and communicated to management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as appropriate, to allow timely decisions regarding required disclosure.

Management, with participation by our CEO and CFO, has designed our disclosure controls and procedures to provide reasonable assurance of achieving desired objectives. As of September 30, 2017, we carried out an evaluation, under the supervision of and with the participation of our management, including our CEO and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the evaluation, as of September 30, 2017, our CEO and CFO have concluded that our disclosure controls and procedures were effective.

### Management’s Report on Internal Control over Financial Reporting

Internal control over financial reporting refers to the process designed by, or under the supervision of, our CEO and CFO, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP, and includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company’s assets that could have a material effect on the financial statements.

Management is responsible for establishing and maintaining adequate internal control over our financial reporting (as defined in Exchange Act Rule 13a-15(f)). In order to evaluate the effectiveness of internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act, under the supervision of and with the participation of our management, including our CEO and CFO, we conducted an assessment based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Our system of internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Based on our evaluation, management has concluded that our internal control over financial reporting was effective as of September 30, 2017.

The effectiveness of our internal control over financial reporting as of September 30, 2017 has been audited by Ernst & Young, LLP, an independent registered public accounting firm, as stated in their report which follows.

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Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2017 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

We do, however, anticipate that there will be such changes in the first quarter of fiscal 2018 related to the transition of certain of our businesses to our enterprise resource planning (ERP) system. During the third quarter of fiscal 2016, we began the implementation of a new ERP system by transitioning our corporate operations, including corporate payroll, corporate general ledger, corporate procurement and payments, and corporate cash receipts functions. During the first quarter of fiscal 2017, this transition to our new ERP system continued with our North American manufacturing operations transitioning to a new material requirements planning (MRP) system and certain of our North American CGD Systems subsidiaries transitioning their payroll, general ledger, procurement, payment, billing and cash receipts functions to our new ERP system. We have accordingly in fiscal 2017 modified our existing internal controls infrastructure, as well as added other processes and internal controls, to adapt to our new ERP system as well as take advantage of the increased functionality of the new system. The transition of our remaining operations to our new ERP system will occur in phases in fiscal 2018, beginning with the transition of our transportation businesses in the first quarter of fiscal 2018. We believe that the new ERP system and related changes to processes and the design of our internal controls will enhance our internal control over financial reporting while providing us with the ability to scale our business. We believe we have taken the necessary steps to monitor and maintain appropriate internal control over financial reporting during fiscal 2017 and we will continue to evaluate the operating effectiveness of related key controls during subsequent periods.

Item 9B. OTHER INFORMATION

None.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of Cubic Corporation

We have audited Cubic Corporation's internal control over financial reporting as of September 30, 2017, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Cubic Corporation's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Cubic Corporation maintained, in all material respects, effective internal control over financial reporting as of September 30, 2017, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Cubic Corporation as of September 30, 2017 and 2016, and the related consolidated statements of operations, comprehensive income (loss), cash flows and changes in shareholders’ equity for each of the three years in the period ended September 30, 2017 and our report dated November 20, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Diego, California

November 20, 2017

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PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Information regarding directors and executive officers and corporate governance will be included in our definitive Proxy Statement to be filed with the SEC in connection with our 2017 Annual Meeting of Shareholders (the Proxy Statement), and is incorporated herein by reference.

We have adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, controller and persons performing similar functions, which appears on our website at: http://www.cubic.com/corp1/invest/governance.html. We intend to disclose future amendments to certain provisions of our code of ethics, or waivers of such provisions granted to one of these specified officers, on our website within four business days following the date of such amendment or waiver.

Item 11. EXECUTIVE COMPENSATION.

Information regarding executive compensation will be included in the Proxy Statement, and is incorporated herein by reference.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Information regarding security ownership of certain beneficial owners and management and related stockholder matters will be included in the Proxy Statement, and is incorporated herein by reference.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Information regarding certain relationships and related transactions, and director independence will be included in the Proxy Statement, and is incorporated herein by reference.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Information regarding principal accounting fees and services will be included in the Proxy Statement, and is incorporated herein by reference.

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PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)Documents filed as part of this Report:

(1)The following consolidated financial statements of Cubic Corporation, as referenced in Item 8 of this Form 10-K:



(2)The following consolidated financial statement schedules of Cubic Corporation and subsidiaries:

None are required under the applicable accounting rules and regulations of the SEC.

(b) Exhibits:

3.1 Amended and Restated Certificate of Incorporation. Incorporated by reference to Form 10-Q for the quarter ended June 30, 2006, file No. 001-08931, Exhibit 3.1.

3.2 Certificate of Amendment of Amended and Restated Certificate of Incorporation. Incorporated by reference to Form 10-Q for the quarter ended March 31, 2016, file No. 001-08931, Exhibit 3.2.

3.3 Amended and Restated Bylaws. Incorporated by reference to Form 8-K filed April 22, 2014, file No. 001-08931, Exhibit 3.1.

4.1 Form of Common Stock Certificate. Incorporated by reference to Form 10-K for the fiscal year ended September 30, 2012, file No. 001-08931, Exhibit 4.1.

4.2 Registration Rights Agreement, dated as of February 25, 2013, by and among Cubic Corporation and certain of its shareholders. Incorporated by reference to Form 8-K filed February 25, 2013, file No. 001-08931, Exhibit 4.1.

10.1* Cubic Corporation 2015 Incentive Award Plan. Incorporated by reference to Appendix A to the Definitive Proxy Statement on Schedule 14A filed on January 13, 2015, file No. 001-08931.

10.2* Cubic Corporation Employee Stock Purchase Plan. Incorporated by reference to Appendix B to the Definitive Proxy Statement on Schedule 14A filed on January 13, 2015, file No. 001-08931.

10.3* Form of Time-Based Vesting Restricted Stock Unit Award Grant Notice and Award Agreement under the Cubic Corporation 2015 Incentive Award Plan. Incorporated by reference to Form 10-Q for the quarter ended December 31, 2016, file No. 001-08931, Exhibit 10.1.

10.4* Form of Performance-Based Vesting Restricted Stock Unit Award Grant Notice and Award Agreement under the Cubic Corporation 2015 Incentive Award Plan. Incorporated by reference to Form 10-Q for the quarter ended December 31, 2016, file No. 001-08931, Exhibit 10.2.

10.5* Form of Non-Employee Director Restricted Stock Unit Award Grant Notice and Award Agreement under the Cubic Corporation 2015 Incentive Award Plan. Incorporated by reference to Form 10-K for the fiscal year ended September 30, 2015, file No. 001-08931, Exhibit 10.5.

10.6* Amended Transition Protection Plan. Incorporated by reference to Form 10-K for the fiscal year ended September 30, 2015, file No. 001-08931, Exhibit 10.6.

10.7* Incentive Bonus Plan. Incorporated by reference to Form 10-Q for the quarter ended March 31, 2016, file No. 001-08931, Exhibit 10.1.

10.8* Severance Policy for Cubic Employees. Incorporated by reference to Form 10-Q for the quarter ended December 31, 2015, file No. 001-08931, Exhibit 10.2.

10.9* Employment Transition Agreement, dated September 11, 2015, by and between Cubic Corporation and Stephen Shewmaker. Incorporated by reference to Form 10-K for the fiscal year ended September 30, 2015, file No. 001-08931, Exhibit 10.9.

10.10* Letter Agreement regarding director compensation, dated September 1, 2015, by and between Cubic Corporation and Janice M. Hamby. Incorporated by reference to Form 10-K for the fiscal year ended September 30, 2015, file No. 001-08931, Exhibit 10.10.

10.11*† Separation Agreement, dated June 13, 2016, by and between Cubic Corporation and William J. Toti. Incorporated by reference to Form 10-Q for the quarter ended June 30, 2016, file No. 001-08931, Exhibit 10.1.

10.12* Employment Transition Agreement, dated July 11, 2017, by and between Cubic Corporation and John D. Thomas. Incorporated by reference to Form 10-Q for the quarter ended June 30, 2017, file No. 001-08931, Exhibit 10.1.

10.13* Amended and Restated Deferred Compensation Plan dated January 1, 2013. Incorporated by reference to Form 10-Q for the quarter ended December 31, 2012, file No. 001-08931, Exhibit 10.1.

10.14* Indemnity Agreement. Incorporated by reference to Form 8-K filed May 3, 2010, file No. 001-08931, Exhibit 10.1.

| | |
|---|---|
| 10.15 | Credit Agreement dated January 12, 2012. Incorporated by reference to Form 10-Q for the quarter ended March 31, 2012, file No. 001-08931, Exhibit 10.6. |
| 10.16 | Second Amended and Restated Credit Agreement, dated as of May 8, 2012, by and among Cubic Corporation, JPMorgan Chase Bank, N.A. (as administrative agent) and the other lenders party thereto. Incorporated by reference to Form 10-Q for the quarter ended June 30, 2012, file No. 001-08931, Exhibit 10.3. |

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| | |
|---|---|
| 10.17 | First Amendment to Second Amended and Restated Credit Agreement, dated as of December 12, 2014, by and among Cubic Corporation, JPMorgan Chase Bank, N.A. (as administrative agent) and the other lenders party thereto. Incorporated by reference to Form 10-Q for the quarter ended December 31, 2015, file No. 001-08931, Exhibit 10.3. |
| 10.18 | Second Amendment to Second Amended and Restated Credit Agreement, dated as of February 2, 2016, by and among Cubic Corporation, JPMorgan Chase Bank, N.A. (as administrative agent) and the other lenders party thereto. Incorporated by reference to Form 8-K filed February 3, 2016, file No. 001-08931, Exhibit 10.1. |
| 10.19 | Third Amended and Restated Credit Agreement, dated as of August 11, 2016, by and among Cubic Corporation, JPMorgan Chase Bank, N.A. (as administrative agent) and the other lenders party thereto. Incorporated by reference to Form 8-K filed August 11, 2016, file No. 001-08931, Exhibit 10.1. |
| 10.20 | Amended and Restated Note Purchase and Private Shelf Agreement (including the forms of the notes issued thereunder), dated as of February 2, 2016, by and among Cubic Corporation, the Guarantors (as defined therein), PGIM, Inc. and the other purchasers party thereto. Incorporated by reference to Form 8-K filed February 3, 2016, file No. 001-08931, Exhibit 10.2. |
| 10.21 | Second Amended and Restated Note Purchase and Private Shelf Agreement (including the forms of the notes issued thereunder), dated as of August 11, 2016, by and among Cubic Corporation, the Guarantors (as defined therein), PGIM, Inc. and the other purchasers party thereto. Incorporated by reference to Form 8-K filed August 11, 2016, file No. 001-08931, Exhibit 10.2. |
| 10.22 | First Amendment to Third Amended and Restated Credit Agreement, dated as of May 4, 2017, by and among Cubic Corporation, JP Morgan Chase Bank NA (as administrative agent) and the other lenders party thereto. Incorporated by reference to From 10-Q for the quarter ended March 31, 2017, file No. 001-08931, Exhibit 10.1. |
| 10.23 | First Amendment of Second Amended and Restated Note Purchase and Private Shelf Agreement, dated as of May 4, 2017, by and among Cubic Corporation, PGIM, Inc. and the other purchasers party thereto. Incorporated by reference to Form 10-Q for the quarter ended March 31, 2017, file No. 001-08931, Exhibit 10.2. |
| 10.24* | Employment Offer Letter, dated June 7, 2017, by and between Cubic Corporation and Anshooman Aga. |
| 21.1 | List of Subsidiaries. |
| 23.1 | Consent of Independent Registered Public Accounting Firm. |
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350. |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350. |
| 101 | Financial statements from the Cubic Corporation Annual Report on Form 10-K for the year ended September 30, 2017, formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Statements of Operations, (ii) Consolidated Statements of Comprehensive Income (Loss), (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Cash Flows, (v) Consolidated Statement of Changes in Shareholders' Equity, and (vi) notes to Consolidated Financial Statements. |

* Indicates management contract or compensatory plan or arrangement

† Confidential treatment has been granted for portions of this exhibit. These portions have been omitted and filed separately with the Securities and Exchange Commission.

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Item 16. FORM 10-K SUMMARY

None

SIGNATURES

Pursuant to the requirements of Sections 13 or 15(d) 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:

| | |
|---|---|
| (Registrant) | CUBIC CORPORATION |
| 11/20/17 | /s/ Bradley H. Feldmann |
| Date | BRADLEY H. FELDMANN, |
| | President and Chief Executive Officer |

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

| | | | |
|---|---|---|---|
| 11/20/17 | /s/ Bradley H. Feldmann | 11/20/17 | /s/ Walter C. Zable |
| Date | BRADLEY H. FELDMANN, | Date | WALTER C. ZABLE, |
| | President and | | Chairman of the Board of |

| | | | |
|---|---|---|---|
| | Chief Executive Officer, Director<br>(Principal Executive Officer) | | Directors |
| 11/20/17<br>Date | /s/ Anshooman Aga<br>ANSHOOMAN AGA,<br>Executive Vice President and Chief Financial Officer<br>(Principal Financial Officer) | 11/20/17 | /s/ Mark A. Harrison<br>MARK A. HARRISON,<br>Senior Vice President and Corporate Controller<br>(Principal Accounting Officer) |
| 11/20/17<br>Date | /s/ Bruce G. Blakley<br>BRUCE G. BLAKLEY,<br>Director | 11/20/17<br>Date | /s/ Janice M. Hamby<br>JANICE M. HAMBY,<br>Director |
| 11/20/17<br>Date | /s/ Edwin A. Guiles<br>EDWIN A. GUILES,<br>Director | 11/20/17<br>Date | /s/ Steven J. Norris<br>STEVEN J. NORRIS,<br>Director |
| 11/20/17<br>Date | /s/ Maureen Breakiron-Evans<br>MAUREEN BREAKIRON-EVANS,<br>Director | 11/20/17<br>Date | /s/ John H. Warner<br>JOHN H. WARNER,<br>Director |