BIO-RAD LABORATORIES, INC.
Form 10-Q
August 09, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

ý **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2018

or

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from_____to _____

Commission file number 1-7928

BIO-RAD LABORATORIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**94-1381833**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1000 Alfred Nobel Drive, Hercules, California	**94547**
(Address of principal executive offices)	(Zip Code)

(510) 724-7000
(Registrant's telephone number, including area code)

No Change
(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 files).

Yes x No o

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

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	o
		Emerging growth company	o

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. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No x

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

Title of Class	Shares Outstanding at August 2, 2018
Class A Common Stock, Par Value $0.0001 per share	24,735,427
Class B Common Stock, Par Value $0.0001 per share	5,099,623

BIO-RAD LABORATORIES, INC.

FORM 10-Q JUNE 30, 2018

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INFORMATION RELATING TO FORWARD-LOOKING STATEMENTS

Other than statements of historical fact, statements made in this report include forward-looking statements, such as statements with respect to our future financial performance, operating results, plans and objectives that involve risk and uncertainties. Forward-looking statements generally can be identified by the use of forward-looking terminology, such as “believe,” “expect,” “anticipate,” “may,” “will,” “intend,” “estimate,” “continue,” or similar expressions or the negative terms or expressions. Such statements involve risks and uncertainties, which could cause actual results to vary materially from those expressed in or indicated by the forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events. However, actual results may differ materially from those currently anticipated depending on a variety of risk factors including, but not limited to, those identified under “Part II, Item 1A, Risk Factors” of this Quarterly Report on Form 10-Q. We caution you not to place undue reliance on forward-looking statements, which reflect an analysis only and speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

PART I – FINANCIAL INFORMATION
Item 1. Financial Statements

BIO-RAD LABORATORIES, INC.
Condensed Consolidated Balance Sheets
(In thousands, except share data)

	June 30, 2018	December 31, 2017
ASSETS:	(Unaudited)	
Cash and cash equivalents	$403,006	$383,824
Short-term investments	415,241	371,154
Restricted investments	5,560	5,560
Accounts receivable, less allowance for doubtful accounts of $21,466 million at 2018 and $25,549 at 2017	404,091	464,847
Inventories:		
Raw materials	118,999	113,925
Work in process	140,917	142,589
Finished goods	331,517	338,290
Total inventories	591,433	594,804
Other current assets	173,003	156,460
Total current assets	1,992,334	1,976,649
Property, plant and equipment	1,289,367	1,305,150
Less: accumulated depreciation and amortization	(799,118)	(811,654)
Property, plant and equipment, net	490,249	493,496
Goodwill, net	500,022	506,069
Purchased intangibles, net	158,035	174,113
Other investments	3,170,820	1,027,736
Other assets	74,763	94,949
Total assets	$6,386,223	$4,273,012
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Accounts payable, accrued payroll and employee benefits	$261,721	$306,814
Current maturities of long-term debt and notes payable	1,721	420
Income and other taxes payable	29,585	39,941
Other current liabilities	149,394	155,521
Total current liabilities	442,421	502,696
Long-term debt, net of current maturities	438,776	434,581
Deferred income taxes	686,906	222,209
Other long-term liabilities	179,174	183,276
Total liabilities	1,747,277	1,342,762
Stockholders' equity:		
Class A common stock, shares issued 24,736,009 and 24,679,127 at 2018 and 2017, respectively; shares outstanding 24,735,427 and 24,678,545 at 2018 and 2017, respectively	2	2
Class B common stock, shares issued 5,100,540 and 5,107,674 at 2018 and 2017, respectively; shares outstanding 5,099,623 and 5,106,757 at 2018 and 2017, respectively	1	1
Additional paid-in capital	376,595	361,231

Class A treasury stock at cost, 582 shares at 2018 and 2017	(128)	(128)
Class B treasury stock at cost, 917 shares at 2018 and 2017	(89)	(89)
Retained earnings	4,281,275	1,830,439
Accumulated other comprehensive (loss)/income	(18,710)	738,794
Total stockholders' equity	4,638,946	2,930,250
Total liabilities and stockholders' equity	$6,386,223	$4,273,012

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

BIO-RAD LABORATORIES, INC.
Condensed Consolidated Statements of Income
(In thousands, except per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net sales	$575,911	$504,666	$1,127,430	$1,004,717
Cost of goods sold	274,244	231,291	523,560	461,279
Gross profit	301,667	273,375	603,870	543,438
Selling, general and administrative expense	210,425	212,489	419,555	406,891
Research and development expense	47,450	62,587	96,877	112,039
Income (loss) from operations	43,792	(1,701)	87,438	24,508
Interest expense	5,977	6,045	11,759	11,361
Foreign currency exchange (gains) losses, net	(15)	2,516	1,239	4,305
Change in fair market value of equity securities	(286,398)	—	(1,102,332)	—
Other (income) expense, net	(15,858)	(11,382)	(27,003)	(12,425)
Income before income taxes	340,086	1,120	1,203,775	21,267
(Provision) benefit for income taxes	(72,043)	3,915	(278,958)	(3,819)
Net income	$268,043	$5,035	$924,817	$17,448
Basic earnings per share:				
Net income per basic share	$8.99	$0.17	$31.03	$0.59
Weighted average common shares - basic	29,814	29,613	29,801	29,597
Diluted earnings per share:				
Net income per diluted share	$8.87	$0.17	$30.63	$0.58
Weighted average common shares - diluted	30,219	30,006	30,197	29,962

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

BIO-RAD LABORATORIES, INC.
Condensed Consolidated Statements of Comprehensive Income
(In thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net income	$268,043	$5,035	$924,817	$17,448
Other comprehensive (loss) income:				
Foreign currency translation adjustments	(124,118)	41,679	(77,572)	60,522
Foreign other post-employment benefits adjustments, net of income taxes	1,458	(1,938)	1,176	(2,053)
Net holding (loss) gain on equity securities and net unrealized holding (loss) gain on available-for-sale investments, net of income taxes	(135)	54,564	(1,851)	134,713
Other comprehensive (loss) income, net of income taxes	(122,795)	94,305	(78,247)	193,182
Comprehensive income	$145,248	$99,340	$846,570	$210,630

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

BIO-RAD LABORATORIES, INC.
Condensed Consolidated Statements of Cash Flows
(In thousands, unaudited)

	Six Months Ended June 30,	
	2018	2017
Cash flows from operating activities:		
Cash received from customers	$1,160,904	$999,779
Cash paid to suppliers and employees	(1,007,565)	(968,719)
Interest paid, net	(11,277)	(10,865)
Income tax payments, net	(47,620)	(19,066)
Investment proceeds and miscellaneous receipts, net	18,354	13,197
Proceeds from (payments for) forward foreign exchange contracts, net	5,412	(8,029)
Net cash provided by operating activities	118,208	6,297
Cash flows from investing activities:		
Capital expenditures	(53,897)	(64,951)
Proceeds from dispositions of property, plant and equipment	4,100	21
Proceeds from divestiture of a product line	6,919	—
Proceeds from (payments for) acquisitions and long-term investments	266	(73,573)
Payments for purchases of intangible assets	(3)	(3,920)
Payments for purchases of marketable securities and investments	(183,001)	(142,993)
Proceeds from sales of marketable securities and investments	34,548	39,362
Proceeds from maturities of marketable securities and investments	88,410	98,379
Net cash used in investing activities	(102,658)	(147,675)
Cash flows from financing activities:		
Net payments on line-of-credit arrangements and notes payable	—	(36)
Payments on long-term borrowings	(1,505)	(149)
Payments of contingent consideration	(1,270)	(3,105)
Proceeds from issuances of common stock for share-based compensation	3,274	3,778
Payments for purchases of treasury stock	—	(883)
Net cash provided by (used in) financing activities	499	(395)
Effect of foreign exchange rate changes on cash	3,053	7,190
Net increase (decrease) in cash, cash equivalents, and restricted cash	19,102	(134,583)
Cash, cash equivalents, and restricted cash at beginning of period	384,983	457,171
Cash, cash equivalents, and restricted cash at end of period	$404,085	$322,588

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the Condensed Consolidated Balance Sheets that agrees to the same amounts shown in the Condensed Consolidated Statements of Cash Flows (in thousands):

	June 30, 2018	June 30, 2017
Cash and cash equivalents	$403,006	$321,584
Restricted cash included in Other current assets	105	561
Restricted cash included in Other assets	974	443
Total cash, cash equivalents, and restricted cash shown in the Condensed Consolidated Statements of Cash Flows	$404,085	$322,588

These restricted cash items are primarily related to performance guarantees.

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

BIO-RAD LABORATORIES, INC

Notes to Condensed Consolidated Financial Statements
(Unaudited)

1.BASIS OF PRESENTATION AND USE OF ESTIMATES

Basis of Presentation

In this report, “Bio-Rad,” “we,” “us,” “the Company” and “our” refer to Bio-Rad Laboratories, Inc. and its subsidiaries. The accompanying unaudited condensed consolidated financial statements of Bio-Rad have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and reflect all adjustments which are, in the opinion of management, necessary to fairly state the results of the interim periods presented. All such adjustments are of a normal recurring nature. Results for the interim period are not necessarily indicative of the results for the entire year. The condensed consolidated balance sheet at December 31, 2017 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. The condensed consolidated financial statements should be read in conjunction with the notes to the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2017.

We evaluate subsequent events and the evidence they provide about conditions existing at the date of the balance sheet as well as conditions that arose after the balance sheet date but through the date the financial statements are issued. The effects of conditions that existed at the balance sheet date are recognized in the financial statements. Events and conditions arising after the balance sheet date but before the financial statements are issued are evaluated to determine if disclosure is required to keep the financial statements from being misleading. To the extent such events and conditions exist, disclosures are made regarding the nature of events and the estimated financial effects of those events and conditions.

Use of Estimates

The preparation of the condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingencies at the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting periods. Bio-Rad bases its estimates on historical experience and on various other market-specific and other relevant assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ materially from those estimates.

Revenue Recognition

On January 1, 2018, the Company adopted Accounting Standards Codification ("ASC") 606, "Revenue from Contracts with Customers," using the modified retrospective method applied to those contracts which were not completed as of January 1, 2018. Results for reporting periods beginning after January 1, 2018 are presented under ASC 606, while prior period amounts are not adjusted and continue to be reported under prior revenue guidance ASC 605, "Revenue Recognition."

We recorded a net reduction to opening retained earnings of $0.1 million as of January 1, 2018 due to the cumulative impact of adopting ASC 606 with the impact primarily related to a customer loyalty program in the United States for which the resulting non-cash consideration is treated as variable consideration under the new revenue recognition accounting standard. The impact to revenue as a result of applying ASC 606 as compared to ASC 605 for the six months ended June 30, 2018 was not significant.

The Company recognizes revenue from operations through the sale of products, services, and rental of instruments. Revenue from contracts with customers is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or

services. We enter into contracts that can include various combinations of products and services, which are generally accounted for as distinct performance obligations. Revenue is recognized net of any taxes collected from customers (sales tax, value added tax, etc.), which are subsequently remitted to government authorities.

Our contracts from customers often include promises to transfer multiple products and services to a customer. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment and may or may not impact the timing of revenue recognition. Revenue associated with equipment that requires factory installation is not recorded until installation is complete and customer acceptance, if required, has occurred. Certain equipment requires installation due to the fact that the instruments are being operated in a clinical/laboratory environment, and the installation services could result in modification of the equipment in order to ensure that the instruments are working according to specifications of the customer which are subject to validation tests upon completion of the installation. Accordingly, in these cases, the delivery of the equipment and the installation are separate performance obligations. The Company will recognize the transaction price allocated to the equipment only upon customer acceptance, as the transfer of control has occurred in relation to the equipment at that point in time as the customer has the ability to direct the use of and obtain substantially all of the remaining benefits from the asset. The transaction price allocated to the installation services is also recognized upon completion of the services because without the completion of the installation services and related customer acceptance the customer cannot receive any of the benefits of the service.

At the time revenue is recognized, a provision is recognized for estimated product returns as this right is considered variable consideration. Accordingly, when product revenues are recognized, the transaction price is reduced to the estimated amount that we expect to receive in exchange for transferring control for those products.

Service revenues on extended warranty contracts are recognized ratably over the life of the service agreement as a stand-ready performance obligation.

In those instances where the timing of revenue recognition differs from the timing of invoicing, we have determined that our contracts generally do not include a significant financing component. The primary purpose of our invoicing terms is to provide customers with simple and predictable methods of purchasing our products and services, not to either provide or receive financing to or from our customers. We record contract liabilities when cash payments are received or due in advance of our performance.

We do not disclose the value of unsatisfied performance obligations for contracts with an original expected length of one year or less and for contracts in which we recognize revenue at the amount to which we have the right to invoice for services performed. Our payment terms vary by the type and location of our customer, and the products and services offered. The term between invoicing and when payment is due is not significant.

Reagent Rental Agreements

Reagent rental agreements are a diagnostic industry sales method that provides use of an instrument and consumables (reagents) to a customer on a per test basis. These agreements may also include maintenance of the underlying instruments retained at customer locations as well as initial training. The Company has concluded that the use of the instrument and related maintenance services (collectively known as “lease elements”) are not within the guidance of ASC 606 but rather ASC 840 Leases. Accordingly, the Company first allocates the transaction price between the lease elements and the non-lease elements based on relative standalone selling prices. The determination of the transaction price requires judgment and requires consideration of any fixed/minimum payments as well as estimates of variable consideration. After determining what portion of the transaction price should be allocated to the lease elements, any fixed consideration would be considered the minimum lease payment to be amortized straight line over the lease term and any variable consideration would be contingent rent to be recognized monthly as earned.

For the portion of the transaction price allocated to the non-lease elements, which are principally the reagents, the related revenue will be recognized at a point in time when control transfers. Generally, the terms of the

arrangements result in the transfer of control upon either (i) when the consumables are delivered or (ii) when the consumables are consumed by the customer.
Revenue allocated to the lease elements are approximately 5% of total revenue and are included as part of the Net sales in our Condensed Consolidated Statements of Income.
Contract costs:
We apply a practical expedient to expense costs as incurred for costs to obtain a contract when the amortization period would have been one year or less. These costs, recorded within Selling, general and administrative expense, include our internal sales force compensation programs and certain partner sales incentive programs, as we have determined that annual compensation is commensurate with annual selling activities.
Disaggregation of Revenue:
The following table presents our revenues disaggregated by geographic region based primarily on the location of the use of the product or service (in millions, unaudited):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Europe	$197.2	$163.9	$396.8	$348.9
Pacific Rim	122.0	107.5	231.4	202.3
United States	221.6	202.5	431.5	389.8
Other (primarily Canada and Latin America)	35.1	30.8	67.7	63.7
Total Net sales	$575.9	$504.7	$1,127.4	$1,004.7

The disaggregation of our revenue by industry segment sources is presented in our Segment Information footnote (see Note 10).

Deferred revenues represent mostly unrecognized fees billed or collected for extended service arrangements. Deferred revenues are recognized as (or when) the Company performs under the contract which is generally over time during the term of the service contract. A majority of our deferred revenue balance is classified as current with an expected length of one year or less. The increase in our total deferred revenue balance from $36.7 million at December 31, 2017 to $41.4 million at June 30, 2018 is primarily driven by cash payments received or due in advance of satisfying our performance obligations, offset by $22.4 million of revenue recognized that were included in our deferred revenue balance as of December 31, 2017.

We warrant certain equipment against defects in design, materials and workmanship, generally for a period of one year. Upon revenue recognition of that equipment, we establish, as part of Cost of goods sold, a provision for the expected costs of such warranty based on historical experience, specific warranty terms and customer feedback. A review is performed on a quarterly basis to assess the adequacy of our warranty accrual.

Components of the warranty accrual, included in Other current liabilities and Other long-term liabilities in the Condensed Consolidated Balance Sheets, were as follows (in millions):

January 1, 2018	$18.7
Provision for warranty	14.9
Actual warranty costs	(17.5)
June 30, 2018	$16.1

Recent Accounting Pronouncements Adopted

In February 2018, the FASB issued Accounting Standards Update No. ("ASU") 2018-03, "Technical Corrections and Improvements to Financial Instruments - Recognition and Measurement of Financial Assets and Financial Liabilities." ASU 2018-03 amends certain items in ASU 2016-01 (see below) such as equity securities without a readily determinable fair value. ASU 2018-03 clarifies that an entity that uses the measurement alternative for equity securities without readily determinable fair values can change its measurement approach to fair value and once made the election is irrevocable. If an entity measures equity securities without readily determinable fair values at fair value, it must record a cumulative-effect adjustment to Retained earnings as of the beginning of the fiscal year in which the guidance is adopted. We adopted ASU 2018-03 on January 1, 2018 and made an irrevocable election to account for our investment of the ordinary shares of Sartorius AG at fair value (see ASU 2016-01 below).

In January 2016, the FASB issued ASU 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities." Amendments under ASU 2016-01, among other items, require that all equity investments in unconsolidated entities (other than those accounted for using the equity method of accounting) will generally be measured at fair value through earnings. Changes in fair value for equity securities will no longer be reported in other comprehensive income. For equity investments without readily determinable fair values, the cost method is also eliminated. We adopted ASU 2016-01 on January 1, 2018 and record equity investments without readily determinable fair values at cost, less impairment, and plus or minus subsequent adjustments for observable price changes and were valued at $0.6 million as of June 30, 2018. Changes in the basis of these equity investments are reported in current earnings. For equity securities that are affected by ASU 2016-01 and ASU 2018-03, see Note 2 to the condensed consolidated financial statements, which primarily consists of our investment in Sartorius AG.

The impact of the adoption of ASU 2016-01 and ASU 2018-03 on January 1, 2018 was through a cumulative-effect adjustment of $864.5 million to Total stockholders' equity by increasing Retained earnings of $1,543.7 million and decreasing Accumulated other comprehensive income of $679.2 million, including increasing Deferred income taxes by $232.9 million and an increase in Other investments of $1,097.4 million in our Condensed Consolidated Balance Sheet. As a result of ASU 2016-01 and ASU 2018-03 for the three and six months ended June 30, 2018, we recorded $286.4 million and $1,102.3 million, respectively, for the Change in fair market value of equity securities in the Condensed Consolidated Statement of Income that resulted in a deferred tax expense for the three and six months ended June 30, 2018 of $62.6 million and $243.8 million, respectively.

In March 2017, the FASB issued ASU 2017-07, "Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost," which changed how we present the net periodic benefit cost of our defined benefit pension and/or other postretirement plans. We adopted ASU 2017-07 on January 1, 2018 and applied the practical expedient to estimate amounts for comparative purposes utilizing the information disclosed in Note 12 to the consolidated financial statements in our Form 10-K for the year ended December 31, 2017. The interest costs are recorded in Interest expense, and the other costs are recorded in Other (income) expense, net in the Condensed Consolidated Statements of Income. For the second quarter of 2017 for interest costs and other costs, we reclassified $0.076 million, $0.538 million, and $0.036 million from Costs of goods sold (COGS), Selling, general and administrative expense (SG&A) and Research and development expense (R&D), respectively, to Interest expense of $0.275 million and Other (income) expense, net of $0.375 million. For the first six months of 2017 for interest costs and other costs, we reclassified $0.152 million, $1.076 million, and $0.072 million from COGS, SG&A and R&D, respectively, to Interest expense of $0.550 million and Other (income) expense, net of $0.750 million.

In November 2016, the FASB issued ASU 2016-18, "Restricted Cash," which required us to cease to present transfers between cash and cash equivalents and restricted cash and restricted cash equivalents in the statement of cash flows. We adopted ASU 2016-18 on January 1, 2018 and updated the Condensed Consolidated Statements of Cash Flows to

incorporate restricted cash included in Other current assets and Other assets of $1.1 million as of June 30, 2018 and $1.0 million as of June 30, 2017.

In October 2016, the FASB issued ASU 2016-16, "Intra-Entity Transfers of Assets Other Than Inventory," which required immediate recognition of income tax consequences of intercompany asset transfers, other than inventory transfers. We adopted ASU 2016-16 on January 1, 2018 on a modified retrospective basis through a cumulative-effect adjustment by decreasing Retained earnings by $17.6 million, and decreasing Prepaid taxes by $22.8 million and increasing Deferred tax assets by $5.2 million that are both recorded in Other assets in our Condensed Consolidated Balance Sheet.

In August 2016, FASB issued ASU 2016-15, "Classification of Certain Cash Receipts and Cash Payments" and adopted it on January 1, 2018, which did not have an impact to our statement of cash flows presentation.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers ("ASC 606"), an updated standard on revenue recognition. The new standard provides enhancements to the quality and consistency of how revenue is reported under the principle that revenue should be recognized in an amount that reflects the consideration to which the Company expects to be entitled in exchange for the transfer of promised goods or services. We adopted ASC 606 as of January 1, 2018 using the cumulative effect transition method as more fully described above under the caption “Revenue Recognition.”

Recent Accounting Pronouncements to be Adopted

In June 2016, the FASB issued ASU 2016-13, "Measurement of Credit Losses on Financial Instruments." ASU 2016-13 will replace the current incurred loss approach with an expected loss model for instruments measured at amortized cost and require entities to record allowances for available-for-sale debt securities rather than reduce the carrying amount under the current other-than-temporary impairment model. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early adoption is permitted for all entities for annual periods beginning after December 15, 2018, and interim periods therein. We are currently evaluating the effect ASU 2016-13 will have on our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, "Leases," which will require, among other items, lease accounting to recognize most leases as assets and liabilities on the balance sheet. Qualitative and quantitative disclosures will be enhanced to better understand the amount, timing and uncertainty of cash flows arising from leases. In July 2018, the FASB issued ASU 2018-11, "Targeted Improvements," which gives the option to apply the transition provisions of ASU 2016-02 at its adoption date instead of at the earliest comparative period presented in its financial statements. In addition, ASU 2018-11 provides a practical expedient that permits lessors to not separate nonlease components from the associated lease component if certain conditions are met. Also in July 2018, the FASB issued ASU 2018-10, "Codification Improvements to Topic 842, Leases," which clarifies certain aspects of ASU 2016-02. We will adopt ASU 2016-02 on a modified retrospective basis on its adoption date of January 1, 2019 with practical expedients, instead of at the earliest comparative period presented in our financial statements. We are currently gathering, documenting and analyzing lease agreements related to this ASU and anticipate material additions to the balance sheet for right-of-use assets, offset by the associated liabilities.

2.FAIR VALUE MEASUREMENTS

We determine the fair value of an asset or liability based on the assumptions that market participants would use in pricing the asset or liability in an orderly transaction between market participants at the measurement date. The identification of market participant assumptions provides a basis for determining what inputs are to be used for pricing each asset or liability. A fair value hierarchy has been established which gives precedence to fair value measurements calculated using observable inputs over those using unobservable inputs. This hierarchy prioritizes the inputs into

three broad levels as follows:

- Level 1: Quoted prices in active markets for identical instruments

- Level 2: Other significant observable inputs (including quoted prices in active markets for similar instruments)
- Level 3: Significant unobservable inputs (including assumptions in determining the fair value of certain investments)

Financial assets and liabilities carried at fair value and measured on a recurring basis as of June 30, 2018 are classified in the hierarchy as follows (in millions):

	Level 1	Level 2	Level 3	Total
Financial Assets Carried at Fair Value:				
Cash equivalents:				
Commercial paper	$—	$68.4	$—	$68.4
Time deposits	25.7	10.0	—	35.7
Money market funds	30.2	—	—	30.2
Foreign government obligations	—	1.8	—	1.8
U.S. government sponsored agencies	—	6.0	—	6.0
Total cash equivalents (a)	55.9	86.2	—	142.1
Restricted investment	5.6	—	—	5.6
Equity securities (b)	3,196.6	—	—	3,196.6
Available-for-sale investments:				
Corporate debt securities	—	223.6	—	223.6
U.S. government sponsored agencies	—	66.0	—	66.0
Foreign government obligations	—	2.6	—	2.6
Municipal obligations	—	15.6	—	15.6
Asset-backed securities	—	62.9	—	62.9
Total available-for-sale investments (c)	—	370.7	—	370.7
Forward foreign exchange contracts (d)	—	0.6	—	0.6
Total financial assets carried at fair value	$3,258.1	$457.5	$—	$3,715.6
Financial Liabilities Carried at Fair Value:				
Forward foreign exchange contracts (e)	$—	$1.0	$—	$1.0
Contingent consideration (f)	—	—	13.0	13.0
Total financial liabilities carried at fair value	$—	$1.0	$13.0	$14.0

As of first quarter 2018, our equity securities are no longer reported as Available-for-sale investments due to the implementation of ASU 2016-01. Changes in fair value of equity securities are now reported on the Condensed Consolidated Statements of Income rather than Other Comprehensive Income (see Note 1).

Financial assets and liabilities carried at fair value and measured on a recurring basis as of December 31, 2017 are classified in the hierarchy as follows (in millions):

	Level 1	Level 2	Level 3	Total
Financial Assets Carried at Fair Value:				
Cash equivalents:				
Commercial paper	$—	$36.0	$—	$36.0
Time deposits	43.7	10.0	—	53.7
U.S. government sponsored agencies	—	11.2	—	11.2
Money market funds	3.4	—	—	3.4
Total cash equivalents (a)	47.1	57.2	—	104.3
Restricted investment	5.6	—	—	5.6
Available-for-sale investments:				
Corporate debt securities	—	185.7	—	185.7
U.S. government sponsored agencies	—	67.6	—	67.6
Foreign government obligations	—	3.4	—	3.4
Brokered certificates of deposit	—	0.7	—	0.7
Municipal obligations	—	15.0	—	15.0
Marketable equity securities	973.4	—	—	973.4
Asset-backed securities	—	55.6	—	55.6
Total available-for-sale investments (c)	973.4	328.0	—	1,301.4
Forward foreign exchange contracts (d)	—	0.5	—	0.5
Total financial assets carried at fair value	$1,026.1	$385.7	$—	$1,411.8
Financial Liabilities Carried at Fair Value:				
Forward foreign exchange contracts (e)	$—	$1.6	$—	$1.6
Contingent consideration (f)	—	—	16.7	16.7
Total financial liabilities carried at fair value	$—	$1.6	$16.7	$18.3

(a) Cash equivalents are included in Cash and cash equivalents in the Condensed Consolidated Balance Sheets.

(b) Equity securities are included in the following accounts in the Condensed Consolidated Balance Sheets (in millions):

	June 30, 2018
Short-term investments	$44.7
Other investments	3,151.9
Total	$3,196.6

The unrealized gains on our equity securities still held as of June 30, 2018 are $1,102.3 million and are primarily due to our investment in Sartorius AG and is recorded in our Condensed Consolidated Statements of Income due to the adoption of ASU 2016-01 (see Note 1).

(c) Available-for-sale investments are included in the following accounts in the Condensed Consolidated Balance Sheets (in millions):

	June 30, 2018	December 31, 2017
Short-term investments	$ 370.5	$ 371.2
Other investments	0.2	930.2
Total	$ 370.7	$ 1,301.4

In accordance with our adoption of ASU 2016-01 January 1, 2018, our investment in Sartorius AG preferred shares, which was reported within marketable equity securities as Available-for-sale as of December 31, 2017, is now reported as an Equity security as of June 30, 2018 (see Note 1 and footnote (b) above).

(d) Forward foreign exchange contracts in an asset position are included in Other current assets in the Condensed Consolidated Balance Sheets.

(e) Forward foreign exchange contracts in a liability position are included in Other current liabilities in the Condensed Consolidated Balance Sheets.

(f) Contingent consideration liability is included in the following accounts in the Condensed Consolidated Balance Sheets (in millions):

	June 30, 2018	December 31, 2017
Other current liabilities	$ 2.6	$ 2.7
Other long-term liabilities	10.4	14.0
Total	$ 13.0	$ 16.7

During the first quarter of 2016, we recognized a contingent consideration liability upon our acquisition of a high performance analytical flow cytometer platform from Propel. At the acquisition date, the amount of contingent consideration was determined based on a probability-weighted income approach related to the achievement of sales milestones, ranging from 39% to 20% for the calendar years 2018 through 2020. The sales milestones could potentially range from $0 to an unlimited amount. In the first quarter of 2018, we paid $1.3 million per the purchase agreement. Since 2016 we have decreased the cumulative valuation of the sales milestones by $8.5 million. The contingent consideration was accrued at its estimated fair value of $13.0 million as of June 30, 2018.

The following table provides a reconciliation of the Level 3 analytical flow cytometer platform contingent consideration liabilities measured at estimated fair value (in millions):

January 1, 2018	$16.7
Analytical flow cytometer platform:	
Payment of sales milestone	(1.3)
Decrease in estimated fair value of contingent consideration included in Selling, general and administrative expense	(2.4)
June 30, 2018	$13.0

analytical flow cytometer platform		June 30, 2018		
	Valuation Technique	Unobservable Input		
Analytical flow cytometer platform	Probability-weighted income approach	Sales milestones:		
		Discount rate	11.1	%
		Cost of debt	4.8	%

To estimate the fair value of Level 2 debt securities as of June 30, 2018 and December 31, 2017, our primary pricing provider uses Securities Evaluations as the primary pricing source. Our pricing process allows us to select a hierarchy of pricing sources for securities held. If Securities Evaluations does not price a Level 2 security that we hold, then the pricing provider will utilize our custodian supplied pricing as the secondary pricing source.

For commercial paper as of June 30, 2018 and December 31, 2017, pricing is determined by a straight-line calculation, starting with the purchase price on the date of purchase and increasing to par at maturity. Interest bearing certificates of deposit and commercial paper are priced at par. In the event that an additional lot of the same commercial paper issue has been purchased within the same account, then the price of all holdings of that issue in that account will be the price of the most recent lot purchased.

Our pricing provider performs daily reasonableness testing of the Securities Evaluations prices. Price changes of 5% or greater are investigated and resolved. In addition, we perform a quarterly comparison of the Securities Evaluations prices to custodian reported prices. Price differences outside a tolerable variance of approximately 1% are investigated and resolved.

Available-for-sale investments consist of the following (in millions):

	June 30, 2018			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Short-term investments:				
Corporate debt securities	$224.9	$ 0.1	$ (1.4)	$ 223.6
Municipal obligations	15.7	—	(0.1)	15.6
Asset-backed securities	63.1	—	(0.4)	62.7
U.S. government sponsored agencies	67.2	—	(1.2)	66.0
Foreign government obligations	2.6	—	—	2.6
	373.5	0.1	(3.1)	370.5
Long-term investments:				
Asset-backed securities	0.2	—	—	0.2
	0.2	—	—	0.2
Total	$373.7	$ 0.1	$ (3.1)	$ 370.7

The following is a summary of the amortized cost and estimated fair value of our debt securities at June 30, 2018 by contractual maturity date (in millions):

	Amortized Cost	Estimated Fair Value
Mature in less than one year	$ 156.7	$ 156.4
Mature in one to five years	170.9	169.3
Mature in more than five years	46.1	45.0
Total	$ 373.7	$ 370.7

Available-for-sale investments consist of the following (in millions):

	December 31, 2017			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Short-term investments:				
Corporate debt securities	$185.9	$ 0.3	$ (0.5)	$185.7
Brokered certificates of deposit	0.7	—	—	0.7
Municipal obligations	15.1	—	(0.1)	15.0
Asset-backed securities	55.6	—	(0.2)	55.4
U.S. government sponsored agencies	68.3	—	(0.7)	67.6
Foreign government obligations	3.4	—	—	3.4
Marketable equity securities	34.4	9.0	—	43.4
	363.4	9.3	(1.5)	371.2
Long-term investments:				
Marketable equity securities	54.5	875.5	—	930.0
Asset-backed securities	0.2	—	—	0.2
	54.7	875.5	—	930.2
Total	$418.1	$ 884.8	$ (1.5)	$1,301.4

The following is a summary of investments with gross unrealized losses and the associated fair value (in millions):

	June 30, 2018	December 31, 2017
Fair value of investments in a loss position 12 months or more	$36.9	$ 43.9
Fair value of investments in a loss position less than 12 months	$199.4	$ 168.7
Gross unrealized losses for investments in a loss position 12 months or more	$0.9	$ 0.7
Gross unrealized losses for investments in a loss position less than 12 months	$2.2	$ 0.8

The unrealized losses on these securities are due to a number of factors, including changes in interest rates, changes in economic conditions and changes in market outlook for various industries, among others. Because Bio-Rad has the ability and intent to hold these investments with unrealized losses until a recovery of fair value, or for a reasonable period of time sufficient for a forecasted recovery of fair value, which may be maturity, we do not consider these investments to be other-than-temporarily impaired at June 30, 2018 or at December 31, 2017.

As part of distributing our products, we regularly enter into intercompany transactions. We enter into forward foreign exchange contracts to manage foreign exchange risk of future movements in foreign exchange rates that affect foreign

currency denominated intercompany receivables and payables. We do not use derivative financial instruments for speculative or trading purposes. We do not seek hedge accounting treatment for these contracts. As

a result, these contracts, generally with maturity dates of 90 days or less and denominated primarily in currencies of industrial countries, are recorded at their fair value at each balance sheet date. The notional principal amounts provide one measure of the transaction volume outstanding as of June 30, 2018 and do not represent the amount of Bio-Rad's exposure to loss. The estimated fair value of these contracts was derived using the spot rates from Reuters on the last business day of the quarter and the points provided by counterparties. The resulting gains or losses offset exchange gains or losses on the related receivables and payables, both of which are included in Foreign currency exchange losses, net in the Condensed Consolidated Statements of Income.

The following is a summary of our forward foreign exchange contracts (in millions):

	June 30, 2018
Contracts maturing in July through September 2018 to sell foreign currency:	
Notional value	$ 37.8
Unrealized loss	$ 0.1
Contracts maturing in July through September 2018 to purchase foreign currency:	
Notional value	$ 327.6
Unrealized loss	$ 0.5

The estimated fair value of financial instruments that are not recognized at fair value in the Condensed Consolidated Balance Sheets and are included in Other investments, are presented in the table below. Fair value has been determined using significant observable inputs, including quoted prices in active markets for similar instruments. Estimates are not necessarily indicative of the amounts that could be realized in a current market exchange as considerable judgment is required in interpreting market data used to develop estimates of fair value. The use of different market assumptions or estimation techniques could have a material effect on the estimated fair value. Other investments include financial instruments, the majority of which have fair value based on similar, actively traded stock adjusted for various discounts, including a discount for marketability. Long-term debt, excluding leases and current maturities, has an estimated fair value based on quoted market prices for the same or similar issues.

The estimated fair value of the financial instruments discussed above and the level of the fair value hierarchy within which the fair value measurement is categorized are as follows (in millions):

	June 30, 2018			December 31, 2017		
	Carrying Amount	Estimated Fair Value	Fair Value Hierarchy Level	Carrying Amount	Estimated Fair Value	Fair Value Hierarchy Level
Other investments	—	—		$ 91.8	$ 1,249.4	2
Total long-term debt, excluding leases and current maturities	$ 423.4	$ 439.4	2	$ 423.1	$ 449.8	2

We own shares of ordinary voting stock of Sartorius AG (Sartorius), of Goettingen, Germany, a process technology supplier to the biotechnology, pharmaceutical, chemical and food and beverage industries. We own over 37% of the outstanding voting shares (excluding treasury shares) of Sartorius as of June 30, 2018. The Sartorius family trust and Sartorius family members hold a controlling interest of the outstanding voting shares. We do not have any representative or designee on Sartorius' Board of Directors, nor do we have the ability to exercise significant influence over the operating and financial policies of Sartorius. As of June 30, 2018, due to the adoption of ASU 2016-01 and ASU 2018-03, we account for this investment at fair market value as determined at period end by a quoted price on an organized exchange (see Note 1).

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3.GOODWILL AND OTHER PURCHASED INTANGIBLE ASSETS

Changes to goodwill by segment were as follows (in millions):

	Life Science	Clinical Diagnostics	Total
Balances as of January 1, 2018:			
Goodwill	$234.7	$ 324.6	$559.3
Accumulated impairment losses	(35.9)	(17.3)	(53.2)
Goodwill, net	198.8	307.3	506.1
Divestiture	—	(1.4)	(1.4)
Currency fluctuations	(0.2)	(4.5)	(4.7)
Balances as of June 30, 2018:			
Goodwill	234.5	318.7	553.2
Accumulated impairment losses	(35.9)	(17.3)	(53.2)
Goodwill, net	$198.6	$ 301.4	$500.0

In March 2018, we wrote off $1.4 million of goodwill from our Clinical Diagnostics segment as a result of a divestiture of a product line.

Other than goodwill, we have no intangible assets with indefinite lives. Information regarding our identifiable purchased intangible assets with definite lives is as follows (in millions):

	June 30, 2018			
	Average Remaining Life (years)	Purchase Price	Accumulated Amortization	Net Carrying Amount
Customer relationships/lists	1-7	$ 89.6	$ (65.7)	$ 23.9
Know how	1-8	192.3	(158.6)	33.7
Developed product technology	3-11	131.8	(74.2)	57.6
Licenses	1-11	76.4	(38.5)	37.9
Tradenames	3-6	3.9	(3.2)	0.7
Covenants not to compete	1-8	7.9	(3.7)	4.2
Total definite-lived intangible assets		$ 501.9	$ (343.9)	$ 158.0

	December 31, 2017			
	Average Remaining Life (years)	Purchase Price	Accumulated Amortization	Net Carrying Amount
Customer relationships/lists	1-7	$ 92.3	$ (64.4)	$ 27.9
Know how	1-8	194.9	(157.9)	37.0
Developed product technology	1-12	133.3	(70.3)	63.0
Licenses	1-12	76.7	(36.0)	40.7
Tradenames	1-6	3.9	(3.0)	0.9
Covenants not to compete	1-8	7.9	(3.3)	4.6
Total definite-lived intangible assets		$ 509.0	$ (334.9)	$ 174.1

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Amortization expense related to purchased intangible assets is as follows (in millions):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Amortization expense	$7.4	$8.7	$14.8	$15.6

4. SUPPLEMENTAL CASH FLOW INFORMATION

The reconciliation of net income to net cash provided by operating activities is as follows (in millions):

	Six Months Ended	
	June 30, 2018	June 30, 2017
Net income	$924.8	$ 17.4
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	68.7	70.7
Share-based compensation	12.1	10.6
Losses on dispositions of securities	0.6	0.3
Changes in fair market value of equity securities	(1,102.3)	—
Gain on divestiture of a product line	(5.1)	—
Losses on dispositions of fixed assets	0.8	—
Gain on sale of land	(4.1)	—
Changes in fair value of contingent consideration	(2.4)	(8.7)
Decrease (increase) in accounts receivable	52.5	(1.8)
Increase in inventories	(11.7)	(37.9)
Increase in other current assets	(5.9)	(14.8)
Decrease in accounts payable and other current liabilities	(43.7)	(24.2)
Decrease in income taxes payable	(20.9)	(13.2)
Increase (decrease) in deferred income taxes	246.2	(3.1)
Net increase in other long-term assets/liabilities	8.6	11.0
Net cash provided by operating activities	$118.2	$ 6.3

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5. LONG-TERM DEBT

The principal components of long-term debt are as follows (in millions):

	June 30, 2018	December 31, 2017
4.875% Senior Notes due 2020 principal amount	$425.0	$ 425.0
Less unamortized discount and debt issuance costs	(1.6)	(1.9)
4.875% Senior Notes less unamortized discount and debt issuance costs	423.4	423.1
Capital leases and other debt	17.1	11.9
	440.5	435.0
Less current maturities	(1.7)	(0.4)
Long-term debt	$438.8	$ 434.6

Senior Notes due 2020

In December 2010, Bio-Rad sold $425.0 million principal amount of Senior Notes due 2020 (4.875% Notes). The sale yielded net cash proceeds of $422.6 million at an effective rate of 4.946%. The 4.875% Notes pay a fixed rate of interest of 4.875% per year. We have the option to redeem any or all of the 4.875% Notes at any time at a redemption price of 100% of the principal amount (plus a specified make-whole premium as defined in the indenture governing the 4.875% Notes) and accrued and unpaid interest thereon to the redemption date. Our obligations under the 4.875% Notes are not secured and rank equal in right of payment with all of our existing and future unsubordinated indebtedness. Certain covenants apply at each year end to the 4.875% Notes including limitations on the following: liens, sale and leaseback transactions, mergers, consolidations or sales of assets and other covenants. There are no restrictive covenants relating to total indebtedness, interest coverage, stock repurchases, recapitalizations, dividends and distributions to shareholders or current ratios.

Credit Agreement

In June 2014, Bio-Rad entered into a $200.0 million unsecured Credit Agreement. Borrowings under the Credit Agreement are on a revolving basis and can be used to make permitted acquisitions, for working capital and for other general corporate purposes. We had no outstanding borrowings under the Credit Agreement as of June 30, 2018 or December 31, 2017, however $0.5 million was utilized for domestic standby letters of credit that reduced our borrowing availability as of June 30, 2018. The Credit Agreement matures in June 2019. If we had borrowed against our Credit Agreement, the borrowing rate would have been 3.46% at June 30, 2018.

The Credit Agreement requires Bio-Rad to comply with certain financial ratios and covenants, among other things. These ratios and covenants include a leverage ratio test and an interest coverage test, as well as restrictions on our ability to declare or pay dividends, incur debt, guarantee debt, enter into transactions with affiliates, merge or consolidate, sell assets, make investments and create liens. We were in compliance with all of these ratios and covenants as of June 30, 2018.

6. ***ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)***

Accumulated other comprehensive income included in our Condensed Consolidated Balance Sheets consists of the following components (in millions):

	Foreign currency translation adjustments	Foreign other post-employment benefits adjustments	Net unrealized holding gains on available-for-sale investments	Total accumulated other comprehensive income
Balances as of January 1, 2018*:	$ 77.4	$ (22.3)	$ 4.5	$ 59.6
Other comprehensive (loss) income, before reclassifications	(77.6)	0.5	(2.1)	(79.2)
Amounts reclassified from Accumulated other comprehensive income	—	0.8	0.2	1.0
Income tax effects	—	(0.1)	—	(0.1)
Other comprehensive (loss) income, net of income taxes	(77.6)	1.2	(1.9)	(78.3)
Balances as of June 30, 2018:	$ (0.2)	$ (21.1)	$ 2.6	$ (18.7)

	Foreign currency translation adjustments	Foreign other post-employment benefits adjustments	Net unrealized holding gains on available-for-sale investments	Total accumulated other comprehensive income
Balances as of January 1, 2017:	$ 1.3	$ (18.6)	$ 435.0	$ 417.7
Other comprehensive income (loss), before reclassifications	60.5	(2.5)	213.2	271.2
Amounts reclassified from Accumulated other comprehensive income	—	—	—	—
Income tax effects	—	0.5	(78.5)	(78.0)
Other comprehensive income (loss), net of income taxes	60.5	(2.0)	134.7	193.2
Balances as of June 30, 2017:	$ 61.8	$ (20.6)	$ 569.7	$ 610.9

*The beginning balance has been updated as a result of adopting ASU 2016-01. See Note 1, "Basis of Presentation and Use of Estimates" under "Recent Accounting Standards Updates."

The amounts reclassified out of Accumulated other comprehensive income into the Condensed Consolidated Statements of Income, with presentation location, were as follows:

	Income before taxes impact (in millions):				
	Three Months Ended June 30,		Six Months Ended June 30,		
Components of Comprehensive income	2018	2017	2018	2017	Location
Amortization of foreign other post-employment benefit items	$ (0.5)	$ 0.2	$ (0.8)	$ —	Other (income) expense, net
	$ (0.1)	$ (0.2)	$ (0.2)	$ —	

Net holding (losses) gains on equity securities and available-for-sale investments	Other (income) expense, net

Reclassification adjustments are calculated using the specific identification method.

7. EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income attributable to Bio-Rad by the weighted average number of common shares outstanding for that period. Diluted earnings per share takes into account the effect of dilutive instruments, such as stock options and restricted stock, and uses the average share price for the period in determining the number of potential common shares that are to be added to the weighted average number of shares outstanding. Potential common shares are excluded from the diluted earnings per share calculation if the effect of including such securities would be anti-dilutive.

The weighted average number of common shares outstanding used to calculate basic and diluted earnings per share, and the anti-dilutive shares that are excluded from the diluted earnings per share calculation are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Basic weighted average shares outstanding	29,814	29,613	29,801	29,597
Effect of potentially dilutive stock options and restricted stock awards	405	393	396	365
Diluted weighted average common shares	30,219	30,006	30,197	29,962
Anti-dilutive shares	13	—	13	15

8. OTHER INCOME AND EXPENSE, NET

Other (income) expense, net includes the following components (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Interest and investment income	$(16.2)	$(12.0)	$(18.3)	$(13.1)
Net realized loss (gain) on investments	0.1	0.2	0.2	(0.1)
Gain on sale of land	—	—	(4.1)	—
Gain on divestiture of product line	—	—	(5.1)	—
Other expense	0.2	0.4	0.3	0.8
Other (income) expense, net	$(15.9)	$(11.4)	$(27.0)	$(12.4)

Prior year amounts have been adjusted (see Note 1 to the condensed consolidated financial statements in regard to ASU 2017-07).

9. INCOME TAXES

Our effective income tax rate was 21% and (350)% for the three months ended June 30, 2018 and 2017, respectively. Our effective income tax rate was 23% and 18% for the six months ended June 30, 2018 and 2017, respectively. The effective tax rate for the three and six months ended June 30, 2018 was driven primarily by the large gain on equity investments taxable at the U.S. federal statutory rate of 21%. The effective tax rate for the three and six months ended June 30, 2017 was lower than the U.S. federal statutory rate of 35% due to the impact of second quarter discrete items on low pre-tax income.

In accordance with SAB 118, our accounting for the following elements of the Tax Act was incomplete at December 31, 2017. However, we were able to make reasonable estimates of certain effects and, therefore, recorded provisional estimates as follows:

- Our deferred tax assets and liabilities were measured at the enacted tax rate that will apply when these temporary differences are expected to be realized or settled.

- The Tax Act imposes a Transition Tax payable over eight years. The Transition Tax is assessed on the U.S. shareholders' share of certain foreign corporations' accumulated untaxed foreign earnings. Earnings in the form of cash and cash equivalents are taxed at a rate of 15.5% and all other earnings are taxed at a rate of 8.0%. In December 2017, we recorded a provisional income tax expense of $55 million for Transition Tax.

Our accounting for certain other elements of the Tax Act was incomplete, and we were not able to make reasonable estimates of those effects. For example, we did not make a determination as to our accounting policy with respect to the new Global Intangible Low-Taxed Income ("GILTI"). For the period ended June 30, 2018, we did not record adjustments to our provisional amounts. We will continue our analysis of these provisional amounts during the measurement period and may adjust these estimates as further regulatory guidance becomes available.

We assess our ability to realize our net deferred tax assets on a quarterly basis and establish a valuation allowance if it is more-likely-than-not that some portion of the deferred tax assets will not be realized in the foreseeable future. Due to the weight of negative evidence, including our history of losses in certain jurisdictions, we believe that it is more-likely-than-not that certain foreign deferred tax assets will not be realized as of June 30, 2018. Accordingly, we have maintained a valuation allowance on such deferred tax assets.

Our income tax returns are routinely audited by U.S. federal, state and foreign tax authorities. We are currently under examination by many of these tax authorities. There are differing interpretations of tax laws and regulations, and as a result, significant disputes may arise with these tax authorities involving issues of the timing and amount of deductions and allocations of income among various tax jurisdictions. We evaluate our exposures associated with our tax filing positions on a quarterly basis.

We record liabilities for unrecognized tax benefits related to uncertain tax positions. We do not believe any currently pending uncertain tax positions will have a material adverse effect on our condensed consolidated financial statements, although an adverse resolution of one or more of these uncertain tax positions in any period may have a material impact on the results of operations for that period.

As of June 30, 2018, based on the expected outcome of certain examinations or as a result of the expiration of statute of limitations for certain jurisdictions, we believe that within the next 12 months it is reasonably possible that our previously unrecognized tax benefits could decrease by up to $3 million. Substantially all such amounts will favorably

impact our effective income tax rate.

10. SEGMENT INFORMATION

Information regarding industry segments for the three months ended June 30, 2018 and 2017 is as follows (in millions):

		Life Science	Clinical Diagnostics	Other Operations
Segment net sales	2018	$217.8	$ 354.0	$ 4.1
	2017	$179.4	$ 322.1	$ 3.2
Segment net profit (loss)	2018	$12.2	$ 27.8	$ —
	2017	$(22.9)	$ 18.5	$ 0.2

Information regarding industry segments for the six months ended June 30, 2018 and 2017 is as follows (in millions):

		Life Science	Clinical Diagnostics	Other Operations
Segment net sales	2018	$415.6	$ 704.8	$ 7.0
	2017	$353.6	$ 644.4	$ 6.7
Segment net profit (loss)	2018	$15.5	$ 64.4	$ —
	2017	$(41.7)	$ 60.1	$ 0.4

Prior year amounts have been adjusted (see Note 1 to the condensed consolidated financial statements in regard to ASU 2017-07 for pension and other postretirement benefits).

Segment results are presented in the same manner as we present our operations internally to make operating decisions and assess performance. Net corporate operating, interest and other expense for segment results consists of receipts and expenditures that are not the primary responsibility of segment operating management and therefore are not allocated to the segments for performance assessment by our chief operating decision maker. Interest expense is charged to segments based on the carrying amount of inventory and receivables employed by that segment. For the three and six months ended June 30, 2018 compared to the same periods in 2017, our Life Science segment had increased sales and gross profit, along with lower Research and Development expense. In addition, the Life Science segment gross margin included a $10.0 million one-time expense associated with the RainDance acquisition in the first quarter of 2017. During the second quarter of 2017, our Clinical Diagnostics segment had an asset purchase for an early stage device for $7.5 million that was recorded in Research and development expense. The following reconciles total segment profit to consolidated income before taxes (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Total segment profit (loss)	$40.0	$(4.2)	$79.9	$18.8
Foreign currency exchange losses, net	—	(2.5)	(1.2)	(4.3)
Net corporate operating, interest and other expense not allocated to segments	(2.2)	(3.6)	(4.2)	(5.6)
Change in fair market value of equity securities	286.4	—	1,102.3	—
Other income (expense), net	15.9	11.4	27.0	12.4
Consolidated income before income taxes	$340.1	$1.1	$1,203.8	$21.3

Prior year amounts have been adjusted (see Note 1 to the condensed consolidated financial statements in regard to ASU 2017-07 for pension and other postretirement benefits).

11. LEGAL PROCEEDINGS

On May 27, 2015, our former general counsel, Sanford S. Wadler, filed a lawsuit in the U.S. District Court, Northern District of California, against us and four of our then current directors and one former director. The plaintiff’s suit alleged whistleblower retaliation in violation of the Sarbanes-Oxley Act and the Dodd-Frank Act for raising FCPA-related concerns. Mr. Wadler also alleged wrongful termination in violation of public policy, non-payment of wages and waiting time penalties in violation of the California Labor Code. The plaintiff sought back pay, compensatory damages for lost wages, earnings, retirement benefits and other employee benefits, compensation for mental pain and anguish and emotional distress, waiting time penalties, punitive damages, litigation costs (including attorneys’ fees) and reinstatement of employment. On July 28, 2015 we filed a motion to dismiss the plaintiff's complaint and specifically requested dismissal of the claims alleged against us under the Dodd-Frank Act and California Labor Code 1102.5 and the claims against the directors under the Sarbanes-Oxley Act and the Dodd-Frank Act. On October 23, 2015, the District Court granted our motion with respect to the alleged violations of the Sarbanes-Oxley Act against all the director defendants except Norman Schwartz with prejudice. The Court denied our motion to dismiss the claims under the Dodd-Frank Act as against both us and the director defendants. The trial commenced on January 17, 2017 and concluded on February 6, 2017. Mr. Wadler was awarded $10.92 million, plus prejudgment interest of $141,608, post-judgment interest, and Mr. Wadler’s litigation costs, expert witness fees, and reasonable attorneys’ fees as approved by the Court. We have provided for the judgment, interest and Mr. Wadler's litigation costs. On June 6, 2017 we filed a notice of appeal with the United States Court of Appeals for the Ninth Circuit.

We are also party to various other claims, legal actions and complaints arising in the ordinary course of business. We cannot at this time reasonably estimate a range of exposure, if any, of the potential liability with respect to these matters. While we do not believe, at this time, that any ultimate liability resulting from any of these other matters will have a material adverse effect on our results of operations, financial position or liquidity, we cannot give any assurance regarding the ultimate outcome of these other matters and their resolution could be material to our operating results for any particular period, depending on the level of income for the period.

12. RESTRUCTURING COSTS

Restructuring Costs for European Reorganization

In May, 2016, we announced that we would take certain actions in our Europe geographic region designed to better align expenses to our revenue and gross margin profile and position us for improved operating performance. These actions, aligned with the evolution of our organization structure and coordinated with the implementation of our global single instance ERP platform, are expected to be incurred through 2019. From inception of May 2016 to June 30, 2018, total expenses were $12.9 million. We recorded $(0.1) million of adjustments in restructuring charges related to severance and other employee benefits for the three and six months ended June 30, 2018. The liability of $4.2 million as of June 30, 2018 consisted of $4.1 million recorded in Accrued payroll and employee benefits and $0.1 million recorded in Other long-term liabilities in the Condensed Consolidated Balance Sheets. The amounts recorded were reflected in Cost of goods sold of $(0.1) million and in Selling, general and administrative expense of less than $(0.1) million in the Condensed Consolidated Statements of Income for the three and six months ended June 30, 2018.

The following table summarizes the activity of our European reorganization restructuring reserves for severance (in millions):

	Life Science	Clinical Diagnostics	Total
Balance as of January 1, 2018	$ 2.2	$ 4.1	$6.3
Charged to expense	—	—	—
Adjustment to expense	—	(0.1)	(0.1)
Cash payments	(0.6)	(1.3)	(1.9)
Foreign currency translation gains	—	(0.1)	(0.1)
Balance as of June 30, 2018	$ 1.6	$ 2.6	$4.2

Restructuring Costs for Termination of a Diagnostics Research and Development Project and a Facility Closure

In December 2017, we announced the termination of a diagnostics research and development project in Europe. From inception of December 2017 to June 30, 2018, total expenses were $20.4 million. We recorded $(0.6) million and $(0.7) million of adjustments in restructuring charges related to severance and employee benefits, and exit costs for the three and six months ended June 30, 2018, respectively. The adjustments were due to a decrease in severance accrual as a result of a reduction in the number of employees being terminated than originally estimated, net of an increase in exit costs accrual as a result of proposed legal settlement. In June 2018, we announced the closure of a manufacturing facility in Germany. As a result, we recorded $1.3 million of expense in restructuring charges related to severance and employee benefits for the three and six months ended June 30, 2018. Restructuring charges for the termination of a diagnostics research and development project and the facility closure are both included in our Clinical Diagnostics segment's results of operations. The respective amounts recorded for the quarter and year to date ended June 30, 2018 were reflected in Cost of goods sold of $1.3 million and $1.3 million, in Selling, general and administrative expense of $(0.3) million and $(0.1) million, and in Research and development expense of $(0.3) million and $(0.6) million in the Condensed Consolidated Statements of Income. The liability of $11.7 million as of June 30, 2018 consisted of $7.2 million recorded in Accrued payroll and employee benefits, $3.2 million recorded in Other current liabilities, and $1.3 million recorded in Other long term liabilities in the Condensed Consolidated Balance Sheets.

The following table summarizes the activity for the termination of the diagnostics research and development project and the facility closure restructuring reserves for severance and exit costs (in millions):

	2018
Balance as of January 1	$14.1
Charged to expense	1.3
Adjustment to expense	(0.7)
Cash payments	(2.7)
Foreign currency translation gains	(0.3)
Balance as of June 30	$11.7

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

This discussion should be read in conjunction with the information contained in both our Consolidated Financial Statements for the year ended December 31, 2017 and the financial statements for the three and six months ended June 30, 2018.

Overview. We are a multinational manufacturer and worldwide distributor of our own life science research and clinical diagnostics products. Our business is organized into two reportable segments, Life Science and Clinical Diagnostics, with the mission to provide scientists with specialized tools needed for biological research and clinical diagnostics.

We sell more than 9,000 products and services to a diverse client base comprised of scientific research, healthcare, education and government customers worldwide. We do not disclose quantitative information about our different products and services as it is impractical to do so based primarily on the numerous products and services that we sell and the global markets that we serve.

We manufacture and supply our customers with a range of reagents, apparatus and equipment to separate complex chemical and biological materials and to identify, analyze and purify components. Because our customers require standardization for their experiments and test results, much of our revenues are recurring.

We are impacted by the support of many governments for both research and healthcare. The current global economic outlook is still uncertain as the need to control government social spending by many governments limits opportunities for growth. Adding to this uncertainty was the referendum in the United Kingdom to withdraw from the European Union, and a change in the U.S. executive branch of government. Approximately 38% of our year-to-date 2018 consolidated net sales are derived from the United States and approximately 62% are derived from international locations, with Europe being our largest international region. The international sales are largely denominated in local currencies such as the Euro, Swiss Franc, Japanese Yen, Chinese Yuan and British Sterling. As a result, our consolidated net sales expressed in dollars benefit when the U.S. dollar weakens and suffer when the dollar strengthens. When the U.S. dollar strengthens, we benefit from lower cost of sales from our own international manufacturing sites as well as non-U.S. suppliers, and from lower international operating expenses. We regularly discuss our changes in revenue and expense categories in terms of both changing foreign exchange rates and in terms of a currency neutral basis, if notable, to explain the impact currency has on our results.

In December 2017, we announced the termination of a diagnostics research and development project in Europe. From inception of December 2017 to June 30, 2018, total expenses were $20.4 million. We recorded $(0.6) million and $(0.7) million of adjustments in restructuring charges related to severance and employee benefits, and exit costs for the three and six months ended June 30, 2018, respectively. The adjustments were due to a decrease in severance accrual as a result of a reduction in the number of employees being terminated than originally estimated, net of an increase in exit costs accrual as a result of proposed legal settlement. In June 2018, we announced the closure of a

manufacturing facility in Germany. As a result, we recorded $1.3 million of expense in restructuring charges related to severance and employee benefits for the three and six months ended June 30, 2018. Restructuring charges for the termination of a diagnostics research and development project and the facility closure

are both included in our Clinical Diagnostics segment's results of operations. The respective amounts recorded for the quarter and year to date ended June 30, 2018 were reflected in Cost of goods sold of $1.3 million and $1.3 million, in Selling, general and administrative expense of $(0.3) million and $(0.1) million, and in Research and development expense of $(0.3) million and $(0.6) million in the Condensed Consolidated Statements of Income. The liability of $11.7 million as of June 30, 2018 consisted of $7.2 million recorded in Accrued payroll and employee benefits, $3.2 million recorded in Other current liabilities, and $1.3 million recorded in Other long term liabilities in the Condensed Consolidated Balance Sheets.

The following shows cost of goods sold, gross profit, expense items and net income as a percentage of net sales:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of goods sold	47.6	45.8	46.4	45.9
Gross profit	52.4	54.2	53.6	54.1
Selling, general and administrative expense	36.5	42.1	37.2	40.5
Research and development expense	8.2	12.4	8.6	11.2
Net income	46.5	1.0	82.0	1.7

Critical Accounting Policies and Estimates

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, if different estimates reasonably could have been used, or if changes in the estimate that are reasonably likely to occur could materially impact the financial statements. Management believes that there have been no significant changes during the three and six months ended June 30, 2018 to the items that we disclosed as our critical accounting policies and estimates in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

Other than the recent accounting pronouncement adoptions referred to below and discussed in Note 1 to the condensed consolidated financial statements, there have been no substantial changes in our significant accounting policies during the three and six months ended June 30, 2018, compared with the significant accounting policies described in our Annual Report on Form 10-K for the year ended December 31, 2017.

Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017

Results of Operations -- Sales, Margins and Expenses

Net sales (sales) for the second quarter of 2018 were $575.9 million compared to $504.7 million in the second quarter of 2017, an increase of 14.1%. Excluding the impact of foreign currency, second quarter 2018 sales increased by approximately 11.0% compared to the same period in 2017. Currency neutral sales increased in all regions. On January 1, 2018, we adopted FASB Accounting Standards Codification ("ASC") 606, “Revenue from Contracts with Customers,” using the modified retrospective method applied to those contracts which were not completed as of January 1, 2018 (see Note 1 to the condensed consolidated financial statements). The impact to revenue as a result of

applying ASC 606 for the three months ended June 30, 2018 was not significant.

The Life Science segment sales for the second quarter of 2018 were $217.8 million, an increase of 21.4% compared to the same period last year. On a currency neutral basis, sales increased 18.9% compared to the second quarter in 2017. The currency neutral sales increase was primarily driven by growth in our Droplet Digital™ PCR, process chromatography, gene expression, cell biology, protein quantitation, and food science businesses. Currency neutral sales increases occurred in North America, Europe, and Asia.

The Clinical Diagnostics segment sales for the second quarter of 2018 were $354.0 million, an increase of 9.9% compared to the same period last year. On a currency neutral basis, sales increased 6.5% compared to the second quarter in 2017. The currency neutral sales increase was primarily attributable to growth across blood typing, quality control, infectious diseases and immunology product lines. On a geographic view, currency neutral sales for the quarter were up across all regions. In the same period last year, segment sales was impacted by our ERP deployment in which some sales were accelerated into the first quarter of 2017 and some sales were delayed to the third quarter of 2017.

Consolidated gross margins were 52.4% for the second quarter of 2018 compared to 54.2% for the second quarter of 2017. Life Science segment gross margins for the second quarter of 2018 increased from the prior year period by approximately 4.6 percentage points primarily due to the sales increase across most businesses as well as declining royalty costs for gene expression, and purchase accounting intangible amortization within the digital biology business. In addition, lower overall production costs and increased volume led to improved margins. Clinical Diagnostics segment gross margins for the second quarter of 2018 decreased by approximately 5.2 percentage points from the same period last year. The decrease compared to the second quarter of 2017 was primarily driven by lower margin equipment sales from immunohematology and diabetes placements, higher excess and obsolete costs, service costs, and expenses associated with the closing of a manufacturing facility in Germany.

Selling, general and administrative expenses ("SG&A") decreased to $210.4 million or 36.5% of sales for the second quarter of 2018 compared to $212.5 million or 42.1% of sales for the second quarter of 2017. Decreases to SG&A were minimal with some cost decreases that were mostly compensation and other spending reductions.

Research and development expense (R&D) decreased to $47.5 million or 8.2% of sales in the second quarter of 2018 compared to $62.6 million or 12.4% of sales in the second quarter of 2017. Life Science segment R&D decreased in the second quarter of 2018 compared to the prior year period primarily due to the completion of projects in 2017 as well as a reduction of the RainDance R&D development team. Clinical Diagnostics segment R&D decreased in the second quarter of 2018 from the prior year period primarily from lower spending due to the termination of a diagnostics research and development project in the fourth quarter of 2017, the closing of the GnuBIO research facilities in the third quarter of 2017, and the purchase of an early stage diagnostic device for $7.5 million in the second quarter of 2017, partially offset by redirecting R&D to new efforts.

Results of Operations – Non-operating

Interest expense for the second quarter of 2018 and 2017 was $6.0 million for both periods.

Foreign currency exchange gains and losses consist primarily of foreign currency transaction gains and losses on intercompany net receivables and payables and the change in fair value of our forward foreign exchange contracts used to manage our foreign currency exchange risk. Foreign currency exchange was a net gain of $0.015 million for the quarter ended June 30, 2018 compared to foreign currency exchange net losses of $2.5 million for the prior year period. Gains and losses are primarily due to the estimating process inherent in the timing of product shipments and intercompany debt payments, and the cost of hedging.

Change in fair market value of equity securities of $286.4 million for the second quarter of 2018 compared to none in the second quarter of 2017 was primarily due to the adoption of Accounting Standards Update No. ("ASU") 2016-01 (see Note 1 to the condensed consolidated financial statements) and resulted in the recognition of holding gains on our investment in Sartorius AG.

Other (income) expense, net for the second quarter of 2018 was $15.9 million income, compared to $11.4 million income for the second quarter of 2017. The increase was primarily due to higher dividends from our investment in Sartorius AG compared to the prior year period.

Our effective income tax rate was 21% and (350)% for the three months ended June 30, 2018 and 2017, respectively. The effective tax rate for the three months ended June 30, 2018 was driven primarily by the large gain on equity investments taxable at the U.S. federal statutory rate of 21%. The effective tax rate for the three months ended June 30, 2017 was lower than the U.S. federal statutory rate of 35% due to the impact of discrete items on low pre-tax income.

In accordance with SAB 118, our accounting for the following elements of the Tax Act was incomplete at December 31, 2017. However, we were able to make reasonable estimates of certain effects and, therefore, recorded provisional estimates as follows:

- Our deferred tax assets and liabilities were measured at the enacted tax rate that will apply when these temporary differences are expected to be realized or settled.

- The Tax Act imposes a Transition Tax payable over eight years. The Transition Tax is assessed on the U.S. shareholders' share of certain foreign corporations' accumulated untaxed foreign earnings. Earnings in the form of cash and cash equivalents are taxed at a rate of 15.5% and all other earnings are taxed at a rate of 8.0%. In December 2017, we recorded a provisional income tax expense of $55 million for Transition Tax.

Our accounting for certain other elements of the Tax Act was incomplete, and we were not able to make reasonable estimates of those effects. For example, we did not make a determination as to our accounting policy with respect to the new Global Intangible Low-Taxed Income ("GILTI"). For the period ended June 30, 2018, we did not record adjustments to our provisional amounts. We will continue our analysis of these provisional amounts during the measurement period and may adjust these estimates as further regulatory guidance becomes available.

We assess our ability to realize our net deferred tax assets on a quarterly basis and establish a valuation allowance if it is more-likely-than-not that some portion of the deferred tax assets will not be realized in the foreseeable future. Due to the weight of negative evidence, including our history of losses in certain jurisdictions, we believe that it is more-likely-than-not that certain foreign deferred tax assets will not be realized as of June 30, 2018. Accordingly, we have maintained a valuation allowance on such deferred tax assets.

Our income tax returns are routinely audited by U.S. federal, state and foreign tax authorities. We are currently under examination by many of these tax authorities. There are differing interpretations of tax laws and regulations, and as a result, significant disputes may arise with these tax authorities involving issues of the timing and amount of deductions and allocations of income among various tax jurisdictions. We evaluate our exposures associated with our tax filing positions on a quarterly basis.

We record liabilities for unrecognized tax benefits related to uncertain tax positions. We do not believe any currently pending uncertain tax positions will have a material adverse effect on our condensed consolidated financial statements, although an adverse resolution of one or more of these uncertain tax positions in any period may have a material impact on the results of operations for that period.

As of June 30, 2018, based on the expected outcome of certain examinations or as a result of the expiration of statute of limitations for certain jurisdictions, we believe that within the next 12 months it is reasonably possible that our previously unrecognized tax benefits could decrease by up to $3 million. Substantially all such amounts will positively impact our effective income tax rate.

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Six Months Ended June 30, 2018 Compared to Six Months Ended June 30, 2017

Results of Operations -- Sales, Margins and Expenses

Net sales (sales) for the first half of 2018 were $1.13 billion compared to $1.00 billion in the first half of 2017, an increase of 12.2%. Excluding the impact of foreign currency, the first half of 2018 sales increased by approximately 7.8% compared to the same period in 2017. Currency neutral sales increased in all regions. On January 1, 2018, we adopted FASB Accounting Standards Codification ("ASC") 606, “Revenue from Contracts with Customers,” using the modified retrospective method applied to those contracts which were not completed as of January 1, 2018 (see Note 1 to the condensed consolidated financial statements). The impact to revenue as a result of applying ASC 606 for the first half of 2018 was not significant.

The Life Science segment sales for the first half of 2018 were $415.6 million, an increase of 17.5% compared to the same period last year. On a currency neutral basis, sales increased 14.0% compared to the first half of 2017. The currency neutral sales increase was primarily in our Droplet Digital™ PCR product line and the RainDance acquisition, process chromatography that was mostly due to customer ordering patterns, and amplification systems within the gene expression business and food science. The currency neutral sales increase was primarily reflected in North America, Europe, and China within Asia Pacific.

The Clinical Diagnostics segment sales for the first half of 2018 were $704.8 million, an increase of 9.4% compared to the same period last year. On a currency neutral basis, sales increased 4.4% compared to the first half of 2017. The currency neutral sales increase was primarily attributable to growth across all product lines, including a resolution on a licensed patent of $6.0 million. On a geographic view, currency neutral sales for the first half of 2018 were up in North America and across all Asia Pacific regions, partially offset with decreased sales in Europe.

Consolidated gross margins were 53.6% for the first half of 2018 compared to 54.1% for the first half of 2017. Life Science segment gross margins for the first half of 2018 increased from the prior year period by approximately 5.0 percentage points primarily due to the $10.0 million one-time expense associated with the RainDance acquisition in 2017 and lower intangible amortization within digital biology, as well as declining royalty expenses within gene expression related to amplification reagents, and lower manufacturing costs for food science. This was partially offset by lower margin percentages in antibody, protein quantification, and protein purification due to product, service, and logistics costs. Clinical Diagnostics segment gross margins for the first half of 2018 decreased by approximately 3.4 percentage points from the same period last year. The decrease compared to the first half of 2017 was primarily driven by lower margin equipment sales, higher excess and obsolete costs, service costs, and expenses associated with the closing of a manufacturing facility in Germany, partially offset by resolution on a licensed patent.

SG&A increased to $419.6 million or 37.2% of sales for the first half of 2018 compared to $406.9 million or 40.5% of sales for the first half of 2017. Increases to SG&A was primarily related to travel $2.7 million, bad debt of $2.4 million, marketing $1.4 million, software of $1.2 million mostly for amortization of our ERP system, and lower acquisition related benefits of $6.3 million (including changes to contingent consideration) compared to the first half of 2017. These expenses were partially offset by decreases to professional fees of $2.8 million and facilities of $1.3 million.

R&D decreased to $96.9 million or 8.6% of sales in the first half of 2018 compared to $112.0 million or 11.2% of sales in the first half of 2017. Life Science segment R&D decreased in the first half of 2018 compared to the prior year period primarily due to lower milestone expenses associated with Propel, as well as a reduction of the RainDance development team. Clinical Diagnostics segment R&D decreased in the first half of 2018 from the prior year period

primarily from lower spending due to the termination of a diagnostics research and development project in the fourth quarter of 2017, the closing of the GnuBIO research facilities in the third quarter of 2017, and the

purchase of an early stage diagnostic device for $7.5 million in the second quarter of 2017, partially offset by redirecting R&D to new efforts.

Results of Operations – Non-operating

Interest expense for the first half of 2018 was $11.8 million, compared to $11.4 million for the first half of 2017, relatively flat compared to the prior year period.

Foreign currency exchange losses, net for the first half of 2018 decreased to $1.2 million compared to $4.3 million for the prior year period. Gains and losses are primarily due to market volatility, the estimating process inherent in the timing of product shipments and intercompany debt payments, and the cost of hedging.

Change in fair market value of equity securities of $1.10 billion for the first half of 2018 compared to none for the first half of 2017 was primarily due to the adoption of Accounting Standards Update No. ("ASU") 2016-01 (see Note 1 to the condensed consolidated financial statements) and mostly consisted of holding gains on our investment in Sartorius AG.

Other (income) expense, net for the first half of 2018 was $27.0 million income, compared to $12.4 million income for the first half of 2017. Other income, net increased primarily due higher dividends from our investment in Sartorius AG compared to the prior year period, and a land sale of $4.1 million and a divestiture of a product line of $5.1 million that both occurred in the first quarter of 2018.

Our effective income tax rate was 23% and 18% for the six months ended June 30, 2018 and 2017, respectively. The effective tax rate for the six months ended June 30, 2018 was driven by the large gain on equity investments taxable at the U.S. federal statutory rate of 21%. The effective tax rate for the six months ended June 30, 2017 was lower than the U.S. federal statutory rate of 35% due to the impact of second quarter discrete items on low pre-tax income.

Liquidity and Capital Resources

Bio-Rad operates and conducts business globally, primarily through subsidiary companies established in the markets in which we trade. Goods are manufactured in a small number of locations, and are then shipped to local distribution facilities around the world. Our product mix is diversified, and certain products compete largely on product efficacy, while others compete on price. Gross margins are generally sufficient to exceed normal operating costs, and funding for research and development of new products, as well as routine outflows of capital expenditures, interest and taxes. In addition to the annual positive cash flow from operating activities, additional liquidity is readily available via the sale of short-term investments and access to our $200.0 million unsecured Credit Agreement, and to a lesser extent international lines of credit. Borrowings under the 2014 Credit Agreement are available on a revolving basis and can be used to make permitted acquisitions, for working capital and for other general corporate purposes. We had no outstanding borrowings under the Credit Agreement as of June 30, 2018, however $0.5 million was utilized for domestic standby letters of credit that reduced our borrowing availability. The Credit Agreement matures in June 2019. We are currently evaluating our options on renewing the Credit Agreement or similar arrangements. In total under domestic and international lines of credit, standby letters of credit and guarantee arrangements, we had approximately $207.8 million available for borrowing and usage as of June 30, 2018, which was reduced by approximately $4.2 million that was utilized for standby letters of credit and guarantee arrangements issued by our banks to support our obligations. Management believes that this availability, together with cash flow from operations, will be adequate to meet our current objectives for operations, research and development, capital additions for manufacturing and distribution, plant and equipment, information technology systems and an acquisition of reasonable proportion to our existing short-term investments and access to our Credit Agreement or similar arrangements.

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At June 30, 2018, we had $818.2 million in cash, cash equivalents and short-term investments, of which approximately 25% was held in our foreign subsidiaries. We believe that our holdings of cash, cash equivalents and short-term investments in the U.S. and in our foreign subsidiaries are sufficient to meet both the current and long-term needs of our global operations. The amount of funds held in the United States can fluctuate due to the timing of receipts and payments in the ordinary course of business and due to other reasons, such as business-development activities. As part of our ongoing liquidity assessments, we regularly monitor the mix of domestic and foreign cash flows (both inflows and outflows).

Certain foreign subsidiary earnings are subject to U.S. taxation under the Tax Act, which also repeals U.S. taxation on the subsequent repatriation of those earnings. It is generally our intention to repatriate those foreign earnings to the extent that such repatriations are not restricted by local laws or accounting rules, and there are no substantial incremental costs. While we currently estimate that the repatriation of those earnings would not trigger material costs, these estimates are provisional, and we are still evaluating the full impact of these potential repatriations in accordance with SAB 118.

Demand for our products and services could change more dramatically than in previous years based on activity, funding, reimbursement constraints and support levels from government, universities, hospitals and private industry, including diagnostic laboratories. The need for certain sovereign nations with large annual deficits to curtail spending could lead to slower growth of, or even a decline in, our business. Sovereign nations either delaying payment for goods and services or renegotiating their debts could impact our liquidity. As of June 30, 2018 and December 31, 2017, we had accounts receivable, net of an allowance for doubtful accounts, in Spain, Italy, Greece and Portugal of $41.0 million and $41.0 million, respectively.

Cash Flows from Operations

Net cash provided by operations was $118.2 million compared to $6.3 million for the six months ended June 30, 2018 and 2017, respectively. The increase in operating cash flows was primarily the net effect of:

- higher cash received from customers in 2018 primarily due to higher sales activity in the fourth quarter of 2017 than the same period in 2016, which resulted in more cash collected in the first half of 2018, in addition to improving collections subsequent to the ERP implementation last year,
- net proceeds in 2018 compared to net payments in 2017 for forward foreign exchange contracts, and
- higher investment income received, partially offset by
- higher cash paid to suppliers and employees, higher employee related costs for merit increases, and more development and sales milestone payments to Propel, partially offset by a $10.0 million payment for the RainDance preexisting condition in 2017, and
- higher income tax payments in 2018 compared to 2017.

Cash Flows from Investing Activities

Net cash used in investing activities was $102.7 million compared to $147.7 million for the six months ended June 30, 2018 and 2017, respectively. Capital expenditures were lower for the six months ended June 30, 2018 compared to the same period last year, reflecting the completion in April 2017 of the third phase of the ERP system, which was a larger deployment than the ERP implementation in July 2018. During the first quarter of 2018, we received $6.9 million for a divestiture of a product line. Purchases, sales and maturities of marketable securities and investments combined had an overall decrease of $54.8 million primarily due to higher purchases, and decreases in maturities and sales.

Proceeds from acquisitions in 2018 and payments for acquisitions and long-term investments in 2017 were primarily due to the following:

- in April of 2018, we acquired a raw material supplier to Bio-Rad by assuming liabilities, including a promise to extinguish the acquired company's existing bank debt and a $369,630 payment for all the company's assets in a share purchase. The acquisition will not meet the significant or material subsidiary test. The purchase price allocation is preliminary as additional time is required to complete the valuation of assets.
- in February 2017, we acquired all the issued and outstanding stock of RainDance for approximately $72.7 million, including certain assumed liabilities. Cash payments at closing were $72.9 million.

Our investment objective is to maintain liquidity to meet anticipated operational and other corporate requirements in which capital is preserved and increased through investing in low risk, high quality securities with commensurate returns, consistent with our risk tolerance level.

We continue to review possible acquisitions to expand both our Life Science and Clinical Diagnostics segments. We routinely meet with the principals or brokers of subject companies. However, it is not certain at this time that any of these discussions involving material or significant acquisitions will advance to completion.

Capital expenditures totaled $53.9 million and $65.0 million for the six months ended June 30, 2018 and 2017, respectively. Capital expenditures represent the addition and replacement of production machinery and research equipment, ongoing manufacturing and facility additions for expansion, regulatory, environmental and compliance. Also included in capital expenditures are investments in business systems and data communication upgrades and enhancements. All periods include equipment placed with Clinical Diagnostics segment customers who then contract to purchase our reagents for use. As we implement the remaining smaller phases of the ERP platform, we expect a decline in capital expenditure spending patterns. The current estimated future cash outlays for the global implementation of the single instance ERP platform is projected to be $125 million, and is estimated to take the next 3 to 4 years to fully implement.

Cash Flows from Financing Activities

Net cash provided by financing activities was $0.5 million compared to net cash used in financing activities of $0.4 million for the six months ended June 30, 2018 and 2017, respectively. This increase for the six months ended June 30, 2018 was primarily due to lower payments for contingent consideration, partially offset by higher payments on long-term debt.

We have outstanding Senior Notes of $425 million, which are not due until 2020. We believe the current cash is sufficient to meet normal operating costs, and funding for research and development of new products, as well as routine outflows of capital expenditures, interest and taxes.

On November 28, 2017, we announced that the Board of Directors authorized a new share repurchase program, granting Bio-Rad authority to repurchase, on a discretionary basis, up to $250 million of outstanding shares of our common stock. This new authorization superseded the prior authorization of up to $18.0 million of Bio-Rad's common stock. The Credit Agreement may limit our ability to repurchase our stock. During the second and third quarters of 2017, we made open market purchases of 13,200 shares of our Class A common stock. In September 2017, we used 12,740 of the repurchased shares in connection with the vesting of restricted stock units under the 2007 Incentive Award Plan in order to obtain a tax deduction in some of our foreign entities. In June 2012, we withheld 122 shares of our Class A common stock and 917 shares of our Class B common stock to satisfy tax obligations due upon the vesting of restricted stock of certain of our employees, which is considered a repurchase of our stock. We had no other repurchases of our stock as of June 30, 2018.

Recent Accounting Pronouncements Adopted and to be Adopted

See Note 1 to the condensed consolidated financial statements for recent accounting pronouncements adopted and to be adopted.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

During the six months ended June 30, 2018, there have been no material changes from the disclosures about market risk provided in our Annual Report on Form 10-K for the year ended December 31, 2017.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain “disclosure controls and procedures,” as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (“Exchange Act”), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Subject to the limitations noted above, our management, with the participation of our CEO and CFO, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the CEO and CFO have concluded that, as of such date, our disclosure controls and procedures were not effective as a result of the material weakness in our internal control over financial reporting at December 31, 2017, which we view as an integral part of our disclosure controls and procedures, discussed in further detail below.

A material weakness is 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 consolidated financial statements will not be prevented or detected on a timely basis.

In connection with our assessment of the effectiveness of internal control over financial reporting at December 31, 2017, we identified the following control deficiencies existed at December 31, 2017:

We did not maintain a sufficient complement of personnel in certain European countries with appropriate training and expertise in accounting and reporting in the new ERP system following the system conversion and European reorganization including the implementation of reporting lines, appropriate authorities and responsibilities within and between our accounting and reporting function, information technology and the business operations in these European countries.

We did not conduct continuous risk assessment over changes in our European business operations, IT systems and personnel to identify and assess necessary changes in internal control over financial reporting.

As a result, we did not design effective control activities over the accounting for financial statement amounts, including inventory and revenue, reported by entities impacted by the European reorganization, including management review controls with sufficient precision to identify and investigate potential outliers.

These control deficiencies resulted in immaterial misstatements to inventory, revenue, and cost of goods sold, certain of which were corrected in the consolidated financial statements as of December 31, 2017, prior to issuance.

Management is enhancing its control environment in the entities impacted by the ERP system conversion and European reorganization by (i) increasing resources with sufficient accounting and reporting expertise within our reorganized business and using our new ERP system, (ii) implementing and monitoring reporting lines and appropriate authorities and responsibilities within the accounting and reporting function, information technology and the business operations and (iii) providing training to our control owners to effectively perform controls in the new environment including training on reconciliation review controls and certain ERP system enhancements.

Management is also enhancing its risk assessment process to continuously assess the potential impact on internal control over financial reporting of changes to business operations, including changes relating to similar ERP systems conversions and reorganizations that may occur in the future.

Management is also in the process of designing additional control activities over financial statement amounts reported by entities impacted by the European reorganization.

These remediation efforts continued during the three and six months ended June 30, 2018 and are expected to be completed during the year ending December 31, 2018.

However, we cannot assure you that these efforts will be effective in timely remediating the material weakness or that additional deficiencies or material weaknesses in our internal control over financial reporting will not be identified in the future. Any failure to maintain or implement new or improved internal controls, or any difficulties that we may encounter in their maintenance or implementation, could result in additional significant deficiencies or material weaknesses, result in material misstatements in our consolidated financial statements and cause us to fail to meet our reporting obligations, which in turn could cause the trading price of our common stock to decline.

Changes to Internal Control Over Financial Reporting

Other than the changes discussed above, we identified no changes in internal control over financial reporting that occurred during our quarter ended June 30, 2018, that have materially affected, or that are reasonable likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

See Note 11, “Legal Proceedings” in the Notes to Condensed Consolidated Financial Statements of Part I, Item 1 of this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

Our settlement with government agencies in connection with violations by us of the U.S. Foreign Corrupt Practices Act could have a material adverse effect on our business, results of operations and financial condition.

As previously disclosed, we entered into a non-prosecution agreement (NPA) with the U.S. Department of Justice (DOJ) and the Securities and Exchange Commission (SEC) and consented to the entry of an Order by the SEC (SEC Order), effective November 3, 2014, which actions resolved both the DOJ and the SEC investigations into our violations of the U.S. Foreign Corrupt Practices Act (FCPA). Under the terms of the NPA and the SEC Order, we agreed to pay a financial penalty and certain amounts in disgorgement and interest as well as to compliance, reporting and cooperation obligations to be performed for two years. On October 28, 2016, the DOJ and SEC informed Bio-Rad that they did not intend to extend the NPA after it expired November 2, 2016.

Whether by virtue of disclosure of the NPA and the SEC Order or otherwise, we may be subject to investigations by foreign governments or further claims by third parties arising from conduct subject to the investigation or our other international operations. Many of our customers in our significant international operations are government agencies or state-owned or state-controlled universities, hospitals and laboratories. The disclosure of the NPA and the SEC Order and any further violations of the FCPA could harm our reputation with these customers, which could materially adversely affect our business, results of operations and financial condition. Any further violations of the FCPA also could result in more punitive actions by the SEC and DOJ, which also could materially adversely affect our business, results of operations and financial condition.

Our international operations expose us to additional costs and legal and regulatory risks, which could have a material adverse effect on our business, results of operations and financial condition.

We have significant international operations. We have direct distribution channels in over 35 countries outside the United States, and during the first six months of 2018 our foreign subsidiaries generated 62% of our net sales. Compliance with complex foreign and U.S. laws and regulations that apply to our international operations increases our cost of doing business. These numerous and sometimes conflicting laws and regulations include, among others, data privacy requirements (including the requirements for compliance with the EU General Data Protection Regulation, which went into effect May 25, 2018), labor relations laws, tax laws, anti-competition regulations, import and trade restrictions, tariffs, quotas and other trade barriers, export requirements, U.S. laws such as the FCPA and other U.S. federal laws and regulations established by the office of Foreign Asset Control, foreign laws such as the UK Bribery Act 2010 or other foreign laws which prohibit corrupt payments to governmental officials or certain payments or remunerations to customers.

Given the high level of complexity of these laws, there is a risk that we may inadvertently breach some provisions, for example, through fraudulent or negligent behavior of individual employees, our failure to comply with certain formal documentation requirements, or otherwise. Our success depends, in part, on our ability to anticipate these risks and manage these challenges through policies, procedures and internal controls. However, we have a dispersed international sales organization, and we use distributors and agents in many of our international operations. This structure makes it more difficult for us to ensure that our international selling operations comply with our global policies and procedures.

Violations of these laws and regulations could result in fines, criminal sanctions against us, our officers or our employees, requirements to obtain export licenses, cessation of business activities in sanctioned countries, implementation of compliance programs, and prohibitions on the conduct of our business. Violations of laws and regulations also could result in prohibitions on our ability to offer our products in one or more countries and could

materially damage our reputation, our brand, our international expansion efforts, our ability to attract and retain employees, or our business, results of operations and financial condition. See also our risk factors regarding government regulations and regarding global economic conditions below.

The industries and market segments in which we operate are highly competitive, and we may not be able to compete effectively.

The life science and clinical diagnostics markets are each highly competitive. Some of our competitors have merged, and some of our competitors have greater financial resources than we do and are less leveraged than we are, making them better equipped to license technologies and intellectual property from third parties or to fund research and development, manufacturing and marketing efforts. Moreover, competitive and regulatory conditions in many markets in which we operate restrict our ability to fully recover, through price increases, higher costs of acquired goods and services resulting from inflation and other drivers of cost increases. Many public tenders have become more competitive due to governments lengthening the commitments of their public tenders to multiple years, which reduce the number of tenders in which we can participate annually. Because the value of these multiple-year tenders is so high, our competitors have been more aggressive with their pricing. Our failure to compete effectively and/or pricing pressures resulting from competition could adversely affect our business, results of operations and financial condition.

We may not be able to grow our business because of our failure to develop new or improved products.

Our future growth depends in part on our ability to continue to improve our product offerings and develop and introduce new product lines and extensions that integrate technological advances. In particular, we may not be able to keep up with changes in the clinical diagnostics industry, such as the trend toward molecular diagnostics or point-of-care tests. If we are unable to integrate technological advances into our product offerings or to design, develop, manufacture and market new product lines and extensions successfully and in a timely manner, our business, results of operations and financial condition will be adversely affected. We have experienced product launch delays in the past, and may do so in the future. We cannot assure you that our product and process development efforts will be successful or that new products we introduce will achieve market acceptance. Failure to launch successful new products or improvements to existing products may cause our products to become obsolete, which could harm our business, results of operations and financial condition.

We are subject to foreign currency exchange fluctuations, which could have a material adverse effect on our results of operations and financial condition.

As stated above, a significant portion of our operations and sales are outside of the United States. When we make purchases and sales in currencies other than the U.S. dollars, we are exposed to fluctuations in foreign currencies relative to the U.S. dollar that may adversely affect our results of operations and financial condition. Our international sales are largely denominated in local currencies. As a result, the strengthening of the U.S. dollar negatively impacts our consolidated net sales expressed in U.S. dollars. Conversely, when the U.S. dollar weakens, our expenses at our international sites increase. In addition, the volatility of other currencies may negatively impact our operations outside of the United States and increase our costs to hedge against currency fluctuations. We cannot assure you that future shifts in currency exchange rates will not have a material adverse effect on our results of operations and financial condition.

We may experience difficulties implementing our new global enterprise resource planning system.

We are engaged in a multi-year implementation of a new global enterprise resource planning system (ERP). The ERP is designed to efficiently maintain our books and records and provide information important to the operation of our business to our management team. The ERP will continue to require significant investment of human and financial resources. In implementing the ERP, we may experience significant delays, increased costs and other difficulties. Any significant disruption or deficiency in the design and implementation of the ERP could adversely affect our ability to process orders, ship product, send invoices and track payments, fulfill contractual obligations or otherwise operate our business. For example, we experienced system implementation issues in our Clinical Diagnostics segment during our

first deployment that impacted invoicing and caused an increase in accounts receivable. In our second deployment, we experienced delays in manufacturing and logistics, which adversely impacted our sales. In our third deployment in Western Europe in April 2017 we experienced system implementation issues impacting the timing of payment of vendor invoices and resulting in delays in product

availability and shipments. We also experienced lower productivity levels related to the April 2017 go-live of the ERP in Western Europe, which adversely impacted our sales during the second and third quarters of 2017. The third deployment was complex, and additional and significant issues may arise. We expect to implement the remaining smaller phases of the ERP platform over approximately the next 3 to 4 years. In addition, our efforts to centralize various business processes and functions within our organization in connection with our ERP implementation may continue to disrupt our operations and negatively impact our business, results of operations and financial condition.

Recent and planned changes to our organizational structure and executive management team could negatively impact our business.

We made significant changes to our organizational structure over the past four years. In 2014 and 2015, we functionalized our manufacturing and selling organizations globally and separated them from our marketing and research and development organizations. Specifically, we combined our international selling organization with our North American selling divisions into one global selling group and consolidated our manufacturing, procurement and logistics operations into one global supply chain group. We also created new management positions to head each of these groups. In addition, we appointed new executives to head each of our Life Science and Clinical Diagnostics segments. We also restructured our Life Science segment based on functional groups rather than product line divisions. In 2016, we began implementing the reorganization of the structure of our European organization, and we have continued implementing the reorganization of our European organization in 2017 and 2018. These changes may have unintended consequences, such as distraction of our management and employees, business disruption, attrition of our workforce, inability to attract or retain key employees, and reduced employee morale or productivity.

Our failure to establish and maintain effective internal control over financial reporting could result in material misstatements in our financial statements, our failure to meet our reporting obligations and cause investors to lose confidence in our reported financial information, which in turn could cause the trading price of our common stock to decline.

Maintaining effective disclosure controls and procedures and internal controls over financial reporting are necessary for us to produce reliable financial statements. During the third quarter of 2017, we identified two items that were recorded in the three-month period ended September 30, 2017 that should have been recorded in the three-month period ended June 30, 2017. Though there was no impact on the financial statements for the nine-month period ended September 30, 2017, we concluded that our disclosure controls and procedures were ineffective as of September 30, 2017 and that this deficiency constituted a material weakness. Our management believes that our enhanced post-ERP system conversion management review control activities and augmented user acceptance testing of system changes, which were designed to remediate the material weakness over financial reporting disclosed as of September 30, 2017, were sufficiently implemented as of December 31, 2017.

In connection with our assessment of the effectiveness of internal control over financial reporting as of December 31, 2017, we determined that we did not maintain a sufficient complement of personnel in certain European countries with appropriate training and expertise in accounting and reporting in the new ERP system following the system conversion and European reorganization that the Company undertook in April 2017, including the implementation of reporting lines, appropriate authorities and responsibilities within and between our accounting and reporting function, information technology and the business operations in these European countries. We did not conduct continuous risk assessment over changes in our European business operations, IT systems and personnel to identify and assess necessary changes in internal control over financial reporting. As a result, we did not design effective control activities over the accounting for financial statement amounts, including inventory and revenue, reported by entities impacted by the European reorganization, including management review controls with sufficient precision to identify and investigate potential outliers. These control deficiencies resulted in immaterial misstatements to inventory, revenue and cost of goods sold, certain of which were corrected in the consolidated financial statements as of December 31,

2017, prior to issuance.

Because the deficiencies create a reasonable possibility of material misstatement in the annual or interim consolidated financial statements that will not be prevented or detected on a timely basis, they represent a material weakness in internal control over financial reporting and accordingly, our management concluded that our internal control over financial reporting was not effective as of December 31, 2017. KPMG, LLP, an independent registered public accounting firm, audited the consolidated financial statements included in the 2017 Annual Report on Form 10-K and, as part of the audit, issued an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2017. Our management, with the participation of our CEO and CFO, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the period covered by this Quarterly Report on Form 10-Q and concluded that, as of such date, our disclosure controls and procedures were not effective as a result of the material weakness in our internal control over financial reporting at December 31, 2017, which we view as an integral part of our disclosure controls and procedures.

In response to this evaluation and assessment, our management is enhancing its control environment in the entities impacted by the ERP system conversion and European reorganization by (i) increasing resources with sufficient accounting and reporting expertise within our reorganized business and using our new ERP system, (ii) implementing and monitoring reporting lines and appropriate authorities and responsibilities within the accounting and reporting function, information technology and the business operations, and (iii) providing training to our control owners to effectively perform controls in the new environment including training on reconciliation review controls and certain ERP system enhancements. Our management is also enhancing its risk assessment process to continuously assess the potential impact on internal control over financial reporting of changes to business operations, including changes relating to similar ERP system conversions and reorganizations that may occur in the future. In addition, our management is in the process of designing enhanced control activities over financial statement amounts reported by entities impacted by the European reorganization. These remediation efforts, which began in the fourth quarter of 2017 and continued during the six-month period ended June 30, 2018, are expected to be completed during the year ending December 31, 2018. However, we cannot assure you that these efforts will be effective in timely remediating the material weakness or that additional deficiencies or material weaknesses in our internal control over financial reporting will not be identified in the future.

Material weaknesses have adversely affected us in the past and could affect us in the future, and the results of our periodic management evaluations and annual auditor attestation reports regarding the effectiveness of our internal control over financial reporting required by Section 404 of the Sarbanes-Oxley Act of 2002. Any failure to maintain or implement new or improved internal controls, or any difficulties that we may encounter in their maintenance or implementation, could result in additional significant deficiencies or material weaknesses, result in material misstatements in our consolidated financial statements and cause us to fail to meet our reporting obligations. This could cause us to lose public confidence, and could cause the trading price of our common stock to decline. For further information regarding our controls and procedures, see Part I, Item 4 of this Quarterly Report on Form 10-Q.

Breaches of our information systems could have material adverse effect on our business and results of operations.

Through our sales and eCommerce channels, we collect and store confidential information that customers provide to, among other things, purchase products or services, enroll in promotional programs and register on our Web site. We also acquire and retain information about suppliers and employees in the normal course of business. We also create and maintain proprietary information that is critical to our business, such as our product designs and manufacturing processes. Despite recent initiatives to improve our technology systems, such as our enterprise resource planning implementation and the centralization of our global information technology organization, we could experience a significant data security breach. Computer hackers may attempt to penetrate our or our vendors' information systems and, if successful, misappropriate confidential customer, supplier, employee or other business information, such as our intellectual property. Third parties could also gain control of our systems and use them for criminal purposes while appearing to be us. As a result, we could lose existing customers, have difficulty attracting new customers, be exposed

to claims from customers, financial institutions, payment card associations, employees and other persons, have regulatory sanctions or penalties imposed, incur additional expenses or lose revenues as a

result of a data privacy breach, or suffer other adverse consequences. Our operations and ability to process sales orders, particularly through our eCommerce channels, could also be disrupted. Any significant breakdown, intrusion, interruption, corruption, or destruction of our systems, as well as any data breaches, could have a material adverse effect on our business and results of operations. See also our risk factors regarding our ERP implementation above and our information technology systems below.

Risks relating to intellectual property rights may negatively impact our business.

We rely on a combination of copyright, trade secret, patent and trademark laws and third-party nondisclosure agreements to protect our intellectual property rights and products. However, we cannot assure you that our intellectual property rights will not be challenged, invalidated, circumvented or rendered unenforceable, or that meaningful protection or adequate remedies will be available to us. For instance, unauthorized third parties have attempted to copy our intellectual property, reverse engineer or obtain and use information that we regard as proprietary, or have developed equivalent technologies independently, and may do so in the future. Additionally, third parties have asserted patent, copyright and other intellectual property rights to technologies that are important to us, and may do so in the future. If we are unable to license or otherwise access protected technology used in our products, or if we lose our rights under any existing licenses, we could be prohibited from manufacturing and marketing such products. From time to time, we also must enforce our patents or other intellectual property rights or defend ourselves against claimed infringement of the rights of others through litigation. As a result, we could incur substantial costs, be forced to redesign our products, or be required to pay damages to an infringed party. Any of the foregoing matters could adversely impact our business, results of operations and financial condition.

Global economic conditions could adversely affect our operations.

In recent years, we have been faced with very challenging global economic conditions. A deterioration in the global economic environment may result in decreased demand for our products, increased competition, downward pressure on the prices for our products and longer sales cycles. A weakening of macroeconomic conditions may also adversely affect our suppliers, which could result in interruptions in supply in the future. We have also experienced delays in collecting receivables in certain countries in Western Europe, and we may experience similar delays in these and other countries or regions experiencing liquidity problems. As of June 30, 2018, we had accounts receivable, net of allowance for doubtful accounts, in Spain, Italy, Greece and Portugal of $41.0 million. In addition, a slowing of growth in the Chinese economy and in emerging markets, especially those oil-producing countries that would be affected by a decline in oil prices, could adversely affect our business, results of operations or financial condition. We also are monitoring developments following the United Kingdom's decision to leave the European Union to determine if there will be any potential impact on our business. Additionally, the United States and other countries recently have imposed tariffs on certain goods. While tariffs imposed by other countries on U.S. goods have not yet had a significant impact on our business, further escalation of tariffs or other trade barriers could adversely impact our profitability and/or our competitiveness. See also our risk factors regarding our international operations above and regarding government regulations below.

Reductions in government funding and the capital spending programs of our customers could have a material adverse effect on our business, results of operations or financial condition.

Our customers include universities, clinical diagnostics laboratories, government agencies, hospitals and pharmaceutical, biotechnology and chemical companies. The capital spending programs of these institutions and companies have a significant effect on the demand for our products. Such programs are based on a wide variety of factors, including the resources available to make such purchases, the availability of funding from grants by governments or government agencies, the spending priorities for various types of equipment and the policies regarding capital expenditures during industry downturns or recessionary periods. If government funding to our

customers were to decrease, or if our customers were to decrease or reallocate their budgets in a manner adverse to us, our business, results of operations or financial condition could be materially and adversely affected.

Changes in the healthcare industry could have an adverse effect on our business, results of operations and financial condition.

There have been, and will continue to be, significant changes in the healthcare industry in an effort to reduce costs. These changes include:

- The trend towards managed care, together with healthcare reform of the delivery system in the United States and efforts to reform in Europe, has resulted in increased pressure on healthcare providers and other participants in the healthcare industry to reduce selling prices. Consolidation among healthcare providers and consolidation among other participants in the healthcare industry has resulted in fewer, more powerful groups, whose purchasing power gives them cost containment leverage. In particular, there has been a consolidation of laboratories and a consolidation of blood transfusion centers. These industry trends and competitive forces place constraints on the levels of overall pricing, and thus could have a material adverse effect on our gross margins for products we sell in clinical diagnostic markets.

- Third party payors, such as Medicare and Medicaid in the United States, have reduced their reimbursements for certain medical products and services. Our Clinical Diagnostics business is impacted by the level of reimbursement available for clinical tests from third party payors. In the United States payment for many diagnostic tests furnished to Medicare fee-for-service beneficiaries is made based on the Medicare Clinical Laboratory Fee Schedule (CLFS), a fee schedule established and adjusted from time to time by the Centers for Medicare and Medicaid Services (CMS). Some commercial payors are guided by the CLFS in establishing their reimbursement rates. Clinicians may decide not to order clinical diagnostic tests if third party payments are inadequate, and we cannot predict whether third party payors will offer adequate reimbursement for tests utilizing our products to make them commercially attractive. Legislation, such as the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act (PPACA) and the Middle Class Tax Relief and Job Creation Act of 2012, has reduced the payments for clinical laboratory services paid under the CLFS. In addition, the Protecting Access to Medicare Act of 2014 (PAMA) has made significant changes to the way Medicare will pay for clinical laboratory services, which has further reduced reimbursement rates.

- The PPACA has also imposed a 2.3% excise tax on the sales of certain medical devices in the U.S., which we are required to pay on most of our United States Clinical Diagnostic sales. However, the Consolidated Appropriations Act, 2016 (Pub. L. 114-113), signed into law on December 18, 2015, included a two year moratorium on the medical device excise tax. On January 22, 2018, the moratorium on the medical device excise tax was further extended until January 1, 2020.

To the extent that the healthcare industry seeks to address the need to contain costs stemming from reform measures such as those contained in the PPACA and the PAMA, or in future legislation, by limiting the number of clinical tests being performed or the amount of reimbursement available for such tests, our business, results of operations and financial condition could be adversely affected. If these changes in the healthcare markets in the United States and Europe continue, we could be forced to alter our approach in selling, marketing, distributing and servicing our products.

We are subject to substantial government regulation, and any changes in regulation or violations of regulations by us could adversely affect our business, prospects, results of operations or financial condition.

Some of our products (primarily our Clinical Diagnostic products), production processes and marketing are subject to U.S. federal, state and local, and foreign regulation, including by the FDA in the United States and its foreign counterparts. The FDA regulates our Clinical Diagnostic products as medical devices, and we are subject to

significant regulatory clearances or approvals to market our Clinical Diagnostic products and other requirements including, for example, recordkeeping and reporting requirements, such as the FDA's medical device reporting regulations and reporting of corrections and removals. The FDA has broad regulatory and enforcement powers. If

the FDA determines that we have failed to comply with applicable regulatory requirements, it can impose a variety of enforcement actions ranging from public warning letters, fines, injunctions, consent decrees and civil penalties to suspension or delayed issuance of approvals, seizure or recall of our products, total or partial shutdown of production, withdrawal of approvals or clearances already granted, and criminal prosecution.

The FDA can also require us to repair, replace or refund the cost of devices that we manufactured or distributed. In addition, the FDA may change its clearance and approval policies, adopt additional regulations or revise existing regulations, or take other actions, which may prevent or delay approval or clearance of our products or impact our ability to modify our currently approved or cleared products on a timely basis. Changes in the FDA's review of certain clinical diagnostic products referred to as laboratory developed tests, which are tests developed by a single laboratory for use only in that laboratory, could affect some of our customers who use our Life Science instruments for laboratory developed tests. In the past, the FDA has chosen to not enforce applicable regulations and has not reviewed such tests for approval. However, the FDA has issued draft guidance that it may begin enforcing its medical device requirements, including premarket submission requirements, to such tests. Any delay in, or failure to receive or maintain, clearance or approval for our products could prevent us from generating revenue from these products and adversely affect our business operations and financial results. Additionally, the FDA and other regulatory authorities have broad enforcement powers. Regulatory enforcement or inquiries, or other increased scrutiny on us, could affect the perceived safety and efficacy of our products and dissuade our customers from using our products.

Many foreign governments have similar rules and regulations regarding the importation, registration, labeling, sale and use of our products. Such agencies may also impose new requirements that may require us to modify or re-register products already on the market or otherwise impact our ability to market our products in those countries. For example, in April 2017 the European Parliament voted to enact final regulations that include broad changes regarding in vitro diagnostic devices and medical devices, which will require us to modify or re-register some products and will result in additional costs. In addition, Russia has enacted more stringent medical product registration and labeling regulations, China has enacted stricter labeling requirements, and we expect other countries, such as Brazil and India, to impose more regulations that impact our product registrations. Due to these evolving and diverse requirements, we face uncertain product approval timelines, additional time and effort to comply, as well as the potential for reduced sales and/or fines for noncompliance. Increasing protectionism in such countries also impedes our ability to compete with local companies. For example, we may not be able to participate in certain public tenders in Russia because of increasing measures to restrict access to such tenders for companies without local manufacturing capabilities. Such regulations could adversely affect our business, results of operations and financial condition. See also our risk factors regarding our international operations and regarding global economic conditions above.

We are also subject to government regulation of the use and handling of a number of materials and controlled substances. The U.S. Drug Enforcement Administration establishes registration, security, recordkeeping, reporting, storage, distribution and other requirements for controlled substances pursuant to the Controlled Substances Act of 1970. Failure to comply with present or future laws and regulations could result in substantial liability to us, suspension or cessation of our operations, restrictions on our ability to expand at our present locations or require us to make significant capital expenditures or incur other significant expenses.

We cannot assure you that we will be able to integrate acquired companies, products or technologies into our company successfully, or we may not be able to realize the anticipated benefits from the acquisitions.

As part of our overall business strategy, we pursue acquisitions of and investments in complementary companies, products and technologies. In order to be successful in these activities, we must, among other things:

- assimilate the operations and personnel of acquired companies;
- retain acquired business customers;
- minimize potential disruption to our ongoing business;

- retain key technical and management personnel;
- integrate acquired companies into our strategic and financial plans;

- accurately assess the value of target companies, products and technologies;
- comply with new regulatory requirements;
- harmonize standards, controls, procedures and policies;
- minimize the impact to our relationships with our employees and customers; and
- assess, document and remediate any deficiencies in disclosure controls and procedures and internal control over financial reporting.

The benefits of any acquisition may prove to be less than anticipated and may not outweigh the costs reported in our financial statements. Completing any potential future acquisitions could cause significant diversion of our management's time and resources. If we acquire new companies, products or technologies, we may be required to assume contingent liabilities or record impairment charges for goodwill and other intangible assets over time. We cannot assure you that we will successfully overcome these risks or any other problems we encounter in connection with any acquisitions, and any such acquisitions could adversely affect our business, results of operations and financial condition.

Product quality and liability issues could harm our reputation and negatively impact our business, results of operations and financial condition.

We must adequately address quality issues associated with our products, including defects in our engineering, design and manufacturing processes, as well as defects in third-party components included in our products. Our instruments, reagents and consumables are complex, and identifying the root cause of quality issues, especially those affecting reagents or third-party components, is difficult. We may incur significant costs and expend substantial time in researching and remediating such issues. Quality issues could also delay our launching or manufacturing of new products. In addition, quality issues, unapproved uses of our products, or inadequate disclosure of risks related to our products, could result in product recalls or product liability or other claims being brought against us. These issues could harm our reputation, impair our relationship with existing customers and harm our ability to attract new customers, which could negatively impact our business, results of operations and financial condition.

Lack of key personnel could hurt our business.

Our products are very technical in nature. In general, only highly qualified and well-trained scientists have the necessary skills to develop, market and sell our products, and many of our manufacturing positions require very specialized knowledge and skills. In addition, the global nature of our business also requires that we have sophisticated and experienced staff to comply with increasingly complex international laws and regulations. We face intense competition for these professionals from our competitors, customers, marketing partners and other companies throughout our industry. In particular, the job market in Northern California, where many of our employees are located, is very competitive. If we do not offer competitive compensation and benefits, we may fail to retain or attract a sufficient number of qualified personnel, which could impair our ability to properly run our business.

In some cases we rely on temporary personnel or consultants, and we may do so in the future. Such temporary personnel or consultants may lack the knowledge and/or specific skills necessary for our business, require time to train without benefiting us through extended employment and increase our costs. In addition, as noted above, our strategic initiatives, such as our internal restructuring and ERP implementation, may be burdensome and disruptive and lead to employee dissatisfaction and attrition.

A reduction or interruption in the supply of components and raw materials could adversely affect our manufacturing operations and related product sales.

The manufacture of many of our products requires the timely delivery of sufficient amounts of quality components and materials. We manufacture our products in numerous manufacturing facilities around the world. We acquire our components and materials from many suppliers in various countries. We work closely with our suppliers to ensure the continuity of supply but we cannot guarantee these efforts will always be successful. Further, while we

seek to diversify our sources of components and materials, in certain instances we acquire components and materials from a sole supplier. In addition, due to the regulatory environment in which we operate, we may be unable to quickly establish additional or replacement sources for some components or materials. If our supply is reduced or interrupted or of poor quality, and we are unable to develop alternative sources for such supply, our ability to manufacture our products in a timely or cost-effective manner could be adversely affected, which would adversely affect our ability to sell our products.

If our information technology systems are disrupted, or if we fail to successfully implement, manage and integrate our information technology and reporting systems, our business, results of operations and financial condition could be harmed.

Our information technology (IT) systems are an integral part of our business, and a serious disruption of our IT systems could have a material adverse effect on our business, results of operations and financial condition. We depend on our IT systems to process orders, manage inventory and collect accounts receivable. Our IT systems also allow us to efficiently purchase products from our suppliers and ship products to our customers on a timely basis, maintain cost-effective operations and provide customer service. We may experience disruption of our IT systems due to redundancy issues with our network servers. We cannot assure you that our contingency plans will allow us to operate at our current level of efficiency.

Our ability to implement our business plan in a rapidly evolving market requires effective planning, reporting and analytical processes. We expect that we will need to continue to improve and further integrate our IT systems, reporting systems and operating procedures by training and educating our employees with respect to these improvements and integrations on an ongoing basis in order to effectively run our business. We may suffer interruptions in service, loss of data or reduced functionality when we upgrade or change systems. If we fail to successfully manage and integrate our IT systems, reporting systems and operating procedures, it could adversely affect our business, results of operations and financial condition. See also our risk factors regarding our ERP implementation and data security above and events beyond our control below.

Natural disasters, terrorist attacks, acts of war or other events beyond our control may cause damage or disruption to us and our employees, facilities, information systems, security systems, vendors and customers, which could significantly impact our business, results of operations and financial condition.

We have significant manufacturing and distribution facilities, including in the western United States, France, Switzerland, Germany and Singapore. In particular, the western United States has experienced a number of earthquakes, wildfires, floods, landslides and other natural disasters in recent years. These occurrences could damage or destroy our facilities which may result in interruptions to our business and losses that exceed our insurance coverage. In addition, strikes or other labor unrest at any of our sites or surrounding areas could cause disruption to our business.

Acts of terrorism, bioterrorism, violence or war could also affect the markets in which we operate, our business operations and strategic plans. Political unrest may affect our sales in certain regions, such as in Southeast Asia, the Middle East and Eastern Europe. Any of these events could adversely affect our business, results of operations and financial condition.

We may have higher than anticipated tax liabilities.

We are subject to income taxes in the United States and many foreign jurisdictions. We report our results of operations based on our determination of the amount of taxes owed in various tax jurisdictions in which we operate. The determination of our worldwide provision for income taxes and other tax liabilities requires estimation, judgment

and calculations where the ultimate tax determination may not be certain. Our determination of tax liability is always subject to review or examination by tax authorities in various tax jurisdictions. Tax authorities have disagreed with our judgment in the past and may disagree with positions we take in the future resulting in assessments of additional taxes. Any adverse outcome of such review or examination could have a negative impact on our operating results and financial condition.

Economic and political pressures to increase tax revenues in various jurisdictions may make resolving tax disputes more difficult. For example, in recent years, the tax authorities in Europe have disagreed with our tax positions related to hybrid debt, research and development credits, transfer pricing and indirect taxes, among others. We regularly assess the likelihood of the outcome resulting from these examinations to determine the adequacy of our provision for income taxes. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different from our historical income tax provisions and accruals.

The results from various tax examinations, audits and litigation may differ from the liabilities recorded in our financial statements and could materially and adversely affect our financial results and cash flows in the period or periods for which that determination is made.

Changes in tax laws or rates, changes in the interpretation of tax laws or changes in the jurisdictional mix of our earnings could adversely affect our financial position and results of operations.

On December 22, 2017, the U.S. enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act made a number of substantial changes, including, among other changes, the imposition of a one-time mandatory deemed repatriation tax on previously unrepatriated earnings accumulated offshore since 1986, establishment of a global minimum income tax and base erosion tax provisions related to offshore activities and affiliated party payments, and reduction of the corporate tax rate from 35% to 21% for U.S. taxable income, resulting in a one-time remeasurement of deferred taxes to reflect their value at a lower tax rate of 21%. These changes to U.S. tax laws will significantly impact how U.S. multinational corporations are taxed on foreign earnings.

To determine the transition tax, the Tax Act requires complex computations not previously provided in U.S. tax law, including calculating and supporting with primary evidence U.S. tax attributes such as accumulated foreign earnings and profits, foreign taxes paid, and other tax components involved in foreign tax credit calculations since 1986. The application of accounting guidance for such items is currently uncertain, and compliance with the Tax Act and the accounting for such provisions require collection of information not previously required, regularly produced or within our control. As a result, provisional tax amounts were recorded in 2017 based on our reasonable estimate and we will need additional information to complete our assessment. As additional regulatory guidance is issued by the applicable taxing authorities, as accounting treatment is clarified, as we perform additional analysis required by the Tax Act, and as we refine estimates in calculating its effect, our final analysis, which will be recorded in the period completed, may be materially different from our current provisional amounts, which could materially affect our tax obligations and effective tax rate.

The Tax Act includes new U.S. tax base erosion provisions, the base-erosion and anti-abuse tax (BEAT) provisions and the global intangible low-taxed income (GILTI) provisions. The BEAT provisions in the Tax Act eliminate the deduction of certain base-erosion payments made to related foreign corporations, and impose a minimum tax if greater than regular tax. The GILTI provisions require the Company to include in its U.S. income tax return foreign subsidiary earnings in excess of an allowable return on the foreign subsidiary's tangible assets. We have included estimates for these provisions in our estimated effective tax rate for 2018. We may adjust these estimates as further regulatory guidance becomes available.

Our global operations subject us to income and other taxes in the U.S. and in numerous foreign jurisdictions, each with different tax schemes and tax rates. In addition to the changes in tax laws, the interpretation of tax laws and tax rates in these jurisdictions, the jurisdictional mix of our earnings in countries with differing statutory tax rates can have a significant impact on our effective tax rate from period to period.

The liability for the transition tax, changes to the provisional tax amounts, GILTI, BEAT and other ongoing effects of the Tax Act, including the effect of our investment in Sartorius AG, and the jurisdictional mix of our earnings could materially affect our financial results and cash flow.

In addition, the adoption of some or all of the recommendations set forth in the Organization for Economic Co-operation and Development's project on "Base Erosion and Profit Shifting" (BEPS) by tax authorities in the countries in which we operate, could negatively impact our effective tax rate. These recommendations focus on payments from affiliates in high tax jurisdictions to affiliates in lower tax jurisdictions and the activities that give rise to a taxable presence in particular country.

Our reported financial results may be materially affected by changes in accounting principles generally accepted in the United States.

Generally accepted accounting principles in the United States, or U.S. GAAP, are subject to interpretation by the Financial Accounting Standards Board, or FASB, the U.S. Securities and Exchange Commission, or SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, and could affect the reporting of transactions completed before the announcement of a change.

For example, in January 2016, the FASB issued Accounting Standards Update No. (ASU) 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities." Amendments under ASU 2016-01, among other items, require that all equity investments in unconsolidated entities (other than those accounted for using the equity method of accounting), such as our investment in Sartorius AG, will be measured at fair value through earnings. The impact of adoption of ASU 2016-01 in the first quarter of 2018 materially impacted our Condensed Consolidated Statement of Income due to our investment in Sartorius AG. In future periods, changes in the market value of our investment in Sartorius AG may materially impact our Consolidated Statement of Income.

We may incur losses in future periods due to write-downs in the value of financial instruments.

We have positions in a variety of financial instruments including asset backed securities and other similar instruments. Financial markets are volatile and the markets for these securities can be illiquid. The value of these securities will continue to be impacted by external market factors including default rates, changes in the value of the underlying property, such as residential or commercial real estate, rating agency actions, the prices at which observable market transactions occur and the financial strength of various entities, such as financial guarantors who provide insurance for the securities. Should we need to convert these positions to cash, we may not be able to sell these instruments without significant losses due to current debtor financial conditions or other market considerations.

We also have positions in equity securities, including our investment in Sartorius AG. Financial markets are volatile and the markets for these equity securities can be illiquid as well. A decline in the market value of our investment in Sartorius AG or in the market value of the other equity securities that we own could result in significant losses due to write-downs in the value of the equity securities. In addition, if we need to convert these positions to cash, we may not be able to sell these equity securities without significant losses.

Environmental, health and safety regulations and enforcement proceedings may negatively impact our business, results of operations and financial condition.

Our operations are subject to federal, state, local and foreign environmental laws and regulations that govern such activities as transportation of goods, emissions to air and discharges to water, as well as handling and disposal practices for solid, hazardous and medical wastes. In addition to environmental laws that regulate our operations, we are also subject to environmental laws and regulations that create liability and clean-up responsibility for spills, disposals or other releases of hazardous substances into the environment as a result of our operations or otherwise impacting real property that we own or operate. The environmental laws and regulations also subject us to claims by third parties for damages resulting from any spills, disposals or releases resulting from our operations or at any of our properties. We must also comply with various health and safety regulations in the United States and abroad in connection with our operations.

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We may in the future incur capital and operating costs to comply with currently existing laws and regulations, and possible new statutory enactments, and these expenditures may be significant. We have incurred, and may in the future incur, fines related to environmental matters and/or liability for costs or damages related to spills or other releases of hazardous substances into the environment at sites where we have operated, or at off-site locations where we have sent hazardous substances for disposal. We cannot assure you, however, that such matters or any future obligations to comply with environmental or health and safety laws and regulations will not adversely affect our business, results of operations or financial condition.

Our debt may restrict our future operations.

We have substantial debt and have the ability to incur additional debt. As of June 30, 2018, we had approximately $440.5 million of outstanding indebtedness. In addition, we have a revolving credit facility that provides for up to $200.0 million, $0.5 million of which has been utilized for domestic standby letters of credit. Our incurrence of substantial amounts of debt may have important consequences. For instance, it could:

- make it more difficult for us to satisfy our financial obligations, including those relating to our outstanding debt;
- require us to dedicate a substantial portion of our cash flow from operations to the payment of interest and principal due under our debt, which will reduce funds available for other business purposes;
- increase our vulnerability to general adverse economic and industry conditions;
- limit our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate;
- place us at a competitive disadvantage compared with some of our competitors that have less debt; and
- limit our ability to obtain additional financing required to fund working capital and capital expenditures and for other general corporate purposes.

Our existing credit facility and the terms of our other debt instruments, including agreements we may enter in the future, contain or will contain covenants imposing significant restrictions on our business. These restrictions may affect our ability to operate our business and may limit our ability to take advantage of potential business opportunities as they arise. These covenants place restrictions on our ability to, among other things: incur additional debt; acquire other businesses or assets through merger or purchase; create liens; make investments; enter into transactions with affiliates; sell assets; in the case of some of our subsidiaries, guarantee debt; and declare or pay dividends, redeem stock or make other distributions to stockholders. Our existing credit facility also requires that we comply with certain financial ratios, including a maximum consolidated leverage ratio test and a minimum consolidated interest coverage ratio test.

Our ability to comply with these covenants may be affected by events beyond our control, including prevailing economic, financial and industry conditions. The breach of any of these restrictions could result in a default. An event of default under our debt agreements would permit some of our lenders to declare all amounts borrowed from them to be due and payable, together with accrued and unpaid interest. In addition, acceleration of our other indebtedness may cause us to be unable to make interest payments on our outstanding notes and repay the principal amount of our outstanding notes or may cause the future subsidiary guarantors, if any, to be unable to make payments under the guarantees.

We are subject to healthcare fraud and abuse laws and regulations and could face substantial penalties if we are unable to fully comply with such laws.

We are subject to healthcare fraud and abuse regulation and enforcement by both the U.S. federal government and the U.S. states and foreign governments in which we conduct our business. These healthcare laws and regulations include, for example:

- the U.S. federal Anti-Kickback Statute, which prohibits, among other things, persons or entities from soliciting, receiving, offering or providing remuneration, directly or indirectly, in return for or to induce

either the referral of an individual for, or the purchase order or recommendation of, any item or services for which payment may be made under a federal healthcare program such as the Medicare and Medicaid programs;

- U.S. federal false claims laws, which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid, or other third-party payors that are false or fraudulent. In addition, the U.S. federal government may assert that a claim including items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the false claims statutes;

- the U.S. Physician Payment Sunshine Act, which requires certain manufacturers of drugs, biologics, devices and medical supplies to record any transfers of value to U.S. physicians and U.S. teaching hospitals;

- the Health Insurance Portability and Accountability Act ("HIPAA"), as amended by the Health Information Technology for Economic and Clinical Health Act, which governs the conduct of certain electronic healthcare transactions and protects the security and privacy of protected health information; and

- state or foreign law equivalents of each of the U.S. federal laws above, such as anti-kickback and false claims laws, which may apply to items or services reimbursed by any third-party payor, including commercial insurers.

These laws will continue to impose administrative, cost and compliance burdens on us. The shifting compliance environment and the need to build and maintain robust systems to comply with multiple jurisdictions with different compliance and/or reporting requirements increases the possibility that a healthcare company may violate one or more of these requirements. In addition, any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management’s attention from the operation of our business. If our operations are found to be in violation of any of the laws described above or any other governmental regulations that apply to us, we may be subject to penalties, including civil and criminal penalties, damages, fines, exclusion from the Medicare and Medicaid programs, and the curtailment or restructuring of our operations, any of which could adversely affect our ability to operate our business, results of operations and financial condition.

Regulations related to “conflict minerals” could adversely impact our business.

As part of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the SEC adopted disclosure requirements regarding the use of certain minerals, known as conflict minerals, which are mined from the Democratic Republic of Congo (DRC) and adjoining countries, as well as procedures regarding a manufacturer's efforts to identify the sourcing of such minerals and metals produced from those minerals. In March and April 2017, the European Parliament and the European Council formally approved a conflict minerals regulation, and the requirements will become effective starting in January 2021. We have incurred, and will continue to incur, additional costs in order to comply with the SEC’s disclosure requirements. In addition, we might incur further costs due to possible changes to our products, processes, or sources of supply as a consequence of our due diligence activities. As our supply chain is complex, we may not be able to sufficiently verify the origins of the specified minerals used in our products through our due diligence procedures, which may harm our reputation. In addition, we may encounter challenges to satisfy those customers who require that all of the components of our products be certified as “DRC conflict free”, which could place us at a competitive disadvantage if we do not do so. We filed our report for the calendar year 2017 with the SEC on May 4, 2018.

Risks related to our common stock

A significant majority of our voting stock is held by the Schwartz family, which could lead to conflicts of interest. We have two classes of voting stock: Class A Common Stock and Class B Common Stock. With a few exceptions, holders of Class A and Class B Common Stock vote as a single class. When voting as a single class, each share of Class A Common Stock is entitled to one-tenth of a vote, while each share of Class B Common Stock has one vote. In the election or removal of directors, the classes vote separately and the holders of Class A Common Stock are entitled to elect 25% of the Board of Directors, with holders of Class B Common Stock electing the remaining directors.

As a result of the Schwartz family's ownership of our Class A and Class B Common Stock, they are able to elect a majority of our directors, effect fundamental changes in our direction and control matters affecting us, including the determination of business opportunities that may be suitable for our company. The Schwartz family may exercise its control over us according to interests that are different from other investors' or debtors' interests. In particular, this concentration of ownership and voting power may have the effect of delaying or preventing a change in control of our company.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Exhibits

The following documents are filed as part of this report:

Exhibit No.	
31.1	Chief Executive Officer Section 302 Certification
31.2	Chief Financial Officer Section 302 Certification
32.1	Chief Executive Officer Certification pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Chief Financial Officer Certification pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

BIO-RAD LABORATORIES, INC.
(Registrant)

Date: August 9, 2018 /s/ Norman Schwartz
Norman Schwartz, Chairman of the Board,
President and Chief Executive Officer

Date: August 9, 2018 /s/ Christine A. Tsingos
Christine A. Tsingos, Executive Vice President,
Chief Financial Officer