

FLOTEK INDUSTRIES INC/CN/  
Form 10-Q  
August 08, 2018

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

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

For the quarterly period ended June 30, 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 1-13270

FLOTEK INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware 90-0023731  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

10603 W. Sam Houston Parkway N., Suite 300 77064  
Houston, TX  
(Address of principal executive offices) (Zip Code)

(713) 849-9911  
(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer  Accelerated filer  x

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

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

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

As of July 31, 2018, there were 56,958,671 outstanding shares of Flotek Industries, Inc. common stock, \$0.0001 par value.

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## PART I — FINANCIAL INFORMATION

## Item 1. Financial Statements

## FLOTEK INDUSTRIES, INC.

## UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

	June 30, 2018	December 31, 2017
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$3,096	\$ 4,584
Accounts receivable, net of allowance for doubtful accounts of \$820 and \$733 at June 30, 2018 and December 31, 2017, respectively	43,218	46,018
Inventories, net	90,844	75,759
Income taxes receivable	2,659	2,826
Assets held for sale	2,250	—
Other current assets	5,797	8,737
Total current assets	147,864	137,924
Property and equipment, net	66,143	68,835
Goodwill	19,480	56,660
Deferred tax assets, net	—	12,713
Other intangible assets, net	47,025	48,231
Other long-term assets	531	527
Assets held for sale	—	4,998
<b>TOTAL ASSETS</b>	<b>\$281,043</b>	<b>\$ 329,888</b>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$25,646	\$ 22,048
Accrued liabilities	9,071	14,589
Interest payable	24	43
Long-term debt, classified as current	49,126	27,950
Total current liabilities	83,867	64,630
Deferred tax liabilities, net	2,876	—
Total liabilities	86,743	64,630
Commitments and contingencies		
Equity:		
Preferred stock, \$0.0001 par value, 100,000 shares authorized; no shares issued and outstanding	—	—
Common stock, \$0.0001 par value, 80,000,000 shares authorized; 61,641,525 shares issued and 56,909,623 shares outstanding at June 30, 2018; 60,622,986 shares issued and 56,755,293 shares outstanding at December 31, 2017	6	6
Additional paid-in capital	340,618	336,067
Accumulated other comprehensive income (loss)	(1,045 )	(884 )
Retained earnings (accumulated deficit)	(112,192 )	(37,225 )
Treasury stock, at cost; 3,606,833 and 3,621,435 shares at June 30, 2018 and December 31, 2017, respectively	(33,088 )	(33,064 )
Flotek Industries, Inc. stockholders' equity	194,299	264,900
Noncontrolling interests	1	358

Total equity	194,300	265,258
TOTAL LIABILITIES AND EQUITY	\$281,043	\$ 329,888

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

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## FLOTEK INDUSTRIES, INC.

## UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

	Three months ended		Six months ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Revenue	\$59,086	\$85,177	\$119,602	\$165,131
Costs and expenses:				
Cost of revenue (excluding depreciation and amortization)	46,738	58,574	92,439	110,199
Corporate general and administrative	8,665	11,155	17,158	23,426
Segment selling and administrative	6,872	9,386	13,996	19,695
Depreciation and amortization	3,025	2,991	6,027	6,023
Research and development	3,102	4,109	6,026	7,250
Loss on disposal of long-lived assets	5	214	62	412
Impairment of goodwill	37,180	—	37,180	—
Total costs and expenses	105,587	86,429	172,888	167,005
Loss from operations	(46,501 )	(1,252 )	(53,286 )	(1,874 )
Other (expense) income:				
Interest expense	(640 )	(549 )	(1,156 )	(1,145 )
Loss on write-down of assets held for sale	(2,580 )	—	(2,580 )	—
Other (expense) income, net	(2,133 )	237	(2,417 )	391
Total other expense	(5,353 )	(312 )	(6,153 )	(754 )
Loss before income taxes	(51,854 )	(1,564 )	(59,439 )	(2,628 )
Income tax (expense) benefit	(23,537 )	442	(15,885 )	762
Loss from continuing operations	(75,391 )	(1,122 )	(75,324 )	(1,866 )
Loss from discontinued operations, net of tax	—	(2,704 )	—	(13,937 )
Net loss	(75,391 )	(3,826 )	(75,324 )	(15,803 )
Net loss attributable to noncontrolling interests	357	—	357	—
Net loss attributable to Flotek Industries, Inc. (Flotek)	\$(75,034)	\$(3,826)	\$(74,967)	\$(15,803)
Amounts attributable to Flotek shareholders:				
Loss from continuing operations	\$(75,034)	\$(1,122)	\$(74,967)	\$(1,866)
Loss from discontinued operations, net of tax	—	(2,704)	—	(13,937)
Net loss attributable to Flotek	\$(75,034)	\$(3,826)	\$(74,967)	\$(15,803)
Basic earnings (loss) per common share attributable to Flotek:				
Continuing operations	\$(1.30)	\$(0.02)	\$(1.30)	\$(0.03)
Discontinued operations, net of tax	—	(0.05)	—	(0.24)
Basic earnings (loss) per common share	\$(1.30)	\$(0.07)	\$(1.30)	\$(0.27)
Diluted earnings (loss) per common share attributable to Flotek:				
Continuing operations	\$(1.30)	\$(0.02)	\$(1.30)	\$(0.03)
Discontinued operations, net of tax	—	(0.05)	—	(0.24)
Diluted earnings (loss) per common share	\$(1.30)	\$(0.07)	\$(1.30)	\$(0.27)
Weighted average common shares:				
	57,869	57,854	57,566	57,764

Weighted average common shares used in computing basic earnings (loss) per common share				
Weighted average common shares used in computing diluted earnings (loss) per common share	57,869	57,854	57,566	57,764

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

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FLOTEK INDUSTRIES, INC.  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (in thousands)

	Three months ended		Six months ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Loss from continuing operations	\$(75,391)	\$(1,122)	\$(75,324)	\$(1,866 )
Loss from discontinued operations, net of tax	—	(2,704 )	—	(13,937 )
Net loss	(75,391 )	(3,826 )	(75,324 )	(15,803 )
Other comprehensive income (loss):				
Foreign currency translation adjustment	18	(5 )	(161 )	(14 )
Comprehensive loss	(75,373 )	(3,831 )	(75,485 )	(15,817 )
Net loss attributable to noncontrolling interests	357	—	357	—
Comprehensive loss attributable to Flotek	\$(75,016)	\$(3,831)	\$(75,128)	\$(15,817)

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

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## FLOTEK INDUSTRIES, INC.

## UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Six months ended	
	June 30,	
	2018	2017
Cash flows from operating activities:		
Net loss attributable to Flotek Industries, Inc. (Flotek)	\$(74,967)	\$(15,803)
Loss from discontinued operations, net of tax	—	(13,937 )
Loss from continuing operations	(74,967 )	(1,866 )
Adjustments to reconcile loss from continuing operations to net cash used in operating activities:		
Depreciation and amortization	6,027	6,023
Amortization of deferred financing costs	192	253
Provision for excess and obsolete inventory	1,942	280
Impairment of goodwill	37,180	—
Loss on write-down of assets held for sale	2,580	—
Loss on sale of assets	62	412
Stock compensation expense	4,385	6,653
Deferred income tax provision (benefit)	15,587	(7,329 )
Reduction in tax benefit related to share-based awards	120	315
Changes in current assets and liabilities:		
Accounts receivable, net	2,736	(12,874 )
Inventories, net	(17,112 )	(20,303 )
Income taxes receivable	15	8,619
Other current assets	1,147	14,185
Accounts payable	3,675	(1,418 )
Accrued liabilities	(2,556 )	(180 )
Income taxes payable	—	(10 )
Interest payable	(19 )	(3 )
Net cash used in operating activities	(19,006 )	(7,243 )
Cash flows from investing activities:		
Capital expenditures	(3,227 )	(4,508 )
Proceeds from sales of businesses	—	17,490
Proceeds from sale of assets	90	310
Purchase of patents and other intangible assets	(215 )	(247 )
Net cash (used in) provided by investing activities	(3,352 )	13,045
Cash flows from financing activities:		
Repayments of indebtedness	—	(9,833 )
Borrowings on revolving credit facility	146,038	224,757
Repayments on revolving credit facility	(124,862)	(220,607)
Debt issuance costs	(98 )	(106 )
Purchase of treasury stock related to share-based awards	(24 )	(1,335 )
Proceeds from sale of common stock	247	368
Repurchase of common stock	—	(487 )
Proceeds from exercise of stock options	—	20
Loss from noncontrolling interest	(357 )	—
Net cash provided by (used in) financing activities	20,944	(7,223 )

Discontinued operations:

Net cash used in operating activities	—	(794 )
Net cash provided by investing activities	—	794
Net cash flows provided by discontinued operations	—	—
Effect of changes in exchange rates on cash and cash equivalents	(74 )	20
Net decrease in cash and cash equivalents	(1,488 )	(1,401 )
Cash and cash equivalents at the beginning of period	4,584	4,823
Cash and cash equivalents at the end of period	\$3,096	\$3,422

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

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## FLOTEK INDUSTRIES, INC.

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF EQUITY

(in thousands)

	Common Stock		Treasury Stock		Additional	Accumulated	Retained	Non-control	Total
	Shares	Par	Shares	Cost	Paid-in	Other	Earnings	Interests	Equity
	Issued	Value			Capital	Comprehensive	(Accumulated		
						Income	Deficit)		
						(Loss)			
Balance, December 31, 2017	60,623	\$ 6	3,621	\$(33,064)	\$336,067	\$ (884 )	\$ (37,225 )	\$ 358	\$265,258
Net loss	—	—	—	—	—	—	(74,967 )	(357 )	(75,324 )
Foreign currency translation adjustment	—	—	—	—	—	(161 )	—	—	(161 )
Stock issued under employee stock purchase plan	—	—	(65 )	—	247	—	—	—	247
Restricted stock granted	1,019	—	—	—	—	—	—	—	—
Restricted stock forfeited	—	—	45	—	—	—	—	—	—
Treasury stock purchased	—	—	6	(24 )	—	—	—	—	(24 )
Stock compensation expense	—	—	—	—	4,304	—	—	—	4,304
Balance, June 30, 2018	61,642	\$ 6	3,607	\$(33,088)	\$340,618	\$ (1,045 )	\$ (112,192 )	\$ 1	\$194,300

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

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FLOTEK INDUSTRIES, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 — Organization and Significant Accounting Policies

Organization and Nature of Operations

Flotek Industries, Inc. (“Flotek” or the “Company”) is a global, diversified, technology-driven company that develops and supplies chemistries and services to the oil and gas industries, and high value compounds to companies that make food and beverages, cleaning products, cosmetics, and other products that are sold in consumer and industrial markets. The Company’s oilfield business includes specialty chemistries and logistics which enable its customers to pursue improved efficiencies and performance in the drilling and completion of their wells. The Company also provides automated bulk material handling, loading facilities, and blending capabilities. The Company processes citrus oil to produce (1) high value compounds used as additives by companies in the flavors and fragrances markets and (2) environmentally friendly chemistries for use in numerous industries around the world, including the oil and gas (“O&G”) industry.

Flotek operates in over 20 domestic and international markets. Customers include major integrated O&G companies, oilfield services companies, independent O&G companies, pressure-pumping service companies, national and state-owned oil companies, and international supply chain management companies. The Company also serves customers who purchase non-energy-related citrus oil and related products, including household and commercial cleaning product companies, fragrance and cosmetic companies, and food manufacturing companies.

Flotek was initially incorporated under the laws of the Province of British Columbia on May 17, 1985. On October 23, 2001, Flotek changed its corporate domicile to the state of Delaware.

Basis of Presentation

The accompanying Unaudited Condensed Consolidated Financial Statements and accompanying footnotes (collectively the “Financial Statements”) reflect all adjustments, in the opinion of management, necessary for fair presentation of the financial condition and results of operations for the periods presented. All such adjustments are normal and recurring in nature. The Financial Statements, including selected notes, have been prepared in accordance with applicable rules and regulations of the Securities and Exchange Commission (“SEC”) regarding interim financial reporting and do not include all information and disclosures required by accounting principles generally accepted in the United States of America (“U.S. GAAP”) for comprehensive financial statement reporting. These interim Financial Statements should be read in conjunction with the audited consolidated financial statements and notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017 (“Annual Report”). A copy of the Annual Report is available on the SEC’s website, [www.sec.gov](http://www.sec.gov), under the Company’s ticker symbol (“FTK”) or on Flotek’s website, [www.flotekind.com](http://www.flotekind.com). The results of operations for the three and six months ended June 30, 2018 are not necessarily indicative of the results to be expected for the year ending December 31, 2018.

During the fourth quarter of 2016, the Company classified the Drilling Technologies and Production Technologies segments as held for sale based on management’s intention to sell these businesses. The Company’s historical financial statements have been revised to present the operating results of the Drilling Technologies and Production Technologies segments as discontinued operations. The results of operations of Drilling Technologies and Production Technologies are presented as “Loss from discontinued operations” in the statement of operations and the related cash flows of these segments have been reclassified to discontinued operations for all periods presented. The assets and liabilities of the Drilling Technologies and Production Technologies segments have been reclassified to “Assets held for sale” and “Liabilities held for sale,” respectively, in the consolidated balance sheets for all periods presented. During 2017, the Company completed the sale or disposal of the assets and transfer or liquidation of liabilities and obligations of each of the Drilling Technologies and Production Technologies segments.

Revenue Recognition

The Company recognizes revenues to depict the transfer of control of promised goods or services to its customers in an amount that reflects the consideration to which it expects to be entitled in exchange for those goods or services. Refer to Note 5 — “Revenue from Contracts with Customers” for further discussion on Revenue.

The Company recognizes revenue based on the Accounting Standards Codification (“ASC”) 606 five-step model when all of the following criteria have been met: (i) a contract with a customer exists, (ii) performance obligations have been identified, (iii) the price to the customer has been determined, (iv) the price to the customer has been allocated to the performance obligations, and (v) performance obligations are satisfied.

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FLOTEK INDUSTRIES, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Products and services are sold with fixed or determinable prices. Certain sales include right of return provisions, which are considered when recognizing revenue and deferred accordingly. Deposits and other funds received in advance of delivery are deferred until the transfer of control is complete.

For certain contracts, the Company recognizes revenue under the percentage-of-completion method of accounting, measured by the percentage of “costs incurred to date” to the “total estimated costs of completion.” This percentage is applied to the “total estimated revenue at completion” to calculate proportionate revenue earned to date. For the three and six months ended June 30, 2018 and 2017, the percentage-of-completion revenue accounted for less than 0.1% of total revenue during the respective time periods. This resulted in immaterial unfulfilled performance obligations and immaterial contract assets and/or liabilities for which the Company did not record adjustments to opening retained earnings as of December 31, 2015 or for any periods previously presented.

As an accounting policy election, the Company excludes from the measurement of the transaction price all taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and collected by the entity from a customer.

Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of revenues.

#### Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and reported amounts of revenue and expenses. Actual results could differ from these estimates.

#### Reclassifications

Certain prior period amounts have been reclassified to conform to the current period presentation. The reclassifications did not impact net loss.

#### Note 2 — Recent Accounting Pronouncements

##### Application of New Accounting Standards

Effective January 1, 2018, the Company adopted the accounting guidance in Accounting Standards Update (“ASU”) No. 2014-09, “Revenue from Contracts with Customers.” This standard supersedes most of the existing revenue recognition requirements in U.S. GAAP under Accounting Standards Codification (“ASC”) 605 and establishes a new revenue standard, ASC 606. This new standard requires entities to recognize revenue at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring goods or services to a customer. The new standard also requires significantly expanded disclosures regarding the qualitative and quantitative information of an entity’s nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The Company adopted ASC 606 using the full retrospective method. The adoption of this standard did not have a material impact on the Company’s consolidated financial statements. Refer to Note 5 — “Revenue from Contracts with Customers” for further information surrounding adoption of this new standard.

Effective January 1, 2018, the Company adopted the accounting guidance in ASU No. 2016-15, “Classification of Certain Cash Receipts and Cash Payments.” This standard addressed eight specific cash flow issues with the objective of reducing the existing diversity in practice. Implementation of this standard did not have a material effect on the consolidated financial statements and related disclosures. The Company applied this standard prospectively, where applicable, as there were no historical transactions affected by this implementation.

Effective January 1, 2018, the Company adopted the accounting guidance in ASU No. 2017-01, “Clarifying the Definition of a Business.” This standard provided additional guidance on whether an integrated set of assets and activities constitutes a business. Implementation of this standard did not have a material effect on the consolidated financial statements and related disclosures. The Company applied this standard prospectively and, therefore, prior periods were not adjusted. In addition, the Company had no activity during the six months ended June 30, 2018 that was required to be treated differently under this ASU than previously issued guidance.



FLOTEK INDUSTRIES, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Effective January 1, 2018, the Company adopted the accounting guidance in ASU No. 2017-09, "Scope of Modification Accounting." This standard provided guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting under Topic 718. Implementation of this standard did not have a material effect on the consolidated financial statements and related disclosures. The Company applied this standard prospectively and, therefore, prior periods presented were not adjusted. There were no changes to the terms or conditions of current share-based payment awards during the six months ended June 30, 2018.

New Accounting Requirements and Disclosures

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-02, "Leases." This standard requires the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous U.S. GAAP. The pronouncement is effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period and should be applied using a modified retrospective transition approach, with early application permitted. The Company intends to adopt the new standard in the first quarter of 2019 and intends to elect the available practical expedients upon adoption. The Company is currently evaluating all potential leases, assessing system readiness, including software procured from third-party providers, and completing an analysis of information necessary to restate prior period consolidated financial statements. The Company anticipates this standard will have a significant impact on the consolidated balance sheets. However, the adoption is not expected to have a significant impact on the consolidated income statements. The Company is continuing to evaluate the impact the pronouncement will have on the related disclosures.

In June 2016, the FASB issued ASU No. 2016-13, "Measurement of Credit Losses on Financial Instruments." This standard replaces the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The pronouncement is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, with early adoption for the fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company is currently evaluating the impact the pronouncement will have on the consolidated financial statements and related disclosures.

In February 2018, the FASB issued ASU No. 2018-02, "Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income." This standard allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the 2017 Tax Cuts and Jobs Act. The pronouncement is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permitted in any interim period. The Company is currently evaluating the impact the pronouncement will have on the consolidated financial statements and related disclosures.

In June 2018, the FASB issued ASU No. 2018-07, "Improvements to Nonemployee Share-Based Payment Accounting." This standard expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. The pronouncement is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted no earlier than an entity's adoption date of Topic 606. The Company is currently evaluating the impact the pronouncement will have on the consolidated financial statements and related disclosures.

Note 3 — Discontinued Operations

During the fourth quarter of 2016, the Company initiated a strategic restructuring of its business to enable a greater focus on its core businesses in energy chemistry and consumer and industrial chemistry. The Company executed a plan to sell or otherwise dispose of the Drilling Technologies and Production Technologies segments. An investment banking advisory services firm was engaged and actively marketed these segments.

Disposal of the Drilling Technologies and Production Technologies reporting segments represented a strategic shift that would have a major effect on the Company's operations and financial results. The Company met all of the criteria to classify the Drilling Technologies and Production Technologies segments' assets and liabilities as held for sale in the fourth quarter of 2016. Effective December 31, 2016, the Company classified the assets, liabilities, and results of operations for these two segments as "Discontinued Operations" for all periods presented.



On May 22, 2017, the Company completed the sale of substantially all of the assets and transfer of certain specified liabilities and obligations of the Company's Drilling Technologies segment to National Oilwell Varco, L.P. ("NOV") for \$17.0 million in cash consideration, subject to normal working capital adjustments, with \$1.5 million held back by NOV for up to 18 months to satisfy potential indemnification claims.

## FLOTEK INDUSTRIES, INC.

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

On May 23, 2017, the Company completed the sale of substantially all of the assets and transfer of certain specified liabilities and obligations of the Company's Production Technologies segment to Raptor Lift Solutions, LLC ("Raptor Lift") for \$2.9 million in cash consideration, with \$0.4 million held back by Raptor Lift to satisfy potential indemnification claims.

On August 16, 2017, the Company completed the sale of substantially all of the remaining assets of the Company's Drilling Technologies segment to Galleon Mining Tools, Inc. for \$1.0 million in cash consideration and a note receivable of \$1.0 million due in one year.

The sale or disposal of the assets and transfer or liquidation of liabilities and obligations of these segments was completed in 2017. The Company has no continuing involvement with the discontinued operations.

The following summarized financial information has been segregated from continuing operations and reported as Discontinued Operations for the three and six months ended June 30, 2017 (in thousands):

	Three months ended June 30, 2017	Six months ended June 30, 2017
<b>Drilling Technologies</b>		
Revenue	\$4,737	\$11,534
Cost of revenue	(2,603 )	(7,259 )
Selling, general and administrative	(2,740 )	(5,771 )
Research and development	(6 )	(6 )
(Loss) gain on disposal of long-lived assets	(12 )	62
Loss from operations	(624 )	(1,440 )
Other expense	(46 )	(117 )
Loss on sales of businesses	(1,365 )	(1,365 )
Loss on write-down of assets held for sale	(272 )	(6,831 )
Loss before income taxes	(2,307 )	(9,753 )
Income tax benefit	158	3,147
Net loss from discontinued operations	\$(2,149)	\$(6,606 )

<b>Production Technologies</b>		
Revenue	\$849	\$4,002
Cost of revenue	(707 )	(3,189 )
Selling, general and administrative	(802 )	(1,675 )
Research and development	(92 )	(363 )
Loss from operations	(752 )	(1,225 )
Other expense	(16 )	(52 )
Gain on sale of businesses	171	171
Loss on write-down of assets held for sale	—	(9,718 )
Loss before income taxes	(597 )	(10,824 )
Income tax benefit	42	3,493
Net loss from discontinued operations	\$(555 )	\$(7,331 )

**Drilling Technologies and Production Technologies**

Loss from discontinued operations, net of tax \$(2,704) \$(13,937)

At December 31, 2017, all remaining assets and liabilities of the discontinued operations were assumed by the Company's continuing operations. These balances included \$0.3 million of net accounts receivable, \$1.4 million of

sales price hold-back that will be received during 2018, and \$1.4 million of accrued liabilities to be settled in 2018.

Note 4 — Assets Held for Sale

During the second quarter of 2018, the Company committed to a plan to divest the revenue generating assets associated with a business line within the Energy Chemistry Technologies segment. The Company has determined that the divestiture of this business

## FLOTEK INDUSTRIES, INC.

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

line does not meet the criteria for discontinued operations presentation, as the commitment to divest this business line does not represent a strategic shift that will have a major effect on its operations and financial results. These assets are available for immediate sale in their present condition, subject to only usual and customary terms, and management expects sales to be completed by the end of 2018. During the three months ended June 30, 2018, a loss on write-down of assets held for sale of \$2.6 million was recorded to state the assets at fair value less costs to sell.

The assets classified as held for sale at June 30, 2018 and December 31, 2017 are as follows (in thousands):

	June 30, December 31,	
	2018	2017
Property and equipment, net	\$4,830	\$ 4,998
Valuation allowance	(2,580 )	—
Assets held for sale, net	\$2,250	\$ 4,998

## Note 5 — Revenue from Contracts with Customers

Effective January 1, 2018, the Company adopted ASC 606 using the full retrospective method applied to those contracts which were not completed as of December 31, 2015. As a result of electing the full retrospective adoption approach, results for reporting periods beginning after December 31, 2015 are presented under ASC 606.

There was no material impact upon the adoption of ASC 606. As revenue is primarily related to product sales accounted for at a point in time and service contracts that are primarily short-term in nature (typically less than 30 days), the Company did not record any adjustments to opening retained earnings at December 31, 2015 or for any periods previously presented.

Revenues are recognized when control of the promised goods or services is transferred to the customer, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. In recognizing revenue for products and services, the Company determines the transaction price of purchase orders or contracts with customers, which may consist of fixed and variable consideration. Determining the transaction price may require significant judgment by management, which includes identifying performance obligations, estimating variable consideration to include in the transaction price, and determining whether promised goods or services can be distinguished in the context of the contract. Variable consideration typically consists of product returns and is estimated based on the amount of consideration the Company expects to receive. Revenue accruals are recorded on an ongoing basis to reflect updated variable consideration information.

For certain contracts, the Company recognizes revenue under the percentage-of-completion method of accounting, measured by the percentage of “costs incurred to date” to the “total estimated costs of completion.” This percentage is applied to the “total estimated revenue at completion” to calculate proportionate revenue earned to date. For the three and six months ended June 30, 2018 and 2017, the percentage-of-completion revenue accounted for less than 0.1% of total revenue during the respective time periods. This resulted in immaterial unfulfilled performance obligations and immaterial contract assets and/or liabilities, for which the Company did not record adjustments to opening retained earnings as of December 31, 2015 or for any periods previously presented.

The vast majority of the Company’s products are sold at a point in time and service contracts are short-term in nature. Sales are billed on a monthly basis with payment terms customarily 30 days from invoice receipt. In addition, sales taxes are excluded from revenues.

## Disaggregation of Revenue

The Company has disaggregated revenues by product sales (point-in-time revenue recognition) and service revenue (over-time revenue recognition), where product sales accounted for over 95% of total revenue for the three and six months ended June 30, 2018 and 2017.

## FLOTEK INDUSTRIES, INC.

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The Company differentiates revenue and cost of revenue (excluding depreciation and amortization) based on whether the source of revenue is attributable to products or services. Revenue and cost of revenue (excluding depreciation and amortization) disaggregated by revenue source are as follows (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Revenue:				
Products	\$57,630	\$83,835	\$116,881	\$162,350
Services	1,456	1,342	2,721	2,781
	\$59,086	\$85,177	\$119,602	\$165,131
Cost of revenue (excluding depreciation and amortization):				
Products	\$45,511	\$57,052	\$90,028	\$107,741
Services	1,227	1,522	2,411	2,458
	\$46,738	\$58,574	\$92,439	\$110,199

#### Arrangements with Multiple Performance Obligations

The Company's contracts with customers may include multiple performance obligations. For such arrangements, the total transaction price is allocated to each performance obligation in an amount based on the estimated relative standalone selling prices of the promised goods or services underlying each performance obligation. Standalone selling prices are generally determined based on the prices charged to customers ("observable standalone price") or an expected cost plus a margin approach. For combined products and services within a contract, the Company accounts for individual products and services separately if they are distinct (i.e. if a product or service is separately identifiable from other items in the contract and if a customer can benefit from it on its own or with other resources that are readily available to the customer). The consideration is allocated between separate products and services within a contract based on the prices at the observable standalone price. For items that are not sold separately, the expected cost plus a margin approach is used to estimate the standalone selling price of each performance obligation.

#### Contract Balances

Under revenue contracts for both products and services, customers are invoiced once the performance obligations have been satisfied, at which point payment is unconditional. Accordingly, no revenue contracts give rise to contract assets or liabilities under ASC 606.

#### Practical Expedients and Exemptions

The Company has elected to apply several practical expedients as discussed below:

• Sales commissions are expensed when incurred because the amortization period would have been one year or less.

• These costs are recorded within segment selling and administrative expenses.

• The majority of the Company's services are short-term in nature with a contract term of one year or less. For those contracts, the Company has utilized the practical expedient in ASC 606-10-50-14, exempting the Company from disclosure of the transaction price allocated to remaining performance obligations if the performance obligation is part of a contract that has an original expected duration of one year or less.

• The Company's payment terms are short-term in nature with settlements of one year or less. The Company has utilized the practical expedient in ASC 606-10-32-18, exempting the Company from adjusting the promised amount of consideration for the effects of a significant financing component given that the period between when the Company transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

• In most service contracts, the Company has the right to consideration from a customer in an amount that corresponds directly with the value to the customer of the Company's performance completed to date. For these contracts, the Company has utilized the practical expedient in ASC 606-10-55-18, allowing the Company to recognize revenue in the amount to which it has a right to invoice.

Accordingly, the Company does not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which the Company recognizes revenue at the amount to which it has the right to invoice for services performed.

## FLOTEK INDUSTRIES, INC.

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## Note 6 — Supplemental Cash Flow Information

Supplemental cash flow information is as follows (in thousands):

	Six months ended June 30, 2018 2017	
Supplemental non-cash investing and financing activities:		
Value of common stock issued in payment of accrued liability	\$—	\$188
Exercise of stock options by common stock surrender	—	5,814
Supplemental cash payment information:		
Interest paid	\$983	\$1,069
Income taxes paid, net of refunds (received, net of payments)	327	(9,489)

## Note 7 — Inventories

Inventories are as follows (in thousands):

	June 30, 2018	December 31, 2017
Raw materials	\$42,716	\$ 42,750
Work-in-process	3,380	3,284
Finished goods	46,690	30,293
Inventories	92,786	76,327
Less reserve for excess and obsolete inventory	(1,942 )	(568 )
Inventories, net	\$90,844	\$ 75,759

## Note 8 — Property and Equipment

Property and equipment are as follows (in thousands):

	June 30, 2018	December 31, 2017
Land	\$6,639	\$ 6,104
Buildings and leasehold improvements	41,899	42,064
Machinery and equipment	40,638	38,913
Fixed assets in progress	3,235	4,297
Furniture and fixtures	1,709	1,994
Transportation equipment	2,177	1,877
Computer equipment and software	12,125	12,165
Property and equipment	108,422	107,414
Less accumulated depreciation	(42,279 )	(38,579 )
Property and equipment, net	\$66,143	\$ 68,835

Depreciation expense totaled \$2.4 million and \$2.3 million for the three months ended June 30, 2018 and 2017, respectively, and \$4.7 million and \$4.7 million for the six months ended June 30, 2018 and 2017, respectively.

During the three months ended June 30, 2018, the Company committed to a plan to divest certain revenue generating assets which have been classified as held for sale for both periods presented (see Note 4). During the three and six months ended June 30, 2018 and 2017, no impairments were recognized related to property and equipment.

## FLOTEK INDUSTRIES, INC.

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## Note 9 — Goodwill

Changes in the carrying value of goodwill for each reporting unit are as follows (in thousands):

	Energy Chemistry Technologies	Consumer and Industrial Chemistry Technologies	Total
Balance at December 31, 2017	\$ 37,180	\$ 19,480	\$56,660
Goodwill impairment recognized (37,180 )	—	—	(37,180 )
Balance at June 30, 2018	\$ —	\$ 19,480	\$19,480

The Company has two reporting units, Energy Chemistry Technologies and Consumer and Industrial Chemistry Technologies, which had existing goodwill balances at December 31, 2017.

During the second quarter of 2018, the Company recognized a goodwill impairment charge of \$37.2 million in the Energy Chemistry Technologies (“ECT”) reporting unit, which resulted from sustained under-performance and lower expectations related to the reporting unit. As a result of these factors, a qualitative analysis, and additional risks associated with the business, the Company concluded that sufficient indicators existed to require an interim quantitative assessment of goodwill for that reporting unit as of June 30, 2018. The fair value of the reporting unit was estimated based on an analysis of the present value of future discounted cash flows. The significant estimates used in the discounted cash flows model included the Company’s weighted average cost of capital, projected cash flows and the long-term rate of growth. The assumptions were based on the actual historical performance of the reporting unit and took into account a recent weakening of operating results in an improving market environment. The excess of the reporting unit’s carrying value over the estimated fair value was recorded as the goodwill impairment charge in the current period and represented all of the ECT reporting unit’s goodwill.

No impairments of goodwill were recognized in the Consumer and Industrial Chemistry Technologies reporting unit during the three and six months ended June 30, 2018.

During the three and six months ended June 30, 2017, no impairments of goodwill were recognized.

## Note 10 — Other Intangible Assets

Other intangible assets are as follows (in thousands):

	June 30, 2018		December 31, 2017	
	Cost	Accumulated Amortization	Cost	Accumulated Amortization
Finite-lived intangible assets:				
Patents and technology	\$17,539	\$ 6,119	\$17,310	\$ 5,586
Customer lists	30,877	8,891	30,877	8,127
Trademarks and brand names	1,539	1,141	1,549	1,117
Total finite-lived intangible assets acquired	49,955	16,151	49,736	14,830
Deferred financing costs	1,882	291	1,791	96
Total amortizable intangible assets	51,837	\$ 16,442	51,527	\$ 14,926
Indefinite-lived intangible assets:				
Trademarks and brand names	11,630		11,630	
Total other intangible assets	\$63,467		\$63,157	

## Carrying value:

Other intangible assets, net	\$47,025	\$48,231
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Finite-lived intangible assets acquired are amortized on a straight-line basis over two to 20 years. Amortization of finite-lived intangible assets acquired totaled \$0.7 million and \$0.7 million for the three months ended June 30, 2018 and 2017, respectively, and \$1.3 million and \$1.4 million for the six months ended June 30, 2018 and 2017, respectively.



Amortization of deferred financing costs totaled \$0.1 million and \$0.1 million for the three months ended June 30, 2018 and 2017, respectively, and \$0.2 million and \$0.3 million for the six months ended June 30, 2018 and 2017, respectively.

## FLOTEK INDUSTRIES, INC.

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## Note 11 — Long-Term Debt and Credit Facility

Long-term debt is as follows (in thousands):

	June 30,	December 31,
	2018	2017

Long-term debt, classified as current:

Borrowings under revolving credit facility	\$49,126	\$ 27,950
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Borrowing under the revolving credit agreement is classified as current debt as a result of the required lockbox arrangement and the subjective acceleration clause.

#### Credit Facility

On May 10, 2013, the Company and certain of its subsidiaries (the “Borrowers”) entered into an Amended and Restated Revolving Credit, Term Loan and Security Agreement (as amended, the “Credit Facility”) with PNC Bank, National Association (“PNC Bank”). The Company may borrow under the Credit Facility for working capital, permitted acquisitions, capital expenditures and other corporate purposes. The Credit Facility continues in effect until May 10, 2022. Under terms of the Credit Facility, the Company has total borrowing availability of \$75 million under a revolving credit facility. A term loan was repaid in May 2017 and may not be re-borrowed.

The Credit Facility is secured by substantially all of the Company’s domestic real and personal property, including accounts receivable, inventory, land, buildings, equipment and other intangible assets. The Credit Facility contains customary representations, warranties, and both affirmative and negative covenants. The Company was in compliance with all debt covenants at June 30, 2018. In the event of default, PNC Bank may accelerate the maturity date of any outstanding amounts borrowed under the Credit Facility.

Effective June 13, 2018, the Company entered into an Eleventh Amendment to the Credit Facility which, among other things, maintains the maximum revolving advance amount at \$75 million, but adds a collateral block equal to \$10 million minus the amount of any collateral value in excess of \$75 million and, to the extent not duplicated, any inventory collateral in excess of \$52 million. Compliance with the fixed charge coverage ratio and the leverage ratio is suspended through December 31, 2018, as long as there is not a financial covenant trigger event, which occurs if undrawn availability is less than \$15 million at any month-end through December 31, 2018. At June 30, 2018, undrawn availability for this calculation was \$25.5 million.

The Credit Facility contains financial covenants to maintain a fixed charge coverage ratio and a leverage ratio, as well as establishes an annual limit on capital expenditures. The fixed charge coverage ratio is the ratio of (a) earnings before interest, taxes, depreciation, and amortization (“EBITDA”), adjusted for non-cash stock-based compensation, during the period to (b) all debt payments during the period. The fixed charge coverage ratio requirement begins for the quarter ended March 31, 2019 at 1.10 to 1.00, and for each annualized fiscal quarter in 2019 and thereafter. The leverage ratio (funded debt to adjusted EBITDA) requirement begins for the quarter ended March 31, 2019, at not greater than 3.00 to 1.00, and for each annualized fiscal quarter in 2019 and thereafter. These financial covenants will be tested earlier if a financial covenant trigger event occurs. Following a triggering event, the fixed charge coverage ratio must be maintained at no less than 1.10 to 1.00 and the leverage ratio must be maintained at no greater than 3.00 to 1.00 as of the last day of the quarter. The annual limit on capital expenditures for 2018 and each fiscal year thereafter is \$26 million. The annual limit on capital expenditures is reduced if the undrawn availability under the revolving credit facility falls below \$15 million at any month-end.

The Credit Facility restricts the payment of cash dividends on common stock and limits the amount that may be used to repurchase common stock and preferred stock.

Beginning with fiscal year 2017, the Credit Facility includes a provision that 25% of EBITDA minus cash paid for taxes, dividends, debt payments, and unfunded capital expenditures, not to exceed \$3.0 million for any fiscal year, be paid on the outstanding balance within 75 days of the fiscal year end. For the year ended December 31, 2017, there was no additional payment required based on this provision.

Each of the Company’s domestic subsidiaries is fully obligated for Credit Facility indebtedness as a borrower or as a guarantor.

(a) Revolving Credit Facility

Under the revolving credit facility, the Company may borrow up to \$75 million through May 10, 2022. This includes a sublimit of \$10 million that may be used for letters of credit. The revolving credit facility is secured by substantially all of the Company's domestic accounts receivable and inventory.

## FLOTEK INDUSTRIES, INC.

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

At June 30, 2018, eligible accounts receivable and inventory securing the revolving credit facility provided total borrowing capacity of \$66.1 million under the revolving credit facility. Available borrowing capacity, net of outstanding borrowings, was \$17.0 million at June 30, 2018.

The interest rate on advances under the revolving credit facility varies based on the fixed charge coverage ratio. Rates range (a) between PNC Bank's base lending rate plus 1.5% to 2.0% or (b) between the London Interbank Offered Rate (LIBOR) plus 2.5% to 3.0%. PNC Bank's base lending rate was 5.00% at June 30, 2018. The Company is required to pay a monthly facility fee of 0.25% per annum, on any unused amount under the commitment based on daily averages. At June 30, 2018, \$49.1 million was outstanding under the revolving credit facility, with \$3.1 million borrowed as base rate loans at an interest rate of 6.50% and \$46.0 million borrowed as LIBOR loans at an interest rate of 4.60%.

## (b) Term Loan

The amount borrowed under the term loan was reset to \$10 million effective as of September 30, 2016. Monthly principal payments of \$0.2 million were required. On May 22, 2017, the Company repaid the outstanding balance of the term loan. No additional amount may be re-borrowed under the term loan.

## Note 12 — Earnings (Loss) Per Share

Basic earnings (loss) per common share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per common share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding combined with dilutive common share equivalents outstanding, if the effect is dilutive.

Potentially dilutive securities were excluded from the calculation of diluted loss per share for the three and six months ended June 30, 2018 and 2017, since including them would have an anti-dilutive effect on loss per share due to the net loss incurred during the periods. Securities convertible into shares of common stock that were not considered in the diluted loss per share calculations were 0.9 million restricted stock units for the three and six months ended June 30, 2018, and 0.7 million stock options and 1.2 million restricted stock units for the three and six months ended June 30, 2017.

A reconciliation of the number of shares used for the basic and diluted earnings (loss) per common share computations is as follows (in thousands):

	Three months ended June 30, 2018		Six months ended June 30, 2017	
Weighted average common shares outstanding - Basic	57,869	57,854	57,566	57,764
Assumed conversions:				
Incremental common shares from stock options	—	—	—	—
Incremental common shares from restricted stock units	—	—	—	—
Weighted average common shares outstanding - Diluted	57,869	57,854	57,566	57,764

## Note 13 — Fair Value Measurements

Fair value is defined as the amount that would be received for selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company categorizes financial assets and liabilities into the three levels of the fair value hierarchy. The hierarchy prioritizes the inputs to valuation techniques used to measure fair value and bases categorization within the hierarchy on the lowest level of input that is available and significant to the fair value measurement.

Level 1 — Quoted prices in active markets for identical assets or liabilities;

Level 2 — Observable inputs other than Level 1, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3 — Significant unobservable inputs that are supported by little or no market activity or that are based on the reporting entity's assumptions about the inputs.

Fair Value of Other Financial Instruments

The carrying amounts of certain financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses, approximate fair value due to the short-term nature of these accounts. The Company had no cash equivalents at June 30, 2018 or December 31, 2017.

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## FLOTEK INDUSTRIES, INC.

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The carrying amount and estimated fair value of the Company's long-term debt are as follows (in thousands):

	June 30, 2018		December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Borrowings under revolving credit facility	49,126	49,126	27,950	27,950

The carrying amount of borrowings under the revolving credit facility approximates its fair value because the interest rates are variable.

## Assets Measured at Fair Value on a Nonrecurring Basis

The Company's non-financial assets, including property and equipment, goodwill, and other intangible assets are measured at fair value on a non-recurring basis and are subject to fair value adjustment in certain circumstances. During the three months ended June 30, 2018, the Company recorded an impairment of \$37.2 million for goodwill in the Energy Chemistry Technologies reporting unit (see Note 9). No impairments of goodwill were recognized during the three and six months ended June 30, 2017. No impairments of property and equipment or other intangible assets were recognized during the three and six months ended June 30, 2018 and 2017.

## Note 14 — Income Taxes

A reconciliation of the U.S. federal statutory tax rate to the Company's effective income tax rate is as follows:

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
U.S. federal statutory tax rate	(21.0)%	(35.0)%	(21.0)%	(35.0)%
State income taxes, net of federal benefit	6.0	(4.8 )	0.5	(3.8 )
Non-U.S. income taxed at different rates	(15.3)	(0.1 )	(0.4 )	0.1
Reduction in tax benefit related to stock-based awards	33.5	13.4	1.4	10.7
Non-deductible expenses	18.3	(1.5 )	10.4	(1.2 )
Research and development credit	(20.2)	2.6	(0.8 )	2.0
Valuation allowance	43.9	0.1	36.4	0.1
Other	0.2	(3.0 )	0.2	(1.9 )
Effective income tax rate	45.4 %	(28.3)%	26.7 %	(29.0)%

Fluctuations in effective tax rates have historically been impacted by permanent tax differences with no associated income tax impact, changes in state apportionment factors, including the effect on state deferred tax assets and liabilities, and non-U.S. income taxed at different rates.

Net deferred tax assets arise due to the recognition of income and expense items for tax purposes, which differ from those used for financial statement purposes. ASC 740, Income Taxes, provides for the recognition of deferred tax assets if realization of such assets is more likely than not. In assessing the need for a valuation allowance in the second quarter of 2018, the Company considered all available objective and verifiable evidence, both positive and negative, including historical levels of pre-tax income (loss) both on a consolidated basis and tax reporting entity basis, legislative developments, and expectations and risks associated with estimates of future pre-tax income. As a result of this analysis, the Company determined that it is more likely than not that it will not realize the benefits of certain deferred tax assets and, therefore, has recorded a valuation allowance against the carrying value of net deferred tax assets, except for deferred tax liabilities related to non-amortizable intangible assets and certain state jurisdictions. Comprehensive tax reform legislation enacted in December 2017, commonly referred to as the Tax Cuts and Jobs Acts ("2017 Tax Act"), made significant changes to U.S. federal income tax laws. The 2017 Tax Act, among other things, reduced the corporate income tax rate from 35% to 21%, partially limited the deductibility of business interest expense and net operating losses, provided additional limitations on the deductibility of executive compensation, imposed a one-time tax on unrepatriated earnings from certain foreign subsidiaries, taxed offshore earnings at reduced

rates regardless of whether they are repatriated, and allowed the immediate deduction of certain new investments instead of deductions for depreciation expense over time. The Company has not completed its determination of the impacts of the 2017 Tax Act and recorded provisional amounts in its financial statements as of December 31, 2017. The Company has continued to evaluate the 2017 Tax Act and will adjust the provisional amounts as additional information is obtained. The ultimate impact of the 2017 Tax Act may differ from the provisional amounts recorded due to additional

FLOTEK INDUSTRIES, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

information becoming available, changes in interpretation of the 2017 Tax Act, and additional regulatory guidance that may be issued. No adjustments to the provisional amounts were recorded during the three and six months ended June 30, 2018.

In January 2017, the Internal Revenue Service notified the Company that it will examine the Company's federal tax returns for the year ended December 31, 2014. No adjustments have been asserted, and management believes that sustained adjustments, if any, would not have a material effect on the Company's financial position, results of operations, or liquidity.

Note 15 — Common Stock

The Company's Certificate of Incorporation, as amended November 9, 2009, authorizes the Company to issue up to 80 million shares of common stock, par value \$0.0001 per share, and 100,000 shares of one or more series of preferred stock, par value \$0.0001 per share.

A reconciliation of changes in common shares issued during the six months ended June 30, 2018 is as follows:

Shares issued at December 31, 2017	60,622,986
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Issued as restricted stock award grants	1,018,539
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Shares issued at June 30, 2018	61,641,525
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Stock Repurchase Program

In November 2012, the Company's Board of Directors authorized the repurchase of up to \$25 million of the Company's common stock. Repurchases may be made in the open market or through privately negotiated transactions. Through June 30, 2018, the Company has repurchased all \$25.0 million of its common stock under this authorization.

In June 2015, the Company's Board of Directors authorized the repurchase of up to an additional \$50 million of the Company's common stock. Repurchases may be made in the open market or through privately negotiated transactions. Through June 30, 2018, the Company has repurchased \$0.3 million of its common stock under this authorization.

During the three and six months ended June 30, 2018, the Company did not repurchase any shares of its outstanding common stock. During the three and six months ended June 30, 2017, the Company repurchased 50,000 shares of its outstanding common stock on the open market at a cost of \$0.5 million, inclusive of transaction costs, or an average price of \$9.76 per share.

At June 30, 2018, the Company has \$49.7 million remaining under its share repurchase programs. A covenant under the Company's Credit Facility limits the amount that may be used to repurchase the Company's common stock. At June 30, 2018, this covenant does not permit additional share repurchases.

Note 16 — Business Segment, Geographic and Major Customer Information

Segment Information

Operating segments are defined as components of an enterprise for which separate financial information is available that is regularly evaluated by chief operating decision-makers in deciding how to allocate resources and assess performance. The operations of the Company are categorized into two reportable segments: Energy Chemistry Technologies and Consumer and Industrial Chemistry Technologies.

Energy Chemistry Technologies designs, develops, manufactures, packages, and markets specialty chemistries used in oil and natural gas well drilling, cementing, completion, and stimulation. In addition, the Company's chemistries are used in specialized enhanced and improved oil recovery markets. Activities in this segment also include construction and management of automated material handling facilities and management of loading facilities and blending operations for oilfield services companies.

Consumer and Industrial Chemistry Technologies designs, develops, and manufactures products that are sold to companies in the flavor and fragrance industry and the specialty chemical industry. These technologies are used by beverage and food companies, fragrance companies, and companies providing household and industrial cleaning products.

The Company evaluates performance based upon a variety of criteria. The primary financial measure is segment operating income. Various functions, including certain sales and marketing activities and general and administrative activities, are provided centrally by the corporate office. Costs associated with corporate office functions, other



corporate income and expense items, and income taxes are not allocated to reportable segments.

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## FLOTEK INDUSTRIES, INC.

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Summarized financial information of the reportable segments is as follows (in thousands):

For the three months ended June 30,	Energy Chemistry Technologies	Consumer and Industrial Chemistry Technologies	Corporate and Other	Total
2018				
Net revenue from external customers	\$ 39,546	\$ 19,540	\$ —	\$59,086
Income (loss) from operations	(37,929 )	640	(9,212)	(46,501 )
Depreciation and amortization	1,797	682	546	3,025
Capital expenditures	1,167	187	87	1,441

2017				
Net revenue from external customers	\$ 65,875	\$ 19,302	\$ —	\$85,177
Income (loss) from operations	9,299	1,216	(11,767)	(1,252 )
Depreciation and amortization	1,795	583	613	2,991
Capital expenditures	1,956	397	278	2,631

For the six months ended June 30,	Energy Chemistry Technologies	Consumer and Industrial Chemistry Technologies	Corporate and Other	Total
2018				
Net revenue from external customers	\$ 80,615	\$ 38,987	\$ —	\$119,602
Income (loss) from operations	(38,095 )	3,078	(18,269)	(53,286 )
Depreciation and amortization	3,566	1,351	1,110	6,027
Capital expenditures	2,178	596	453	3,227

2017				
Net revenue from external customers	\$ 126,640	\$ 38,491	\$ —	\$165,131
Income (loss) from operations	17,848	4,921	(24,643)	(1,874 )
Depreciation and amortization	3,644	1,162	1,217	6,023
Capital expenditures	2,470	897	1,141	4,508

Assets of the Company by reportable segments are as follows (in thousands):

	June 30, 2018	December 31, 2017
Energy Chemistry Technologies	\$130,673	\$ 172,799
Consumer and Industrial Chemistry Technologies	133,543	116,600
Corporate and Other	14,577	35,491
Total segments	278,793	324,890
Held for sale	2,250	4,998
Total assets	\$281,043	\$ 329,888

## Geographic Information

Revenue by country is based on the location where services are provided and products are used. No individual country other than the United States ("U.S.") accounted for more than 10% of revenue. Revenue by geographic location is as follows (in thousands):

Three months ended June 30,		Six months ended June 30,	
2018	2017	2018	2017

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U.S.	\$46,602	\$71,836	\$92,646	\$136,485
Other countries	12,484	13,341	26,956	28,646
Total	\$59,086	\$85,177	\$119,602	\$165,131

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## FLOTEK INDUSTRIES, INC.

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Long-lived assets held in countries other than the U.S. are not considered material to the consolidated financial statements.

## Major Customers

Revenue from major customers, as a percentage of consolidated revenue, is as follows:

	Three months ended June 30, 2018	2017	Six months ended June 30, 2018	2017
Customer A *	13.3 %	*	12.7 %	*
Customer B *	10.1 %	*	*	*
Customer C	12.2 %	*	*	*

\* This customer did not account for more than 10% of revenue.

Over 95% of the revenue from these customers was for sales in the Energy Chemistry Technologies segment.

## Note 17 — Commitments and Contingencies

## Class Action Litigation

On March 30, 2017, the U.S. District Court for the Southern District of Texas granted the Company's motion to dismiss the four consolidated putative securities class action lawsuits that were filed in November 2015, against the Company and certain of its officers. The lawsuits were previously consolidated into a single case, and a consolidated amended complaint had been filed. The consolidated amended complaint asserted that the Company made false and/or misleading statements, as well as failed to disclose material adverse facts about the Company's business, operations, and prospects. The complaint sought an award of damages in an unspecified amount on behalf of a putative class consisting of persons who purchased the Company's common stock between October 23, 2014 and November 9, 2015, inclusive. The lead plaintiff has appealed the District Court's decision granting the motion to dismiss.

In January 2016, three derivative lawsuits were filed, two in the District Court of Harris County, Texas (which have since been consolidated into one case) and one in the United States District Court for the Southern District of Texas, on behalf of the Company against certain of its officers and its current directors. The lawsuits allege violations of law, breaches of fiduciary duty, and unjust enrichment against the defendants.

The Company believes the lawsuits are without merit and intends to vigorously defend against all claims asserted. Discovery has not yet commenced. At this time, the Company is unable to reasonably estimate the outcome of this litigation.

In addition, as previously disclosed, the U.S. Securities and Exchange Commission had opened an inquiry related to similar issues to those raised in the above-described litigation. On August 21, 2017, the Company received a letter from the staff of the SEC stating that the inquiry has been concluded and that the staff does not intend to recommend an enforcement action against the Company.

## Other Litigation

The Company is subject to routine litigation and other claims that arise in the normal course of business. Management is not aware of any pending or threatened lawsuits or proceedings that are expected to have a material effect on the Company's financial position, results of operations or liquidity.

## Concentrations and Credit Risk

The majority of the Company's revenue is derived from the oil and gas industry. Customers include major oilfield services companies, major integrated oil and natural gas companies, independent oil and natural gas companies, pressure pumping service companies, and state-owned national oil companies. This concentration of customers in one industry increases credit and business risks.

The Company is subject to concentrations of credit risk within trade accounts receivable, as the Company does not generally require collateral as support for trade receivables. In addition, the majority of the Company's cash is maintained at a major financial institution and balances often exceed insurable amounts.



## Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations Forward-Looking Statements

This Quarterly Report on Form 10-Q (“Quarterly Report”), and in particular, Part I, Item 2 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains “forward-looking statements” within the meaning of the safe harbor provisions, 15 U.S.C. § 78u-5, of the Private Securities Litigation Reform Act of 1995 (“Reform Act”). Forward-looking statements are not historical facts, but instead represent Flotek Industries, Inc.’s (“Flotek” or “Company”) current assumptions and beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside the Company’s control. Such statements include estimates, projections, and statements related to the Company’s business plan, objectives, expected operating results, and assumptions upon which those statements are based. The forward-looking statements contained in this Quarterly Report are based on information available as of the date of this Quarterly Report.

The forward-looking statements relate to future industry trends and economic conditions, forecast performance or results of current and future initiatives and the outcome of contingencies and other uncertainties that may have a significant impact on the Company’s business, future operating results and liquidity. These forward-looking statements generally are identified by words including, but not limited to, “anticipate,” “believe,” “estimate,” “continue,” “intend,” “expect,” “plan,” “forecast,” “project,” and similar expressions, or future-tense or conditional constructions such as “will,” “may,” “should,” “could,” etc. The Company cautions that these statements are merely predictions and are not to be considered guarantees of future performance. Forward-looking statements are based upon current expectations and assumptions that are subject to risks and uncertainties that can cause actual results to differ materially from those projected, anticipated, or implied.

A detailed discussion of potential risks and uncertainties that could cause actual results and events to differ materially from forward-looking statements is included in Part I, Item 1A — “Risk Factors” of the Annual Report on Form 10-K for the year ended December 31, 2017 (“Annual Report”) and periodically in subsequent reports filed with the Securities and Exchange Commission (“SEC”). The Company has no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events, except as required by law.

Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) should be read in conjunction with the unaudited condensed consolidated financial statements and the related notes thereto of this Quarterly Report, as well as the Annual Report. Phrases such as “Company,” “we,” “our,” and “us” refer to Flotek Industries, Inc. and its subsidiaries.

### Basis of Presentation

During the fourth quarter of 2016, the Company classified the Drilling Technologies and Production Technologies segments as held for sale based on management’s intention to sell these businesses. The Company’s historical financial statements have been revised to present the operating results of the Drilling Technologies and Production Technologies segments as discontinued operations. The results of operations of Drilling Technologies and Production Technologies are presented as “Loss from discontinued operations” in the statement of operations and the related cash flows of these segments has been reclassified to discontinued operations for all periods presented. The assets and liabilities of the Drilling Technologies and Production Technologies segments have been reclassified to “Assets held for sale” and “Liabilities held for sale,” respectively, in the consolidated balance sheets for all periods presented. During 2017, the Company completed the sale or disposal of the assets and transfer or liquidation of liabilities and obligations of these segments.

### Executive Summary

Flotek is a global, diversified, technology-driven company that develops and supplies chemistries and services to the oil and gas industries, and high value compounds to companies that make food and beverages, cleaning products, cosmetics, and other products that are sold in consumer and industrial markets. Flotek operates in over 20 domestic and international markets.

The Company’s oilfield business includes specialty chemistries and logistics. Flotek’s technologies enable its customers to pursue improved efficiencies in the drilling and completion of their wells. Customers include major integrated oil and gas (“O&G”) companies, oilfield services companies, independent O&G companies, pressure-pumping service

companies, national and state-owned oil companies, and international supply chain management companies. The Company also produces non-energy-related citrus oil and related products including (1) high value compounds used as additives by companies in the flavors and fragrances markets and (2) environmentally friendly chemistries for use in numerous industries around the world, including the O&G industry. The Company sources citrus oil domestically and internationally and is one of the largest processors of citrus oil in the world. Additionally, the Company also provides automated bulk material handling, loading facilities, and blending capabilities.

#### Continuing Operations

The operations of the Company are categorized into two reportable segments: Energy Chemistry Technologies (“ECT”) and Consumer and Industrial Chemistry Technologies (“CICT”).

Energy Chemistry Technologies designs, develops, manufactures, packages, and markets specialty chemistries used in O&G well drilling, cementing, completion, and stimulation. These technologies developed by Flotek’s Research and Innovation team enable customers to pursue improved efficiencies in the drilling and completion of wells.

Consumer and Industrial Chemistry Technologies designs, develops, and manufactures products that are sold to companies in the flavor and fragrance industries and specialty chemical industry. These technologies are used by beverage and food companies, fragrance companies, and companies providing household and industrial cleaning products.

#### Discontinued Operations

The Drilling Technologies and Production Technologies segments are classified as discontinued operations.

Drilling Technologies assembles, rents, sells, inspects, and markets downhole drilling equipment used in energy, mining, and industrial drilling activities.

Production Technologies assembles and markets production-related equipment, including pumping system components, electric submersible pumps (“ESP”), gas separators, valves, and services that support natural gas and oil production activities.

#### Market Conditions

The Company’s success is sensitive to a number of factors, which include, but are not limited to, drilling and well completion activity, customer demand for its advanced technology products, market prices for raw materials, and governmental actions.

Drilling and well completion activity levels are influenced by a number of factors, including the number of rigs in operation and the geographical areas of rig activity. Additional factors that influence the level of drilling and well completion activity include:

- Historical, current, and anticipated future O&G prices,
- Federal, state, and local governmental actions that may encourage or discourage drilling activity,
- Customers’ strategies relative to capital funds allocations,
- Weather conditions, and
- Technological changes to drilling and completion methods and economics.

Historical North American drilling activity is reflected in “TABLE A” on the following page.

Customers’ demand for advanced technology products and services provided by the Company are dependent on their recognition of the value of:

- Chemistries that improve the economics of their O&G operations,
- Chemistries that meet the need of consumer product markets, and
- Chemistries that are economically viable, socially responsible, and ecologically sound.

Market prices for commodities, including citrus oils and guar, can be influenced by:

- Historical, current, and anticipated future production levels of the global citrus (primarily orange) and guar crops,
- Weather related risks,
- Health and condition of citrus trees and guar plants (e.g., disease and pests), and
- International competition and pricing pressures resulting from natural and artificial pricing influences.

Governmental actions may restrict the future use of hazardous chemicals, including, but not limited to, the following industrial applications:

- O&G drilling and completion operations,
- O&G production operations, and
- Non-O&G industrial solvents.



TABLE A	Three months ended June 30,			Six months ended June 30,		
	2018	2017	% Change	2018	2017	% Change
Average North American Active Drilling Rigs						
U.S.	1,039	895	16.1	% 1,003	819	22.5 %
Canada	108	117	(7.7	)% 188	206	(8.7 %) %
Total	1,147	1,012	13.3	% 1,191	1,025	16.2 %
Average U.S. Active Drilling Rigs by Type						
Vertical	58	77	(24.7	)% 61	73	(16.4 %) %
Horizontal	914	751	21.7	% 874	681	28.3 %
Directional	67	67	—	% 68	65	4.6 %
Total	1,039	895	16.1	% 1,003	819	22.5 %
Average North American Drilling Rigs by Product						
Oil	899	771	16.6	% 929	763	21.8 %
Natural Gas	248	241	2.9	% 262	262	— %
Total	1,147	1,012	13.3	% 1,191	1,025	16.2 %

Source: Rig counts are per Baker Hughes, Inc. ([www.bakerhughes.com](http://www.bakerhughes.com)). Rig counts are the averages of the weekly rig count activity.

Completions are per the U.S. Energy Information Administration (<https://www.eia.gov/petroleum/drilling/>) as of July 16, 2018.

Average U.S. rig activity increased by 16.1% and 22.5% for the three and six months ended June 30, 2018, when compared to the same periods of 2017, and sequentially, increased by 7.6% when compared to the first quarter of 2018.

According to data collected by the U.S. Energy Information Administration (“EIA”) as reported on July 16, 2018, completions in the seven most prolific areas in the lower 48 states increased 29.7% and 31.8% for the three and six months ended June 30, 2018, when compared to the same periods of 2017. Sequentially, completions increased 17.0% when compared to the first quarter of 2018.

#### Company Outlook

After a continuous decline in U.S. drilling rig activity beginning in mid-2014, the market began to gradually recover in the second quarter of 2016. Although the oil and gas markets have improved, the level of drilling and completion activity remains lower than previous levels experienced before the downturn in 2014. Assuming the price for crude oil remains relatively stable and regulatory impediments are limited, the Company expects U.S. oilfield activity to remain stable.

During the second quarter of 2018, the Company continued to promote the efficacy of its Complex nano-Fluid® (“CnF®”) chemistries and its Prescriptive Chemistry Management® (“PCM®”) offering. Although quarter to quarter performance may vary, the Company expects to continue to penetrate the market over time by demonstrating the efficacy of its CnF® chemistries and full fluid chemistry treatment via PCM® through comparative analysis of wells with and without Flotek chemistries and field validation results conducted by exploration and production (“E&P”) companies. Flotek is experiencing a notable shift in purchasing behaviors in which E&P companies are focusing more on sourcing consumables, including chemistry, directly from manufacturers and providers of these products. This trend has created significant changes in Flotek’s customer base, product portfolio, and sales efforts and continues to influence changes in capital allocation and the business model. While these challenges are expected to persist in the near-term, the Company believes it can grow its client base and revenue opportunities over time.

The Company continues t