

TELEDYNE TECHNOLOGIES INC  
Form 10-Q  
May 01, 2015  
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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

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

For the quarterly period ended March 29, 2015

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 1-15295

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TELEDYNE TECHNOLOGIES INCORPORATED  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

25-1843385  
(I.R.S. Employer  
Identification Number)

1049 Camino Dos Rios  
Thousand Oaks, California  
(Address of principal executive offices)  
(805) 373-4545

91360-2362  
(Zip Code)

(Registrant’s telephone number, including area code)

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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 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, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

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

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

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

|   |                               |
|---|-------------------------------|
| Class                                   | Outstanding at April 28, 2015 |
| Common Stock, \$.01 par value per share | 35,335,689 shares             |



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## PART I FINANCIAL INFORMATION

## Item 1. Financial Statements

TELEDYNE TECHNOLOGIES INCORPORATED AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
 FOR THE THREE MONTHS ENDED MARCH 29, 2015 AND MARCH 30, 2014  
 (Unaudited - Amounts in millions, except per-share amounts)

|  | First Quarter |         |
|--|---------------|---------|
|  | 2015          | 2014    |
| Net sales  | \$565.0       | \$573.5 |
| Costs and expenses                                 |               |         |
| Cost of sales                                      | 345.9         | 351.7   |
| Selling, general and administrative expenses       | 151.8         | 155.8   |
| Total costs and expenses                           | 497.7         | 507.5   |
| Operating income                                   | 67.3          | 66.0    |
| Interest and debt expense, net                     | (5.9          | ) (4.7  |
| Other income, net                                  | 0.8           | 0.6     |
| Income before income taxes                         | 62.2          | 61.9    |
| Provision for income taxes                         | 18.5          | 15.9    |
| Net income   | 43.7          | 46.0    |
| Noncontrolling interest                            | —             | (0.2    |
| Net income attributable to Teledyne                | \$43.7        | \$45.8  |
| Basic earnings per common share                    | \$1.22        | \$1.22  |
| Weighted average common shares outstanding         | 35.7          | 37.5    |
| Diluted earnings per common share                  | \$1.20        | \$1.20  |
| Weighted average diluted common shares outstanding | 36.5          | 38.3    |

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

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TELEDYNE TECHNOLOGIES INCORPORATED AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 FOR THE THREE MONTHS ENDED MARCH 29, 2015 AND MARCH 30, 2014  
 (Unaudited - Amounts in millions)

|  | First Quarter |          |
|--|---------------|----------|
|  | 2015          | 2014     |
| Net income   | \$43.7        | \$46.0   |
| Other comprehensive income (loss):                         |               |          |
| Foreign exchange translation adjustment                    | (49.2         | ) (9.4   |
| Hedge activity and interest rate swap, net of tax          | (2.3          | ) (1.0   |
| Pension and postretirement benefit adjustments, net of tax | 4.9           | 2.9      |
| Other comprehensive income (loss)                          | (46.6         | ) (7.5   |
| Comprehensive income (loss)                                | (2.9          | ) 38.5   |
| Noncontrolling interest                                    | —             | (0.2     |
| Comprehensive income (loss) attributable to Teledyne       | \$(2.9        | ) \$38.3 |

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

Table of ContentsTELEDYNE TECHNOLOGIES INCORPORATED AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

(Current period unaudited - Amounts in millions, except share amounts)

|  | March 29, 2015 | December 28,<br>2014 |
|--|----------------|----------------------|
| Assets   |                |                      |
| Current Assets   |                |                      |
| Cash and cash equivalents  | \$ 110.2       | \$ 141.4             |
| Accounts receivable, net   | 389.1          | 400.7                |
| Inventories, net   | 323.4          | 311.8                |
| Deferred income taxes, net   | 42.0           | 42.8                 |
| Prepaid expenses and other current assets  | 36.6           | 45.0                 |
| Total current assets   | 901.3          | 941.7                |
| Property, plant and equipment, at cost, net of accumulated depreciation and amortization of \$425.6 at March 29, 2015 and \$417.5 at December 28, 2014   | 329.1          | 336.5                |
| Goodwill   | 1,133.7        | 1,150.6              |
| Acquired intangibles, net  | 264.8          | 277.6                |
| Prepaid pension assets   | 94.7           | 86.3                 |
| Other assets, net  | 69.5           | 69.5                 |
| Total Assets   | \$2,793.1      | \$2,862.2            |
| Liabilities and Stockholders' Equity   |                |                      |
| Current Liabilities  |                |                      |
| Accounts payable   | \$ 152.1       | \$ 162.5             |
| Accrued liabilities  | 244.3          | 290.3                |
| Current portion of long-term debt and capital leases   | 87.5           | 86.2                 |
| Total current liabilities  | 483.9          | 539.0                |
| Long-term debt and capital leases  | 742.5          | 618.9                |
| Other long-term liabilities  | 237.2          | 235.8                |
| Total Liabilities  | 1,463.6        | 1,393.7              |
| Stockholders' Equity   |                |                      |
| Preferred stock, \$0.01 par value; outstanding shares - none   | —              | —                    |
| Common stock, \$0.01 par value; authorized 125 million shares; issued shares: 37,697,865 at March 29, 2015 and 37,697,865 at December 28, 2014; Outstanding shares: 35,331,555 at March 29, 2015 and 36,655,584 at December 28, 2014 | 0.4            | 0.4                  |
| Additional paid-in capital   | 318.4          | 326.5                |
| Retained earnings  | 1,569.4        | 1,525.7              |
| Treasury stock   | (227.0)        | (102.1)              |
| Accumulated other comprehensive loss   | (369.8)        | (323.2)              |
| Total Teledyne Stockholders' Equity  | 1,291.4        | 1,427.3              |
| Noncontrolling interest  | 38.1           | 41.2                 |
| Total Stockholders' Equity   | 1,329.5        | 1,468.5              |
| Total Liabilities and Stockholders' Equity   | \$2,793.1      | \$2,862.2            |

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

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TELEDYNE TECHNOLOGIES INCORPORATED AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE THREE MONTHS ENDED MARCH 29, 2015 AND MARCH 30, 2014  
(Unaudited - Amounts in millions)

|   | Three Months<br>2015 | 2014   |   |
|---|----------------------|--------|---|
| Operating Activities  |                      |        |   |
| Net income  | \$43.7               | \$46.0 |   |
| Adjustments to reconcile net income to net cash provided by operating activities:         |                      |        |   |
| Depreciation and amortization   | 23.2                 | 23.2   |   |
| Deferred income taxes   | 0.4                  | 0.5    |   |
| Stock option compensation expense   | 3.8                  | 2.6    |   |
| Excess income tax benefits from stock options exercised                                   | (0.8)                | (2.9)  | ) |
| Changes in operating assets and liabilities, excluding the effect of businesses acquired: |                      |        |   |
| Accounts receivable   | 7.7                  | 0.4    |   |
| Inventories   | (15.9)               | (14.2) | ) |
| Prepaid expenses and other assets   | (4.6)                | 0.6    | ) |
| Accounts payable  | (8.8)                | 5.1    | ) |
| Accrued liabilities   | (39.1)               | (29.3) | ) |
| Income taxes payable, net   | 11.4                 | 5.0    |   |
| Long-term assets  | (0.2)                | (2.3)  | ) |
| Other long-term liabilities   | 1.9                  | (1.7)  | ) |
| Accrued pension obligation  | (3.6)                | (6.1)  | ) |
| Accrued postretirement benefits   | (0.3)                | 0.1    | ) |
| Other, net  | (2.1)                | 0.1    | ) |
| Net cash provided by operating activities   | 16.7                 | 27.1   |   |
| Investing Activities  |                      |        |   |
| Purchases of property, plant and equipment  | (7.7)                | (11.7) | ) |
| Purchase of businesses and other investments  | (18.8)               | —      | ) |
| Proceeds from the disposal of fixed assets  | 0.3                  | —      | ) |
| Net cash used by investing activities   | (26.2)               | (11.7) | ) |
| Financing Activities  |                      |        |   |
| Net proceeds from debt  | 127.1                | 7.9    |   |
| Proceeds from exercise of stock options   | 2.7                  | 6.7    |   |
| Purchase of treasury stock  | (142.0)              | (23.6) | ) |
| Excess income tax benefits from stock options exercised                                   | 0.8                  | 2.9    |   |
| Issuance of cash flow hedges  | (2.3)                | (0.9)  | ) |
| Net cash used by financing activities   | (13.7)               | (7.0)  | ) |
| Effect of exchange rate changes on cash and cash equivalents                              | (8.0)                | (0.7)  | ) |
| Increase (decrease) in cash and cash equivalents  | (31.2)               | 7.7    |   |
| Cash and cash equivalents—beginning of period   | 141.4                | 66.0   |   |
| Cash and cash equivalents—end of period   | \$110.2              | \$73.7 |   |

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

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TELEDYNE TECHNOLOGIES INCORPORATED AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)  
March 29, 2015

Note 1. General

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared by Teledyne Technologies Incorporated (“Teledyne” or the “Company”) pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and disclosures normally included in notes to consolidated financial statements have been condensed or omitted pursuant to such rules and regulations, but resultant disclosures are in accordance with accounting principles generally accepted in the United States as they apply to interim reporting. The condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto in Teledyne’s Annual Report on Form 10-K for the fiscal year ended December 28, 2014 (“2014 Form 10-K”).

In the opinion of Teledyne’s management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to present fairly, in all material respects, Teledyne’s consolidated financial position as of March 29, 2015 and the consolidated results of operations and consolidated comprehensive income and consolidated cash flows for the three months then ended. The results of operations and cash flows for the period ended March 29, 2015 are not necessarily indicative of the results of operations or cash flows to be expected for any subsequent quarter or the full fiscal year. Certain prior year amounts have been reclassified to conform to the current period presentation.

Recent Accounting Pronouncements

In February 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2015-02, “Amendments to the Consolidation Analysis” which changes the guidance with respect to the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. All legal entities are subject to reevaluation under the revised consolidation model. The new guidance affects the following areas: (1) limited partnerships and similar legal entities, (2) evaluating fees paid to a decision maker or a service provider as a variable interest, (3) the effect of fee arrangements on the primary beneficiary determination, (4) the effect of related parties on the primary beneficiary determination, and (5) certain investment funds. The new guidance will be effective for the Company’s 2016 fiscal year and subsequent interim periods. The adoption of the guidance is not expected to have a material effect on the Company’s consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which provides a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and will supersede most current revenue recognition guidance. This new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016, and can be adopted either retrospectively to each prior reporting period presented or as a cumulative-effect adjustment as of the date of adoption, with early application not permitted. In March 2015, the FASB voted to defer the effective date by one year, but allow early adoption as of the original adoption date. This proposed delay is subject to the board’s normal due diligence process, including a public comment period. The Company is currently in the process of determining its implementation approach and assessing the impact on the consolidated financial statements and footnote disclosures.



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## Note 2. Accumulated Other Comprehensive Income (Loss)

The changes in accumulated other comprehensive income (“AOCI”) by component, net of tax, for the first quarter and March 29, 2015 and March 30, 2014 are as follows (in millions):

|   | Foreign<br>Currency<br>Translation | Cash Flow<br>Hedges | Pension and<br>Postretirement<br>Benefits | Total      |
|---|------------------------------------|---------------------|---|------------|
| Balance as of December 28, 2014                   | \$(90.6 )                          | \$(5.3 )            | \$(227.3 )                                | \$(323.2 ) |
| Other comprehensive loss before reclassifications | (49.2 )                            | (3.4 )              | —   | (52.6 )    |
| Amounts reclassified from AOCI                    | —                                  | 1.1                 | 4.9                                       | 6.0        |
| Net other comprehensive income (loss)             | (49.2 )                            | (2.3 )              | 4.9                                       | (46.6 )    |
| Balance as of March 29, 2015                      | \$(139.8 )                         | \$(7.6 )            | \$(222.4 )                                | \$(369.8 ) |

|  | Foreign<br>Currency<br>Translation | Cash Flow<br>Hedges | Pension and<br>Postretirement<br>Benefits | Total      |
|--|------------------------------------|---------------------|---|------------|
| Balance as of December 29, 2013                            | \$(32.4 )                          | \$(3.3 )            | \$(129.8 )                                | \$(165.5 ) |
| Other comprehensive income (loss) before reclassifications | (9.4 )                             | (1.6 )              | —   | (11.0 )    |
| Amounts reclassified from AOCI                             | —                                  | 0.6                 | 2.9                                       | 3.5        |
| Net other comprehensive income (loss)                      | (9.4 )                             | (1.0 )              | 2.9                                       | (7.5 )     |
| Balance as of March 30, 2014                               | \$(41.8 )                          | \$(4.3 )            | \$(126.9 )                                | \$(173.0 ) |

The reclassifications out of AOCI for the first quarter and ended March 29, 2015 and March 30, 2014 are as follows (in millions):

|  | Amount Reclassified from<br>AOCI Three Months Ended<br>March 29, 2015 | Amount Reclassified<br>from AOCI Three<br>Months Ended<br>March 30, 2014 | Statement of Income<br>Presentation |
|--|---|--|-------------------------------------|
| Loss on cash flow hedges:  |   |  |                                     |
| Loss recognized in income on derivatives                               | \$1.4   | \$0.9  | Other expense                       |
| Income tax benefit   | (0.3 )  | (0.3 )   | ) Income tax benefit                |
| Total  | \$1.1   | \$0.6  |                                     |
| Amortization of defined benefit pension and postretirement plan items: |   |  |                                     |
| Amortization of prior service cost                                     | \$(1.5 )  | \$(1.1 )   | ) Pension expense                   |
| Amortization of net actuarial loss                                     | 9.0   | 5.9  | Pension expense                     |
| Total before tax   | 7.5   | 4.8  |                                     |
| Income tax benefit   | (2.6 )  | (1.9 )   | ) Income tax benefit                |
| Total  | \$4.9   | \$2.9  |                                     |

Note 3. Business Combinations and Investments, Goodwill and Acquired Intangible Assets

On February 2, 2015, Teledyne acquired Bowtech Products Limited (“Bowtech”) through a U.K.-based subsidiary for \$18.8 million in cash, net of cash acquired and including an estimated working capital adjustment. Based in Aberdeen, Scotland, Bowtech designs and manufactures harsh underwater environment vision systems. Bowtech had sales of £6.6 million for its fiscal year ended January 31, 2015 and is part of the Instrumentation segment.

During 2014, Teledyne made four acquisitions, the largest of which was Bolt Technology Corporation on November 18, 2014. All of the 2014 acquisitions are part of the Instrumentation segment.

Teledyne funded the purchases from borrowings under its credit facility and cash on hand. The results of the acquisitions have been included in Teledyne’s results since the dates of the respective acquisition.

For a further description of the Company’s acquisition activity for the fiscal year ended December 28, 2014, please refer to Note 3 of our 2014 Form 10-K.

Teledyne’s goodwill was \$1,133.7 million at March 29, 2015 and \$1,150.6 million at December 28, 2014. The decrease in the balance of goodwill in 2015 resulted from the impact of exchange rate changes, partially offset by the Bowtech acquisition. Goodwill resulting from the Bowtech acquisition will not be deductible for tax purposes.

Teledyne’s net acquired intangible assets were \$264.8 million at March 29, 2015 and \$277.6 million at December 28, 2014. The decrease in the balance of acquired intangible assets in 2015 resulted from amortization and the impact of exchange rate changes, partially offset by acquired intangibles for the Bowtech acquisition. The Company is still in the process of specifically identifying the amount to be assigned to certain assets, including acquired intangible assets, and liabilities and the related impact on taxes and goodwill for the Bowtech and Bolt acquisitions. The Company made preliminary estimates as of March 29, 2015 since there was insufficient time between the acquisition dates and the end of the period to finalize the analysis.

Note 4. Derivative Instruments

Teledyne transacts business in various foreign currencies and has international sales and expenses denominated in foreign currencies, subjecting the Company to foreign currency risk. The Company’s primary foreign currency risk management objective is to protect the United States dollar value of future cash flows and minimize the volatility of reported earnings. The Company utilizes foreign currency forward contracts to reduce the volatility of cash flows primarily related to forecasted revenues and expenses denominated in Canadian dollars. These contracts are designated and qualify as cash flow hedges.

Cash Flow Hedging Activities

The effectiveness of the cash flow hedge contracts, excluding time value, is assessed prospectively and retrospectively on a monthly basis using regression analysis, as well as using other timing and probability criteria. To receive hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedges and must be highly effective in offsetting changes to future cash flows on hedged transactions. The effective portion of the cash flow hedge contracts’ gains or losses resulting from changes in the fair value of these hedges is initially reported, net of tax, as a component of AOCI in stockholders’ equity until the underlying hedged item is reflected in our consolidated statements of income, at which time the effective amount in AOCI is reclassified to cost of sales in our consolidated statements of income. Net deferred losses recorded in AOCI, net of tax, for contracts that will mature in the next twelve months total \$4.4 million. These losses are expected to be offset by anticipated gains in the value of the forecasted underlying hedged item.

In the event that the gains or losses in AOCI are deemed to be ineffective, the ineffective portion of gains or losses resulting from changes in fair value, if any, is reclassified to other income and expense. In the event that the underlying forecasted transactions do not occur, or it becomes remote that they will occur, within the defined hedge period, the gains or losses on the related cash flow hedges will be reclassified from AOCI to other income and expense. During the current reporting period, all forecasted transactions occurred and, therefore, there were no such gains or losses reclassified to other income and expense. As of March 29, 2015, Teledyne had foreign currency forward contracts designated as cash flow hedges to buy Canadian dollars and to sell U.S. dollars totaling \$61.0 million. These foreign currency forward contracts have maturities ranging from June 2015 to February 2016.



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## Non-Designated Hedging Activities

In addition, the Company utilizes foreign currency forward contracts to mitigate foreign exchange rate risk associated with foreign-currency-denominated monetary assets and liabilities, including intercompany receivables and payables. As of March 29, 2015, Teledyne had foreign currency contracts of this type in the following pairs (in millions):

| Contracts to Buy     |          | Contracts to Sell    |          |
|----------------------|----------|----------------------|----------|
| Currency             | Amount   | Currency             | Amount   |
| Canadian Dollars     | C\$ 79.0 | U.S. Dollars         | US\$62.8 |
| Euros                | € 1.3    | Canadian Dollars     | C\$ 1.8  |
| Euros                | € 19.6   | U.S. Dollars         | US\$22.0 |
| Great Britain Pounds | £ 0.9    | Australian Dollars   | A\$ 1.8  |
| Great Britain Pounds | £ 17.7   | U.S. Dollars         | US\$26.7 |
| Singapore Dollars    | S\$ 1.6  | U.S. Dollars         | US\$1.2  |
| U.S. Dollars         | US\$1.8  | Canadian Dollars     | C\$ 2.2  |
| U.S. Dollars         | US\$13.8 | Euros                | € 12.3   |
| U.S. Dollars         | US\$6.8  | Great Britain Pounds | £ 4.5    |
| U.S. Dollars         | US\$0.8  | Japanese Yen         | ¥ 90.1   |

The gains and losses on these derivatives which are not designated as hedging instruments are intended to, at a minimum, partially offset the transaction gains and losses recognized in earnings. All derivatives are recorded on the balance sheet at fair value. As discussed below, the accounting for gains and losses resulting from changes in fair value depends on the use of the derivative and whether it is designated and qualifies for hedge accounting. Teledyne does not use foreign currency forward contracts for speculative or trading purposes.

The effect of derivative instruments designated as cash flow hedges in our condensed consolidated financial statements for the first quarter ended March 29, 2015 and March 30, 2014 was as follows (in millions):

|  | First Quarter |          |
|--|---------------|----------|
|  | 2015          | 2014     |
| Net loss recognized in AOCI (a)                                      | \$(4.6        | ) \$(2.2 |
| Net loss reclassified from AOCI into cost of sales (a)               | \$(1.4        | ) \$(0.9 |
| Net foreign exchange gain recognized in other income and expense (b) | \$0.2         | \$0.1    |
| a) Effective portion, pre-tax  |               |          |
| b) Amount excluded from effectiveness testing                        |               |          |

The effect of derivative instruments not designated as cash flow hedges recognized in other income and expense for the first quarter ended March 29, 2015 was \$4.9 million and expense of \$0.5 million for the quarter ended March 30, 2014.

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## Fair Value of Derivative Financial Instruments

The fair values of the Company's derivative financial instruments are presented below. All fair values for these derivatives were measured using Level 2 information as defined by the accounting standard hierarchy (in millions):

| Asset/(Liability) Derivatives                           | Balance sheet location | March 29, 2015 | December 28, 2014 |
|---|------------------------|----------------|-------------------|
| Derivatives designated as hedging instruments:          |                        |                |                   |
| Cash flow forward contracts                             | Accrued liabilities    | \$(7.0)        | \$(3.9)           |
| Total derivatives designated as hedging instruments     |                        | (7.0)          | (3.9)             |
| Derivatives not designated as hedging instruments:      |                        |                |                   |
| Non-designated forward contracts                        | Other current assets   | 1.1            | 0.3               |
| Non-designated forward contracts                        | Accrued liabilities    | (2.3)          | (4.8)             |
| Total derivatives not designated as hedging instruments |                        | (1.2)          | (4.5)             |
| Total asset (liability) derivatives                     |                        | \$(8.2)        | \$(8.4)           |

## Note 5. Earnings Per Share

Basic and diluted earnings per share were computed based on net earnings. The weighted average number of common shares outstanding during the period was used in the calculation of basic earnings per share. This number of shares was increased by contingent shares that could be issued under various compensation plans as well as by the dilutive effect of stock options based on the treasury stock method in the calculation of diluted earnings per share.

In October 2011, the Company's Board of Directors authorized a stock repurchase program to repurchase up to 2,500,000 shares of the Company's common stock. In September 2014, the Company entered into a \$101.6 million accelerated share repurchase ("ASR") agreement with a financial institution ("ASR Counterparty") in a privately negotiated transaction for 1,030,000 shares of the Company's common stock at an initial price of \$98.62 per share. Pursuant to the ASR agreement, in September 2014, the Company advanced \$101.6 million to the ASR counterparty and received 927,000 shares of common stock, which used \$91.4 million of the \$101.6 million advanced, representing 90% of the estimated shares to be repurchased under the ASR agreement.

On January 27, 2015, Teledyne's Board of Directors approved an additional stock repurchase program authorizing the Company to repurchase up to an additional 2,500,000 shares of its common stock. On February 2, 2015, the Company entered into a \$142.0 million ASR agreement with a financial institution in a privately negotiated transaction for 1,500,000 shares of the Company's common stock under at an initial price of \$94.68 per share. Pursuant to the ASR agreement, in February 2015, the Company advanced \$142.0 million to the ASR counterparty and received 1,425,000 shares of common stock, which used \$134.9 million of the \$142.0 million advanced, representing 95% of the estimated shares to be repurchased under the ASR agreement.

The up-front payments were accounted for as a reduction to stockholders' equity in the Company's Condensed Consolidated Balance Sheet in the period the payments were made. The total number of shares of common stock that the Company will repurchase under each ASR will be based on the average of the daily volume-weighted average prices of the common stock during the term of the respective ASR, less a discount. At settlement, the ASR Counterparty may be required to deliver additional shares of the Company's common stock to the Company or, under certain circumstances, the Company may be required to deliver shares of its common stock or make a cash payment to the ASR Counterparty. Final settlement of the September 2014 ASR agreement is expected to occur in June 2015, although the settlement may be accelerated at the ASR Counterparty's option. Final settlement of the February 2015 ASR agreement is expected to occur in December 2015, although the settlement may be accelerated at the ASR Counterparty's option. The Company has treated the ASR's as a treasury share repurchase of common stock in the period the shares are delivered for purposes of calculating earnings per share and as a forward contract indexed to its own common stock. The ASR's meet all of the applicable criteria for equity classification, and, therefore, is not accounted for as a derivative instrument.

The February 2015 ASR was funded by cash on hand and floating rate borrowings of \$120.0 million under the \$750 million credit facility. The 2011 and 2015 stock repurchase authorizations are expected to remain open continuously, and the number of shares purchased will depend on a variety of factors, such as share price, levels of cash and borrowing capacity available, alternative investment opportunities available immediately or longer-term, and other

regulatory, market or economic conditions. Repurchases would be funded with cash on hand and borrowings under the company's credit facility. Teledyne has 2,366,310 shares of treasury stock at March 29, 2015.

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For the first three months of 2015 and 2014, no stock options were excluded in the computation of diluted earnings per share. The following table sets forth the computations of basic and diluted earnings per share (amounts in millions, except per share data):

|  | First Quarter |        |
|--|---------------|--------|
|  | 2015          | 2014   |
| Net income attributable to Teledyne                | \$43.7        | \$45.8 |
| Basic earnings per share:                          |               |        |
| Weighted average common shares outstanding         | 35.7          | 37.5   |
| Basic earnings per common share                    | \$1.22        | \$1.22 |
| Diluted earnings per share:                        |               |        |
| Weighted average common shares outstanding         | 35.7          | 37.5   |
| Dilutive effect of exercise of options outstanding | 0.8           | 0.8    |
| Weighted average diluted common shares outstanding | 36.5          | 38.3   |
| Diluted earnings per common share                  | \$1.20        | \$1.20 |

## Note 6. Stock-Based Compensation Plans

Teledyne has long-term incentive plans pursuant to which it has granted non-qualified stock options, restricted stock and performance shares to certain employees. The Company also has non-employee director stock compensation plans, pursuant to which non-qualified stock options and common stock, and beginning in 2015 restricted stock units, have been issued to its directors.

## Stock Incentive Plan

The following disclosures are based on stock options granted to Teledyne's employees and directors. The Company recorded a total of \$3.8 million in stock option compensation expense for the first quarter of 2015 and \$2.6 million for the first quarter of 2014. Employee stock option grants are charged to expense evenly over the three year vesting period. Director stock option grants are charged to expense evenly over the one-year vesting period. For 2015, the Company currently expects approximately \$12.8 million in stock option compensation expense based on stock options already granted. This does not include any estimated expense for stock options that may be granted during the remainder of the year and can be impacted by employee retirements and terminations. The Company issues shares of common stock upon the exercise of stock options.

The Company uses its historical stock price volatility on the Company stock to compute the expected volatility for purposes of valuing stock options issued. The period used for the historical stock price corresponded to the expected term of the options and was seven years, five months. The expected dividend yield is based on Teledyne's practice of not paying dividends. The risk-free rate of return is based on the yield of U. S. Treasury Strips with terms equal to the expected life of the options as of the grant date. The expected life in years is based on historical actual stock option exercise experience.

No stock options have been granted in 2015. The following assumptions were used in the valuation of stock options granted in 2014:

|                         | 2014 |   |
|-------------------------|------|---|
| Expected dividend yield | —    |   |
| Expected volatility     | 30.7 | % |
| Risk-free interest rate | 1.7  | % |
| Expected life in years  | 7.4  |   |

Based on the assumptions in the table above, the grant date weighted average fair value of stock options granted in 2014 was \$36.19.

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Stock option transactions for Teledyne's employee stock option plans for the first quarter ended March 29, 2015 are summarized as follows:

|                                      | 2015<br>First Quarter | Weighted<br>Average<br>Exercise<br>Price |
|--------------------------------------|-----------------------|--|
|                                      | Shares                |  |
| Beginning balance                    | 2,499,708             | \$63.85                                  |
| Exercised                            | (61,333 )             | \$39.04                                  |
| Canceled                             | (10,846 )             | \$69.26                                  |
| Ending balance                       | 2,427,529             | \$64.45                                  |
| Options exercisable at end of period | 1,413,872             | \$50.31                                  |

Stock option transactions for Teledyne's non-employee director stock option plans for the first quarter ended March 29, 2015 are summarized as follows:

|                                      | 2015<br>First Quarter | Weighted<br>Average<br>Exercise<br>Price |
|--------------------------------------|-----------------------|--|
|                                      | Shares                |  |
| Beginning balance                    | 351,169               | \$51.76                                  |
| Exercised                            | (9,540 )              | \$29.75                                  |
| Ending balance                       | 341,629               | \$52.38                                  |
| Options exercisable at end of period | 304,052               | \$47.57                                  |

#### Performance Share Plan and Restricted Stock Award Program

For the first of three annual installments of the 2012 to 2014 Performance Share Plan, 1,944 shares of Teledyne common stock were issued in the first quarter of 2015. The remaining 8,309 shares are expected to be issued in approximately two equal annual installments. Also in the first quarter of 2015, the restriction was removed for 29,642 shares of Teledyne common stock and 7,662 shares were forfeited related to the 2012 to 2014 Restricted Stock Award Program. In the first three months of 2015, the Company granted 33,411 shares of restricted stock at a weighted average fair value of \$100.80 per share.

#### Note 7. Cash Equivalents

Cash equivalents consist of highly liquid money-market mutual funds and bank deposits with maturities of three months or less when purchased. There were no cash equivalents outstanding at March 29, 2015 or December 28, 2014.

#### Note 8. Inventories

Inventories are stated at the lower of cost or market, less progress payments. Inventories are valued under the FIFO method, LIFO method and average cost method. Inventories at cost determined on the average cost or the FIFO methods were \$247.0 million at March 29, 2015 and \$241.8 million at December 28, 2014. The remainder of the inventories using the LIFO method were \$103.5 million at March 29, 2015 and \$98.1 million at December 28, 2014. Interim LIFO calculations are based on the Company's estimates of expected year-end inventory levels and costs since an actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Because these are subject to many factors beyond the Company's control, interim results are subject to the final year-end LIFO inventory valuation.



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Inventories consist of the following (in millions):

|                            |                |                   |
|----------------------------|----------------|-------------------|
| Balance at                 | March 29, 2015 | December 28, 2014 |
| Raw materials and supplies | \$143.2        | \$143.1           |
| Work in process            | 164.5          | 153.5             |
| Finished goods             | 42.8           | 43.3              |
|                            | 350.5          | 339.9             |
| Progress payments          | (10.5          | ) (11.6           |
| LIFO reserve               | (16.6          | ) (16.5           |
| Total inventories, net     | \$323.4        | \$311.8           |

## Note 9. Supplemental Balance Sheet Information

The following table presents the balance of selected components of Teledyne's balance sheet (in millions):

|                                   |   |                |                   |
|-----------------------------------|---|----------------|-------------------|
| Balance sheet items               | Balance sheet location                    | March 29, 2015 | December 28, 2014 |
| Deferred tax assets               | Prepaid expenses and other current assets | \$42.0         | \$42.8            |
| Income tax receivable             | Prepaid expenses and other current assets | \$1.6          | \$13.6            |
| Deferred compensation assets      | Other assets, net                         | \$50.7         | \$49.6            |
| Salaries and wages                | Accrued liabilities                       | \$79.7         | \$108.7           |
| Customer deposits and credits     | Accrued liabilities                       | \$47.0         | \$47.9            |
| Accrued pension obligation        | Other long-term liabilities               | \$13.5         | \$14.2            |
| Accrued postretirement benefits   | Other long-term liabilities               | \$11.3         | \$11.6            |
| Deferred compensation liabilities | Other long-term liabilities               | \$47.1         | \$45.8            |
| Deferred tax liabilities          | Other long-term liabilities               | \$78.7         | \$77.3            |

Some of the Company's products are subject to specified warranties and the Company provides for the estimated cost of product warranties. The adequacy of the pre-existing warranty liabilities is assessed regularly and the reserve is adjusted as necessary based on a review of historic warranty experience with respect to the applicable business or products, as well as the length and actual terms of the warranties, which are typically one year. The product warranty reserve is included in current and long term accrued liabilities on the balance sheet. Changes in the Company's product warranty reserve during the first three months of 2015 and 2014 are as follows (in millions):

|  |              |        |
|--|--------------|--------|
|  | Three Months |        |
|  | 2015         | 2014   |
| Balance at beginning of year                       | \$18.5       | \$17.3 |
| Accruals for product warranties charged to expense | 1.5          | 0.5    |
| Cost of product warranty claims                    | (2.1         | ) (1.2 |
| Balance at end of period                           | \$17.9       | \$16.6 |

## Note 10. Income Taxes

The income tax provision is calculated using an estimated annual effective tax rate, based upon expected annual income, permanent items, statutory rates and planned tax strategies in the various jurisdictions in which the Company operates. However, losses in certain jurisdictions and discrete items, such as the resolution of uncertain tax positions, are treated separately.

The Company's effective income tax rate for the first quarter of 2015 was 29.8% compared with 25.8% for the first quarter of 2014. The first quarter of 2015 included net tax expense for discrete items of \$0.2 million compared with net tax benefits for discrete items of \$2.3 million for the first quarter of 2014. The net tax benefits for the first quarter of 2014 included the remeasurement of uncertain tax positions due to a favorable resolution of a tax matter. Excluding net discrete tax items in both periods, the effective tax rates would have been 29.5% for both the first quarter of 2015 and 2014.



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## Note 11. Long-Term Debt and Capital Leases

Long-term debt consisted of the following (in millions):

| Balance at  | March 29, 2015 | December 28,<br>2014 |
|---|----------------|----------------------|
| 4.04% Senior Notes due September 2015   | \$75.0         | \$75.0               |
| 4.74% Senior Notes due September 2017   | 100.0          | 100.0                |
| 2.61% Senior Notes due December 2019  | 30.0           | 30.0                 |
| 5.30% Senior Notes due September 2020   | 75.0           | 75.0                 |
| 3.09% Senior Notes due December 2021  | 95.0           | 95.0                 |
| Term loans due through March 2019, weighted average rate of 1.30% at March 29, 2015 and 1.28% at December 28, 2014                        | 200.0          | 200.0                |
| Other debt at various rates due through 2031  | 12.4           | 14.7                 |
| \$750.0 million revolving credit facility due March 2018, weighted average rate of 1.27% at March 29, 2015 and 1.24% at December 28, 2014 | 233.0          | 105.0                |
| Total debt  | 820.4          | 694.7                |
| Less: current portion of long-term debt   | (86.3          | ) (84.9              |
| Total long-term debt  | \$734.1        | \$609.8              |

Available borrowing capacity under the \$750.0 million credit facility, which is reduced by borrowings and certain outstanding letters of credit, was \$502.5 million at March 29, 2015. The credit agreement requires the Company to comply with various financial and operating covenants and at March 29, 2015, the Company was in compliance with these covenants.

Teledyne estimates the fair value of its long-term debt based on debt of similar type, rating and maturity and at comparable interest rates. The Company's long-term debt was considered a level 2 fair value hierarchy and is valued based on observable market data. The estimated fair value of Teledyne's long-term debt at March 29, 2015 and December 28, 2014, approximated the carrying value.

At March 29, 2015, the Company had \$9.6 million in capital leases, of which \$1.2 million is current. At December 28, 2014, the Company had \$10.4 million in capital leases, of which \$1.3 million was current. At March 29, 2015, Teledyne had \$16.7 million in outstanding letters of credit.

## Note 12. Lawsuits, Claims, Commitments, Contingencies and Related Matters

For a further description of the Company's commitments and contingencies, reference is made to Note 15 of the Company's financial statements as of and for the fiscal year ended December 28, 2014, included in our 2014 Form 10-K.

At March 29, 2015, the Company's reserves for environmental remediation obligations totaled \$9.5 million, of which \$5.1 million is included in current accrued liabilities. The Company periodically evaluates whether it may be able to recover a portion of future costs for environmental liabilities from its insurance carriers and from third parties. The timing of expenditures depends on a number of factors that vary by site, including the nature and extent of contamination, the number of potentially responsible parties, the timing of regulatory approvals, the complexity of the investigation and remediation, and the standards for remediation. The Company expects that it will expend present accruals over many years and will complete remediation of all sites with which it has been identified in up to 30 years. A number of other lawsuits, claims and proceedings have been or may be asserted against the Company, including those pertaining to product liability, acquisitions, patent infringement, commercial contracts, environmental, employment and employee benefits matters. While the outcome of litigation cannot be predicted with certainty, and some of these lawsuits, claims or proceedings may be determined adversely to the Company, management does not believe that the disposition of any such pending matters is likely to have a material adverse effect on the Company's financial condition. The resolution in any reporting period of one or more of these matters could have a material adverse effect on the Company's results of operations for that period.



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## Note 13. Pension Plans and Postretirement Benefits

Teledyne's pension income was \$0.2 million for the first quarter of 2015, compared with pension income of \$0.3 million for the first quarter of 2014. In the first quarter of 2015, Teledyne froze its non-qualified pension plan for top executives which resulted in a one-time gain of \$1.2 million in the first quarter of 2015. For the domestic pension plan, the discount rate decreased to 4.5 percent in 2015 compared with a 5.4 percent discount rate used in 2014. Pension expense allocated to contracts pursuant to U.S. Government Cost Accounting Standards ("CAS") was \$3.5 million for both the first quarter of 2015 and the first quarter of 2014. Pension expense determined under CAS can generally be recovered through the pricing of products and services sold to the U.S. Government. Teledyne did not make any cash pension contributions to its domestic pension plan in the first three months of 2015 or in 2014. No cash pension contributions are planned for 2015 for the domestic pension plan.

The Company sponsors several postretirement defined benefit plans that provide health care and life insurance benefits for certain eligible retirees. The following tables set forth the components of net income/expense for Teledyne's pension plans and postretirement benefit plans for the first quarter of 2015 and 2014 (in millions):

|  | First Quarter |         |
|--|---------------|---------|
|  | 2015          | 2014    |
| Pension Benefits                                 |               |         |
| Service cost — benefits earned during the period | \$3.3         | \$3.1   |
| Interest cost on benefit obligation              | 9.9           | 10.7    |
| Expected return on plan assets                   | (19.2)        | (19.1)  |
| Amortization of prior service cost               | (1.5)         | (1.2)   |
| Amortization of net actuarial loss               | 8.5           | 6.2     |
| Pension plan curtailment                         | (1.2)         | —       |
| Net income                                       | \$(0.2)       | \$(0.3) |
|  | First Quarter |         |
|  | 2015          | 2014    |
| Postretirement Benefits                          |               |         |
| Interest cost on benefit obligation              | \$0.1         | \$0.2   |
| Amortization of prior service cost               | —             | (0.1)   |
| Amortization of net actuarial gain               | —             | (0.1)   |
| Net expense                                      | \$0.1         | \$—     |

## Note 14. Industry Segments

Teledyne is a leading provider of sophisticated instrumentation, digital imaging products and software, aerospace and defense electronics, and engineered systems. Our customers include government agencies, aerospace prime contractors, energy exploration and production companies, major industrial companies and airlines.

The Company has four reportable segments: Instrumentation; Digital Imaging; Aerospace and Defense Electronics; and Engineered Systems. The Company manages, evaluates and aggregates its operating segments for segment reporting purposes primarily on the basis of product and service type, production process, distribution methods, type of customer, management organization, sales growth potential and long-term profitability. The Instrumentation segment provides monitoring and control equipment for marine, environmental, scientific, industrial and defense applications, electronic test and measurement instruments and harsh environment interconnect products. The Digital Imaging segment includes high performance sensors, cameras and systems, within the visible, infrared and X-ray spectra, for use in industrial, government and medical applications, as well as micro electro-mechanical systems. It also includes our sponsored and centralized research laboratories benefiting government programs and businesses. The Aerospace and Defense Electronics segment provides sophisticated electronic components and subsystems and communications products, including defense electronics, harsh environment interconnects, data acquisition and communications equipment for aircraft and components and subsystems for wireless and satellite communications, as well as general aviation batteries. The Engineered Systems segment provides innovative systems engineering and integration, advanced technology application, software development and manufacturing solutions for defense, space, environmental and energy applications. The Engineered Systems segment also designs and manufactures electrochemical energy systems and small turbine engines.



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Segment results include net sales and operating profit by segment but excludes noncontrolling interest, equity income or loss, unusual non-recurring legal matter settlements, interest income and expense, gains and losses on the disposition of assets, sublease rental income and non-revenue licensing and royalty income, domestic and foreign income taxes and corporate office expenses.

The following table presents Teledyne's interim industry segment disclosures. The table also provides a reconciliation of segment operating profit to total net income attributable to Teledyne (dollars in millions):

|                                     | First Quarter |         | % Change |    |
|-------------------------------------|---------------|---------|----------|----|
|                                     | 2015          | 2014    |          |    |
| Net sales:                          |               |         |          |    |
| Instrumentation                     | \$270.3       | \$258.9 | 4.4      | %  |
| Digital Imaging                     | 90.4          | 101.9   | (11.3)   | )% |
| Aerospace and Defense Electronics   | 141.2         | 153.3   | (7.9)    | )% |
| Engineered Systems                  | 63.1          | 59.4    | 6.2      | %  |
| Total net sales                     | \$565.0       | \$573.5 | (1.5)    | )% |
| Segment operating profit:           |               |         |          |    |
| Instrumentation                     | \$42.1        | \$37.5  | 12.3     | %  |
| Digital Imaging                     | 9.3           | 9.7     | (4.1)    | )% |
| Aerospace and Defense Electronics   | 19.4          | 23.8    | (18.5)   | )% |
| Engineered Systems                  | 6.7           | 6.1     | 9.8      | %  |
| Total segment operating profit      | 77.5          | 77.1    | 0.5      | %  |
| Corporate expense                   | (10.2         | ) (11.1 | ) (8.1   | )% |
| Operating income                    | 67.3          | 66.0    | 2.0      | %  |
| Interest and debt expense, net      | (5.9          | ) (4.7  | ) 25.5   | %  |
| Other income, net                   | 0.8           | 0.6     | 33.3     | %  |
| Income before income taxes          | 62.2          | 61.9    | 0.5      | %  |
| Provision for income taxes          | 18.5          | 15.9    | 16.4     | %  |
| Net income                          | 43.7          | 46.0    | (5.0)    | )% |
| Noncontrolling interest             | —             | (0.2    | ) *      |    |
| Net income attributable to Teledyne | \$43.7        | \$45.8  | (4.6)    | )% |
| * not meaningful                    |               |         |          |    |

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## Product Lines

The Instrumentation segment includes three product lines: Environmental Instrumentation, Marine Instrumentation and Test and Measurement Instrumentation. The Digital Imaging segment contains one product line as does the Aerospace and Defense Electronics segment. The Engineered Systems segment includes three product lines: Engineered Products and Services, Turbine Engines and Energy Systems.

The following tables provide a summary of the sales by product line for the Instrumentation segment and the Engineered Systems segment (in millions):

|                                      | First Quarter |         |
|--------------------------------------|---------------|---------|
|                                      | 2015          | 2014    |
| Instrumentation                      |               |         |
| Marine Instrumentation               | \$159.5       | \$150.6 |
| Environmental Instrumentation        | 67.7          | 61.3    |
| Test and Measurement Instrumentation | 43.1          | 47.0    |
| Total                                | \$270.3       | \$258.9 |

|                                  | First Quarter |        |
|----------------------------------|---------------|--------|
|                                  | 2015          | 2014   |
| Engineered Systems               |               |        |
| Engineered Products and Services | \$49.1        | \$47.6 |
| Turbine Engines                  | 5.6           | 6.1    |
| Energy Systems                   | 8.4           | 5.7    |
| Total                            | \$63.1        | \$59.4 |

## Note 15. Subsequent Event

On April 29, 2015, Teledyne DALSA, Inc. acquired the remaining 49% minority interest in the parent company of Optech Incorporated for CAD\$26.5 million.



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

Teledyne Technologies Incorporated provides enabling technologies for industrial growth markets. We have evolved from a company that was primarily focused on aerospace and defense to one that serves multiple markets that require advanced technology and high reliability. These markets include deepwater oil and gas exploration and production, oceanographic research, air and water quality environmental monitoring, factory automation and medical imaging. Our products include monitoring instrumentation for marine and environmental applications, harsh environment interconnects, electronic test and measurement equipment, digital imaging sensors and cameras, aircraft information management systems, and defense electronic and satellite communication subsystems. We also supply engineered systems for defense, space, environmental and energy applications. We differentiate ourselves from many of our direct competitors by having a customer and company sponsored applied research center that augments our product development expertise.

## Strategy/Overview

Our strategy continues to emphasize growth in our core markets of instrumentation, digital imaging, aerospace and defense electronics and engineered systems. Our core markets are characterized by high barriers to entry and include specialized products and services not likely to be commoditized. We intend to strengthen and expand our core businesses with targeted acquisitions and through product development. We aggressively pursue operational excellence to continually improve our margins and earnings. Operational excellence includes the rapid integration of the businesses we acquire. Using complementary technology across our businesses and internal research and development, we seek to create new products to grow our company and expand our addressable markets. We continue to evaluate our businesses to ensure that they are aligned with our strategy.

## Our Recent Acquisitions

On February 2, 2015, Teledyne acquired Bowtech Products Limited ("Bowtech") through a U.K.-based subsidiary for \$18.8 million in cash, net of cash acquired and including an estimated working capital adjustment. Based in Aberdeen, Scotland, Bowtech designs and manufactures harsh underwater environment vision systems. Bowtech had sales of £6.6 million for its fiscal year ended January 31, 2015 and is part of the Instrumentation segment.

During 2014, Teledyne made four acquisitions, the largest of which was Bolt Technology Corporation ("Bolt") on November 18, 2014. All of the 2014 acquisitions are part of the Instrumentation segment.

Teledyne funded the purchases from borrowings under its credit facility and cash on hand. The results of the acquisitions have been included in Teledyne's results since the dates of the respective acquisition.

For a further description of the Company's acquisition activity for the fiscal year ended December 28, 2014, please refer to Note 3 of our 2014 Form 10-K ("2014 Form 10-K").

## Results of Operations

| (in millions)                                | First Quarter |         |
|--|---------------|---------|
|  | 2015          | 2014    |
| Net Sales                                    | \$565.0       | \$573.5 |
| Costs and expenses                           |               |         |
| Cost of sales                                | 345.9         | 351.7   |
| Selling, general and administrative expenses | 151.8         | 155.8   |
| Total costs and expenses                     | 497.7         | 507.5   |
| Operating income                             | 67.3          | 66.0    |
| Interest and debt expense, net               | (5.9          | ) (4.7  |
| Other income, net                            | 0.8           | 0.6     |
| Income before income taxes                   | 62.2          | 61.9    |
| Provision for income taxes                   | 18.5          | 15.9    |
| Net income                                   | 43.7          | 46.0    |
| Noncontrolling interest                      | —             | (0.2    |
| Net income attributable to Teledyne          | \$43.7        | \$45.8  |



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The following table sets forth the sales and operating profit for each segment (dollars in millions):

|                                     | First Quarter |         | % Change |    |
|-------------------------------------|---------------|---------|----------|----|
|                                     | 2015          | 2014    |          |    |
| Net sales:                          |               |         |          |    |
| Instrumentation                     | \$270.3       | \$258.9 | 4.4      | %  |
| Digital Imaging                     | 90.4          | 101.9   | (11.3)   | )% |
| Aerospace and Defense Electronics   | 141.2         | 153.3   | (7.9)    | )% |
| Engineered Systems                  | 63.1          | 59.4    | 6.2      | %  |
| Total net sales                     | \$565.0       | \$573.5 | (1.5)    | )% |
| Segment operating profit:           |               |         |          |    |
| Instrumentation                     | \$42.1        | \$37.5  | 12.3     | %  |
| Digital Imaging                     | 9.3           | 9.7     | (4.1)    | )% |
| Aerospace and Defense Electronics   | 19.4          | 23.8    | (18.5)   | )% |
| Engineered Systems                  | 6.7           | 6.1     | 9.8      | %  |
| Segment operating profit            | 77.5          | 77.1    | 0.5      | %  |
| Corporate expense                   | (10.2         | ) (11.1 | ) (8.1   | )% |
| Operating income                    | 67.3          | 66.0    | 2.0      | %  |
| Interest expense, net               | 0.8           | 0.6     | 33.3     | %  |
| Other income, net                   | (5.9          | ) (4.7  | ) 25.5   | %  |
| Income before income taxes          | 62.2          | 61.9    | 0.5      | %  |
| Provision for income taxes          | 18.5          | 15.9    | 16.4     | %  |
| Net income                          | 43.7          | 46.0    | (5.0)    | )% |
| Noncontrolling interest             | —             | (0.2    | ) *      |    |
| Net income attributable to Teledyne | \$43.7        | \$45.8  | (4.6)    | )% |

\* not meaningful

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The table below presents sales and cost of sales by segment and total company:

| (Dollars in millions)                    | First Quarter |         |  |   |
|--|---------------|---------|--|---|
|  | 2015          | 2014    |  |   |
| <b>Instrumentation</b>                   |               |         |  |   |
| Sales                                    | \$270.3       | \$258.9 |  |   |
| Cost of sales                            | \$149.7       | \$144.6 |  |   |
| Cost of sales % of sales                 | 55.4          | % 55.9  |  | % |
| <b>Digital Imaging</b>                   |               |         |  |   |
| Sales                                    | \$90.4        | \$101.9 |  |   |
| Cost of sales                            | \$55.2        | \$63.5  |  |   |
| Cost of sales % of sales                 | 61.1          | % 62.3  |  | % |
| <b>Aerospace and Defense Electronics</b> |               |         |  |   |
| Sales                                    | \$141.2       | \$153.3 |  |   |
| Cost of Sales                            | \$90.2        | \$95.6  |  |   |
| Cost of sales % of sales                 | 63.9          | % 62.4  |  | % |
| <b>Engineered Systems</b>                |               |         |  |   |
| Sales                                    | \$63.1        | \$59.4  |  |   |
| Costs of sales                           | \$50.8        | \$48.0  |  |   |
| Cost of sales % of sales                 | 80.5          | % 80.8  |  | % |
| <b>Total Company</b>                     |               |         |  |   |
| Sales                                    | \$565.0       | \$573.5 |  |   |
| Costs of sales                           | \$345.9       | \$351.7 |  |   |
| Cost of sales % of sales                 | 61.2          | % 61.3  |  | % |

First quarter of 2015 compared with the first quarter of 2014

Our first quarter 2015 sales were \$565.0 million, compared with sales of \$573.5 million for the first quarter of 2014, a decrease of 1.5%. Net income attributable to Teledyne was \$43.7 million (\$1.20 per diluted share) for the first quarter of 2015, compared with \$45.8 million (\$1.20 per diluted share) for the first quarter of 2014, a decrease of 4.6%.

**Sales**

The first quarter of 2015, compared with the first quarter of 2014, reflected higher sales in the Instrumentation and Engineered Systems segments more than offset by lower sales in the Aerospace and Defense Electronics and Digital Imaging segments. First quarter 2015 sales included the impact of acquisitions. Incremental revenue in the first quarter of 2015 from recent acquisitions was \$12.1 million.

**Operating Income**

Operating income increased to \$67.3 million for the first quarter of 2015, from \$66.0 million for the first quarter of 2014, an increase of 2.0%, despite the lower sales. The first quarter of 2015, compared with the first quarter of 2014, reflected higher operating income in the Instrumentation and Engineered Systems segments, partially offset by lower operating income in the Aerospace and Defense Electronics and Digital Imaging segments. The incremental operating income included in the results for the first quarter of 2015 from recent acquisitions was \$0.1 million which included \$1.0 million in additional intangible asset amortization expense.

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### Cost of Sales

Cost of sales decreased by \$5.8 million in the first quarter of 2015, compared with the first quarter of 2014, which primarily reflected the impact of lower sales. Cost of sales as a percentage of sales for the first quarter of 2015 decreased slightly to 61.2% from 61.3% in the first quarter of 2014.

Certain contracts are accounted for under the percentage of completion (“POC”) method and related contract cost and revenue estimates for significant contracts are generally reviewed and reassessed quarterly. The aggregate effects of these changes in estimates on contracts accounted for under the POC accounting method, in the first quarter of 2015 and 2014, were \$4.4 million and \$5.5 million of favorable operating income and \$6.4 million and \$7.1 million of unfavorable operating income, respectively.

### Pension Income/Expense

The first quarter of 2015 included pension income of \$0.2 million, compared with pension income of \$0.3 million in the first quarter of 2014. In the first quarter of 2015, Teledyne froze the non-qualified pension plan for top executives which resulted in a one-time gain of \$1.2 million in the first quarter of 2015. For 2015, the discount rate to determine the benefit obligation for the domestic plan was 4.5 percent, compared with 5.4 percent in 2014. Pension expense allocated to contracts pursuant to U.S. Government Cost Accounting Standards (“CAS”) was \$3.5 million in both the first quarter of 2015 and the first quarter of 2014. Pension expense determined allowable under CAS can generally be recovered through the pricing of products and services sold to the U.S. Government.

### Selling, general and administrative expenses

Selling, general and administrative expenses, including research and development and bid and proposal expense, decreased by \$4.0 million in the first quarter of 2015, compared with the first quarter of 2014, and primarily reflected the impact of lower sales. Selling, general and administrative expenses for the first quarter of 2015, as a percentage of sales, decreased to 26.9%, compared with 27.2% in the first quarter of 2014. Corporate expense was \$10.2 million for the first quarter of 2015, compared with \$11.1 million for the first quarter of 2014 and primarily reflected lower professional fees expense. In the first quarter of 2015 and 2014, we recorded a total of \$3.8 million and \$2.6 million, respectively, in stock option compensation expense. Employee stock option grants are expensed evenly over the three year vesting period.

### Interest Expense and Other Income and Expense

Interest expense, net of interest income, was \$5.9 million for the first quarter of 2015, compared with \$4.7 million for the first quarter of 2014. The increase in interest expense primarily reflected the impact of higher outstanding debt levels, due to recent acquisitions and stock repurchases. Other income was \$0.8 million for the first quarter of 2015, compared with income of \$0.6 million for the first quarter of 2014.

### Income Taxes

The income tax provision is calculated using an estimated annual effective tax rate, based upon estimates of annual income, permanent items, statutory tax rates and planned tax strategies in the various jurisdictions in which we operate except that certain loss jurisdictions and discrete items, such as the resolution of uncertain tax positions, are treated separately. The Company’s effective income tax rate for the first quarter of 2015 was 29.8% compared with 25.8% for the first quarter of 2014.

The first quarter of 2015 reflected \$0.2 million in net discrete tax expense. The first quarter of 2014 reflected \$2.3 million in net discrete tax benefits which included the remeasurement of uncertain tax positions due to a favorable resolution of a tax matter. Excluding the net discrete tax items in both periods, the effective tax rates would have been 29.5% for both the first quarter of 2015 and 2014. The Company’s effective tax rate for fiscal year 2015 is expected to be 29.5%, based on the projected mix of earnings before tax by jurisdiction, excluding the impact of any matters that would be treated as discrete.

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## Segment Results

## Instrumentation

| (Dollars in millions)                                   | First Quarter |         |  |   |
|---|---------------|---------|--|---|
|   | 2015          | 2014    |  |   |
| Sales   | \$270.3       | \$258.9 |  |   |
| Cost of sales   | \$149.7       | \$144.6 |  |   |
| Selling, general and administrative expenses            | \$78.5        | \$76.8  |  |   |
| Operating profit  | \$42.1        | \$37.5  |  |   |
| Cost of sales % of sales                                | 55.4          | % 55.9  |  | % |
| Selling, general and administrative expenses % of sales | 29.0          | % 29.6  |  | % |
| Operating profit % of sales                             | 15.6          | % 14.5  |  | % |

## First quarter of 2015 compared with the first quarter of 2014

The Instrumentation segment's first quarter 2015 sales were \$270.3 million, compared with \$258.9 million in the first quarter of 2014, an increase of 4.4%. Operating profit for the first quarter of 2015 was \$42.1 million, compared with operating profit of \$37.5 million in the first quarter of 2014, an increase of 12.3%.

The first quarter 2015 sales increase resulted from higher sales in the marine instrumentation and environmental instrumentation product lines, partially offset by lower sales of electronic test and measurement instrumentation. The higher sales of \$8.9 million for marine instrumentation included \$12.1 million in incremental sales from recent acquisitions, including Bolt and Bowtech. Marine instrumentation reflected reduced sales of geophysical sensors for oil and gas exploration and lower international sales of sonar systems. Sales for environmental instrumentation increased \$6.4 million and reflected higher sales of laboratory and field instrumentation. Sales for electronic test and measurement instrumentation decreased by \$3.9 million primarily as a result of lower international sales due in part to the impact of foreign exchange rates. The increase in operating profit primarily reflected the impact of higher sales. The first quarter of 2015 reflected \$0.8 million in higher acquired intangible amortization expense.

The incremental operating profit included in the results for the first quarter of 2015 from recent acquisitions was \$0.1 million, which included \$1.0 million in additional intangible asset amortization expense. In 2015, we continue to expect increased sales of marine instrumentation as a result of prior acquisitions, as well as greater sales of marine interconnect systems, partially offset by reduced sales of geophysical sensors for oil and gas exploration.

First quarter 2015 cost of sales increased by \$5.1 million, compared with the first quarter of 2014, and primarily reflected the impact of higher sales. The decrease in the cost of sales percentage to 55.4% from 55.9% reflected the impact of product mix differences. First quarter 2015 selling, general and administrative expenses, including research and development and bid and proposal expense, increased by \$1.7 million, compared with the first quarter of 2014, and primarily reflected the impact of higher sales. The selling, general and administrative expense percentage decreased to 29.0% in the first quarter of 2015 from 29.6% in the first quarter of 2014.

## Digital Imaging

| (Dollars in millions)                                   | First Quarter |         |  |   |
|---|---------------|---------|--|---|
|   | 2015          | 2014    |  |   |
| Sales   | \$90.4        | \$101.9 |  |   |
| Cost of sales   | \$55.2        | \$63.5  |  |   |
| Selling, general and administrative expenses            | \$25.9        | \$28.7  |  |   |
| Operating profit  | \$9.3         | \$9.7   |  |   |
| Cost of sales % of sales                                | 61.1          | % 62.3  |  | % |
| Selling, general and administrative expenses % of sales | 28.6          | % 28.2  |  | % |
| Operating profit % of sales                             | 10.3          | % 9.5   |  | % |

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First quarter of 2015 compared with the first quarter of 2014

The Digital Imaging segment's first quarter 2015 sales were \$90.4 million, compared with \$101.9 million in the first quarter of 2014, a decrease of 11.3%. Operating profit was \$9.3 million for the first quarter of 2015, compared with operating profit of \$9.7 million in the first quarter of 2014, a decrease of 4.1%.

The first quarter 2015 sales primarily reflected lower sales from U.S. Government research and development contracts and reduced sales of imagers for remote sensing, as well as machine vision cameras for semiconductor inspection. The decrease in operating profit in 2015 primarily reflected the impact of lower sales.

First quarter 2015 cost of sales decreased by \$8.3 million, compared with the first quarter of 2014 and primarily reflected the impact of lower sales. The cost of sales percentage in 2015 decreased to 61.1% in the first quarter of 2015, compared with 62.3% for the first quarter of 2014 and reflected product mix differences. Selling, general and administrative expenses, including research and development and bid and proposal expense, decreased to \$25.9 million in 2015, from \$28.7 million in 2014 and reflected the impact of lower sales. The selling, general and administrative expense percentage increased slightly to 28.6% in the first quarter of 2015 from 28.2% in the first quarter of 2014 as selling expense was flat despite the lower sales.

Aerospace and Defense Electronics

| (Dollars in millions)                                   | First Quarter |         |  |   |
|---|---------------|---------|--|---|
|   | 2015          | 2014    |  |   |
| Sales   | \$141.2       | \$153.3 |  |   |
| Cost of sales   | \$90.2        | \$95.6  |  |   |
| Selling, general and administrative expenses            | \$31.6        | \$33.9  |  |   |
| Operating profit  | \$19.4        | \$23.8  |  |   |
| Cost of sales % of sales                                | 63.9          | % 62.4  |  | % |
| Selling, general and administrative expenses % of sales | 22.4          | % 22.1  |  | % |
| Operating profit % of sales                             | 13.7          | % 15.5  |  | % |

First quarter of 2015 compared with the first quarter of 2014

The Aerospace and Defense Electronics segment's first quarter 2015 sales were \$141.2 million, compared with \$153.3 million in the first quarter of 2014, a decrease of 7.9%. Operating profit was \$19.4 million for the first quarter of 2015, compared with operating profit of \$23.8 million in the first quarter of 2014, a decrease of 18.5%.

The first quarter 2015 sales decrease reflected lower sales of \$9.6 million from microwave and interconnect systems and \$6.0 million from electronic manufacturing services products, partially offset by higher sales of \$3.5 million from avionics products and electronic relays. Operating profit in the first quarter of 2015 reflected the impact of lower sales, as well as, lower margins for most defense electronics products.

First quarter 2015 cost of sales decreased by \$5.4 million, compared with the first quarter of 2014, and reflected the impact of lower sales. Cost of sales as a percentage of sales for the first quarter of 2015 increased to 63.9% from 62.4% in the first quarter of 2014 and reflected product mix differences. Selling, general and administrative expenses, including research and development and bid and proposal expense, decreased to \$31.6 million in the first quarter of 2015, compared with \$33.9 million in the first quarter of 2014 and reflected the impact of lower sales. The selling, general and administrative expense percentage increased slightly to 22.4% in the first quarter of 2015, compared with 22.1% in the first quarter of 2014.

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## Engineered Systems

| (Dollars in millions)                                   | First Quarter |        |  |   |
|---|---------------|--------|--|---|
|   | 2015          | 2014   |  |   |
| Sales   | \$63.1        | \$59.4 |  |   |
| Cost of sales   | \$50.8        | \$48.0 |  |   |
| Selling, general and administrative expenses            | \$5.6         | \$5.3  |  |   |
| Operating profit  | \$6.7         | \$6.1  |  |   |
| Cost of sales % of sales                                | 80.5          | % 80.8 |  | % |
| Selling, general and administrative expenses % of sales | 8.9           | % 8.9  |  | % |
| Operating profit % of sales                             | 10.6          | % 10.3 |  | % |

First quarter of 2015 compared with the first quarter of 2014

The Engineered Systems segment's first quarter 2015 sales were \$63.1 million, compared with \$59.4 million in the first quarter of 2014, an increase of 6.2%. Operating profit was \$6.7 million for the first quarter 2015, compared with operating profit of \$6.1 million in the first quarter of 2014, an increase of 9.8%.

The first quarter 2015 sales increase reflected higher sales of engineered products and services of \$1.5 million, which primarily reflected higher sales of space and marine manufacturing programs, and higher sales of energy systems products of \$2.7 million. Turbine engine sales were lower by \$0.5 million. Operating profit in the first quarter of 2015 primarily reflected the impact of higher sales.

First quarter 2015 cost of sales increased by \$2.8 million, compared with the first quarter of 2014, and reflected the impact of higher sales. Cost of sales as a percentage of sales for the first quarter of 2015 decreased slightly to 80.5% from 80.8% in the first quarter of 2014. Selling, general and administrative expenses, including research and development and bid and proposal expense, increased to \$5.6 million for the first quarter of 2015, compared with \$5.3 million for the first quarter of 2014 and reflected the impact of higher sales. The selling, general and administrative expense percentage was 8.9% for both the first quarter of 2015 and the first quarter of 2014.

## Financial Condition, Liquidity and Capital Resources

Our net cash provided by operating activities was \$16.7 million for the first three months of 2015, compared with net cash provided by operating activities of \$27.1 million for the first three months of 2014. The lower cash provided by operating activities in the first three months of 2015 reflected payments of legal matters, the payment of a scheduled earn-out and the timing of accounts payable payments, partially offset by lower income tax payments.

Our net cash used by investing activities was \$26.2 million for the first three months of 2015, compared with net cash used by investing activities of \$11.7 million for the first three months of 2014. The 2015 amount includes \$18.8 million for acquisitions. Capital expenditures for the first three months of 2015 and 2014 were \$7.7 million and \$11.7 million, respectively.

On February 2, 2015, Teledyne acquired Bowtech for \$18.8 million in cash, net of cash acquired and including an estimated working capital adjustment. Bowtech had sales of £6.6 million for its fiscal year ended January 2015.

During 2014, Teledyne made four acquisitions, the largest of which was Bolt on November 18, 2014.

Teledyne funded the purchases from borrowings under its credit facility and cash on hand. The results of the acquisitions have been included in Teledyne's results since the dates of the respective acquisitions.

Our goodwill was \$1,133.7 million at March 29, 2015 and \$1,150.6 million at December 28, 2014. The decrease in the balance of goodwill in 2015 resulted from the impact of exchange rate changes, partially offset by the Bowtech acquisition. Goodwill resulting from the Bowtech acquisition will not be deductible for tax purposes. Teledyne's net acquired intangible assets were \$264.8 million at March 29, 2015 and \$277.6 million at December 28, 2014. The decrease in the balance of acquired intangible assets in 2015 primarily resulted from amortization and the impact of exchange rate changes, partially offset by acquired intangibles for the Bowtech acquisition. The Company is still in the process of specifically identifying the amount to be assigned to certain assets, including acquired intangible assets, and liabilities and the related impact on taxes and goodwill for the Bowtech and Bolt acquisitions. The Company made preliminary estimates as of March 29, 2015, since there was insufficient time between the acquisition dates and the end of the period to finalize the analysis. On April 29, 2015, Teledyne DALSA, Inc. acquired the remaining 49% minority interest in the parent company of Optech Incorporated for CAD\$26.5 million.





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Financing activities used cash of \$13.7 million for the first three months of 2015, compared with cash used by financing activities of \$7.0 million for the first three months of 2014. Financing activities for the first three months of 2015 reflected net borrowings of \$127.1 million while the first three months of 2014 included net borrowings of \$7.9 million. Proceeds from the exercise of stock options were \$2.7 million and \$6.7 million for the first three months of 2015 and 2014, respectively. On February 2, 2015, the Company entered into a \$142.0 million ASR agreement with a financial institution in a privately negotiated transaction for 1,500,000 shares of the Company's common stock under at an initial price of \$94.68 per share. Pursuant to the ASR agreement, in February 2015, the Company advanced \$142.0 million to the ASR counterparty and received 1,425,000 shares of common stock, which used \$134.9 million of the \$142.0 million advanced, representing 95% of the estimated shares to be repurchased under the ASR agreement. The ASR agreement was funded by cash on hand and floating rate borrowings of \$120.0 million under the \$750 million credit facility.

Working capital increased to \$417.4 million at March 29, 2015, compared with \$402.7 million at December 28, 2014, and primarily reflected lower accrued payroll liabilities.

Our principal cash and capital requirements are to fund working capital needs, capital expenditures, income tax payments, pension contributions, debt service requirements and the stock repurchase program, as well as acquisitions. It is anticipated that operating cash flow, together with available borrowings under the credit facility described below, will be sufficient to meet these requirements over the next twelve months. We may need to raise additional capital to support acquisitions. We currently expect to spend up to \$60.0 million for capital expenditures in 2015, of which \$7.7 million has been spent in the first three months of 2015. No cash pension contributions are planned for 2015 for the domestic pension plan.

Total debt at March 29, 2015 was \$830.0 million, which includes \$233.0 million outstanding under the \$750.0 million credit facility. At March 29, 2015, Teledyne had \$16.7 million in outstanding letters of credit. Available borrowing capacity under the \$750.0 million credit facility, which is reduced by borrowings and certain outstanding letters of credit, was \$502.5 million at March 29, 2015. The credit agreements require the Company to comply with various financial and operating covenants and at March 29, 2015 the Company was in compliance with these covenants. As of March 29, 2015, the Company had a significant amount of margin between required financial covenant ratios and our actual ratios. At March 29, 2015, the required financial ratios and the actual ratios were as follows:

| Financial Covenants  | Requirement            | Actual Measure |
|--|------------------------|----------------|
| Consolidated Leverage Ratio (Net Debt/EBITDA) (a)          | No more than 3.25 to 1 | 2.1 to 1       |
| Consolidated Interest Coverage Ratio (EBITDA/Interest) (b) | No less than 3.0 to 1  | 19.0 to 1      |

\$250.0 million Private Placement Notes due 2015, 2017 and 2020 and \$125.0 million Private Placement Notes due 2019

| Financial Covenants  | Requirement            | Actual Measure |
|--|------------------------|----------------|
| Consolidated Leverage Ratio (Net Debt/EBITDA) (a)          | No more than 3.25 to 1 | 2.1 to 1       |
| Consolidated Interest Coverage Ratio (EBITDA/Interest) (b) | No less than 3.0 to 1  | 19.0 to 1      |

a) The Consolidated Leverage Ratio is equal to Net Debt/EBITDA as defined in our private placement note purchase agreement and our \$750.0 million credit agreement.

b) The Consolidated Interest Coverage Ratio is equal to EBITDA/Interest as defined in our private placement note purchase agreement and our \$750.0 million credit agreement.

Our liquidity is not dependent upon the use of off-balance sheet financial arrangements. We have no off-balance sheet financing arrangements that incorporate the use of special purpose entities or unconsolidated entities.

#### Critical Accounting Policies

Our critical accounting policies are those that are reflective of significant judgments and uncertainties, and may potentially result in materially different results under different assumptions and conditions. Our critical accounting policies are the following: revenue recognition; accounting for pension plans; accounting for business combinations, goodwill and other long-lived assets; and accounting for income taxes.

For additional discussion of the application of the other critical accounting policies and other accounting policies, see Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Note 2 of the Notes to Consolidated Financial Statements included in Teledyne's 2014 Form 10-K.

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In February 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2015-02, “Amendments to the Consolidation Analysis” which changes the guidance with respect to the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. All legal entities are subject to reevaluation under the revised consolidation model. The new guidance affects the following areas: (1) limited partnerships and similar legal entities, (2) evaluating fees paid to a decision maker or a service provider as a variable interest, (3) the effect of fee arrangements on the primary beneficiary determination, (4) the effect of related parties on the primary beneficiary determination, and (5) certain investment funds. The new guidance will be effective for the Company’s 2016 fiscal year and subsequent interim periods. The adoption of the guidance is not expected to have a material effect on the Company’s consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which provides a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and will supersede most current revenue recognition guidance. This new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016, and can be adopted either retrospectively to each prior reporting period presented or as a cumulative-effect adjustment as of the date of adoption, with early application not permitted. In March 2015, the FASB voted to defer the effective date by one year, but allow early adoption as of the original adoption date. This proposed delay is subject to the board's normal due diligence process, including a public comment period. The Company is currently in the process of determining its implementation approach and assessing the impact on the consolidated financial statements and footnote disclosures.

**Safe Harbor Cautionary Statement Regarding Forward-Looking Information**

From time to time we make, and this report contains, forward looking statements, as defined in the Private Securities Litigation Reform Act of 1995, relating to earnings, growth opportunities, product sales, capital expenditures, pension matters, stock option compensation expense, the credit facility, interest expense, severance and relocation costs, environmental remediation costs, stock repurchases, taxes, exchange rates and strategic plans. Forward-looking statements are generally accompanied by words such as “estimate”, “project”, “predict”, “believes” or “expect”, that convey the uncertainty of future events or outcomes. All statements made in this Management’s Discussion and Analysis of Financial Condition and Results of Operations that are not historical in nature should be considered forward-looking. Actual results could differ materially from these forward-looking statements. Many factors could change the anticipated results, including: disruptions in the global economy; changes in demand for products sold to the defense electronics, instrumentation, digital imaging, energy exploration and production, commercial aviation, semiconductor and communications markets; funding, continuation and award of government programs; cuts to defense spending resulting from existing and future deficit reduction measures; and threats to the security of our confidential and proprietary information, including cyber security threats. Lower oil and natural gas prices, as well as instability in the Middle East or other oil producing regions, and new regulations or restrictions relating to energy production, including with respect to hydraulic fracturing, could negatively affect the Company’s businesses that supply the oil and gas industry. Increasing fuel costs could negatively affect the markets of our commercial aviation businesses. In addition, financial market fluctuations affect the value of the Company’s pension assets. Changes in the policies of U.S. and foreign governments, could result, over time, in reductions and realignment in defense or other government spending and further changes in programs in which the company participates.

While the company’s growth strategy includes possible acquisitions, we cannot provide any assurance as to when, if or on what terms any acquisitions will be made. Acquisitions involve various inherent risks, such as, among others, our ability to integrate acquired businesses, retain customers and achieve identified financial and operating synergies. There are additional risks associated with acquiring, owning and operating businesses outside of the United States, including those arising from U.S. and foreign government policy changes or actions and exchange rate fluctuations. While we believe our internal and disclosure control systems are effective, there are inherent limitations in all control systems, and misstatements due to error or fraud may occur and not be detected.

Readers are urged to read our periodic reports filed with the Securities and Exchange Commission for a more complete description of our Company, its businesses, its strategies and the various risks that we face. Various risks are identified in Teledyne’s 2014 Form 10-K and this Form 10-Q.

We assume no duty to publicly update or revise any forward-looking statements, whether as a result of new information or otherwise.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

Except as set forth below, there were no material changes to the information provided under “Item 7A, Quantitative and Qualitative Disclosure About Market Risk” included in our 2014 Form 10-K.

Market Risk

We are exposed to various market risks, including changes in foreign currency exchange rates and interest rates. Foreign currency forward contracts are used primarily to hedge anticipated exposures. We do not enter into derivatives or other financial instruments for trading or speculative purposes.

Foreign Currency Exchange Rate Risk

Notwithstanding our efforts to mitigate portions of our foreign currency exchange rate risks, there can be no assurance that our hedging activities will adequately protect us against the risks associated with foreign currency fluctuations. A hypothetical 10 percent price change in the U.S. dollar from its value at March 29, 2015 would result in a decrease or increase in the fair value of our foreign currency forward contracts designated as cash flow hedges to buy Canadian dollars and to sell U.S. dollars by approximately \$6.1 million. For additional information please see Derivative Instruments discussed in Note 4 to these condensed consolidated financial statements.

Interest Rate Exposure

We are exposed to market risk through the interest rate on our borrowings under our \$750.0 million credit facility and our \$200.0 million in term loans. Borrowings under our credit facility and our term loans are at variable rates which are, at our option, tied to a Eurocurrency rate equal to LIBOR (London Interbank Offered Rate) plus an applicable rate or a base rate as defined in our credit agreement. Eurocurrency rate loans may be denominated in U.S. dollars or an alternative currency as defined in the agreement. Eurocurrency or LIBOR based loans under the facility typically have terms of one, two, three or six months and the interest rate for each such loan is subject to change if the loan is continued or converted following the applicable maturity date. The Company has not drawn any loans with a term longer than three months under the credit facility. Base rate loans have interest rates that primarily fluctuate with changes in the prime rate. Interest rates are also subject to change based on our consolidated leverage ratio as defined in the credit agreement. As of March 29, 2015, we had \$433.0 million in outstanding indebtedness under our credit facility and term loans. A 100 basis point increase in interest rates would result in an increase in annual interest expense of approximately \$4.3 million, assuming the \$433.0 million in debt was outstanding for the full year.

Item 4. Controls and Procedures

Our disclosure controls and procedures are designed to ensure that information required to be disclosed in reports that we file or submit under the Securities Exchange Act of 1934, are recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and to provide reasonable assurance that information required to be disclosed by us in such reports is accumulated and communicated to the Company’s management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Our Chairman, President and Chief Executive Officer and our Senior Vice President and Chief Financial Officer, with the participation and assistance of other members of management, have reviewed the effectiveness of our disclosure controls and procedures and have concluded that the disclosure controls and procedures, as of March 29, 2015, are effective.

In connection with our evaluation during the quarterly period ended March 29, 2015, we have made no changes in our internal controls over financial reporting that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting. There also were no material weaknesses identified for which corrective action needed to be taken.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

See Item 1 of Part 1, “Financial Statements -- Note 12 -- Lawsuits, Claims, Commitments, Contingencies and Related Matters.”

Item 1A. Risk Factors

There are no material changes to the risk factors previously disclosed in our 2014 Form 10-K in response to Item 1A to Part 1

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of Form 10-K. See also Part I Item 3, Quantitative and Qualitative Disclosures About Market Risk, for updated disclosures about interest rate exposure and exchange rate risks.

Item 2. Unregistered sales of equity securities and use of proceeds

In October 2011, the Company's Board of Directors authorized a stock repurchase program to repurchase up to 2,500,000 shares of the Company's common stock. Pursuant to this prior authorization, in September 2014, the Company entered into a \$101.6 million accelerated share repurchase ("ASR") agreement with a financial institution ("ASR Counterparty") in a privately negotiated transaction for 1,030,000 shares of the Company's common stock at an initial price of \$98.62 per share. Pursuant to the ASR agreement the Company advanced \$101.6 million to the ASR Counterparty and received 927,000 shares of common stock, representing 90% of the estimated shares to be repurchased under the ASR. The total number of shares of common stock that the Company will repurchase under the ASR agreement will be based on the average of the daily volume-weighted average prices of the common stock during the term of the ASR agreement, less a discount. At settlement, the ASR Counterparty may be required to deliver additional shares of the Company's common stock to the Company or, under certain circumstances, the Company may be required to deliver shares of its common stock or make a cash payment to the ASR Counterparty. Final settlement of the ASR agreement is expected to occur in June 2015, although the settlement may be accelerated at the ASR Counterparty's option. In September 2014, the Company repurchased 927,000 shares of its common stock under the ASR agreement, which used \$91.4 million of the \$101.6 million advanced.

On January 27, 2015, Teledyne's Board of Directors approved an additional stock repurchase program authorizing the Company to repurchase up to an additional 2,500,000 shares of its common stock ("2015 repurchase program"). On February 2, 2015, the Company entered into a \$142.0 million ASR agreement with a financial institution in a privately negotiated transaction for 1,500,000 shares of the Company's common stock at an initial price of \$94.68 per share. Pursuant to the ASR agreement, in February 2015, the Company advanced \$142.0 million to the ASR Counterparty and received 1,425,000 shares of common stock, which used \$134.9 million of the \$142.0 million advanced, representing 95% of the estimated shares to be repurchased under the ASR agreement.

The following table sets forth the shares repurchased during each fiscal month during the first quarter of 2015:

| Fiscal Month 2015        | Total number of shares purchased | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs | Maximum number of shares that may yet be purchased under the plans or programs |
|--------------------------|----------------------------------|------------------------------|--|--|
| December 29 - February 1 | —                                | \$—                          | —  | 2,945,148  |
| February 2 - March 1     | 1,425,000                        | \$94.68                      | 1,425,000  | 1,520,148  |
| March 2 - March 29       | —                                | \$—                          | —  | 1,520,148  |
| Total                    | 1,425,000                        | \$94.68                      | 1,425,000  |  |



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Item 6. Exhibits

(a) Exhibits

|                   |  |
|-------------------|--|
| Exhibit 31.1      | 302 Certification – Robert Mehrabian                     |
| Exhibit 31.2      | 302 Certification – Susan L. Main                        |
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| Exhibit 32.2      | 906 Certification – Susan L. Main                        |
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| Exhibit 101 (SCH) | XBRL Schema Document                                     |
| Exhibit 101 (CAL) | XBRL Calculation Linkbase Document                       |
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SIGNATURES

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

TELEDYNE TECHNOLOGIES INCORPORATED

DATE: April 30, 2015

By: /s/ Susan L. Main  
Susan L. Main, Senior Vice President and  
Chief Financial Officer  
(Principal Financial Officer and Authorized  
Officer)

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Teledyne Technologies Incorporated

Index to Exhibits

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