AMERICAS CARMART INC
Form 11-K
May 28, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 11-K

[x] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _______________ to _____________

Commission file number: 0-14939

America's Car-Mart, Inc. 401(K) Plan

(Full title of the plan and the address of the plan, if different from that of issuer named below)

America's Car-Mart, Inc.
802 SE Plaza Avenue, Suite 200
Bentonville, AR 72712
(Name of issuer of the securities held pursuant to the plan and the address of its principal executive office)

The following financial statements and reports, which have been prepared pursuant to the requirements of the Employee Retirement Income Security Act of 1974, are filed as part of this Annual Report on Form 11-K:

Report of Independent Registered Public Accounting Firm

Financial Statements:
Statements of Net Assets Available for Benefits, December 31, 2009 and 2008
Statement of Changes in Net Assets Available for Benefits, Year Ended December 31, 2009
Notes to Financial Statements

Supplemental Schedule:
Schedule of Assets (Held at End of Year), December 31, 2009

Exhibit 23.1
Consent of Independent Registered Public Accounting Firm

AMERICA'S CAR-MART, INC. 401(k) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2009 and 2008

WITH

REPORT OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Plan Administrators
America's Car-Mart, Inc. 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of the America's Car-Mart, Inc. 401(k) Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2009, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Fayetteville, Arkansas
May 28, 2010

AMERICA'S CAR-MART, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2009 and 2008

	2009	2008
Assets		
Cash	$360	$17,319
Investments, at fair value:		
Money market	308,968	300,251
Company stock	229,586	73,807
Common collective trust funds	73,748	25,570
Mutual funds	1,380,641	967,393
Participant loans	197,997	210,250
Total investments	2,190,940	1,577,271
Receivables:		
Participant contributions	10,539	-
Employer contributions	4,155	-
Accrued investment income	521	733
Due from brokers for securities sold	17	-
Total receivables	15,232	733
Total assets	2,206,532	1,595,323
Liabilities		
Refunds of excess contributions	30,127	-
Due to brokers for securities purchased	360	-
Total liabilities	30,487	-
Net assets available for benefits	$2,176,045	$1,595,323

See notes to financial statements.

AMERICA'S CAR-MART, INC. 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2009

Investment income:	
Interest and dividends	$34,656
Net appreciation in fair value of investments	379,208
Total investment income	413,864
Contributions:	
Participants	292,335
Employer	123,893
Rollovers	33,789
Total contributions	450,017
Total additions	863,881
Deductions from net assets attributable to:	
Benefits paid to participants	283,159
Net increase	580,722
Net assets available for benefits, beginning of year	1,595,323
Net assets available for benefits, end of year	$2,176,045

See notes to financial statements.

AMERICA'S CAR-MART, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

Note 1 – Description of Plan

America's Car-Mart, Inc. (the "Company" or "Employer") sponsors the America's Car-Mart, Inc. 401(k) Plan (the "Plan") for the benefit of its employees. The following description is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established for the benefit of the employees of the Company. The Plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (the "Code") and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan is administrated by a committee appointed by the Company. Bank of Oklahoma, N.A., (the "Trustee") serves as the Trustee of the Plan.

Eligibility

Employees of the Company who have reached 21 years of age and have completed one year of service are eligible to participate in the Plan. A year of service means a 12-consecutive month period in which an employee has 1,000 or more hours of service. Participants may enroll in the Plan on the first day of the quarter after satisfying eligibility requirements.

Contributions

Eligible employees may contribute up to the maximum percentage of their compensation as defined by the Plan and dollar amount permissible under the Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also rollover amounts from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan also provides for discretionary Employer matching contributions. During 2009, the Company provided a matching contribution equal to 50% of each participant's contributions up to a maximum of 4% of qualifying participant's compensation. Additional amounts may be contributed at the discretion of the Board of Directors of the Company. There were no additional discretionary contributions made during 2009.

Vesting

Participants are immediately vested in their own contributions plus or minus any earnings or losses thereon. Vesting of Employer contributions is based upon years of service according to the following schedule:

Years of Service	Vesting Percentage	
One, but less than two	20	%
Two, but less than three	40	%
Three, but less than four	60	%
Four, but less than five	80	%
Five or more	100	%

Participants automatically become 100% vested upon: 1) normal retirement (attainment of age 65); 2) disability; or 3) death. Participants who terminate for any other reason are entitled to the vested amount of their accounts.

Participant loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms are not to exceed five years, unless the loan is for a primary residence in which case the term for repayment may not exceed 15 years. The loans are secured by the balance in the participant's account and bear interest at prime plus one percent. Principal and interest are paid ratably through payroll deductions.

Forfeitures

Forfeitures of Employer contributions resulting from participants withdrawing prior to becoming 100% vested are used to reduce Employer matching contributions. During 2009, forfeitures in the amount of $8,820 were used to reduce the Employer match contribution. The Plan did not have unallocated forfeitures at December 31, 2009 and 2008, respectively.

Participant accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Employer's contribution and (b) Plan earnings, which are allocated to a participant's account based on the ratio of each participant's account to the total of all participants' accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Payment of benefits

Upon retirement, termination, disability or death, a participant may elect to receive a lump-sum amount equal to the vested value of his or her account. Additionally, participants are allowed to take an in-service withdrawal upon reaching the age 59 ½.

Upon employee termination, mandatory distributions are required for balances of less than $5,000. Mandatory distributions above $1,000 made without the participant's consent are paid in a direct rollover to an individual retirement account designated by the Trustee.

Administrative expenses

The Plan allows administrative expenses to be paid from the Plan's assets.

Note 2 – Summary of Significant Accounting Policies

Basis of accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Investment valuation

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of benefits

Benefits are recorded when paid. As of December 31, 2009, there were no distributions that had been requested but not paid.

The Plan allows hardship withdrawals subject to account balance limits and applicable laws.

Note 3 – Investments

The following table presents the fair value of the participant directed investments. Individual investments that represent 5% or more of the Plan's net assets at December 31, 2009 or 2008, are separately identified.

Description of Asset	2009	2008
American Growth Fund of America	$198,440	$ 128,920
America's Car-Mart, Inc. Common Stock	229,586	73,807
Cavanal Hill Cash Management Fund	308,968	300,251
Federated Kaufman	247,941	194,789
Fidelity Balanced	185,009	150,602
DFA International Value Fund	239,285	143,986
Lord Abbett Small Cap Blend Fund	120,754	-
Neuberger Berman Guardian Trust Fund	199,325	144,833
PIMCO Total Return Fund Institutional	182,004	132,936
Participant Loans	197,997	210,250
All Others Less than 5%	235	16
Net cash used in financing activities	(2,259)	(28,397)

Effect of exchange rate on cash and cash equivalents	587	376
Net increase (decrease) in cash and cash equivalents	6,516	(12,841)
Cash and cash equivalents at beginning of year	124,368	109,571
Cash and cash equivalents at end of period	$ 130,884	$ 96,730
Supplemental cash flow information:		
Cash paid for Interest	$ 1,434	$ 2,506
Cash paid for Income taxes, net	$ 6,141	$ 4,756

See notes to unaudited condensed consolidated financial statements.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED

September 28, 2014

NOTE 1 Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared by CTS Corporation (CTS or the Company), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations. The unaudited condensed consolidated financial statements should be read in conjunction with the financial statements, notes thereto, and other information included in the Company s Annual Report on
Form 10-K for the year ended December 31, 2013.

The accompanying unaudited condensed consolidated financial statements reflect, in the opinion of management, all adjustments (consisting of normal recurring items) necessary for a fair statement, in all material respects, of the financial position and results of operations for the periods presented. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ materially from those estimates. The results of operations for the interim periods are not necessarily indicative of the results for the entire year.

On October 2, 2013, CTS sold its electronics manufacturing solutions (EMS) business to Benchmark Electronics, Inc. (Benchmark) for approximately $75 million in cash. The sale of EMS, along with the announcement of the June 2013 Restructuring Plan, has allowed CTS to sharpen its focus on its Components and Sensors business. Due to the sale, the 2013 amounts in the Statement of Earnings (Loss) related to EMS have been reported separately as discontinued operations. Refer to NOTE 15, Discontinued Operations. CTS now has one single business segment. Prior to October 2, 2013, the date of the close of the sale of the EMS segment, CTS had two reportable segments: 1) Components and Sensors and 2) EMS. The prior year s segment reporting has been updated to conform to the current period s presentation of one single business segment.

Reclassifications

Certain reclassifications for discontinued operations have been made for the prior periods presented in the Unaudited Condensed Consolidated Financial Statements to conform to the current period s presentation.

NOTE 2 Accounts Receivable

The components of accounts receivable are as follows:

	As of	
($ in thousands)	**September 28, 2014**	**December 31, 2013**
Accounts receivable, gross	$ 63,198	$ 62,806
Less: Allowance for doubtful accounts	(105)	(139)

Accounts receivable, net	$ 63,093	$ 62,667

NOTE 3 Inventories

Inventories consist of the following:

	As of	
($ in thousands)	**September 28, 2014**	**December 31, 2013**
Finished goods	$ 12,119	$ 10,310
Work-in-process	7,778	7,492
Raw materials	17,705	19,021
Less: Inventory reserves	(7,694)	(4,597))
Inventories, net	$ 29,908	$ 32,226

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NOTE 4 Retirement Plans

Net pension (income) expense for our domestic and foreign plans was as follows:

	Three Months Ended		Nine Months Ended	
($ in thousands)	**September 28, 2014**	**September 29, 2013**	**September 28, 2014**	**September 29, 2013**
Net pension (income) expense	$ (637)	$ 533	$ (1,717)	$ 1,623

Net pension expense breakdown for our domestic and foreign plans include the following components:

Three months:

	Domestic Pension Plans Three Months Ended		Foreign Pension Plans Three Months Ended	
($ in thousands)	**September 28, 2014**	**September 29, 2013**	**September 28, 2014**	**September 29, 2013**
Service cost	$ 48	$ 648	$ 21	$ 28
Interest cost	3,052	2,711	156	134
Expected return on plan assets *(1)*	(5,209)	(5,042)	(172)	(103)
Amortization of prior service cost		138		
Amortization of loss	1,408	1,921	59	98
(Income) expense, net	$ (701)	$ 376	$ 64	$ 157

Nine months:

	Domestic Pension Plans Nine Months Ended		Foreign Pension Plans Nine Months Ended	
($ in thousands)	**September 28, 2014**	**September 29, 2013**	**September 28, 2014**	**September 29, 2013**
Service cost	$ 144	$ 1,945	$ 63	$ 84
Interest cost	9,163	8,134	461	398
Expected return on plan assets *(1)*	(15,625)	(15,127)	(509)	(305)
Amortization of prior service cost		436		
Amortization of loss	4,237	5,763	177	295
Other cost due to retirement	172			
(Income) expense, net	$ (1,909)	$ 1,151	$ 192	$ 472

(1) Expected return on plan assets is net of expected investment expenses and certain administrative expenses.

Net postretirement expense for our postretirement plan includes the following components:

($ in thousands)	Three Months Ended September 28, 2014	Three Months Ended September 29, 2013	Nine Months Ended September 28, 2014	Nine Months Ended September 29, 2013
Other postretirement benefit plan				
Service cost	$ 1	$ 2	$ 3	$ 6
Interest cost	57	56	172	167
Amortization of gain	(39)		(118)	
Postretirement expense	$ 19	$ 58	$ 57	$ 173

NOTE 5 Other Intangible Assets

Intangible assets consist of the following as of:

	As of September 28, 2014		
($ in thousands)	**Gross Carrying Amount**	**Accumulated Amortization**	**Net Amount**
Amortized intangible assets:			
Customer lists/relationships	$ 51,804	$ (23,492)	$ 28,312
Patents	10,319	(10,319)	
Other intangibles	12,270	(3,615)	8,655
Other intangible assets, net	$ 74,393	$ (37,426)	$ 36,967
Amortization expense for the nine months ended September 28, 2014		$ 3,125	

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($ in thousands)	As of December 31, 2013 Gross Carrying Amount	Accumulated Amortization	Net Amount
Amortized intangible assets:			
Customer lists/relationships	$ 51,804	$ (21,490)	$ 30,314
Patents	10,319	(10,319)	
Other intangibles	12,270	(2,492)	9,778
Other intangible assets, net	$ 74,393	$ (34,301)	$ 40,092
Amortization expense for the nine months ended September 29, 2013		$ 3,623	

Amortization expense remaining for other intangible assets is as follows:

($ in thousands)	Amortization expense
2014	$ 1,067
2015	3,947
2016	3,647
2017	3,569
2018	3,484
Thereafter	21,253
Total amortization expense	$ 36,967

NOTE 6 Costs Associated with Exit and Restructuring Activities

Costs associated with exit and restructuring activities are recorded in the Condensed Consolidated Statement of Earnings (Loss) as follows: Restructuring related charges are recorded as a component of Cost of Goods Sold. Restructuring and impairment charges are reported on a separate line and included in Operating Earnings. Total restructuring, impairment and restructuring related charges were $2,064,000 for the three month period and $6,210,000 for the nine month period ended September 28, 2014.

Restructuring related charges were $494,000 for the three month period and $1,404,000 for the nine month period ended September 28, 2014. Restructuring and impairment charges were $1,570,000 for the three month period and $4,806,000 for the nine month period ended September 28, 2014.

During April of 2014, CTS announced plans to restructure its operations and consolidate its Canadian operations into other existing CTS facilities as part of CTS overall plan to simplify its business model and rationalize its global footprint.

These restructuring actions will result in the elimination of approximately 120 positions. These actions are expected to be completed in 2015. The following table displays the planned restructuring and restructuring-related charges associated with the April 2014 Plan, as well as a summary of the actual costs incurred through September 28, 2014:

April 2014 Plan

($ in thousands)	Planned Costs	Actual costs incurred through September 28, 2014
Inventory write-down	$ 250	$
Equipment relocation	500	
Other charges	350	
Restructuring related charges, included in cost of goods sold	$ 1,100	$
Workforce reduction	$ 4,100	$ 2,980
Asset impairment charge		
Other charges, including pension termination costs	500	
Restructuring and impairment charges	$ 4,600	$ 2,980
Total restructuring, impairment and restructuring related charges	$ 5,700	$ 2,980

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Under the April 2014 Plan, restructuring and impairment charges were $575,000 in the three month period and $2,980,000 in the nine month period ended September 28, 2014.

During June of 2013, CTS announced a restructuring plan to simplify CTS global footprint by consolidating manufacturing facilities into existing locations. This plan includes the consolidation of operations from the U.K. manufacturing facility into the Czech Republic facility, the Carol Stream, Illinois manufacturing facility into the Juarez, Mexico facility and to discontinue manufacturing at its Singapore facility. Certain Corporate functions were consolidated or eliminated as a result of the above June 2013 plan and also as a result of the sale of CTS EMS business.

These restructuring actions will result in the elimination of approximately 350 positions. These actions are expected to be completed in 2014. The following table displays the planned restructuring and restructuring-related charges associated with the realignment, as well as a summary of the actual costs incurred through September 28, 2014:

June 2013 Plan

($ in thousands)	**Planned Costs**	**Actual costs incurred through September 28, 2014**
Inventory write-down	$ 800	$ 1,143
Equipment relocation	900	1,288
Other charges	100	549
Restructuring-related charges, included in cost of goods sold	$ 1,800	$ 2,980
Workforce reduction	$ 8,300	$ 8,189
Asset impairment charge	3,000	4,464
Other charges, including pension termination costs	5,500	515
Restructuring and impairment charges	$ 16,800	$ 13,168
Total restructuring and restructuring-related charges	$ 18,600	$ 16,148

Under the June 2013 Plan, total restructuring, impairment and restructuring related charges incurred were $1,489,000 for the three month period and $3,230,000 for the nine month period ended September 28, 2014. For the three month period ended September 28, 2014, the restructuring related charges were $494,000 and the restructuring and impairment charges were $995,000. For the nine month period ended September 28, 2014, the restructuring related charges were $1,404,000 and the restructuring and impairment charges were $1,827,000.

The following table displays the restructuring reserve activity for the period ended September 28, 2014:

June 2013 Plan and April 2014 Plan

($ in thousands)	
Restructuring liability at January 1, 2014	$ 3,100
Restructuring and restructuring-related charges, excluding asset impairments and write-offs	5,571
Cost paid	(5,622)
Restructuring liability at September 28, 2014	$ 3,049

During December of 2012, CTS realigned its operations to suit the business needs of the Company. These realignment actions resulted in the elimination of approximately 190 positions. These actions were completed as of March 31, 2013. Approximately $200,000 of the remaining restructuring and restructuring-related charges were incurred in the first quarter of 2013.

The following table displays the restructuring reserve activity related to the December 2012 Plan:

December 2012 Plan

($ in thousands)	
Restructuring liability at January 1, 2013	$ 1,600
Restructuring and restructuring-related charges, excluding asset impairments and write-offs	800
Cost paid	(2,400)
Restructuring liability at December 31, 2013	$ 0

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NOTE 7 Accrued liabilities

The components of Accrued liabilities are as follows:

	As of	
($ in thousands)	**September 28, 2014**	**December 31, 2013**
Accrued product related costs	$ 5,967	$ 5,429
Accrued income taxes	4,333	2,666
Accrued property and other taxes	1,633	1,718
Dividends payable	1,342	1,342
Other accrued liabilities	14,130	16,091
Total accrued liabilities	$ 27,405	$ 27,246

NOTE 8 Contingencies

Certain processes in the manufacture of CTS current and past products create hazardous waste by-products as currently defined by federal and state laws and regulations. CTS has been notified by the U.S. Environmental Protection Agency, state environmental agencies and, in some cases, generator groups, that it is or may be a potentially responsible party regarding hazardous waste remediation at several non-CTS sites, including Superfund sites in Asheville, NC and San Francisco, CA. In addition to these non-CTS sites, CTS has an ongoing practice of providing reserves for probable remediation activities at certain of its manufacturing locations and for claims and proceedings against CTS with respect to other environmental matters. In the opinion of management, based upon presently available information relating to all such matters, adequate provision for probable costs has been made.

CTS manufactures accelerator pedals for a number of automobile manufacturers, including subsidiaries of Toyota Motor Corporation (Toyota). In January 2010, Toyota initiated a recall of a substantial number of vehicles in North America containing pedals manufactured by CTS. The recall expanded to include vehicles in Europe and Asia. The pedal recall and associated events have led to the Company being named as a co-defendant with Toyota in certain litigation in the United States and Canada. CTS is not aware of any legal actions filed in Asia or Europe against CTS at this time. In February 2010, CTS entered into an agreement with Toyota whereby Toyota agreed that it will indemnify, defend, and hold the Company harmless from, and the parties will cooperate in the defense of, third-party civil claims and actions that are filed or asserted in the United States or Canada and that arise from or relate to alleged incidents of unintended acceleration of Toyota and Lexus vehicles. The limited exceptions to indemnification restrict CTS share of any liability to amounts collectable from its insurers. CTS cannot assure that Toyota will not seek to recover a portion of its recall-related costs from CTS, or that the insurance CTS carries will be sufficient to cover such costs.

NOTE 9 Debt

Long-term debt was comprised of the following:

	As of	
($ in thousands)	**September 28, 2014**	**December 31, 2013**

Revolving credit facility due in 2017	$ 80,300	$ 75,000
Weighted average interest rate	1.5%	1.9%
Amount available	$ 117,235	$ 122,400
Total credit facility	$ 200,000	$ 200,000
Standby letters of credit	$ 2,465	$ 2,600
Commitment fee percentage per annum	0.25	0.30

The revolving credit facility requires, among other things, that CTS comply with a maximum total leverage ratio and a minimum fixed charge coverage ratio. Failure of CTS to comply with these covenants could reduce the borrowing availability under the revolving credit facility. CTS was in compliance with all debt covenants at September 28, 2014.

CTS uses interest rate swaps to convert the line of credit s variable rate of interest into a fixed rate. In the second quarter of 2012, CTS entered into four separate interest rate swap agreements to fix interest rates on $50 million of long-term debt for

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the periods January 2013 to January 2017. In the third quarter of 2012, CTS entered into four separate interest rate swap agreements to fix interest rates on $25 million of long-term debt for the periods January 2013 to January 2017. The difference to be paid or received under the terms of the swap agreements will be recognized as an adjustment to interest expense for the related line of credit when settled.

These swaps are treated as cash flow hedges and consequently, the changes in fair value were recorded in Other Comprehensive Income. Interest rate swaps activity recorded in Other Comprehensive Income before tax includes the following:

	Three Months Ended		Nine Months Ended	
(*$ in thousands)*	**September 28, 2014**	**September 29, 2013**	**September 28, 2014**	**September 29, 2013**
Unrealized gain (loss)	$ 124	$ (428)	$ (288)	$ 373
Realized loss reclassified to interest expense	$ 123	$ 81	$ 363	$ 236

Interest rate swaps included on the balance sheets are comprised of the following:

	As of	
($ in thousands)	**September 28, 2014**	**December 31, 2013**
Accrued liabilities	$ 583	$ 392
Other long-term obligations	$ 340	$ 604

NOTE 10 Other Comprehensive Income

Shareholders equity includes certain items classified as Accumulated Other Comprehensive Income (AOCI), including:

Unrealized gains (losses) on hedges relate to interest rate swaps to convert the line of credit s variable rate of interest into a fixed rate. These hedges are designated as cash flow hedges, and CTS has deferred income statement recognition of gains and losses until the hedged transaction occurs. Amounts reclassified to income from AOCI for hedges are included in interest expense. Further information related to CTS interest rate swaps is included in NOTE 13 Fair Value Measurement.

Unrealized gains (losses) on pension obligations are deferred from income statement recognition until the gains or losses are realized. Amounts reclassified to income from AOCI are included in net periodic pension expense. Further information related to CTS pension obligations is included in NOTE 4 Retirement Plans.

Cumulative translation adjustment relates to our non-U.S. subsidiary companies that have designated a functional currency other than the U.S. dollar. CTS is required to translate the subsidiary functional currency financial statements to dollars using a combination of historical, period-end, and average foreign exchange rates. This combination of rates creates the foreign currency translation adjustment component of other comprehensive income. Transfer of foreign currency translation gains and (losses) from AOCI to income are included in Total other income (expense).

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The components of other comprehensive loss for the three months ended September 28, 2014 are as follows (in thousands):

	As of June 29, 2014	Gain (Loss) recognized in OCI	Gain (Loss) reclassified from AOCI to income	Three months ended September 28, 2014	As of September 28, 2014
Changes in fair market value of hedges:					
Gross	$ (1,170)	$ 124	$ 123	$ 247	$ (923)
Income tax (benefit)	(447)	47	47	94	(353)
Net	(723)	77	76	153	(570)
Changes in unrealized pension cost:					
Gross	(135,180)	1,575		1,575	(133,605)
Income tax (benefit)	(53,896)	539		539	(53,357)
Net	(81,284)	1,036		1,036	(80,248)
Cumulative translation adjustment:					
Gross	1,470	(590)		(590)	880
Income tax (benefit)	(1,155)	391		391	(764)
Net	2,625	(981)		(981)	1,644
Total accumulated other comprehensive (loss) income	$ (79,382)	$ 132	$ 76	$ 208	$ (79,174)

The components of other comprehensive loss for the three months ended September 29, 2013 are as follows (in thousands):

	As of June 30, 2013	Gain (Loss) recognized in OCI	Gain (Loss) reclassified from AOCI to income	Three months ended September 29, 2013	As of September 29, 2013
Changes in fair market value of hedges:					
Gross	$ (650)	$ (428)	$ 81	$ (347)	$ (997)
Income tax (benefit)	(253)	(168)	31	(137)	(390)
Net	(397)	(260)	50	(210)	(607)

Changes in unrealized pension cost:					
Gross	(194,629)		1,943	1,943	(192,686)
Income tax (benefit)	(76,660)		771	771	(75,889)
Net	(117,969)		1,172	1,172	(116,797)
Cumulative translation adjustment:					
Gross	(473)	914		914	441
Income tax (benefit)	(182)	(430)		(430)	(612)
Net	(291)	1,344		1,344	1,053
Total accumulated other comprehensive (loss) income	$ (118,657)	$ 1,084	$ 1,222	$ 2,306	$ (116,351)

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The components of other comprehensive loss for the nine months ended September 28, 2014 are as follows (in thousands):

	As of December 31, 2013	Gain (Loss) Recognized in OCI	Gain (Loss) reclassified from AOCI to income	Nine months ended September 29, 2014	As of September 28, 2014
Changes in fair market value of hedges :					
Gross	$ (998)	$ (288)	$ 363	$ 75	$ (923)
Income tax (benefit)	(402)	(90)	139	49	(353)
Net	(596)	(198)	224	26	(570)
Changes in unrealized pension cost:					
Gross	(138,133)	4,356[1]	172	4,528	(133,605)
Income tax (benefit)	(55,028)	1,605	66	1,671	(53,357)
Net	(83,105)	2,751	106	2,857	(80,248)
Cumulative translation adjustment:					
Gross	949	(69)		(69)	880
Income tax (benefit)	(855)	91		91	(764)
Net	1,804	(160)		(160)	1,644
Total accumulated other comprehensive (loss) income	$ (81,897)	$ 2,393	$ 330	$ 2,723	$ (79,174)

The components of other comprehensive loss for the nine months ended September 29, 2013 are as follows (in thousands):

	As of December 31, 2012	Gain (Loss) recognized in OCI	Gain (Loss) reclassified from AOCI to income	Nine months ended September 29, 2013	As of September 29, 2013
Changes in fair market value of					

hedges :					
Gross	$ (1,606)	$ 373	$ 236	$ 609	$ (997)
Income tax (benefit)	(626)	144	92	236	(390)
Net	(980)	229	144	373	(607)
Changes in unrealized pension cost:					
Gross	(199,241)		6,555	6,555	(192,686)
Income tax (benefit)	(78,398)		2,509	2,509	(75,889)
Net	(120,843)		4,046	4,046	(116,797)
Cumulative translation adjustment:					
Gross	575	(134)		(134)	441
Income tax (benefit)	(644)	32		32	(612)
Net	1,219	(166)		(166)	1,053
Total accumulated other comprehensive (loss) income	$ (120,604)	$ 63	$ 4,190	$ 4,253	$ (116,351)

(1) The actuarial loss reclassified to income for 2014 was recognized in Cost of goods sold of $1,557, Selling, general and administrative expenses of $2,129, and Research and development expenses of $670, in CTS Consolidated Statements of Comprehensive Earnings.

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NOTE 11 Shareholders Equity

Share count and par value data related to shareholders equity are as follows:

	As of	
	September 28, 2014	December 31, 2013
Preferred Stock		
Par value per share	$ No par value	$ No par value
Shares authorized	25,000,000	25,000,000
Shares outstanding		
Common Stock		
Par value per share	$ No par value	$ No par value
Shares authorized	75,000,000	75,000,000
Shares issued	56,082,249	55,808,008
Shares outstanding	33,544,723	33,558,864
Treasury stock		
Shares held	22,537,526	22,249,144

During the nine month period ended September 28, 2014, CTS purchased 288,382 shares of common stock for $5,084,000 under a board-authorized share repurchase plan. For the nine month period ended September 29, 2013, CTS purchased 199,969 shares of common stock for $2,224,000.

A roll forward of common shares outstanding is as follows:

	Nine Months Ended	
	September 28, 2014	September 29, 2013
Balance at the beginning of the year	33,558,864	33,433,128
Repurchases	(288,382)	(199,969)
Stock option issuances	101,350	226,449
Restricted share issuances	172,891	203,704
Restricted share forfeitures		
Shares withheld for tax obligations		
Balance at the end of the period	33,544,723	33,663,312

The following table shows the potentially dilutive securities which have been excluded from the dilutive earnings per share calculation because they are either anti-dilutive, or the exercise price exceeds the average market price.

	Three Months Ended		Nine Months Ended	
	September 28, 2014	September 29, 2013	September 28, 2014	September 29 , 2013
Potentially dilutive securities		25		634

NOTE 12 Equity-Based compensation

At September 28, 2014, CTS had five equity-based compensation plans: the 2001 Stock Option Plan (2001 Plan), the Nonemployee Directors Stock Retirement Plan (Directors Plan), the 2004 Omnibus Long-Term Incentive Plan (2004 Plan), the 2009 Omnibus Equity and Performance Incentive Plan (2009 Plan), and the 2014 Performance & Incentive Plan (2014 Plan). Future grants can only be made under the 2014 Plan.

The 2009 Plan, and previously the 2001 Plan and 2004 Plan, provides for grants of incentive stock options or nonqualified stock options to officers, key employees, and nonemployee members of CTS Board of Directors. In addition, the 2009 Plan and the 2004 Plan allow for grants of stock appreciation rights, restricted stock, restricted stock units (RSUs), performance shares, performance units, and other stock awards.

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The following table summarizes the compensation expense included in Selling, general and administrative expenses in the Unaudited Condensed Consolidated Statements of Earnings related to equity-based compensation plans:

	Three Months Ended		Nine Months Ended	
($ in thousands)	**September 28, 2014**	**September 29, 2013**	**September 28, 2014**	**September 29, 2013**
Service-Based RSUs	397	444	1,080	1,961
Performance-Based RSUs	146	117	419	690
Market-Based RSUs	117	99	340	490
Total	$ 660	$ 660	$ 1,839	$ 3,141
Income tax benefit	$ 252	$ 252	$ 703	$ 1,200

The following table summarizes the unrecognized compensation expense related to non-vested RSUs by type and the weighted average period in which the expense is to be recognized:

($ in thousands)	**Unrecognized compensation expense at September 28, 2014**	**Weighted average period**
Service-Based RSUs	1,439	1.2 years
Performance-Based RSUs	1,064	1.4 years
Market-Based RSUs	775	1.3 years
Total	$ 3,278	

CTS recognizes expense on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in substance, multiple awards.

The following table summarizes the status of these plans as of September 28, 2014:

	2014 Plan	**2009 Plan**	**2004 Plan**	**2001 Plan**
Awards originally available	1,500,000	3,400,000	6,500,000	2,000,000
Stock options outstanding			5,200	
Restricted stock units outstanding	6,500	425,156	101,223	
Options exercisable			5,200	
Awards available for grant	1,493,500	1,593,853	106,423	

Stock Options

Stock options are exercisable in cumulative annual installments over a maximum 10-year period, commencing at least one year from the date of grant. Stock options are generally granted with an exercise price equal to the market price of the Company s stock on the date of grant. The stock options generally vest over four years and have a 10-year contractual life. The awards generally contain provisions to either accelerate vesting or allow vesting to continue on schedule upon retirement if certain service and age requirements are met. The awards also provide for accelerated vesting if there is a change in control event.

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A summary of the status of stock options as of September 28, 2014 and the nine month period then ended is presented below:

	Nine Months Ended September 28, 2014	
	Options	**Weighted-Average Exercise Price**
Outstanding at beginning of year	123,000	$ 12.78
Exercised	(115,100)	$ 12.84
Expired	(2,700)	$ 11.04
Forfeited		$
Outstanding at end of period	5,200	$ 12.35
Exercisable at end of period	5,200	$ 12.35

	Nine Months Ended September 28, 2014
Intrinsic values of share options exercised	$ 831,000
Weighted average remaining contractual life	1.2 years
Aggregate intrinsic values of options outstanding and options exercisable	$ 22,000

There are no unvested stock options at September 28, 2014.

Service-Based Restricted Stock Units

Service-based RSUs entitle the holder to receive one share of common stock for each unit when the unit vests. RSUs are issued to officers, key employees and non-employee directors as compensation. Generally, the RSUs vest over a three-year period. A summary of the status of RSUs is presented below:

	Nine Months Ended September 28, 2014	
	RSUs	**Weighted-average Grant-Date Fair Value**
Outstanding at beginning of year	630,288	$ 10.36
Granted	90,115	$ 19.05
Converted	(128,108)	$ 10.74

Forfeited	(59,416)	$	11.99
Outstanding at end of period	532,879	$	11.55

<u>Performance-Based Restricted Stock Units</u>

CTS grants performance-based restricted stock unit awards for certain executives. Vesting may occur in the range from zero percent to 200% of the target amount. Vesting is subject to certification of the fiscal results of the year prior to the target year by CTS independent auditors. Vesting is dependent upon CTS achievement of either sales growth targets or cash flow targets as noted in the table below.

Performance-Based RSUs include the following components:

Grant Date	**Target Units**	**Vesting Year**	**Vesting Dependency**	**Units Awarded**
February 8, 2012	45,850	2014	Sales growth	
February 8, 2012	39,300	2014	Cash flow	69,600
February 11, 2013	77,700	2016	Sales growth	
February 11, 2013	66,600	2016	Cash flow	
February 14, 2014	25,085	2017	Sales growth	
February 14, 2014	21,500	2017	Cash flow	

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Market-Based Restricted Stock Units

CTS grants market-based restricted stock unit awards for certain executives and key employees. Vesting may occur in the range from zero percent to 200% of the target amount. Vesting is subject to certification of the fiscal results of the year prior to the target year by CTS independent auditors. The vesting rate will be determined using a matrix based on a percentile ranking of CTS total stockholder return with peer group total shareholder return over a three-year period. Vesting is tied exclusively to CTS total stockholder return relative to peer group companies total stockholder return rates.

Market-Based RSUs include the following components:

Grant Date	Target Units	Vesting Year	Number of Peer Group Companies	Units Awarded
February 8, 2012	45,850	2014	28	63,800
February 11, 2013	77,700	2016	20	
February 11, 2013	32,500	2016	20	
February 14, 2014	25,085	2017	15	

NOTE 13 Fair Value Measurement

The table below summarizes the non-financial assets that were measured and recorded at fair value on a non-recurring basis as of September 28, 2014 and the loss recorded during the nine months ended September 28, 2014 on those assets:

($ in thousands)	**Carrying Value at September 28, 2014**	**Quoted Prices in Active Markets for Identical (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Loss for Nine Months Ended September 28, 2014**
Long-lived assets					79

During the second quarter of 2013, CTS initiated the June 2013 restructuring plan which impacted certain locations. This was considered a triggering event and the company performed an impairment analysis for the impacted intangibles and long-lived assets. The resulting intangible impairment loss related to customer based intangibles. The fair value of these assets were measured and recorded using an income approach. Projected future cash flows related to these assets were used under this approach to determine their fair values. CTS recorded an impairment charge of approximately $3,104,000 for the nine months ended September 29, 2013. The impairment charge was recorded under Restructuring and Impairment Charge on CTS Condensed Consolidated Statements of Earnings.

The table below summarizes the financial liability that was measured at fair value on a recurring basis as of September 28, 2014 and the loss recorded during the nine months ended September 28, 2014:

($ in thousands)	Carrying Value at September 28, 2014	Quoted Prices in Active Markets for Identical (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Loss for Nine Months Ended September 28, 2014
Interest rate swap cash flow hedge	$ 923	$	$ 923	$	$ 363

The table below summarizes the financial liability that was measured at fair value on a recurring basis as of December 31, 2013 and the loss recorded during the year ended December 31, 2013:

($ in thousands)	Carrying Value at December 31, 2013	Quoted Prices in Active Markets for Identical (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Loss for Year Ended December 31, 2013
Interest rate swap cash flow hedge	$ 998	$	$ 998	$	$ 322

The fair value of CTS interest rate swaps were measured using a market approach which uses current industry information. There is a readily determinable market and these swaps are classified within level 2 of the fair value hierarchy.

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The table below provides a reconciliation of the recurring financial liability related to interest rate swaps:

($ in thousands)	Interest Rate Swaps
Balance at January 1, 2013	$ (1,609)
Total gains/(losses) for the period:	
Included in earnings	322
Included in other comprehensive income	289
Balance at January 1, 2014	$ (998)
Total gains/(losses) for the period:	
Included in earnings	363
Included in other comprehensive income	(288)
Balance at September 28, 2014	$ (923)

CTS long-term debt consists of a revolving debt facility. There is a readily determinable market for CTS revolving credit debt and it is classified within Level 2 of the fair value hierarchy as the market is not deemed to be active. The fair value of long-term debt was measured using a market approach which uses current industry information and approximates carrying value.

NOTE 14 Income Taxes

CTS has identified, evaluated, and measured the amount of income tax benefits to be recognized for all of our income tax positions. CTS earns a significant amount of its operating income outside of the U.S., which is considered to be permanently reinvested in foreign jurisdictions.

As of September 28, 2014, CTS intent is to permanently reinvest funds outside the U.S. Any repatriation may not result in significant cash income tax payments as the taxable event would likely be offset by the utilization of the then available net operating losses and tax credits. CTS does not provide for U.S. income taxes on undistributed earnings of its foreign subsidiaries that are intended to be permanently reinvested.

	Three Months Ended		Nine Months Ended	
	September 28, 2014	September 29, 2013	September 28, 2014	September 29, 2013
Effective tax rate	31.9%	33.3%	36.1%	118.6%

The 2014 effective tax rate reflects higher profits, primarily from a change in the mix of earnings by jurisdiction, and the effect of tax adjustments decreased the rate by 3.3% in the third quarter of 2014. Tax adjustments recorded in the nine month period ended September 28, 2014 increased the rate by 0.4%. Tax expense during the nine months ended September 29, 2013 includes a discrete period tax expense of $10,800,000 related to cash repatriation that was recorded in the second quarter of 2013.

CTS continuing practice is to recognize interest and/or penalties related to income tax matters as part of income tax expense. For the nine months ended September 28, 2014 and September 29, 2013, CTS did not accrue any interest or penalties into income tax expense.

The repatriation to the U.S. of approximately $30,000,000 during the second quarter of 2013 resulted from a reduction in the amount of earnings required to remain permanently reinvested in Singapore that was made possible by the June 2013 restructuring plan. No deferred income taxes had been previously recorded for unremitted earnings from Singapore due to previous conclusions that the earnings were permanently reinvested.

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NOTE 15 Discontinued Operations

On October 2, 2013, the company completed the sale of its Electronics Manufacturing Services (EMS) Business to Benchmark Electronics, Inc. (Benchmark) for approximately $75,000,000 in cash. Included were five manufacturing facilities located in Moorpark, CA, Londonderry, NH, Bangkok, Thailand, Matamoros, Mexico and San Jose, CA and approximately 1,000 employees.

The Condensed Statement of Earnings of the EMS discontinued operations is as follows:

($ in thousands)	**Three Months Ended September 29, 2013**	**Nine Months Ended September 29, 2013**
Net sales	$ 55,931	$ 153,561
Cost of goods sold	50,402	140,550
Selling, general and administrative expenses	2,938	10,260
Restructuring and impairment charge	52	648
Operating income	2,539	2,103
Other income, net	187	254
Earnings before income taxes	2,726	2,357
Income tax expense	1,022	1,154
Net earnings from discontinued operations	$ 1,704	$ 1,203

NOTE 16 Recent Accounting Pronouncements

ASU 2014-12, *Compensation Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period*

In June 2014, the FASB issued Accounting Standards Update (ASU) 2014-12, Compensation Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period . The amended guidance requires that a performance target that affects vesting and that could be achieved after the requisite service period should be treated as a performance condition.

Current U.S. GAAP does not contain explicit guidance on whether to treat a performance target that could be achieved after the requisite service period as a performance condition that affects vesting or as a nonvesting condition that affects the grant-date fair value of an award. The amendments in this update provide explicit guidance for those awards.

The amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. Entities may apply the amendments either prospectively to all awards granted or modified after the effective date, or retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. These provisions will not have a material impact on our financial statements.

ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers . The guidance in this ASU affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (for example, insurance contracts or lease contracts). The new revenue recognition guidance more closely aligns US GAAP with IFRS. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

To achieve that core principle, an entity should apply the following steps:

Step 1: Identify the contract(s) with a customer.

Step 2: Identify the performance obligations in the contract.

Step 3: Determine the transaction price.

Step 4: Allocate the transaction price to the performance obligations in the contract.

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

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The guidance is effective for annual periods beginning on or after December 15, 2016 and interim periods within that reporting period. Early adoption is not permitted. These provisions of this guidance are still being evaluated. The impact on CTS financial statements has not yet been determined.

ASU 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*

In April 2014, the FASB issued ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity . The ASU is aimed at reducing the frequency of disposals reported as discontinued operations by focusing on strategic shifts that have or will have a major effect on an entity s operations and financial results. In another change from current US GAAP, the guidance permits companies to have continuing cash flows and significant continuing involvement with the disposed component. The new definition of a discontinued operation more closely aligns US GAAP with IFRS.

The ASU requires the reclassification of assets and liabilities of a discontinued operation in the statement of financial position for all prior periods presented. The standard expands the disclosures for discontinued operations and requires new disclosures related to individually material disposals that do not meet the definition of a discontinued operation, an entity s continuing involvement with a discontinued operation following the disposal date and retained equity method investments in a discontinued operation.

The guidance is effective for annual periods beginning on or after December 15, 2014 and interim periods within that year. The ASU is applied prospectively. Early adoption is permitted but only for disposals (or classifications as held for sale) that have not been reported in financial statements previously issued or available for issue. These provisions will not have a material impact on our financial statements.

ASU 2014-06, *Technical Corrections and Improvements Related to Glossary Terms*

In March 2014, the FASB issued ASU 2014-06, Technical Corrections and Improvements Related to Glossary Terms . The new guidance is designed to clarify the Master Glossary of the Codification, consolidate multiple instances of the same into a single definition and make minor improvements to the Master Glossary. The FASB said the amendments are not expected to result in substantial changes to the application of existing guidance. These provisions are effective upon issuance. These provisions will not have a material impact on our financial statements.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A)
Overview

CTS Corporation (CTS , we , our , us) is a global manufacturer of electronic components and sensors used primarily the automotive, communications, defense and aerospace, medical, industrial and computer markets.

Results of Operations: Third Quarter 2014 and Third Quarter 2013

The following table highlights changes in significant components of the Unaudited Condensed Consolidated Statements of Earnings (loss) for the quarters ended September 28, 2014 and September 29, 2013:

(Amounts in thousands, except percentages and per share amounts):

	Three Months Ended September 28, 2014	September 29, 2013	Percent Change	Percent of Net Sales - 2014	Percent of Net Sales - 2013
Net sales	$ 99,957	$ 103,632	(3.6)	100.0	100.0
Cost of goods sold (1)	67,458	71,631	(5.8)	67.5	69.1
Gross margin	32,499	32,001	1.6	32.5	30.9
Selling, general and administrative expenses	13,899	17,829	(22.0)	13.9	17.2
Research and development expenses	5,807	5,718	1.6	5.8	5.5
Restructuring and impairment charges	1,570	901	74.3	1.6	0.9
Total operating expenses	21,276	24,448	(13.0)	21.3	23.6
Operating earnings	11,223	7,553	48.6	11.2	7.3
Other income	701	113	520.4	0.7	0.1
Earnings from continuing operations before income taxes	11,924	7,666	55.5	11.9	7.4
Income tax expense	3,807	2,551	49.2	3.8	2.5
Earnings from continuing operations	8,117	5,115	58.7	8.1	4.9
Earnings from discontinued operations, net of taxes		1,704	N/M		1.6
Net earnings	$ 8,117	$ 6,819	19.0	8.1	6.6
Diluted earnings per share:					
Diluted earnings per share from continuing operations	$ 0.24	$ 0.16			
Diluted earnings per share from discontinued operations	0.00	0.05			

Diluted net earnings per share	$	0.24	$	0.21

(1) Cost of goods sold includes restructuring related charges of $494 in 2014 and $27 in 2013.
N/M = not meaningful

Sales of $99,957,000 in the third quarter of 2014 decreased $3,675,000 or 3.6% from the third quarter of 2013. Sales to automotive markets decreased $2,092,000 related primarily to sensors. Third quarter of 2013 sales included a special order of $3,925,000 to an automotive customer. Excluding this special order, sales to automotive markets in 2014 increased $1,833,000 or 2.9% from the third quarter of 2013. Other sales were $1,583,000 lower in the third quarter 2014 driven by lower shipments of electronic components, mainly frequency and filter products, which were partially offset by higher shipments of piezo products.

Gross margin as a percent of sales was 32.5% in the third quarter of 2014 compared to 30.9% in the third quarter of 2013. The increase in gross margin resulted from productivity improvements and product mix.

Selling, general and administrative expenses were 13.9% of sales in the third quarter of 2014 versus 17.2% of sales in the comparable quarter of 2013. The decrease is attributable to cost containment efforts in 2014, costs for CTS CEO transition in 2013 and pension income in 2014 compared to pension expense in 2013. These reductions were partially offset by investments in selling and marketing to drive growth initiatives.

Research and development expenses were 5.8% of sales in the third quarter of 2014 compared to 5.5% of sales in the comparable quarter of 2013. The increase was driven by timing of projects and an effort to increase investments in research and development to drive growth initiatives. Research and development expenses are primarily focused on expanded applications of existing products and new product development as well as current product and process enhancements.

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Restructuring and impairment charges in the third quarter totaled $1,570,000 and consist primarily of accruals for severance costs related to the consolidation of CTS Canadian operation in Streetsville, Ontario into other CTS facilities, severance costs in China and at CTS corporate office as well as a lease impairment charge in the U.K. The third quarter 2013 charges totaled $901,000 and consist primarily of severance accruals related to the consolidation of CTS U.K. manufacturing facility into the Czech Republic facility, consolidation of CTS Carol Stream, Illinois manufacturing facility into the Juarez, Mexico facility and corporate office restructuring.

Operating earnings were $11,223,000 in the third quarter of 2014 compared to $7,553,000 in the comparable quarter of 2013 as a result of the items discussed above.

Other income and expense items are summarized in the following table (in thousands):

	Three Months Ended	
	September 28, 2014	**September 29, 2013**
Interest expense	$ (568)	$ (818)
Interest income	707	441
Other income, net	562	490
Total other income	$ 701	$ 113

Interest expense decreased in the third quarter of 2014 versus 2013 as a result of lower borrowings enabled by the proceeds from the EMS divestiture in the fourth quarter of 2013. Interest income increased primarily due to higher cash balances. Other income in the third quarter of 2014 includes the collection of bad debts and favorable foreign exchange impact related to the appreciation of the Chinese Renminbi which was partially offset by unfavorable foreign exchange impact related to the depreciation of the Euro.

	Three Months Ended	
	September 28, 2014	**September 29, 2013**
Effective tax rate	31.9%	33.3%

The effective income tax rate for the third quarter of 2014 was 31.9%. Tax adjustments during the third quarter of 2014 decreased the rate by 3.3%. The 2014 effective rate reflects a change in the mix of earnings by jurisdiction.

Net earnings from continuing operations were $8,117,000 or $0.24 per diluted share in the third quarter of 2014 compared to net earnings from continuing operations of $5,115,000 or $0.16 per diluted share in the comparable quarter of 2013.

The earnings from discontinued operations in the third quarter of 2013 represent the earnings from the CTS EMS business which was divested in the fourth quarter of 2013.

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Results of Operations: Nine months ended September 28, 2014 versus nine months ended September 29, 2013

The following table highlights changes in significant components of the Unaudited Condensed Consolidated Statements of Earnings (loss) for the nine month periods ended September 28, 2014 and September 29, 2013:

(Amounts in thousands, except percentages and per share amounts):

	Nine Months Ended September 28, 2014	Nine Months Ended September 29, 2013	Percent Change	Percent of Net Sales - 2014	Percent of Net Sales - 2013
Net sales	$ 303,643	$ 307,075	(1.1)	100.0	100.0
Cost of goods sold (1)	206,706	215,888	(4.3)	68.1	70.3
Gross margin	96,937	91,187	6.3	31.9	29.7
Selling and general and administrative expenses	43,353	52,662	(17.7)	14.3	17.2
Research and development expenses	16,765	17,741	(5.5)	5.5	5.8
Restructuring and impairment charges	4,806	8,107	(40.7)	1.6	2.6
Operating expenses	64,924	78,510	(17.3)	21.4	25.6
Operating earnings	32,013	12,677	152.5	10.5	4.1
Other expense	1,422	1,101	29.2	(0.5)	(0.4)
Earnings from continuing operations before income taxes	30,591	11,576	164.3	10.1	3.8
Income tax expense	11,033	13,727	(19.6)	3.6	4.5
Earnings (loss) from continuing operations	19,558	(2,151)	N/M	6.4	(0.7)
Earnings from discontinued operations, net of taxes		1,203	N/M		0.4
Net earnings (loss)	$ 19,558	$ (948)	N/M	6.4	(0.3)
Diluted earnings per share:					
Diluted earnings (loss) per share from continuing operations	$ 0.57	$ (0.06)			
Diluted earnings per share from discontinued operations		0.03			
Diluted net earnings (loss) per share	$ 0.57	$ (0.03)			

(1) Cost of goods sold includes restructuring related charges of $1,404 in 2014 and $715 in 2013.

N/M = not meaningful

Sales of $303,643,000 in the nine month period ended September 28, 2014 decreased $3,432,000 or 1.1% from the comparable period of 2013. Sales to automotive markets increased $4,207,000. Sales in 2013 included a special order of $4,806,000 to an automotive customer. Excluding this special order, sales to automotive markets in 2014 increased $9,013,000 or 4.6% from the comparable first nine months of 2013. Other sales were $7,639,000 lower driven by lower shipments of electronic components, mainly frequency, filter and HDD products, which were partially offset by higher shipments of piezo products.

Gross margin as a percent of sales was 31.9% in the nine month period ended September 28, 2014 versus 29.7% in the comparable period of 2013. The increase in gross margin resulted from cost savings from restructuring actions, productivity improvements, product mix and favorable foreign exchange impact.

Selling, general and administrative expenses were 14.3% of sales in the nine month period ending September 28, 2014 versus 17.2% of sales in the comparable period of 2013. The decrease is attributable to restructuring actions, cost containment efforts in 2014, costs for CTS CEO transition in 2013, a gain on sale of fixed assets in 2014 as part of CTS footprint rationalization plan, and pension income in 2014 compared to pension expense in 2013. These reductions were partially offset by investments in selling and marketing to drive growth initiatives.

Research and development expenses were 5.5% of sales in the nine month period ending September 28, 2014 compared to 5.8% of sales in the comparable period of 2013. The decrease was driven by higher non-recurring engineering funding from customers, timing of projects, cost reductions related to restructuring actions, and a repositioning of CTS spending. Research and development expenses are primarily focused on expanded applications of existing products and new product development as well as current product and process enhancements.

Restructuring and impairment charges declined in the nine month period ending September 28, 2014 compared to the comparable period of 2013. Charges for the nine month period ending September 28, 2014 totaled $4,806,000 and consist primarily of severance costs related to the consolidation of CTS Canadian operation in Streetsville, Ontario into other CTS

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facilities, severance costs in China and at CTS corporate office, lease impairment costs in the UK as well as other severance and restructuring costs. Charges for the nine month period ending September 29, 2013 totaled $8,107,000 and consist primarily of severance, asset impairments and inventory write-downs related to the June 2013 Plan. The June 2013 Plan consolidated our U.K. manufacturing facility into the Czech Republic facility, consolidated our Carol Stream, Illinois manufacturing facility into the Juarez, Mexico facility, discontinued manufacturing at our Singapore facility, and restructured our corporate office.

Operating earnings were $32,013,000 in the nine month period ending September 28, 2014 compared to $12,677,000 in the comparable period of 2013 as a result of the items discussed above.

Other income and expense items are summarized in the following table (in thousands):

	Nine Months Ended	
	September 28, 2014	**September 29, 2013**
Interest expense	$ (1,763)	$ (2,782)
Interest income	1,959	1,300
Other (expense) income, net	(1,618)	381
Total other (expense)	$ (1,422)	$ (1,101)

Interest expense decreased in the nine month period ending September 28, 2014 versus the comparable period in 2013 as a result of lower borrowings enabled by the proceeds from the EMS divestiture in the fourth quarter of 2013. Interest income increased primarily due to higher cash balances. Other expense in the nine month period ending September 28, 2014 is primarily due to the unfavorable foreign exchange impact related to the depreciation of the Euro and the Chinese Renminbi.

	Nine Months Ended	
	September 28, 2014	**September 29, 2013**
Effective tax rate	36.1%	118.6%

The effective income tax rate for the nine month period ending September 28, 2014 was 36.1% compared with 118.6% for the comparable period in 2013. The 2014 effective rate reflects higher profits, primarily from a change in the mix of earnings by jurisdiction and the effect of tax adjustments made in the nine month period ending September 28, 2014. Higher restructuring costs in lower rate tax jurisdictions caused the 2014 effective rate to be higher. The 2013 effective tax rate reflects $10,800,000 of tax expense related to a $30,000,000 cash repatriation from Singapore to the U.S. as a result of the Singapore restructuring and tax expense of $1,000,000 for the write-off of deferred tax assets in the U.K. related to the June 2013 Restructuring Plan. A $1,632,000 discrete tax benefit is also included in 2013 associated with the retroactive application of the U.S. research tax credit signed into law during January 2013 and granting of the China high technology incentive tax credit in the first quarter of 2013.

Net earnings from continuing operations were $19,558,000 or $0.57 per diluted share in the nine month period ending September 28, 2014 compared to a net loss from continuing operations of $2,151,000 or $0.06 per diluted share in the comparable period of 2013.

The earnings from discontinued operations in the third quarter of 2013 represent the earnings from the CTS EMS business which was divested in the fourth quarter of 2013.

Liquidity and Capital Resources

Cash and cash equivalents were $130,884,000 at September 28, 2014 and $124,368,000 at December 31, 2013. The increase in cash and cash equivalents was driven by cash generated from operations which exceeded the cash used for investing and financing activities. Total debt as of September 28, 2014 was $80,300,000 versus $75,000,000 as of December 31, 2013. Total debt as a percentage of total capitalization was 20.5% at the end of the third quarter of 2014 compared to 20.2% at December 31, 2013. Total debt as a percentage of total capitalization is defined as the sum of notes payable and long-term debt as a percentage of total debt and shareholders equity.

Working capital increased by $19,010,000 from December 31, 2013 to September 28, 2014, primarily due to a $9,337,000 decrease in accrued payroll and benefits, a $6,516,000 increase in cash and cash equivalents, a $3,561,000 increase in other assets, a $1,647,000 decrease in accounts payable, which were partially offset by a $2,318,000 decrease in inventory.

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Cash Flows from Operating Activities

Net cash provided by operating activities was $15,343,000 during the nine month period ended September 28, 2014. Components of net cash provided by operating activities included net earnings of $19,558,000, depreciation and amortization expense of $12,722,000 and net changes of other non-cash items such as the prepaid pension asset, gain on sale of fixed assets, equity-based compensation, restructuring and amortization of retirement benefits totaling $2,339,000 which were offset by net changes in current assets and current liabilities of $19,276,000. The net changes in assets and liabilities were primarily due to a decrease in accrued liabilities, driven primarily by bonus payments, SERP payments, equity-based compensation vesting, restructuring payments and timing of payroll-related accruals.

Cash Flows from Investing Activities

Net cash used in investing activities for nine month period ending September 28, 2014 was $7,155,000 which consisted of $9,006,000 of capital expenditures which were partially offset by $1,851,000 in proceeds from the sale of fixed assets.

Cash Flows from Financing Activities

Net cash used in financing activities for the nine month period ending September 28, 2014 2014 was $2,259,000, consisting primarily of $5,084,000 for the purchase of treasury shares and $4,038,000 of dividend payments which were partially offset by $1,328,000 for the exercise of stock options and a $5,300,000 increase in net borrowings.

Capital Resources

CTS has an unsecured revolving credit facility which has an extended term through January 10, 2017.

Long-term debt was comprised of the following:

($ in thousands)	**September 28, 2014**	**December 31, 2013**
Revolving credit facility due in 2017	$ 80,300	$ 75,000
Weighted average interest rate	1.5%	1.9%
Amount available	$ 117,235	$ 122,400
Total credit facility	$ 200,000	$ 200,000
Standby letters of credit	$ 2,465	$ 2,600
Commitment fee percentage per annum	0.25	0.30

The revolving credit facility requires, among other things, that CTS comply with a maximum total leverage ratio and a minimum fixed charge coverage ratio. Failure of CTS to comply with these covenants could reduce the borrowing availability under the revolving credit facility. CTS was in compliance with all debt covenants at September 28, 2014.

CTS uses interest rate swaps to convert the line of credit s variable rate of interest into a fixed rate. In the second quarter of 2012, CTS entered into four separate interest rate swap agreements to fix interest rates on $50 million of long-term debt for the periods January 2013 to January 2017. In the third quarter of 2012, CTS entered into four separate interest rate swap agreements to fix interest rates on $25 million of long-term debt for the periods January 2013 to January 2017. The difference to be paid or received under the terms of the swap agreements will be recognized as an adjustment to interest expense for the related line of credit when settled.

During the nine month period ended September 28, 2014, we repurchased 288,382 shares of CTS common stock at a total cost of $5,084,000 or an average price of $17.63 per share.

As of September 28, 2014, CTS intent is to permanently reinvest funds outside the U.S. Any repatriation may not result in significant cash income tax payments as the taxable event would likely be offset by the utilization of the then available net operating losses and tax credits. CTS does not provide for U.S. income taxes on undistributed earnings of its foreign subsidiaries that are intended to be permanently reinvested.

We have historically funded our capital and operating needs primarily through cash flows from operating activities, supported by available credit under our credit agreements. We believe that cash flows from operating activities and available borrowings under our current credit agreements will be adequate to fund our working capital, capital expenditures and debt service requirements for at least the next twelve months. However, we may choose to pursue additional equity and debt financing to provide additional liquidity or to fund acquisitions.

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Critical Accounting Policies and Estimates

Management prepared the consolidated financial statements of CTS under accounting principles generally accepted in the United States of America. These principles require the use of estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions we used are reasonable, based upon the information available.

Our estimates and assumptions affect the reported amounts in our financial statements. The following accounting policies comprise those that we believe are the most critical in understanding and evaluating CTS reported financial results.

Revenue Recognition

Product revenue is recognized once four criteria are met: (1) we have persuasive evidence that an arrangement exists; (2) delivery has occurred and title has passed to the customer, which generally happens at the point of shipment provided that no significant obligations remain; (3) the price is fixed and determinable; and (4) collectability is reasonably assured.

Accounts Receivable

We have standardized credit granting and review policies and procedures for all customer accounts, including:

- Credit reviews of all new customer accounts,
- Ongoing credit evaluations of current customers,
- Credit limits and payment terms based on available credit information,
- Adjustments to credit limits based upon payment history and the customer s current credit worthiness,
- An active collection effort by regional credit functions, reporting directly to the corporate financial officers, and
- Limited credit insurance on the majority of our international receivables.

We reserve for estimated credit losses based upon historical experience and specific customer collection issues. Over the last two and a half years, accounts receivable reserves varied from 0.2% to 1.4% of total accounts receivable. We believe our reserve level is appropriate considering the quality of the portfolio. While credit losses have historically been within expectations and the provisions established, we cannot guarantee that our credit loss experience will continue to be consistent with historical experience.

Inventories

We value our inventories at the lower of the actual cost to purchase or manufacture using the first-in, first-out (FIFO) method, or the current estimated market value. We review inventory quantities on hand and record a provision for excess and obsolete inventory based on forecasts of product demand and production requirements.

Over the last two and a half years, our reserves for excess and obsolete inventories have ranged from 8.1% to 15.6% of gross inventory. We believe our reserve level is appropriate considering the quantities and quality of the inventories.

Retirement Plans

Actuarial assumptions are used in determining pension income and expense and our pension benefit obligation. We utilize actuaries from consulting companies in each country to develop our discount rates that match high-quality bonds currently available and expected to be available during the period to maturity of the pension benefit in order to provide the necessary future cash flows to pay the accumulated benefits when due. After considering the recommendations of our actuaries, we have assumed a discount rate, expected rate of return on plan assets and a rate of compensation increase in determining our annual pension income and expense and the projected benefit obligation. During the fourth quarter of each year, we review our actuarial assumptions in light of current economic factors to determine if the assumptions need to be adjusted. Changes in the actuarial assumptions could have a material effect on our results of operations.

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Valuation of Goodwill

Goodwill of a reporting unit is tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Examples of such events or circumstances include:

- Significant adverse change in legal factors or in the business climate,
- Adverse action or assessment by a regulator,
- Unanticipated competition,
- Loss of key personnel,
- More-likely-than-not expectation that a reporting unit or a significant portion of a reporting unit will be sold or otherwise disposed of,
- Testing for recoverability of a significant asset group within a reporting unit,
- Allocation of a portion of goodwill to a business to be disposed of.

If CTS believes that one or more of the above indicators of impairment have occurred, we perform an impairment test. The performance of the test involves a two-step process. The first step of the impairment test involves comparing the fair values of the applicable reporting units with their aggregate carrying values, including goodwill. We generally determine the fair value of our reporting units using two valuation methods: Income Approach Discounted Cash Flow Method and Market Approach Guideline Public Company Method. The approach defined below is based upon our last impairment test conducted as of December 31, 2013.

Under the Income Approach Discounted Cash Flow Method , the key assumptions consider sales, cost of sales and operating expenses projected through the year 2018. These assumptions were determined by management utilizing our internal operating plan and assuming growth rates for revenues and operating expenses, and margin assumptions. The fourth key assumption under this approach is the discount rate which is determined by looking at current risk-free rates of capital, current market interest rates and the evaluation of risk premium relevant to the business segment. If our assumptions relative to growth rates were to change or were incorrect, our fair value calculation may change which could result in impairment.

Under the Market Approach Guideline Company Method , we identified eight publicly traded companies, including CTS, which we believe have significant relevant similarities. For these eight companies, we calculated the mean ratio of invested capital to revenues and invested capital to EBITDA. Similar to the Income approach discussed above, sales, cost of sales, operating expenses and their respective growth rates were the key assumptions utilized. The market prices of CTS and other guideline company shares are key assumptions. If these market prices increase, the estimated market value would increase. If the market prices decrease, the estimated market value would decrease.

The results of these two methods are weighted based upon management s determination with more weight attached to the Income approach because it considers anticipated future financial performance. The Market approaches are based upon historical and current economic conditions which might not reflect the long term prospects or opportunities for CTS business being evaluated.

If the carrying amount of a reporting unit exceeds the reporting unit s fair value, we perform the second step of the goodwill impairment test to determine the amount of impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the affected reporting unit s goodwill with the carrying value of that goodwill.

There have not been any significant changes to our impairment testing methodology other than updating the assumptions to reflect the current market environment. As discussed above, key assumptions used in the first step of the goodwill impairment test were determined by management utilizing the internal operating plan. The key assumptions utilized include forecasted growth rates for revenues and operating expenses as well as a discount rate which is determined by looking at current risk-free rates of capital, current market interest rates and the evaluation of a risk premium relevant to the business segment. CTS will monitor future results and will perform a test if indicators trigger an impairment review.

We test the impairment of goodwill whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Based upon our latest assessment, we determined that our goodwill was not impaired as of the end of December 2013.

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Net intangible assets, long-lived assets and goodwill amounted to $69,704,000 as of September 28, 2014.

Valuation of Long-Lived and Other Intangible Assets

We evaluate the impairment of identifiable intangibles and other long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered that may trigger an impairment review consist of:

- Significant underperformance relative to expected historical or projected future operating results,
- Significant changes in the manner of use of the acquired assets or the strategy for the overall business,
- Significant negative industry or economic trends,
- Significant decline in CTS stock price for a sustained period, and
- Significant decline in market capitalization relative to net book value.

If CTS believes that one or more of the above indicators of impairment have occurred and the undiscounted cash flow test has failed in the case of amortizable assets, we measure impairment based on projected discounted cash flows using a discount rate that incorporates the risk inherent in the cash flows.

Income Taxes

CTS has identified, evaluated, and measured the amount of income tax benefits to be recognized for all of our income tax positions. Included in deferred tax assets are amounts related to federal, state and foreign net operating losses. CTS intends to utilize these net operating loss carryforwards to offset future income taxes.

CTS practice is to recognize interest and penalties related to income tax matters as part of income tax expense.

CTS earns a significant amount of its operating income outside of the U.S., which is deemed to be permanently reinvested in foreign jurisdictions. CTS does not intend to repatriate funds, however, should CTS require more capital in the U.S. than is generated by our operations locally, CTS could elect to repatriate funds held in foreign jurisdictions or raise capital in the U.S. through debt or equity issuances. Repatriation would result in higher effective tax rates. Borrowing in the U.S. would result in increased interest expense.

Significant Customer

Our net sales to significant customers as a percentage of total net sales were as follows:

	Three Months Ended	Nine Months Ended

	September 28, 2014	September 29, 2013	September 28, 2014	September 29, 2013
Customer A	11.3%	8.3%	10.6%	7.9%

No other customer accounted for 10% or more of total net sales during these periods.

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Forward-Looking Statements

This document contains statements that are, or may be deemed to be, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, any financial or other guidance, statements that reflect our current expectations concerning future results and events, and any other statements that are not based solely on historical fact. Forward-looking statements are based on management s expectations, certain assumptions and currently available information. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof and are based on various assumptions as to future events, the occurrence of which necessarily are subject to uncertainties. These forward-looking statements are made subject to certain risks, uncertainties and other factors, which could cause our actual results, performance or achievements to differ materially from those presented in the forward-looking statements. Examples of factors that may affect future operating results and financial condition include, but are not limited to: changes in the economy generally and in respect to the business in which CTS operates; unanticipated issues in integrating acquisitions; the results of actions to reposition our business; rapid technological change; general market conditions in the automotive, communications, and computer industries, as well as conditions in the industrial, defense and aerospace, and medical markets; reliance on key customers; unanticipated natural disasters or other events; the ability to protect our intellectual property; pricing pressures and demand for our products; and risks associated with our international operations, including trade and tariff barriers, exchange rates and political and geopolitical risks. Many of these and other risks and uncertainties are discussed in further detail in Item 1A. of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013. We undertake no obligation to publicly update our forward-looking statements to reflect new information or events or circumstances that arise after the date hereof, including market or industry changes.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no other material changes in our market risk since December 31, 2013.

Item 4. Controls and Procedures

Pursuant to Rule 13a-15(e) of the Securities and Exchange Act of 1934, management, under the direction of our Chief Executive Officer and Chief Financial Officer, evaluated our disclosure controls and procedures. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 28, 2014.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting for the quarter ended September 28, 2014 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We manufacture accelerator pedals for a number of automobile manufacturers, including subsidiaries of Toyota. In January 2010, Toyota initiated a recall of a substantial number of vehicles in North America containing pedals manufactured by CTS. The recall expanded to include vehicles in Europe and Asia. The pedal recall and associated events have led to us being named as a co-defendant with Toyota in certain litigation in the United States and Canada. CTS is not aware of any legal actions filed in Asia or Europe against CTS at this time.

In February 2010, we entered into an agreement with Toyota whereby Toyota agreed that it will indemnify, defend, and hold us harmless from, and the parties will cooperate in the defense of, certain third-party civil claims and actions that are filed or asserted in the United States or Canada and that arise from or relate to alleged incidents of unintended acceleration of Toyota and Lexus vehicles. If it is determined that CTS acted negligently in selecting materials or processes where we had sole control over the selection process, in failing to meet Toyota s specifications, or in making unapproved changes in component design or materials, and such negligence caused or contributed to a claim, we will be responsible for any judgment that may be rendered against us individually, or any portion of a judgment that may be allocated to us, but limited only to the extent of insurance collected from our insurers. Toyota would remain responsible to defend CTS in these actions and would remain responsible for any balance of the remaining liability over amounts recovered by insurance. The agreement also does not cover costs or liabilities in connection with government investigations, government hearings, or government recalls. CTS cannot assure that Toyota will not seek to recover a portion of its recall-related costs from CTS, or that the insurance CTS carries will be sufficient to cover such costs.

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Presently, we have been served process and named as co-defendant with Toyota in approximately forty-two open lawsuits; we have been dismissed as a defendant from an additional thirty-one lawsuits. The claims generally fall into two categories, those that allege sudden unintended acceleration of Toyota vehicles led to injury or death, and those that allege economic harm to owners of Toyota vehicles related to vehicle defects. Some suits combine elements of both. Claims include demands for compensatory and special damages. To date, the only actions filed where we are aware we have been named as a co-defendant are civil actions filed in the Unites States or Canada. All currently open lawsuits are subject to the indemnification agreement described above. Some of these lawsuits arise out of incidents involving models for which we do not manufacture the pedal, such as all Lexus models, the Toyota Prius, and the Toyota Tacoma, or for which we manufacture only a portion of the pedals, such as the Toyota Camry. Many lawsuits have been consolidated in federal multidistrict litigation in the United States District Court, Southern District of California, though some remain in various other courts.

Item 1A. Risk Factors

There have been no significant changes to our risk factors since December 31, 2013.

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

The following table summarizes the repurchases of CTS common stock made by the Company during the three-month period ending September 28, 2014:

		(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Plans or Programs	(d) Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs (1)
June 30, 2014	July 27, 2014	13,692	$ 18.31	13,692	824,153
July 28, 2014	August 24, 2014				824,153
August 25, 2014	September 28, 2014	63,420	$ 17.37	63,420	760,733
Total		77,112		77,112	

(1) *In June 2013, CTS Board of Directors authorized another program to repurchase up to one million shares of its common stock in the open market. The authorization has no expiration.*

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Item 6. Exhibits

(31)(a)	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(31)(b)	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(32)(a)	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(32)(b)	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation 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.

CTS Corporation

/s/ Ashish Agrawal
Ashish Agrawal

Vice President and Chief Financial Officer

Dated: October 28, 2014

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