

MYERS INDUSTRIES INC
Form 10-Q
May 01, 2013
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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended March 31, 2013

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____

Commission File Number 1-8524

Myers Industries, Inc.

(Exact name of registrant as specified in its charter)

Ohio 34-0778636
(State or other jurisdiction of (IRS Employer Identification
incorporation or organization) Number)

1293 South Main Street
Akron, Ohio 44301
(Address of principal executive offices) (Zip code)

(330) 253-5592
(Registrant's telephone number, including area code)

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

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

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

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

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

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

Class	Outstanding as of April 25, 2013
Common Stock, without par value	33,464,499 shares

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EX-101 INSTANCE DOCUMENT

EX-101 SCHEMA DOCUMENT

EX-101 CALCULATION LINKBASE DOCUMENT

EX-101 LABELS LINKBASE DOCUMENT

EX-101 PRESENTATION LINKBASE DOCUMENT

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Part I — Financial Information

Item 1. Financial Statements

Myers Industries, Inc. and Subsidiaries

Condensed Consolidated Statements of Income (Unaudited)

(Dollars in thousands, except per share data)

	For the Three Months Ended	
	March 31, 2013	March 31, 2012
Net sales	\$214,980	\$198,789
Cost of sales	156,662	140,791
Gross profit	58,318	57,998
Selling, general and administrative expenses	45,074	40,881
Operating income	13,244	17,117
Interest expense, net	1,092	1,081
Income before income taxes	12,152	16,036
Income tax expense	4,269	6,051
Net income	\$7,883	\$9,985
Income per common share:		
Basic	\$0.24	\$0.30
Diluted	\$0.23	\$0.29
Dividends declared per share	\$0.09	\$0.08

See notes to unaudited condensed consolidated financial statements.

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Myers Industries, Inc. and Subsidiaries
 Consolidated Statements of Comprehensive Income (Unaudited)
 (Dollars in thousands)

	For the Three Months Ended	
	March 31,	March 31,
	2013	2012
Net income	\$7,883	\$9,985
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustment	(851	) 1,385
Pension liability	(75	) 632
Total other comprehensive income (loss), net of tax	(926	) 2,017
Comprehensive income	\$6,957	\$12,002

See notes to unaudited condensed consolidated financial statements.

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Myers Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Financial Position
(Dollars in thousands)

Assets	March 31, 2013 (Unaudited)	December 31, 2012
Current Assets		
Cash	\$4,053	\$3,948
Accounts receivable-less allowances of \$3,782 and \$3,255, respectively	124,076	115,508
Inventories		
Finished and in-process products	75,074	72,899
Raw materials and supplies	34,339	34,603
	109,413	107,502
Prepaid expenses	9,232	9,033
Deferred income taxes	2,240	3,605
Total Current Assets	249,014	239,596
Other Assets		
Goodwill	61,039	61,056
Patents and other intangible assets	25,002	25,839
Other	7,509	7,882
	93,550	94,777
Property, Plant and Equipment, at Cost		
Land	4,438	4,438
Buildings and leasehold improvements	57,056	57,058
Machinery and equipment	449,235	445,789
	510,729	507,285
Less allowances for depreciation and amortization	(364,690	) (356,802
Property, plant and equipment, net	146,039	150,483
Total Assets	\$488,603	\$484,856

See notes to unaudited condensed consolidated financial statements.

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MYERS INDUSTRIES, INC. AND SUBSIDIARIES
 Condensed Consolidated Statements of Financial Position
 (Dollars in thousands, except share data)

Liabilities and Shareholders' Equity	March 31, 2013 (Unaudited)	December 31, 2012
Current Liabilities		
Accounts payable	\$63,773	\$72,417
Accrued expenses		
Employee compensation	13,982	18,885
Income taxes	2,675	1,090
Taxes, other than income taxes	2,643	2,606
Accrued interest	841	240
Other	19,459	19,239
Total Current Liabilities	103,373	114,477
Long-term debt	103,578	92,814
Other liabilities	17,089	17,865
Deferred income taxes	30,470	29,678
Shareholders' Equity		
Serial Preferred Shares (authorized 1,000,000 shares; none issued and outstanding)	—	—
Common Shares, without par value (authorized 60,000,000 shares; outstanding 33,551,449 and 33,480,189; net of treasury shares of 4,148,683 and 4,356,160, respectively)	20,329	20,316
Additional paid-in capital	266,632	266,419
Accumulated other comprehensive income	9,717	10,643
Retained deficit	(62,585	) (67,356)
Total Shareholders' Equity	234,093	230,022
Total Liabilities and Shareholders' Equity	\$488,603	\$484,856

See notes to unaudited condensed consolidated financial statements.

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Myers Industries, Inc. and Subsidiaries

Condensed Consolidated Statement of Shareholders' Equity (Unaudited)

(Dollars in thousands, except per share data)

	Common Stock	Additional Paid-In Capital	Accumulative Other Comprehensive Income	Retained Income (Deficit)	
Balance at January 1, 2013	\$20,316	\$266,419	\$10,643	\$(67,356))
Net income	—	—	—	7,883	
Other comprehensive income (loss)	—	—	(926))	—
Purchases for treasury	(83)	) (1,872)	—	
Common stock issued	96	1,610	—	—	
Cancellations and terminations of share grants	—	37	—	—	
Stock based compensation	—	438	—	—	
Dividends declared - \$.09 per share	—	—	—	(3,112))
Balance at March 31, 2013	\$20,329	\$266,632	\$9,717	\$(62,585))

See notes to unaudited condensed consolidated financial statements.

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Myers Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)
(Dollars in thousands)

	For the Three Months Ended	
	March 31, 2013	March 31, 2012
Cash Flows from Operating Activities		
Net income	\$7,883	\$9,985
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation	8,150	7,545
Amortization of intangible assets	1,001	757
Non-cash stock compensation	438	667
Provision for (recovery of) loss on accounts receivable	822	(627)
Deferred taxes	2,227	(32)
Other long-term liabilities	(834)	) 586
Gain on sale of property, plant and equipment	—	(224)
Other	—	50
Cash flow used for working capital:		
Accounts receivable	(9,833)	) (7,679)
Inventories	(2,224)	) (7,089)
Prepaid expenses	(237)	) (1,726)
Accounts payable and accrued expenses	(13,896)	) (8,623)
Net cash used in operating activities	(6,503)	) (6,410)
Cash Flows from Investing Activities		
Additions to property, plant and equipment	(4,508)	) (3,138)
Proceeds from sale of property, plant and equipment	—	1,332
Other	96	(3)
Net cash used in investing activities	(4,412)	) (1,809)
Cash Flows from Financing Activities		
Repayment of long-term debt	—	(305)
Net borrowing on credit facility	10,763	6,262
Cash dividends paid	—	(2,316)
Proceeds from issuance of common stock	1,706	397
Tax benefit from options	37	—
Repurchase of common stock	(1,955)) —
Net cash provided by financing activities	10,551	4,038
Foreign exchange rate effect on cash	469	676
Net increase (decrease) in cash	105	(3,505)
Cash at January 1	3,948	6,801
Cash at March 31	\$4,053	\$3,296

See notes to unaudited condensed consolidated financial statements.

Myers Industries, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

(Dollar amounts in thousands, except where otherwise indicated)

1. Statement of Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of Myers Industries, Inc. and all wholly owned subsidiaries (collectively, the "Company"), and have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures are adequate to make the information not misleading. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the Company's latest annual report on Form 10-K.

In the opinion of the Company, the accompanying financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of March 31, 2013, and the results of operations and cash flows for the periods presented. The results of operations for the three months ended March 31, 2013 are not necessarily indicative of the results of operations that will occur for the year ending December 31, 2013.

Recent Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income requiring new disclosures regarding reclassification adjustments from accumulated other comprehensive income ("AOCI"). ASU No. 2013-02 requires disclosure of amounts reclassified out of AOCI in its entirety, by component, which the Company has elected to disclose in the notes (see below). We adopted this guidance effective January 1, 2013.

Translation of Foreign Currencies

All asset and liability accounts of consolidated foreign subsidiaries are translated at the current exchange rate as of the end of the accounting period and income statement items are translated monthly at an average currency exchange rate for the period. The resulting translation adjustment is recorded in other comprehensive income (loss) as a separate component of shareholders' equity.

Fair Value Measurement

The Company follows guidance included in ASC 820, Fair Value Measurements and Disclosures, for its financial assets and liabilities, as required. The guidance established a common definition for fair value to be applied to U.S. GAAP requiring the use of fair value, established a framework for measuring fair value, and expanded disclosure requirements about such fair value measurements. The guidance did not require any new fair value measurements, but rather applied to all other accounting pronouncements that require or permit fair value measurements. Under ASC 820, the hierarchy that prioritizes the inputs to valuation techniques used to measure fair value is divided into three levels:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active or inputs that are observable either directly or indirectly.

Level 3: Unobservable inputs for which there is little or no market data or which reflect the entity's own assumptions. The fair value of the Company's cash, accounts receivable, accounts payable and accrued expenses are considered to have a fair value which approximates carrying value due to the nature and relative short maturity of these assets and liabilities.

The fair value of debt under the Company's Credit Agreement approximates carrying value due to the floating rates and relative short maturity (less than 90 days) of the revolving borrowings under this agreement. The fair value of the Company's \$35.0 million fixed rate senior notes was estimated at \$36.2 million and \$36.5 million at March 31, 2013 and December 31, 2012, respectively, using market observable inputs for the Company's comparable peers with public debt, including quoted prices in active markets and interest rate measurements which are considered level 2 inputs.

Myers Industries, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements - (Continued)

(Dollar amounts in thousands, except where otherwise indicated)

Revenue Recognition

The Company recognizes revenues from the sale of products, net of actual and estimated returns, at the point of passage of title and risk of loss, which is generally at time of shipment, and collectability of the fixed or determinable sales price is reasonably assured.

Accumulated Other Comprehensive Income

The balances in the Company's accumulated other comprehensive income ("AOCI") as of March 31, 2013 and March 31, 2012 are as follows:

	Foreign currency	Defined benefit pension plans	Total
Balance at January 1, 2012	\$9,994	\$(2,700)	\$7,294
Other comprehensive income before reclassifications	1,385	—	1,385
Amounts reclassified from AOCI to income tax expense (benefit) in the Condensed Consolidated Statements of Income	—	632	632
Net current-period other comprehensive income	\$1,385	\$632	\$2,017
Balance at March 31, 2012	\$11,379	\$(2,068)	\$9,311
Balance at January 1, 2013	\$12,784	\$(2,141)	\$10,643
Other comprehensive income before reclassifications	(851)	—	(851)
Amounts reclassified from AOCI to income tax expense (benefit) in the Condensed Consolidated Statements of Income	—	(75)	(75)
Net current-period other comprehensive income	\$(851)	\$(75)	\$(926)
Balance at March 31, 2013	\$11,933	\$(2,216)	\$9,717
Cash and Cash Equivalents			

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents. Cash equivalents are stated at cost, which approximates market value. The Company maintains operating cash and reserves for replacement balances in financial institutions which, from time to time, may exceed federally insured limits. The Company periodically assesses the financial condition of these institutions and believes that the risk of loss is minimal.

2. Inventories

Approximately twenty-two percent of the Company's inventories use the last-in, first-out (LIFO) method of determining cost. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations must necessarily be based on management's estimates of expected year-end inventory levels and costs. Because these are subject to many factors beyond management's control, estimated interim results, which were immaterial, are subject to change in the final year-end LIFO inventory valuation and therefore, no adjustment was recorded as of March 31, 2013.

Myers Industries, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements - (Continued)

(Dollar amounts in thousands, except where otherwise indicated)

3. Acquisitions

In October 2012, the Company acquired 100% of the stock of Jamco Products Inc. ("Jamco"), an Illinois corporation that is a leading designer and manufacturer of heavy-duty industrial steel carts and safety cabinets used across many markets. The total purchase price was approximately \$15.1 million in cash, net of \$0.1 million of cash acquired.

Jamco's assets and liabilities are recorded at fair value as of the date of acquisition using primarily level 2 and level 3 fair value inputs. Intangible assets included in the acquisition of Jamco are trade name of \$1.2 million, technology of \$2.0 million, non-compete agreement of \$0.1 million and customer relationships of \$2.4 million. The technology, non-compete agreement and customer relationships are subject to amortization and have estimated useful lives of ten, two and six years, respectively. The Jamco trade name has an indefinite life and will be subject to periodic (at least annual) evaluation for impairment.

In July 2012, the Company acquired 100% of the stock of Plásticos Novel do Nordeste S.A. ("Novel"), a Brazil-based designer and manufacturer of reusable plastic crates and containers used for closed-loop shipping and storage. Novel also produces a diverse range of plastic industrial safety products. The total purchase price was approximately \$31.0 million, which includes a cash payment of \$3.4 million, net of \$0.6 million of cash acquired, assumed debt of approximately \$26.0 million and contingent consideration of \$0.9 million based on an earnout. The contingent consideration is contingent upon the results of Novel exceeding predefined earnings before interest, taxes, depreciation and amortization over the next four years.

Novel's assets and liabilities are recorded at fair value as of the date of acquisition using primarily level 3 fair value inputs. Intangible assets included in the acquisition of Novel include trade name of \$1.6 million, know-how of \$1.8 million and customer relationships of \$2.4 million. The know-how and customer relationships are subject to amortization and have estimated useful lives of ten and six years, respectively. The Novel trade name has an indefinite life and will be subject to periodic (at least annual) evaluation for impairment.

The following unaudited pro forma information presents a summary of consolidated results of operations for the Company including Novel and Jamco as if the acquisitions had occurred on January 1, 2012.

	Three Months Ended March 31, 2012
Net sales	\$212,584
Cost of sales	150,477
Gross profit	62,107
Selling, general & administrative expenses	43,319
Operating income	18,788
Interest expense, net	2,215
Income before taxes	16,573
Income taxes	6,255
Net income	\$10,318
Income per basic share	\$0.31
Income per diluted share	\$0.30

These unaudited pro forma results have been prepared for comparative purposes only and may not be indicative of results of operations which actually would have occurred had the acquisitions taken place on January 1, 2012 or indicative of future results.

Myers Industries, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements - (Continued)

(Dollar amounts in thousands, except where otherwise indicated)

The operating results of both businesses acquired have been included in our Material Handling Segment since the date of acquisition. The allocation of the purchase price and the estimated goodwill, which is not deductible for income tax purposes, and other intangibles are as follows:

Assets acquired:	Novel	Jamco
Cash	\$630	\$88
Accounts receivable	5,467	1,690
Inventory	5,993	3,282
Property, plant and equipment	13,636	2,559
Intangibles	5,790	5,680
Deferred tax assets	435	28
Prepaid assets	1,451	48
Other	719	2
Assets acquired, less cash	\$33,491	\$13,289
Liabilities assumed:		
Accounts payable and accruals	\$3,134	\$1,436
Other taxes	3,608	676
Other long-term liabilities	2,293	454
Debt	26,028	—
Deferred tax liabilities	3,804	3,044
Liabilities assumed	38,867	5,610
Goodwill	8,805	7,435
Total consideration, less cash acquired	\$3,429	\$15,114

4. Goodwill

The Company is required to test for impairment on at least an annual basis. In addition, the Company tests for impairment whenever events or circumstances indicate that it is more likely than not that the fair value of a reporting unit is below its carrying amount. Such events may include, but are not limited to, significant changes in economic and competitive conditions, the impact of the economic environment on the Company's customer base or its businesses, or a material negative change in its relationships with significant customers. The Company conducts its annual impairment assessment as of October 1.

The change in goodwill for the three months ended March 31, 2013 was as follows:

Segment	Balance at January 1, 2013	Acquisitions	Foreign Currency Translation	Impairment	Balance at March 31, 2013
Material Handling	\$50,521	\$—	\$114	\$—	\$50,635
Lawn and Garden	9,614	—	(131)	—	9,483
Distribution	214	—	—	—	214
Engineered Products	707	—	—	—	707
Total	\$61,056	\$—	\$(17)	) \$—	\$61,039

Myers Industries, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements - (Continued)

(Dollar amounts in thousands, except where otherwise indicated)

5. Net Income Per Common Share

Net income per common share, as shown on the Condensed Consolidated Statements of Income (unaudited), is determined on the basis of the weighted average number of common shares outstanding during the period as follows:

	Three Months Ended	
	March 31,	
	2013	2012
Weighted average common shares outstanding		
Basic	33,504,222	33,439,012
Dilutive effect of stock options and restricted stock	355,194	473,153
Weighted average common shares outstanding diluted	33,859,416	33,912,165

Options to purchase 471,400 and 217,500 shares of common stock that were outstanding at March 31, 2013 and 2012, respectively, were not included in the computation of diluted earnings per share as the exercise prices of these options were greater than the average market price of common shares, and their effect would be anti-dilutive.

6. Supplemental Disclosure of Cash Flow Information

	Three Months Ended	
	March 31,	
	2013	2012
Interest paid	\$526	\$296
Income taxes paid	\$435	\$2,455

7. Restructuring

The charges related to various restructuring programs implemented by the Company are included in selling, general and administrative ("SG&A") expenses and cost of sales. Our Distribution and Lawn and Garden Segments, as well as Corporate costs are recorded in SG&A, while all Engineered Products Segment expenses are recorded in cost of sales. Material Handling costs are recorded in both SG&A and cost of sales. The restructuring charges by segment are presented in the following table.

Segment	Three Months Ended	
	March 31,	
	2013	2012
Material Handling	\$210	\$—
Lawn and Garden	403	23
Distribution	74	430
Engineered Products	3	102
Corporate	17	—
Total	\$707	\$555

Myers Industries, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements - (Continued)

(Dollar amounts in thousands, except where otherwise indicated)

The Company recorded total restructuring expenses of \$0.5 million in SG&A, and \$0.2 million in cost of sales for the three months ended March 31, 2013. The Company recorded total restructuring expenses of \$0.5 million in SG&A and \$0.1 million in cost of sales for the three months ended March 31, 2012. Estimated lease obligations associated with closed facilities were based on level 2 inputs.

The amounts for severance and personnel costs associated with restructuring have been included in other accrued expenses on the accompanying Condensed Consolidated Statements of Financial Position.

	Severance and Personnel	Other Exit Costs	Total
Balance at January 1, 2012	\$—	\$605	\$605
Provision	239	316	555
Less: Payments	(239	) (353	) (592
Balance at March 31, 2012	\$—	\$568	\$568
Balance at January 1, 2013	\$318	\$—	\$318
Provision	231	476	707
Less: Payments	(549	) (476	) (1,025
Balance at March 31, 2013	\$—	\$—	\$—

Approximately \$5.7 million of property, plant, and equipment has been classified as held for sale due to restructuring actions and are included in other assets in the Condensed Consolidated Statement of Financial Position at both March 31, 2013 and December 31, 2012. The Company is actively pursuing the sale of these facilities.

8. Stock Compensation

The Company's 2008 Incentive Stock Plan (the "2008 Plan") authorizes the Compensation Committee of the Board of Directors to issue up to 3,000,000 shares of various types of stock based awards including stock options, restricted stock, stock units and stock appreciation rights to key employees and directors. In general, options granted and outstanding vest over a three year period and expire ten years from the date of grant.

Stock compensation expense reduced income before taxes approximately \$0.4 million and \$0.7 million for the three months ended March 31, 2013 and 2012, respectively. These expenses are included in SG&A expenses in the accompanying Condensed Consolidated Statements of Income (Unaudited). Total unrecognized compensation cost related to non-vested share based compensation arrangements at March 31, 2013 was approximately \$5.2 million which will be recognized over the next three years, as such compensation is earned.

On March 1, 2013, stock options for 323,400 shares were granted with a three year vesting period. The fair value of options granted is estimated using a binomial lattice option pricing model based on assumptions set forth in the following table. The Company uses historical data to estimate employee exercise and departure behavior. The risk free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant and through the expected term. The dividend yield rate is based on the Company's historical dividend yield. The expected volatility is derived from historical volatility of the Company's shares and those of similar companies measured against the market as a whole.

Myers Industries, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements - (Continued)

(Dollar amounts in thousands, except where otherwise indicated)

Model

Risk free interest rate	1.86	%
Expected dividend yield	2.40	%
Expected life of award (years)	7.00	
Expected volatility	50.00	%
Fair value per option share	\$5.39	

The following table provides a summary of stock option activity for the period ended March 31, 2013:

	Shares	Average Exercise Price	Weighted Average Life
Outstanding at January 1, 2013	1,919,021	\$11.63	
Options granted	323,400	14.77	
Options exercised	(155,178	) 10.82	
Cancelled or forfeited	(127,320	) 13.91	
Outstanding at March 31, 2013	1,959,923	\$12.07	6.63 years
Exercisable at March 31, 2013	1,428,395	\$11.55	5.65 years

The intrinsic value of a stock option is the amount by which the market value of the underlying stock exceeds the exercise price of the option. The total intrinsic value of all stock options exercised during the three months ended March 31, 2013 and 2012 was approximately \$0.6 million and \$0.1 million, respectively.

On March 1, 2013, 169,100 Restricted Stock Unit ("RSU") Awards were granted with a two or three year vesting period. The RSU's had a grant date fair value of \$14.77 per share, which was the closing price of the common stock on the date of grant.

The following table provides a summary of RSU and restricted stock activity for the three months ended March 31, 2013:

	Awards	Average Grant-Date Fair Value
Unvested at January 1, 2013	363,125	
Granted	169,100	\$14.77
Released	(110,800	) 9.97
Cancelled or forfeited	(122,500	) 13.87
Unvested at March 31, 2013	298,925	\$13.03

Restricted stock are rights to receive shares of common stock, subject to forfeiture and other restrictions, which vest over a two or three year period. Restricted shares are considered to be non-vested shares under the accounting guidance for share-based payment and are not reflected as issued and outstanding shares until the restrictions lapse. At that time, the shares are released to the grantee and the Company records the issuance of the shares. Restricted stock awards are valued based on the market price of the underlying shares on the grant date. Compensation expense is recognized on a straight-line basis over the requisite service period. At March 31, 2013, restricted stock awards had vesting periods up through March 2016.

Myers Industries, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements - (Continued)

(Dollar amounts in thousands, except where otherwise indicated)

9. Contingencies

New Idria Mercury Mine

The Company is a defendant in various lawsuits and a party to various other legal proceedings, in the ordinary course of business, some of which are covered in whole or in part by insurance. Effective October 2011, the U.S. Environmental Protection Agency ("EPA") added the New Idria Mercury Mine site located near Hollister, California to the Superfund National Priorities List because of alleged contaminants discharged to California waterways. The New Idria Quicksilver Mining Company, founded in 1936, and later renamed the New Idria Mining & Chemical Company ("NIMCC") owned and/or operated the New Idria Mine through 1976. In 1981 NIMCC was merged into Buckhorn Metal Products Inc. and subsequently acquired by Myers Industries in 1987. The EPA contends that past mining operations have resulted in mercury contamination and acid mine drainage in the San Carlos Creek, Silver Creek and a portion of Panoche Creek and that other downstream locations may also be impacted.

Since Buckhorn Inc. may be a potentially responsible party ("PRP") of the New Idria Mercury Mine, the Company recognized an expense of \$1.9 million in 2011 related to performing a remedial investigation and feasibility study to determine the extent of remediation and the screening of alternatives. Payments of approximately \$0.4 million have been charged against the reserve classified in Other Liabilities on the Condensed Consolidated Statements of Financial Position as of March 31, 2013. As the Site Remedial Investigation and Feasibility Study ("RI/FS") proceeds, it is likely that adjustments to the recognized expense will be necessary to reflect new information regarding the nature and extent of site contamination, the range of remediation alternatives available, and evolving remediation standards. The final remedial action will be selected after completion of the RI/FS. At that time the Company is likely to have additional information regarding remedial action costs, the number and financial condition of other PRPs, the extent of their responsibility for the remediation, and the availability of insurance coverage for these expenses. At this time, further remediation cost estimates are not known and have not been prepared.

In November 2011 the EPA completed an interim removal project at the New Idria Mercury Mine site. It is expected this removal action will be part of the final remediation strategy for the site. According to informal reports, EPA's interim removal project costs were approximately \$500,000. It is possible that at some future date the EPA will seek recovery of the costs of this work from PRPs.

Other

When management believes that a loss arising from these matters is probable and can reasonably be estimated, we record the amount of the estimated loss, or the minimum estimated liability when the loss is estimated using a range, and no point within the range is more probable of occurrence than another. As additional information becomes available, any potential liability related to these matters will be assessed and the estimates will be revised, if necessary.

Based on current available information, management believes that the ultimate outcome of these matters will not have a material adverse effect on our financial position or overall trends in our results of operations. However, these matters are subject to inherent uncertainties, and unfavorable rulings could occur. If an unfavorable ruling were to occur, there exists the possibility of a material adverse impact on the financial position and results of operations of the period in which the ruling occurs, or in future periods.

Myers Industries, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements - (Continued)

(Dollar amounts in thousands, except where otherwise indicated)

10. Long-Term Debt

Long-term debt consisted of the following:

	March 31, 2013	December 31, 2012
Credit agreement	\$68,578	\$57,814
Senior notes	35,000	35,000
	\$103,578	\$92,814

Under terms of the Credit Agreement with a group of banks, the Company may borrow up to \$180 million, reduced for letters of credit issued. As of March 31, 2013, the Company had \$106.3 million available under the Credit Agreement.

In December 2003, the Company issued \$100 million in Senior Unsecured Notes (the "Notes") consisting of \$65 million of notes with an interest rate of 6.08 percent and a 7 year maturity and \$35 million of notes with an interest rate of 6.81 percent and a 10 year maturity. Proceeds from the issuance of the Notes were used to pay down the term loan and revolving credit facility borrowing outstanding at that time. As of March 31, 2013, the Company has classified the \$35 million of Senior Notes due in December 2013 as a long-term liability since it has the intent to refinance the debt on a long-term basis and has demonstrated the ability via capacity available under the non-cancelable revolver feature of our current Credit Agreement.

11. Retirement Plans

The Company and certain of its subsidiaries have pension and profit sharing plans covering substantially all of their employees. The Company's frozen defined benefit pension plan ("The Pension Agreement between Akro-Mils and United Steelworkers of America Local No. 1761-02") provides benefits primarily based upon a fixed amount for each year of service as of the date the plan was frozen.

Net periodic pension cost are as follows:

	Three Months Ended	
	March 31, 2013	2012
Service cost	\$8	\$18
Interest cost	65	72
Expected return on assets	(91	) (77
Amortization of actuarial net loss	28	25
Net periodic pension cost	\$10	\$38
Company contributions	\$123	\$76

The Company anticipates contributions totaling \$0.4 million to its pension plan for the full year of 2013.

12. Income Taxes

The total amount of gross unrecognized tax benefit that would reduce the Company's effective tax rates at March 31, 2013 and March 31, 2012, was \$1.2 million and \$0.5 million, respectively. The \$0.7 million increase in the gross unrecognized tax benefits from March 31, 2012 to March 31, 2013 resulted from an increase in ASC 740-10-25-6, Accounting for Uncertainty in Income Taxes, reserves related to acquired businesses and previous year tax positions. Accrued interest expense included with accrued income taxes in the Company's Condensed Consolidated Statements of Financial Position was less than \$0.1 million at March 31, 2013 and December 31, 2012.

As of March 31, 2013, the Company and its significant subsidiaries are subject to examination for the years after 2006 in Brazil, after 2007 in Canada, and after 2010 in the United States. The Company and its subsidiaries are subject to examination in certain states within the United States either after 2007 or after 2008.

Myers Industries, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements - (Continued)

(Dollar amounts in thousands, except where otherwise indicated)

13. Segment Information

Using the criteria of ASC 280 Segment Reporting, the Company has four operating segments: Material Handling, Lawn and Garden, Distribution, and Engineered Products. Each of these operating segments is also a reportable segment under the ASC 280 criteria.

None of the reportable segments include operating segments that have been aggregated. Some of these segments contain individual business components that have been aggregated on the basis of common management, customers, products, production processes and economic characteristics. The Company accounts for intersegment sales and transfers at cost plus a specified mark-up.

Income before income taxes for each business segment is based on net sales less cost of products sold, and the related selling, administrative and general expenses. In computing business segment operating income, general corporate overhead expenses and interest expenses are not included.

	Three Months Ended	
	March 31,	
	2013	2012
Net Sales		
Material Handling	\$79,989	\$65,221
Lawn and Garden	60,363	59,184
Distribution	42,649	42,738
Engineered Products	36,956	37,227
Inter-company Sales	(4,977	) (5,581
Net Sales	\$214,980	\$198,789

	Three Months Ended	
	March 31,	
	2013	2012
Income Before Income Taxes		
Material Handling	\$9,705	\$13,150
Lawn and Garden	2,281	1,218
Distribution	2,839	3,511
Engineered Products	5,077	4,591
Corporate	(6,658) (5,353
Interest expense - net	(1,092) (1,081
Income before income taxes	\$12,152	\$16,036

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

Results of Operations

Comparison of the First Quarter of 2013 to the First Quarter of 2012

Net Sales:

(dollars in millions)	Quarter Ended		Change	%	
	March 31, 2013	March 31, 2012		Change	% Change
Segment	2013	2012	Change	% Change	%
Material Handling	\$80.0	\$65.2	\$14.8	23	%
Lawn and Garden	\$60.4	\$59.2	\$1.2	2	%
Distribution	\$42.6	\$42.7	\$(0.1)) —	%
Engineered Products	\$37.0	\$37.2	\$(0.2)	) (1	%
Inter-company Sales	\$(5.0)	) \$(5.5)	) \$0.5	9	%
TOTAL	\$215.0	\$198.8	\$16.2	8	%

Net sales for the quarter ended March 31, 2013 were \$215.0 million, an increase of \$16.2 million or 8% compared to the prior year's first quarter. The increase was driven by higher sales in our Material Handling and Lawn and Garden Segments. Overall net sales increased approximately \$12.0 million from inclusion of our 2012 acquisitions of Plásticos Novel do Nordeste S.A. ("Novel") in July and Jamco Products Inc. ("Jamco") in October. In addition, higher volume of \$6.2 million driven by our growth and innovation initiative more than offset lower pricing of \$1.4 million and the effect of unfavorable foreign currency translation of \$0.6 million in 2013 compared to 2012.

Net sales in the Material Handling Segment increased \$14.8 million or 23% in the first quarter of 2013 compared to the same quarter in 2012. Sales from acquisitions contributed approximately \$12.0 million quarter-over-quarter and through an increase of \$5.7 million in higher sales volume, particularly in the automotive and agricultural markets. These increases were negatively impacted by lower pricing of \$2.4 million and unfavorable foreign currency translation of \$0.5 million.

Net sales in the Lawn and Garden Segment in the first quarter of 2013 increased \$1.2 million or 2% compared to the first quarter of 2012. Sales reflect higher volume of \$0.3 million compared to the first quarter of 2012 as a result of a delay in orders from the fourth quarter of 2012, as well as new product offerings generated through our growth and innovation initiative. Sales were also favorably impacted by improved pricing of \$0.9 million in 2013 compared to the same quarter in 2012.

Net sales in the Distribution Segment decreased \$0.1 million in the first quarter of 2013 compared to the first quarter of 2012 impacted by a decline in replacement tire shipments. Improved pricing, increased equipment and new product sales were more than offset by lower sales of supplies in line with the market.

Net Sales in the Engineered Products Segment decreased \$0.2 million or 1% in the first quarter of 2013 compared to the prior year's first quarter. Volume decreased \$0.3 million due to a more normalized demand in the transplant automotive market in the first quarter of 2013 compared to the first quarter of last year, as well as a decrease in custom market sales. These decreases were partially offset by an increase in sales in the marine market. Sales for the first quarter of 2013 were favorably impacted by higher selling prices of \$0.1 million.

Cost of Sales & Gross Profit:

(dollars in millions)	Quarter Ended	
	March 31, 2013	2012

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Cost of sales	\$156.7	\$140.8	
Gross profit	\$58.3	\$58.0	
Gross profit as a percentage of sales	27.1	% 29.2	%

Gross profit in the first quarter of 2013 was comparable to the first quarter of 2012, although gross profit as a percentage of sales decreased for the same period primarily due to unfavorable product and customer mix.

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Selling, General and Administrative Expenses:

(dollars in millions)	Quarter Ended		
	March 31,		
	2013	2012	Change
SG&A expenses	\$45.1	\$40.9	\$4.2
SG&A expenses as a percentage of sales	21.0	% 20.6	%

Selling, general and administrative (“SG&A”) expenses for the quarter ended March 31, 2013 were \$45.1 million, an increase of \$4.2 million or 10% compared to the first quarter in the prior year. The increase in SG&A was due to the incremental impact of our 2012 acquisitions of Novel and Jamco of \$3.0 million and investments in our information technology initiatives of \$0.6 million, partially offset by lower selling expenses of \$0.5 million. SG&A in the first quarter of 2012 was favorably impacted by the recovery of \$1.1 million from bad debt expense associated with a specific customer. Restructuring and unusual charges of \$0.5 million were recorded in SG&A in both the first quarter of 2013 and 2012.

Interest Expense:

(dollars in millions)	Quarter Ended			
	March 31,			
	2013	2012	Change	% Change
Net interest expense	\$1.1	\$1.1	\$—	—
Outstanding borrowings	\$103.6	\$80.2	\$23.4	%
Average borrowing rate	4.57	% 5.61	%	

Net interest expense in both the first quarter of 2013 and 2012 was \$1.1 million. Lower average borrowing rates resulting from a mix of debt outstanding offset a higher average borrowing base in the first quarter of 2013 compared to 2012, as indicated by the outstanding borrowings for each period presented.

Income Taxes:

(dollars in millions)	Quarter Ended	
	March 31,	
	2013	2012
Income before taxes	\$12.2	\$16.0
Income taxes	\$4.3	\$6.1
Effective tax rate	35.1	% 37.7

The effective tax rate was 35.1% for the quarter ended March 31, 2013 compared to 37.7% in the prior year. The lower effective tax rate is attributable to changes in the foreign rate differential including foreign incentive tax credits for the quarter ended March 31, 2013.

Acquisitions

In October 2012, the Company acquired 100% of the stock of Jamco Products Inc. (“Jamco”), an Illinois corporation that is a leading designer and manufacturer of heavy-duty industrial steel carts and safety cabinets used across many markets. The total purchase price was approximately \$15.1 million in cash, net of \$0.1 million of cash acquired. Jamco’s assets and liabilities are recorded at fair value as of the date of acquisition using primarily level 2 and level 3 fair value inputs. Intangible assets included in the acquisition of Jamco are trade name of \$1.2 million, technology of \$2.0 million, non-compete agreement of \$0.1 million and customer relationships of \$2.4 million. The technology, non-compete agreement and customer relationships are subject to amortization and have estimated useful lives of ten, two and six years, respectively. The Jamco trade name has an indefinite life and will be subject to periodic (at least

annual) evaluation for impairment.

In July 2012, the Company acquired 100% of the stock of Plasticos Novel do Nordeste S.A. ("Novel"), a Brazil-based designer and manufacturer of reusable plastic crates and containers used for closed-loop shipping and storage. Novel also produces a diverse

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range of plastic industrial safety products. The total purchase price was approximately \$31.0 million, which includes a cash payment of \$3.4 million, net of \$0.6 million of cash acquired, assumed debt of approximately \$26.0 million and contingent consideration of \$0.9 million based on an earnout. A majority of the debt was repaid shortly after acquisition. The contingent consideration is contingent upon the results of Novel exceeding predefined earnings before interest, taxes, depreciation and amortization over the next four years.

Liquidity and Capital Resources

Cash used in operating activities was \$6.5 million for the three months ended March 31, 2013 compared to \$6.4 million for the three months ended March 31, 2012. For the three months ended March 31, 2013 and March 31, 2012, cash of \$26.2 million and \$25.1 million was used for working capital, respectively.

Capital expenditures for the three months ended March 31, 2013 were \$4.5 million and for the full year are expected to be approximately \$30 to \$35 million.

For the three months ended March 31, 2013, the Company used cash of \$2.0 million to purchase 136 thousand shares of its own stock under a share repurchase program. The Company accelerated its fourth quarter dividend payment to reduce the tax impact for its shareholders which resulted in the payment in December 2012 rather than in the first quarter of 2013. The Company paid its fourth quarter 2011 dividends declared of \$2.3 million during the three months ended March 31, 2012.

Debt, net of cash at March 31, 2013 was \$99.5 million compared to \$88.9 million at December 31, 2012. As of March 31, 2013, the Company was in compliance with all its debt covenants. The most restrictive financial covenants for all of the Company's debt are an interest coverage ratio, (defined as earnings before interest and taxes divided by interest expense), and a leverage ratio, (defined as earnings before interest, taxes, depreciation and amortization, as adjusted, compared to total debt). The ratios as of and for the period ended March 31, 2013 are shown in the following table:

	Required Level	Actual Level
Interest Coverage Ratio	2.25 to 1 (minimum)	10.50
Leverage Ratio	3.25 to 1 (maximum)	1.30

The Company believes that cash flows from operations and available borrowing under its Credit Agreement will be sufficient to meet expected business requirements including strategic initiatives, capital expenditures, dividends, working capital, debt service and to fund the stock repurchase program into the foreseeable future.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

The Company has certain financing arrangements that require interest payments based on floating interest rates. The Company's financial results are subject to changes in the market rate of interest. At present, the Company has not entered into any interest rate swaps or other derivative instruments to fix the interest rate on any portion of its financing arrangements with floating rates. Accordingly, based on current debt levels at March 31, 2013, if market interest rates increase one percent, the Company's interest expense would increase approximately \$0.7 million annually.

Some of the Company's subsidiaries operate in foreign countries and their financial results are subject to exchange rate movements. The Company has operations in Canada with foreign currency exposure, primarily due to sales made from businesses in Canada to customers in the United States. These sales are denominated in U.S. dollars. In addition, one of the Company's subsidiaries in Brazil has loans denominated in U.S. dollars. The Company has a systematic program to limit its exposure to fluctuations in exchange rates related to certain assets and liabilities of its operations in Canada and Brazil that are denominated in U.S. dollars. The net exposure generally ranges from \$5 to \$10 million.

The foreign currency contracts and arrangements created under this program are not designated as hedged items under FASB ASC 815 Derivatives and Hedging, and accordingly, the changes in the fair value of the foreign currency arrangements, which have been immaterial, are recorded in the income statement. The Company's foreign currency arrangements are generally three months or less and, as of March 31, 2013, the Company had no foreign currency arrangements or contracts in place.

The Company uses certain commodities, primarily plastic resins, in its manufacturing processes. The cost of operations can be affected as the market and price for these commodities changes. The Company currently has no derivative contracts to hedge this risk and has no significant purchase obligations to purchase fixed quantities of such commodities in future periods. Significant future increases in the cost of plastic resin or other adverse changes in the general economic environment could have a material adverse impact on the Company's financial position, results of operations or cash flows.

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Item 4. Controls and Procedures

The Company maintains disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended, that are designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

The Company carries out a variety of on-going procedures, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, to evaluate the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on the foregoing, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective at a reasonable assurance level as of the end of the period covered by this report.

Changes in Internal Control Over Financial Reporting

We are undertaking a phased approach to implementation of enterprise resource planning systems in our Distribution Segment, Material Handling Segment and at Corporate, a significant portion of which will be completed in 2013, with the balance to be completed in 2014. We believe we are maintaining and monitoring appropriate internal controls during the implementation period. There have been no other changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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Part II — Other Information

Item 1. Legal Proceedings

Certain legal proceedings in which the Company is involved are discussed in the Contingencies Note of the Unaudited Condensed Consolidated Financial Statements in Part I of this report and Part I, Item 3 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012. The Company is a defendant in various lawsuits and a party to various other legal proceedings, in the ordinary course of business, some of which are covered in whole or in part by insurance. We believe that the outcome of these lawsuits and other proceedings will not individually or in the aggregate have a future material adverse effect on our consolidated financial position, results of operations or cash flows.

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

The following table presents information regarding the Company's stock repurchase plan during the three months ended March 31, 2013.

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of the Publicly Announced Program	Maximum number of Shares that may yet be Purchased Under the Plan (1)
1/1/13 to 1/31/13	34,258	\$ 14.42	331,947	2,668,053
2/1/13 to 2/28/13	101,868	\$ 14.34	433,815	2,566,185
3/1/13 to 3/31/13	—	\$—	—	—

On November 20, 2012, the Company adopted a Rule 10b5-1 plan (the "Plan") for the purpose of repurchasing up to two million one hundred fifty thousand shares of its common stock in accordance with the guidelines specified in Rule 10b5-1 of the Securities Exchange Act of 1934. The Plan was established in connection with the Board (1) authorized repurchase of up to five million shares that was announced on May 2, 2011. The Company previously completed a repurchase of two million shares in 2011 pursuant to a previous Rule 10b5-1 plan, which was also in connection with the authorized five million share repurchase.

Item 6. Exhibits

(a) Exhibits

SIGNATURE

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.

MYERS INDUSTRIES, INC.

May 1, 2013

By:

/s/ Gregory W. Branning

Greggory W. Branning
Senior Vice President, Chief Financial Officer
and Corporate Secretary
(Duly Authorized Officer and Principal Financial and
Accounting Officer)

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EXHIBIT INDEX

- 3(a) Myers Industries, Inc. Amended and Restated Articles of Incorporation. Reference is made to Exhibit 3(a) to Form 10-K filed with the Commission on March 16, 2005.
- 3(b) Myers Industries, Inc. Amended and Restated Code of Regulations. Reference is made to Exhibit 3.1 to Form 8-K filed with the Commission on April 12, 2013.
- 10(a) Myers Industries, Inc. Amended and Restated Employee Stock Purchase Plan. Reference is made to Exhibit 10(a) to Form 10-K filed with the Commission on March 30, 2001.
- 10(b) Form of Indemnification Agreement for Directors and Officers. Reference is made to Exhibit 10.1 to Form 10-Q filed with the Commission on May 1, 2009.
- 10(c) Myers Industries, Inc. Amended and Restated Dividend Reinvestment and Stock Purchase Plan. Reference is made to Exhibit 99 to Post-Effective Amendment No. 2 to Form S-3 filed with the Commission on March 19, 2004.
- 10(d) Myers Industries, Inc. Amended and Restated 1999 Incentive Stock Plan. Reference is made to Exhibit 10(f) to Form 10-Q filed with the Commission on August 9, 2006.*
- 10(e) 2008 Incentive Stock Plan of Myers Industries, Inc. Reference is made to Exhibit 4.3 to Form S-8 filed with the Commission on March 17, 2009.*
- 10(f) Amendment No. 1 to the 2008 Incentive Stock Plan of Myers Industries, Inc. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on August 3, 2010.*
- 10(g) Myers Industries, Inc. Executive Supplemental Retirement Plan. Reference is made to Exhibit (10)(g) to Form 10-K filed with the Commission on March 26, 2003.*
- 10(h) Severance Agreement between Myers Industries, Inc. and John C. Orr effective June 1, 2011. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on March 7, 2011.*
- 10(i) Non-Disclosure and Non-Competition Agreement between Myers Industries, Inc. and John C. Orr dated July 18, 2000. Reference is made to Exhibit 10(j) to Form 10-Q filed with the Commission on May 6, 2003.*
- 10(j) Amendment to the Myers Industries, Inc. Executive Supplemental Retirement Plan (John C. Orr) effective June 1, 2008. Reference is made to Exhibit 10.2 to Form 8-K filed with the Commission on June 24, 2008.*
- 10(k) Severance Agreement between Myers Industries, Inc. and David B. Knowles dated August 31, 2012. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on August 31, 2012.*
- 10(l) Non-Disclosure and Non-Competition Agreement between Myers Industries, Inc. and David B. Knowles dated June 19, 2009. Reference is made to Exhibit 10.2 to Form 8-K filed with the Commission on June 22, 2009.*
- 10(m) Amendment to Myers Industries, Inc. Executive Supplemental Retirement Plan (David B. Knowles) effective June 19, 2009. Reference is made to Exhibit 10.3 to Form 8-K filed with the Commission on June 22, 2009.*
- 10(n) Severance Agreement between Myers Industries, Inc. and Gregg Branning dated September 1, 2012. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on September 4, 2012.*
- 10(o) Third Amended and Restated Loan Agreement between Myers Industries, Inc. and JP Morgan Chase Bank, National Association, as Agent, dated as of November 19, 2010. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on November 23, 2010.
- 10(p) Note Purchase Agreement between Myers Industries, Inc. and the Note Purchasers, dated December 12, 2003, regarding the issuance of \$35,000,000 of 6.81% Series 2003-A Senior Notes due December 12, 2013. Reference is made to Exhibit 10(o) to Form 10-K filed with the Commission on March 15, 2004.
- 10(q) Third Amendment to the Myers Industries, Inc Executive Supplemental Retirement Plan (John C. Orr) effective June 1, 2011. Reference is made to Exhibit 10.2 to Form 8-K filed with the Commission on March 7, 2011.*
- 10(r) Amendment No. 2 to the 2008 Incentive Stock Plan of Myers Industries, Inc. Reference is made to Exhibit 10(u) to Form 10-K filed with the Commission on March 4, 2013.*
- 10(s)

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Non-Competition and Confidentiality Agreement between Myers Industries, Inc. and Gregg Branning dated September 1, 2012.*

10(t) Performance Bonus Plan of Myers Industries, Inc. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on April 30, 2013.*

14(a) Myers Industries, Inc. Code of Business Conduct and Ethics. Reference is made to Exhibit 14(a) to Form 10-K/A filed with the Commission on April 1, 2013.

14(b) Myers Industries, Inc. Code of Ethical Conduct for the Finance Officers and Finance Department Personnel. Reference is made to Exhibit 14(b) to Form 10-K/A filed with the Commission on April 1, 2013.

21 List of Direct and Indirect Subsidiaries, and Operating Divisions, of Myers Industries, Inc. Reference is made to Exhibit 21 to Form 10-K filed with the Commission on March 4, 2013.

31(a) Certification of John C. Orr, President and Chief Executive Officer of Myers Industries, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31(b) Certification of Gregory W. Branning, Senior Vice President, Chief Financial Officer and Corporate Secretary of Myers Industries, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32 Certifications of John C. Orr, President and Chief Executive Officer, and Gregg W. Branning, Executive Vice President, Chief Financial Officer and Corporate Secretary, of Myers Industries, Inc. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 The following financial information from Myers Industries, Inc. Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 filed with the SEC on May 1, 2013, formatted in XBRL includes: (i) Condensed Consolidated Statements of Financial Position at March 31, 2013 and December 31, 2012, (ii) Condensed Consolidated Statements of Income For the fiscal periods ended March 31, 2013 and 2012, (iii) Condensed Consolidated Statements of Comprehensive Income (Loss) For the fiscal periods ended March 31, 2013 and 2012, (iv) Condensed Consolidated Statements of Cash Flows for the fiscal periods ended March 31, 2013 and 2012, (v) Condensed Consolidated Statement of Shareholders' Equity for the fiscal period ended March 31, 2013, and (vi) the Notes to Consolidated Financial Statements.

* Indicates executive compensation plan or arrangement.

Pursuant to Item 601(b)(2) of Regulation S-K, certain exhibits and schedules have been omitted from this filing.

** The registrant agrees to furnish the Commission on a supplemental basis a copy of any omitted exhibit or schedule.