POLARIS INDUSTRIES INC/MN
Form 10-Q
July 24, 2015
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## UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
(Mark
one)
x
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2015
OR
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission File Number 1-11411

POLARIS INDUSTRIES INC.
(Exact name of registrant as specified in its charter)

| Minnesota <br> (State or other jurisdiction of <br> incorporation or organization) | $41-1790959$ <br> (I.R.S. Employer <br> Identification No.) |
| :--- | :--- |
| 2100 Highway 55, Medina MN <br> (Address of principal executive <br> offices) | 55340 |
|  | (763) 542-0500 <br> (Registrant's telephone number, including area <br> code) |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x 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 (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x 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 filerx
Non-accelerated filer * (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes " No x
APPLICABLE ONLY TO CORPORATE ISSUERS:
Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.
As of July 20, 2015, 66,147,942 shares of Common Stock, \$. 01 par value, of the registrant were outstanding.

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## Part I FINANCIAL INFORMATION

Item 1 - FINANCIAL STATEMENTS
POLARIS INDUSTRIES INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)
June 30, 2015
December 31, 2014
(Unaudited)
Assets
Current assets:
Cash and cash equivalents $\quad \$ 118,819 \quad \$ 137,600$
$\begin{array}{lrl}\text { Trade receivables, net } & 151,495 & 204,876\end{array}$
Inventories, net
Prepaid expenses and other
Income taxes receivable
Deferred tax assets
Total current assets
Property and equipment, net
Investment in finance affiliate
Deferred tax assets
Goodwill and other intangible assets, net
708,269 565,685
66,497 71,526
15,183 2,691
113,656 114,177
1,173,919 1,096,555
569,126 555,428
87,625 89,107

Other long-term assets
40,528
41,201
235,030
223,966

Total assets
75,326
68,678

Liabilities and Shareholders' Equity
Current liabilities:
Current portion of capital lease obligations and notes payable \$4,948 \$2,528
Accounts payable
\$2,181,554
\$2,074,935

Accrued expenses:
Compensation
300,639 343,470

Warranties
Sales promotions and incentives
68,246
102,379

Dealer holdback
130
53,104

Other
120,258 120,693

Income taxes payable
72,758 79,262

Total current liabilities
9,553 11,344

Long-term income taxes payable
Capital lease obligations and notes payable
Long-term debt
Deferred tax liabilities
Other long-term liabilities
751,659 850,810

Total liabilities
$10,429 \quad 10,568$
35,117 23,620
363,417 200,000

Deferred compensation
16,446 18,191
102,997 96,951
\$ 1,280,065 \$1,200,140

Shareholders' equity:
Preferred stock \$0.01 par value, 20,000 shares authorized, no shares issued and outstanding
Common stock $\$ 0.01$ par value, 160,000 shares authorized, 66,144 and
66,307 shares issued and outstanding, respectively
Additional paid-in capital
\$661
\$663

Retained earnings
567,294
486,005
371,492
401,840

| Accumulated other comprehensive loss, net | $(54,701$ | $)(27,241$ |
| :--- | :--- | :--- |
| Total shareholders' equity | 884,746 | 861,267 |
| Total liabilities and shareholders' equity | $\$ 2,181,554$ | $\$ 2,074,935$ |
| The accompanying footnotes are an integral part of these consolidated statements. |  |  |

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POLARIS INDUSTRIES INC.
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)
(Unaudited)

|  | Three months ended June 30, |  | Six months ended June 30, |  |
| :--- | :--- | :--- | :--- | :--- |
|  | 2015 | 2014 | 2015 | 2014 |
| Sales | $\$ 1,124,327$ | $\$ 1,013,959$ | $\$ 2,157,672$ | $\$ 1,902,305$ |
| Cost of sales | 804,913 | 709,045 | $1,544,527$ | $1,338,974$ |
| Gross profit | 319,414 | 304,914 | 613,145 | 563,331 |
| Operating expenses: |  |  |  |  |
| Selling and marketing | 79,656 | 74,178 | 149,341 | 139,748 |
| Research and development | 41,431 | 36,984 | 80,294 | 72,497 |
| General and administrative | 51,948 | 52,942 | 101,487 | 94,234 |
| Total operating expenses | 173,035 | 164,104 | 331,122 | 306,479 |
| Income from financial services | 17,638 | 14,625 | 32,280 | 25,265 |
| Operating income | 164,017 | 155,435 | 314,303 | 282,117 |
| Non-operating expense (income): |  |  |  |  |
| Interest expense | 2,972 | 3,039 | 5,882 | 5,851 |
| Equity in loss of other affiliates | 1,748 | 967 | 3,371 | 1,863 |
| Other expense (income), net | 2,681 | $(1,883$ | 10,121 | 3,988 |
| Income before income taxes | 156,616 | 153,312 | 294,929 | 278,391 |
| Provision for income taxes | 55,673 | 56,407 | 105,423 | 100,585 |
| Net income | $\$ 100,943$ | $\$ 96,905$ | $\$ 189,506$ | $\$ 177,806$ |
| Basic net income per share | $\$ 1.52$ | $\$ 1.47$ | $\$ 2.86$ | $\$ 2.70$ |
| Diluted net income per share | $\$ 1.49$ | $\$ 1.42$ | $\$ 2.79$ | $\$ 2.61$ |
| Weighted average shares outstanding: |  |  |  |  |
| Basic | 66,324 | 66,060 | 66,376 | 65,946 |
| Diluted | 67,829 | 68,088 | 67,987 | 68,023 |

The accompanying footnotes are an integral part of these consolidated statements.

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POLARIS INDUSTRIES INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)
(Unaudited)


The accompanying footnotes are an integral part of these consolidated statements.

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## POLARIS INDUSTRIES INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

Operating Activities:
Net income
Adjustments to reconcile net income to net cash provided by operating activities:
Depreciation and amortization
Six months ended June 30, 20152014

Noncash compensation
Noncash income from financial services
Deferred income taxes
Tax effect of share-based compensation exercises
Other, net
Changes in operating assets and liabilities:
Trade receivables
Inventories
Accounts payable
Accrued expenses
Income taxes payable/receivable
Prepaid expenses and others, net
Net cash provided by operating activities
Investing Activities:
Purchase of property and equipment
Investment in finance affiliate, net
Investment in other affiliates
Acquisition of businesses, net of cash acquired
Net cash used for investing activities
Financing Activities:
Borrowings under debt arrangements / capital lease obligations
Repayments under debt arrangements / capital lease obligations
Repurchase and retirement of common shares
Cash dividends to shareholders
Proceeds from stock issuances under employee plans
Tax effect of proceeds from share-based compensation exercises
Net cash provided by financing activities
Impact of currency exchange rates on cash balances
Net increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of period
Cash and cash equivalents at end of period
1,481,655 1,452,444
(1,303,098 ) (1,397,210 )
(157,739 ) (3,945 )
(70,061 ) (63,415 )

25,133 12,994
32,863 11,939
8,753 12,807
(6,950 ) (88
(18,781 ) 26,792
137,600 92,248

Noncash Activity:
Property and equipment obtained through capital leases and notes payable
$\$ 14,500 \quad \$ 24,908$
Supplemental Cash Flow Information:
Interest paid on debt borrowings
\$5,880 \$5,855
Income taxes paid
86,483 109,572
The accompanying footnotes are an integral part of these consolidated statements.
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## POLARIS INDUSTRIES INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Significant Accounting Policies
Basis of presentation. The accompanying unaudited consolidated financial statements of Polaris Industries Inc. ("Polaris" or the "Company") have been prepared in accordance with accounting principles generally accepted in the United States for interim financial statements and, therefore, do not include all information and disclosures of results of operations, financial position and changes in cash flow in conformity with accounting principles generally accepted in the United States for complete financial statements. Accordingly, such statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2014 previously filed with the Securities and Exchange Commission. In the opinion of management, such statements reflect all adjustments (which include only normal recurring adjustments) necessary for a fair presentation of the financial position, results of operations, and cash flows for the periods presented. Due to the seasonality of snowmobiles; Off-Road Vehicles (ORV), which include all-terrain vehicles (ATV) and side-by-side vehicles; motorcycles; Global Adjacent Markets; and related Parts, Garments and Accessories (PG\&A), and to certain changes in production and shipping cycles, results of such periods are not necessarily indicative of the results to be expected for the complete year.
Fair value measurements. Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Assets and liabilities measured at fair value are classified using the following hierarchy, which is based upon the transparency of inputs to the valuation as of the measurement date: Level 1 - Quoted prices in active markets for identical assets or liabilities.
Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.
In making fair value measurements, observable market data must be used when available. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement. The Company utilizes the market approach to measure fair value for its non-qualified deferred compensation assets and liabilities, and the income approach for foreign currency contracts and commodity contracts. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities, and for the income approach the Company uses significant other observable inputs to value its derivative instruments used to hedge foreign currency and commodity transactions.
Assets and liabilities measured at fair value on a recurring basis are summarized below (in thousands):

| Fair Value Measurements as of June 30, 2015 |  |  |  |
| :---: | :---: | :---: | :---: |
| Total | Level 1 | Level 2 | Level 3 |
| \$45,324 | \$45,324 | - | - |
| \$45,324 | \$45,324 | - | - |
| \$ 1,860 | - | \$ 1,860 | ) |
| (2,180 | ) - | (2,180 | ) |
| (45,324 | ) $\$(45,324$ | - | - |
| \$(49,364 | ) $\$(45,324$ | ) \$(4,040 | ) |
| Fair Value Measurements as of December 31, 2014 |  |  |  |
| Total | Level 1 | Level 2 | Level 3 |
| \$41,797 | \$41,797 | - | - |
| \$41,797 | \$41,797 | - |  |
| \$(4,609 | ) - | \$(4,609 | - |
| (2,570 | ) - | (2,570 | ) |
| (41,797 | ) \$(41,797 | ) - |  |

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Total liabilities at fair value
\$(48,976 ) \$(41,797 ) \$(7,179
) -

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Inventories. Inventory costs include material, labor and manufacturing overhead costs, including depreciation expense associated with the manufacture and distribution of the Company's products. Inventories are stated at the lower of cost (first-in, first-out method) or market. The major components of inventories are as follows (in thousands):

| June 30, 2015 | December 31, 2014 |
| :--- | :--- |
| $\$ 180,218$ | $\$ 165,823$ |
| 171,850 | 163,455 |
| 384,082 | 262,578 |
| $(27,881$ | $(26,171$ |
| $\$ 708,269$ | $\$ 565,685$ |

Product warranties. Polaris provides a limited warranty for its ORVs for a period of six months, for a period of one year for its snowmobiles, for a period of one or two years for its motorcycles depending on brand and model year, and for a two year period for GEM, Goupil and Aixam vehicles. Polaris provides longer warranties in certain geographical markets as determined by local regulations and market conditions and may also provide longer warranties related to certain promotional programs. Polaris' standard warranties require the Company or its dealers to repair or replace defective products during such warranty periods at no cost to the consumer. The warranty reserve is established at the time of sale to the dealer or distributor based on management's best estimate using historical rates and trends. Adjustments to the warranty reserve are made from time to time as actual claims become known in order to properly estimate the amounts necessary to settle future and existing claims on products sold as of the balance sheet date. Factors that could have an impact on the warranty accrual in any given period include the following: improved manufacturing quality, shifts in product mix, changes in warranty coverage periods, snowfall and its impact on snowmobile usage, product recalls and any significant changes in sales volume. The activity in the warranty reserve during the periods presented was as follows (in thousands):

Balance at beginning of period
Additions to warranty reserve through acquisitions
Additions charged to expense
Warranty claims paid

| Three months ended June 30, | Six months ended June 30, |  |  |
| :--- | :--- | :--- | :--- |
| 2015 | 2014 | 2015 | 2014 |
| $\$ 48,634$ | $\$ 47,224$ | $\$ 53,104$ | $\$ 52,818$ |
| 150 | 110 | 200 | 110 |
| 14,646 | 12,270 | 28,565 | 23,297 |
| $(18,331$ | $)$ | $(14,793$ | $)$ |
| $\$ 45,099$ | $\$ 44,811$ | $\$ 45,099$ | $\$ 44,811$ |

$\begin{array}{lccc}\text { Balance at end of period } & \$ 45,099 & \$ 44,811 & \$ 45,099\end{array} \$ 44$ Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. This ASU is a comprehensive new revenue recognition model that requires a company to recognize revenue from the transfer of goods or services to customers in an amount that reflects the consideration that the entity expects to receive in exchange for those goods or services. On July 9, 2015, the FASB voted to defer for one year the effective date, which is now for the Company's interim and annual periods beginning January 1, 2018. The Company is evaluating the application method and the impact of this new standard on the financial statements.
There are no other new accounting pronouncements that are expected to have a significant impact on Polaris' consolidated financial statements.

## Note 2. Share-Based Compensation

The amount of compensation cost for share-based awards to be recognized during a period is based on the portion of the awards that are ultimately expected to vest. The Company estimates stock option forfeitures at the time of grant and revises those estimates in subsequent periods if actual forfeitures differ from those estimates. The Company analyzes historical data to estimate pre-vesting forfeitures and records share compensation expense for those awards expected to vest.

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Total share-based compensation expenses were as follows (in thousands):

|  | Three months ended June |  | Six months ended June 30, |  |
| :--- | :--- | :--- | :--- | :--- |
|  | 30, |  | 2015 | 2014 |
|  | 2015 | 2014 | 2015 |  |
| Option plan | $\$ 6,595$ | $\$ 6,375$ | $\$ 13,180$ | $\$ 11,953$ |
| Other share-based awards | 9,721 | 6,688 | 16,478 | 11,099 |
| Total share-based compensation before tax | 16,316 | 13,063 | 29,658 | 23,052 |
| Tax benefit | 6,085 | 4,885 | 11,062 | 8,614 |
| Total share-based compensation expense included in net | $\$ 10,231$ | $\$ 8,178$ | $\$ 18,596$ | $\$ 14,438$ |
| income |  |  |  |  |

In addition to the above share-based compensation expenses, Polaris sponsors a qualified non-leveraged employee stock ownership plan (ESOP). Shares allocated to eligible participants' accounts vest at various percentage rates based on years of service and require no cash payments from the recipient.
At June 30, 2015, there was $\$ 111,470,000$ of total unrecognized share-based compensation expense related to unvested share-based equity awards. Unrecognized share-based compensation expense is expected to be recognized over a weighted-average period of 1.82 years. Included in unrecognized share-based compensation is approximately $\$ 49,885,000$ related to stock options and $\$ 61,585,000$ for restricted stock.

Note 3. Financing Agreements
Debt, capital lease obligations, notes payable and the average related interest rates were as follows (in thousands):

| 仡 | Average interest rate at June 30, 2015 | Maturity | $\begin{aligned} & \text { June 30, } \\ & 2015 \end{aligned}$ | $\begin{aligned} & \text { December 31, } \\ & 2014 \end{aligned}$ |
| :---: | :---: | :---: | :---: | :---: |
| Revolving loan facility | 0.98\% | March 2020 | \$164,403 | - |
| Senior notes-fixed rate | 3.81\% | May 2018 | 25,000 | \$25,000 |
| Senior notes-fixed rate | 4.60\% | May 2021 | 75,000 | 75,000 |
| Senior notes-fixed rate | 3.13\% | December 2020 | 100,000 | 100,000 |
| Capital lease obligations | 5.05\% | Various through 2029 | 23,136 | 26,148 |
| Notes payable | 3.50\% | June 2027 | 15,943 | - |
| Total debt, capital lease obligations, and notes payable |  |  | \$403,482 | \$226,148 |
| Less: current maturities |  |  | 4,948 | 2,528 |
| Total long-term debt, capital lease obligations, and notes payable |  |  | \$398,534 | \$223,620 |

In August 2011, Polaris entered into a $\$ 350,000,000$ unsecured revolving loan facility. In January 2013, Polaris amended the loan facility to provide more beneficial covenant and interest rate terms and extend the expiration date from August 2016 to January 2018. In March 2015, Polaris amended the loan facility to increase the facility to $\$ 500,000,000$ and to provide more beneficial covenant and interest rate terms. The amended terms also extended the expiration date to March 2020. Interest is charged at rates based on a LIBOR or "prime" base rate.
In December 2010, the Company entered into a Master Note Purchase Agreement to issue $\$ 25,000,000$ of unsecured senior notes due May 2018 and $\$ 75,000,000$ of unsecured senior notes due May 2021 (collectively, the "Senior Notes"). The Senior Notes were issued in May 2011. In December 2013, the Company entered into a First Supplement to Master Note Purchase Agreement, under which the Company issued $\$ 100,000,000$ of unsecured senior notes due December 2020.
The unsecured revolving loan facility and the Master Note Purchase Agreement contain covenants that require Polaris to maintain certain financial ratios, including minimum interest coverage and maximum leverage ratios. Polaris was in compliance with all such covenants as of June 30, 2015.
A property lease agreement for a manufacturing facility which Polaris began occupying in Opole, Poland commenced in February 2014. The Poland property lease is accounted for as a capital lease.

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In January 2015, the Company announced plans to build a new production facility in Huntsville, Alabama to provide additional capacity and flexibility. The 600,000 square-foot facility will focus on off-road vehicle production. The Company broke ground on the facility in the first quarter of 2015 with completion expected in the first half of 2016. A mortgage note payable agreement of $\$ 14,500,000$ for land, on which Polaris is building the facility, commenced in February 2015. The

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payment of principal and interest for the note payable is forgivable if the Company satisfies certain job commitments over the term of the note. Forgivable loans related to other Company facilities are also included within notes payable.

Note 4. Goodwill and Other Intangible Assets
Goodwill and other intangible assets, net, consisted of \$129,580,000 of goodwill and \$105,450,000 of intangible assets, net of accumulated amortization, as of June 30, 2015.
Additions to goodwill and other intangible assets relate primarily to the acquisitions of Timbersled Products, Inc. ("Timbersled") and HH Investment Limited ("Hammerhead") in April 2015. Timbersled is based in Idaho and is an innovator and market leader in the burgeoning snow bike industry. Hammerhead is based in Shanghai, China and manufactures gasoline powered go-karts, light utility vehicles, and electric utility vehicles. Hammerhead markets its products globally under the Hammerhead Offroad® brand, along with maintaining key private label relationships with other original equipment manufacturers.
For both acquisitions, the respective aggregate purchase prices were allocated on a preliminary basis to the assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. Timbersled and Hammerhead financial results are included in the Company's consolidated results from the respective dates of acquisition. Pro forma financial results are not presented as the acquisitions are not material to the consolidated financial statements. As of June 30, 2015, the purchase price allocations for both acquisitions remains preliminary. In November 2014, the Company acquired certain assets of LSI Products Inc. and Armor Holdings, LLC. (collectively, "Pro Armor"). Pro Armor is an industry-leading brand in performance side-by-side accessories. In January 2015, Polaris completed a non-cash acquisition of the electric motorcycle business from Brammo, Inc. ("Brammo"). Brammo will continue to be a designer and developer of electric vehicle powertrains. As of June 30, 2015, the purchase price allocations for Pro Armor and Brammo remain preliminary.
The changes in the carrying amount of goodwill for the six months ended June 30, 2015 were as follows (in thousands):

Six months ended June
30, 2015
Goodwill, beginning of period
\$123,031
Goodwill from businesses acquired
13,614
Currency translation effect on foreign goodwill balances
Goodwill, end of period
(7,065
\$129,580

For other intangible assets, the changes in the net carrying amount for the six months ended June 30, 2015 were as follows (in thousands):

Other intangible assets, beginning of period
Intangible assets acquired during the period
Amortization expense
Foreign currency translation effect on balances
Other intangible assets, end of period

Six months ended June 30, 2015

| Gross | Accumulated |  |
| :--- | :--- | :--- |
| Amount | Amortization |  |
| $\$ 124,093$ | $\$(23,158$ | $)$ |
| 13,695 | - | $(5,667$ |
| - | $)$ | 1,154 |
| $(4,667$ | $\$(27,671$ | $)$ |
| $\$ 133,121$ |  |  |

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The components of other intangible assets were as follows (in thousands):

Non-amortizable-indefinite lived:
Brand names
Amortizable:
Non-compete agreements 5
Dealer/customer related
Developed technology
7
Total amortizable
Less: Accumulated amortization
Net amortized other intangible assets
Total other intangible assets, net
Total estimated life (years)

June 30, 2015
December 31,
2014

Amortization expense for intangible assets for the three months ended June 30, 2015 and 2014 was $\$ 2,913,000$ and $\$ 2,963,000$, respectively. Estimated amortization expense for the remainder of 2015 through 2020 is as follows: 2015 (remainder), \$6,200,000; 2016, \$12,400,000; 2017, \$12,000,000; 2018, \$10,500,000; 2019, \$9,300,000; 2020, $\$ 4,400,000$; and after 2020, $\$ 2,700,000$. The preceding expected amortization expense is an estimate and actual amounts could differ due to additional intangible asset acquisitions, changes in foreign currency rates or impairment of intangible assets.

Note 5. Shareholders' Equity
During the six months ended June 30, 2015, Polaris paid $\$ 157,739,000$ to repurchase and retire approximately $1,072,000$ shares of its common stock. As of June 30, 2015, the Board of Directors has authorized the Company to repurchase up to an additional $3,978,000$ shares of Polaris stock. The repurchase of any or all such shares authorized for repurchase will be governed by applicable SEC rules and dependent on management's assessment of market conditions. Polaris paid a regular cash dividend of $\$ 0.53$ per share on June 15,2015 to holders of record at the close of business on June 1, 2015. On July 22, 2015, the Polaris Board of Directors declared a regular cash dividend of $\$ 0.53$ per share payable on September 15, 2015 to holders of record of such shares at the close of business on September 1, 2015. Cash dividends declared per common share for the three and six months ended June 30, 2015 and 2014, were as follows:

Cash dividends declared and paid per common share

| Three months ended June 30, |  | Six months ended June 30, |  |
| :--- | :--- | :--- | :--- |
| 2015 | 2014 | 2015 | 2014 |
| $\$ 0.53$ | $\$ 0.48$ | $\$ 1.06$ | $\$ 0.96$ |

Net income per share
Basic earnings per share is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding during each period, including shares earned under The Deferred Compensation Plan for Directors ("Director Plan"), the ESOP and deferred stock units under the 2007 Omnibus Incentive Plan ("Omnibus Plan"). Diluted earnings per share is computed under the treasury stock method and is calculated to compute the dilutive effect of outstanding stock options issued under the 1995 Stock Option Plan and the 2003 Non-Employee Director Stock Option Plan (collectively, the "Option Plans") and certain shares issued under the Omnibus Plan. A reconciliation of these amounts is as follows (in thousands):

|  | Three months ended June |  | 30, Six months ended June 30, |  |
| :--- | :--- | :--- | :--- | :--- | :--- |
|  | 2015 | 2014 | 2015 | 2014 |
| Weighted average number of common shares outstanding | 66,000 | 65,769 | 66,068 | 65,663 |
| Director Plan and deferred stock units | 242 | 209 | 224 | 205 |
| ESOP | 82 | 82 | 84 | 78 |
| Common shares outstanding—basic | 66,324 | 66,060 | 66,376 | 65,946 |
| Dilutive effect of Option Plans and Omnibus Plan | 1,505 | 2,028 | 1,611 | 2,077 |

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During the three and six months ended June 30, 2015, the number of options that could potentially dilute earnings per share on a fully diluted basis that were not included in the computation of diluted earnings per share (because to do so would have been anti-dilutive) were $1,080,000$ and 912,000 , respectively, compared to 665,000 and 513,000 for the same periods in 2014.
Accumulated other comprehensive loss
Changes in the accumulated other comprehensive loss balance is as follows (in thousands): Foreign

| Fureign | Cash Flow | Accumulated Other |
| :--- | :--- | :--- |
| Currency | Hedging Derivatives | Comprehensive Loss |
| Items |  |  |

Balance as of December 31, 2014
Reclassification to the income statement Change in fair value
Balance as of June 30, 2015 \$(25,789

| ) $\$(1,452$ | $)$ |
| :--- | :--- |
| $(384$ | $)(27,241$ |
| $)$ | $(384$ |
| $)$ | $(27,076$ |
| $)$ | $) \$(54,701$ |)

The table below provides data about the amount of gains and losses, net of tax, reclassified from accumulated other comprehensive loss into the income statement for cash flow derivatives designated as hedging instruments for the three and six months ended June 30, 2015 and 2014 (in thousands):

Location of (Gain) Loss Three months ended June 30, Six months ended June 30,
Derivatives in Cash Reclassified from
Flow Hedging Relationships Accumulated OCI into Income
Other expense (income),
2015
2014
2015
2014 net
Cost of sales
\$1,898
(1,122
) $(42$
) $\$ 2,402$
\$(2,097
Foreign currency contracts
Total
\$776
\$(1,729 ) \$384
\$(2,037 )
The net amount of the existing gains or losses at June 30, 2015 that is expected to be reclassified into the income statement within the next 12 months is expected to not be material. See Note 9 for further information regarding Polaris' derivative activities.

## Note 6. Financial Services Arrangements

Polaris Acceptance, a joint venture between Polaris and GE Commercial Distribution Finance Corporation, an indirect subsidiary of General Electric Capital Corporation, which is supported by a partnership agreement between their respective wholly owned subsidiaries, finances substantially all of Polaris' United States sales whereby Polaris receives payment within a few days of shipment of the product. Polaris' subsidiary has a 50 percent equity interest in Polaris Acceptance. Polaris Acceptance sells a majority of its receivable portfolio to a securitization facility (the "Securitization Facility") arranged by General Electric Capital Corporation. The sale of receivables from Polaris Acceptance to the Securitization Facility is accounted for in Polaris Acceptance's financial statements as a "true-sale" under Accounting Standards Codification Topic 860. Polaris’ allocable share of the income of Polaris Acceptance has been included as a component of income from financial services in the accompanying consolidated statements of income. The partnership agreement is effective through February 2017.
Polaris' total investment in Polaris Acceptance of $\$ 87,625,000$ at June 30,2015 is accounted for under the equity method, and is recorded in investment in finance affiliate in the accompanying consolidated balance sheets. At June 30, 2015, the outstanding amount of net receivables financed for dealers under this arrangement was $\$ 1,100,439,000$, which included $\$ 362,333,000$ in the Polaris Acceptance portfolio and $\$ 738,106,000$ of receivables within the Securitization Facility ("Securitized Receivables").
Polaris has agreed to repurchase products repossessed by Polaris Acceptance up to an annual maximum of 15 percent of the aggregate average month-end outstanding Polaris Acceptance receivables and Securitized Receivables during the prior calendar year. For calendar year 2015, the potential 15 percent aggregate repurchase obligation is approximately $\$ 146,440,000$. Polaris' financial exposure under this arrangement is limited to the difference between the amounts unpaid by the dealer with respect to the repossessed product plus costs of repossession and the amount
received on the resale of the repossessed product. No material losses have been incurred under this agreement during the periods presented.
Polaris has agreements with Capital One, Sheffield Financial, Synchrony Bank, Freedom Road, Chrome Capital and Ride Today Acceptance, under which these financial institutions provide financing to end consumers of Polaris products. Polaris'

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income generated from these agreements has been included as a component of income from financial services in the accompanying consolidated statements of income.
Polaris also administers and provides extended service contracts to consumers and certain insurance contracts to dealers and consumers through various third-party suppliers. Polaris does not retain any warranty, insurance or financial risk under any of these arrangements. Polaris' service fee income generated from these arrangements has been included as a component of income from financial services in the accompanying consolidated statements of income.

## Note 7. Investment in Other Affiliates

The Company has certain investments in nonmarketable securities of strategic companies. As of June 30, 2015 and December 31, 2014, these investments are comprised of investments in Eicher-Polaris Private Limited (EPPL) and Brammo, and are recorded as components of other long-term assets in the accompanying consolidated balance sheets. EPPL is a joint venture established in 2012 with Eicher Motors Limited ("Eicher"). Polaris and Eicher each control 50 percent of the joint venture, which is intended to design, develop and manufacture a full range of new vehicles for India and other emerging markets. The investment in EPPL is accounted for under the equity method, with Polaris’ proportionate share of income or loss recorded within the consolidated financial statements on a one month lag due to financial information not being available timely. At the time of the establishment of the joint venture, the overall investment was expected to be approximately $\$ 50,000,000$, shared equally with Eicher over a three year period. As of June 30, 2015 and December 31, 2014, the carrying value of the Company's investment in EPPL was $\$ 15,708,000$ and $\$ 14,601,000$, respectively. Through June 30, 2015, Polaris has invested $\$ 26,927,000$ in the joint venture. Polaris' share of EPPL loss for the three and six months ended June 30,2015 was $\$ 1,748,000$ and $\$ 3,371,000$, respectively, compared to $\$ 967,000$ and $\$ 1,863,000$ for the same respective periods in 2014. The loss is included in equity in loss of other affiliates on the consolidated statements of income.
Brammo is a privately held designer and developer of electric powertrains, which Polaris has invested in since 2011. The investment in Brammo is accounted for under the cost method. Brammo is in the early stages of designing, developing, and selling electric vehicle powertrains. As such, a risk exists that Brammo may not be able to secure sufficient financing to reach viability through cash flow from operations. In January 2015, Polaris acquired the electric motorcycle business from Brammo, and also made an additional investment in the remaining Brammo business, which will continue to be a designer and developer of electric vehicle powertrains.
Polaris will impair or write off an investment and recognize a loss if and when events or circumstances indicate there is impairment in the investment that is other-than-temporary. When necessary, Polaris evaluates investments in nonmarketable securities for impairment, utilizing level 3 fair value inputs. No impairments were recognized on currently held investments in the three or six months ended June 30, 2015 and 2014.

Note 8. Commitments and Contingencies
Polaris is subject to product liability claims in the normal course of business. In late 2012, Polaris purchased excess insurance coverage for catastrophic product liability claims for incidents occurring after the policy date. Polaris self-insures product liability claims before the policy date and up to the purchased catastrophic insurance coverage after the policy date. The estimated costs resulting from any losses are charged to operating expenses when it is probable a loss has been incurred and the amount of the loss is reasonably determinable. The Company utilizes historical trends and actuarial analysis tools, along with an analysis of current claims, to assist in determining the appropriate loss reserve levels. At June 30, 2015, the Company had an accrual of $\$ 17,661,000$ for the probable payment of pending claims related to continuing operations product liability litigation associated with Polaris products. This accrual is included as a component of other accrued expenses in the accompanying consolidated balance sheets.
Polaris is a defendant in lawsuits and subject to other claims arising in the normal course of business. In the opinion of management, it is unlikely that any legal proceedings pending against or involving Polaris will have a material adverse effect on Polaris' financial position or results of operations.
As a component of certain past acquisition agreements, Polaris has committed to make additional payments to certain sellers contingent upon either the passage of time or certain financial performance criteria. Polaris initially records the

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fair value of each commitment as of the respective opening balance sheet, and each reporting period the fair value is evaluated, using level 3 inputs, with the change in value reflected in the consolidated statements of income. As of June 30, 2015 and December 31, 2014, the fair value of contingent purchase price commitments was $\$ 28,896,000$ and $\$ 27,908,000$, respectively, recorded in other long-term liabilities in the consolidated balance sheets.

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Note 9. Derivative Instruments and Hedging Activities
The Company is exposed to certain risks relating to its ongoing business operations. From time to time, the primary risks managed by using derivative instruments are foreign currency risk, interest rate risk and commodity price fluctuations. Derivative contracts on various currencies are entered into in order to manage foreign currency exposures associated with certain product sourcing activities and intercompany cash flows. Interest rate swaps are entered into in order to manage interest rate risk associated with the Company's variable-rate borrowings. Commodity hedging contracts are entered into in order to manage fluctuating market prices of certain purchased commodities and raw materials that are integrated into the Company's end products.
The Company's foreign currency management objective is to mitigate the potential impact of currency fluctuations on the value of its U.S. dollar cash flows and to reduce the variability of certain cash flows at the subsidiary level. The Company actively manages certain forecasted foreign currency exposures and uses a centralized currency management operation to take advantage of potential opportunities to naturally offset foreign currency exposures against each other. The decision of whether and when to execute derivative instruments, along with the duration of the instrument, can vary from period to period depending on market conditions, the relative costs of the instruments and capacity to hedge. The duration is linked to the timing of the underlying exposure, with the connection between the two being regularly monitored. Polaris does not use any financial contracts for trading purposes.
At June 30, 2015, Polaris had the following open foreign currency contracts (in thousands):
$\left.\begin{array}{lll}\text { Foreign Currency } & \begin{array}{l}\text { Notional Amounts } \\ \text { (in U.S. Dollars) }\end{array} & \text { Net Unrealized Gain (Loss) } \\ \text { Australian Dollar } & \$ 19,414 & \$ 375 \\ \text { Canadian Dollar } & 174,648 & 27 \\ \text { Japanese Yen } & 11,801 & (501 \\ \text { Mexican Peso } & 41,702 & (2,081 \\ \text { Total } & \$ 247,565 & \$(2,180\end{array}\right)$

These contracts, with maturities through September 30, 2016, met the criteria for cash flow hedges and the unrealized gains or losses, after tax, are recorded as a component of accumulated other comprehensive loss in shareholders' equity.
Polaris enters into derivative contracts to hedge a portion of the exposure related to diesel fuel. These diesel fuel derivative contracts have not met the criteria for hedge accounting. The Company recognized a gain (loss) for the three and six months ended June 30, 2015 of $\$ 383,000$ and $\$(670,000)$, respectively, in cost of sales on commodity contracts not designated as hedging instruments. The gain (loss) amounts for the comparative periods in 2014 were not material.

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The table below summarizes the carrying values of derivative instruments as of June 30, 2015 and December 31, 2014 (in thousands):

Derivatives designated as hedging instruments
Foreign exchange contracts(1)
Total derivatives designated as hedging instruments Commodity contracts(1)
Total derivatives not designated as hedging instruments Total derivatives

Derivatives designated as hedging instruments Foreign exchange contracts(1)
Total derivatives designated as hedging instruments
Commodity contracts(1)
Total derivatives not designated as hedging instruments Total derivatives
(1) Assets are included in prepaid expenses and other and liabilities are included in other accrued expenses on the

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive loss and reclassified into the income statement in the same period or periods during which the hedged transaction affects the income statement. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in the current income statement.
The table below provides data about the amount of gains and losses, net of tax, related to derivative instruments designated as cash flow hedges included in accumulated other comprehensive loss for the three and six months ended June 30, 2015 and 2014 (in thousands):
Unrealized Gains (Losses) From Derivatives in Cash Flow Hedging Relationships

Three months ended June 30, Six months ended June 30, Foreign currency contracts $201520142015 \quad 2014$

See Note 5 for information about the amount of gains and losses, net of tax, reclassified from accumulated other comprehensive loss into the income statement for derivative instruments designated as hedging instruments. The ineffective portion of foreign currency contracts was not material for the three and six month periods ended June 30, 2015.

## Item 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview
The following discussion pertains to the results of operations and financial position of Polaris Industries Inc., a Minnesota corporation, for the three and six month periods ended June 30, 2015 compared to the three and six month periods ended June 30, 2014. The terms "Polaris," the "Company," "we," "us," and "our" as used herein refer to the business a operations of Polaris Industries Inc., its subsidiaries and its predecessors, which began doing business in the early 1950s. Due to the seasonality of snowmobiles; Off-Road Vehicles (ORV), which includes all-terrain vehicles (ATV) and side-by-side vehicles; motorcycles; Global Adjacent Markets; and related Parts, Garments and Accessories
(PG\&A), and to certain changes in production and shipping cycles, results of such periods are not necessarily indicative of the results to be expected for the complete year.

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We reported net income of $\$ 100.9$ million, or $\$ 1.49$ per diluted share, an earnings per diluted share increase of five percent compared to 2014 second quarter net income of $\$ 96.9$ million, or $\$ 1.42$ per diluted share. Sales totaled $\$ 1,124.3$ million, an increase of eleven percent from last year's second quarter sales of $\$ 1,014.0$ million. The sales increase was driven primarily by increased sales of ORVs, snowmobiles, motorcycles and PG\&A, improved pricing and beneficial mix partially offset by unfavorable currencies. Our unit retail sales to consumers in North America grew eleven percent in the second quarter of 2015, with the increased demand primarily for ORVs and motorcycles. Our sales to customers outside of North America decreased four percent driven by 12 percent lower sales in the Europe, Middle East and Africa ("EMEA") region, partially offset by a 32 percent increase in Latin American sales and a 15 percent increase in sales in the Asia/Pacific region. Our gross profit of $\$ 319.4$ million increased five percent from $\$ 304.9$ million in the comparable prior year period. The increase in gross profit resulted primarily from higher volume, increased selling prices and continued product cost reduction efforts, partially offset by negative currency impacts, higher promotional spending, and approximately $\$ 9.0$ million of additional manufacturing costs and inefficiencies, as we worked to scale-up production and add capacity to the paint system at our motorcycle facility in Spirit Lake, Iowa. Our liquidity remained healthy with $\$ 118.8$ million of cash on hand and $\$ 335.6$ million of availability on our revolving loan facility at June 30, 2015.

## Results of Operations

Unless otherwise noted, all "quarter" comparisons are from the second quarter 2015 to the second quarter 2014, and all "year-to-date" comparisons are from the six month period ended June 30, 2015 to the six month period ended June 30, 2014.

Sales:
Quarter sales were $\$ 1,124.3$ million, an eleven percent increase from $\$ 1,014.0$ million of quarter sales in the prior year. Year-to-date sales were $\$ 2,157.7$ million, a 13 percent increase from $\$ 1,902.3$ million of sales in the comparable prior year period. The following table is an analysis of the percentage change in total Company sales:

Volume
Product mix and price
Currency (4
11
9
6

Percent change in total Company sales compared to corresponding period of the prior year

Three months ended June 30, 2015
$4 \quad$ ) (4 )

Six months ended
June 30, 2015
\% 10 \%
7
$\begin{array}{lll}) & (4 & ) \\ \% & 13 & \%\end{array}$

Quarter and year-to-date volume increased as we shipped more ORVs, snowmobiles, motorcycles and related PG\&A items to dealers given increased consumer retail demand for our products in North America. Product mix and price contributed to the growth primarily due to the positive benefit of a greater number of higher priced ORVs and motorcycles sold to dealers relative to our other businesses. The U.S. dollar to Canadian dollar exchange rate, and overall strength of the U.S. dollar compared to the Euro and other international currencies negatively impacted our quarter and year-to-date sales by approximately $\$ 41.0$ million and $\$ 74.0$ million, respectively, when compared to the prior year period exchange rates.
Our components of sales were as follows:
Three months ended June 30,

| (\$ in millions) | 2015 | Percent of Total Sales |  | $2014$ | Percent of Total Sales | Percent <br> Change <br> 2015 vs. <br> 2014 |  | 2015 | Percent of Total Sales | 2014 | Percent of Total Sales | Percent <br> Change <br> 2015 vs. <br> 2014 |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Off-Road Vehicles | \$688.8 | 61 | \% | \$676.6 | 67 \% | 2 | \% | \$1,334.2 | 62 \% | \$ 1,256.8 | 66 \% | 6 | \% |
| Snowmob | 19.3 | 2 | \% | 6.2 | 1 \% | 215 | \% | 33.8 | 2 \% | 21.7 | 1 \% | 56 | \% |

$\begin{array}{llllllllllllllllllll}\text { Motorcycles } & 162.1 & 14 & \% & 103.1 & 10 & \% & 57 & \% & 299.5 & 13 & \% & 182.0 & 10 & \% & 65 & \%\end{array}$
Global

$\begin{array}{lllllllllllllllllll}\text { Adjacent } & 66.6 & 6 & \% & 68.4 & 6 & \% & (3 & ) & \% & 132.0 & 6 & \% & 129.5 & 7 & \% & 2 & \%\end{array}$ Markets $\begin{array}{lllllllllllllllll}\text { PG\&A } & 187.5 & 17 & \% & 159.7 & 16 & \% & 17 & \% & 358.2 & 17 & \% & 312.3 & 16 & \% & 15 & \%\end{array}$ | Total Sales | $\$ 1,124.3$ | 100 | $\%$ | $\$ 1,014.0$ | 100 | $\%$ | 11 | $\%$ | $\$ 2,157.7$ | 100 | $\%$ | $\$ 1,902.3$ | 100 |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | ORVs: The quarter and year-to-date sales increase reflects ongoing market acceptance of our numerous brands of off-road vehicles. Our North American ORV quarter unit retail sales to consumers increased mid-single digits percent, with consumer

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purchases of side-by-side vehicles, which includes RANGER® and RZR® , increasing high-single digits percent and ATV retail sales increasing by mid-single digits percent. Consumer awareness of the Sportsman ACE ${ }^{\mathrm{TM}}$ category also continued to build during the quarter. The Company estimates that North American industry ORV retail sales increased mid-single digits percent from the second quarter of 2014, with consumer purchases of side-by-side vehicles increasing high single digits percent and ATV vehicles increasing low-single digits percent. Polaris' North American dealer unit inventory increased mid-teens percent from the second quarter of 2014, primarily reflecting new segments added, and an increase in dealer count. Quarter sales outside of North America decreased 13 percent, primarily due to weak economic conditions in the EMEA region, as well as the currency impact of the strong U.S. dollar. The quarter average per unit sales price was approximately flat.
Snowmobiles: Historically, the first half of the year are slow quarters for shipments to dealers due to the seasonality of the business. The quarter and year-to-date sales increase is due to an increase in shipments related to the timing of snowmobile production and a higher mix of Polaris's new premium AXYS ${ }^{\mathrm{TM}}$ snowmobiles being shipped ahead of the upcoming snowmobile retail selling season.
Motorcycles: The quarter and year-to-date increase in sales is due to increased shipments of Indian® motorcycles and Slingshot ${ }^{\circledR}$. Consumer North American retail sales for Victory ${ }^{\circledR}$, Indian Motorcycle, and Slingshot increased by 80 percent for the quarter, driven by Indian Motorcycle and Slingshot retail sales, while quarter North American industry midsize and heavyweight motorcycle retail sales were approximately flat from 2014. Retail sales for the Indian Scout ${ }^{\mathrm{TM}}$, Roadmaster ${ }^{\mathrm{TM}}$ and the new Chief Dark Horse ${ }^{\circledR}$ drove an over 100 percent increase in retail sales for Indian Motorcycle during the quarter. Victory retail sales in the quarter were lower than the prior year largely due to poor product availability of the new Victory Magnum ${ }^{\text {TM }}$ and Magnum X-1, a result of the paint capacity constraints in the Spirit Lake, IA facility. Increased shipments of Indian motorcycles and Slingshot are the primary driver of North American Polaris dealer inventory increasing mid-single digits percent. Quarter sales to customers outside of North America increased 41 percent due primarily to increased Indian shipments. The quarter average per unit sales price was approximately flat.
Global Adjacent Markets: Quarter sales decreased, while year-to-date sales increased. Our work and transportation ("W\&T") group sales decreased during the quarter with higher unit shipments more than offset by negative currency impacts. Our government/military group experienced low-single digit percent sales growth during the quarter. PG\&A: The quarter and year-to-date sales increase was driven primarily by double-digit percent sales increases in all operating segment categories, resulting from continued product innovation, increased integration of accessories, improved product availability, sales contributions from our 2014 acquisitions, and an ongoing focus on Klim® apparel sales. Quarter sales to customers outside North America increased four percent.
Sales by geographic region were as follows:
Three months ended June 30,


United States: Quarter and year-to-date sales in the United States increased due to higher shipments of ORVs, snowmobiles, motorcycles and PG\&A, improved pricing and more beneficial product mix.
Canada: Quarter and year-to-date sales in Canada decreased primarily due to an unfavorable twelve and eleven percent currency rate movement impact on quarter and year-to-date sales, respectively.
Other foreign countries: Quarter and year-to-date sales in other foreign countries decreased primarily due to decreased sales of ORVs, particularly ATV and side-by-side vehicles, primarily in the EMEA region. These sales decreases were
partially offset by quarter and year-to-date sales increases in the Latin American and Asia/Pacific regions. Currency rate movements had a negative impacts on sales of 17 and 16 percent, on quarter and year-to-date sales, respectively.

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Cost of Sales:

|  | Three months ended June 30, |  |  |  | Six months ended June 30, |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| (\$ in millions) | 2015 | $\begin{aligned} & \text { Percent of } \\ & \text { Total } 2014 \end{aligned}$ |  |  | Percent Chang Total Cost of S 2014 |  |  | 2015 | Percent of <br> Total 2014 <br> Cost of Sales |  |  | Percent Change Total Cost of Sades |  |  |
| Purchased materials and services | \$696.5 | 87 | \% | \$619.3 | 87 | \% 12 | \% | \$1,331.6 | 86 | \% | \$1,168.3 | 87 | \% 14 | \% |
| Labor and benefits | 67.0 | 8 | \% | 56.8 | 8 | \% 18 | \% | 128.3 | 8 | \% | 106.2 | 8 | \% 21 | \% |
| Depreciation and amortization | 26.8 | 3 |  | 20.6 | 3 | \% 30 | \% | 56.0 | 4 | \% | 41.2 | 3 | \% 36 | \% |
| Warranty costs | 14.6 | 2 | \% | 12.3 | 2 | \% 19 | \% | 28.6 | 2 | \% | 23.3 | 2 | \% 23 | \% |
| Total cost of sales | \$804.9 | 100 | \% | \$709.0 | 100 | \% 14 | \% | \$1,544.5 | 100 | \% | \$1,339.0 | 100 | \% 15 | \% |
| Percentage of sales | 71.6 |  |  | 69.9 | $\% \begin{gathered} +16 \\ \text { poir } \end{gathered}$ | basis <br> ts |  | 71.6 |  |  | 70.4 |  | basis |  |

The increase in quarter and year-to-date cost of sales dollars resulted primarily from the effect of increases in volume on purchased materials and labor and benefits.
Gross Profit:
Three months ended June 30,
(\$ in millions) $2015 \quad 2014 \quad$ Change
Gross profit dollars $\$ 319.4 \quad \$ 304.9 \quad 5 \quad \% \quad \$ 613.1 \quad \$ 563.3 \quad 9 \quad \%$ Percentage of sales $\quad 28.4 \quad \% \quad 30.1 \quad \% \quad-166$ basis points $\quad 28.4 \quad \% \quad 29.6 \quad \% \quad-119$ basis points Quarter and year-to-date gross profit, as a percentage of sales, decreased due to negative currency rate movements, primarily the Canadian dollar, and higher promotional costs, partially offset by lower product costs and lower commodity costs. Additionally, during the quarter we incurred approximately $\$ 9.0$ million of additional manufacturing costs and inefficiencies associated with our efforts to scale-up production and add capacity to the paint system at our Spirit Lake, IA motorcycle facility. Foreign currencies had a negative impact to gross profit of approximately $\$ 18.0$ million and $\$ 25.0$ million for the quarter and year-to-date periods, respectively. Gross profit in absolute dollars increased from higher sales volume, lower product costs and higher pricing partially offset by negative impacts from currency and unfavorable mix. We expect to incur additional costs in the second half of the year related to the production and inefficiencies at our Spirit Lake facility, but at a lower rate than what was incurred during the first half of 2015.
Operating Expenses:
(\$ in millions)
Selling and marketing
Research and development
General and administrative
Total operating expenses
Percentage of sales $\quad 15.4 \quad \% \quad 16.2 \quad \% \quad$-79 basis points
15.3 \% $16.1 \quad \% \quad-76$ basis points and year-to-date periods was lower than the increase in sales primarily due to the realization of operating expense leverage from prior years' infrastructure investments, offset partially by higher long-term incentive compensation and ongoing research and development investments. Operating

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expenses in absolute dollars increased due to higher marketing and advertising expenses related to the launch of various new products and ongoing research and development investments. Foreign currencies had a favorable impact to operating expenses of approximately $\$ 4.0$ million and $\$ 7.0$ million for the quarter and year-to-date periods, respectively.

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Income from Financial Services:

| (\$ in millions) | 2015 |  | 2014 |  | $\begin{aligned} & \text { Change } \\ & 2015 \text { vs. } 2014 \end{aligned}$ |  | 2015 |  | 2014 |  | Change $2015 \text { vs. } 2014$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Income from financial services | \$17.6 |  | \$ 14.6 |  | 21 | \% | \$32.3 |  | \$25.3 |  | 28 \% |
| Percentage of sales | 1.6 | \% | 1.4 | \% | +13 basis points |  | 1.5 | \% | 1.3 | \% | +17 basis points |

The increase in quarter and year-to-date income from financial services is due to increased profitability of the retail credit portfolio and higher income from dealer inventory financing through Polaris Acceptance. Further discussion can be found in the "Liquidity and Capital Resources" section below.
Remainder of the Income Statement:
Three months ended June 30,

$\mathrm{NM}=$ not meaningful
Interest expense: The quarter and year-to-date changes are approximately flat, primarily due to relatively consistent debt levels through borrowings on our existing revolving credit facility during the comparative periods.
Equity in loss of other affiliates: Increased quarter and year-to-date losses at Eicher-Polaris Private Limited (EPPL) were the result of an increase in the joint venture's pre-production activities. We have recorded our proportionate 50 percent share of EPPL losses. Shipments of EPPL's first product, Multix ${ }^{\mathrm{TM}}$, are expected to begin during the third quarter of 2015 .
Other expense (income), net: The quarter and year-to-date change primarily relates to foreign currency exchange rate movements and the corresponding effects on foreign currency transactions and balance sheet positions related to our foreign subsidiaries from period to period.
Provision for income taxes: The quarter and year-to-date tax rate decrease is primarily due to unfavorable outcomes of foreign income tax audits, which impacted the second quarter of 2014.
Weighted average shares outstanding: Over the time period within and between the comparable second quarter periods, the issuance of shares under employee compensation plans offset share repurchases under our stock repurchase program, resulting in approximately flat weighted average shares outstanding.
Cash Dividends:
We paid a regular cash dividend of $\$ 0.53$ per share on June 15, 2015 to holders of record at the close of business on June 1, 2015. On July 22, 2015, the Polaris Board of Directors declared a regular cash dividend of $\$ 0.53$ per share payable on September 15, 2015 to holders of record of such shares at the close of business on September 1, 2015.

Liquidity and Capital Resources

Our primary source of funds has been cash provided by operating and financing activities. Our primary uses of funds have been for acquisitions, repurchase and retirement of common stock, capital investment, new product development and cash dividends to shareholders.

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The following table summarizes the cash flows from operating, investing and financing activities:
(\$ in millions)
Total cash provided by (used for):
$\begin{array}{llll}\text { Operating activities } & \$ 89.9 & \$ 130.9 & \$(41.0\end{array}$
Investing activities
Financing activities
Impact of currency exchange rates on cash balances
Increase (decrease) in cash and cash equivalents
Six months ended June 30,
$\left.\begin{array}{llll}2015 & 2014 & \text { Change } \\ & & \\ \$ 89.9 & \$ 130.9 & \$(41.0 & ) \\ (110.5 & ) & (116.8 & 6.3 \\ 8.8 & 12.8 & (4.0 & (6.9 \\ (7.0 & ) & (0.1 & \$(45.6\end{array}\right)$

Operating activities: The $\$ 41.0$ million decrease in net cash provided by operating activities in 2015 is primarily the result of higher net income compared to 2014 , which includes a $\$ 15.6$ million increase in depreciation and amortization, more than offset by an $\$ 20.9$ million increase in tax effects of share-based compensation exercises and a $\$ 53.1$ million increase in net working capital. Changes in working capital (as reflected in our statements of cash flows) for the quarter was an increase of $\$ 162.7$ million, compared to an increase of $\$ 109.6$ million for the same period in 2014. This was primarily due to an increase in net cash used of $\$ 95.4$ million related to timing of payments made for accounts payable to support the growth in the business, partially offset by a decrease in net cash used of $\$ 25.1$ million related to lower income taxes paid in cash.
Investing activities: The primary use of cash was for the purchase of property and equipment, the acquisitions of Timbersled and Hammerhead, and the continued investments in Brammo and EPPL. We made large capital expenditures related to continued capacity and capability expansion at our manufacturing facilities. We expect that capital expenditures for the full year 2015 will be greater than $\$ 250$ million.
Financing activities: Cash used for financing activities changed primarily due to net borrowings under debt arrangements, capital lease obligations and notes payable of $\$ 178.6$ million compared to net borrowings of $\$ 55.2$ million in the 2014 comparable period, and common stock repurchases of $\$ 157.7$ million compared to $\$ 3.9$ million in the 2014 comparable period. Additionally, we paid cash dividends of $\$ 70.1$ million and $\$ 63.4$ million for the six months ended June 30, 2015 and 2014, respectively. Proceeds from the issuance of stock under employee plans were $\$ 25.1$ million and $\$ 13.0$ million for the six months ended June 30, 2015 and 2014, respectively.
The seasonality of production and shipments cause working capital requirements to fluctuate during the year.
We are party to a $\$ 500$ million variable interest rate bank lending agreement and a Master Note Purchase Agreement, as amended and supplemented, under which we have unsecured borrowings. We enter into leasing arrangements to finance the use of certain property and equipment.
In January 2015, we announced plans to build a new production facility in Huntsville, Alabama to provide additional capacity and flexibility. The 600,000 square-foot facility will focus on off-road vehicle production. We broke ground on the facility in the first quarter of 2015 with completion expected in the first half of 2016. A mortgage note payable agreement of $\$ 14.5$ million for land, on which we are building the facility, commenced in February 2015. The payment of principal and interest for the note payable is forgivable if we satisfy certain job commitments over the term of the note.
Debt, capital lease obligations, notes payable, and the average related interest rates at June 30, 2015 were as follows: Average interest
(\$ in millions)

Revolving loan facility
Senior notes-fixed rate
Senior notes-fixed rate
Senior notes-fixed rate
Capital lease obligations
Notes payable
Total debt, capital lease obligations, and notes payable
rate at June 30, Maturity June 30, 2015
2015
0.98\%
$3.81 \%$
4.60\%
3.13\%
$5.05 \%$
$3.50 \%$

March 2020
May 2018
May $2021 \quad 750$
December $2020 \quad 100.0$
Various through 2029
June 2027
23.1
15.9
Less: current maturities ..... 4.9
Long-term debt, capital lease obligations, and notes ..... \$398.5payable

Our debt to total capital ratio was 31 percent and 35 percent at June 30, 2015 and 2014, respectively.

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Additionally, at June 30, 2015 we had letters of credit outstanding of $\$ 26.7$ million primarily related to purchase obligations for raw materials.
Our Board of Directors has authorized the cumulative repurchase of up to 79.0 million shares of our common stock. Of that total, approximately 75.0 million shares have been repurchased cumulatively from 1996 through June 30, 2015. We repurchased approximately 1.1 million shares of our common stock for $\$ 157.7$ million during the first six months of 2015, which had a favorable impact on earnings per share of $\$ 0.02$. We have authorization from our Board of Directors to repurchase up to an additional 4.0 million shares of our common stock as of June 30, 2015. The repurchase of any or all such shares authorized remaining for repurchase will be governed by applicable SEC rules. Polaris Acceptance, a joint venture between Polaris and GE Commercial Distribution Finance Corporation ("GECDF"), an indirect subsidiary of General Electric Capital Corporation, which is supported by a partnership agreement between their respective wholly owned subsidiaries, finances substantially all of Polaris' United States sales whereby Polaris receives payment within a few days of shipment of the product. Polaris Acceptance sells a majority of its receivable portfolio (the "Securitized Receivables") to a securitization facility ("Securitization Facility") arranged by General Electric Capital Corporation, a GECDF affiliate. Polaris Acceptance is not responsible for any continuing servicing costs or obligations with respect to the Securitized Receivables. At June 30, 2015, the outstanding amount of net receivables financed for dealers under this arrangement, including Securitized Receivables, was $\$ 1,100.4$ million, a 25 percent increase from $\$ 879.6$ million at June 30, 2014.
We account for our investment in Polaris Acceptance under the equity method. Polaris Acceptance is funded through equal equity cash investments from the partners and a loan from an affiliate of GECDF. We do not guarantee the outstanding indebtedness of Polaris Acceptance. The partnership agreement provides that all income and losses of Polaris Acceptance are shared 50 percent by our wholly owned subsidiary and 50 percent by GECDF's subsidiary. Our total investment in Polaris Acceptance at June 30, 2015, was $\$ 87.6$ million. Our exposure to losses of Polaris Acceptance is limited to our equity in Polaris Acceptance. Credit losses in the Polaris Acceptance portfolio have been modest, averaging less than one percent of the portfolio.
We have agreed to repurchase products repossessed by Polaris Acceptance up to an annual maximum of 15 percent of the aggregate average month-end outstanding Polaris Acceptance receivables and Securitized Receivables during the prior calendar year. For calendar year 2015, the potential 15 percent aggregate repurchase obligation is approximately $\$ 146.4$ million. Our financial exposure under this arrangement is limited to the difference between the amount paid to the finance company for repurchases and the amount received on the resale of the repossessed product. No material losses have been incurred under this agreement.
See Note 6 in the Notes to Consolidated Financial Statements for further discussion of Polaris Acceptance.
We have agreements with certain financial institutions, under which these financial institutions provide financing to end consumers of our products in the United States. The income generated from these agreements has been included as a component of income from financial services in the accompanying consolidated statements of income. At
June 30, 2015, the agreements in place were as follows:

Financial institution
Capital One
Chrome Capital
Freedom Road
Ride Today Acceptance
Sheffield Financial
Synchrony Bank

Agreement expiration date
March 2016
January 2017
December 2015
May 2017
February 2016
April 2016

We believe that existing cash balances and cash flow to be generated from operating activities and available borrowing capacity under the line of credit arrangement will be sufficient to fund operations, new product development, cash dividends, share repurchases and capital requirements for the foreseeable future. At this time, management is not aware of any factors that would have a material adverse impact on cash flow.

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Inflation and Foreign Exchange Rates
The changing relationships of the U.S. dollar to the Japanese yen, the Mexican peso, the Canadian dollar, the Australian dollar, the Euro and other foreign currencies have had a material impact from time to time. We actively manage our exposure to fluctuating foreign currency exchange rates by entering into foreign exchange hedging contracts.
Japanese Yen: During 2014, purchases totaling approximately two percent of our cost of sales were from yen-denominated suppliers. Fluctuations in the yen to U.S. dollar exchange rate primarily impact cost of sales and net income.
Mexican Peso: With increased production at our Monterrey, Mexico facility, our costs in the Mexican peso have continued to increase. We also market and sell to customers in Mexico through a wholly owned subsidiary. Fluctuations in the peso to U.S. dollar exchange rate primarily impact sales, cost of sales, and net income. Canadian Dollar: We operate in Canada through a wholly owned subsidiary. The relationship of the U.S. dollar in relation to the Canadian dollar impacts both sales and net income.
Other currencies: We operate in various countries, principally in Europe and Australia, through wholly owned subsidiaries and also sell to certain distributors in other countries. We also purchase components from certain suppliers directly for our U.S. operations in transactions denominated in the Euro and other foreign currencies. The relationship of the U.S. dollar in relation to these other currencies impacts each of sales, cost of sales and net income. At June 30, 2015, we had the following open foreign currency hedging contracts for the remainder of 2015 and through September 30, 2016, and expect the following net currency impact on net income, after consideration of the existing foreign currency hedging contracts, when compared to the respective prior year periods:

Foreign currency hedging contracts

| Foreign Currency | Currency <br> Position | Notional amounts (in <br> thousands of U.S. <br> Dollars) | Average exchange <br> rate of open <br> contracts | Second quarter <br> 2015 | Estimated <br> remainder |
| :--- | :--- | :--- | :--- | :--- | :--- |
| Australian Dollar <br> (AUD) | Long | $\$ 19,414$ | $\$ 0.78$ to 1 AUD | Negative | Negative |
| Canadian Dollar | Long | 174,648 | $\$ 0.79$ to 1 CAD | Negative | Negative |
| (CAD) | Long | - | - | 113 Yen to $\$ 1$ | Negative |
| Euro | 11,801 | 15 Peso to $\$ 1$ | Negative |  |  |
| Japanese Yen | Shortitive | Positive | Positive |  |  |
| Mexican Peso | Short | 41,702 | - | Negative | Negative |
| Norwegian Krone | Long | - | - | Negative | Negative |
| Swedish Krona | Long | - | - | Positive | Positive |

The assets and liabilities in all our foreign entities are translated at the foreign exchange rate in effect at the balance sheet date. Translation gains and losses are reflected as a component of accumulated other comprehensive loss, net in the shareholders' equity section of the accompanying consolidated balance sheets. Revenues and expenses in all of our foreign entities are translated at the average foreign exchange rate in effect for each month of the quarter. Certain assets and liabilities related to intercompany positions reported on our consolidated balance sheet that are denominated in a currency other than the entity's functional currency are translated at the foreign exchange rates at the balance sheet date and the associated gains and losses are included in net income.
We are subject to market risk from fluctuating market prices of certain purchased commodities and raw materials including steel, aluminum, petroleum-based resins, certain rare earth metals and diesel fuel. In addition, we are a purchaser of components and parts containing various commodities, including steel, aluminum, rubber and others, which are integrated into the Company's end products. While such materials are typically available from numerous suppliers, commodity raw materials are subject to price fluctuations. We generally buy these commodities and components based upon market prices that are established with the vendor as part of the purchase process and from time to time will enter into derivative contracts to hedge a portion of the exposure to commodity risk. At June 30,

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2015, we had derivative contracts in place to hedge approximately 60 percent of our diesel fuel exposure for the remainder of 2015. At June 30, 2015, these outstanding diesel swap contracts totaled approximately 4.5 million gallons, with an average fixed price of $\$ 3.42$ per gallon. Based on our current outlook for commodity prices, the total impact of commodities is expected to have a positive impact on our gross margins for the remainder of 2015 when compared to the same periods in the prior year.
We are a party to a credit agreement with various lenders consisting of a $\$ 500$ million revolving loan facility. Interest accrues on the revolving loan at variable rates based on LIBOR or "prime" plus the applicable add-on percentage as defined in the agreement. At June 30, 2015, we had an outstanding balance of $\$ 164.4$ million on the revolving loan.

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## Critical Accounting Policies

See our most recent Annual Report on Form 10-K for the year ended December 31, 2014 for a discussion of our critical accounting policies.

## Note Regarding Forward Looking Statements

Certain matters discussed in this report are "forward-looking statements" intended to qualify for the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These "forward-looking statements," including but not limited to the impact of foreign exchange rate movements on sales and net income, and commodity price changes on gross margins, can generally be identified as such because the context of the statement will include words such as the Company or management "believes," "anticipates," "expects," "estimates" or words of similar import. Similarly, statements that describe the Company's future plans, objectives or goals are also forward-looking. Forward-looking statements may also be made from time to time in oral presentations, including telephone, conferences and/or webcasts open to the public. Shareholders, potential investors and others are cautioned that all forward-looking statements involve risks and uncertainties that could cause results in future periods to differ materially from those anticipated by some of the statements made in this report, including the risks and uncertainties described under the heading titled "Item 1A-Risk Factors" appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. In addition to the factors discussed above, among the other factors that could cause actual results to differ materially are the following: product offerings, promotional activities and pricing strategies by competitors; acquisition integration costs; future conduct of litigation processes; warranty expenses; foreign currency exchange rate fluctuations; commodity and transportation costs; environmental and product safety regulatory activity; effects of weather; uninsured product liability claims; uncertainty in the retail and wholesale credit markets and relationships with Capital One, Sheffield Financial, Synchrony Bank, Freedom Road and Chrome Capital; changes in tax policy; and overall economic conditions, including inflation and consumer confidence and spending. The Company does not undertake any duty to any person to provide updates to its forward-looking statements.

## Item 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2014 for a complete discussion on the Company's market risk. There have been no material changes in market risk from those disclosed in the Company's Form 10-K for the year ended December 31, 2014.

## Item 4 - CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures
The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and its Vice President - Finance and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rule 13a-15) as of the end of the period covered by this report. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is (1) recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and (2) accumulated and communicated to the Company's management, including its Chief Executive Officer and Vice President - Finance and Chief Financial Officer, in a manner that allows timely decisions regarding required disclosure.
Changes in Internal Controls
There have been no changes in the Company's internal controls over financial reporting during the period covered by this quarterly report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

## Part II OTHER INFORMATION

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## Item 1 - LEGAL PROCEEDINGS

We are involved in a number of legal proceedings incidental to our business, none of which is expected to have a material effect on the financial results of our business.

## Item 1A - RISK FACTORS

There have been no material changes or additions to our risk factors discussed in our fiscal 2014 Annual Report filed on Form 10-K. Please consider the factors discussed in "Part I, Item 1A. Risk Factors" in such report, which could materially affect the Company's business, financial condition, or future results.

Item 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

|  |  |  | Total | Maximum <br> Number of |
| :--- | :--- | :--- | :--- | :--- |
| Number of |  |  |  |  |

(1) The Board of Directors has authorized the cumulative repurchase of up to an aggregate of 79.0 million shares of the Company's common stock (the "Program"). Of that total, 75.0 million shares have been repurchased cumulatively from 1996 through June 30, 2015. The Program does not have an expiration date.

Item 4 - MINE SAFETY DISCLOSURES
Not applicable.
Item 6 - EXHIBITS
A list of exhibits to this Form 10-Q is set forth on the Exhibit Index and is incorporated herein by reference.
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Exhibit Index

| Exhibit |  |
| :--- | :--- |
| Number | Description |

Bylaws of the Company, as amended and restated on April 29, 2010, incorporated by reference to Exhibit 3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010.

Polaris Industries Inc. 2007 Omnibus Incentive Plan (as amended and restated April 30, 2015),
31.a Certification of Chief Executive Officer required by Exchange Act Rule 13a-14(a).
31.b Certification of Chief Financial Officer required by Exchange Act Rule 13a-14(a).

Certification furnished pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Certification furnished pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

The following financial information from Polaris Industries Inc.'s Quarterly Report on Form 10-Q for the period ended June 30, 2015, filed with the SEC on July 24, 2015, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets at June 30, 2015 and December 31, 2014, (ii) the Consolidated Statements of Income for the three and six month periods ended June 30, 2015 and 2014, (iii) the Consolidated Statements of Comprehensive Income for the three and six month periods ended June 30, 2015 and 2014, (iv) the Consolidated Statements of Cash Flows for the six month periods ended June 30, 2015 and 2014, and (v) Notes to Consolidated Financial Statements.

* Management contract or compensatory plan.

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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.

Date: July 24, 2015

Date: July 24, 2015

POLARIS INDUSTRIES INC.<br>(Registrant)<br>/s/ SCOTT W. WINE<br>Scott W. Wine<br>Chairman and Chief Executive Officer (Principal Executive Officer)<br>/s/ MICHAEL W. MALONE<br>Michael W. Malone<br>Vice President - Finance and Chief Financial Officer<br>(Principal Financial and Chief Accounting Officer)

