

Section 1: 10-K (10-K)

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

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

For the fiscal year ended April 30, 2019

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: 000-14798

American Woodmark Corporation

(Exact name of registrant as specified in its charter)

Virginia

54-1138147

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

561 Shady Elm Road, Winchester, Virginia

22602

(Address of principal executive offices)

(Zip Code)

(Registrant's telephone number, including area code)

(540) 665-9100

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock (no par value)	AMWD	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files).

Yes No

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company) Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

The aggregate market value of the registrant's Common Stock, no par value, held by non-affiliates of the registrant as of October 31, 2018, the last business day of the Company's most recent second quarter was \$1,043,079,866.

As of June 21, 2019, 16,869,949 shares of the Registrant's Common Stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive Proxy Statement for the Annual Meeting of Shareholders to be held on August 22, 2019 ("Proxy Statement") are incorporated by reference into Part III of this Form 10-K.

American Woodmark Corporation
2019 Annual Report on Form 10-K

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PART I

Item 1. BUSINESS

Our Company

American Woodmark Corporation (“American Woodmark,” the “Company,” “we,” “our” or “us”) was incorporated in 1980 by the four principal managers of the Boise Cascade Cabinet Division through a leveraged buyout of that division. We operated privately until 1986 when we became a public company through a registered public offering of common stock.

We manufacture and distribute kitchen, bath and home organization products for the remodeling and new home construction markets. Our products are sold on a national basis directly to home centers and builders and through a network of independent dealers and distributors. We presently operate 18 manufacturing facilities and eight primary service centers across the country and Mexico.

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, and all amendments to those reports are available free of charge on our website, www.americanwoodmark.com, as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission. The contents of our website are not, however, part of, or incorporated by reference into, this report.

Our Business

Our business offers made-to-order cabinetry in over 550 different cabinet lines, ranging in price from relatively inexpensive to medium-priced styles. These cabinets are offered in a broad range of sizes, construction and decorative options to achieve a wide array of design layouts. To satisfy the fashion and style needs of the market place we offer over 100 door designs with a targeted range of painted or stained finishes, or engineered finishes under the Duraform® mark; on fronts made in a variety of wood species, including maple, cherry and oak as well as engineered materials.

Additionally, we offer value-based assembled cabinet products for stock kitchen and bath, ready-to-assemble cabinetry for home organization, countertops and accessories. These lines are available in a more targeted finish and door style assortment, and include hundreds of products appropriate for home centers, builders, dealers and remodeling contractors.

Our products are sold under the brand names of American Woodmark®, Timberlake®, Shenandoah Cabinetry®, Waypoint Living Spaces®, Estate by RSI®, Continental Cabinets®, VillaBath by RSI®, Stor-It-All® and Professional Cabinet Solutions®. Products are also sold under key customer’s private label brands, such as Hampton Bay®, Glacier Bay®, Style Selections®, Allen + Roth®, Home Decorators Collection and Project Source.

Our Products

We offer a wide variety of products that fall into product lines including kitchen cabinetry, bath cabinetry, office cabinetry, home organization and hardware. Our cabinetry products are available in a variety of designs, finishes and finish colors and door styles.

We offer products in the following categories: made-to-order and stock. Stock products represent cash and carry products sold through home centers. Made-to-order products typically utilize higher grade materials with more options as compared to stock and are all special ordered and shipped directly to the home from the factory. Our home organization products are exclusively stock products. Our kitchen cabinetry and bath cabinetry are offered across all product categories (made-to-order and stock) and our office cabinetry is offered as stock. Our stock products are sold through home centers, while our made-to-order products are sold through home centers, builders and independent dealers and distributors.

Our Market

Our products are sold on a national basis across the United States to the remodeling and new home construction markets. We service these markets through three primary channels: home centers, builders, and independent dealers and distributors. We distribute our products to each market channel directly from our assembly plants and through a third party logistics network.

Our Customers

We serve three main categories of customers: home center customers, builders and independent dealers and distributors.

Home Center Customers

Contractors, builders, remodelers and do-it-yourself homeowners use our products primarily for repair and remodel (“R&R”) projects. Products for R&R projects are predominately purchased through home centers such as Home Depot and Lowe’s. Due to the market presence, store network and customer reach of these large home centers, our strategy has been to develop long-term strategic relationships with both Home Depot and Lowe’s to distribute our products. During the fiscal year ended April 30, 2019 (“fiscal 2019”), Home Depot and Lowe’s accounted for approximately 47.9% of net sales of the Company. The loss of either Home Depot or Lowe’s as a customer would have a material adverse effect on us.

Builders

The builder business represents a large portion of our overall revenue and has historically been a strategic component of our go-to-market strategy. We serve the majority of the top U.S. builders with a high degree of geographic concentration around major metro areas where single family starts are most robust. We also serve multi-family builders, primarily in the Southern California metro area. Our various service center locations serve the function of being close to this business and enable us to deliver exceptional service to our builder partners.

Independent Dealers & Distributors

In 2010, we expanded our business into the dealer channel with the launch of the Waypoint Living Spaces® brand. Today, we sell this brand to over 1,300 regional and local dealers across the country. The dealer channel of the market is the largest by volume, characterized by a high degree of entrepreneurship and one that rewards suppliers that deliver great service. Our ability to provide superior value delivered with exceptional service has helped drive our expansion into this channel and will continue to be a strong growth and market share opportunity for us. Within our distributor channel we also sell our Timberlake® brand through a network of regional distributors who are focused on selling a complete variety of building materials to small and mid-sized builders and contractors within their local markets.

Manufacturing, Distribution and Service

Our manufacturing facilities are strategically located to serve our customers, which enhances our ability to provide high quality, value priced products with low production costs. We manufacture our products across 18 facilities located in Maryland, Indiana, West Virginia, Tennessee, Georgia, Arizona, Kentucky, Virginia, California, Texas, North Carolina and Tijuana, Mexico. The geographic distribution of our facilities throughout the United States, together with our third party logistics network for the American Woodmark business and beneficial freight arrangement with home centers, enable us to provide a “short supply chain” to our U.S. customers. The ordering patterns of Home Depot and Lowe’s, our two biggest customers, require suppliers to have sufficient manufacturing capacity to meet demand and to serve a large number (frequently hundreds to thousands) of stores. They impose strict logistics and performance criteria on us. The scale and strategic locations of our manufacturing facilities help us to meet these demands of the home center customers, as well as provide a logistics platform that we can leverage for builders and dealers. We distribute our products through distribution centers located in some of our manufacturing facilities and other third party locations to maximize efficiency. Our vertically-integrated production and assembly lines, standardized product construction and investments in automation have allowed us to continuously improve productivity and develop an expertise in wood processing and yield-maximizing technologies. We have standardized our raw material inputs and a number of our production processes, which reduces logistical requirements to manufacture and gives us increased economies of scale in sourcing these inputs. Certain of our inputs are also partially processed by our vendors, which reduces cost. In addition, our production of labor-intensive manufacturing and fabrication processes in our three Tijuana, Mexico facilities have enabled us to keep overall labor costs low while maintaining higher quality, greater speed-to-market and transportation cost advantage over Asian manufacturers.

We provide complete turnkey installation services to our direct builder customers via our network of eight primary service centers that are strategically located throughout the United States in Virginia, Texas, North Carolina, Georgia, Florida, Arizona and California.

We regularly evaluate our organizational productivity and supply chains and assess opportunities to reduce costs and enhance quality. We strive to improve quality, speed and flexibility to meet changing and uncertain market conditions, as well as manage cost inflation, including wages and employee medical costs.

Raw Materials and Suppliers

The primary raw materials used in our products include hard maple, soft maple, oak, cherry and beech lumber and plywood. Additional raw materials include paint, particleboard, medium density fiberboard, high density fiberboard, manufactured

components and hardware. We purchase these and other raw materials from more than one source and believe them to be readily available. We rely on outside suppliers for some of our key components and do not typically enter into long-term contracts with our suppliers or sourcing partners. We source a portion of our components from third parties in Asia. The distances involved in these arrangements, together with the differences in business practices, shipping and delivery requirements, and laws and regulations add complexity to our supply chain logistics and increase the potential for interruptions in our production scheduling. In addition, prices and availability of these components may be affected by world market conditions and government policies and tariffs.

Competition

We operate in a highly fragmented industry that is composed of several thousand local, regional and national manufacturers. Most of our competitors compete on a local or regional basis, but others, like us, compete on a national basis as well. Our competitors include importers and large consolidated operations as well as relatively small, local cabinet manufacturers. Moreover, companies in other building products industries may compete with us. Competitive factors within the industry include pricing, quality, product availability, service, delivery time and relationships with customers. Our principal means for competition is our breadth and variety of product offerings, expanded service capabilities, geographic reach, competitive price points for our products and affordable quality. We are the second largest manufacturer of kitchen, bath and home organization products in the United States.

Environmental Matters and Regulatory Matters

Our operations are subject to federal, state and local environmental laws and regulations relating to, among other things, the generation, storage, handling, emission, transportation and discharge of regulated materials into the environment. Permits are required for certain of our operations, and these permits are subject to revocation, modification and renewal by issuing authorities. Governmental authorities have the power to enforce compliance with their regulations, and violations may result in the payment of fines or the entry of injunctions, or both. We may also incur liability for investigation and clean-up of soil or groundwater contamination on or emanating from current or formerly owned and operated properties, or at offsite locations at which regulated materials are located where we are identified as a responsible party. Discovery of currently unknown conditions could require responses that could result in significant costs.

Intellectual Property

We maintain trademarks, copyrights and trade secrets. We sell many of our products under a number of registered and unregistered trademarks, which we believe are widely recognized in our industry. We rely on trade secrets and confidentiality agreements to develop and maintain our competitive position. Monitoring the unauthorized use of our intellectual property is difficult, and the steps we have taken may not prevent unauthorized use of our intellectual property. The disclosure or misappropriation of our intellectual property could harm our ability to protect our rights and our competitive position. If we must litigate to protect our rights, we may incur significant expenses and divert significant attention from our business operations. To date, we have not relied on patents in operating our business.

Seasonality

Our business has been subject to seasonal influences, with higher sales typically realized in our first and fourth fiscal quarters. General economic forces and changes in our customer mix have reduced seasonal fluctuations in revenue over the past few years. The costs of the Company's products are subject to inflationary pressures and commodity price fluctuations. The Company has generally been able over time to recover the effects of inflation and commodity price fluctuations through sales price increases.

Employees

As of April 30, 2019, we employed approximately 9,300 full-time employees, with approximately 210 unionized employees in Anaheim, California. We believe that our employee relations and relationship with the union representing the employees in Anaheim are good.

Our Competitive Strengths

Market Leader with Nationwide Manufacturing and Distribution Network

We believe our company holds the number two market position in the United States cabinet market with an estimated 10% market share. We are one of a select number of market participants with a national manufacturing and distribution footprint, including 18 manufacturing facilities and eight primary service centers across the United States and Mexico. Our operating footprint provides us an ability to service our builder, dealer and home center customers on a national basis, and we offer a broad set of products to serve our customers across a variety of price points. Our facilities are primarily located in or near major metropolitan markets to

facilitate efficient product distribution to our customers. We believe the scale and breadth of our operations differentiate us and result in a competitive advantage providing superior customer service, low-cost distribution and on-time delivery.

Comprehensive Product Offering with Diversified End Markets

We believe that the diversity of our product portfolio across categories, channels and end markets benefits our financial performance, both in periods of growth and cyclicality. Our made-to-order offerings provide products for customers looking for a designer product, which can be used for both new home construction and remodeling applications. The addition of the stock offering allows us to further serve our existing end markets through the addition of a lower price point product that is well-suited for areas of growing demand such as new home construction targeting the first-time homebuyer. We also offer turnkey cabinet solutions for our builder customers which we believe is a unique aspect of our service platform. Our turnkey solution provides in-house design and measurement as well as installation service. We believe the ability to leverage our labor and expertise is a value-added service to our builder customers which has helped strengthen our position in the new home construction market.

Deep Relationships with Leading Retailers

We have built strong and stable relationships with a base of long-standing, customers across home centers, builders and independent dealers and distributors. We have an average relationship length of 20 plus years with our top 10 customers, including long-standing relationships with Home Depot and Lowe's. We believe our customers value our national manufacturing and distribution footprint, which allows us to meet demanding logistics and performance criteria. We believe our focus on providing exceptional customer service and a quality product at a competitive price have enabled us to establish ourselves as a vendor of choice.

Best-in-Class Manufacturing Capabilities

We operate 18 manufacturing facilities across the United States and Mexico. Our vertically-integrated production and assembly lines, standardized product construction and investments in automation, have allowed us to continuously improve productivity and efficiency. We have standardized our raw material inputs and a number of our production processes, which reduces logistical requirements and provides increased economies of scale in sourcing these inputs. Our labor-intensive manufacturing and fabrication processes in Mexico offer a low cost alternative to Asian manufacturers, while providing a higher quality product with lower transportation costs.

Experienced Management Team

We have assembled an executive team from leading organizations with a deep base of management experience within industrial manufacturing companies. Our Chairman and Chief Executive Officer, Cary Dunston, joined our team in 2006 and was named Chief Executive Officer in 2015 and elected Chairman in 2017. Mr. Dunston has a broad range of experience in manufacturing and supply chain management including the implementation of continuous improvement programs and lean manufacturing initiatives. Our team has identified and begun to execute on opportunities for operational improvement that has yielded increased profitability.

Item 1A. RISK FACTORS

There are a number of risks and uncertainties that may affect the Company's business, results of operations and financial condition. These risks and uncertainties could cause future results to differ from past performance or expected results, including results described in statements elsewhere in this report that constitute "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. Additional risks and uncertainties not presently known to the Company or currently believed to be immaterial also may adversely impact the Company's business. Should any risks or uncertainties develop into actual events, these developments could have material adverse effects on the Company's business, financial condition, and results of operations. These risks and uncertainties, which the Company considers to be most relevant to specific business activities, include, but are not limited to, the following. Additional risks and uncertainties that may affect the Company's business, results of operations and financial condition are discussed elsewhere in this report, including in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the headings "Forward-Looking Statements," "Seasonality," and "Outlook for Fiscal 2020" and Item 7A, "Quantitative and Qualitative Disclosures about Market Risk."

Because of the concentration of our sales to our two largest customers, the loss of either customer or a significant reduction in orders from either customer could adversely affect our financial results. Home Depot and Lowe's collectively accounted for approximately 47.9% of total net sales during the fiscal year 2019. We do not typically enter into long-term sales contracts with Home Depot or Lowe's and our sales usually occur on a "purchase order" basis. Our customers can make significant changes in their purchase volumes and can seek to significantly affect the prices we receive for our products and services and the other terms

and conditions on which we do business. They have discontinued, and may in the future choose to discontinue, purchasing some or all of our products with little or no notice. In the past, purchase volumes from our customers, including Home Depot and Lowe's, have fluctuated substantially, and we expect such fluctuations to occur from time to time in the future. Any reduction in, or termination of, our sales to either Home Depot or Lowe's could have a material adverse effect on our business, financial condition or results of operations.

In addition, the potential for orders from these large retail customers to increase significantly from time to time requires us to have sufficient manufacturing capacity. These large retailers also impose strict logistics and performance criteria. Failure to comply with these obligations may result in these customers reducing or stopping their purchase of our products.

We could also experience delays or defaults in payment from Home Depot or Lowe's, which could adversely affect our business, financial condition or results of operations. The loss of a substantial portion of our order volumes or revenue from either Home Depot or Lowe's for any reason would have a material adverse effect on our business, financial condition or results of operations.

Our business primarily relies on U.S. home improvement, repair and remodel and new home construction activity levels, all of which are impacted by risks associated with fluctuations in the housing market. Downward changes in the general economy, the housing market or other business conditions could adversely affect our results of operations, cash flows and financial condition. Our business primarily relies on home improvement, repair and remodel and new home construction activity levels in the United States. The housing market is sensitive to changes in economic conditions and other factors, such as the level of employment, access to labor, consumer confidence, consumer income, availability of financing and interest rate levels. Adverse changes in any of these conditions generally, or in any of the markets where we operate, could decrease demand and could adversely impact our businesses by: causing consumers to delay or decrease homeownership; making consumers more price conscious resulting in a shift in demand to smaller, less expensive homes; making consumers more reluctant to make investments in their existing homes, including large kitchen and bath repair and remodel projects; or making it more difficult to secure loans for major renovations. Although the U.S. new home construction market generally improved over the past 3 to 5 years, demand for new homes is still recovering after the 2007-2009 U.S. economic recession and continues to remain below historical levels.

Prolonged economic downturns may adversely impact our sales, earnings and liquidity. Our industry historically has been cyclical in nature and has fluctuated with economic cycles. During economic downturns, our industry could experience longer periods of recession and greater declines than the general economy. We believe that our industry is significantly influenced by economic conditions generally and particularly by housing activity, consumer confidence, the level of personal discretionary spending, demographics and credit availability. These factors may affect not only the ultimate consumer of our products, but also may impact home centers, builders and our other primary customers. As a result, a worsening of economic conditions could adversely affect our sales and earnings as well as our cash flow and liquidity.

The U.S. cabinetry industry is highly competitive, and market share losses could occur. We operate within the highly competitive U.S. cabinetry industry, which is characterized by competition from a number of other manufacturers. Competition is further intensified during economic downturns. We compete with numerous large national and regional home products companies for, among other things, customers, orders from Home Depot and Lowe's, raw materials and skilled management and labor resources. Purchase volumes from our main home center customers have fluctuated substantially from time to time in the past, and we expect such fluctuations to occur from time to time in the future.

Some of our competitors may have greater financial, marketing and other resources than we do and, therefore, may be able to adapt to changes in customer preferences more quickly, devote more resources to the marketing and sale of their products, generate greater national brand recognition or adopt more aggressive pricing policies than we can. In addition, some of our competitors may resort to price competition to sustain or gain market share and manufacturing capacity utilization, and we may have to adjust the prices on some of our products to stay competitive, which could reduce our revenues.

We also face competition with respect to some of our products from competitors in countries with lower regulatory, safety, environmental and other costs, such as China. These competitors may also benefit from certain local government subsidies or other incentives that are not available to us.

We may not ultimately succeed in competing with other manufacturers and distributors in our market, which may have a material adverse effect on our business, financial condition or results of operations.

Our failure to develop new products or respond to changing consumer preferences and purchasing practices could have a material adverse effect on our business, financial condition or results of operations. The U.S. cabinetry industry is subject to changing consumer trends, demands and preferences. The uncertainties associated with developing and introducing new products, such as gauging changing consumer preferences and successfully developing, manufacturing, marketing and selling new products,

could lead to, among other things, rejection of a new product line, reduced demand and price reductions for our products. If our products do not keep up with consumer trends, demands and preference, we could lose market share, which could have a material adverse effect on our business, financial condition or results of operations.

Changes to consumer shopping habits and potential trends toward “online” purchases could also impact our ability to compete. Further, the volatile and challenging economic environment of recent years has caused shifts in consumer trends, demands, preferences and purchasing practices and changes in the business models and strategies of our customers. Shifts in consumer preferences, which may or may not be long-term, have altered the quantity, type and prices of products demanded by the end-consumer and our customers. If we do not timely and effectively identify and respond to these changing consumer preferences and purchasing practices, our relationships with our customers could be harmed, the demand for our products could be reduced and our market share could be negatively affected.

We may fail to fully realize the anticipated benefits of our growth strategy within the dealer, multi-family and homebuilder channels. Part of our growth strategy depends on expanding our business in the dealer, multi-family and homebuilder channels. We may fail to compete successfully against other companies that are already established providers within the dealer and homebuilder channels. Demand for our products within the homebuilder and dealer channels may not grow, or might even decline. In addition, we may not accurately gauge consumer preferences and successfully develop, manufacture and market our products at a national level. Further, the implementation of our growth strategy may place additional demands on our administrative, operational and financial resources and may divert management’s attention away from our existing business and increase the demands on our financial systems and controls. If our management is unable to effectively manage growth, our business, financial condition or results of operations could be adversely affected. If our growth strategy is not successful then our revenue and earnings may not grow as anticipated or may decline, we may not be profitable, or our reputation and brand may be damaged. In addition, we may change our financial strategy or other components of our overall business strategy if we believe our current strategy is not effective, if our business or markets change, or for other reasons, which may cause fluctuations in our financial results.

Manufacturing expansion to add capacity, manufacturing realignments, and other cost savings programs could result in a decrease in our near-term earnings. We continually review our manufacturing operations. These reviews could result in the expansion of capacity, manufacturing realignments and various cost savings programs. Effects of manufacturing expansion, realignments or cost savings programs could result in a decrease in our short-term earnings until the additional capacity is in place, cost reductions are achieved and/or production volumes stabilize. Such manufacturing expansions, realignments and programs involve substantial planning, often require capital investments, and may result in charges for fixed asset impairments or obsolescence and substantial severance costs. We also cannot assure you that we will achieve all of the intended cost savings. Our ability to achieve cost savings and other benefits within expected time frames is subject to many estimates and assumptions. These estimates and assumptions are subject to significant economic, competitive, and other uncertainties, some of which are beyond our control. If these estimates and assumptions are incorrect, if we experience delays, or if other unforeseen events occur, our business, financial condition, and results of operations could be materially and adversely affected. In addition, downturns in the economy could potentially have a larger impact on the Company as a result of this added capacity.

We manufacture our products internationally and are exposed to risks associated with doing business globally. We manufacture our products in the United States and Mexico and sell our products in the United States and Canada. Accordingly, we are subject to risks associated with potential disruption caused by changes in political, monetary, economic and social environments, including civil and political unrest, terrorism, possible expropriation, local labor conditions, changes in laws, regulations and policies of foreign governments and trade disputes with the United States (including tariffs), and compliance with U.S. laws affecting activities of U.S. companies abroad, including tax laws, economic sanctions and enforcement of contract and intellectual property rights.

We are also subject to the Foreign Corrupt Practices Act and other anti-bribery laws. While we have implemented safeguards and policies to discourage these practices by our employees and agents, our existing safeguards and policies to assure compliance and any future improvements may prove to be less than effective and our employees or agents may engage in conduct for which we might be held responsible. If employees violate our policies, we may be subject to regulatory sanctions. Violations of these laws or regulations could result in sanctions including fines, debarment from export privileges and penalties and could have a material adverse effect on our business, financial condition or results of operations.

We may hedge certain foreign currency transactions in the future; however, a change in the value of the currencies may impact our financial statements when translated into U.S. dollars. In addition, fluctuations in currency can adversely impact the cost position in local currency of our products, making it more difficult for us to compete. Our success will depend, in part, on our ability to effectively manage our business through the impact of these potential changes.

In addition, we source raw materials and components from Asia where we have recently experienced higher manufacturing costs and longer lead times due to currency fluctuations, higher wage rates, labor shortages and higher raw material costs. Our international operations and sourcing of materials (including from Asia and Mexico) could be harmed by a variety of factors including:

- introduction of non-native invasive organisms into new environments;
- recessionary trends in international markets;
- legal and regulatory changes and the burdens and costs of our compliance with a variety of laws, including export controls, import and customs trade restrictions and tariffs;
- increases in transportation costs or transportation delays;
- work stoppages and labor strikes;
- fluctuations in exchange rates, particularly the value of the U.S. dollar relative to other currencies; and political unrest, terrorism and economic instability.

For example, with respect to the Section 301 tariffs from China ("301 tariffs") on goods imported from China, assuming the tariffs are maintained at the 25% levels, we could be exposed to approximately \$5-6 million of potential annual direct cost increases in addition to the original 10% tariffs. Our teams are working to mitigate the impact through supplier negotiations, supply chain repositioning, internal productivity measures and pricing action if required. Should the 301 tariffs expand to additional categories we would have an additional exposure of approximately \$4.0 million annually.

If any of these or other factors were to render the conduct of our business in a particular country undesirable or impractical, our business, financial condition or results of operations could be materially adversely affected.

We may record future goodwill impairment charges or other asset impairment charges which could negatively impact our future results of operations and financial condition. We have recorded significant goodwill as a result of the RSI Acquisition, and goodwill and other acquired intangible assets represent a substantial portion of our assets. We also have long-lived assets consisting of property and equipment and other identifiable intangible assets which we review both on an annual basis as well as when events or circumstances indicate that the carrying amount of an asset may not be recoverable. If a determination is made that a significant impairment in value of goodwill, other intangible assets or long-lived assets has occurred, such determination could require us to impair a substantial portion of our assets. Asset impairments could have a material adverse effect on our financial condition and results of operations.

Fluctuating raw material and energy costs could have a material adverse effect on our business and results of operations. We purchase various raw materials, including, among others, wood, wood-based and resin products, which are subject to price fluctuations that could materially increase our manufacturing costs. Further, increases in energy costs increase our production costs and also the cost to transport our products, each of which could have a material adverse effect on our business and results of operations. In addition, some of our suppliers have consolidated and other suppliers may do so in the future. Combined with increased demand, such consolidation could increase the price of our supplies and raw materials.

We also may be unwilling or unable to pass on to customers commensurate cost increases. Competitive considerations and customer resistance to price increases may delay or make us unable to adjust selling prices. To the extent we are unable to either re-engineer or otherwise offset increased costs or are unwilling or unable to build price increases into our sales prices, our margins will be negatively affected. Even if we are able to increase our selling prices, sustained price increases for our products may lead to sales declines and loss of market share, particularly if our competitors do not increase their prices. Conversely, when raw materials or energy prices decline, we may receive customer pressure to reduce our sales prices.

These prices are market-based and fluctuate based on factors beyond our control. We do not have long-term fixed supply agreements and do not hedge against price fluctuations. We, therefore, cannot predict our raw materials costs for the coming year.

The inability to obtain raw materials from suppliers in a timely manner would adversely affect our ability to manufacture and market our products. Our ability to offer a wide variety of products depends on our ability to obtain an adequate supply of components from manufacturers and other suppliers, particularly wood-based and resin products. Failure by our suppliers to provide us with quality products on commercially reasonable terms, and to comply with legal requirements for business practices, could have a material adverse effect on our business, financial condition or results of operations. Furthermore, we rely heavily or, in certain cases, exclusively, on outside suppliers for some of our key components. While we do not rely exclusively on any one supplier for any particular raw materials, the loss of a major supplier could increase our costs to obtain raw materials until we obtain an adequate alternative source.

We typically do not enter into long-term contracts with our suppliers or sourcing partners. Instead, most raw materials and sourced goods are obtained on a "purchase order" basis. Although these components are generally obtainable in sufficient quantities from other sources, resourcing them from another supplier could take time. Financial, operating, or other difficulties encountered by

our suppliers or sourcing partners or changes in our relationships with them could result in manufacturing or sourcing interruptions, delays and inefficiencies, and prevent us from manufacturing enough products to meet customer demands. As an example, we are currently dealing with several of the adverse impacts set forth above related to a particleboard supplier as more fully described in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - "Particleboard Supply" herein.

Our operations may be adversely affected by information systems interruptions or intrusions. We rely on a number of information technology systems to process, transmit, store and manage information to support our business activities. Increased global cybersecurity vulnerabilities, threats and more sophisticated and targeted attacks pose a risk to our information technology systems. We have established security policies, processes and layers of defense designed to help identify and protect against intentional and unintentional misappropriation or corruption of our systems and information and disruption of our operations. Despite these efforts, systems may be damaged, disrupted, or shut down due to attacks by unauthorized access, malicious software, undetected intrusion, hardware failures, or other events, and in these circumstances our disaster recovery planning may be ineffective or inadequate. These breaches or intrusions could lead to business interruption, exposure of proprietary or confidential information, data corruption, damage to our reputation, exposure to litigation and increased operational costs. Such events could have a material adverse impact on our business, financial condition and results of operation. In addition, we could be adversely affected if any of our significant customers or suppliers experience any similar events that disrupt their business operations or damage their reputation.

Increased compliance costs or liabilities associated with environmental regulations could have a material adverse effect on our business, financial condition or results of operations. Our facilities are subject to numerous environmental laws, regulations and permits, including those governing emissions to air, discharges to water, storage, treatment and disposal of waste, remediation of contaminated sites and protection of worker health and safety. We may not be in complete compliance with these laws, regulations or permits at all times. Our efforts to comply with environmental requirements do not remove the risk that we may incur material liabilities, fines or penalties for, among other things, releases of regulated materials occurring on or emanating from current or formerly owned or operated properties or any associated offsite disposal location, or for contamination discovered at any of our properties from activities conducted by previous occupants. Liability for environmental contamination or a release of hazardous materials may be joint and several, so that we may be held responsible for more than our share of the contamination or other damages, or even for the entire share.

Changes in environmental laws and regulations or the discovery of previously unknown contamination or other liabilities relating to our properties and operations could result in significant environmental liabilities that could impact our business, financial condition or results of operation. In addition, we may incur capital and other costs to comply with increasingly stringent environmental laws and enforcement policies. These laws, including, for example, the regulations relating to formaldehyde emissions promulgated by the California Air Resources Board, require us to rely on compliance by our suppliers of raw materials. Should a supplier fail to comply with such regulations, notify us of non-compliance, or provide us with a product that does not comply, we could be subject to disruption in our business and incur substantial liabilities.

Unauthorized disclosure of confidential information provided to us by customers, employees or third parties could harm our business. We rely on the internet and other electronic methods to transmit confidential information and store confidential information on our networks. If there were a disclosure of confidential information provided by, or concerning, our employees, customers or other third parties, including through inadvertent disclosure, unapproved dissemination, or unauthorized access, our reputation could be harmed and we could be subject to civil or criminal liability and regulatory actions.

Changes in government and industry regulatory standards could have a material adverse effect on our business, financial condition or results of operations. Government regulations pertaining to health and safety and environmental concerns continue to emerge, domestically as well as internationally. These regulations include the Occupational Safety and Health Administration and other worker safety regulations for the protection of employees, as well as regulations for the protection of consumers. It is necessary for us to comply with current requirements (including requirements that do not become effective until a future date), and even more stringent requirements could be imposed on our products or processes. Compliance with these regulations may require us to alter our manufacturing and installation processes and our sourcing. Such actions could increase our capital expenditures and adversely impact our business, financial condition or results of operations, and our inability to effectively and timely meet such regulations could adversely impact our competitive position.

The loss of certain members of our management may have an adverse effect on our operating results. Our success will depend, in part, on the efforts of our senior management and other key employees. These individuals possess sales, marketing, engineering, manufacturing, financial and administrative skills and know-how that are critical to the operation of our business. If we lose or suffer an extended interruption in the services of one or more of our senior officers or other key employees, our financial condition and results of operations may be negatively affected. Moreover, the pool of qualified individuals may be highly competitive and we may not be able to attract and retain qualified personnel to replace or succeed members of our senior management or other

key employees, should the need arise. The loss of the services of any key personnel, or our inability to hire new personnel with the requisite skills, could impair our ability to develop new products or enhance existing products, sell products to our customers or manage our business effectively.

We could continue to pursue growth opportunities through either acquisitions, mergers or internally developed projects, which may be unsuccessful or may adversely affect future financial condition and operating results. We could continue to pursue opportunities for growth through either acquisitions, mergers or internally developed projects as part of our growth strategy. We cannot assure you that we will be successful in integrating an acquired business or that an internally developed project will perform at the levels we anticipate. We may pay for future acquisitions using cash, stock, the assumption of debt, or a combination of these. Future acquisitions could result in dilution to existing shareholders and to earnings per share. In addition, we may fail to identify significant liabilities or risks associated with a given acquisition that could adversely affect our future financial condition and operating results or result in us paying more for the acquired business or assets than they are worth.

Our ability to operate and our growth potential could be materially and adversely affected if we cannot employ, train and retain qualified personnel at a competitive cost. Many of the products that we manufacture and assemble require manual processes in plant environments. We believe that our success depends upon our ability to attract, employ, train and retain qualified personnel with the ability to design, manufacture and assemble these products. In addition, our ability to expand our operations depends in part on our ability to increase our skilled labor force as the housing market continues to recover in the United States. A significant increase in the wages paid by competing employers could result in a reduction of our qualified labor force, increases in the wage rates that we must pay, or both. In addition, we believe that our success depends in part on our ability to quickly and effectively train additional workforce to handle the increased volume and production while minimizing labor inefficiencies and maintaining product quality in a housing market recovery. If either of these events were to occur, our cost structure could increase, our margins could decrease, and any growth potential could be impaired.

Our failure to maintain acceptable quality standards could result in significant unexpected costs. Any failure to maintain acceptable quality standards could require us to recall or redesign such products, or pay substantial damages, any of which would result in significant unexpected costs. We may also have difficulty controlling the quality of products or components sourced from other manufacturers, so we are exposed to risks relating to the quality of such products and to limitations on our recourse against such suppliers. Further, any claim or product recall could result in adverse publicity against us, which could decrease our credibility, harm our reputation, adversely affect our sales, or increase our costs. Defects in our products could also result in decreased orders or sales to our customers, which could have a material adverse effect on our business, financial condition or results of operations.

Future tax law changes or the interpretation of existing tax laws may materially impact our effective income tax rate and the resolution of unrecognized tax benefits. Our businesses are subject to taxation in the United States as well as internationally. Tax legislation may be enacted that could have a material adverse impact on our worldwide income tax provision. Tax authorities in many jurisdictions routinely audit us. Because there are significant uncertainties in the outcome of such audits, the ultimate outcome from any audit could be materially different from amounts reflected in our income tax provisions and accruals. Future settlements of income tax audits may have a material adverse effect on earnings between the period of initial recognition of tax estimates in our financial statements and the point of ultimate tax audit settlement.

Natural disasters could have a material adverse effect on our business, financial condition or results of operations. Many of our facilities are located in regions that are vulnerable to natural disasters and other risks, such as earthquakes, fires, floods, tropical storms, hurricanes and snow and ice, which at times have disrupted the local economy and posed physical risks to our property. In addition, the continued threat of terrorism and heightened security and military action in response to this threat, or any future acts of terrorism, may cause further disruptions to the economies of the United States and other countries. Our redundant, multiple site capacity may not be sufficient in the event of a natural disaster, terrorist act or other catastrophic event. Such disruptions could, among other things, disrupt our manufacturing or distribution facilities and result in delays or cancellations of customer orders for our products, which in turn could have a material adverse effect on our business, financial condition and results of operations. Further, if a natural disaster occurs in a region from which we derive a significant portion of our revenue, end-user customers in that region may delay or forego purchases of our products, which may materially and adversely impact our operating results for a particular period.

Our ability to grow and compete in the future will be adversely affected if adequate capital is not available to us or not available on terms favorable to us. The ability of our business to grow and compete depends on the availability of adequate capital, which in turn depends in large part on our cash flow from operations and the availability of equity and debt financing. We cannot assure you that our cash flow from operations will be sufficient or that we will be able to obtain equity or debt financing on acceptable terms, if at all, to implement our growth strategy. As a result, we cannot assure you that adequate capital will be available to finance our current growth plans, take advantage of business opportunities or respond to competitive pressures, any of which could harm our business.

Certain of our customers have been expanding and may continue to expand through consolidation and internal growth, which may increase their buying power, which could materially and adversely affect our sales, results of operations and financial position. Certain of our customers are large companies with significant buying power. In addition, potential further consolidation in the distribution channels could enhance the ability of certain of our customers to seek more favorable terms, including pricing, for the products that they purchase from us. Accordingly, our ability to maintain or raise prices in the future may be limited, including during periods of raw material and other cost increases. If we are forced to reduce prices or to maintain prices during periods of increased costs, or if we lose customers because of pricing or other methods of competition, our sales, operating results and financial position may be materially and adversely affected.

We may experience difficulties in integrating American Woodmark and RSI's operations and realizing the expected benefits of the RSI Acquisition. The success of the RSI Acquisition will depend in part on our ability to realize the anticipated business opportunities and growth prospects from combining with RSI in an efficient and effective manner. Although we believe we made good progress in integrating RSI's operations during fiscal year 2019, we may never realize these business opportunities and growth prospects. Further, our management might have its attention diverted while trying to integrate operations and corporate and administrative infrastructures.

The integration process could take longer than anticipated and could result in the loss of key employees, the disruption of our and RSI's ongoing businesses, tax costs or inefficiencies, or inconsistencies in standards, controls, information technology systems, procedures and policies, any of which could adversely affect our ability to maintain relationships with customers, employees or other third parties, or our ability to achieve the anticipated benefits of the transaction, and could harm our financial performance. If we are unable to successfully or timely integrate the operations of RSI's business with our business, we may incur unanticipated liabilities and be unable to realize the revenue growth, synergies and other anticipated benefits resulting from the transaction, and our business, results of operations and financial condition could be adversely affected.

Our level and terms of indebtedness could adversely affect our business and liquidity position. Our consolidated indebtedness level could have important consequences to us, including, among other things, increasing our vulnerability to general economic and industry conditions; requiring a portion of our cash flow used in operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our liquidity and our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities; exposing us to the risk of increased interest rates, and corresponding increased interest expense, because borrowings under our credit facilities are at variable rates of interest; reducing funds available for working capital, capital expenditures, acquisitions and other general corporate purposes, due to the costs and expenses associated with such debt; limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions, and general corporate or other purposes; and limiting our ability to adjust to changing marketplace conditions and placing us at a competitive disadvantage compared to our competitors who may have less debt.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital, or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations, which could cause us to default on our debt obligations and impair our liquidity. In the event of a default under any of our indebtedness, the holders of the defaulted debt could elect to declare all the funds borrowed to be due and payable, together with accrued and unpaid interest, which in turn could result in cross-defaults under our other indebtedness. The lenders under our credit facilities could also elect to terminate their commitments thereunder and cease making further loans, and such lenders could institute foreclosure proceedings against their collateral, all of which could adversely affect our financial condition in a material way.

The credit agreement that governs our credit facility and the indenture that governs our senior notes impose significant operating and financial restrictions on us and our subsidiaries, which may prevent us from capitalizing on business opportunities or otherwise negatively impact our business. The credit agreement that governs our credit facility and the indenture that governs our senior notes impose significant operating and financial restrictions on us. These restrictions limit our ability and the ability of our subsidiaries to, among other things, incur additional indebtedness (including guarantee obligations); incur liens; engage in mergers, consolidations and certain other fundamental changes; dispose of assets; make advances, investments and loans; engage in sale and leaseback transactions; engage in certain transactions with affiliates; enter into contractual arrangements that encumber or restrict the ability to (A) (i) pay dividends or make distributions, (ii) pay indebtedness, (iii) make loans or advances or (iv) sell, lease or transfer property, in each case to us and our subsidiaries, or (B) incur liens; pay dividends, distributions and other payments in respect of capital stock or subordinated debt; repurchase or retire capital stock, warrants or options or subordinated debt; and amend the terms of documents governing, or make payments prior to the scheduled maturity of, certain other indebtedness.

As a result of these restrictions, each of which is subject to certain exceptions and qualifications, we will be limited as to how we conduct our business and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. We

cannot assure you that we will be able to maintain compliance with these existing covenants in the future and, if we fail to do so, that we will be able to obtain waivers from the lenders and/or amend the covenants.

Our failure to comply with the restrictive covenants described above as well as other terms of our indebtedness and/or the terms of any future indebtedness from time to time could result in an event of default, which, if not cured or waived, could result in our being required to repay these borrowings before their due date. If we are forced to refinance these borrowings on less favorable terms or cannot refinance these borrowings, our results of operations and financial condition could be adversely affected.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 2. PROPERTIES

We own our Corporate Office located in Winchester, Virginia. In addition, we lease eight manufacturing facilities and one manufacturing facility/service center in the United States and Mexico and own nine manufacturing facilities located primarily in the eastern and southern United States. We also lease seven primary service centers, 12 satellite service centers and four additional offices located throughout the United States that support the sale and distribution of products to each market channel. We consider our properties suitable for our business and adequate for our needs and believe that, if necessary, we could find additional and/or replacement facilities to lease without suffering a material adverse effect on our business.

Primary properties as of April 30, 2019 include:

<u>LOCATION</u>	<u>DESCRIPTION</u>
Allegany County, MD	Manufacturing Facility
Anaheim, CA	Office/ Manufacturing Facility*
Austin, TX	Satellite Service Center*
Berryville, VA	Service Center*
Commerce City, CO	Satellite Service Center*
Coppell, TX	Service Center*
Dallas, TX	Manufacturing Facility*
Dallas, TX	Manufacturing Facility
Fort Myers, FL	Satellite Service Center*
Gas City, IN	Manufacturing Facility
Hamlet, NC	Manufacturing Facility*
Hardy County, WV	Manufacturing Facility*
Houston, TX	Satellite Service Center*
Humboldt, TN	Manufacturing Facility
Huntersville, NC	Service Center*
Jackson, GA	Manufacturing Facility
Jacksonville, FL	Satellite Service Center*
Kingman, AZ	Manufacturing Facility
Kennesaw, GA	Service Center*
Las Vegas, NV	Satellite Service Center*
Lincolnton, NC	Manufacturing Facility*
Mira Loma, CA	Manufacturing Facility/ Service Center*
Mooresville, NC	Office (Sales)*
Montgomeryville, PA	Satellite Service Center*
Monticello, KY	Manufacturing Facility
Morrisville, NC	Satellite Service Center*
Orange, VA	Manufacturing Facility
Orlando, FL	Service Center*
Phoenix, AZ	Service Center*
Rancho Cordova, CA	Service Center*

<u>LOCATION</u>	<u>DESCRIPTION</u>
Roswell, GA	Office (Sales)*
San Antonio, TX	Satellite Service Center*
Sarasota, FL	Satellite Service Center*
Tampa, FL	Satellite Service Center*
Tijuana, Mexico	Manufacturing Facility*
Tijuana, Mexico	Manufacturing Facility*
Tijuana, Mexico	Manufacturing Facility*
Toccoa, GA	Manufacturing Facility
Tucson, AZ	Satellite Service Center*
Winchester, VA	Corporate Office

*Leased facility.

Item 3. LEGAL PROCEEDINGS

The Company is involved in suits and claims in the normal course of business, including, without limitation, product liability and general liability claims and claims pending before the Equal Employment Opportunity Commission. On at least a quarterly basis, the Company consults with its legal counsel to ascertain the reasonable likelihood that such claims may result in a loss. As required by ASC Topic 450, "Contingencies" ("ASC 450"), the Company categorizes the various suits and claims into three categories according to their likelihood for resulting in potential loss: those that are probable, those that are reasonably possible and those that are deemed to be remote. The Company accounts for these loss contingencies in accordance with ASC 450. Where losses are deemed to be probable and estimable, accruals are made. Where losses are deemed to be reasonably possible, a range of loss estimate is determined and considered for disclosure. In determining these loss range estimates, the Company considers known values of similar claims and consults with independent counsel.

The Company believes that the aggregate range of estimated loss stemming from the various suits and asserted and unasserted claims which were deemed to be either probable or reasonably possible was not material as of April 30, 2019.

Item 4. MINE SAFETY DISCLOSURES

None.

EXECUTIVE OFFICERS OF THE REGISTRANT

Executive officers of the Company are elected by the Board of Directors and generally hold office until the next annual election of officers. There are no family relationships between any executive officer and any other officer or director of the Company or any arrangement or understanding between any executive officer and any other person pursuant to which such officer was elected. The executive officers of the Company are as follows:

<u>Name</u>	<u>Age</u>	<u>Position(s) Held During Past Five Years</u>
S. Cary Dunston	54	Company Chairman from August 2017 to present; Company President and Chief Executive Officer from August 2015 to present; Company President and Chief Operating Officer from August 2014 to August 2015; Company Executive Vice President and Chief Operating Officer from August 2013 to August 2014; Company Executive Vice President, Operations from September 2012 to August 2013; Company Senior Vice President, Manufacturing and Supply Chain Services from October 2006 to September 2012.
M. Scott Culbreth	48	Company Senior Vice President and Chief Financial Officer from February 2014 to present; Chief Financial Officer of Piedmont Hardware Brands from September 2013 to February 2014; Vice President, Finance – Various Segments from 2009 to September 2013 for Newell Rubbermaid.
R. Perry Campbell	54	Company Senior Vice President of Sales and Marketing from March 2016 to present; Company Senior Vice President and General Manager, New Construction from August 2013 to March 2016; Company Vice President and General Manager, New Construction from May 2011 to August 2013.
<u>Name</u>	<u>Age</u>	<u>Position(s) Held During Past Five Years</u>
Robert J. Adams, Jr.	53	Company Senior Vice President of Value Stream Operations from August 2015 to present; Company Vice President of Value Stream Operations from September 2012 to August 2015; Company Vice President of Manufacturing and Engineering from April 2012 to September 2012; Company Vice President of Engineering from July 2008 to April 2012.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

American Woodmark Corporation common stock is listed on The NASDAQ Global Select Market under the "AMWD" symbol.

As of June 17, 2019 there were approximately 20,000 total shareholders of the Company's common stock, including 5,000 shareholders of record and 15,000 beneficial owners whose shares are held in "street" name by securities broker-dealers or other nominees. The Company's shareholders also include approximately 50% of the Company's employees who are eligible to participate in the American Woodmark Corporation Retirement Savings Plan. The Company suspended its quarterly dividend during fiscal 2012. The determination as to the payment of future dividends will be made by the Board of Directors (the "Board") from time to time and will depend on the Company's then current financial condition, capital requirements, and results of operations, as well as any other factors then deemed relevant by the Board of Directors, and will be subject to applicable restrictions in the credit agreement governing the Company's credit facility and the indenture governing the Company's senior notes.

Purchases of Equity Securities by the Issuer

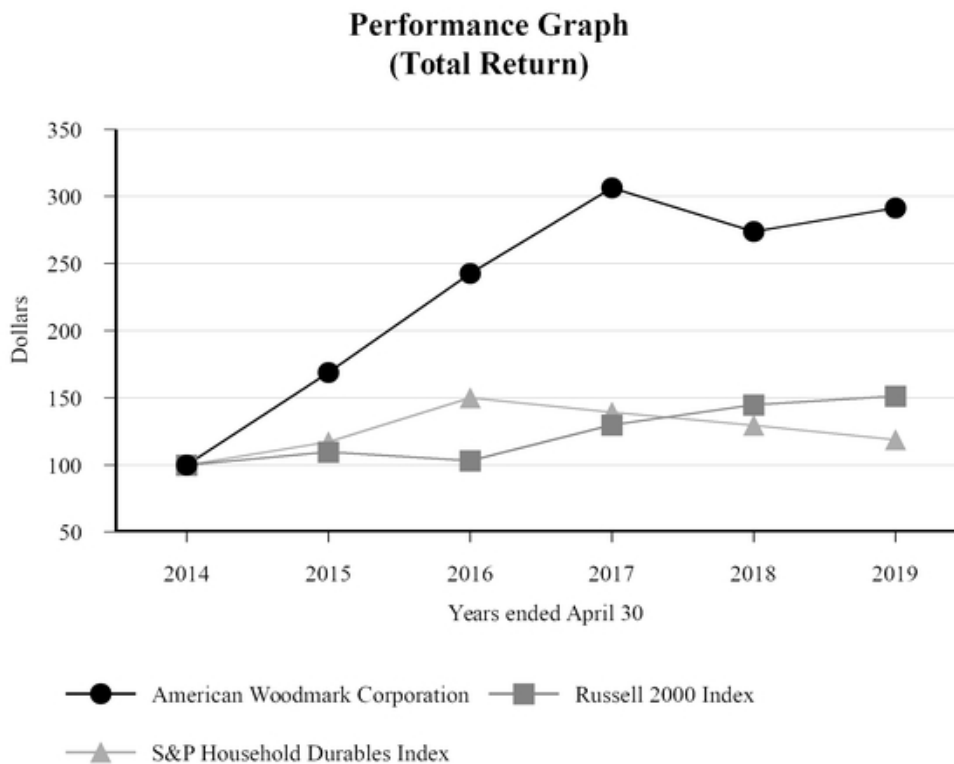
The following table details share repurchases by the Company during the fourth quarter of fiscal 2019:

	Share Repurchases			
	Total Number of Shares Purchased	Average Price Paid	Total Number of Shares Purchased as Part of Publicly Announced Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Programs (000)
	(1)	Per Share		(1)
February 1 - 28, 2019	111,845	\$ 77.31	111,845	\$ 403
March 1 - 31, 2019	4,673	\$ 86.26	4,673	\$ —
April 1 - 30, 2019	—	N/A	—	\$ —
Quarter ended April 30, 2019	116,518	\$ 77.67	116,518	\$ —

(1) Under a stock repurchase authorization approved by its Board on November 30, 2016, the Company was authorized to purchase up to \$50 million of the Company's common shares. The Board suspended the Company's stock repurchase program in conjunction with the RSI Acquisition. On August 23, 2018, the Board reinstated the program. On November 28, 2018, the Board of the Company authorized an additional stock repurchase program of up to \$14 million of the Company's common shares. This authorization is in addition to the stock repurchase program authorized on November 30, 2016. Management funded share repurchases using available cash and cash generated from operations. Repurchased shares became authorized but unissued common shares. At April 30, 2019, no funds remained from the amounts authorized by the Board to repurchase the Company's common shares. The Company purchased a total of 745,232 common shares, for an aggregate purchase price of \$50.0 million, during fiscal 2019 under the authorizations pursuant to a repurchase plan intended to comply with the requirements of Rule 10b5-1 and Rule 10b-18 under the Securities Exchange Act of 1934, as amended.

Stock Performance Graph

The performance graph shown below compares the percentage change in the cumulative total shareholder return on our common stock against the cumulative total return of the Russell 2000 Index and Standard & Poor's Household Durables Index for the period from April 30, 2014 through April 30, 2019. The graph assumes an initial investment of \$100 and the reinvestment of dividends. The graph is based on historical data and is not intended to be a forecast or indication of future performance of American Woodmark common stock.



	2014	2015	2016	2017	2018	2019
American Woodmark Corporation	\$100.00	\$168.94	\$242.72	\$306.23	\$273.90	\$291.46
Russell 2000 Index	100.00	109.71	103.18	129.63	144.58	151.25
S&P Household Durables Index	100.00	117.21	121.32	139.33	129.36	118.86

The graph and related information above are not deemed to be "filed" with the Securities and Exchange ("SEC") for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any future filing made by us with the SEC, except to the extent that we specifically incorporate it by reference into any such filing.

Item 6. SELECTED FINANCIAL DATA

(Dollars in millions except per share data)	FISCAL YEARS ENDED APRIL 30				
	2019 ^{1,2,3}	2018 ^{1,2}	2017 ²	2016	2015 ⁴
FINANCIAL STATEMENT DATA					
Net sales	\$ 1,645.3	\$ 1,250.3	\$ 1,030.2	\$ 947.0	\$ 825.5
Operating income	141.7	107.7	108.2	93.2	54.7
Net income	83.7	63.1	71.2	58.7	35.5
Earnings per share:					
Basic	4.84	3.80	4.38	3.61	2.25
Diluted	4.83	3.77	4.34	3.57	2.21
Depreciation and amortization expense	94.4	45.0	18.7	16.5	14.5
Total assets	1,529.9	1,645.3	501.3	466.4	398.8
Long-term debt, less current maturities	689.2	809.9	15.3	22.1	21.4
Total shareholders' equity	620.4	581.7	352.4	280.8	229.8
Average shares outstanding					
Basic	17.3	16.6	16.3	16.3	15.8
Diluted	17.3	16.7	16.4	16.4	16.0

PERCENT OF SALES

Gross profit	21.1%	20.4%	21.8%	21.1%	18.5%
Selling, general and administrative expenses	12.4	11.8	11.3	11.2	11.9
Income before income taxes	6.7	7.6	10.6	9.7	6.6
Net income	5.1	5.1	6.9	6.2	4.3

RATIO ANALYSIS

Current ratio	2.0	2.1	3.3	3.3	3.2
Inventory turnover ⁵	12.2	13.5	19.6	19.8	19.9
Collection period - days ⁶	35.3	33.6	32.5	31.2	31.6
Percentage of capital (long-term debt plus equity):					
Long-term debt, less current maturities	52.6%	58.2%	4.2%	7.4%	8.5%
Equity	47.4	41.8	95.8	92.6	91.4
Return on equity ⁷	13.9	13.5	22.5	23.0	16.9

¹ The fiscal 2019 and 2018 year results include twelve and four months, respectively, of RSI activity. See Note B -- *Acquisition of RSI Home Products, Inc.* for further details.

² The Company incurred corporate business development expenses. During fiscal 2019, these expenses decreased operating income, net income and earnings per share by \$2.1 million, \$1.6 million and \$0.09, respectively. During fiscal 2018, these expenses decreased operating income, net income and earnings per share by \$12.9 million, \$8.6 million and \$0.51, respectively. During fiscal 2017, these expense decreased operating income, net income and earnings per share by \$2.7 million, \$1.8 million and \$0.11, respectively.

³ The Company announced a reduction in workforce in fiscal 2019. During fiscal 2019, the expenses related to the reduction in force decreased operating income, net income and earnings per share by \$2.0 million, \$1.5 million and \$0.09, respectively.

⁴ The Company announced plans to realign its manufacturing network during fiscal 2012. During fiscal 2015, the credits related to these initiatives increased operating income, net income and earnings per share by \$0.2 million, \$0.1 million and \$0.01, respectively.

⁵ Based on average beginning and ending inventory.

⁶ Based on the ratio of average monthly customer receivables to average sales per day.

⁷ Based on net income divided by average beginning and ending shareholders equity.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations

The following table sets forth certain income and expense items as a percentage of net sales:

	PERCENTAGE OF NET SALES		
	Fiscal Years Ended April 30		
	2019	2018	2017
Net sales	100.0%	100.0%	100.0 %
Cost of sales and distribution	78.9	79.6	78.2
Gross profit	21.1	20.4	21.8
Selling and marketing expenses	5.5	6.2	6.9
General and administrative expenses	6.9	5.6	4.4
Restructuring	0.1	—	—
Operating income	8.6	8.6	10.5
Interest expense/other (income) expense	1.9	1.0	(0.1)
Income before income taxes	6.7	7.6	10.6
Income tax expense	1.6	2.5	3.7
Net income	5.1	5.1	6.9

The following discussion should be read in conjunction with the Selected Financial Data and the Consolidated Financial Statements and the related notes contained elsewhere in this report.

Forward-Looking Statements

This annual report contains statements concerning the Company's expectations, plans, objectives, future financial performance, and other statements that are not historical facts. These statements may be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. In most cases, the reader can identify forward-looking statements by words such as "anticipate," "estimate," "forecast," "expect," "believe," "should," "could," "would," "plan," "may," "intend," "estimate," "prospect," "goal," "will," "predict," "potential" or other similar words. Forward-looking statements contained in this report, including elsewhere in "Management's Discussion and Analysis of Financial Condition and Results of Operations," are based on current expectations and our actual results may differ materially from those projected in any forward-looking statements. In addition, the Company participates in an industry that is subject to rapidly changing conditions and there are numerous factors that could cause the Company to experience a decline in sales and/or earnings or deterioration in financial condition. Factors that could cause actual results to differ materially from those in forward-looking statements made in this report include but are not limited to:

- the loss of or a reduction in business from one or more of our key customers;
- negative developments in the U.S. housing market or general economy and the impact of such developments on our and our customers' business, operations and access to financing;
- competition from other manufacturers and the impact of such competition on pricing and promotional levels;
- an inability to develop new products or respond to changing consumer preferences and purchasing practices;
- a failure to effectively manage manufacturing operations, alignment and capacity or an inability to maintain the quality of our products;
- the impairment of goodwill, other intangible assets or our long-lived assets;
- an inability to obtain raw materials in a timely manner or fluctuations in raw material and energy costs;
- information systems interruptions or intrusions or the unauthorized release of confidential information concerning customers, employees or other third parties;
- the cost of compliance with, or liabilities related to, environmental or other governmental regulations or changes in governmental or industry regulatory standards, especially with respect to health and safety and the environment;
- a failure to attract and retain certain members of management or other key employees or other negative labor developments, including increases in the cost of labor;
- risks associated with the implementation of our growth strategy;

- risks related to sourcing and selling products internationally and doing business globally, including the imposition of tariffs or duties on those products;
- unexpected costs resulting from a failure to maintain acceptable quality standards;
- changes in tax laws or the interpretations of existing tax laws;
- the occurrence of significant natural disasters, including earthquakes, fires, floods, and hurricanes or tropical storms;
- the unavailability of adequate capital for our business to grow and compete;
- increased buying power of large customers and the impact on our ability to maintain or raise prices;
- our ability to successfully integrate RSI into our business and operations and the risk that the anticipated economic benefits, costs savings and other synergies in connection with the RSI Acquisition are not fully realized or take longer to realize than expected; and
- limitations on operating our business as a result of covenant restrictions under our indebtedness, and our ability to pay amounts due under our credit facilities, our senior notes and our other indebtedness.

Additional information concerning the factors that could cause actual results to differ materially from those in forward-looking statements is contained in this annual report, including elsewhere in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and under Item 1A. “Risk Factors,” and Item 7A. “Quantitative and Qualitative Disclosures about Market Risk.” While the Company believes that these risks are manageable and will not adversely impact the long-term performance of the Company, these risks could, under certain circumstances, have a material adverse impact on its operating results and financial condition.

Any forward-looking statement that the Company makes speaks only as of the date of this annual report. The Company undertakes no obligation to publicly update or revise any forward-looking statements or cautionary factors, as a result of new information, future events or otherwise, except as required by law.

Overview

American Woodmark Corporation manufactures and distributes kitchen, bath and home organization products for the remodeling and new home construction markets. Its products are sold on a national basis directly to home centers and builders and through a network of independent dealers and distributors. At April 30, 2019, the Company operated 18 manufacturing facilities in the United States and Mexico and eight primary service centers located throughout the United States.

On December 29, 2017, we completed the acquisition of RSI, a leading manufacturer of kitchen, bath and home organization products. For the fiscal year ended April 30, 2019, the consolidated results include 12 months of RSI activity and in the prior fiscal year ended April 30, 2018, only four months of RSI activity is included.

A number of general market factors impacted the Company's business in fiscal 2019, including:

- The unemployment rate improved by 8% compared to April 2018, falling to 3.6% as of April 2019 according to data provided by the U.S. Department of Labor;
- Decreases in single family housing starts during the Company’s fiscal 2019 of 1%, as compared to the Company’s fiscal 2018, according to the U.S. Department of Commerce;
- Mortgage interest rates decreased with a 30-year fixed mortgage rate of 4.14% in April 2019, a decrease of approximately 33 basis points compared to April 2018;
- The median price of existing homes sold in the U.S. rose by 3.6% during the Company’s fiscal 2019, according to data provided by the National Association of Realtors;
- Consumer sentiment, as reported by the University of Michigan, averaged the same during the Company’s fiscal 2019 as in its prior fiscal year; and
- Cabinet sales, as reported by members of the Kitchen Cabinet Manufacturers Association (KCMA), increased by 2.4% during fiscal 2019 versus the prior fiscal year.

The Company’s largest remodeling customers and competitors continued to utilize sales promotions in the Company’s product category during fiscal 2019 to boost sales. The Company strives to maintain its promotional levels in line with market activity, with a goal of remaining competitive. The Company experienced promotional levels during fiscal 2019 that were higher than those experienced in its prior fiscal year. Sales in the remodel channel increased 46% during the fiscal year due to growth in the made- to-order framed business and eight incremental months of results from the Company’s acquisition of RSI.

Sales in the new construction channel increased 13% during the fiscal year due to share penetration with our builder partners, the health of the markets where we concentrated our business during fiscal 2019 and eight incremental months of results from the Company's acquisition of RSI.

The Company increased its net sales by 32% during fiscal 2019, which management believes was driven primarily by a rise in overall market activity and eight incremental months of results from the Company's acquisition of RSI.

Gross margin for fiscal 2019 was 21.1%, an increase from 20.4% in fiscal 2018. The increase in gross profit margin was due primarily to higher sales volumes, price, mix and overhead cost leverage due to higher volumes. These favorable impacts were partially offset by higher transportation costs, tariffs and raw material inflation.

The Company regularly considers the need for a valuation allowance against its deferred tax assets. The Company has been profitable for the last 7 years. As of April 30, 2019, the Company had total deferred tax assets of \$14.3 million net of valuation allowance, down from \$17.8 million of deferred tax assets net of valuation allowance at April 30, 2018. Deferred tax assets are reduced by a valuation allowance when, after considering all positive and negative evidence, it is determined that it is more likely than not that some portion, or all, of the deferred tax asset will not be realized. The Company has recorded a valuation allowance related to deferred tax assets for certain state investment tax credit ("ITC") carryforwards. These credits expire in various years beginning in fiscal 2020. The Company believes based on positive evidence of the housing industry improvement along with 7 consecutive years of profitability that the Company will more likely than not realize all other remaining deferred tax assets.

The Company also regularly assesses its long-lived assets to determine if any impairment has occurred. The Company has concluded that none of its long-lived assets were impaired as of April 30, 2019.

Results of Operations

(Dollars in thousands)	FISCAL YEARS ENDED APRIL 30				
	2019	2018	2017	2019 vs. 2018 PERCENT CHANGE	2018 vs. 2017 PERCENT CHANGE
Net sales	\$ 1,645,319	\$ 1,250,274	\$ 1,030,248	32%	21 %
Gross profit	346,473	255,403	224,636	36	14
Selling and marketing expenses	89,875	77,843	70,979	15	10
General and administrative expenses	112,917	69,855	45,419	62	54
Interest expense (income), net	35,652	13,054	(521)	173	(2,606)

Net Sales

Net sales for the 2019 fiscal year increased 32% to \$1,645.3 million from the prior fiscal year. The current fiscal year results include eight incremental months of results from the RSI Acquisition. Excluding the impact of the RSI Acquisition, the Company experienced growth in all channels during fiscal year 2019 versus the comparable prior year period.

Net sales for the 2018 fiscal year increased 21% to \$1,250.3 million from the prior fiscal year. Excluding the impact of the RSI Acquisition, net sales for the 2018 fiscal year increased 4% to \$1,072.6 million from the prior fiscal year. Excluding the impact of the RSI Acquisition, the Company experienced growth in both the builders and independent dealer and distributor channels during the fiscal year.

Gross Profit

Gross profit as a percentage of sales increased to 21.1% in fiscal 2019 as compared with 20.4% in fiscal 2018. The increase in gross profit margin was due primarily to higher sales volumes, price, mix and overhead cost leverage due to higher volumes. These favorable impacts were partially offset by higher transportation costs, newly enacted tariffs and raw material inflation.

Gross profit as a percentage of sales decreased to 20.4% in fiscal 2018 as compared with 21.8% in fiscal 2017. The decrease in gross profit margin was due primarily to higher transportation costs, raw material inflation, higher healthcare costs and \$6.3 million, or 50 bps, of inventory step-up amortization related to the RSI Acquisition.

Selling and Marketing Expenses

Selling and marketing expenses in fiscal 2019 were 5.5% of net sales, compared with 6.2% of net sales in fiscal 2018. Selling and marketing costs increased by only 15% despite a 32% increase in net sales. The improvement in the percentage of selling and marketing costs in relation to net sales was due to favorable leverage from increased sales and on-going expense control.

Selling and marketing expenses in fiscal 2018 were 6.2% of net sales, compared with 6.9% of net sales in fiscal 2017. Selling and marketing costs increased by only 10% despite a 21% increase in net sales. The improvement in the percentage of selling and marketing costs in relation to net sales was due to favorable leverage from increased sales, on-going expense control and lower display costs and commissions.

General and Administrative Expenses

General and administrative expenses increased by \$43.1 million or 62% during fiscal 2019 versus the prior fiscal year. The increase was related to intangible amortization and higher compensation incentive costs. General and administrative costs increased to 6.9% of net sales in fiscal 2019 compared with 5.6% of net sales in fiscal 2018.

General and administrative expenses increased by \$24.4 million or 54% during fiscal 2018. The increase was related to intangible amortization and RSI Acquisition related expenses, offset by lower compensation incentive costs. General and administrative costs increased to 5.6% of net sales in fiscal 2018 compared with 4.4% of net sales in fiscal 2017.

Effective Income Tax Rates

The Company generated pre-tax income of \$110.9 million during fiscal 2019. The Company's effective tax rate decreased from 33.4% in fiscal 2018 to 24.5% in fiscal 2019. The lower effective tax rate was primarily due to the overall benefit from the reduction in the tax rate enacted in connection with the Tax Cuts and Jobs Act of 2017 (H.R. 1) (the "Tax Act"). The Company's effective tax rate decreased from 34.6% in fiscal 2017 to 33.4% in fiscal 2018. The lower effective tax rate in fiscal 2018 was primarily due to the overall benefit from the reduction in the tax rate enacted in connection with the Tax Act, partially offset by non-deductible acquisition costs.

Non-GAAP Financial Measures

We have reported our financial results in accordance with generally accepted accounting principles ("GAAP"). In addition, we have presented in this report the non-GAAP measures described below.

A reconciliation of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP is set forth below.

Management believes these non-GAAP financial measures provide an additional means of analyzing the current period's results against the corresponding prior period's results. However, these non-GAAP financial measures should be viewed in addition to, and not as a substitute for, the Company's reported results prepared in accordance with GAAP. Our non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP.

EBITDA, Adjusted EBITDA and Adjusted EBITDA margin

We use EBITDA, Adjusted EBITDA and Adjusted EBITDA margin in evaluating the performance of our business, and we use each in the preparation of our annual operating budgets and as indicators of business performance and profitability. We believe Adjusted EBITDA and Adjusted EBITDA margin allow us to readily view operating trends, perform analytical comparisons and identify strategies to improve operating performance. Additionally, Adjusted EBITDA is a key measurement used in our Term Loans to determine interest rates and financial covenant compliance.

We define EBITDA as net income adjusted to exclude (1) income tax expense, (2) interest (income) expense, net, (3) depreciation and amortization expense, and (4) amortization of customer relationship intangibles and trademarks. We define Adjusted EBITDA as EBITDA adjusted to exclude (1) expenses related to the RSI Acquisition and subsequent restructuring charges, (2) inventory step-up amortization due to the increase in the fair value of inventory acquired through the RSI Acquisition, (3) net gain on debt forgiveness and modification, (4) stock-based compensation expense, (5) gain/loss on asset disposals and (6) change in fair value of foreign exchange forward contracts. We believe Adjusted EBITDA, when presented in conjunction with comparable GAAP measures, is useful for investors because management uses Adjusted EBITDA in evaluating the performance of our business.

We define Adjusted EBITDA margin as Adjusted EBITDA as a percentage of net sales.

Adjusted EPS per diluted share

We use Adjusted EPS per diluted share in evaluating the performance of our business and profitability. Management believes that this measure provides useful information to investors by offering additional ways of viewing the Company's results by providing an indication of performance and profitability excluding the impact of unusual and/or non-cash items. We define Adjusted EPS per diluted share as diluted earnings per share excluding the per share impact of (1) expenses related to the RSI Acquisition and subsequent restructuring charges, (2) inventory step-up amortization due to the increase in the fair value of inventory acquired through the RSI Acquisition, (3) the amortization of customer relationship intangibles and trademarks, (4) net gain on debt forgiveness and modification, and (5) the tax benefit of RSI Acquisition expenses and subsequent restructuring charges, the inventory step-up amortization, the net gain on debt forgiveness and modification and the amortization of customer relationship intangibles and trademarks. The amortization of intangible assets is driven by the RSI Acquisition and will recur in future periods. Management has determined that excluding amortization of intangible assets from our definition of Adjusted EPS per diluted share will better help it evaluate the performance of our business and profitability and we have also received similar feedback from some of our investors regarding the same.

Free cash flow

To better understand trends in our business, we believe that it is helpful to subtract amounts for capital expenditures consisting of cash payments for property, plant and equipment and cash payments for investments in displays from cash flows from continuing operations which is how we define free cash flow. Management believes this measure gives investors an additional perspective on cash flow from operating activities in excess of amounts required for reinvestment. It also provides a measure of our ability to repay our debt obligations.

A reconciliation of these non-GAAP financial measures and the most directly comparable measures calculated and presented in accordance with GAAP are set forth in the following tables:

Reconciliation of EBITDA, Adjusted EBITDA and Adjusted EBITDA margin

(Dollars in thousands)	FISCAL YEARS ENDED APRIL 30,		
	2019	2018	2017
Net income (GAAP)	\$ 83,688	\$ 63,141	\$ 71,199
Add back:			
Income tax expense	27,200	31,619	37,726
Interest expense (income), net	35,652	13,054	(521)
Depreciation and amortization expense	45,446	28,671	18,682
Amortization of customer relationship intangibles and trademarks	49,000	16,333	—
EBITDA (Non-GAAP)	\$ 240,986	\$ 152,818	\$ 127,086
Add back:			
Acquisition related expenses (1)	4,118	12,902	2,686
Inventory step-up amortization (2)	—	6,334	—
Net gain on debt forgiveness and modification (3)	(5,266)	—	—
Stock-based compensation expense	3,040	3,097	3,469
Loss on asset disposal	1,973	615	444
Adjusted EBITDA (Non-GAAP)	\$ 244,851	\$ 175,766	\$ 133,685
Net Sales	\$ 1,645,319	\$ 1,250,274	\$ 1,030,248
Adjusted EBITDA margin (Non-GAAP)	14.9%	14.1%	13.0%

(1) Acquisition related expenses are comprised of expenses related to the RSI Acquisition and the subsequent restructuring charges that the Company incurred.

(2) The inventory step-amortization is the increase in the fair value of inventory acquired through the RSI Acquisition that was fully expensed when the inventory was sold in the quarter ended January 31, 2018.

(3) The Company had loans and interest forgiven relating to four separate economic development loans totaling \$5.5 million for fiscal year 2019 and the Company incurred \$0.3 million in loan modification expense with an amendment to the credit agreement during fiscal year 2019.

A reconciliation of EBITDA, Adjusted EBITDA and Adjusted EBITDA margin as projected for fiscal 2020 is not provided because we do not forecast net income as we cannot, without unreasonable effort, estimate or predict with certainty various components of net income.

Adjusted EPS per diluted share

(Dollars in thousands, except share and per share data)	FISCAL YEARS ENDED APRIL 30,		
	2019	2018	2017
Net income (GAAP)	\$ 83,688	\$ 63,141	\$ 71,199
Add back:			
Acquisition related expenses	4,118	12,902	2,686
Amortization of intangibles	49,000	16,333	—
Inventory step-up amortization	—	6,334	—
Net gain on debt forgiveness and modification	(5,266)	—	—
Tax benefit of add backs	(11,824)	(10,970)	(969)
Adjusted net income (Non-GAAP)	\$ 119,716	\$ 87,740	\$ 72,916
Weighted average diluted shares	17,330,419	16,744,705	16,398,240
Adjusted EPS per diluted share (Non-GAAP)	\$ 6.91	\$ 5.24	\$ 4.45
EPS per diluted share (GAAP)	\$ 4.83	\$ 3.77	\$ 4.34

Free cash flow

(Dollars in thousands)	FISCAL YEARS ENDED APRIL 30,		
	2019	2018	2017
Cash provided by operating activities	\$ 190,845	\$ 86,775	\$ 77,080
Less: capital expenditures (1)	39,385	49,893	25,531
Free cash flow	\$ 151,460	\$ 36,882	\$ 51,549

Outlook for Fiscal 2020

The Company tracks several metrics, including but not limited to housing starts, existing home sales, mortgage interest rates, new jobs growth, GDP growth and consumer confidence, which it believes are leading indicators of overall demand for kitchen and bath cabinetry. The Company believes that housing starts will continue to improve, driven by low unemployment rates and growth in new household formation. However, the Company expects that while the cabinet remodeling market will show modest improvement during fiscal 2020, it will continue to be below historical averages.

The Company expects that industry-wide cabinet remodeling sales will continue to be challenged until economic trends remain consistently favorable. Growth is expected at roughly low to mid-single digit rate during the Company's fiscal 2020. The Company's home center market share is expected to remain at normalized levels for fiscal 2020, however this is heavily dependent upon competitive promotional activity. The Company expects to continue to gain market share in its growing independent dealer and distributor channel.

Based on available information, it is expected that new residential construction starts will grow approximately 3 to 5% during fiscal 2020. The Company's new residential construction direct business is expected to increase at a faster rate than the market rate for single family housing starts due to continued share gains.

In total, the Company expects that it will grow sales at a mid-single digit rate in fiscal 2020. Margins will be challenged with increases in labor costs, raw materials, tariffs and transportation rates. With respect to the 301 Tariffs on goods imported from China, assuming the tariffs are maintained at the 25% levels, we could be exposed to approximately \$5-6 million of potential annual direct cost increases in addition to the original 10% tariffs. Our teams are working to mitigate the impact through supplier negotiations, supply chain repositioning, internal productivity measures and pricing action if required. Should the 301 tariffs expand to additional categories we would have an additional exposure of approximately \$4.0 million annually. The Company will also be negatively impacted by the move of one of our California facilities and incremental merchandising expenses. The Company expects adjusted EBITDA margins to decrease slightly for fiscal 2020.

Particleboard Supply

Due to a catastrophic fire at a key Southeast supplier plant in May 2019 and the supplier's subsequent decision to shutter operations over the next 90-days at two additional plants, the Company is currently experiencing a temporary disruption in supply of particleboard, a key input component to the build of our cabinetry. The Company is working diligently to qualify alternate and additional suppliers, and our product engineering team is working on acceptable product substitutions where performance of other materials will meet or exceed that of particleboard.

We expect stable supply lines for particleboard will once again be established around the end of the second quarter of fiscal 2020. In the interim, we may experience extended lead times on particleboard cabinet orders in our Northeast, Mid-Atlantic, Southeast and Gulf Regions. Management's current expectation on increased lead times is one to two weeks.

Management currently expects that these events will have a negative impact on at least our first and second quarters of fiscal 2020 as we expect the increased lead times to impact sales and our use of substituted materials instead of particleboard will increase our costs. Our results could be negatively impacted by product substitution costs and incremental transportation costs of \$1-\$3 million per quarter until fully resolved.

The Company maintains property insurance, including business interruption/dependent property coverage with a limit of \$5 million and extra expense with a limit of \$10 million that we believe will provide substantial coverage for certain of the losses arising from these events. The Company is working with its insurance carrier on this matter and the magnitude and timing of the ultimate settlement is currently unknown. We expect the level of insurance proceeds will cover a substantial portion of the losses we incur due to these events, but there can be no assurance that we will ultimately be able to collect such amounts and such collection may occur in a different reporting period from the reporting period where we experience losses due to these events.

Additional risks and uncertainties that could affect the Company's results of operations and financial condition are discussed elsewhere in this annual report, including under "Forward-Looking Statements," and elsewhere in "Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as under Item 1A. "Risk Factors" and Item 7A. "Quantitative and Qualitative Disclosures about Market Risk."

Liquidity and Capital Resources

The RSI Acquisition significantly affected the Company's financial condition, liquidity and cash flow. See Note B -- *Acquisition of RSI Home Products, Inc. (the "RSI Acquisition")* for a table detailing the purchase price. The Company's cash and cash equivalents and investments in certificates of deposit totaled \$59.2 million at April 30, 2019, representing a \$28.7 million decrease from its April 30, 2018 levels. At April 30, 2019, total long-term debt (including current maturities) was \$691.5 million, a decrease of \$122.5 million from its balance at April 30, 2018. The Company's ratio of long-term debt to total capital was 52.6% at April 30, 2019, compared with 58.2% at April 30, 2018. The Company's main source of liquidity is its cash and cash equivalents on hand and cash generated from its operating activities.

The Company can also borrow up to \$100 million under the Revolving Facility. Approximately \$93.3 million was available under this facility as of April 30, 2019.

The Company borrowed \$250 million under the Initial Term Loan on December 29, 2017 in connection with the closing of the RSI Acquisition and borrowed an additional \$250 million under the Delayed Draw Term Loan on February 12, 2018 in connection with the refinancing of the RSI Notes. Amounts outstanding under the Credit Facilities bear interest based on a fluctuating rate measured by reference to either, at the Company's option, a base rate plus an applicable margin or LIBOR plus an applicable

margin, with the applicable margin being determined by reference to the Company's then-current "Total Funded Debt to EBITDA Ratio." The Company also incurs a quarterly commitment fee on the average daily unused portion of the Revolving Facility during the applicable quarter at a rate per annum also determined by reference to the Company's then-current "Total Funded Debt to EBITDA Ratio." As of April 30, 2019, the applicable margin with respect to base rate loans and LIBOR loans was 0.75% and 1.75%, respectively, and the commitment fee was 0.20%.

The Company began repaying the aggregate outstanding amounts under its initial term loan facility and the delayed draw term loan facility in certain specified quarterly installments on April 30, 2018. The Credit Facilities mature on December 29, 2022.

On February 12, 2018, the Company issued \$350 million in aggregate principal amount of the Senior Notes and utilized the proceeds of such issuance, together with the borrowings under the Delayed Draw Term Loan as discussed above and cash on hand, to fund the refinancing of the RSI Notes, which were acquired as part of the RSI Acquisition - See Note B -- *Acquisition of RSI Home Products, Inc. (the "RSI Acquisition")*.

The credit agreement governing the Company's credit facilities and the indenture governing the Senior Notes restrict the ability of the Company and certain of the Company's subsidiaries to, among other things, incur additional indebtedness, create additional liens, make certain investments, dispose of assets or engage in a merger or consolidation, engage in certain transactions with affiliates, and make certain restricted payments, including the payment of dividends or the repurchase or redemption of stock, subject, in each case, to the various exceptions and conditions described in the credit agreement and the indenture. See Note G --*Notes Payable and Long-Term Debt* for a discussion of our compliance with the covenants in the credit agreement and the indenture.

OPERATING ACTIVITIES

Cash provided by operating activities in fiscal 2019 was \$190.8 million, compared with \$86.8 million in fiscal 2018. The increase in the Company's cash from operating activities was driven primarily by an increase in net income excluding non-cash items (primarily depreciation and amortization), lower pension contributions in excess of expense, and a decrease in customer receivables which was partially offset by an increase in inventories and other accrued expenses.

Cash provided by operating activities in fiscal 2018 was \$86.8 million, compared with \$77.1 million in fiscal 2017. The increase in the Company's cash from operating activities was driven primarily by an increase in net income excluding non-cash items (primarily depreciation and amortization and changes in deferred taxes), which was partially offset by an increase in customer and income tax receivables.

On November 28, 2018, the Board approved up to \$5.0 million of discretionary funding to reduce its defined benefit pension liabilities. The Company made aggregate contributions of \$7.3 million to its pension plans during fiscal 2019, including the \$5.0 million of discretionary funding.

On August 24, 2017, the Board approved up to \$13.6 million of discretionary funding to reduce its defined benefit pension liabilities. The Company made aggregate contributions of \$19.3 million to its pension plans during fiscal 2018, including the \$13.6 million of discretionary funding.

On August 25, 2016, the Board approved up to \$20 million of discretionary funding to reduce its defined benefit pension liabilities. The Company made aggregate contributions of \$27.3 million to its pension plans during fiscal 2017, including the \$20.0 million of discretionary funding during fiscal 2017.

INVESTING ACTIVITIES

The Company's investing activities primarily consist of capital expenditures and investments in promotional displays. Net cash used by investing activities in fiscal 2019 was \$37.9 million, compared with \$44.3 million in fiscal 2018 and \$53.7 million in fiscal 2017. Investments in property, plant and equipment for fiscal 2019 were \$32.1 million, compared with \$47.6 million in fiscal 2018 and \$21.8 million in fiscal 2017. Investments in promotional displays were \$7.3 million in fiscal 2019, compared with \$2.3 million in fiscal 2018 and \$3.7 million in fiscal 2017.

On November 30, 2016 the Board approved the construction of a new corporate headquarters in Winchester, Virginia. The new space has consolidated employees that previously occupied four buildings in Winchester, Virginia and Frederick County, Virginia, during the fourth quarter of fiscal 2018. During fiscal 2019, 2018 and 2017, approximately \$6.7 million, \$21.1 million and \$3.0 million, respectively, was spent related to the new corporate headquarters.

During fiscal 2019, the Company's decrease in net cash used for investing activities was primarily driven by lower payments to acquire property, plant and equipment.

FINANCING ACTIVITIES

The Company realized a net outflow of \$173.7 million from financing activities in fiscal 2019 compared with a net outflow of \$141.0 million in fiscal 2018, and a net outflow of \$20.8 million in fiscal 2017. During fiscal 2019, \$122.2 million was used to repay long-term debt, compared with approximately \$96.6 million in fiscal 2018 and \$11.7 million in fiscal 2017.

Under a stock repurchase authorization approved by its Board on November 30, 2016, the Company was authorized to purchase up to \$50 million of the Company's common shares. The Board suspended the Company's stock repurchase program in conjunction with the RSI Acquisition. On August 23, 2018, the Board reinstated the program. On November 28, 2018, the Board authorized an additional stock repurchase program of up to \$14 million of the Company's common shares. This authorization is in addition to the stock repurchase program authorized on November 30, 2016. Management funded share repurchases using available cash and cash generated from operations. Repurchased shares became authorized but unissued common shares. At April 30, 2019, no funds remained from the amounts authorized by the Board to repurchase the Company's common shares. The Company purchased a total of 745,232 common shares, for an aggregate purchase price of \$50.0 million, during fiscal 2019 under the authorizations pursuant to a repurchase plan intended to comply with the requirements of Rule 10b5-1 and Rule 10b-18 under the Securities Exchange Act of 1934, as amended. The Company also repurchased \$29.0 million during fiscal 2018 and \$13.4 million during fiscal 2017.

Cash flow from operations combined with accumulated cash and cash equivalents on hand are expected to be more than sufficient to support forecasted working capital requirements, service existing debt obligations and fund capital expenditures for fiscal 2020.

The timing of the Company's contractual obligations (excluding interest) as of April 30, 2019 is summarized in the table below:

(in thousands)	FISCAL YEARS ENDED APRIL 30				
	Total Amounts	2020	2021-2022	2023-2024	2025 and Thereafter
Term Loans	\$ 340,000	\$ —	\$ 27,500	\$ 312,500	\$ —
The Senior Notes	350,000	—	—	—	350,000
Capital lease obligations	6,645	2,285	2,825	1,369	166
Other long-term debt	6,660	—	—	76	6,584
Operating lease obligations	107,388	17,943	30,084	20,490	38,871
Total	\$ 810,693	\$ 20,228	\$ 60,409	\$ 334,435	\$ 395,621

SEASONALITY

Our business has been subject to seasonal influences, with higher sales typically realized in our first and fourth fiscal quarters. General economic forces and changes in our customer mix have reduced seasonal fluctuations in revenue over the past few years. The costs of the Company's products are subject to inflationary pressures and commodity price fluctuations. The Company has generally been able over time to recover the effects of inflation and commodity price fluctuations through sales price increases.

For additional discussion of risks that could affect the Company and its business, see "Forward-Looking Statements" above, as well as Item 1A. "Risk Factors" and Item 7A. "Quantitative and Qualitative Disclosures About Market Risk."

OFF-BALANCE SHEET ARRANGEMENTS

As of April 30, 2019 and 2018, the Company had no off-balance sheet arrangements.

CRITICAL ACCOUNTING POLICIES

Management has chosen accounting policies that are necessary to give reasonable assurance that the Company's operational results and financial position are accurately and fairly reported. The significant accounting policies of the Company are disclosed in Note A to the Consolidated Financial Statements included in this annual report. The following discussion addresses the accounting

policies that management believes have the greatest potential impact on the presentation of the financial condition and operating results of the Company for the periods being reported and that require the most judgment.

Management regularly reviews these critical accounting policies and estimates with the Audit Committee of the Board.

Revenue Recognition. The Company utilizes signed sales agreements that provide for transfer of title to the customer at the time of shipment or upon delivery based on the contractual terms. The Company must estimate the amount of sales that have been transferred to third-party carriers but not delivered to customers as the carriers are not able to report real-time what has been delivered and thus there is a delay in reporting to the Company. The estimate is calculated using a lag factor determined by analyzing the actual difference between shipment date and delivery date of orders over the past 12 months. Revenue is only recognized on those shipments which the Company believes have been delivered to the customer.

The Company recognizes revenue based on the invoice price less allowances for sales returns, cash discounts and other deductions as required under U.S. GAAP. Collection is reasonably assured as determined through an analysis of accounts receivable data, including historical product returns and the evaluation of each customer's ability to pay. Allowances for sales returns are based on the historical relationship between shipments and returns. The Company believes that its historical experience is an accurate reflection of future returns.

Self Insurance. The Company is self-insured for certain costs related to employee medical coverage, workers' compensation liability, general liability, auto liability and property insurance. The Company maintains stop-loss coverage with third-party insurers to limit total exposure. The Company establishes a liability at each balance sheet date based on estimates for a variety of factors that influence the Company's ultimate cost. In the event that actual experience is substantially different from the estimates, the financial results for the period could be adversely affected. The Company believes that the methodologies used to estimate insurance liabilities are an accurate reflection of the liabilities as of the date of the balance sheets.

Pensions. The Company has two non-contributory defined benefit pension plans covering many of the Company's employees hired prior to April 30, 2012. Effective April 30, 2012, the Company froze all future benefit accruals under the Company's hourly and salaried defined benefit pension plans.

The estimated expense, benefits and pension obligations of these plans are determined using various assumptions. The most significant assumptions are the long-term expected rate of return on plan assets and the discount rate used to determine the present value of the pension obligations. The long-term expected rate of return on plan assets reflects the current mix of the plan assets invested in equities and bonds.

The following is a summary of the potential impact of a hypothetical 1% change in actuarial assumptions for the discount rate, expected return on plan assets and consumer price index:

(in millions)	IMPACT OF 1% INCREASE	IMPACT OF 1% DECREASE
(decrease) increase		
Effect on annual pension expense	\$ (1.6)	\$ 1.5
Effect on projected pension benefit obligation	\$ (21.1)	\$ 26.4

Pension expense for fiscal 2019 and the assumptions used in that calculation are presented in Note J of the Consolidated Financial Statements. At April 30, 2019, the weighted average discount rate was 4.02% compared with 4.18% at April 30, 2018. The expected return on plan assets was 5.5% for the year ended April 30, 2019 and 6.5% for the year ended April 30, 2018. The rate of compensation increase is not applicable for periods beyond April 30, 2012 because the Company froze its pension plans as of that date.

The projected performance of the Company's pension plans is largely dependent on the assumptions used to measure the obligations of the plans and to estimate future performance of the plans' invested assets. Over the past two measurement periods, the most material deviations between results based on assumptions and the actual plan performance have resulted from changes to the discount rate used to measure the plans' benefit obligations and the actual return on plan assets. Accounting guidelines require the discount rate to be set to a current market rate at each annual measurement date.

The Company strives to balance expected long-term returns and short-term volatility of pension plan assets. Favorable and unfavorable differences between the assumed and actual returns on plan assets are generally amortized over a period no longer

than the average life expectancy of the plans' active participants. The actual rates of return on plan assets realized, net of investment manager fees, were 7.0%, 3.5% and 10.3% for fiscal 2019, 2018 and 2017, respectively.

The fair value of plan assets at April 30, 2019 was \$169.5 million compared with \$156.5 million at April 30, 2018. The Company's plan assets exceeded the projected benefit obligation by \$0.7 million in fiscal 2019 and the projected benefit obligation exceeded plan assets by \$7.0 million in fiscal 2018. The \$7.7 million decrease in the Company's unfunded position during fiscal 2019 was primarily driven by the Company's \$7.3 million contributions. The Company expects its pension benefit to increase from \$0.6 million in fiscal 2019 to \$0.7 million in fiscal 2020, due primarily to a decrease in the expected interest cost, partially offset by a decrease in the expected long-term rate of return from 5.5% to 5.0%. The Company expects to contribute \$0.5 million to its pension plans in fiscal 2020, which represents discretionary funding. The Company made contributions of \$7.3 million to its pension plans in fiscal 2019.

Goodwill and Other Intangible Assets. Goodwill represents the excess of purchase price over the fair value of net assets acquired. The Company does not amortize goodwill but evaluates for impairment annually, or whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

In accordance with the accounting standards, an entity has the option first to assess qualitative factors to determine whether events and circumstances indicate that it is more likely than not that goodwill is impaired. If after such assessment an entity concludes that the asset is not impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the asset using a quantitative impairment test, and if impaired, the associated assets must be written down to fair value. There were no impairment charges related to goodwill for the fiscal years ended 2019 and 2018.

The Company amortizes the cost of other intangible assets over their estimated useful lives, which range from three to six years, unless such lives are deemed indefinite. There were no impairment charges related to other intangible assets for the fiscal years ended 2019 and 2018.

RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers: Topic 606." ASU 2014-09 supersedes the revenue recognition requirements in "Accounting Standard Codification 605 - Revenue Recognition" and most industry-specific guidance. The standard requires that entities recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. ASU 2014-09 permits the use of either the retrospective or cumulative effect transition method. In August 2015, the FASB issued ASU No. 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date." ASU 2015-14 defers the effective date of ASU 2014-09 by one year to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that period. The Company adopted ASU 2014-09 as of May 1, 2018 and for periods thereafter using the modified retrospective approach, which was applied to all contracts not completed as of May 1, 2018. The cumulative effect of adopting the new revenue standard was not material. The comparative financial information has not been restated and continues to be reported under the accounting standards in effect for those periods. The adoption of this standard did not have a material impact on the twelve month periods ended April 30, 2019 and the Company does not expect it to have a material impact on revenue or net income on an ongoing basis. See Note A -- *Summary of Significant Account Policies* for further information.

In February 2016, the FASB issued ASU 2016-02, which requires lessees to recognize almost all leases on their balance sheet as a "right-of-use" asset and lease liability but recognize related expenses in a manner similar to current accounting. The guidance also eliminates current real estate-specific provisions for all entities. In January 2018, the FASB issued ASU 2018-01, which clarifies the application of the new leases guidance to land easements. In July 2018, the FASB issued ASU 2018-10 and ASU 2018-11, which clarify certain guidance included in ASU 2016-02 and introduces a new optional transition method. The standard is effective for annual periods beginning after December 15, 2018. The standard provides for the option to elect a package of practical expedients upon adoption. The Company intends to adopt the standard on May 1, 2019 and plans to elect the package of practical expedients to not reassess prior conclusions related to contracts containing leases, lease classification and initial direct costs and is evaluating the other practical expedients available under the guidance. The Company expects expanded financial statement note disclosure in addition to recognizing a right-of-use asset and lease liability for its operating leases on the balance sheet. In preparation for the adoption of the standard, the Company has procured a third-party software to track and manage the leases. Based on leases outstanding at April 30, 2019, the Company estimates the operating lease right-of-use asset and lease liability would have been in the range of \$95 million to \$115 million. The Company continues to evaluate the impacts of the pending adoption. As such, the Company's preliminary assessments are subject to change.

In March 2017, the FASB issued ASU No. 2017-07, "Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." ASU 2017-07 requires an employer to disaggregate the service cost component from the other components of net benefit (income) cost. The other components of net benefit (income) cost are required to be presented in the income statement separately from the service cost component and outside of operating income. The amendments also allow only the service cost component of net benefit (income) cost to be eligible for capitalization. The amendments in this ASU are effective for fiscal years beginning after December 15, 2017. The amendments in this ASU should be applied (1) retrospectively for the presentation of the service cost component and the other components of net periodic pension (income) cost and net periodic postretirement benefit (income) cost on the income statement, and (2) prospectively, on and after the effective date, for the capitalization of the service cost component of net periodic pension (income) cost and net periodic postretirement benefit (income) cost in assets. The Company adopted ASU 2017-07 as of May 1, 2018 and for periods thereafter using the retrospective approach. The adoption of this standard resulted in immaterial reclassifications from operating income in prior periods. The Company does not expect the adoption of this standard to have a material effect on our financial statements on an ongoing basis.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The costs of the Company's products are subject to inflationary pressures and commodity price fluctuations. The Company has generally been able, over time, to recover the effects of inflation and commodity price fluctuations through sales price increases.

Our revolving credit facility, initial term loan facility and delayed draw term loan facility, include a variable interest rate component. As a result, we are subject to interest rate risk with respect to such floating-rate debt. A 100 basis point increase in the variable interest rate component of our borrowings as of April 30, 2019 would increase our annual interest expense by approximately \$3.4 million.

The Company does not currently use commodity or interest rate derivatives or similar financial instruments to manage its commodity price or interest rate risks.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

CONSOLIDATED BALANCE SHEETS

	APRIL 30	
(in thousands, except share and per share data)	2019	2018
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 57,656	\$ 78,410
Investments - certificates of deposit	1,500	8,000
Customer receivables, net	125,901	136,355
Inventories	108,528	104,801
Income taxes receivable	1,009	25,996
Prepaid expenses and other	11,441	10,805
Total Current Assets	306,035	364,367
Property, plant and equipment, net	208,263	218,102
Investments - certificates of deposit	—	1,500
Customer relationships intangibles, net	213,111	258,778
Trademarks, net	5,555	8,889
Goodwill, net	767,612	767,451
Promotional displays, net	13,058	12,189
Deferred income taxes	773	732
Other assets	15,524	13,337
TOTAL ASSETS	\$ 1,529,931	\$ 1,645,345
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$ 61,277	\$ 71,096
Current maturities of long-term debt	2,286	4,143
Accrued compensation and related expenses	54,906	48,682
Accrued marketing expenses	12,979	19,289
Other accrued expenses	18,142	27,245
Total Current Liabilities	149,590	170,455
Long-term debt, less current maturities	689,205	809,897
Deferred income taxes	64,749	71,563
Defined benefit pension liabilities	—	6,960
Other long-term liabilities	6,034	4,805
Shareholders' Equity		
Preferred stock, \$1.00 par value; 2,000,000 shares authorized, none issued	—	—
Common stock, no par value; 40,000,000 shares authorized; issued and outstanding shares: at April 30, 2019: 16,849,026, at April 30, 2018: 17,503,922	352,424	361,158
Retained earnings	317,420	269,576
Accumulated other comprehensive loss - Defined benefit pension plans	(49,491)	(49,069)
Total Shareholders' Equity	620,353	581,665
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 1,529,931	\$ 1,645,345

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except per share data)	FISCAL YEARS ENDED APRIL 30		
	2019	2018	2017
Net sales	\$ 1,645,319	\$ 1,250,274	\$ 1,030,248
Cost of sales and distribution	1,298,846	994,871	805,612
Gross Profit	346,473	255,403	224,636
Selling and marketing expenses	89,875	77,843	70,979
General and administrative expenses	112,917	69,855	45,419
Restructuring charges, net	1,987	—	—
Operating Income	141,694	107,705	108,238
Interest expense (income), net	35,652	13,054	(521)
Other (income) expense	(4,846)	(109)	(166)
Income Before Income Taxes	110,888	94,760	108,925
Income tax expense	27,200	31,619	37,726
Net Income	\$ 83,688	\$ 63,141	\$ 71,199
SHARE INFORMATION			
Earnings per share			
Basic	\$ 4.84	\$ 3.80	\$ 4.38
Diluted	\$ 4.83	\$ 3.77	\$ 4.34

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)	FISCAL YEARS ENDED APRIL 30		
	2019	2018	2017
Net income	\$ 83,688	\$ 63,141	\$ 71,199
Other comprehensive income (loss) net of tax:			
Change in pension benefits, net of deferred taxes of \$(190), \$(50), and \$(4,391) respectively	(422)	88	6,868
Total Comprehensive Income	\$ 83,266	\$ 63,229	\$ 78,067

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(in thousands, except share data)	COMMON STOCK		RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE LOSS	TOTAL SHAREHOLDERS' EQUITY
	SHARES	AMOUNT			
Balance, May 1, 2016	16,244,041	\$ 163,290	\$ 164,756	\$ (47,285)	\$ 280,761
Net income	—	—	71,199	—	71,199
Other comprehensive income, net of tax	—	—	—	6,868	6,868
Stock-based compensation	—	3,469	—	—	3,469
Exercise of stock-based compensation awards, net of amounts withheld for taxes	122,772	633	—	—	633
Stock repurchases	(178,118)	(1,483)	(11,924)	—	(13,407)
Employee benefit plan contributions	44,080	2,926	—	—	2,926
Balance, April 30, 2017	16,232,775	\$ 168,835	\$ 224,031	\$ (40,417)	\$ 352,449
Net income	—	—	63,141	—	63,141
Adoption of ASU 2018-02	—	—	8,740	(8,740)	—
Other comprehensive income, net of tax	—	—	—	88	88
Stock-based compensation	—	3,097	—	—	3,097
Exercise of stock-based compensation awards, net of amounts withheld for taxes	86,927	(1,513)	—	—	(1,513)
Stock issuance related to acquisition	1,457,568	189,849	—	—	189,849
Stock repurchases	(309,612)	(2,664)	(26,336)	—	(29,000)
Employee benefit plan contributions	36,264	3,554	—	—	3,554
Balance, April 30, 2018	17,503,922	\$ 361,158	\$ 269,576	\$ (49,069)	\$ 581,665
Net income	—	—	83,688	—	83,688
Other comprehensive loss, net of tax	—	—	—	(422)	(422)
Stock-based compensation	—	3,040	—	—	3,040
Exercise of stock-based compensation awards, net of amounts withheld for taxes	48,928	(1,241)	—	—	(1,241)
Stock repurchases	(745,232)	(14,156)	(35,844)	—	(50,000)
Employee benefit plan contributions	41,408	3,623	—	—	3,623
Balance, April 30, 2019	16,849,026	\$ 352,424	\$ 317,420	\$ (49,491)	\$ 620,353

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FISCAL YEARS ENDED APRIL 30

(in thousands)

2019

2018

2017

OPERATING ACTIVITIES

	\$	83,688	\$	63,141	\$	71,199
Net income						
Adjustments to reconcile net income to net cash and cash equivalents provided by operating activities:						
Depreciation and amortization		94,446		45,004		18,682
Net loss on disposal of property, plant and equipment		1,973		615		444
Amortization of debt issuance costs		2,724		—		—
Loss on extinguishment of debt		—		257		—
Gain on insurance recoveries		(580)		—		—
Stock-based compensation expense		3,040		3,097		3,469
Deferred income taxes		(7,805)		21,404		9,899
Pension contributions in excess of expense		(7,875)		(20,928)		(27,840)
Net gain on debt forgiveness and modification		(5,266)		—		—
Contributions of employer stock to employee benefit plan		3,623		3,554		2,926
Other non-cash items		916		14		318
Changes in operating assets and liabilities (net of acquired assets and liabilities):						
Customer receivables		9,719		(18,786)		(7,780)
Inventories		(4,852)		2,802		(4,925)
Income taxes receivable		26,357		(7,295)		—
Prepaid expenses and other assets		(5,172)		(7,492)		(207)
Accounts payable		(4,775)		(858)		6,301
Accrued compensation and related expenses		6,225		(2,525)		773
Marketing and other accrued expenses		(5,541)		4,771		3,821
Net Cash Provided by Operating Activities		190,845		86,775		77,080

INVESTING ACTIVITIES

Payments to acquire property, plant and equipment		(32,128)		(47,590)		(21,811)
Proceeds from sales of property, plant and equipment		64		27		37
Proceeds from insurance recoveries		580		—		—
Acquisition of business, net of cash acquired		(7,182)		(57,200)		—
Purchases of certificates of deposit		—		(25,000)		(85,000)
Maturities of certificates of deposit		8,000		87,750		56,750
Investment in promotional displays		(7,257)		(2,303)		(3,720)
Net Cash Used by Investing Activities		(37,923)		(44,316)		(53,744)

FINANCING ACTIVITIES

Payments of long-term debt		(122,205)		(96,572)		(11,731)
Proceeds from long-term debt		—		734		3,477
Proceeds from issuance of common stock and other		500		1,289		2,366
Repurchase of common stock		(50,000)		(29,000)		(13,407)
Withholding of employee taxes related to stock-based compensation		(1,739)		(2,803)		(1,734)

(in thousands)	FISCAL YEARS ENDED APRIL 30		
	2019	2018	2017
Debt issuance cost	(232)	(14,675)	—
Notes receivable, net	—	—	208
Net Cash Used by Financing Activities	(173,676)	(141,027)	(20,821)
Net (Decrease) Increase in Cash and Cash Equivalents	(20,754)	(98,568)	2,515
Cash and Cash Equivalents, Beginning of Year	78,410	176,978	174,463
Cash and Cash Equivalents, End of Year	\$ 57,656	\$ 78,410	\$ 176,978
Supplemental cash flow information:			
Non-cash investing and financing activities:			
Long-term debt related to funding acquisition	\$ —	\$ 300,000	\$ —
Long-term debt issued to satisfy outstanding debt	\$ —	\$ 600,000	\$ —
Long-term debt satisfied from issuance of debt	\$ —	\$ (602,750)	\$ —
Stock issuance in connection with acquisition	\$ —	\$ 189,849	\$ —
Property, plant and equipment	\$ 1,331	\$ 5,530	\$ —
Net other assets and liabilities related to acquisition	\$ —	\$ 7,169	\$ —
Cash paid during the period for:			
Interest	\$ 35,908	\$ 5,919	\$ 596
Income taxes	\$ 22,035	\$ 18,219	\$ 27,302

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note A -- Summary of Significant Accounting Policies

American Woodmark Corporation ("American Woodmark," the "Company," "we," "our" or "us") manufactures and distributes kitchen, bath and home organization products for the remodeling and new home construction markets. Its products are sold on a national basis directly to home centers, and builders and through a network of independent dealers and distributors. The Company operates within a single reportable segment primarily within the U.S.; long-lived assets and sales outside the U.S. are not significant.

The following is a description of the Company's significant accounting policies:

Principles of Consolidation and Basis of Presentation: The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

Revenue Recognition: Our principal performance obligations are the sale of kitchen, bath and home organization products. The Company recognizes revenue as control of our products is transferred to our customers, which is at the time of shipment or upon delivery based on the contractual terms with our customers. Revenue is measured as the amount of consideration we expect to receive in exchange for transferring goods to our customers. Payment terms on our product sales normally range from 30 to 90 days. Taxes assessed by a governmental authority that we collect are excluded from revenue. The expected costs associated with our contractual warranties will continue to be recognized as expense when the products are sold. See Note M--*Commitments and Contingencies* for further discussion.

When revenue is recognized, we record estimates to reduce revenue for customer programs and incentives in order to determine that amount of consideration the Company will ultimately be entitled to receive. Customer programs and incentives are considered variable consideration, and include price discounts, volume-based incentives, promotions and cooperative advertising. The Company includes variable consideration in revenue only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the variable consideration is resolved. This determination is made based upon known customer program and incentive offerings at the time of sale, and expected sales volume forecasts as it relates to our volume-based incentives. This determination is updated each reporting period. In addition, for certain customer program incentives, we receive an identifiable benefit (goods or services) in exchange for the consideration given and record the associated expenditure in selling, general and administrative expenses.

We account for shipping and handling costs that occur before the customer has obtained control of a product as a fulfillment activity rather than as a promised service. These costs are classified within costs of sales and distribution.

Cost of Sales and Distribution: Cost of sales and distribution includes all costs associated with the manufacture and distribution of the Company's products including the costs of shipping and handling.

Advertising Costs: Advertising costs are expensed as incurred. Advertising expenses for fiscal years 2019, 2018 and 2017 were \$38.9 million, \$40.1 million and \$41.0 million, respectively.

Cash and Cash Equivalents: Cash in excess of operating requirements is invested in money market accounts which are carried at cost (which approximates fair value). The Company considers all highly liquid short-term investments with an original maturity of three months or less when purchased to be cash equivalents.

Investments in Certificates of Deposit: Certificates of deposit are carried at cost (which approximates fair value). Certificates of deposit with original maturities greater than three months and remaining maturities less than one year are classified as current assets. Certificates of deposit with remaining maturities greater than one year are classified as long-term assets.

Inventories: Inventories are stated at lower of cost or market. Inventory costs are determined by the last-in, first-out ("LIFO") method and for certain subsidiaries by the first-in, first-out ("FIFO") method.

The LIFO cost reserve is determined in the aggregate for inventory and is applied as a reduction to inventories determined on the FIFO method. FIFO inventory cost approximates replacement cost.

Property, Plant and Equipment: Property, plant and equipment is stated on the basis of cost less accumulated depreciation. Depreciation is provided by the straight-line method over the estimated useful lives of the related assets, which range from 15 to 30 years for buildings and improvements and 3 to 12 years for machinery and equipment. Assets under capital leases are amortized over the shorter of their estimated useful lives or the term of the related lease.

Impairment of Long-Lived Assets: The Company reviews its long-lived assets for impairment when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. During fiscal years 2019, 2018 and 2017, the Company concluded no impairment existed.

Goodwill and Other Intangible Assets: Goodwill represents the excess of purchase price over the fair value of net assets acquired. The Company does not amortize goodwill but evaluates for impairment annually, or whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

In accordance with the accounting standards, an entity has the option first to assess qualitative factors to determine whether events and circumstances indicate that it is more likely than not that goodwill is impaired. If after such assessment an entity concludes that the asset is not impaired, the entity is not required to take further action. However, if an entity concludes otherwise, it is required to determine the fair value of the asset using a quantitative impairment test, and if impaired, the associated assets must be written down to fair value. During fiscal years 2019, 2018 and 2017, the Company concluded no impairment existed.

Intangible assets consist of customer relationship intangibles and trademarks. The Company amortizes the cost of other intangible assets over their estimated useful lives, which range from three to six years, unless such lives are deemed indefinite. During fiscal years 2019, 2018 and 2017, the Company concluded no impairment existed.

Promotional Displays: The Company invests in promotional displays in retail stores to demonstrate product features, product and quality specifications and to serve as a training tool for retail kitchen designers. The Company invests in these long-lived productive assets to provide the aforementioned benefits. The Company's investment in promotional displays is carried at cost less applicable amortization. Amortization is provided by the straight-line method on an individual display basis over periods of 24 to 60 months (the estimated period of benefit). Promotional display amortization expense for fiscal years 2019, 2018 and 2017 was \$6.4 million, \$4.5 million and \$3.4 million, respectively, and is included in selling and marketing expenses.

Income Taxes: The Company accounts for deferred income taxes utilizing the asset and liability method, whereby deferred tax assets and liabilities are recognized based on the tax effects of temporary differences between the financial statement amounts and the tax basis of assets and liabilities, using enacted tax rates in effect for the year in which these items are expected to reverse. At each reporting date, the Company evaluates the need for a valuation allowance to adjust deferred tax assets and liabilities to an amount that more likely than not will be realized.

Pensions: The Company has two non-contributory defined benefit pension plans covering many of the Company's employees hired before April 30, 2012. Both defined benefit pension plans were frozen effective April 30, 2012. The Company recognizes the overfunded or underfunded status of its defined benefit pension plans, measured as the difference between the fair value of plan assets and the benefit obligation, in its consolidated balance sheets. The Company also recognizes the actuarial gains and losses and the prior service costs, credits and transition costs as a component of other comprehensive income (loss), net of tax.

Stock-Based Compensation: The Company recognizes stock-based compensation expense based on the grant date fair value over the requisite service period. The Company records the expense for stock-based compensation awards subject to performance-based criteria vesting over the remaining service period when the Company determines that achievement of the performance criteria is probable. The Company evaluates when the achievement of performance-based criteria is probable based on the expected satisfaction of the performance criteria at each reporting date.

Self Insurance: The Company is self-insured for certain costs related to employee medical coverage, workers' compensation liability, general liability, auto liability and property insurance. The Company maintains stop-loss coverage with third-party insurers to limit total exposure. The Company establishes a liability at each balance sheet date based on estimates for a variety of factors that influence the Company's ultimate cost. In the event that actual experience is substantially different from the estimates, the financial results for the period could be adversely affected. The Company believes that the methodologies used to estimate insurance liabilities are an accurate reflection of the liabilities as of the date of the balance sheet.

Recent Accounting Pronouncements: In May 2014, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers: Topic 606." ASU 2014-09 supersedes the revenue recognition requirements in "Accounting Standard Codification 605 - Revenue Recognition" and most industry-specific guidance. The standard requires that entities recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. ASU 2014-09 permits the use of either the retrospective or cumulative effect transition method. In August 2015, the FASB issued ASU No. 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date." ASU 2015-14 defers the effective date of ASU 2014-09 by one year to annual reporting periods beginning after December 15, 2017, including interim

reporting periods within that period. The Company adopted ASU 2014-09 as of May 1, 2018 and for periods thereafter using the modified retrospective approach, which was applied to all contracts not completed as of May 1, 2018. The cumulative effect of adopting the new revenue standard was not material. The comparative financial information has not been restated and continues to be reported under the accounting standards in effect for those periods. The adoption of this standard did not have a material impact on the twelve month period ended April 30, 2019 and the Company does not expect it to have a material impact on revenue or net income on an ongoing basis. See "Revenue Recognition" above for further information.

In February 2016, the FASB issued ASU 2016-02, which requires lessees to recognize almost all leases on their balance sheet as a "right-of-use" asset and lease liability but recognize related expenses in a manner similar to current accounting. The guidance also eliminates current real estate-specific provisions for all entities. In January 2018, the FASB issued ASU 2018-01, which clarifies the application of the new leases guidance to land easements. In July 2018, the FASB issued ASU 2018-10 and ASU 2018-11, which clarify certain guidance included in ASU 2016-02 and introduces a new optional transition method. The standard is effective for annual periods beginning after December 15, 2018. The standard provides for the option to elect a package of practical expedients upon adoption. The Company intends to adopt the standard on May 1, 2019 and plans to elect the package of practical expedients to not reassess prior conclusions related to contracts containing leases, lease classification and initial direct costs and is evaluating the other practical expedients available under the guidance. The Company expects expanded financial statement note disclosure in addition to recognizing a right-of-use asset and lease liability for its operating leases on the balance sheet. In preparation for the adoption of the standard, the Company has procured a third-party software to track and manage the leases. Based on leases outstanding at April 30, 2019, the Company estimates the operating lease right-of-use asset and lease liability would have been in the range of \$95 million to \$115 million. The Company continues to evaluate the impacts of the pending adoption. As such, the Company's preliminary assessments are subject to change.

In March 2017, the FASB issued ASU No. 2017-07, "Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." ASU 2017-07 requires an employer to disaggregate the service cost component from the other components of net benefit (income) cost. The other components of net benefit (income) cost are required to be presented in the income statement separately from the service cost component and outside of operating income. The amendments also allow only the service cost component of net benefit (income) cost to be eligible for capitalization. The amendments in this ASU are effective for fiscal years beginning after December 15, 2017. The amendments in this ASU should be applied (1) retrospectively for the presentation of the service cost component and the other components of net periodic pension (income) cost and net periodic postretirement benefit (income) cost on the income statement, and (2) prospectively, on and after the effective date, for the capitalization of the service cost component of net periodic pension (income) cost and net periodic postretirement benefit (income) cost in assets. The Company adopted ASU 2017-07 as of May 1, 2018 and for periods thereafter using the retrospective approach. The adoption of this standard resulted in immaterial reclassifications from operating income in prior periods. The Company does not expect the adoption of this standard to have a material effect on our financial statements on an ongoing basis.

Use of Estimates: The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during each reporting period. Actual results could differ from those estimates.

Reclassifications: Certain reclassifications have been made to prior period balances to conform to the current year presentation.

Note B -- Acquisition of RSI Home Products, Inc. (the "RSI Acquisition")

On November 30, 2017, American Woodmark, Alliance Merger Sub, Inc. ("Merger Sub"), RSI and Ronald M. Simon, as the RSI stockholder representative, entered into a merger agreement (the "Merger Agreement") pursuant to which the parties agreed to merge Merger Sub with and into RSI pursuant to the terms and subject to the conditions set forth in the Merger Agreement, with RSI continuing as the surviving corporation and as a wholly owned subsidiary of American Woodmark. On December 29, 2017 (the "Acquisition Date"), the Company consummated the RSI Acquisition pursuant to the terms of the Merger Agreement. As a result of the merger of Merger Sub with and into RSI, Merger Sub's separate corporate existence ceased, and RSI continued as the surviving corporation and a wholly owned subsidiary of American Woodmark. RSI is a leading manufacturer of kitchen and bath cabinetry and home organization products.

In connection with the RSI Acquisition, on December 29, 2017, the Company entered into a credit agreement (the "Credit Agreement") with a syndicate of lenders and Wells Fargo Bank, National Association ("Wells Fargo"), as administrative agent, providing for a \$100 million, 5-year revolving loan facility with a \$25 million sub-facility for the issuance of letters of credit (the "Revolving Facility"), a \$250 million, 5-year initial term loan facility (the "Initial Term Loan") and a \$250 million delayed draw

term loan facility (the "Delayed Draw Term Loan" and, together with the Revolving Facility and the Initial Term Loan, the "Credit Facilities") (See Note G -- *Loans Payable and Long-Term Debt* for further details). American Woodmark used the full proceeds of the Initial Term Loan and approximately \$50 million in loans under the Revolving Facility, together with cash on its balance sheet, to fund the cash portion of the RSI Acquisition consideration and its transaction fees and expenses.

At the closing of the RSI Acquisition, American Woodmark assumed approximately \$589 million (including accrued interest) of RSI's indebtedness consisting largely of RSI's 6½% Senior Secured Second Lien Notes due 2023 (the "RSI Notes"). On February 12, 2018, the Company issued \$350 million in aggregate principal amount of the Senior Notes and utilized the proceeds of such issuance, together with the borrowings under the Delayed Draw Term Loan and cash on hand, to fund the refinancing of the RSI Notes. (See Note G--*Loans Payable and Long-Term Debt*).

Allocation of Purchase Price to Assets Acquired and Liabilities Assumed

As consideration for the RSI Acquisition, American Woodmark paid total accounting consideration of \$554.2 million including cash consideration of \$364.4 million, net of cash acquired, and 1,457,568 newly issued shares of American Woodmark common stock valued at \$189.8 million based on \$130.25 per share, which was the closing stock price on the Acquisition Date. The consideration paid was subject to a working capital adjustment by which the consideration was adjusted as the amount of working capital delivered at the Acquisition Date was less than a target amount. The working capital adjustment has been finalized and the accounting consideration reflects the adjustment to the estimated working capital reflected in the consideration paid at the Acquisition Date.

The Company accounted for the RSI Acquisition as a business combination, which requires the Company to record the assets acquired and liabilities assumed at fair value. The amount by which the purchase price exceeds the fair value of net assets acquired is recorded as goodwill. The Company has obtained the appraisals necessary to assess the fair values of the tangible and intangible assets acquired and liabilities assumed and the amount of goodwill to be recognized as of the Acquisition Date. During the quarter ended October 31, 2018, the Company finalized the purchase price allocation for the RSI Acquisition.

The following table summarizes the allocation of the purchase price as of the Acquisition Date, which is based on the accounting consideration of \$554.2 million, to the estimated fair value of assets acquired and liabilities assumed (in thousands):

Goodwill	\$	767,612
Customer relationship intangibles		274,000
Property, plant and equipment		86,275
Inventories		66,293
Customer receivables		54,649
Income taxes receivable		18,926
Trademarks		10,000
Prepaid expenses and other		4,571
Leasehold interests		151
Total identifiable assets and goodwill acquired		<u>1,282,477</u>
Debt		602,313
Deferred income taxes		67,542
Accrued expenses		30,240
Accounts payable		25,113
Notes payable		2,988
Income taxes payable		49
Total liabilities assumed		<u>728,245</u>
Total accounting consideration	\$	<u><u>554,232</u></u>

The fair value of the assets acquired and liabilities assumed were determined using income, market and cost valuation methodologies. The fair value of debt acquired was determined using Level 1 inputs as quoted prices in active markets for identical liabilities were available. The fair value measurements, aside from debt, were estimated using significant inputs that are not

observable in the market and thus represent Level 3 measurements as defined in Accounting Standards Codification (ASC) 820. The income approach was primarily used to value the customer relationship intangibles and trademarks. The income approach determines value for an asset or liability based on the present value of cash flows projected to be generated over the remaining economic life of the asset or liability being measured. Both the amount and the duration of the cash flows are considered from a market participant perspective. The estimates of market participant net cash flows considered historical and projected product pricing, operational performance including company specific synergies, product life cycles, material and labor pricing, and other relevant customer, contractual and market factors. The net cash flows are discounted to present value using a discount rate that reflects the relative risk of achieving the cash flow and the time value of money. The market approach is a valuation technique that uses prices and other relevant information generated by market transactions involving identical or comparable assets, liabilities, or a group of assets or liabilities. The cost approach estimates value by determining the current cost of replacing an asset with another of equivalent economic utility. The cost to replace a given asset reflects the estimated reproduction or replacement cost for the property, less an allowance for loss in value due to depreciation. The cost and market approaches were used to value inventory, while the cost approach was the primary approach used to value property, plant and equipment.

The purchase price allocation resulted in the recognition of \$767.6 million of goodwill, which is not expected to be amortizable for tax purposes. The goodwill recognized is attributable to expected revenue synergies generated by the integration of the Company's products with RSI's, cost synergies resulting from purchasing and manufacturing activities, and intangible assets that do not qualify for separate recognition, such as the assembled workforce of RSI.

Customer receivables were recorded at the contractual amounts due of \$57.1 million, less an allowance for returns and discounts of \$2.4 million, and an allowance for doubtful accounts of \$0.1 million, which approximates their fair value.

Determining the fair value of assets acquired and liabilities assumed requires the exercise of significant judgment, including the amount and timing of expected future cash flows, long-term growth rates and discount rates. The cash flows employed in the valuation are based on the Company's best estimates of future sales, earnings and cash flows after considering factors such as general market conditions, expected future customer orders, contracts with suppliers, labor costs, changes in working capital, long term business plans and recent operating performance. Use of different estimates and judgments could yield different results.

Impact to Financial Results for the Fiscal Year Ended April 30, 2018

RSI's financial results have been included in our consolidated financial results of fiscal 2018 for the period from the Acquisition Date to April 30, 2018. As a result, our consolidated financial results for the fiscal year ended April 30, 2018 do not reflect a full year of RSI results. From December 29, 2017 to April 30, 2018, RSI generated net sales of approximately \$177.7 million and an operating income of approximately \$9.1 million, inclusive of intangible amortization and adjustments to account for the acquisition, including a \$6.3 million charge to cost of sales as a result of the step-up of inventory as of the Acquisition Date to fair value.

The Company incurred approximately \$12.9 million of transaction costs associated with the RSI Acquisition during the twelve months ended April 30, 2018 which the Company expensed as incurred. These costs are included in general and administrative expenses on the Consolidated Statements of Income.

Supplemental Pro Forma Financial Information (unaudited)

The following table presents summarized unaudited pro forma financial information as if RSI had been included in the Company's financial results for the entire fiscal years ended April 30, 2018 and 2017:

(in thousands)	FISCAL YEARS ENDED APRIL 30,	
	2018	2017
Net Sales	\$ 1,613,663	\$ 1,623,441
Net Income (1)	\$ 67,388	\$ 93,798
Net earnings per share - basic	\$ 3.83	\$ 5.30
Net earnings per share - diluted	\$ 3.80	\$ 5.26

(1) Includes stock compensation expense of \$17.5 million and \$7.4 million for the fiscal year ended April 30, 2018 and 2017, respectively, calculated under the intrinsic value method in measuring stock-based liability awards related to stock-based grants made by RSI prior to the RSI Acquisition.

The unaudited supplemental pro forma financial data above assumes the RSI Acquisition occurred on May 1, 2016 and has been calculated after applying the Company's accounting policies and adjusting the historical results of RSI with pro forma adjustments,

net of a statutory tax rate of 34.4% and 40.4% for the fiscal years ended April 30, 2018 and 2017, respectively. Significant pro forma adjustments include the recognition of additional amortization expense of \$20.0 million and \$27.2 million for the fiscal years ended April 30, 2018 and 2017, respectively, related to acquired intangible assets (net of historical amortization expense of RSI) and additional net interest expense of \$2.4 million and \$4.4 million for the fiscal years ended April 30, 2018 and 2017, respectively, related to the \$300 million borrowed under the Credit Agreement to finance the acquisition. Transaction expenses, net of tax, of \$8.5 million and \$1.6 million for the fiscal years ended April 30, 2018 and 2017, respectively, and inventory fair value step-up expense, net of tax of \$4.1 million for the fiscal year ended April 30, 2018 were also excluded from net income.

There were no proforma adjustments for the fiscal year ended April 30, 2019.

The unaudited supplemental pro forma financial information does not reflect the realization of any expected ongoing cost or revenue synergies relating to the integration of the two companies. Further, the pro forma data should not be considered indicative of the results that would have occurred if the RSI Acquisition, related financing and associated issuance of Senior Notes (defined herein) and repurchase or redemption of the RSI Notes had been actually consummated on May 1, 2016, nor are they indicative of future results.

Note C -- Customer Receivables

The components of customer receivables were:

(in thousands)	APRIL 30	
	2019	2018
Gross customer receivables	\$ 132,145	\$ 142,622
Less:		
Allowance for doubtful accounts	(249)	(259)
Allowance for returns and discounts	(5,995)	(6,008)
Net customer receivables	\$ 125,901	\$ 136,355

Note D -- Inventories

The components of inventories were:

(in thousands)	APRIL 30	
	2019	2018
Raw materials	\$ 46,054	\$ 41,728
Work-in-process	43,794	44,905
Finished goods	34,873	34,111
Total FIFO inventories	124,721	120,744
Reserve to adjust inventories to LIFO value	(16,193)	(15,943)
Total inventories	\$ 108,528	\$ 104,801

Of the total inventory of \$108.5 million, \$58.6 million is carried under the FIFO method and \$49.9 is carried under the LIFO method of accounting as of April 30, 2019. Of the total inventory of \$104.8 million, \$56.6 million is carried under the FIFO method and \$48.2 million is carried under the LIFO method of accounting as of April 30, 2018.

Note E -- Property, Plant and Equipment

The components of property, plant and equipment were:

(in thousands)	APRIL 30	
	2019	2018
Land	\$ 4,751	\$ 4,751
Buildings and improvements	114,421	112,757
Buildings and improvements - capital leases	11,202	11,202
Machinery and equipment	294,993	274,723
Machinery and equipment - capital leases	30,574	30,270
Construction in progress	7,002	10,931
	462,943	444,634
Less accumulated amortization and depreciation	(254,680)	(226,532)
Total	\$ 208,263	\$ 218,102

Amortization and depreciation expense on property, plant and equipment amounted to \$36.2 million, \$21.9 million and \$14.2 million in fiscal years 2019, 2018 and 2017, respectively. Accumulated amortization on capital leases included in the above table amounted to \$30.8 million and \$30.0 million as of April 30, 2019 and 2018, respectively.

Note F -- Intangible Assets and Trademarks

The components of customer relationships intangibles were:

(in thousands)	APRIL 30	
	2019	2018
Customer relationship intangibles	\$ 274,000	\$ 274,000
Less accumulated amortization	(60,889)	(15,222)
Total	\$ 213,111	\$ 258,778

The components of trademarks were:

(in thousands)	APRIL 30	
	2019	2018
Trademarks	\$ 10,000	\$ 10,000
Less accumulated amortization	(4,445)	(1,111)
Total	\$ 5,555	\$ 8,889

Customer relationship intangibles and trademarks are amortized over the estimated useful lives on a straight-line basis over six and three years, respectively. Amortization expense on customer relationship intangibles and trademarks amounted to \$49.0 million and \$16.3 million for the years ended April 30, 2019 and 2018, respectively.

Note G -- Loans Payable and Long-Term Debt

Maturities of long-term debt are as follows:

FISCAL YEARS ENDING APRIL 30							
(in thousands)	2020	2021	2022	2023	2024	2025 AND THERE- AFTER	TOTAL OUTSTANDING
Term loans	\$ —	\$ —	\$ 27,500	\$ 312,500	\$ —	\$ —	\$ 340,000
The Senior Notes	—	—	—	—	—	350,000	350,000
Capital lease obligations	2,285	1,860	965	679	690	166	6,645
Other long-term debt	—	—	—	12	64	6,584	6,660
Total	\$ 2,285	\$ 1,860	\$ 28,465	\$ 313,191	\$ 754	\$ 356,750	\$ 703,305
Debt issuance costs							\$ (11,814)
Current maturities							\$ (2,286)
Total long-term debt							\$ 689,205

Term Loans

On December 29, 2017, the Company entered into the Credit Agreement, which provides for the Revolving Facility, the Initial Term Loan and the Delayed Draw Term Loan. Also on December 29, 2017, the Company borrowed the entire \$250 million available under the Initial Term Loan and approximately \$50 million under the Revolving Facility to fund, in part, the cash portion of the RSI Acquisition consideration and the Company's transaction fees and expenses related to the RSI Acquisition. On February 12, 2018, the Company borrowed the entire \$250 million under the Delayed Draw Term Loan in connection with the refinancing of the RSI Notes as discussed below or to repay, in part, amounts outstanding under the Revolving Facility. In connection with its entry into the Credit Agreement, the Company terminated its prior \$35 million revolving credit facility with Wells Fargo. The Company is required to make specified quarterly installments on both the Initial Term Loan and the Delayed Draw Loan. As of April 30, 2019, \$170 million was outstanding on each of the Initial Term Loan and Delayed Draw Term Loan for a total of \$340 million. As of April 30, 2018, \$230 million was outstanding on each of the Initial Term Loan and Delayed Draw Term Loan for a total of \$460 million. The outstanding balance approximates fair value as the Term Loans have a floating interest rate. There were no amounts outstanding on the Revolving Facility as of April 30, 2019 and 2018. The Credit Facilities mature on December 29, 2022.

Amounts outstanding under the Credit Facilities bear interest based on a fluctuating rate measured by reference to either, at the Company's option, a base rate plus an applicable margin or LIBOR plus an applicable margin, with the applicable margin being determined by reference to the Company's then-current "Total Funded Debt to EBITDA Ratio." The Company also incurs a quarterly commitment fee on the average daily unused portion of the Revolving Facility during the applicable quarter at a rate per annum also determined by reference to the Company's then-current "Total Funded Debt to EBITDA Ratio." In addition, a letter of credit fee will accrue on the face amount of any outstanding letters of credit at a per annum rate equal to the applicable margin on LIBOR loans, payable quarterly in arrears. On January 25, 2019, the Company entered into an amendment to the Credit Agreement (the "Amendment") that reduced the applicable margin for both base rate and LIBOR rate loans and reduced the commitment fee incurred on unused portions of the Revolving Facility. As of April 30, 2019, the applicable margin with respect to base rate loans and LIBOR loans was 0.75% and 1.75%, respectively, and the commitment fee was 0.20%.

The Credit Agreement includes certain financial covenants. The Amendment amended these covenants by (i) removing the requirement to maintain a "Total Secured Debt to EBITDA Ratio" of no more than 2.50 to 1.00 and (ii) setting a maximum "Total Funded Debt to EBITDA Ratio" as of the last day of any fiscal quarter ending through January 31, 2020 of no more than 3.50 to 1.00 and thereafter, of no more than 3.25 to 1.00 (with an increase to 3.75 to 1.00 for a certain period upon the consummation of a "Qualified Acquisition"). The Credit Agreement also requires that the Company maintain a Fixed Charge Coverage Ratio (as defined in the Credit Agreement) of no less than 1.25 to 1.00.

The Credit Agreement includes certain additional covenants, including negative covenants that restrict the ability of the Company and certain of its subsidiaries to incur additional indebtedness, create additional liens on its assets, dispose of its assets or engage in a merger or another similar transaction or engage in transactions with affiliates, subject, in each case, to the various exceptions and conditions described in the Credit Agreement. The negative covenants further restrict the Company's ability to make certain restricted payments, including the payment of dividends and repurchase of common stock, in certain limited circumstances. In September 2018, the Company entered into an amendment to the Credit Agreement that amended the restricted payments covenant to (i) permit unlimited restricted payments so long as the "Total Funded Debt to EBITDA Ratio" would be less than or equal to 2.50 to 1.00 after giving effect to any such payment and no default or event of default has occurred and is continuing or would result from any such payment and (ii) permit up to an aggregate of \$50 million in restricted payments not otherwise permitted under the Credit Agreement so long as no default or event of default has occurred and is continuing or would result from any such payment. The Amendment further amended the restricted payments covenant to increase the "Total Funded Debt to EBITDA Ratio" applicable to the exception permitting unlimited restricted payments discussed above to 2.75 to 1.00. The negative covenants in the Credit Agreement also include a covenant restricting the Company's ability to make certain investments.

As of April 30, 2019, the Company was in compliance with the covenants included in the Credit Agreement.

The Company's obligations under the Credit Agreement are guaranteed by the Company's subsidiaries and the obligations of the Company and its subsidiaries are secured by a pledge of substantially all of their respective personal property.

The Senior Notes

On February 12, 2018, the Company issued \$350 million in aggregate principal amount of 4.875% Senior Notes due 2026 (the "Senior Notes"). The Senior Notes mature on March 15, 2026 and interest on the Senior Notes is payable semi-annually in arrears on March 15 and September 15 of each year, which payments began on September 15, 2018. The Senior Notes are, and will be, fully and unconditionally guaranteed by each of the Company's current and future wholly owned domestic subsidiaries that guarantee the Company's obligations under the Credit Agreement. The indenture governing the Senior Notes restricts the ability of the Company and the Company's "restricted subsidiaries" to, as applicable, (i) incur additional indebtedness or issue certain preferred shares, (ii) create liens, (iii) pay dividends, redeem or repurchase stock or make other distributions or restricted payments, (iv) make certain investments, (v) create restrictions on the ability of the "restricted subsidiaries" to pay dividends to the Company or make other intercompany transfers, (vi) transfer or sell assets, (vii) merge or consolidate with a third party and (viii) enter into certain transactions with affiliates of the Company, subject, in each case, to certain qualifications and exceptions as described in the indenture. As of April 30, 2019, the Company and its restricted subsidiaries were in compliance with all covenants under the indenture governing the Senior Notes.

At the closing of the RSI Acquisition, American Woodmark assumed approximately \$589 million (including accrued interest) of RSI's indebtedness consisting largely of RSI's 6½% Senior Secured Second Lien Notes due 2023 (the "RSI Notes"). On February 12, 2018, the Company utilized the proceeds of the Senior Notes, together with the borrowings under the Delayed Draw Term Loan and cash on hand, to fund the refinancing of the RSI Acquisition - See Note B -- *Acquisition of RSI Home Products, Inc. (the "RSI Acquisition")*.

At April 30, 2019, the book value of the Senior Notes was \$350 million and the fair value was \$347 million, based on Level 1 inputs.

Capital Lease Obligations

From 2015 through 2017, the Company entered into a total of eight capitalized lease agreements in the aggregate amount of \$1.5 million with First American Financial Bancorp related to financing computer equipment. Each lease has a term of 48 months and an interest rate between 3.5% and 6.5%. The leases require quarterly rental payments. The aggregate outstanding amount under all of these leases as of April 30, 2019 and 2018 was \$0.5 million and \$0.9 million, respectively.

From 2015 through 2019, the Company entered into a total of 19 capitalized lease agreements in the aggregate amount of \$4.3 million with e-Plus Group related to financing computer equipment. There are eight leases with a term of 36 months, 10 leases

with a term of 51 months and one lease with a term of 60 months. All leases have an interest rate between 3.5% and 6.5%. The leases require monthly rental payments. The aggregate outstanding amount under all of these leases as of April 30, 2019 and 2018 was \$2.7 million and \$2.2 million, respectively.

In 2004, the Company entered into a lease agreement with the West Virginia Economic Development Authority as part of the Company's capital investment and operations at the South Branch plant located in Hardy County, West Virginia. This capital lease agreement is a \$10 million term obligation, which expires June 30, 2024, bearing interest at a fixed rate of 2% per annum. The lease requires monthly rental payments. The outstanding amounts owed as of April 30, 2019 and 2018 were \$3.3 million and \$3.8 million, respectively.

Other Long-term Debt

On January 25, 2016, the Company entered into a New Markets Tax Credit ("NMTC") financing agreement, pursuant to section 45D of the Internal Revenue Code of 1986, as amended, and Kentucky Revised Statutes Sections 141.432 through 141.434, to take advantage of a tax credit related to working capital and capital improvements at its Monticello, Kentucky facility. This financing agreement was structured with unrelated third party financial institutions (the "Investors"), their wholly-owned investment funds ("Investment Funds") and their wholly-owned community development entities ("CDEs") in connection with our participation in qualified transactions under the NMTC program. In exchange for substantially all of the benefits derived from the tax credits, the Investors made a contribution of \$2.3 million, net of syndication fees, to the project. Upon closing the transaction, a wholly owned subsidiary of the Company provided a \$4.3 million loan receivable to the Investment Funds, which is included in other long term assets in the accompanying consolidated balance sheets. The Company also entered into loan agreements aggregating \$6.6 million payable to the CDEs sponsoring the project. The loans have a term of 30 years with an aggregate interest rate of approximately 1.2%. As of April 30, 2019 and 2018, the Company had drawn \$6.7 million of the loan proceeds, which is included in long-term debt in the accompanying consolidated balance sheets. The NMTC is subject to recapture for a period of seven years, the compliance period. During the compliance period, the Company is required to comply with various regulations and contractual provisions that apply to the NMTC arrangement. We do not anticipate any credit recaptures will be required in connection with this arrangement. This transaction also includes a put/call feature which becomes enforceable at the end of the compliance period whereby we may be obligated or entitled to repurchase the Investors' interest in the Investment Funds. The value attributable to the put/call is nominal. Direct costs of \$0.3 million incurred in structuring the financing arrangement are deferred and will be recognized as expense over the term of the loans (30 years).

Economic Development Loans

In 2005, the Company entered into two separate loan agreements with the Maryland Economic Development Corporation and the County Commissioners of Allegany County as part of the Company's capital investment and operations at the Allegany County, Maryland site. The loan agreements expired on December 31, 2018. Based on the employment levels maintained and the terms of the loan agreements, the aggregate principal under these loan agreements of \$2.2 million and accrued interest of \$0.9 million was forgiven.

The Company had two loan agreements with the West Virginia Economic Development Authority as part of the Company's capital investment and operations at the South Branch plant located in Hardy County, West Virginia. The loans expired on December 31, 2018 and the aggregate principal under these loan agreements of \$2.3 million and accrued interest of \$0.2 million was forgiven as the Company complied with certain employment levels at the facility.

Certain of the Company's loan agreements limit the amount and type of indebtedness the Company can incur and require the Company to maintain specified financial ratios measured on a quarterly basis. In addition to the assets previously discussed, certain of the Company's property, plant and equipment are pledged as collateral under certain loan agreements and the capital lease arrangements. The Company was in compliance with all covenants contained in its loan agreements and capital leases at April 30, 2019.

Note H -- Earnings Per Share

The following table summarizes the computations of basic and diluted earnings per share:

(in thousands, except per share amounts)	FISCAL YEARS ENDED APRIL 30		
	2019	2018	2017
Numerator used in basic and diluted earnings per common share:			
Net income	\$ 83,688	\$ 63,141	\$ 71,199
Denominator:			
Denominator for basic earnings per common share - weighted-average shares	17,289	16,631	16,259
Effect of dilutive securities:			
Stock options and restricted stock units	41	114	139
Denominator for diluted earnings per common share - weighted-average shares and assumed conversions	17,330	16,745	16,398
Net earnings per share			
Basic	\$ 4.84	\$ 3.80	\$ 4.38
Diluted	\$ 4.83	\$ 3.77	\$ 4.34

An immaterial amount of anti-dilutive securities for the fiscal year ended April 30, 2019 were excluded from the calculation of net earnings per share. There were no anti-dilutive securities for the fiscal years ended April 30, 2018 and 2017, which were excluded from the calculation of net earnings per share.

Under a stock repurchase authorization approved by its Board of Directors (the "Board") on November 30, 2016, the Company was authorized to purchase up to \$50 million of the Company's common shares. The Board suspended the Company's stock repurchase program in conjunction with the RSI Acquisition. On August 23, 2018, the Board reinstated the program. On November 28, 2018, the Board of Directors of the Company authorized an additional stock repurchase program of up to \$14 million of the Company's common shares. This authorization was in addition to the stock repurchase program authorized on November 30, 2016. Management funded share repurchases using available cash and cash generated from operations. Repurchased shares became authorized but unissued common shares. At April 30, 2019, no funds remained from the amount authorized by the Board to repurchase the Company's common shares. The Company purchased a total of 745,232 common shares, for an aggregate purchase price of \$50.0 million, a total of 309,612 common shares for an aggregate purchase price of \$29.0 million and a total of 178,118 common shares for an aggregate purchase price of \$13.4 million during fiscal 2019, 2018 and 2017 respectively under the authorizations pursuant to a repurchase plan intended to comply with the requirements of Rule 10b5-1 and Rule 10b-18 under the Securities Exchange Act of 1934, as amended.

Note I -- Stock-Based Compensation

The Company has two types of stock-based compensation awards in effect for its employees and directors. The Company issued stock options from 1986 to 2015 and has issued restricted stock units ("RSUs") since fiscal 2010. Total compensation expense related to stock-based awards for the fiscal years ended April 30, 2019, 2018 and 2017 was \$3.0 million, \$3.1 million and \$3.5 million, respectively. The Company recognizes stock-based compensation costs net of an estimated forfeiture rate for those shares expected to vest on a straight-line basis over the requisite service period of the award. The Company estimates the forfeiture rates based upon its historical experience.

Stock Incentive Plans

At April 30, 2019, the Company had stock option and RSU awards outstanding under two different plans: (1) second amended and restated 2004 stock incentive plan for employees; and (2) 2015 non-employee directors equity ownership plan. As of April 30, 2019, there were 798,328 shares of common stock available for future stock-based compensation awards under the Company's stock incentive plans.

Methodology Assumptions

For purposes of determining the fair value of RSUs, the Company uses the closing stock price of its common stock as reported on the NASDAQ Global Select Market on the date of grant. The fair value of the Company's RSU awards is expensed on a straight-line basis over the vesting period of the RSUs to the extent the Company believes it is probable the related performance criteria, if any, will be met. The risk-free interest rate is based on the implied yield on a U.S. Treasury constant maturity with a remaining term equal to the vesting period of the RSU grant.

Stock Option Activity

Stock options granted and outstanding under each of the Company's plans vest evenly over a three-year period and have contractual terms of ten years. The exercise price of all stock options granted is equal to the fair market value of the Company's common stock on the option grant date.

The Company did not grant stock options during the fiscal years ended April 30, 2019, 2018 and 2017.

The following table presents a summary of the Company's stock option activity for the fiscal years ended April 30, 2019, 2018 and 2017 (remaining contractual term in years and exercise prices are weighted-averages):

	NUMBER OF OPTIONS	WEIGHTED AVERAGE REMAINING CONTRACTUAL TERM	WEIGHTED AVERAGE EXERCISE PRICE	AGGREGATE INTRINSIC VALUE (in thousands)
Outstanding at April 30, 2016	126,633	5.8	\$35.15	\$ 4,773
Exercised	(71,715)	—	\$33.00	2,597
Outstanding at April 30, 2017	54,918	5.6	\$37.95	\$ 2,963
Exercised	(36,950)	—	\$34.90	1,748
Outstanding at April 30, 2018	17,968	4.5	\$44.23	\$ 682
Exercised	(12,801)	—	\$39.04	651
Outstanding at April 30, 2019	5,167	6.1	\$57.11	\$ 170
Vested and expected to vest in the future at April 30, 2019	5,167	6.1	\$57.11	\$ 170
Exercisable at April 30, 2019	5,167	6.1	\$57.11	\$ 170

The aggregate intrinsic value in the previous table of the outstanding options on April 30, 2019 represents the total pre-tax intrinsic value (the excess, if any, of the Company's closing stock price on the last trading day of fiscal 2019 over the exercise price, multiplied by the number of in-the-money options) of the shares of the Company's common stock that would have been received by the option holders had all option holders exercised their options on April 30, 2019. This amount changes based upon the fair market value of the Company's common stock. The total fair value of options vested for the fiscal years ended April 30, 2019, 2018 and 2017 was immaterial.

Cash received from option exercises for the fiscal years ended April 30, 2019, 2018 and 2017, was an aggregate of \$0.5 million, \$1.3 million and \$2.4 million, respectively. The actual tax benefit realized for the tax deduction from option exercises of stock option awards was immaterial for the fiscal years ended April 30, 2019, 2018 and 2017, respectively.

Restricted Stock Unit Activity:

The Company's RSUs granted to employees cliff-vest over a three-year period from date of grant, while RSUs granted to non-employee directors vest daily over a two-year period from date of grant. Directors were granted service-based RSUs only, while employees were awarded both service-based and performance-based RSUs ("PBRsUs") in fiscal years 2019, 2018 and 2017. The PBRsUs granted in fiscal 2019, 2018 and 2017 are earned based on achievement of a number of goals pertaining to the Company's financial performance during three one-year performance periods and the achievement of certain cultural goals for the three-year

period. Employees who satisfy the vesting criteria will receive a proportional amount of PBRsUs based upon the Compensation Committee's assessment of the Company's achievement of the performance criteria.

The following table contains a summary of the Company's RSU activity for the fiscal years ended April 30, 2019, 2018 and 2017:

	PERFORMANCE-BASED RSUs	SERVICE-BASED RSUs	TOTAL RSUs	WEIGHTED AVERAGE GRANT DATE FAIR VALUE
Issued and outstanding, April 30, 2016	140,767	75,712	216,479	\$40.88
Granted	36,058	25,322	61,380	\$66.58
Cancelled due to non-achievement of performance goals	(4,270)	—	(4,270)	\$64.55
Settled in common stock	(45,509)	(32,300)	(77,809)	\$37.09
Forfeited	(1,979)	(1,280)	(3,259)	\$49.40
Issued and outstanding, April 30, 2017	125,067	67,454	192,521	\$50.09
Granted	33,080	22,250	55,330	\$95.62
Cancelled due to non-achievement of performance goals	—	—	—	\$—
Settled in common stock	(51,191)	(28,447)	(79,638)	\$32.96
Forfeited	(9,305)	(6,198)	(15,503)	\$71.91
Issued and outstanding, April 30, 2018	97,651	55,059	152,710	\$73.34
Granted	45,615	30,335	75,950	\$104.10
Cancelled due to non-achievement of performance goals	(10,352)	—	(10,352)	\$80.26
Settled in common stock	(34,475)	(18,778)	(53,253)	\$60.50
Forfeited	(9,257)	(5,347)	(14,604)	\$79.49
Issued and outstanding, April 30, 2019	89,182	61,269	150,451	\$76.91

As of April 30, 2019, there was \$5.5 million of total unrecognized compensation expense related to unvested RSUs granted under the Company's stock-based compensation plans. This expense is expected to be recognized over a weighted-average period of 1.6 years.

For the fiscal years ended April 30, 2019, 2018 and 2017 stock-based compensation expense was allocated as follows:

(in thousands)	2019	2018	2017
Cost of sales and distribution	\$ 691	\$ 667	\$ 665
Selling and marketing expenses	649	756	1,066
General and administrative expenses	1,700	1,674	1,738
Stock-based compensation expense, before income taxes	\$ 3,040	\$ 3,097	\$ 3,469

Restricted Stock Tracking Units:

During fiscal 2019, the Board approved grants of 4,057 cash-settled performance-based restricted stock tracking units ("RSTUs") and 2,243 cash-settled service-based RSTUs for more junior level employees who previously received RSU grants under the Company's shareholder approved plan. Each performance-based RSTU entitles the recipient to receive a payment in cash equal to the fair market value of a share of the Company's common stock as of the payment date if applicable performance and cultural conditions are met and the recipient remains continuously employed with the Company until the units vest. The service-based RSTUs entitle the recipients to receive a payment in cash equal to the fair market value of a share of our common stock as of the payment date if they remain continuously employed with the Company until the units vest. The RSTUs cliff-vest three years from

the grant date. The fair value of each cash-settled RSTU award is remeasured at the end of each reporting period and the liability is adjusted, and related expense recorded, based on the new fair value. The Company recognized expense of \$0.5 million, \$0.4 million and \$0.8 million related to RSTUs for the fiscal years ended April 30, 2019, 2018 and 2017, respectively. A liability for payment of the RSTUs is included in the Company's balance sheets in the amount of \$0.7 million and \$1.0 million as of April 30, 2019 and 2018, respectively.

Note J -- Employee Benefit and Retirement Plans

Retirement Savings Plans

In fiscal 1990, the Company instituted the American Woodmark Investment Savings Stock Ownership Plan and effective January 1, 2016 the plan name was changed to the American Woodmark Corporation Retirement Savings Plan (the "Plan"). Under the Plan, all employees who are at least 18 years old and have been employed by the Company for at least six consecutive months are eligible to receive Company stock through a discretionary profit-sharing contribution and a 401(k) matching contribution based upon the employee's contribution to the Plan.

Discretionary profit-sharing contributions ranging from 0-5% of net income, based on predetermined net income levels of the Company, may be made annually in the form of Company stock. The Company recognized expenses for profit-sharing contributions of \$3.8 million, \$3.7 million and \$3.6 million in fiscal years 2019, 2018 and 2017, respectively.

The Company matches 100% of an employee's annual 401(k) contributions to the Plan up to 4% of annual compensation.

Through December 31, 2018, RSI had the RSI Home Products 401K Retirement Savings Plan (the "RSI Plan") for all non-union employees. Employees were eligible to contribute to the RSI Plan 60 days after starting employment. The Company elected to make safe harbor matching contributions of up to 4% of each participant's eligible compensation. The Company's safe harbor contributions vested immediately.

On January 1, 2019, the Plan merged with the RSI Plan to transfer all assets of the RSI Plan into the Plan.

Effective January 1, 2019, all new eligible participants will be automatically enrolled in the Plan at a contribution rate of 3% with the option of opting out. Beginning January 1, 2021, the contribution rate for the eligible participants as of January 1, 2019 and thereafter will automatically escalate by 1%. The automatic escalation will continue at the rate of 1% per calendar year, up to a contribution rate cap of 8%.

Participants who transferred from the RSI Plan effective January 1, 2019 will be eligible for a profit sharing contribution as of April 30, 2020.

The expense for 401(k) matching contributions for both plans was \$9.9 million, \$8.0 million and \$7.2 million, in fiscal years 2019, 2018 and 2017, respectively.

Pension Benefits

The Company has two defined benefit pension plans covering many of the Company's employees hired prior to April 30, 2012. These plans provide defined benefits based on years of service and final average earnings (for salaried employees) or benefit rate (for hourly employees).

Effective April 30, 2012, the Company froze all future benefit accruals under the Company's hourly and salaried defined benefit pension plans.

Included in accumulated other comprehensive loss at April 30, 2019 is \$66.3 million (\$49.5 million net of tax) related to net unrecognized actuarial losses that have not yet been recognized in net periodic pension benefit costs. The Company expects to recognize \$1.7 million (\$1.3 million net of tax) in net actuarial losses in net periodic pension benefit costs during fiscal 2020. The Company uses an April 30 measurement date for its benefit plans.

The following provides a reconciliation of benefit obligations, plan assets and funded status of the Company's non-contributory defined benefit pension plans as of April 30:

(in thousands)	APRIL 30	
	2019	2018
CHANGE IN PROJECTED BENEFIT OBLIGATION		
Projected benefit obligation at beginning of year	\$ 163,423	\$ 165,173
Interest cost	6,269	5,727
Actuarial gains	4,850	(2,596)
Benefits paid	(5,754)	(4,881)
Projected benefit obligation at end of year	\$ 168,788	\$ 163,423
CHANGE IN PLAN ASSETS		
Fair value of plan assets at beginning of year	\$ 156,463	\$ 137,141
Actual return on plan assets	11,479	4,884
Company contributions	7,283	19,319
Benefits paid	(5,754)	(4,881)
Fair value of plan assets at end of year	\$ 169,471	\$ 156,463
Funded status of the plans	\$ 683	\$ (6,960)

The accumulated benefit obligation for both pension plans was \$168.8 million and \$163.4 million at April 30, 2019 and 2018, respectively.

(in thousands)	APRIL 30		
	2019	2018	2017
COMPONENTS OF NET PERIODIC PENSION BENEFIT COST			
Interest cost	\$ 6,269	\$ 5,727	\$ 5,772
Expected return on plan assets	(8,509)	(8,936)	(8,079)
Recognized net actuarial loss	1,648	1,601	1,771
Pension benefit cost	\$ (592)	\$ (1,608)	\$ (536)

The components of net periodic pension benefit cost do not include service costs or prior service costs due to the plans being frozen.

Actuarial Assumptions: The discount rate at April 30 was used to measure the year-end benefit obligations and the earnings effects for the subsequent year. Actuarial assumptions used to determine benefit obligations and earnings effects for the pension plans follow:

	FISCAL YEARS ENDED APRIL 30		
	2019	2018	
WEIGHTED-AVERAGE ASSUMPTIONS TO DETERMINE BENEFIT OBLIGATIONS			
Discount rate	4.02 %	4.18 %	
WEIGHTED-AVERAGE ASSUMPTIONS TO DETERMINE NET PERIODIC PENSION BENEFIT COST			
	FISCAL YEARS ENDED APRIL 30		
	2019	2018	2017
Discount rate	4.18 %	4.12 %	4.06 %
Expected return on plan assets	5.5 %	6.5 %	7.5 %

The Company bases the discount rate on a current yield curve developed from a portfolio of high-quality fixed-income investments with maturities consistent with the projected benefit payout period. The long-term rate of return on assets is determined based on consideration of historical and forward-looking returns and the current and expected asset allocation strategy.

The method used to determine the service and interest costs is known as the spot rate approach, under which individual spot rates along the yield curve that correspond with the timing of each benefit payment are used.

In developing the expected long-term rate of return assumption for the assets of the defined benefit pension plans, the Company evaluated input from its third party pension plan asset managers, including their review of asset class return expectations and long-term inflation assumptions.

The Company amortizes experience gains and losses, as well as the effects of changes in actuarial assumptions and plan provisions, over the average remaining lifetime of the active participants.

Contributions: The Company funds the pension plans in amounts sufficient to meet minimum funding requirements under applicable employee benefit and tax laws plus additional amounts the Company deems appropriate.

The Company expects to contribute \$0.5 million to its pension plans in fiscal 2020, which represents discretionary funding. The Company made contributions of \$7.3 million and \$19.3 million to its pension plans in fiscal 2019 and 2018, respectively.

Estimated Future Benefit Payments: The following benefit payments are expected to be paid:

FISCAL YEAR	BENEFIT PAYMENTS (in thousands)
2020	\$ 6,612
2021	6,970
2022	7,287
2023	7,696
2024	8,069
Years 2025-2029	45,465

Plan Assets: Pension assets by major category and the type of fair value measurement as of April 30, 2019 and 2018 are presented in the following tables:

FAIR VALUE MEASUREMENTS AT APRIL 30, 2019

(in thousands)	TOTAL	QUOTED PRICES IN ACTIVE MARKETS (LEVEL 1)	SIGNIFICANT OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)
Cash Equivalents	\$ 469	\$ 469	—	—
Equity Funds:				
US Equity	31,143	31,143	—	—
International Equity	20,553	20,553	—	—
Fixed Income Funds:				
Investment Grade Fixed Income	117,306	117,306	—	—
Total plan assets	\$ 169,471	\$ 169,471	—	—

FAIR VALUE MEASUREMENTS AT APRIL 30, 2018

	FAIR VALUE MEASUREMENTS AT	FAIR VALUE MEASUREMENTS AT	FAIR VALUE MEASUREMENTS AT	FAIR VALUE MEASUREMENTS AT	FAIR VALUE MEASUREMENTS AT	FAIR VALUE MEASUREMENTS AT	FAIR VALUE MEASUREMENTS AT
			QUOTED PRICES IN ACTIVE MARKETS (LEVEL 1)		SIGNIFICANT OBSERVABLE INPUTS (LEVEL 2)		SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)
(in thousands)	TOTAL						
Cash Equivalents	\$ 448		\$ 448		—		—
Equity Funds:							
US Equity	37,421		37,421		—		—
International Equity	25,135		25,135				
Fixed Income Funds:					—		—
Investment Grade Fixed Income	93,459		93,459		—		—
Total plan assets	\$ 156,463		\$ 156,463		—		—

Investment Strategy: The Company has established formal investment policies for the assets associated with its pension plans. The objectives of the investment strategies include preservation of capital and long-term growth of capital while avoiding excessive risk. Target allocation percentages are established at an asset class level by the Company's Pension Committee. Target allocation ranges are guidelines, not limitations, and the Pension Committee may approve allocations above or below a target range.

During a period of uncertainty in the equity and fixed income markets, the Pension Committee may suspend the Target Asset Allocation and manage the investment mix as it sees reasonable, prudent and in the best interest of the plans to better protect the value of the plan assets.

The Company's pension plans' weighted-average asset allocations at April 30, 2019 and 2018, by asset category, were as follows:

	PLAN ASSET ALLOCATION		
	2019 TARGET	2019 ACTUAL	2018 ACTUAL
APRIL 30			
Equity Funds	30.0 %	31.0 %	40.0 %
Fixed Income Funds	70.0 %	69.0 %	60.0 %
Total	100.0 %	100.0 %	100.0 %

Note K -- Income Taxes

Comprehensive tax legislation enacted through the Tax Act on December 22, 2017, significantly modified U.S. corporate income tax law. In addition to the law's corporate income tax rate reduction, several other provisions are pertinent to the Company's financial statements and related disclosures for the year ended April 30, 2019 and future years.

The Company recognized the income tax effects of the 2017 Tax Act in accordance with Staff Accounting Bulletin No. 118 ("SAB 118") which provides SEC guidance on the application of ASC 740, Income Taxes, in the reporting period in which the 2017 Tax Act was signed into law. Our analysis of the Tax Act and associated regulations was completed as of January 31, 2019.

Income tax expense was comprised of the following:

(in thousands)	FISCAL YEARS ENDED APRIL 30		
	2019	2018	2017
CURRENT EXPENSE			
Federal	\$ 25,649	\$ 8,668	\$ 23,638
State	8,231	1,290	4,189
Foreign	1,125	257	—
Total current expense	35,005	10,215	27,827
DEFERRED EXPENSE			
Federal	(4,498)	17,833	8,607
State	(3,266)	3,642	1,292
Foreign	(41)	(71)	—
Total deferred expense	(7,805)	21,404	9,899
Total expense	27,200	31,619	37,726
Other comprehensive income (loss)	190	50	4,391
Total comprehensive income tax expense	\$ 27,390	\$ 31,669	\$ 42,117

The Company's effective income tax rate varied from the federal statutory rate as follows:

	FISCAL YEARS ENDED APRIL 30		
	2019	2018	2017
Federal statutory rate	21.0 %	30.4 %	35.0 %
Effect of:			
Federal income tax credits	(1.4)%	(0.5)%	(0.2)%
Acquisition and integration costs	—	1.2	—
Stock compensation	(0.5)	(2.4)	(1.3)
Meals and entertainment	0.3	0.3	0.3
Effect of Tax Act	(1.1)	1.2	—
Domestic production deduction	—	(0.8)	(2.2)
Valuation allowance for deferred taxes	0.6	—	—
Foreign	0.8	—	—
Other	1.2	0.4	(0.3)
Total	(0.1)%	(0.6)%	(3.7)%
Effective federal income tax rate	20.9 %	29.8 %	31.3 %
State income taxes, net of federal tax effect	3.6	3.6	3.3
Effective income tax rate	24.5 %	33.4 %	34.6 %

The significant components of deferred tax assets and liabilities were as follows:

(in thousands)	APRIL 30	
	2019	2018
Deferred tax assets:		
Accounts receivable	\$ 1,852	\$ 4,772
Product liability	2,133	2,180
Employee benefits	6,192	6,513
Tax credit carryforwards	4,439	3,937
Other	3,272	2,865
Gross deferred tax assets, before valuation allowance	17,888	20,267
Valuation allowance	(3,630)	(2,467)
Gross deferred tax assets, after valuation allowance	14,258	17,800
Deferred tax liabilities:		
Pension benefits	119	1,035
Inventory	76	240
Depreciation	23,721	21,076
Intangibles	53,259	65,294
Other	1,059	986
Gross deferred tax liabilities	78,234	88,631
Net deferred tax liability	\$ 63,976	\$ 70,831

We have not recorded deferred income taxes applicable to undistributed earnings of foreign subsidiaries that are indefinitely reinvested in foreign operations. Undistributed earnings that are indefinitely reinvested in foreign operations are not significant as of April 30, 2019.

The Company recorded a valuation allowance related to deferred tax assets for certain state investment tax credit ("ITC") carryforwards and foreign tax credit ("FTC") carryforwards. Deferred tax assets are reduced by a valuation allowance when, after considering all positive and negative evidence, it is determined that it is more likely than not that some portion, or all, of the deferred tax asset will not be realized. In fiscal 2019, the Company determined that there will not be sufficient income in states for which an ITC deferred tax asset exists and that there will not be sufficient foreign source income to utilize the FTCs. Therefore, the Company has reassessed the valuation allowance and recorded an additional valuation allowance in the amount of \$0.5 million and \$0.7 million related to ITCs and FTCs, respectively.

The gross amount of state tax credit carryforwards related to state ITCs as of April 30, 2019 and 2018 was \$4.6 million and \$5.2 million. These credits expire in various years beginning in fiscal 2020. Net of the federal impact and related valuation allowance, the Company recorded \$0.8 million and \$1.5 million of deferred tax assets related to these credits, as of April 30, 2019 and 2018. The Company accounts for ITCs under the deferral method, under which the tax benefit from the ITC is deferred and amortized into income tax expense over the book life of the related property. As of April 30, 2019 and 2018, a deferred credit balance of \$1.0 million and \$1.3 million, respectively, is included in other liabilities on the balance sheet.

The gross amount of foreign tax credit carryforwards as of April 30, 2019 is \$0.7 million, which expires in fiscal 2029.

Note L -- Accounting for Uncertainty in Income Taxes

The Company accounts for its income tax uncertainties in accordance with ASC Topic 740, "Income Taxes."

The following table summarizes the activity related to unrecognized tax benefits, excluding the federal tax benefit of state tax deductions:

(in thousands)	2019	APRIL 30	2018
Change in Unrecognized Tax Benefits			
Balance at beginning of year	\$	928	\$ 28
Additions based on tax positions related to the current year		120	—
Additions for tax positions of prior years		1,192	—
Acquisitions, divestures, and other		—	900
Balance at end of year	\$	2,240	\$ 928

The Company operates in multiple tax jurisdictions and, in the normal course of business, its tax returns are subject to examination by various taxing authorities. Such examinations may result in future assessments by these taxing authorities, and the Company has accrued a liability when it believes that it is not more likely than not that it will realize the benefits of tax positions that it has taken or for the amount of any tax benefit that exceeds the cumulative probability threshold in accordance with accounting standards. As of April 30, 2019, federal tax years 2015 through 2018 remain subject to examination. The Company believes that adequate provisions have been made for all tax returns subject to examination. The Company is currently not under federal audit. If the liability for uncertain tax positions is released the entire amount would impact the Company's effective tax rate.

Note M -- Commitments and Contingencies

Legal Matters

The Company is involved in suits and claims in the normal course of business, including without limitation product liability and general liability claims, and claims pending before the Equal Employment Opportunity Commission. On at least a quarterly basis, the Company consults with its legal counsel to ascertain the reasonable likelihood that such claims may result in a loss. As required by ASC Topic 450, "Contingencies" ("ASC 450"), the Company categorizes the various suits and claims into three categories according to their likelihood for resulting in potential loss: those that are probable, those that are reasonably possible and those that are deemed to be remote. Where losses are deemed to be probable and estimable, accruals are made. Where losses are deemed to be reasonably possible, a range of loss estimates is determined and considered for disclosure. In determining these loss range estimates, the Company considers known values of similar claims and consultation with independent counsel.

The Company believes that the aggregate range of loss stemming from the various suits and asserted and unasserted claims which were deemed to be either probable or reasonably possible is not material as of April 30, 2019.

Product Warranty

The Company estimates outstanding warranty costs based on the historical relationship between warranty claims and revenues. The warranty accrual is reviewed monthly to verify that it properly reflects the remaining obligation based on the anticipated expenditures over the balance of the obligation period. Adjustments are made when actual warranty claim experience differs from estimates. Warranty claims are generally made within two months of the original shipment date.

The following is a reconciliation of the Company's warranty liability:

(in thousands)	APRIL 30	
	2019	2018
PRODUCT WARRANTY RESERVE		
Beginning balance	\$ 4,045	\$ 3,262
Acquisition	—	119
Accrual for warranties	24,994	21,374
Settlements	(24,423)	(20,710)
Ending balance at fiscal year end	\$ 4,616	\$ 4,045

Lease Agreements

The Company leases certain office buildings, manufacturing buildings, service centers and equipment. Total rental expenses under operating leases amounted to approximately \$26.4 million, \$17.0 million and \$10.9 million, in fiscal years 2019, 2018 and 2017, respectively. Minimum rental commitments as of April 30, 2019, under non-cancellable leases with terms in excess of one year are as follows:

FISCAL YEAR	OPERATING (in thousands)	CAPITAL (in thousands)
2020	\$ 17,943	\$ 2,456
2021	17,649	1,953
2022	12,435	1,013
2023	10,636	705
2024	9,854	701
2025 (and thereafter)	38,871	166
	\$ 107,388	\$ 6,994
Less amounts representing interest (2% - 6.5%)		(349)
Total obligations under capital leases		\$ 6,645

Note N -- Revenue Recognition

The Company disaggregates revenue from contracts with customers into major sales distribution channels as these categories depict the nature, amount, timing and uncertainty of revenues and cash flows that are affected by economic factors. The following table disaggregates our consolidated revenue by major sales distribution channels for the years ended April 30, 2019, 2018 and 2017:

(in thousands)	FISCAL YEARS ENDED APRIL 30		
	2019	2018	2017
Home center retailers	\$ 788,803	\$ 493,904	\$ 352,583
Builders	631,474	557,382	495,441
Independent dealers and distributors	225,042	198,988	182,224
Net Sales	\$ 1,645,319	\$ 1,250,274	\$ 1,030,248

Note O -- Credit Concentration

Financial instruments that potentially subject the Company to concentrations of risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains its cash and cash equivalents with major financial institutions and such balances may, at times, exceed Federal Deposit Insurance Corporation insurance limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant risk on cash.

Credit is extended to customers based on an evaluation of each customer's financial condition and generally collateral is not required. The Company's customers operate in the new home construction and home remodeling markets.

The Company maintains an allowance for bad debt based upon management's evaluation and judgment of potential net loss. The allowance is estimated based upon historical experience, the effects of current developments and economic conditions and of each customer's current and anticipated financial condition. Estimates and assumptions are periodically reviewed and updated. Any resulting adjustments to the allowance are reflected in current operating results.

At April 30, 2019, the Company's two largest customers, Customers A and B, represented 28.2% and 25.9% of the Company's gross customer receivables, respectively. At April 30, 2018, Customers A and B represented 30.8% and 25.5% of the Company's gross customer receivables, respectively.

The following table summarizes the percentage of net sales to the Company's two largest customers for the last three fiscal years:

	PERCENT OF ANNUAL NET SALES		
	2019	2018	2017
Customer A	29.3%	23.5%	18.5%
Customer B	18.6%	16.0%	15.7%

NOTE P -- Restructuring Charges

On June 1, 2018, the Company implemented a reduction in force of approximately 53 employees nationwide. Severance and outplacement charges relating to the reduction in force will total approximately \$2.0 million and the reduction in force was substantially completed during fiscal 2019. A reserve for restructuring charges of \$0.4 million is included in accrued compensation and related expenses in the consolidated balance sheets.

(in thousands)

Restructuring reserve balance as of May 1, 2018	\$	—
Expense		1,987
Payments		(1,600)
Restructuring reserve balance as of April 30, 2019	\$	387

Note Q -- Fair Value Measurements

The Company utilizes the hierarchy of fair value measurements to classify certain of its assets and liabilities based upon the following definitions:

Level 1 – Investments with quoted prices in active markets for identical assets or liabilities. The Company's cash equivalents are invested in money market funds, mutual funds and certificates of deposit. The Company's mutual fund investment assets represent contributions made and invested on behalf of the Company's named executive officers in a supplementary employee retirement plan.

Level 2 – Investments with 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 – Investments with unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The Company has no Level 3 assets or liabilities measured on a recurring basis.

The fair value measurement of assets held by the Company's defined benefit pension plans is discussed in Note J.

The Company's financial instruments include cash and equivalents, marketable securities and other investments; accounts receivable and accounts payable; and short- and long-term debt. The carrying values of cash and equivalents, accounts receivable and payable and short-term debt on the consolidated balance sheets approximate their fair value due to the short maturities of these items. The following table summarizes the fair value of assets that are recorded in the Company's consolidated financial statements as of April 30, 2019 and 2018 at fair value on a recurring basis:

FAIR VALUE MEASUREMENTS AS OF APRIL 30, 2019				
(in thousands)	LEVEL 1	LEVEL 2	LEVEL 3	
ASSETS:				
Certificates of deposit	\$ 1,500	\$ —	\$ —	
Mutual funds	1,604	—	—	
Total assets at fair value	\$ 3,104	\$ —	\$ —	

FAIR VALUE MEASUREMENTS AS OF APRIL 30, 2018				
(in thousands)	LEVEL 1	LEVEL 2	LEVEL 3	
ASSETS:				
Certificates of deposit	\$ 9,500	\$ —	\$ —	
Mutual funds	1,057	—	—	
Total assets at fair value	\$ 10,557	\$ —	\$ —	

Note R -- Quarterly Financial Data (Unaudited)

FISCAL 2019	07/31/18	10/31/18	01/31/19	04/30/19
(in thousands, except per share amounts)				
Net sales	\$ 428,962	\$ 424,878	\$ 384,080	\$ 407,399
Gross profit	95,736	86,762	76,853	87,122
Income before income taxes	32,539	25,409	24,126	28,814
Net income	24,767	18,488	18,409	22,024
Earnings per share				
Basic	\$ 1.41	\$ 1.05	\$ 1.07	\$ 1.31
Diluted	\$ 1.41	\$ 1.05	\$ 1.07	\$ 1.30

FISCAL 2018	07/31/17	10/31/17	01/31/18	04/30/18
(in thousands, except per share amounts)				
Net sales	\$ 276,827	\$ 274,769	\$ 292,791	\$ 405,887
Gross profit	58,494	57,335	50,379	89,195
Income before income taxes	31,372	31,463	3,764	28,161
Net income	22,281	19,755	1,996	19,109
Earnings per share				
Basic	\$ 1.37	\$ 1.22	\$ 0.12	\$ 1.09
Diluted	\$ 1.36	\$ 1.21	\$ 0.12	\$ 1.08

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
American Woodmark Corporation:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of American Woodmark Corporation and subsidiaries (the Company) as of April 30, 2019 and 2018, the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the years in the three-year period ended April 30, 2019, and the related notes and financial statement schedule II (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of April 30, 2019 and 2018, and the results of its operations and its cash flows for each of the years in the three-year period ended April 30, 2019, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of April 30, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated June 28, 2019 expressed an adverse opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 2004.

McLean, Virginia
June 28, 2019

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
American Woodmark Corporation:

Opinion on Internal Control Over Financial Reporting

We have audited American Woodmark Corporation and subsidiaries' (the Company) internal control over financial reporting as of April 30, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, because of the effect of the material weakness, described below, on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of April 30, 2019, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of April 30, 2019 and 2018, the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the years in the three-year period ended April 30, 2019, and the related notes and financial statement schedule II (collectively, the consolidated financial statements), and our report dated June 28, 2019 expressed an unqualified opinion on those consolidated financial statements.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. A material weakness related to ineffective general information technology controls related to user access, program change and computer operation controls related to the RSI IT operating systems, databases and IT applications and ineffective process level automated controls and certain manual controls due to ineffective risk assessment and monitoring activities related to automated processes and IT systems at RSI and the lack of compliance experience on the part of RSI's Finance and IT personnel has been identified and included in management's assessment. The material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2019 consolidated financial statements, and this report does not affect our report on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Annual Report on Internal Control over Financial Reporting*. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Disclaimer on Additional Information in Management's Report

We do not express an opinion or any other form of assurance on management's statements, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting, referring to corrective actions taken relative to the aforementioned material weakness in internal control over financial reporting.

/s/ KPMG LLP
McLean, Virginia
June 28, 2019

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. The Company's management evaluated, with the participation of the Company's principal executive officer and principal financial officer, the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of April 30, 2019. Based on this evaluation, Company management, including the principal executive officer and principal financial officer, concluded that the Company's disclosure controls and procedures are not effective because of a material weakness in internal control over financial reporting described below.

Notwithstanding such material weakness in internal control over financial reporting, Company management, including our principal executive officer and principal financial officer, concluded that our consolidated financial statements present fairly, in all material respects, our financial position, results of our operations and our cash flows for the periods presented in this Annual Report, in conformity with U.S. generally accepted accounting principles.

Management's Annual Report on Internal Control over Financial Reporting. Management is responsible for establishing and maintaining adequate "internal control over financial reporting," as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles and includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of its inherent limitations, a system of internal control over financial reporting may not prevent or detect misstatements.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of annual or interim financial statements will not be prevented or detected on a timely basis.

Management, under the supervision of our principal executive officer and principal financial officer, and under the oversight of the Audit Committee, conducted an assessment of the Company's internal control over financial reporting as of April 30, 2019 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (2013) (the "COSO 2013 Framework"). Based on its assessment, our management has identified certain deficiencies in our internal control over financial reporting described below:

GITCs and Automated Controls at RSI

The Company did not have effective general information technology controls (GITCs) related to RSI, a subsidiary acquired during fiscal year 2018. Specifically, the Company did not design and maintain effective user access controls that adequately restricted user and privileged access to RSI's IT operating systems, databases and IT applications and did not retain evidentiary documentation of the operation of the controls. Further, program change and computer operation controls related to the IT operating systems, databases and IT applications, which are dependent upon the adequate design and effectiveness of user access controls, were also ineffective, because of the ineffective user access controls. As a result, process level automated controls and manual controls that are dependent on the completeness and accuracy of information derived from the affected IT systems were ineffective because they could have been adversely impacted.

These deficiencies resulted from ineffective risk assessment and monitoring activities related to automated processes and IT systems at RSI and certain GITCs necessary to mitigate those risks and the lack of compliance experience on the part of RSI's Finance and IT personnel.

We did not identify any misstatements because of these control deficiencies to the consolidated financial statements. However, these control deficiencies create a reasonable possibility that a material misstatement to the consolidated financial statements will

not be prevented or detected on a timely basis, and therefore we concluded that the deficiencies represent a material weakness in our internal control over financial reporting and our internal control over financial reporting was not effective as of April 30, 2019.

The Company's independent registered public accounting firm, KPMG LLP (KPMG), who audited the Consolidated Financial Statements included in this report, has issued an adverse audit report on the effectiveness of the Company's internal control over financial reporting. KPMG LLP's report appears beginning on page 58 of this Annual Report.

Remediation Plan

We plan to implement several steps, as described below, to remediate the material weakness described in this Item 9A. Company management is committed to ensuring that our internal controls over financial reporting are designed and operating effectively.

Our remediation plan at RSI includes, but is not limited to:

- Establish additional training for RSI Finance and IT personnel to ensure a clear understanding of risk assessment and monitoring activities related to automated processes and IT systems and general information technology controls
- Document and execute robust policies and procedures over the GITC environment with a focus on user and privileged access controls and their impact on program change and computer operation controls
- Define and document clear roles and responsibilities for Finance, Human Resources, IT and Operations to perform complete and timely user access reviews
- Implement consistent documentation requirements and retention to evidence the operation of GITC access controls

Changes in Internal Control over Financial Reporting. As part of the adoption of SOX 404 for RSI, the Company identified the following material weakness:

The Company did not take into account appropriate segregation of duties when we assigned roles and responsibilities to employees responsible for initiating, preparing and recording journal entries within our general ledger IT system utilized by RSI whereby the same employee could prepare and post a journal entry without independent authorization and verification affecting any financial statement account at RSI. We did not identify any misstatements as a result of these control deficiencies to the consolidated financial statements.

The Company took the following actions to remediate the material weakness during the year:

- Implemented a review control over the completeness, existence and accuracy of all journal entries recorded in the general ledger at RSI during the fiscal year; and
- Established appropriate segregation of duties controls in the general ledger IT system utilized by RSI to prevent the same employee from preparing and posting journal entries without proper approvals and verification.

Except for the material weaknesses discussed above and the remediation of the interim material weakness, there has been no change in the Company's internal control over financial reporting during the fiscal quarter ended April 30, 2019, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

In response to this Item, and in accordance with General Instruction G(3) of Form 10-K:

(1) the information concerning the Company's directors is set forth under the caption "Item 1 - Election of Directors - Information Regarding Nominees" in the Company's Proxy Statement for its Annual Meeting of Shareholders to be held on August 22, 2019 ("Proxy Statement") and is incorporated in this Item by reference;

- (2) the information concerning the Company's executive officers is set forth under the caption "Executive Officers of the Registrant" in Part I of this report and is incorporated in this Item by reference;
- (3) the information concerning compliance with Section 16(a) of the Exchange Act is set forth under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement and is incorporated in this Item by reference;
- (4) the information concerning the Code of Business Conduct and Ethics governing the Company's Chief Executive Officer, Chief Financial Officer, Controller, and Treasurer is set forth under the caption "Corporate Governance – Codes of Business Conduct and Ethics" in the Proxy Statement and is incorporated in this Item by reference;
- (5) the information concerning material changes, if any, in the procedures by which security holders may recommend nominees to the Company's Board of Directors is set forth under the caption "Corporate Governance – Procedures for Shareholder Nominations of Directors" in the Proxy Statement and is incorporated in this Item by reference; and
- (6) the information concerning the Audit Committee of the Company's Board of Directors, including the members of the Audit Committee and the Board's determination concerning whether certain members of the Audit Committee are "audit committee financial experts" as that term is defined under Item 407(d)(5) of Regulation S-K is set forth under the captions "Corporate Governance – Board of Directors and Committees – Audit Committee" in the Proxy Statement and is incorporated in this Item by reference.

Item 11. EXECUTIVE COMPENSATION

In response to this Item, and in accordance with General Instruction G(3) of Form 10-K, the information set forth under the captions "Executive Compensation," "Report of the Compensation Committee," "Compensation Committee Interlocks and Insider Participation," "Company's Compensation Policies and Practices Relating to Risk Management" and "Non-Management Directors' Compensation" in the Proxy Statement is incorporated in this Item by reference.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

In response to this Item, and in accordance with General Instruction G(3) of Form 10-K, the information set forth under the caption "Security Ownership" in the Proxy Statement is incorporated in this Item by reference.

Equity Compensation Plans

The following table summarizes information about the Company's equity compensation plans as of April 30, 2019:

Plan Category	Equity Compensation Plan Information		
	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders(1)	—	—	798,328
Options	5,167	\$ 57.11	—
Performance-based restricted stock units	89,182	N/A ⁽²⁾	—
Service-based restricted stock units	61,269	N/A ⁽²⁾	—
Equity compensation plans not approved by security holders(3)	—	—	—
Total	155,618	\$57.11	798,328

⁽¹⁾ At April 30, 2019, the Company had stock option and restricted stock unit awards outstanding under two different plans: Amended and Restated 2004 Stock Incentive Plan for Employees and 2015 Non-Employee Directors Restricted Stock Unit Plan.

⁽²⁾ Excludes exercise price for restricted stock units issued under the Amended and Restated 2004 Stock Incentive Plan for Employees and 2015 Non-Employee Directors Restricted Stock Unit Plan because they are converted into common stock on a one-for-one basis at no additional cost.

⁽³⁾ The Company does not have equity compensation plans that have not been approved by the Company's security holders.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

In response to this Item, and in accordance with General Instruction G(3) of Form 10-K, the information set forth under the captions "Certain Related Party Transactions" and "Corporate Governance – Director Independence" in the Proxy Statement is incorporated in this Item by reference.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

In response to this Item, and in accordance with General Instruction G(3) of Form 10-K, the information concerning fees and services of the Company's principal accounting firm set forth under the captions "Report of the Audit Committee - Independent Auditor Fee Information" and "Report of the Audit Committee - Pre-Approval Policies and Procedures" in the Proxy Statement is incorporated in this Item by reference.

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)1. Financial Statements

The following consolidated financial statements of American Woodmark Corporation are incorporated by reference to Item 8 of this report:

Consolidated Balance Sheets as of April 30, 2019 and 2018.

Consolidated Statements of Income – for each year of the three-year period ended April 30, 2019.

Consolidated Statements of Comprehensive Income – for each year of the three-year period ended April 30, 2019.

Consolidated Statements of Shareholders' Equity – for each year of the three-year period ended April 30, 2019.

Consolidated Statements of Cash Flows – for each year of the three-year period ended April 30, 2019.

Notes to Consolidated Financial Statements.

Report of Independent Registered Public Accounting Firm.

Management's Annual Report on Internal Control over Financial Reporting.

Report of Independent Registered Public Accounting Firm – Internal Control over Financial Reporting.

(a)2. Financial Statement Schedules

The following financial statement schedule is filed as a part of this Form 10-K:

Schedule II – Valuation and Qualifying Accounts for each year of the three-year period ended April 30, 2019.

Schedules other than the one listed above are omitted either because they are not required or are inapplicable.

(a)3. Exhibits

[2.1](#) Agreement and Plan of Merger, dated as of November 30, 2017, among RSI Home Products, Inc., American Woodmark Corporation, Alliance Merger Sub, Inc. and Ronald M. Simon, solely in his capacity as the Stockholder Representative (incorporated by reference to Exhibit 2.1 to the Registrant's Form 8-K as filed on December 1, 2017; Commission File No. 000-14798)

[3.1](#) Articles of Incorporation as amended effective August 12, 1987 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-Q for the quarter ended January 31, 2003; Commission File No. 000-14798).

- [3.1\(b\)](#) Articles of Amendment to the Articles of Incorporation effective September 10, 2004 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K as filed on August 31, 2004; Commission File No. 000-14798).
- [3.2](#) Bylaws - as amended and restated effective November 27, 2018 (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K as filed on November 28, 2018; Commission File No. 000-14798).
- 4.1 The Articles of Incorporation and Bylaws of the Registrant as currently in effect (incorporated by reference to Exhibits 3.1 and 3.2).
- [4.2\(a\)](#) Indenture, dated as of March 16, 2015, by and among RSI Home Products, Inc., the guarantors from time to time party thereto and Wells Fargo Bank, National Association, as Trustee and Collateral Agent (incorporated by reference to Exhibit 4.2 to the Registrant's Form 10-Q for the quarter ended January 31, 2018; Commission File No. 000-14798).
- [4.2\(b\)](#) Supplemental Indenture, dated as of December 15, 2017, among RSI Home Products, Inc., the guarantors party thereto and Wells Fargo Bank, National Association, as Trustee and Collateral Agent (incorporated by reference to Exhibit 4.3 to the Registrant's Form 10-Q for the quarter ended January 31, 2018; Commission File No. 000-14798).
- [4.2\(c\)](#) Second Supplemental Indenture, dated as of February 9, 2018, among RSI Home Products, Inc., the guarantors party thereto and Wells Fargo Bank, National Association, as Trustee and Collateral Agent (incorporated by reference to Exhibit 4.4 to the Registrant's Form 10-Q for the quarter ended January 31, 2018; Commission File No. 000-14798).
- [4.3](#) Indenture, dated as of February 12, 2018, among American Woodmark Corporation, the guarantors from time to time party thereto and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K as filed on February 14, 2018; Commission File No. 000-14798).
- [4.4](#) Description of Capital Stock (Filed Herewith).
- Pursuant to Regulation S-K, Item 601(b)(4)(iii), instruments that define the rights of holders of the Registrant's long-term debt securities, where the long-term debt securities authorized under each such instrument do not exceed 10% of the Registrant's total assets, have been omitted and will be furnished to the Securities and Exchange Commission upon request.
- [10.1\(a\)](#) Commitment Letter, dated as of November 30, 2017, among American Woodmark Corporation, Wells Fargo Bank, National Association, and Wells Fargo Securities, LLC (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K as filed on December 1, 2017; Commission File No. 000-14798).
- [10.1\(b\)](#) Credit Agreement, dated as of December 29, 2017, by and among American Woodmark Corporation, as Borrower, the Lenders referred to therein as Lenders and Wells Fargo Bank, National Association, as Administrative Agent, Swingline Lender and Issuer Lender (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K as filed on January 5, 2018; Commission File No. 000-14798).
- [10.1\(c\)](#) Collateral Agreement, dated as of December 29, 2017, by American Woodmark Corporation and certain of its subsidiaries, as Grantors, in favor of Wells Fargo Bank, National Association, as Administrative Agent (incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K as filed on January 5, 2018; Commission File No. 000-14798).
- [10.1\(d\)](#) Joinder Agreement, dated as of February 12, 2018, by American Woodmark Corporation and each of its subsidiary named therein in favor of Wells Fargo Bank, National Association, as Administrative Agent, for the benefit of the Secured Parties (incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q for the quarter ended January 31, 2018; Commission File No. 000-14798).
- [10.1\(e\)](#) Amendment No. 1, dated as of September 7, 2018, to the Credit Agreement, dated as of December 29, 2017, among American Woodmark Corporation, the lenders from time to time party thereto and Wells Fargo Bank, National Association, as administrative agent (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K as filed on September 11, 2018; Commission File No. 000-14798).
- [10.1\(f\)](#) Amendment No. 2, dated as of January 25, 2019, to the Credit Agreement, dated as of December 29, 2017, among American Woodmark Corporation, the lenders from time to time party thereto and Wells Fargo Bank, National Association, as administrative agent (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on January 29, 2019; Commission File No. 000-14798).
- [10.6](#) Lease, dated as of December 15, 2000, between the Company and the Industrial Development Board of The City of Humboldt, Tennessee (incorporated by reference to Exhibit 10.6(d) to the Registrant's Form 10-K for the fiscal year ended April 30, 2001; Commission File No. 000-14798).

- [10.7 \(a\)](#) Second Amended and Restated 2004 Stock Incentive Plan for Employees (incorporated by reference to Appendix A to the Registrant's DEF-14A as filed on June 28, 2013; Commission File No. 000-14798).*
- [10.7 \(b\)](#) 2006 Non-Employee Directors Equity Ownership Plan (incorporated by reference to Appendix A to the Registrant's DEF-14A as filed on July 12, 2006; Commission File No. 000-14798).*
- [10.7 \(c\)](#) Amendment to 2006 Non-Employee Directors Equity Ownership Plan, dated as of August 27, 2009 (incorporated by reference to Exhibit 10.4 to the Registrant's Form 10-Q for the quarter ended July 31, 2009; Commission File No. 000-14798).*
- [10.7\(d\)](#) 2015 Non-Employee Directors Restricted Stock Unit Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A as filed on June 30, 2015; Commission File No. 000-14798).
- [10.8 \(a\)](#) Form of Grant Letter used in connection with awards of stock options granted under the Company's Second Amended and Restated 2004 Stock Incentive Plan for Employees (incorporated by reference to Exhibit 10.5 to the Registrant's Form 8-K as filed on June 5, 2013; Commission File No. 000-14798).*
- [10.8 \(b\)](#) Form of Grant Letter used in connection with awards of service-based restricted stock units granted under the Company's Second Amended and Restated 2004 Stock Incentive Plan for Employees (incorporated by reference to Exhibit 10.6 to the Registrant's Form 8-K as filed on June 5, 2013; Commission File No. 000-14798).*
- [10.8 \(c\)](#) Form of Grant Letter used in connection with awards of performance-based restricted stock units granted under the Company's Second Amended and Restated 2004 Stock Incentive Plan for Employees (incorporated by reference to Exhibit 10.7 to the Registrant's Form 8-K as filed on June 5, 2013; Commission File No. 000-14798).*
- [10.8 \(d\)](#) Form of Grant Letter used in connection with restricted stock unit awards granted under the Company's Second Amended and Restated 2004 Stock Incentive Plan for Employees (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K as filed on June 10, 2016; Commission File No. 000-14798).*
- [10.8\(e\)](#) Employment Agreement for Mr. M. Scott Culbreth (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K as filed on August 27, 2014; Commission File No. 000-14798).*
- [10.8\(f\)](#) Amendment to Employment Agreement for Mr. M. Scott Culbreth (incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K as filed on May 29, 2019; Commission File No. 000-14798).
- [10.8\(g\)](#) Employment Agreement for Mr. R. Perry Campbell (incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K as filed on August 27, 2014; Commission File No. 000-14798).*
- [10.8\(h\)](#) Amendment to Employment Agreement for Mr. R. Perry Campbell (incorporated by reference to Exhibit 10.3 to the Registrant's Form 8-K as filed on May 29, 2019; Commission File No. 000-14798).
- [10.8\(i\)](#) Employment Agreement for Mr. S. Cary Dunston (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K as filed on August 31, 2015; Commission File No. 000-14798).*
- [10.8\(j\)](#) Amendment to Employment Agreement for Mr. S. Cary Dunston (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K as filed on May 29, 2019; Commission File No. 000-14798).
- [10.8\(k\)](#) Employment Agreement for Mr. Robert J. Adams, Jr. (incorporated by reference to Exhibit 10.3 to the Registrant's Form 8-K as filed on August 31, 2015; Commission File No. 000-14798).*
- [10.8\(l\)](#) Amendment to Employment Agreement for Mr. Robert J. Adams, Jr. (incorporated by reference to Exhibit 10.4 to the Registrant's Form 8-K as filed on May 29, 2019; Commission File No. 000-14798).
- [10.10\(a\)](#) Equipment Lease, dated as of June 30, 2004, between the Company and the West Virginia Economic Development Authority (incorporated by reference to Exhibit 10.1(l) to the Registrant's Form 10-Q for the quarter ended July 31, 2004; Commission File No. 000-14798).
- [10.10\(b\)](#) West Virginia Facility Lease, dated as of July 30, 2004, between the Company and the West Virginia Economic Development Authority (incorporated by reference to Exhibit 10.1(m) to the Registrant's Form 10-Q for the quarter ended July 31, 2004; Commission File No. 000-14798).
- [10.11](#) 2016 Employee Stock Incentive Plan (incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement on Schedule 14A as filed on June 29, 2016; Commission File No. 000-14798).
- [10.11\(a\)](#) Form of Grant Letter used in connection with awards of service-based restricted stock units granted under the Company's 2016 Employee Stock Incentive Plan (incorporated by reference to Exhibit 10.1(a) to the Registrant's Form 10-Q for the quarter ended July 31, 2017; Commission File No. 000-14798).*

- [10.11\(b\)](#) Form of Grant Letter used in connection with awards of performance-based restricted stock units granted under the Company's 2016 Employee Stock Incentive Plan (incorporated by reference to Exhibit 10.1(b) to the Registrant's Form 10-Q for the quarter ended July 31, 2017; Commission File No. 000-14798).*
- [10.11\(c\)](#) Form of Grant Letter used in connection with awards of cultural-based restricted stock units granted under the Company's 2016 Employee Stock Incentive Plan (incorporated by reference to Exhibit 10.1(c) to the Registrant's Form 10-Q for the quarter ended July 31, 2017; Commission File No. 000-14798).*
- [10.12](#) Shareholders Agreement, dated as of November 30, 2017, by and among American Woodmark Corporation and the shareholders party thereto (incorporated by reference to Exhibit 10.4 to the Registrant's Form 10-Q for the quarter ended January 31, 2018; Commission File No. 000-14798).
- [21](#) Subsidiaries of the Company (Filed Herewith).
- [23.1](#) Consent of KPMG LLP, Independent Registered Public Accounting Firm (Filed Herewith).
- [31.1](#) Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act (Filed Herewith).
- [31.2](#) Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act (Filed Herewith).
- [32.1](#) Certification of the Chief Executive Officer and Chief Financial Officer Pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Furnished Herewith).
- 101 Interactive Data File for the Registrant's Annual Report on Form 10-K for the year ended April 30, 2019 formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income (Loss); (iv) Consolidated Statements of Shareholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements (Filed Herewith).

*Management contract or compensatory plan or arrangement.

Schedule II - Valuation and Qualifying Accounts

AMERICAN WOODMARK CORPORATION
(In Thousands)

Description (a)	Balance at Beginning of Year	Additions (Reductions) Charged to Cost and Expenses	Other	Deductions	Balance at End of Year
Year ended April 30, 2019:					
Allowance for doubtful accounts	\$ 259	\$ 72	\$ —	\$ (82) (b)	\$ 249
Reserve for cash discounts	\$ 1,627	\$ 16,994 (c)	\$ —	\$ (17,170) (d)	\$ 1,451
Reserve for sales returns and allowances	\$ 4,381	\$ 11,867 (c)	\$ —	\$ (11,703)	\$ 4,545
Year ended April 30, 2018:					
Allowance for doubtful accounts	\$ 148	\$ 169	\$ 78	\$ (136) (b)	\$ 259
Reserve for cash discounts	\$ 979	\$ 11,999 (c)	\$ 584	\$ (11,935) (d)	\$ 1,627
Reserve for sales returns and allowances	\$ 2,131	\$ 11,318 (c)	\$ 1,829	\$ (10,897)	\$ 4,381
Year ended April 30, 2017:					
Allowance for doubtful accounts	\$ 171	\$ 200	\$ —	\$ (223) (b)	\$ 148
Reserve for cash discounts	\$ 827	\$ 10,027 (c)	\$ —	\$ (9,875) (d)	\$ 979
Reserve for sales returns and allowances	\$ 1,782	\$ 7,962 (c)	\$ —	\$ (7,613)	\$ 2,131

(a) All reserves relate to accounts receivable.

(b) Principally write-offs, net of collections.

(c) Reduction of gross sales.

(d) Cash discounts granted.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

American Woodmark Corporation
(Registrant)

June 28, 2019

/s/ S. CARY DUNSTON

S. Cary Dunston
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

June 28, 2019

/s/ S. CARY DUNSTON

S. Cary Dunston Chairman and Chief Executive Officer (Principal Executive Officer) Director

June 28, 2019

/s/ M. SCOTT CULBRETH

M. Scott Culbreth
Senior Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

June 28, 2019

/s/ ANDREW B. COGAN

Andrew B. Cogan
Director

June 28, 2019

/s/ JAMES G. DAVIS, JR.

James G. Davis, Jr.
Director

June 28, 2019

/s/ MARTHA M. HAYES

Martha M. Hayes
Director

June 28, 2019

/s/ DANIEL T. HENDRIX

Daniel T. Hendrix
Director

June 28, 2019

/s/ TERESA M. MAY

Teresa M. May
Director

June 28, 2019

/s/ CAROL B. MOERDYK

Carol B. Moerdyk
Director

June 28, 2019

/s/ DAVID W. MOON

David W. Moon
Director

June 28, 2019

/s/ VANCE W. TANG

Vance W. Tang
Director

In accordance with Securities and Exchange Commission requirements, the Company will furnish copies of all exhibits to its Form 10-K not contained herein upon receipt of a written request and payment of \$0.10 per page to:

Mr. Kevin Dunnigan
Treasury Director
American Woodmark Corporation
P.O. Box 1980
Winchester, Virginia 22604-8090

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Section 2: EX-4.4 (EXHIBIT 4.4)

EXHIBIT 4.4

DESCRIPTION OF CAPITAL STOCK

The following summary description of the securities is not complete and is qualified in its entirety by reference to our Articles of Incorporation, as amended, our Bylaws, as amended, and applicable provisions of the Virginia Stock Corporation Act.

General

Our outstanding shares of common stock are listed on the NASDAQ Global Select Market under the symbol “AMWD.” The transfer agent for the Common Stock is Computershare Inc. The authorized capital stock of the Company consists of 40,000,000 shares of Common Stock, no par value, and 2,000,000 shares of Preferred Stock, \$1.00 par value.

Rights of Our Common Stock

All outstanding shares of Common Stock are of the same class and have equal rights and attributes. Each holder of Common Stock is entitled to one vote for each share held of record on each matter submitted to a vote of shareholders. Cumulative voting in the election of directors is not permitted. As a result, the holders of more than 50% of the outstanding shares have the power to elect all directors. The quorum required at a shareholders’ meeting for consideration of any matter is a majority of the shares entitled to vote on that matter, represented in person or by proxy. If a quorum is present, the affirmative vote of a majority of shares represented at the meeting and entitled to vote on the matter is required for shareholder approval, except in the case of certain major corporate actions, such as the merger or liquidation of the Company, an amendment to the Company’s articles of incorporation, or the sale of all or substantially all of the Company’s assets, with respect to which, under the provisions of the Virginia Stock Corporation Act, approval is required by the affirmative vote of more than two-thirds of all shares entitled to vote on the matter, whether or not represented at the meeting.

Subject to the rights of any holders of Preferred Stock, the holders of shares of Common Stock are entitled to receive dividends when, as and if declared by the Board of Directors out of funds legally available therefor and, in the event of the liquidation, dissolution or winding up of the Company, to share ratably in all assets remaining after the payment of liabilities. There are no preemptive or other subscription rights, conversion rights, or redemption or sinking fund provisions with respect to shares of Common Stock.

Rights of Our Preferred Stock

The Board of Directors is authorized to issue Preferred Stock in one or more series from time to time and to determine, with respect to each series, its designation, relative rights (including voting, dividend, conversion, sinking fund and redemption rights), preferences (including with respect to dividends and on liquidation) and limitations. The Board of Directors, without the consent of shareholders, can issue Preferred Stock with voting and conversion rights, which could adversely affect the voting power of the holders of Common Stock. Shares of Preferred Stock issued by the Board of Directors could be utilized, under certain circumstances, as a method of making it more difficult for a party to gain control of the Company without the approval of the Board of Directors.

Anti-Takeover Provisions

Certain provisions of our Articles of Incorporation, as amended, and our Bylaws, as amended could have an anti-takeover effect and could delay, defer or prevent a change of control of the Company, in addition to the ones set forth above.

Director Vacancies

Our Bylaws provide that any vacancies on our Board of Directors, including a vacancy resulting from the removal of a director or an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum.

Advance Notice for Shareholder Proposals and Nominations

Our Bylaws contain provisions requiring advance notice be delivered to the Company of any business to be brought by a shareholder before an annual meeting and providing for procedures to be followed by shareholders in nominating persons for election to our Board of Directors. For both, a shareholder must give notice no later than (i) 120 days before the one-year anniversary of the date of the preceding year's annual meeting of shareholders, if clause (ii) is inapplicable, or (ii) 90 days before the date of the annual meeting if the date of such annual meeting, as prescribed in the Bylaws, has been changed by more than 30 days. The notice must contain the information required by our Bylaws, and the shareholder(s) and nominee(s) must comply with the information and other requirements required by our Bylaws.

Special Meetings of Shareholders

Our Bylaws state that special meetings of shareholders, for any purpose or purposes, unless prescribed by statute, may be called by the Chairman of the Board of Directors, the Chief Executive Officer or the Board of Directors.

Bylaw Amendment

Our Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors. Bylaws adopted by the Board of Directors may be repealed or changed or new bylaws adopted by the shareholders, and the shareholders may prescribe that any bylaw adopted by them may not be altered, amended or repealed by the Board of Directors.

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Section 3: EX-21 (EXHIBIT 21)

Exhibit 21

Subsidiaries of the Registrant

Listed below are the subsidiaries of the Company, each of which is in the consolidated financial statements of the Company and each of which is wholly owned by its immediate parent unless otherwise noted. Each such subsidiary does business under its corporate name.

Name of Subsidiary	Jurisdiction of Incorporation
Amende Cabinet Corporation	Virginia
RSI Home Products, Inc.	Delaware
Phocus Asia Limited	Hong Kong
Phocus China Limited	People's Republic of China
Professional Cabinet Solutions	California
RSI Home Products, S. De R.L. De C.V. (99.9%)	Mexico
RSI Home Products Manufacturing, Inc.	Delaware
RSI Home Products, S. De R.L. De C.V. (0.1%)	Mexico
RSI Home Products Sales, Inc.	Delaware
RSI Home Products Management, Inc.	Delaware

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Section 4: EX-23.1 (EXHIBIT 23.1)

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

The Board of Directors
American Woodmark Corporation:

We consent to the incorporation by reference in the registration statements on Form S-8 (No. 333-122438, 333-141621, 333-172059, 333-186266, 333-213222, 333-

214895 and 333-223220) of American Woodmark Corporation of our reports dated June 28, 2019, with respect to the consolidated balance sheets of American Woodmark Corporation and subsidiaries as of April 30, 2019 and 2018, the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the years in the three-year period ended April 30, 2019, and the related notes and financial statement schedule II, and the effectiveness of internal control over financial reporting as of April 30, 2019, which reports appear in the April 30, 2019 annual report on Form 10-K of American Woodmark Corporation.

Our report dated June 28, 2019, on the effectiveness of internal control over financial reporting as of April 30, 2019, expresses our opinion that American Woodmark Corporation and subsidiaries did not maintain effective internal control over financial reporting as of April 30, 2019 because of the effect of a material weakness on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states a material weakness related to ineffective general information technology controls related to user access, program change and computer operation controls related to the RSI IT operating systems, databases and IT applications and ineffective process level automated controls and certain manual controls due to ineffective risk assessment and monitoring activities related to automated processes and IT systems at RSI and the lack of compliance experience on the part of RSI's Finance and IT personnel has been identified and included in management's assessment.

/s/ KPMG LLP

McLean, Virginia
June 28, 2019

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Section 5: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

CERTIFICATION UNDER SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

CERTIFICATIONS

I, S. Cary Dunston, certify that:

1. I have reviewed this report on Form 10-K of American Woodmark Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 28, 2019

/s/ S. CARY DUNSTON

S. Cary Dunston
Chairman and Chief Executive Officer
(Principal Executive Officer)

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Section 6: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

CERTIFICATION UNDER SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

CERTIFICATIONS

I, M. Scott Culbreth, certify that:

1. I have reviewed this report on Form 10-K of American Woodmark Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 28, 2019

/s/ M. SCOTT CULBRETH

M. Scott Culbreth
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

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Section 7: EX-32.1 (EXHIBIT 32.1)

CERTIFICATION

Each of the undersigned hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Annual Report on Form 10-K of American Woodmark Corporation (the "Company") for the annual period ended April 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 28, 2019

/s/ S. CARY DUNSTON

S. Cary Dunston
Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: June 28, 2019

/s/ M. SCOTT CULBRETH

M. Scott Culbreth
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

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