

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

FORM 10-Q

(Mark One)

- Quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended January 31, 2017 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 No. 0-9143

**HURCO COMPANIES, INC.**  
(Exact name of registrant as specified in its charter)

Indiana  
(State or other jurisdiction of  
incorporation or organization)

One Technology Way  
Indianapolis, Indiana  
(Address of principal executive offices)

35-1150732  
(I.R.S. Employer Identification Number)

46268  
(Zip code)

Registrant's telephone number, including area code **(317) 293-5309**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to the filing requirements for the past 90 days:

Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

Yes  No

The number of shares of the Registrant's common stock outstanding as of February 24, 2017 was 6,602,863.

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**HURCO COMPANIES, INC.**  
January 2017 Form 10-Q Quarterly Report

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**PART I - FINANCIAL INFORMATION**

**Item 1. FINANCIAL STATEMENTS**

**HURCO COMPANIES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(In thousands, except per share data)

	<b>Three Months Ended</b>	
	<b>January 31,</b>	
	<b>2017</b>	<b>2016</b>
	(Unaudited)	
Sales and service fees	\$ 48,744	\$ 56,503
Cost of sales and service	<u>36,158</u>	<u>38,805</u>
<b>Gross profit</b>	12,586	17,698
Selling, general and administrative expenses	<u>11,167</u>	<u>11,961</u>
<b>Operating income</b>	1,419	5,737
Interest expense	21	24
Interest income	11	15
Investment income (expense)	64	102
Other (income) expense, net	<u>51</u>	<u>226</u>
<b>Income (loss) before taxes</b>	1,422	5,604
Provision for income taxes	<u>543</u>	<u>1,709</u>
<b>Net income (loss)</b>	<u>\$ 879</u>	<u>\$ 3,895</u>
<b>Income per common share</b>		
Basic	<u>\$ 0.13</u>	<u>\$ 0.59</u>
Diluted	<u>\$ 0.13</u>	<u>\$ 0.58</u>
<b>Weighted average common shares outstanding</b>		
Basic	<u>6,583</u>	<u>6,558</u>
Diluted	<u>6,668</u>	<u>6,623</u>
<b>Dividends paid per share</b>	<u>\$ 0.09</u>	<u>\$ 0.08</u>

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

**HURCO COMPANIES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In thousands)

	<b>Three Months Ended</b>	
	<b>January 31,</b>	
	<b>2017</b>	<b>2016</b>
	(Unaudited)	
Net income (loss)	\$ 879	\$ 3,895
Other comprehensive income (loss):		
Translation of foreign currency financial statements	(103)	(2,411)
(Gain) / loss on derivative instruments reclassified into operations, net of tax of \$115 and \$(510), respectively	209	(928)
Gain / (loss) on derivative instruments, net of tax of \$181 and \$93, respectively	<u>329</u>	<u>169</u>
Total other comprehensive income (loss)	<u>435</u>	<u>(3,170)</u>
Comprehensive income	<u>\$ 1,314</u>	<u>\$ 725</u>

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

**HURCO COMPANIES, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share and per share data)

	January 31, 2017 (Unaudited)	October 31, 2016 (Audited)
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 55,140	\$ 41,217
Accounts receivable, net	31,848	48,631
Inventories, net	117,762	117,025
Derivative assets	2,021	1,725
Prepaid assets	9,260	8,207
Other	1,957	1,576
Total current assets	<u>217,988</u>	<u>218,381</u>
<b>Property and equipment:</b>		
Land	841	841
Building	7,352	7,352
Machinery and equipment	24,215	23,515
Leasehold improvements	3,510	3,487
	<u>35,918</u>	<u>35,195</u>
Less accumulated depreciation and amortization	<u>(23,495)</u>	<u>(22,898)</u>
Total property and equipment	12,423	12,297
<b>Non-current assets:</b>		
Software development costs, less accumulated amortization	5,119	4,926
Goodwill	2,279	2,314
Intangible assets, net	1,109	1,150
Deferred income taxes	6,128	6,138
Investments and other assets, net	6,781	6,743
Total non-current assets	<u>21,416</u>	<u>21,271</u>
Total assets	<u>\$ 251,827</u>	<u>\$ 251,949</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 40,266	\$ 37,200
Accrued expenses and other	12,476	17,231
Accrued warranty expenses	1,533	1,523
Derivative liabilities	489	538
Short-term debt	1,453	1,476
Total current liabilities	<u>56,217</u>	<u>57,968</u>
<b>Non-current liabilities:</b>		
Deferred income taxes	4,618	4,294
Accrued tax liability	1,153	963
Deferred credits and other	3,291	3,249
Total non-current liabilities	<u>9,062</u>	<u>8,506</u>
<b>Shareholders' equity:</b>		
Preferred stock: no par value per share, 1,000,000 shares authorized; no shares issued	—	—
Common stock: no par value, \$.10 stated value per share, 12,500,000 shares authorized, 6,754,922 and 6,720,453 shares issued; and 6,602,863 and 6,573,103 shares outstanding, as of January 31, 2017 and October 31, 2016, respectively	660	657
Additional paid-in capital	59,467	59,119
Retained earnings	137,029	136,742
Accumulated other comprehensive loss	<u>(10,608)</u>	<u>(11,043)</u>
Total shareholders' equity	<u>186,548</u>	<u>185,475</u>
Total liabilities and shareholders' equity	<u>\$ 251,827</u>	<u>\$ 251,949</u>

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

**HURCO COMPANIES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	<b>Three Months Ended</b>	
	<b>January 31,</b>	
	<b>2017</b>	<b>2016</b>
	(Unaudited)	
<b>Cash flows from operating activities:</b>		
Net income	\$ 879	\$ 3,895
Adjustments to reconcile net income to net cash provided by (used for) operating activities:		
Provision for doubtful accounts	19	(52)
Deferred income taxes	(377)	469
Equity in income of affiliates	(223)	(150)
Depreciation and amortization	959	962
Foreign currency (gain) loss	927	436
Unrealized (gain) loss on derivatives	(683)	(60)
Stock-based compensation	348	334
Change in assets and liabilities:		
(Increase) decrease in accounts receivable	16,493	2,483
(Increase) decrease in inventories	(474)	(6,256)
(Increase) decrease in prepaid expenses	(659)	(1,017)
Increase (decrease) in accounts payable	2,785	1,457
Increase (decrease) in accrued expenses	(4,694)	(2,887)
Net change in derivative assets and liabilities	194	333
Other	26	(681)
<b>Net cash provided by (used for) operating activities</b>	<b>15,520</b>	<b>(734)</b>
<b>Cash flows from investing activities:</b>		
Purchase of property and equipment	(798)	(635)
Proceeds from sale of equipment	—	4
Software development costs	(482)	(477)
<b>Net cash provided by (used for) investing activities</b>	<b>(1,280)</b>	<b>(1,108)</b>
<b>Cash flows from financing activities:</b>		
Dividends paid	(592)	(525)
Restricted shares vested	3	1
<b>Net cash provided by (used for) financing activities</b>	<b>(589)</b>	<b>(524)</b>
<b>Effect of exchange rate changes on cash</b>	<b>272</b>	<b>(1,085)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>13,923</b>	<b>(3,451)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>41,217</b>	<b>55,237</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 55,140</b>	<b>\$ 51,786</b>

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

**HURCO COMPANIES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**For the Three Months Ended January 31, 2017 and 2016**

(In thousands, except shares outstanding)	<b>Common Stock</b>		<b>Additional Paid-in Capital</b>	<b>Retained Earnings</b>	<b>Accumulated Other Comprehensive Income (Loss)</b>	<b>Total</b>
	<b>Shares Outstanding</b>	<b>Amount</b>				
<b>Balances, October 31, 2015</b>	<b>6,551,718</b>	<b>\$ 655</b>	<b>\$ 57,539</b>	<b>\$ 125,760</b>	<b>\$ (9,386)</b>	<b>\$ 174,568</b>
Net income	—	—	—	3,895	—	3,895
Other comprehensive loss	—	—	—	—	(3,170)	(3,170)
Stock-based compensation	12,299	1	334	—	—	335
Dividends paid	—	—	—	(525)	—	(525)
<b>Balances, January 31, 2016 (Unaudited)</b>	<b>6,564,017</b>	<b>\$ 656</b>	<b>\$ 57,873</b>	<b>\$ 129,130</b>	<b>\$ (12,556)</b>	<b>\$ 175,103</b>
<b>Balances, October 31, 2016</b>	<b>6,573,103</b>	<b>\$ 657</b>	<b>\$ 59,119</b>	<b>\$ 136,742</b>	<b>\$ (11,043)</b>	<b>\$ 185,475</b>
Net income	—	—	—	879	—	879
Other comprehensive loss	—	—	—	—	435	435
Stock-based compensation	29,760	3	348	—	—	351
Dividends paid	—	—	—	(592)	—	(592)
<b>Balances, January 31, 2017 (Unaudited)</b>	<b>6,602,863</b>	<b>\$ 660</b>	<b>\$ 59,467</b>	<b>\$ 137,029</b>	<b>\$ (10,608)</b>	<b>\$ 186,548</b>

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

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

### 1. GENERAL

The unaudited Condensed Consolidated Financial Statements include the accounts of Hurco Companies, Inc. and its consolidated subsidiaries. As used in this report, unless the context indicates otherwise, the terms “we”, “us”, “our” and similar language refer to Hurco Companies, Inc. and its consolidated subsidiaries as a whole.

We design, manufacture and sell computerized (i.e., Computer Numeric Control or CNC) machine tools, consisting primarily of vertical machining centers (mills) and turning centers (lathes), to companies in the metal cutting industry through a worldwide sales, service and distribution network. Although the majority of our computer control systems and software products are proprietary, they predominantly use industry standard personal computer components. Our computer control systems and software products are primarily sold as integral components of our computerized machine tool products. We also provide machine tool components, software options, control upgrades, accessories and replacement parts for our products, as well as customer service and training support.

The condensed financial information as of January 31, 2017 and for the three months ended January 31, 2017 and January 31, 2016 is unaudited. However, in our opinion, the interim data includes all adjustments, consisting only of normal recurring adjustments, necessary to present fairly our consolidated financial position, results of operations, changes in shareholders' equity and cash flows for and at the end of the interim periods. We suggest that you read these condensed consolidated financial statements in conjunction with the financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended October 31, 2016.

### 2. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

We are exposed to certain market risks relating to our ongoing business operations, including foreign currency risk, interest rate risk and credit risk. We manage our exposure to these and other market risks through regular operating and financing activities. Currently, the only risk that we manage through the use of derivative instruments is foreign currency risk in which we enter into derivative instruments in the form of foreign currency forward exchange contracts with a major financial institution.

We enter into these forward exchange contracts to reduce the potential effects of foreign exchange rate movements on our net equity investment in one of our foreign subsidiaries, to reduce the impact on gross profit and net earnings from sales and purchases denominated in foreign currencies, and to reduce the impact on our net earnings of foreign currency fluctuations on receivables and payables denominated in foreign currencies that are different than the subsidiaries' functional currency. We are primarily exposed to foreign currency exchange rate risk with respect to transactions and net assets denominated in Euros, Pounds Sterling, Indian Rupee, South African Rand, Singapore Dollars, Chinese Yuan, Polish Zloty, and New Taiwan Dollars. We record all derivative instruments as assets or liabilities at fair value.

#### Derivatives Designated as Hedging Instruments

We enter into foreign currency forward exchange contracts periodically to hedge certain forecasted inter-company sales and purchases denominated in foreign currencies (the Pound Sterling, Euro and New Taiwan Dollar). The purpose of these instruments is to mitigate the risk that the U.S. Dollar net cash inflows and outflows resulting from sales and purchases denominated in foreign currencies will be adversely affected by changes in exchange rates. These forward contracts have been designated as cash flow hedge instruments and are recorded in the Condensed Consolidated Balance Sheets at fair value in Derivative assets and Derivative liabilities. The effective portion of the gains and losses resulting from the changes in the fair value of these hedge contracts are deferred in Accumulated other comprehensive loss and recognized as an adjustment to Cost of sales and service in the period that the corresponding inventory sold that is the subject of the related hedge contract is recognized, thereby providing an offsetting economic impact against the corresponding change in the U.S. Dollar value of the inter-company sale or purchase being hedged. The ineffective portion of gains and losses resulting from the changes in the fair value of these hedge contracts is reported in Other (income) expense, net immediately. We perform quarterly assessments of hedge effectiveness by verifying and documenting the critical terms of the hedge instrument and determining that forecasted transactions have not changed significantly. We also assess on a quarterly basis whether there have been adverse developments regarding the risk of a counterparty default.



We had forward contracts outstanding as of January 31, 2017, denominated in Euros, Pounds Sterling and New Taiwan Dollars with set maturity dates ranging from February 2017 through January 2018. The contract amounts, expressed at forward rates in U.S. Dollars at January 31, 2017, were \$21.6 million for Euros, \$5.7 million for Pounds Sterling and \$21.1 million for New Taiwan Dollars. At January 31, 2017, we had approximately \$1.8 million of gains, net of tax, related to cash flow hedges deferred in Accumulated other comprehensive loss. Included in this amount were \$857,000 of unrealized gains, net of tax, related to cash flow hedge instruments that remain subject to currency fluctuation risk. The majority of these deferred gains will be recorded as an adjustment to Cost of sales and service in periods through January 2018, when the corresponding inventory that is the subject of the related hedge contracts is sold, as described above.

We are exposed to foreign currency exchange risk related to our investment in net assets in foreign countries. To manage this risk, we entered into a forward contract with a notional amount of €3.0 million in November 2016. We designated this forward contract as a hedge of our net investment in Euro denominated assets. We selected the forward method under Financial Accounting Standards Board, or FASB, guidance related to the accounting for derivatives instruments and hedging activities. The forward method requires all changes in the fair value of the contract to be reported as a cumulative translation adjustment in Accumulated other comprehensive loss, net of tax, in the same manner as the underlying hedged net assets. This forward contract matures in November 2017. As of January 31, 2017, we had \$809,000 of realized gains and \$6,000 of unrealized losses, net of tax, recorded as cumulative translation adjustments in Accumulated other comprehensive loss related to these forward contracts.

#### Derivatives Not Designated as Hedging Instruments

We enter into foreign currency forward exchange contracts to protect against the effects of foreign currency fluctuations on receivables and payables denominated in foreign currencies. These derivative instruments are not designated as hedges under the FASB guidance and, as a result, changes in their fair value are reported currently as Other (income) expense, net in the Condensed Consolidated Statements of Income consistent with the transaction gain or loss on the related receivables and payables denominated in foreign currencies.

We had forward contracts outstanding as of January 31, 2017, in Euros, Pounds Sterling, South African Rand, and New Taiwan Dollars with set maturity dates ranging from February 2017 through May 2017. The contract amounts at forward rates in U.S. Dollars at January 31, 2017 totaled \$57.2 million.

#### Fair Value of Derivative Instruments

We recognize the fair value of derivative instruments as assets and liabilities on a gross basis on our Condensed Consolidated Balance Sheets. As of January 31, 2017 and October 31, 2016, all derivative instruments were recorded at fair value on the balance sheets as follows (in thousands):

Derivatives	January 31, 2017		October 31, 2016	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>Designated as Hedging Instruments:</b>				
Foreign exchange forward contracts	Derivative assets	\$ 1,447	Derivative assets	\$ 1,721
Foreign exchange forward contracts	Derivative liabilities	\$ 128	Derivative liabilities	\$ 173
<b>Not Designated as Hedging Instruments:</b>				
Foreign exchange forward contracts	Derivative assets	\$ 574	Derivative assets	\$ 4
Foreign exchange forward contracts	Derivative liabilities	\$ 361	Derivative liabilities	\$ 365

**Effect of Derivative Instruments on the Condensed Consolidated Balance Sheets, Condensed Consolidated Statements of Changes in Shareholders' Equity and Condensed Consolidated Statements of Income**

Derivative instruments had the following effects on our Condensed Consolidated Balance Sheets, Condensed Consolidated Statements of Changes in Shareholders' Equity and Condensed Consolidated Statements of Income, net of tax, during the three months ended January 31, 2017 and 2016 (in thousands):

Derivatives	Amount of Gain (Loss) Recognized in Other Comprehensive Income (Loss)		Location of Gain (Loss) Reclassified from Other Comprehensive Income (Loss)	Amount of Gain (Loss) Reclassified from Other Comprehensive Income (Loss)	
	Three Months Ended January 31,			Three Months Ended January 31,	
	2017	2016		2017	2016

**Designated as Hedging Instruments:**  
(Effective portion)

Foreign exchange forward contracts					
– Intercompany sales/purchases	\$ 329	\$ 169	Cost of sales and service	\$ (209)	\$ 928
Foreign exchange forward contract					
– Net investment	\$ 39	\$ 36			

We recognized a loss of \$136,000 as a result of hedges deemed ineffective for the three months ended January 31, 2017. We did not recognize any gains or losses as a result of hedges deemed ineffective for the three months ended January 31, 2016. We recognized the following losses and gains in our Condensed Consolidated Statements of Income during the three months ended January 31, 2017 and 2016 on derivative instruments not designated as hedging instruments (in thousands):

Derivatives	Location of Gain (Loss) Recognized in Operations	Amount of Gain (Loss) Recognized in Operations	
		Three Months Ended January 31, 2017	2016
<b>Not Designated as Hedging Instruments:</b>			
Foreign exchange forward contracts	Other (income) expense, net	\$ (790)	\$ 139

The following table presents the changes in the components of Accumulated other comprehensive loss, net of tax, for the three months ended January 31, 2017 (in thousands):

	<b>Foreign Currency Translation</b>	<b>Cash Flow Hedges</b>	<b>Total</b>
Balance, October 31, 2016	\$ (12,325)	\$ 1,282	\$ (11,043)
Other comprehensive income (loss) before reclassifications	(103)	329	226
Reclassifications	—	209	209
Balance, January 31, 2017	<u>\$ (12,428)</u>	<u>\$ 1,820</u>	<u>\$ (10,608)</u>

### 3. EQUITY INCENTIVE PLAN

In March 2016, we adopted the Hurco Companies, Inc. 2016 Equity Incentive Plan (the “2016 Equity Plan”), which allows us to grant awards of stock options, stock appreciation rights (“SARs”), restricted stock, stock units and other stock-based awards. The 2016 Equity Plan replaced the 2008 Equity Incentive Plan (the “2008 Plan”) and is the only active plan under which equity awards may be made by us to our employees and non-employee directors. No further awards will be made under our 2008 Plan. The total number of shares of our common stock that may be issued pursuant to awards under the 2016 Equity Plan is 856,048, which includes 386,048 shares remaining available for future grants under the 2008 Plan as of March 10, 2016, the date our shareholders approved the 2016 Equity Plan.

The Compensation Committee of the Board of Directors has the authority to determine the officers, directors and key employees who will be granted awards under the 2016 Equity Plan; designate the number of shares subject to each award; determine the terms and conditions upon which awards will be granted; and prescribe the form and terms of award agreements. We have granted restricted shares and performance units under the 2016 Equity Plan, which are currently outstanding, and we have granted stock options, restricted shares and performance shares under the 2008 Plan which are currently outstanding. No stock option may be exercised more than ten years after the date of grant or such shorter period as the Compensation Committee may determine at the date of grant. The market value of a share of our common stock, for purposes of the 2016 Equity Plan, is the closing sale price as reported by the Nasdaq Global Select Market on the date in question or, if not a trading day, on the last preceding trading date.

A summary of stock option activity for the three-month period ended January 31, 2017, is as follows:

	<b>Stock Options</b>	<b>Weighted Average Exercise Price</b>
Outstanding at October 31, 2016	107,889	\$ 20.25
Options granted	—	—
Options exercised	—	—
Options cancelled	—	—
Outstanding at January 31, 2017	<u>107,889</u>	<u>\$ 20.25</u>

Summarized information about outstanding stock options as of January 31, 2017, that have already vested and those that are expected to vest, as well as stock options that are currently exercisable, are as follows:

	<u>Options Already Vested and Expected to Vest</u>	<u>Options Currently Exercisable</u>
Number of outstanding options	107,889	107,889
Weighted average remaining contractual life (years)	4.12	4.12
Weighted average exercise price per share	\$ 20.25	\$ 20.25
Intrinsic value of outstanding options	\$ 1,142,700	\$ 1,142,700

The intrinsic value of an outstanding stock option is calculated as the difference between the stock price as of January 31, 2017 and the exercise price of the option.

On March 10, 2016, the Compensation Committee granted a total of 9,170 shares of time-based restricted stock to our non-employee directors. The restricted shares vest in full one year from the date of grant provided the recipient remains on the board of directors through that date. The grant date fair value of the restricted shares was based on the closing sales price of our common stock on the grant date, which was \$30.52 per share.

On January 5, 2017, the Compensation Committee determined the degree to which the long-term incentive compensation arrangement approved for the fiscal 2014-2016 performance period was attained, and the resulting payout level relative to the target amount for each of the metrics that were established by the Committee in 2014. As a result, the Committee determined that a total of 30,683 performance shares were earned by our executive officers, which performance shares vested on January 5, 2017. The vesting date fair value of the performance shares was based on the closing sales price of our common stock on the vesting date, which was \$33.90 per share.

On January 5, 2017, the Compensation Committee also approved a long-term incentive compensation arrangement for our executive officers in the form of restricted shares and performance stock units (“PSUs”) under the 2016 Equity Plan, which will be payable in shares of our common stock if earned and vested. The awards were 25% time-based vesting and 75% performance-based vesting. The three-year performance period for the PSUs is fiscal 2017 through fiscal 2019.

On that date, the Compensation Committee granted a total of 14,747 shares of time-based restricted shares to our executive officers. The restricted shares vest in thirds over three years from the date of grant provided the recipient remains employed through that date. The grant date fair value of the restricted shares was based upon the closing sales price of our common stock on the date of grant which was \$33.90 per share.

On January 5, 2017, the Compensation Committee also granted a total target number of 18,496 PSUs to our executive officers designated as “PSU – TSR”. These PSUs were weighted as 40% of the overall 2017 executive long-term incentive compensation arrangement and will vest and be paid based upon our total shareholder return of our common stock over the three-year period of fiscal 2017-2019, relative to the total shareholder return of the companies in a specified peer group over that period. Participants will have the ability to earn between 50% of the target number of the PSUs – TSR for achieving threshold performance and 200% of the target number of the PSUs – TSR for achieving maximum performance. The fair value of the PSUs – TSR was \$43.25 per PSU and was calculated using the Monte Carlo approach.

On January 5, 2017, the Compensation Committee also granted a total target number of 20,647 PSUs to our executive officers designated as “PSU – ROIC”. These PSUs were weighted as 35% of the overall 2017 executive long-term incentive compensation arrangement and will vest and be paid based upon the achievement of pre-established goals related to our average return on invested capital over the three-year period of fiscal 2017-2019. Participants will have the ability to earn between 50% of the target number of the PSUs - ROIC for achieving threshold performance and 200% of the target number of the PSUs - ROIC for achieving maximum performance. The grant date fair value of the PSUs – ROIC was based on the closing sales price of our common stock on the grant date, which was \$33.90 per share.

A reconciliation of the Company's restricted stock, performance share and PSU activity and related information for the three-month period ended January 31, 2017 is as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested at October 31, 2016	147,350	\$ 28.79
Shares granted	56,091	36.69
Shares vested	(29,760)	25.89
Shares cancelled	(7,678)	29.98
Shares withheld	(13,944)	25.89
Unvested at January 31, 2017	<u>152,059</u>	<u>\$ 32.47</u>

During the first three months of fiscal 2017 and 2016, we recorded \$351,000 and \$335,000, respectively, as stock-based compensation expense related to grants under our equity plans. As of January 31, 2017, there was an estimated \$3.5 million of total unrecognized stock-based compensation cost that we expect to recognize by the end of the first quarter of fiscal 2020.

#### 4. EARNINGS PER SHARE

Per share results have been computed based on the average number of common shares outstanding over the period in question. The computation of basic and diluted net income per share is determined using net income applicable to common shareholders as the numerator and the number of shares outstanding as the denominator as follows (in thousands, except per share amounts):

	Three Months Ended January 31,			
	2017		2016	
	Basic	Diluted	Basic	Diluted
Net income	\$ 879	\$ 879	\$ 3,895	\$ 3,895
Undistributed earnings allocated to participating shares	(5)	(5)	(22)	(22)
Net income applicable to common shareholders	<u>\$ 874</u>	<u>\$ 874</u>	<u>\$ 3,873</u>	<u>\$ 3,873</u>
Weighted average shares outstanding	6,583	6,583	6,558	6,558
Stock options and contingently issuable securities	—	85	—	65
	<u>6,583</u>	<u>6,668</u>	<u>6,558</u>	<u>6,623</u>
Income per share	<u>\$ 0.13</u>	<u>\$ 0.13</u>	<u>\$ 0.59</u>	<u>\$ 0.58</u>

#### 5. ACCOUNTS RECEIVABLE

Accounts receivable are net of allowances for doubtful accounts of \$683,000 as of January 31, 2017 and \$664,000 as of October 31, 2016.

## 6. INVENTORIES

Inventories, priced at the lower of cost (first-in, first-out method) or market, are summarized below (in thousands):

	<b>January 31, 2017</b>	<b>October 31, 2016</b>
Purchased parts and sub-assemblies	\$ 27,118	\$ 25,661
Work-in-process	16,474	17,724
Finished goods	74,170	73,640
	<u>\$ 117,762</u>	<u>\$ 117,025</u>

## 7. SEGMENT INFORMATION

We operate in a single segment: industrial automation equipment. We design, manufacture and sell computerized machine tools, consisting primarily of vertical machining centers (mills) and turning centers (lathes), to companies in the metal cutting industry through a worldwide sales, service and distribution network. Our computer control systems and software products are primarily sold as integral components of our computerized machine tool products. We also provide machine tool components, software options, control upgrades, accessories and replacement parts for our products, as well as customer service and training support.

## 8. GUARANTEES AND PRODUCT WARRANTIES

From time to time, our subsidiaries guarantee third party payment obligations in connection with the sale of machines to customers that use financing. We follow FASB guidance for accounting for guarantees (codified in ASC 460). As of January 31, 2017, we had 23 outstanding third party payment guarantees totaling approximately \$1.1 million. The terms of these guarantees are consistent with the underlying customer financing terms. Upon shipment of a machine, the customer has the risk of ownership. The customer does not obtain title, however, until it has paid for the machine. A retention of title clause allows us to recover the machine if the customer defaults on the financing. We accrue liabilities under these guarantees at fair value, which amounts are insignificant.

We provide warranties on our products with respect to defects in material and workmanship. The terms of these warranties are generally one year for machines and certain components and shorter periods for service parts. We recognize a reserve with respect to this obligation at the time of product sale, with subsequent warranty claims recorded against the reserve. The amount of the warranty reserve is determined based on historical trend experience and any known warranty issues that could cause future warranty costs to differ from historical experience. A reconciliation of the changes in our warranty reserve is as follows (in thousands):

	<b>Three Months Ended January 31,</b>	
	<b>2017</b>	<b>2016</b>
Balance, beginning of period	\$ 1,523	\$ 2,186
Provision for warranties during the period	806	688
Charges to the reserve	(790)	(771)
Impact of foreign currency translation	(6)	(47)
Balance, end of period	<u>\$ 1,533</u>	<u>\$ 2,056</u>

The year-over-year decrease in our warranty reserve was primarily due to a reduction in unit sales volume, as well as a reduction in average warranty cost per machine as our product mix of machines under warranty shifted from more complex, higher-performance machines.

## 9. DEBT AGREEMENTS

On December 7, 2012, we entered into an agreement (the “U.S. credit agreement”) with a financial institution that provided us with an unsecured revolving credit and letter of credit facility. The U.S. credit agreement contains customary financial covenants, including covenants (1) restricting us from making certain investments, loans, advances and acquisitions (but permitting us to make investments in subsidiaries of up to \$5.0 million), (2) requiring that we maintain a minimum working capital, and (3) requiring that we maintain a minimum tangible net worth. The U.S. credit agreement permits us to pay certain cash dividends, so long as we are not in default before and after giving effect to such dividends.

Borrowings under our U.S. credit agreement bear interest either at a LIBOR-based rate or a floating rate, in each case with an interest rate floor of 0.00%. The floating rate equals the greatest of (a) a one month LIBOR-based rate plus 1.00% per annum, (b) the federal funds effective rate plus 0.50% per annum, (c) the prevailing prime rate and (d) 0.00%. The rate we must pay for that portion of the U.S. credit agreement which is not utilized is 0.05% per annum.

On December 6, 2016, we entered into a fourth amendment to our U.S. credit agreement, among other things, to increase the unsecured revolving credit facility from \$12.5 million to \$15.0 million, to increase the cash dividend allowance from \$4.0 million per calendar year to \$5.0 million per calendar year, and to extend the scheduled maturity date to December 31, 2018. We also amended the U.S. credit agreement to increase the minimum working capital and minimum tangible net worth requirements from \$90.0 million to \$105.0 million and \$120.0 million to \$125.0 million, respectively.

On February 16, 2017, we amended our credit facility in China to decrease the credit facility from 40.0 million Chinese Yuan to 20.0 million Chinese Yuan (approximately \$2.9 million) and renewed the facility with an expiration date of February 15, 2018. We had \$1.5 million of borrowings under our China credit facility at each of January 31, 2017 and October 31, 2016, which bears interest at variable rates of 4.4% and 4.6% annually, respectively. We also have a £1.0 million revolving credit facility in the United Kingdom and a €1.5 million revolving credit facility in Germany. We had no other debt or borrowings under any of our other credit facilities at either of those dates.

All of our credit facilities are unsecured. At January 31, 2017, we were in compliance with all covenants contained in the related credit agreements and, as of that date, we had unutilized credit facilities of \$22.2 million.

## 10. INCOME TAXES

Our effective tax rate for the first three months of fiscal 2017 was 38% in comparison to 31% for the same period in fiscal 2016. The increase in the effective income tax rate was primarily due to a shift in taxable income and loss among the various geographic regions. We recorded income tax expense during the first three months of fiscal 2017 of \$543,000 compared to \$1.7 million for the same period in fiscal 2016. This reduction was primarily a result of a decrease in income period-over-period. We have not provided any U.S. income taxes on the undistributed earnings of our wholly-owned foreign subsidiaries based upon our determination that such earnings will be indefinitely reinvested. In the event these earnings are later distributed to our U.S. operations, such distributions would likely result in additional U.S. tax that may be offset, at least in part, by associated foreign tax credits.

Our unrecognized tax benefits were \$1.2 million as of January 31, 2017 and \$1.1 million as of October 31, 2016, and in each case included accrued interest.

We recognize accrued interest and penalties related to unrecognized tax benefits as components of income tax expense. As of January 31, 2017, the gross amount of interest accrued, reported in Accrued expenses and other, was approximately \$57,000, which did not include the federal tax benefit of interest deductions.

We file U.S. federal and state income tax returns, as well as tax returns in several foreign jurisdictions. The statutes of limitations with respect to unrecognized tax benefits will expire between July 2017 and July 2019.

## 11. FINANCIAL INSTRUMENTS

FASB fair value guidance established a three-tier fair value hierarchy, which categorizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs, such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exist, therefore requiring an entity to develop its own assumptions.

In accordance with this guidance, the following table represents the fair value hierarchy for our financial assets and liabilities measured at fair value as of January 31, 2017 and October 31, 2016 (in thousands):

	Assets		Liabilities	
	January 31, 2017	October 31, 2016	January 31, 2017	October 31, 2016
<b>Level 1</b>				
Deferred Compensation	\$ 1,434	\$ 1,363	\$ -	\$ -
<b>Level 2</b>				
Derivatives	\$ 2,021	\$ 1,725	\$ 489	\$ 538

Included in Level 1 assets are mutual fund investments under a nonqualified deferred compensation plan. We estimate the fair value of these investments on a recurring basis using market prices which are readily available.

Included in Level 2 fair value measurements are derivative assets and liabilities related to gains and losses on foreign currency forward exchange contracts entered into with a third party. We estimate the fair value of these derivatives on a recurring basis using foreign currency exchange rates obtained from active markets. Derivative instruments are reported in the accompanying consolidated financial statements at fair value. We have derivative financial instruments in the form of foreign currency forward exchange contracts as described in Note 2 of Notes to the Condensed Consolidated Financial Statements in which the U.S. Dollar equivalent notional amounts of these contracts was \$109.0 million and \$125.6 million at January 31, 2017 and October 31, 2016, respectively. The fair value of Derivative assets recorded on our Condensed Consolidated Balance Sheets was \$2.0 million at January 31, 2017 and \$1.7 million at October 31, 2016. The fair value of Derivative liabilities recorded on our Condensed Consolidated Balance Sheets was \$0.5 million at each of January 31, 2017 and October 31, 2016.

The fair value of our foreign currency forward exchange contracts and the related currency positions are subject to offsetting market risk resulting from foreign currency exchange rate volatility. The counterparty to the forward exchange contracts is a substantial and creditworthy financial institution. We do not consider either the risk of counterparty non-performance or the economic consequences of counterparty non-performance as material risks.



## 12. CONTINGENCIES AND LITIGATION

We are involved in various claims and lawsuits arising in the normal course of business. Pursuant to applicable accounting rules, we accrue the minimum liability for each known claim when the estimated outcome is a range of possible loss and no one amount within that range is more likely than another. We maintain insurance policies for such matters, and we record insurance recoveries when we determine such recovery to be probable. We do not expect any of these claims, individually or in the aggregate, to have a material adverse effect on our consolidated financial position or results of operations. We believe that the ultimate resolution of claims for any losses will not exceed our insurance policy coverages.

## 13. NEW ACCOUNTING PRONOUNCEMENTS

In December 2016, the FASB issued Accounting Standards Update, or ASU, No. 2016-20, *Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*, which affects narrow aspects of the guidance issued in ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. ASU 2016-20 provides further guidance and clarification, among other things, on certain aspects of ASU 2014-09 such as disclosure of remaining performance obligations and disclosure of prior-period performance obligations. ASU 2016-20 has the same effective date as ASU 2014-09, which will be our fiscal year 2019, including interim periods within the fiscal year. We are assessing the method of adoption and the impact this new accounting guidance will have on our consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business*, which provides guidance to assist companies in evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendment provides a more robust framework to use in determining when a set of transferred assets and activities (“set”) is a business. ASU 2017-01 is effective for our fiscal year 2019, including interim periods within the fiscal year. We do not expect that the adoption of this accounting standard update will have a material effect on our consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles—Goodwill and Other (Topic 350): Simplifying the Test of Goodwill Impairment*, which eliminates Step 2 from the goodwill impairment test, which is the requirement for an entity to calculate the implied fair value of goodwill in measuring a goodwill impairment loss. ASU 2017-04 provides that a company should perform its goodwill impairment test by comparing the fair value of a reporting unit with its carrying value and should recognize an impairment charge if the carrying value exceeds the fair value of the reporting unit, but only to the extent of the goodwill amount allocated to that reporting unit. Companies will still have the option to perform a qualitative assessment to determine if the quantitative impairment test is necessary. ASU 2017-04 is effective for our fiscal year 2021, including interim periods within the fiscal year. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates on or after January 1, 2017. We are assessing the impact this new guidance will have on our consolidated financial statements.

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

### **EXECUTIVE OVERVIEW**

Hurco Companies, Inc. is an industrial technology company operating in a single segment. We design, manufacture and sell computerized (i.e., Computer Numeric Control, or CNC) machine tools, consisting primarily of vertical machining centers (mills) and turning centers (lathes), to companies in the metal cutting industry through a worldwide sales, service and distribution network. Although the majority of our computer control systems and software products are proprietary, they predominantly use industry standard personal computer components. Our computer control systems and software products are primarily sold as integral components of our computerized machine tool products. We also provide machine tool components, software options, control upgrades, accessories and replacement parts for our products, as well as customer service and training support.

The following overview is intended to provide a brief explanation of the principal factors that have contributed to our recent financial performance. This overview is intended to be read in conjunction with the more detailed information included in our financial statements that appear elsewhere in this report.

The market for machine tools is international in scope. We have both significant foreign sales and significant foreign manufacturing operations. During the first three months of fiscal 2017, approximately 53% of our revenues were attributable to customers in Europe, where we typically sell more of our higher-priced, higher-priced VMX series machines. Additionally, approximately 13% of our revenues were attributable to customers in Asia, where we sell more of our entry-level, lower-priced machines, and where we also encounter greater price pressures.

We have three brands of CNC machine tools in our product portfolio: Hurco is the premium brand focused on sophisticated technology; Milltronics is the entry level brand with a simplified control and straightforward feature sets; and Takumi is an industry standard brand with machines that are equipped with industry standard controls instead of the proprietary controls found on Hurco and Milltronics machines. Typically, manufacturing facilities that use industry standard controls focus on medium to high production, wherein they run large batches of a few types of parts instead of small batches of many different types of parts. The Hurco, Milltronics and Takumi product lines represent a comprehensive product portfolio with more than 150 different models. In addition, through our wholly-owned subsidiary LCM Precision Technology S.r.l. ("LCM"), we produce machine tool components and accessories.

We sell our products through more than 195 independent agents and distributors throughout the Americas, Europe and Asia. Although some distributors carry competitive products, we are the primary line for the majority of our distributors globally. We also have our own direct sales and service organizations in China, France, Germany, India, Italy, Poland, Singapore, South Africa, Taiwan, the United Kingdom and certain parts of the United States, which are among the world's principal machine tool consuming markets. The vast majority of our machine tools are manufactured to our specifications primarily by our wholly-owned subsidiary in Taiwan, Hurco Manufacturing Ltd. ("HML"). Machine castings and components to support HML's production are manufactured at our facility in Ningbo, China. Components to support our SRT line of five-axis machining centers, such as the direct drive spindle, swivel head and rotary table, are manufactured by LCM.

Our sales to foreign customers are denominated, and payments by those customers are made, in the prevailing currencies—primarily the Euro, Pound Sterling and Chinese Yuan - in the countries in which those customers are located. Our product costs are incurred and paid primarily in the New Taiwan Dollar and the U.S. Dollar. Changes in currency exchange rates may have a material effect on our operating results and consolidated balance sheets as reported under U.S. Generally Accepted Accounting Principles. For example, when the U.S. Dollar weakens in value relative to a foreign currency, sales made, and expenses incurred, in that currency when translated to U.S. Dollars for reporting in our financial statements, are higher than would be the case when the U.S. Dollar is stronger. In the comparison of our period-to-period results, we discuss the effect of currency translation on those results, which reflect translation to U.S. Dollars at exchange rates prevailing during the period covered by those financial statements.

Our high levels of foreign manufacturing and sales also expose us to cash flow risks due to fluctuating currency exchange rates. We seek to mitigate those risks through the use of various derivative instruments – principally foreign currency forward exchange contracts.

## RESULTS OF OPERATIONS

### Three Months Ended January 31, 2017 Compared to Three Months Ended January 31, 2016

*Sales and Service Fees.* Sales and service fees for the first quarter of fiscal 2017 were \$48.7 million, a decrease of \$7.8 million, or 14%, compared to the corresponding prior year period and included a negative currency impact of \$1.5 million, or 3%, when translating foreign sales to U.S. dollars for financial reporting purposes.

#### Sales and Service Fees by Geographic Region

The following table sets forth net sales and service fees by geographic region for the quarter ended January 31, 2017 and 2016 (in thousands):

	Three Months Ended January 31,				\$ Change	% Change
	2017		2016			
Americas	\$ 16,709	34%	\$ 18,941	34%	\$ (2,232)	-12%
Europe	25,572	53%	29,004	51%	(3,432)	-12%
Asia Pacific	6,463	13%	8,558	15%	(2,095)	-24%
Total	\$ 48,744	100%	\$ 56,503	100%	\$ (7,759)	-14%

The decrease in sales in all geographic regions during the first quarter of fiscal 2017 compared to the corresponding prior year period was impacted by the timing of customer-requested delivery dates and the availability of specific customer-requested inventory models.

#### Sales and Service Fees by Product Category

The following table sets forth net sales and service fees by product category for the quarter ended January 31, 2017 and 2016 (in thousands):

	Three Months Ended January 31,				\$ Change	% Change
	2017		2016			
Computerized Machine Tools	\$ 40,700	83%	\$ 48,698	86%	\$ (7,998)	-16%
Computer Control Systems and Software †	568	1%	621	1%	(53)	-9%
Service Parts	5,769	12%	5,197	9%	572	11%
Service Fees,	1,707	4%	1,987	4%	(280)	-14%
Total	\$ 48,744	100%	\$ 56,503	100%	\$ (7,759)	-14%

† Amounts shown do not include computer control systems and software sold as an integrated component of computerized machine systems.

The decrease in sales of computerized machine tools and computer control systems and software during the first quarter of fiscal 2017 compared to the corresponding prior year period was impacted by the timing of customer-requested delivery dates and the availability of specific customer-requested inventory models. Sales of service parts increased in the first quarter of fiscal 2017 compared to the corresponding prior year period due primarily to an increase in aftermarket sales in the Americas and Europe. Service fees decreased in the first quarter of fiscal 2017 compared to the corresponding prior year period due primarily to decreased demand for aftermarket service in the Americas and Europe.

*Orders.* Orders for the first quarter of fiscal 2017 were \$61.0 million, an increase of \$9.7 million, or 19%, from the corresponding prior year period and included a negative currency impact of \$2.2 million, or 4%, when translating foreign orders to U.S. dollars.

The following table sets forth new orders booked by geographic region for the first quarter of fiscal 2017 and 2016 (in thousands):

	<b>Three Months Ended January 31,</b>				<b>\$ Change</b>	<b>% Change</b>
	<b>2017</b>		<b>2016</b>			
Americas	\$ 20,342	33%	\$ 16,863	33%	\$ 3,479	21%
Europe	32,349	53%	28,618	56%	3,731	13%
Asia Pacific	8,329	14%	5,809	11%	2,520	43%
Total	\$ 61,020	100%	\$ 51,290	100%	\$ 9,730	19%

Orders in the Americas for the first quarter of fiscal 2017 increased by \$3.5 million, or 21%, compared to the corresponding prior year period primarily due to overall increased customer demand for higher-performance Hurco machines and entry level Milltronics machines. European orders for the first quarter of fiscal 2017 increased by \$3.7 million, or 13%, compared to the corresponding prior year period and included a negative currency impact of \$2.1 million, or 7%, when translating foreign orders to U.S. dollars. The year-over-year growth in European orders for the first quarter of fiscal 2017, excluding the effect of the negative currency impact, was driven by increased orders in the United Kingdom and Germany, partially offset by decreased orders in France and Italy. The increase in the European orders included a multiple machine order from a customer in the United Kingdom totaling \$2.8 million. Asian Pacific orders for the first quarter of fiscal 2017 increased by \$2.5 million, or 43%, compared to the corresponding prior year period. The year-over-year growth resulted from increased customer demand for Hurco and Takumi machines, particularly in China.

*Gross Profit.* Gross profit for the first quarter of fiscal 2017 was \$12.6 million, or 26% of sales, compared to \$17.7 million, or 31% of sales, for the corresponding prior year period. The year-over-year reduction in gross profit was driven by the overall reduction in sales volume.

*Operating Expenses.* Selling, general and administrative expenses for the first quarter of fiscal 2017 were \$11.2 million compared to \$12.0 million for the corresponding prior year period. The year-over-year reduction in selling, general and administrative expenses included a favorable currency impact of \$0.3 million, or 2%, when translating foreign expenses to U.S. dollars for financial reporting purposes.

*Operating Income.* Operating income for the first quarter of fiscal 2017 was \$1.4 million compared to \$5.7 million for the corresponding period in fiscal 2016. The decrease in operating income year-over-year was primarily driven by the overall reduction in sales volume.

*Other (Income) Expense, Net.* Other expense in the first quarter of fiscal 2017 decreased by \$0.2 million from the corresponding period in fiscal 2016 due to lower foreign currency losses on transactions denominated in foreign currencies experienced in fiscal 2017.

*Income Taxes.* The effective tax rate for the first quarter of fiscal 2017 was 38% compared to 31% in the corresponding prior year period. The increase in the effective tax rate for the first quarter of fiscal 2017 compared to the corresponding prior year period was due primarily to a shift in taxable income and loss among the various geographic regions.

## **LIQUIDITY AND CAPITAL RESOURCES**

At January 31, 2017, we had cash and cash equivalents of \$55.1 million, compared to \$41.2 million at October 31, 2016. Approximately 37% of the \$55.1 million of cash and cash equivalents is denominated in U.S. Dollars. The balance is attributable to our foreign operations and is held in the local currencies of our various foreign entities, subject to fluctuations in currency exchange rates. We do not believe that the indefinite reinvestment of these funds offshore impairs our ability to meet our domestic working capital needs.

Working capital was \$161.8 million at January 31, 2017 compared to \$160.4 million at October 31, 2016. The increase in working capital was primarily due to a reduction of accrued expenses related to the timing of employee compensation payments during the first quarter of fiscal 2017.

Capital expenditures of \$1.3 million during the first three months of fiscal 2017 were primarily for capital improvements in existing facilities and software development costs. We funded these expenditures with cash on hand.

At January 31, 2017, we had \$1.5 million of borrowings outstanding under our China credit facility. We had no other debt or borrowings under any of our other credit facilities. At January 31, 2017, we had an aggregate of \$22.2 million available for borrowing under our credit facilities and were in compliance with all covenants.

We believe our cash position and borrowing capacity under our credit facilities provide adequate liquidity to fund our operations and allow us to remain committed to our strategic plan of product innovation and targeted penetration of developing markets.

We continue to receive and review information on businesses and assets for potential acquisition, including intellectual property assets, which are available for purchase.

## **CRITICAL ACCOUNTING POLICIES**

Our accounting policies, which are described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016, require management to make significant estimates and assumptions using information available at the time the estimates are made. These estimates and assumptions significantly affect various reported amounts of assets, liabilities, revenues, and expenses. If our future experience differs materially from these estimates and assumptions, our results of operations and financial condition would be affected. There were no material changes to our critical accounting policies during the first three months of fiscal 2017.

## **CONTRACTUAL OBLIGATIONS AND COMMITMENTS**

There have been no material changes related to our contractual obligations and commitments from the information provided in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016.

## OFF BALANCE SHEET ARRANGEMENTS

From time to time, our subsidiaries guarantee third party payment obligations in connection with the sale of machines to customers that use financing. We follow FASB guidance for accounting for guarantees (codified in ASC 460). As of January 31, 2017, we had 23 outstanding third party payment guarantees totaling approximately \$1.1 million. The terms of these guarantees are consistent with the underlying customer financing terms. Upon shipment of a machine, the customer has the risk of ownership. The customer does not obtain title, however, until it has paid for the machine. A retention of title clause allows us to recover the machine if the customer defaults on the financing. We accrue liabilities under these guarantees at fair value, which amounts are insignificant.

## CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements made in this report constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the statements. These risks, uncertainties and other factors include, but are not limited to:

- The cyclical nature of the machine tool industry;
- Uncertain economic conditions, which may adversely affect overall demand, in the Americas, Europe and Asia Pacific markets;
- The risks of our international operations;
- The limited number of our manufacturing sources;
- The effects of changes in currency exchange rates;
- Our dependence on new product development;
- Possible obsolescence of our technology and the need to make technological advances;
- Competition with larger companies that have greater financial resources;
- Increases in the prices of raw materials, especially steel and iron products;
- Acquisitions that could disrupt our operations and affect operating results;
- Impairment of our assets;
- Negative or unforeseen tax consequences;
- The need to protect our intellectual property assets;
- Our ability to integrate acquisitions;
- Uncertainty concerning our ability to use tax loss carryforwards;
- Breaches of our network and system security measures;
- The effect of the loss of members of senior management and key personnel; and
- Governmental actions, initiatives and regulations, including import and export restrictions and tariffs.

We discuss these and other important risks and uncertainties that may affect our future operations in Part I, Item 1A – Risk Factors in our most recent Annual Report on Form 10-K and may update that discussion in Part II, Item 1A – Risk Factors in this report or a Quarterly Report on Form 10-Q we file hereafter.

Readers are cautioned not to place undue reliance on these forward-looking statements. While we believe the assumptions on which the forward-looking statements are based are reasonable, there can be no assurance that these forward-looking statements will prove to be accurate. This cautionary statement is applicable to all forward-looking statements contained in this report.

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

#### Interest Rate Risk

Interest on borrowings on our credit facilities are variable and tied to prevailing domestic and foreign interest rates. At January 31, 2017, we had \$1.5 million of borrowings outstanding under our China credit facility. We had no other debt or borrowings under any of our other credit facilities.

#### Foreign Currency Exchange Risk

In the first three months of fiscal 2017, we derived approximately 66% of our revenues from customers located outside of the Americas. All of our computerized machine tools and computer control systems, as well as certain proprietary service parts, are sourced by our U.S.-based engineering and manufacturing division and re-invoiced to our foreign sales and service subsidiaries, primarily in their functional currencies.

Our products are sourced from foreign suppliers or built to our specifications by either our wholly-owned subsidiaries in Taiwan, U.S., Italy and China or an affiliated contract manufacturer in Taiwan. Our purchases are predominantly in foreign currencies and in some cases our arrangements with these suppliers include foreign currency risk sharing agreements, which reduce (but do not eliminate) the effects of currency fluctuations on product costs. The predominant portion of the exchange rate risk associated with our product purchases relates to the New Taiwan Dollar and the Euro.

We enter into foreign currency forward exchange contracts from time to time to hedge the cash flow risk related to forecasted inter-company sales and purchases denominated in, or based on, foreign currencies (primarily the Euro, Pound Sterling, and New Taiwan Dollar). We also enter into foreign currency forward exchange contracts to protect against the effects of foreign currency fluctuations on receivables and payables denominated in foreign currencies. We also enter into foreign currency forward contracts to hedge a portion of our net investment denominated in Euros. We do not speculate in the financial markets and, therefore, do not enter into these contracts for trading purposes.

Forward contracts for the sale or purchase of foreign currencies as of January 31, 2017, which are designated as cash flow hedges under FASB guidance related to accounting for derivative instruments and hedging activities, were as follows:

<u>Forward Contracts</u>	<u>Notional Amount in Foreign Currency</u>	<u>Weighted Avg. Forward Rate</u>	<u>Contract Amount at Forward Rates in U.S. Dollars</u>		<u>Maturity Dates</u>
			<u>Contract Date</u>	<u>January 31, 2017</u>	
<u>Sale Contracts:</u>					
Euro	19,800,000	1.1142	\$ 22,062,033	\$ 21,561,690	February 2017 – January 2018
Pound Sterling	4,525,000	1.3285	\$ 6,011,300	\$ 5,714,981	February 2017 – January 2018
<u>Purchase Contracts:</u>					
New Taiwan Dollar	655,000,000	31.7710*	\$ 20,616,026	\$ 21,147,297	February 2017 – January 2018

\*NT Dollars per U.S. Dollar

Forward contracts for the sale or purchase of foreign currencies as of January 31, 2017, which were entered into to protect against the effects of foreign currency fluctuations on receivables and payables and are not designated as hedges under this guidance denominated in foreign currencies, were as follows:

Forward Contracts	Notional Amount in Foreign Currency	Weighted Avg. Forward Rate	Contract Amount at Forward Rates in U.S. Dollars		Maturity Dates
			Contract Date	January 31, 2017	
<b>Sale Contracts:</b>					
Euro	32,275,434	1.0894	\$ 35,162,312	\$ 34,997,435	February 2017 – April 2017
Pound Sterling	1,069,265	1.2420	\$ 1,328,002	\$ 1,346,043	February 2017
South African Rand	14,823,600	0.0698	\$ 1,033,956	\$ 1,080,946	April 2017
<b>Purchase Contracts:</b>					
New Taiwan Dollar	613,639,258	31.3795*	\$ 19,555,438	\$ 19,770,463	February 2017 – May 2017

\* NT Dollars per U.S. Dollar

We are also exposed to foreign currency exchange risk related to our investment in net assets in foreign countries. To manage this risk, we have maintained a forward contract with a notional amount of €3.0 million. We designated this forward contract as a hedge of our net investment in Euro-denominated assets. We selected the forward method under FASB guidance related to the accounting for derivatives instruments and hedging activities. The forward method requires all changes in the fair value of the contract to be reported as a cumulative translation adjustment in Accumulated other comprehensive loss, net of tax, in the same manner as the underlying hedged net assets. This forward contract matures in November 2017. At January 31, 2017, we had \$809,000 of realized gains and \$6,000 of unrealized losses, net of tax, recorded as cumulative translation adjustments in Accumulated other comprehensive loss related to the hedging of our net investment in Euro-denominated assets. Forward contracts for the sale or purchase of foreign currencies as of January 31, 2017, which are designated as net investment hedges under this guidance were as follows:

Forward Contracts	Notional Amount in Foreign Currency	Weighted Avg. Forward Rate	Contract Amount at Forward Rates in U.S. Dollars		Maturity Date
			Contract Date	January 31, 2017	
<b>Sale Contracts:</b>					
Euro	3,000,000	1.0935	\$ 3,280,500	\$ 3,289,320	November 2017



Item 4. CONTROLS AND PROCEDURES

We conducted an evaluation under the supervision and with participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of January 31, 2017, pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of the evaluation date.

There were no changes in our internal control over financial reporting during the three months ended January 31, 2017 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. LEGAL PROCEEDINGS

From time to time we are involved in various claims and lawsuits arising in the normal course of business. We do not expect any of these claims, individually or in the aggregate, to have a material adverse effect on our consolidated financial position or results of operations. Any claims that have been filed against us are properly reflected on our consolidated financial position and results of operations and we believe that the ultimate resolution of claims for any losses will not exceed our insurance policy coverages.

### Item 1A. RISK FACTORS

There have been no material changes from the risk factors disclosed in Part I, Item 1A – Risk Factors in our Annual Report on Form 10-K for the year ended October 31, 2016.

### Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table summarizes the purchases of common stock made by us during the three months ended January 31, 2017:

	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs<sup>(1)</sup></b>	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under Plans or Programs<sup>(1)</sup></b>
November 2016	0	\$ 0	0	\$ 0
December 2016	0	\$ 0	0	\$ 0
January 2017	13,944 <sup>(2)</sup>	\$ 25.89 <sup>(2)</sup>	0	\$ 0
Total	<u>13,944</u>	<u>\$ 25.89</u>	<u>0</u>	<u>\$ 0</u>

(1) The Company does not have any publicly announced share repurchase plans or programs.

(2) Represents shares of our common stock that were withheld to satisfy the income tax obligations of recipients of awards of 43,704 restricted shares and earned performance shares granted under the 2008 Plan in connection with the vesting of such awards.

### Item 5. OTHER INFORMATION

During the period covered by this report, the Audit Committee of our Board of Directors engaged our independent registered public accounting firm to perform non-audit, tax planning services. This disclosure is made pursuant to Section 10A9(i)(2) of the Securities Exchange Act of 1934, as added by Section 202 of the Sarbanes-Oxley Act of 2002.

Item 6.      EXHIBITS

- 10.1            Form of Restricted Stock Award Agreement (Employee) under the 2016 Equity Incentive Plan
- 10.2            Form of Performance Stock Unit Award Agreement (Employee) under the 2016 Equity Incentive Plan
- 10.3            Fourth Amendment to Credit Agreement, dated as of December 6, 2016, between Hurco Companies, Inc. and JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed December 8, 2016.
- 10.4            Replacement Revolving Note, dated as of December 6, 2016, by Hurco Companies, Inc. for the benefit of JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed December 8, 2016.
- 31.1            Certification by the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934, as amended.
- 31.2            Certification by the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934, as amended.
- 32.1            Certification by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2            Certification by the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS        XBRL Instance Document
- 101.SCH        XBRL Taxonomy Extension Schema Document
- 101.CAL        XBRL Taxonomy Extension Calculation Linkbase
- 101.LAB        XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE        XBRL Taxonomy Extension Presentation Linkbase Document
- 101.DEF        XBRL Taxonomy Extension Definition Linkbase Document

SIGNATURES

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

HURCO COMPANIES, INC.

By: /s/ Sonja K. McClelland  
Sonja K. McClelland  
Executive Vice President, Secretary, Treasurer  
& Chief Financial Officer

March 10, 2017

**RESTRICTED STOCK AWARD AGREEMENT (EMPLOYEE)**

This Restricted Stock Award Agreement (“**Agreement**”) has been entered into as of the day of , 20 , between Hurco Companies, Inc., an Indiana corporation (the “**Company**”), and \_\_\_\_\_ (“**Participant**”), an employee of the Company or one of the Company’s subsidiaries pursuant to the Company’s 2016 Equity Incentive Plan (the “**Plan**”).

**WHEREAS**, the Compensation Committee of the Board of Directors of the Company (the “**Committee**”) has granted to Participant a restricted stock award pursuant to the terms and conditions as provided in the Plan and this Agreement;

**WHEREAS**, the Company and Participant desire to set forth the terms and conditions of the award; and

**WHEREAS**, capitalized terms used but not otherwise defined herein shall have their meanings set forth in the Plan.

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements contained in this Agreement, the Company and Participant agree as follows:

1 . **Grant of Award.** Subject to the terms and conditions stated in the Plan and this Agreement, the Committee hereby grants to Participant an award of \_\_\_\_\_ restricted shares (the “**Restricted Stock**”) of the Company’s common stock (the “**Common Stock**”). The date of this grant (the “**Restricted Stock Award Date**”) is \_\_\_\_\_, 20\_\_ .

2 . **Representations of Participant.** Participant hereby (a) accepts the award of Restricted Stock described in paragraph 1 hereof, (b) agrees that the Restricted Stock will be held by him or her and his or her successors subject to (and will not be disposed of except in accordance with) all of the restrictions, terms and conditions contained in this Agreement and the Plan, and (c) agrees that any certificates issued for the Restricted Stock may bear the following legend or such other legend as the Company, from time to time, deems appropriate:

“The transferability of this certificate and the shares represented hereby are subject to the terms and conditions (including forfeiture) contained in the Hurco Companies, Inc. 2016 Equity Incentive Plan, and an Award Agreement entered into between the registered owner and Hurco Companies, Inc. Copies of the Plan and Award Agreement are on file in the office of the Secretary of Hurco Companies, Inc.”

and that any book-entry of the Restricted Stock shall be subject to comparable stop transfer instructions.

3. **Vesting.** Subject to the terms of the Plan and this Agreement, the Restricted Stock held by Participant shall become fully vested and nonforfeitable as to 1/3 of the shares of Restricted Stock on a cumulative basis, on each of the first, second, and third anniversaries of the Restricted Stock Award Date.

4. Restriction Period. Except as otherwise provided in this Agreement, the Plan, or the Company's Stock Ownership Policy, Participant may not sell, assign, transfer, pledge or otherwise dispose of or encumber any of the shares of Restricted Stock, or any interest therein, until his or her rights in such shares have vested in accordance with this Agreement (the "Restriction Period"). Any purported sale, assignment, transfer, pledge or other disposition or encumbrance in violation of this Agreement or the Plan will be void and of no effect.

5. Voting and Dividends. During the Restriction Period, and except as otherwise provided in the Plan, Participant shall have all of the rights of a shareholder of the Company with respect to the Restricted Stock, including the right to vote the Restricted Stock. Any dividends or distributions paid with respect to the Restricted Stock during the Restriction Period shall be subject to the same restrictions and other terms and conditions as the Restricted Stock to which such dividends or distributions relate.

6. Forfeiture. Except as provided in the Plan or by the Committee, in its sole discretion, upon termination of service with the Company or one of its subsidiaries, Participant shall forfeit all unvested shares of Restricted Stock, and shall not receive any compensation for such forfeited Restricted Stock. Participant shall have no further rights as a shareholder of the Company with respect to the forfeiture, including, without limitation, any right to receive any distribution payable to shareholders of record on or after the date of such forfeiture.

7. Certificates or Book Entry. As soon as practicable after the Restricted Stock Award Date, the Company shall issue a stock certificate or establish a book entry in respect of the Restricted Stock which will be registered in Participant's name. Any such stock certificate shall be deposited with the Company or its designee, together with an assignment separate from the certificate, in blank, signed by the Participant, and bear an appropriate legend referring to the restricted nature of the Restricted Stock evidenced thereby, including, but not limited to, the legend set forth in paragraph 2 hereof. Any book entry of the Restricted Stock shall be subject to comparable restrictions and corresponding stop transfer instructions. To the extent the shares of Restricted Stock become vested, and upon the Company's determination that any necessary conditions precedent to the release of vested Shares (such as satisfaction of tax withholding obligations and compliance with applicable legal requirements) have been satisfied, the Company shall promptly provide Participant (or in the case of his death, his designated beneficiary) the certificates for the appropriate number of shares of Common Stock or shall release restrictions on any book entry evidencing the appropriate number of shares of Common Stock.

8. Withholding. Prior to delivery of any shares of Common Stock pursuant to the vesting of Restricted Stock, the Company has the right and power to deduct or withhold, or permit Participant to remit to the Company, an amount (including an amount of shares of Common Stock) sufficient to satisfy all applicable tax withholding requirements, as set forth in the Plan.

9. Qualification of Rights. Neither this Agreement nor the existence of the award shall be construed as giving Participant any right to be retained as an employee of the Company or any of its subsidiaries.

10. Plan Controlling. The terms and conditions set forth in this Agreement are subject in all respects to the terms and conditions of the Plan, which are controlling. All determinations and interpretations of the Committee shall be binding and conclusive upon Participant and his or her legal representatives.

1 1 . Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Indiana (without regard to any applicable principles of conflicts of law that might require the application of another jurisdiction's laws).

1 2 . Notices. All notices and other communications required or permitted under this Agreement shall be written and shall be delivered personally or sent by registered or certified first-class mail, postage prepaid and return receipt required, addressed as follows: if to the Company, to the Company's executive offices in Indianapolis, Indiana, and if to Participant or his or her successor, to the address last furnished by Participant to the Company. Each notice and communication shall be deemed to have been given when received by the Company or Participant.

1 3 . No Waiver. The failure of a party to insist upon strict adherence to any term of this Agreement on any occasion shall not be considered a waiver thereof or deprive that party of the right thereafter to insist upon strict adherence to that term or any other term of this Agreement.

1 4 . Recoupment. Any rights, payments and benefits Participant may receive hereunder shall be subject to repayment or forfeiture pursuant to the Company's policy on recoupment or recovery of incentive compensation, as in effect from time to time, and all laws and listing standards related to the recoupment or recovery of incentive compensation, all to the extent determined by the Company in its discretion to be applicable to Participant. This Section 14 shall not be the Company's exclusive remedy with respect to such matters.

1 5 . Miscellaneous. This Agreement may be executed in multiple counterparts, each of which shall be deemed an original, and all of which, taken together, shall constitute one and the same instrument. This Agreement was negotiated by the parties hereto, each of which had the opportunity to engage legal counsel, and any rule of construction or interpretation otherwise requiring this Agreement to be construed or interpreted against any party shall not apply to any construction or interpretation hereof. This Agreement supersedes all prior agreements, whether written or oral, between the parties with respect to its subject matter and, together with the Plan, constitutes a complete and exclusive statement of the terms of the agreement between the parties with respect to its subject matter. This Agreement shall be binding upon, and shall be enforceable by and inure solely to the benefit of, the parties hereto and their respective permitted successors and assigns.

IN WITNESS WHEREOF, the Company and Participant have executed this Agreement as of the date first written above.

HURCO COMPANIES, INC.

By:

\_\_\_\_\_

Name:

Title:

\_\_\_\_\_

Participant

**PERFORMANCE STOCK UNIT AWARD AGREEMENT (EMPLOYEE)**

This Performance Stock Unit Award Agreement (“**Agreement**”) has been entered into as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, between Hurco Companies, Inc., an Indiana corporation (the “**Company**”), and \_\_\_\_\_ (“**Participant**”), an employee of the Company or one of the Company’s subsidiaries pursuant to the Company’s 2016 Equity Incentive Plan (the “**Plan**”).

**WHEREAS**, capitalized terms used but not otherwise defined herein shall have their meanings set forth in the Plan;

**WHEREAS**, the Compensation Committee of the Board of Directors of the Company (the “**Committee**”) has granted to Participant a Performance-Based Compensation Stock Unit Award pursuant to the terms and conditions as provided in the Plan and this Agreement; and

**WHEREAS**, the Company and Participant desire to set forth the terms and conditions of the award.

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements contained in this Agreement, the Company and Participant agree as follows:

1 . **Grant of Award.** Subject to the terms and conditions stated in the Plan and this Agreement, the Committee hereby grants to Participant a Performance-Based Compensation Stock Unit Award of a target number of \_\_\_\_\_ Stock Units (the “**Performance Units**”), with the actual number of Performance Units to be received under this award to depend on the attainment of performance goals set forth herein. Without limitation of the applicability of the other terms of the Plan to the award of Performance Units hereunder, Section 16 of the Plan will be applicable to the Performance Units and such Performance Units shall be considered Performance-Based Compensation as set forth in the Plan. Each Performance Unit is a book-keeping entry that represents an unfunded, unsecured right to receive one share of the Company’s common stock (“**Common Stock**”), subject to the terms and conditions stated in the Plan and this Agreement, including without limitation the attainment of the performance goals set forth herein. The date of this grant is \_\_\_\_\_, 20\_\_\_\_.

2 . **Representations of Participant.** Participant hereby (a) accepts the award of Performance Units described in paragraph 1 hereof, and (b) agrees that the Performance Units will be credited to an account in his or her name maintained by the Company, which account will be unfunded and maintained for book-keeping purposes only, with the Performance Units simply representing an unfunded and unsecured obligation of the Company.

3 . **Performance Goals and Performance Period.** Subject to the terms of the Plan and this Agreement, the Performance Units held by Participant shall be earned and vest only to the extent that the Committee certifies the degree to which the performance goals established as specified in Attachment A to this Agreement are attained or otherwise satisfied within the period of time set forth in Attachment A as the “Performance Period” and as to the number of Performance Units that have been earned and vested accordingly.



4 . Settlement. If and to the extent that the Committee certifies in writing that the performance goals have been attained or otherwise satisfied with respect to the Performance Period and as to the applicable number of Performance Units that have been earned and vested in accordance with Attachment A, the Company shall, as soon as practicable (but no later than the 15<sup>th</sup> day of the third month following the end of the calendar year in which the Performance Period ends), cause to be issued and delivered to Participant, or to his or her designated beneficiary, one share of Common Stock in payment and settlement of each vested Performance Unit. Delivery of the shares shall be effected by the issuance of a stock certificate, by an appropriate entry in the stock register maintained by the Company's transfer agent with a notice of issuance provided, or by the electronic delivery of the shares to a designated broker account, shall be subject to satisfaction of withholding tax obligations as provided in paragraph 8 and compliance with all applicable legal requirements as provided in the Plan, and shall be in complete satisfaction and settlement of such vested Performance Units.

5. Restrictions Applicable to the Performance Units. Except as otherwise provided in this Agreement, the Plan, or the Company's Stock Ownership Policy, Participant may not sell, assign, transfer, pledge or otherwise dispose of or encumber any of the Performance Units, or any interest therein or the shares underlying the Performance Units, until the Performance Units have vested in accordance with this Agreement. Any purported sale, assignment, transfer, pledge or other disposition or encumbrance in violation of this Agreement or the Plan will be void and of no effect.

6 . Rights of Shareholder; Share Dividends. Participant will not have any rights of a holder of Common Stock with respect to the Performance Units (including any voting rights or rights with respect to cash dividends paid by the Company) unless and until shares of Common Stock are issued to Participant as provided in paragraph 4. Stock dividends and shares issued as a result of any stock-split, if any, issued with respect to the Performance Units shall be treated as additional Performance Units and shall be subject to the same restrictions and other terms and conditions that apply with respect to, and shall vest or be forfeited at the same time as, the Performance Units with respect to which such stock dividends or shares are issued.

7. Forfeiture. Except as provided in the Plan or by the Committee, in its sole discretion, upon termination of service with the Company or one of its subsidiaries prior to the end of the Performance Period, Participant shall forfeit all unvested Performance Units, and shall not receive any compensation for such forfeited Performance Units. Further, any Performance Units that do not vest as a result of the applicable performance goals not being attained shall be forfeited.

8 . Withholding. Prior to delivery of any shares of Common Stock pursuant to the vesting of any Performance Units, the Company has the right and power to deduct or withhold, or permit Participant to remit to the Company, an amount (including an amount of shares of Common Stock) sufficient to satisfy all applicable tax withholding requirements , as set forth in the Plan.

9 . Qualification of Rights. Neither this Agreement nor the existence of the award shall be construed as giving Participant any right to be retained as an employee of the Company or any of its subsidiaries.

10. Plan Controlling and Committee Determinations. The terms and conditions set forth in this Agreement are subject in all respects to the terms and conditions of the Plan, which are controlling. All determinations and interpretations of the Committee (including the determination as to whether the performance goals have been achieved for the Performance Period) shall be binding and conclusive upon Participant and his or her legal representatives.

11 . Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Indiana (without regard to any applicable principles of conflicts of law that might require the application of another jurisdiction's laws).

1 2 . Notices. All notices and other communications required or permitted under this Agreement shall be written and shall be delivered personally or sent by registered or certified first-class mail, postage prepaid and return receipt required, addressed as follows: if to the Company, to the Company's executive offices in Indianapolis, Indiana, and if to Participant or his or her successor, to the address last furnished by Participant to the Company. Each notice and communication shall be deemed to have been given when received by the Company or Participant.

1 3 . No Waiver. The failure of a party to insist upon strict adherence to any term of this Agreement on any occasion shall not be considered a waiver thereof or deprive that party of the right thereafter to insist upon strict adherence to that term or any other term of this Agreement.

1 4 . Recoupment. Any rights, payments and benefits Participant may receive hereunder shall be subject to repayment or forfeiture pursuant to the Company's policy on recoupment or recovery of incentive compensation, as in effect from time to time, and all laws and listing standards related to the recoupment or recovery of incentive compensation, all to the extent determined by the Company in its discretion to be applicable to Participant. This paragraph 14 shall not be the Company's exclusive remedy with respect to such matters.

1 5 . Miscellaneous. This Agreement may be executed in multiple counterparts, each of which shall be deemed an original, and all of which, taken together, shall constitute one and the same instrument. This Agreement was negotiated by the parties hereto, each of which had the opportunity to engage legal counsel, and any rule of construction or interpretation otherwise requiring this Agreement to be construed or interpreted against any party shall not apply to any construction or interpretation hereof. This Agreement supersedes all prior agreements, whether written or oral, between the parties with respect to its subject matter and, together with the Plan, constitutes a complete and exclusive statement of the terms of the agreement between the parties with respect to its subject matter. This Agreement shall be binding upon, and shall be enforceable by and inure solely to the benefit of, the parties hereto and their respective permitted successors and assigns.

IN WITNESS WHEREOF, the Company and Participant have executed this Agreement as of the date first written above.

HURCO COMPANIES, INC.

By: \_\_\_\_\_  
Name:  
Title:  
\_\_\_\_\_  
Participant

**ATTACHMENT A  
TO  
PERFORMANCE STOCK UNIT AWARD AGREEMENT**

The performance period for the Performance Units (the “**Performance Period**”) shall commence on \_\_\_\_\_, 20\_\_\_\_ and end on \_\_\_\_\_, 20\_\_\_\_. The Performance Units shall be earned and vest, and be paid in shares of Common Stock, as follows:

- (a) \_\_\_\_\_ of the target number of Performance Units as set forth in paragraph 1 of the Agreement shall be “**Target TSR Performance Units**.” The actual number of Performance Units to be earned and paid (the “**TSR Performance Units Payout**”) with respect to this metric shall be determined in accordance with the following formula:  $\text{TSR Performance Units Payout} = \text{TSR Payout Factor} \times \text{Target TSR Performance Units}$ . The “**TSR Payout Factor**” is based on the Company’s Total Shareholder Return (defined and measured as described below, the “**TSR**”) for the Performance Period relative to the TSR for each company in the Peer Group (as defined below), determined in accordance with the following table:

<u>If the Company’s TSR rank against the Peer Group is</u>	<u>TSR Payout Factor (% of Target TSR Performance Units)</u>
at the 30 <sup>th</sup> percentile (Threshold)	50%
at the 55 <sup>th</sup> percentile (Target)	100%
at the 90 <sup>th</sup> percentile or more (Maximum)	200%

The TSR Payout Factor shall be interpolated on a straight-line basis between the percentile levels in the above table, but no amounts will be payable if the Company’s TSR rank against the Peer Group is below the Threshold level.

In the event that the Company’s TSR for the Performance Period is a negative number, then the TSR Payout Factor shall not exceed 100%, even if the Company’s TSR rank against the Peer Group is greater than the 55<sup>th</sup> percentile.

The term “**Total Shareholder Return**” for a particular Performance Period means the rate of return (expressed as a percentage) achieved with respect to the Company’s Common Stock and the common stock of each company in the Peer Group for such Performance Period. Total Shareholder Return over the Performance Period shall be calculated in accordance with the following formula:

$$((\text{Final Price} + \text{all cash dividends paid during the Performance Period}) / \text{Initial Price}) - 1$$

(1) “**Final Price**” shall mean the average of the closing prices of the applicable company’s common stock for the final thirty trading days of the Performance Period.

(2) “**Initial Price**” shall mean the average of the closing prices of the applicable company’s common stock for the last thirty trading days preceding the beginning of the Performance Period.

If the Company or a member of the Peer Group splits its stock or pays a stock dividend, such company's TSR will be adjusted for the stock split or stock dividend.

The term "**Peer Group**" means the companies listed on Attachment B, subject to the following adjustments:

(i) If a member of the Peer Group is acquired by another company, the acquired Peer Group company will be removed from the Peer Group for the entire Performance Period.

(ii) If a member of the Peer Group sells, spins-off, or disposes of a portion of its business, then such Peer Group company will remain in the Peer Group for the Performance Period unless such sale, spin-off or disposition results in the disposition of more than 50% of such company's total assets during the Performance Period.

(iii) If a member of the Peer Group acquires another company, the acquiring Peer Group company will remain in the Peer Group for the Performance Period.

(iv) If a member of the Peer Group is delisted on all major stock exchanges, such delisted company will be removed from the Peer Group for the entire Performance Period.

(v) Members of the Peer Group that file for bankruptcy, liquidation or similar reorganization during the Performance Period will remain in the Peer Group, positioned below the lowest performing non-bankrupt member of the Peer Group.

In addition, the Compensation Committee shall have the authority to make other appropriate adjustments in response to a change in circumstances that results in a member of the Peer Group no longer satisfying the criteria for which such member was originally selected.

- (a) \_\_\_\_\_ of the target number of Performance Units as set forth in paragraph 1 of the Agreement shall be "**Target ROIC Performance Units**." The actual number of Performance Units to be earned and paid (the "**ROIC Performance Units Payout**") with respect to this metric shall be determined in accordance with the following formula:  $\text{ROIC Performance Units Payout} = \text{ROIC Payout Factor} \times \text{Target ROIC Performance Units}$ .

The "**ROIC Payout Factor**" is based on the Company's Average Return on Invested Capital ("**Average ROIC**") (defined and measured as described below) and shall be determined in accordance with the following table:

<u>Average ROIC</u>	<u>ROIC Payout Factor (% of Target ROIC Performance Units)</u>
7% (Threshold)	50%
9% (Target)	100%
13% (Maximum)	200%

The ROIC Payout Factor shall be interpolated on a straight-line basis between the Average ROIC levels in the above table, but no amounts will be payable if the Average ROIC is below the Threshold level.

The term "**Average ROIC**" for a particular Performance Period shall mean the average of the ROIC (as defined below) in each of the fiscal years in the Performance Period, and ROIC means the percentage calculated as net operating profit after tax divided by invested capital. Invested capital is calculated as the average shareholders' equity for the year plus long-term debt.

"ROIC" and "Average ROIC" may be hereafter adjusted by the Committee to exclude the effects of unanticipated material transactions or events such as acquisitions, divestitures, accounting changes, restructurings and special charges or gains (determined according to objective criteria established by the Committee), but only to the extent permitted by Code Section 162(m).

**CERTIFICATION PURSUANT TO RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Michael Doar, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Hurco Companies, Inc.;
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;
  - (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;
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 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.

/s/ Michael Doar

Michael Doar  
Chairman and Chief Executive Officer  
March 10, 2017

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## CERTIFICATION PURSUANT TO RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Sonja K. McClelland, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Hurco Companies, Inc.;
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;
  - (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;
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 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.

/s/ Sonja K. McClelland

Sonja K. McClelland

Executive Vice President, Secretary, Treasurer & Chief Financial Officer

March 10, 2017

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**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Hurco Companies, Inc. (the "Company") on Form 10-Q for the period ending January 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certifies, pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) 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.

/s/ Michael Doar

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Michael Doar  
Chairman and Chief Executive Officer  
March 10, 2017

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**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Hurco Companies, Inc. (the "Company") on Form 10-Q for the period ending January 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certifies, pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) 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.

/s/ Sonja K. McClelland

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Sonja K. McClelland

Executive Vice President, Secretary, Treasurer

& Chief Financial Officer

March 10, 2017

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