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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **September 16, 2015**

CAPITAL SOUTHWEST CORPORATION

(Exact Name Of Registrant As Specified In Charter)

Texas
(State or Other Jurisdiction of Incorporation)

814-00061
(Commission File Number)

75-1072796
(IRS Employer Identification No.)

5400 Lyndon B. Johnson Freeway, Suite 1300
Dallas, Texas 75240
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(972) 233-8242**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

CSW Industrials, Inc. (“CSWI”), currently a wholly owned subsidiary of Capital Southwest Corporation (“Capital Southwest”) will make a series of presentations to the investment community in anticipation of its spin-off from Capital Southwest. The slides to be used in connection with such presentations are furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On September 8, 2015, the Board of Directors of Capital Southwest approved the spin-off of certain of its industrial products businesses through the pro rata distribution of shares of CSWI to holders of Capital Southwest’s common stock at the close of business on September 18, 2015 (the “Share Distribution”). The Share Distribution is expected to be completed on September 30, 2015. For additional information regarding the Share Distribution, see Capital Southwest’s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 14, 2015.

The information furnished under this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	CSWI Presentation

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 hereunto duly authorized.

Dated: September 16, 2015

By: /s/ Joseph B. Armes

Name: Joseph B. Armes

Title: Chairman of the Board,
Chief Executive Officer and President

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	CSWI Presentation



CSW
INDUSTRIALS

Company Presentation

September 16, 2015

Forward-Looking Statements

- This presentation contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995 relating to, among other things, the manner, tax-free nature and expected benefits associated with the proposed spin-off of certain control assets of Capital Southwest into a new, independent, publicly traded company, CSW Industrials, Inc. ("CSWI"), the expected timing of the completion of the transaction and the business, financial condition and results of operations of Capital Southwest, including the businesses of CSWI. Any statements preceded or followed by or that include the words "believe," "expect," "intend," "plan," "should" or words, phrases or similar expressions or the negative thereof, are intended to identify forward-looking statements. These statements are made on the basis of the current beliefs, expectations and assumptions of the management of Capital Southwest. There are a number of risks and uncertainties that could cause Capital Southwest's actual results to differ materially from the forward-looking statements included in this presentation. These risks and uncertainties include, but are not limited to, risks relating to Capital Southwest's ability to complete the proposed spin-off transaction and to achieve the expected benefits therefrom.
- In light of these risks, uncertainties, assumptions, and other factors inherent in forward-looking statements, actual results may differ materially from those discussed in this presentation. Other unknown or unpredictable factors could also have a material adverse effect on CSWI's actual future results, performance, or achievements. For a further discussion of these and other risks and uncertainties applicable to CSWI and its business, see CSWI's filings with the SEC, including the Information Statement filed as an exhibit to CSWI's Registration Statement on Form 10. As a result of the foregoing, readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Neither Capital Southwest nor CSWI assumes any obligation to update these forward-looking statements to reflect any new information, subsequent events or circumstances, or otherwise, except as may be required by law.



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Pro-Forma and Non-GAAP Financial Information

- The pro forma financial data in this presentation as of and for the fiscal year ended March 31, 2015 has been adjusted (a) to include the acquisition of substantially all the assets of Strathmore Products, Inc. and (b) to give effect to the proposed spin-off of CSWI and the related transactions. The pro forma financial data in this presentation as of and for the three months ended June 30, 2015 has been adjusted to give effect to the proposed spin-off of CSWI and the related transactions. The pro forma financial data does not purport (i) to represent what CSWI's results of operations actually would have been if the spin-off and Strathmore acquisition had occurred prior to the fiscal year presented or (ii) to project CSWI's financial performance for any future period.
- This presentation includes non-GAAP financial measures including EBITDA. Reconciliations to the most directly comparable GAAP measures are included on page 32 of this presentation. These measures should be considered in addition to results prepared in accordance with GAAP, but are not a substitute for GAAP results.



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Transaction Overview

The separation is designed to unlock shareholder value immediately and to enhance long-term shareholder value by establishing two strong, independent companies with distinct growth strategies

- Structured as a tax-free spin transaction
- Form 10 Registration Statement for CSWI initially filed with the SEC on June 16, 2015; Amendment No.4 to Form 10 filed on September 9, 2015; Registration statement declared effective on September 14, 2015

Ticker	• CSWI
Exchange	• NASDAQ
Exchange Ratio	• 1 Share of CSWI for every 1 share of CSWC
Expected Number of Shares	• 15.6mm
Record Date	• September 18, 2015
Distribution of CSWI Shares	• September 30, 2015
First Day of Regular-Way Trading	• October 1, 2015



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Experienced Management Team

Executive Officers



Joseph B. Armes
Chairman and CEO



Kelly Tacke
CFO



Christopher J. Mudd
President & COO

Board of Directors

**Michael
Gambrell**

*Former Executive
Vice President of
The Dow Chemical
Company*

**Linda
Livingstone, Ph.D.**

*Dean of The George
Washington University
School of Business*

**William F.
Quinn**

*Executive Chairman
and Founder of
American Beacon
Advisors*

**Robert
Swartz**

*Lead director of the
CSWI Board
Executive Vice President
and Chief Operating
Officer for Glazer's, Inc*

Management team including subsidiary company executives averages 25 years of experience in the industrial manufacturing and specialty chemicals industries



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I. Company Overview

Investment Highlights

- Broad Portfolio of Leading Industrial Brands and Solutions
- Sustainable Organic Revenue Growth and Operating Performance
- Stable Platform for Acquisitions with Proven Track Record
- Culture of Product Enhancement and Customer Centric Solutions
- Diverse Sales and Distribution Channels Serving Attractive End Markets



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CSWI Overview

- A diversified industrial growth company with well-established, scalable platforms
- Deep domain expertise across three segments:
 - Industrial Products
 - Coatings, Sealants & Adhesives
 - Specialty Chemicals
- PF⁽¹⁾ 2015 Net Revenues: \$325.0mm, PF⁽¹⁾ 2015 EBITDA: \$60.1mm
- PF⁽²⁾ 2016Q1 Net Revenues: \$88.9mm, PF⁽²⁾ 2016Q1 EBITDA: \$18.7mm
- Broad portfolio of leading industrial products providing performance optimizing solutions to our diversified customer base. Products include mechanical products for heating, ventilation and air conditioning (“HVAC”) and refrigeration applications, coatings and sealants and high performance specialty lubricants

We seek to deliver solutions to our professional customers that provide superior performance and reliability

(1) PF2015 includes Strathmore FY2014 results and other pro forma adjustments; Strathmore fiscal year ends December 31

(2) PF2016Q1 includes the financial results of Strathmore since the date of its acquisition (effective April 1, 2015) and other pro forma adjustments



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CSWI Corporate Culture

CSWI's corporate culture will **SHAPE** and **GUIDE** our company by helping each team member understand how to make his/her contribution to the company we serve. Our culture manifests the **OBSERVED BEHAVIORS**, the **NORMS**, and the **DOMINANT VALUES** of the company. Our culture should be effective in **REINFORCING** certain behaviors and **ERADICATING** others.

**THE GOAL OF OUR CORPORATE CULTURE IS TO MAXIMIZE
PERFORMANCE.**



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CSWI Corporate Culture (Cont'd)

Our corporate culture will be based on our core values:

- **Integrity**
- **Respect**
- **Excellence**
- **Stewardship**
- **Citizenship**
- **Accountability**
- **Teamwork**



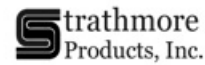
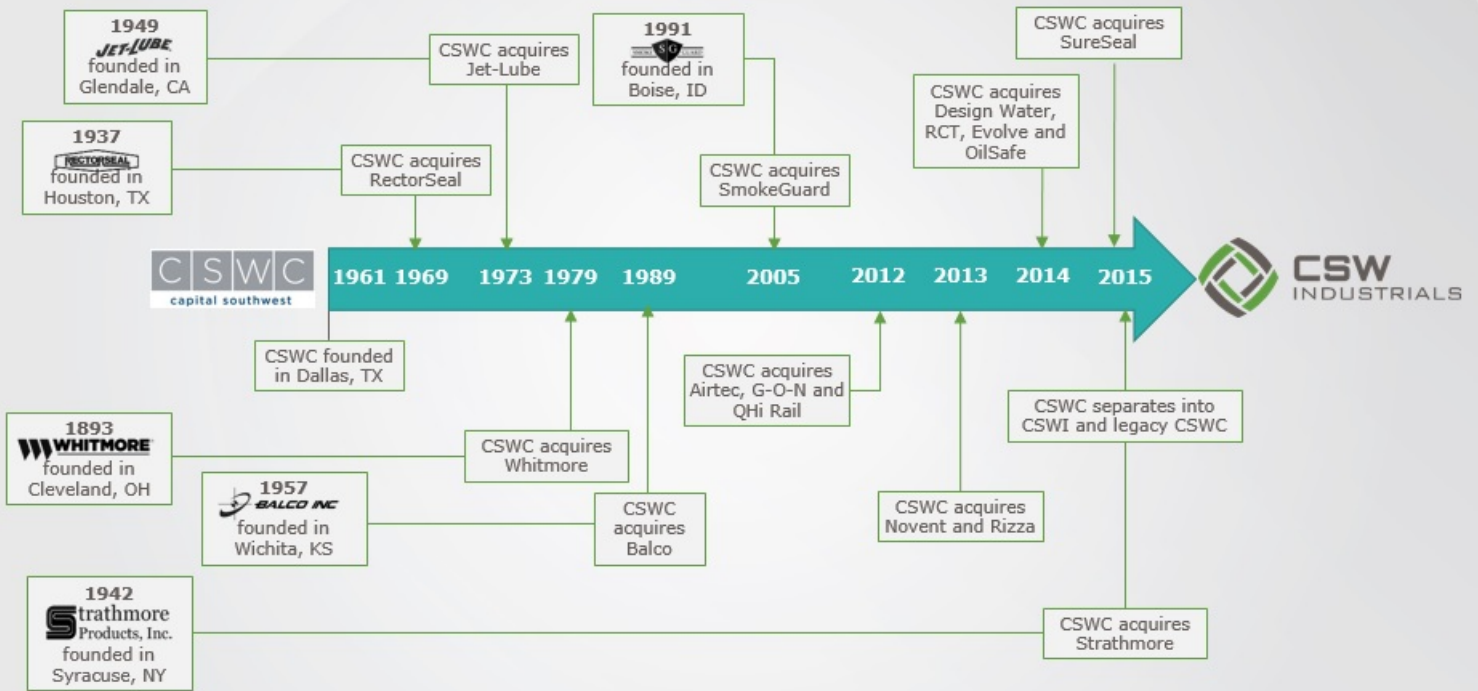
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CSWI Business Segments



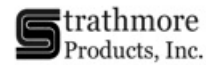
History of CSWI Businesses



- CSW Industrials employs over 750 individuals worldwide



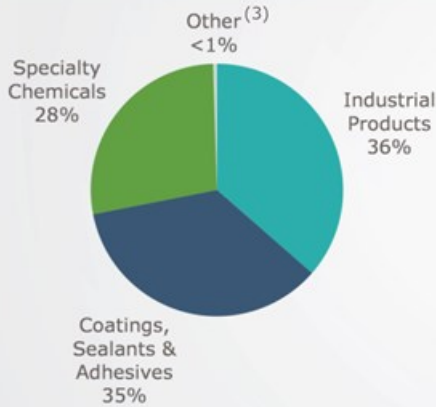
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CSWI Business Segments

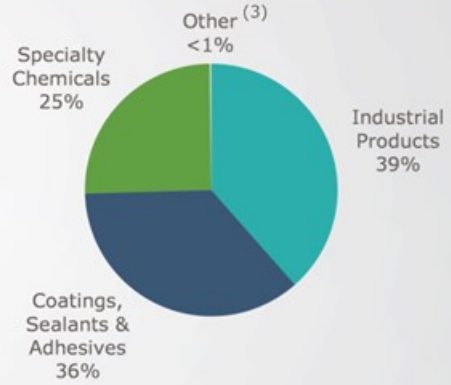
Well-balanced portfolio of businesses with strong organic growth profiles and numerous product line and strategic acquisition opportunities in each segment

PF2015 Net Revenues ⁽¹⁾



Total Net Revenues: \$325.0mm

PF2015 EBITDA ⁽¹⁾⁽²⁾



Total EBITDA: \$60.1mm

(1) PF2015 includes Strathmore FY2014 results and other pro forma adjustments; Strathmore fiscal year ends December 31
 (2) Reflects pro rata allocation of other pro forma adjustments of \$3.2mm to segment EBITDA based on segment revenues
 (3) Other includes CapStar, a real estate holding company, whose operations are not material to CSWI



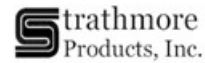
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CSWI Key Growth Drivers



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II. Key Growth Drivers

Benefits from Reorganization

As an independent, publicly traded company, CSWI will have greater focus on its core businesses and greater flexibility to pursue growth opportunities including organic investments, product line and strategic acquisitions

Post Spin-Off Structure



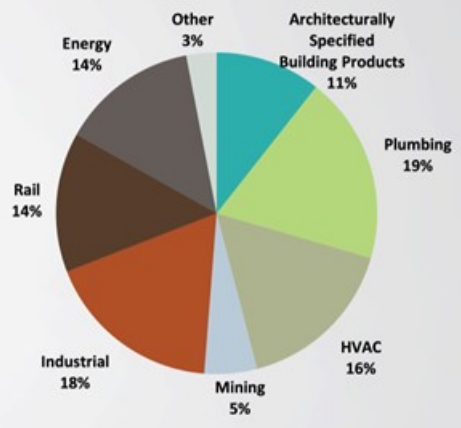
Benefits from Spin-Off

- Organize the CSWI businesses around key market segments
- Grow the CSWI businesses by allocating capital more efficiently
- Offer greater investor choice through separate entities
- Unlock shareholder value
- Increase management focus
- Better align interests of management and stockholders

(*) Also includes CapStar, a real estate holding company, whose operations are not material to CSWI



Leverage Existing Relationships and Products

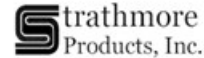
Key End Use Markets ⁽¹⁾	Industrial Products	Coatings, Sealants & Adhesives	Specialty Chemicals	PF2015 Sales Revenue by End Market ⁽²⁾
Plumbing	✓	✓	✓	
Industrial	✓	✓	✓	
HVAC	✓	✓	✓	
Energy		✓	✓	
Rail	✓	✓	✓	
Architecturally Specified Building Products	✓	✓		
Mining			✓	

Ability to leverage customer base and cross-sell products across three segments

(1) Other key end use markets include Water well drilling, Power Generation, Marine, Cement and Aviation
 (2) PF2015 includes Strathmore FY2014 results; Strathmore fiscal year ends December 31



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Focused Acquisitions

Capital Invested for Acquisitions (\$mm)



Strategy & Execution Plan

- Identify and execute acquisitions that will broaden our portfolio of industrial brands and products, and support our business segments
- Eliminate costs and overhead in strategic acquisitions and most non-manufacturing related costs in product line acquisitions
- Focus on commercially proven products and solutions that:
 - Are attractive to customers in our target end markets
 - Currently have limited distribution
 - Would benefit from a broader distribution network
- Utilize strong free cash flow or third-party financing to fund these acquisitions

There are further attractive synergistic acquisitions available to achieve higher growth and profitability

(1) Strathmore purchase price of \$68.8mm does not include potential earn out consideration of up to \$16.5mm



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Operational Excellence

- Focus on operational excellence in all aspects of CSWI's business, leading to improved efficiencies and increased profitability
- Examples of achieving savings through operational excellence:
 - CSWI is consolidating the manufacturing of all lubricant and grease products currently manufactured in a Houston, TX facility to the Rockwall, TX facility to optimize capacity, efficiency and quality
 - CSWI recently organized a technology summit among the technical and commercial leaders of our Coatings, Sealants & Adhesives and Specialty Chemicals segments in order to accelerate the process of leveraging best practices across these business segments
 - CSWI expects to benefit from exploiting new opportunities by applying its best practices when integrating acquisitions

Continue to expand improvement initiatives and information sharing across CSWI's entire platform, promoting best practices



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III. Financial Overview

Combined Financials – Net Revenues

Net Revenues (\$mm, %)



Highlights

- Consistent mid double-digit net revenue growth (16.4%, 16.4% and 13.0% in FY2013, FY2014 and FY2015, respectively) supported by industry leading products in high growth end markets with a diversified customer base
- Net revenue growth driven by a combination of robust organic growth and acquisitions
 - 40.3% net revenue growth in PF2015 including acquisition of Strathmore
 - Strong track record of capitalizing on product line and strategic acquisition opportunities

(1) PF2015 includes Strathmore FY2014 results and other pro forma adjustments; Strathmore fiscal year ends December 31

(2) PF2016Q1 includes the financial results of Strathmore since the date of its acquisition (effective April 1, 2015) and other pro forma adjustments



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Strong Organic & Acquisition Growth

Net Revenues (\$mm, %)⁽¹⁾

(\$ millions)



(1) Acquisition revenue calculated based on standard rolling 12 months method
 (2) FY2015 net revenues do not include Strathmore

Highlights

- 15.3% total net revenue CAGR over the last three fiscal years
 - Strong compounded organic net revenue growth of 7.0% as a result of CSWI’s focus on end markets with attractive growth trends
 - Additional 8.1% contribution to total net revenue CAGR from acquisitions over the last three fiscal years including product line and strategic acquisitions

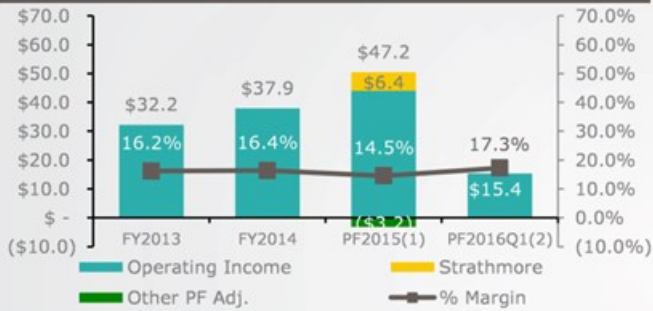


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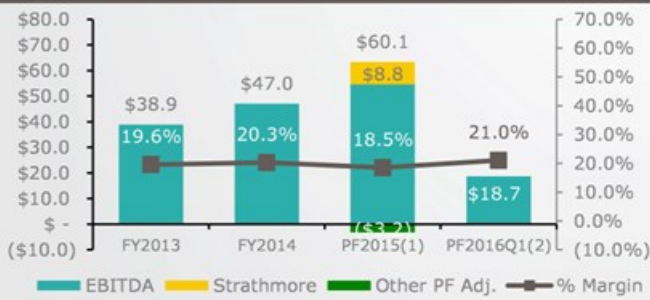


Combined Financials – Margins

Operating Income (\$mm, %)



EBITDA (\$mm, %)



Highlights

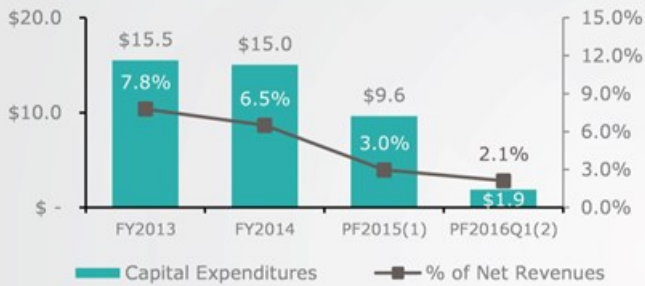
- Attractive operating and EBITDA margins with potential improvement from integration of businesses and shared best practices
 - EBITDA margins higher than those of peers, partly due to CSWI’s loyal and diverse customer base that recognizes the performance and quality of the products and solutions
 - Disciplined product line acquisition strategy
 - Continued improvement of profitability through targeted investments in manufacturing processes

(1) PF2015 includes Strathmore FY2014 results and other pro forma adjustments; Strathmore fiscal year ends December 31
 (2) PF2016Q1 includes the financial results of Strathmore since the date of its acquisition (effective April 1, 2015) and other pro forma adjustments



Combined Financials – Capital Investment & ROIC

Capital Expenditures (\$mm, %)



ROIC⁽³⁾ (%)



(1) PF2015 includes Strathmore FY2014 results and other pro forma adjustments; Strathmore fiscal year ends December 31

(2) PF2016Q1 includes the financial results of Strathmore since the date of its acquisition (effective April 1, 2015) and other pro forma adjustments

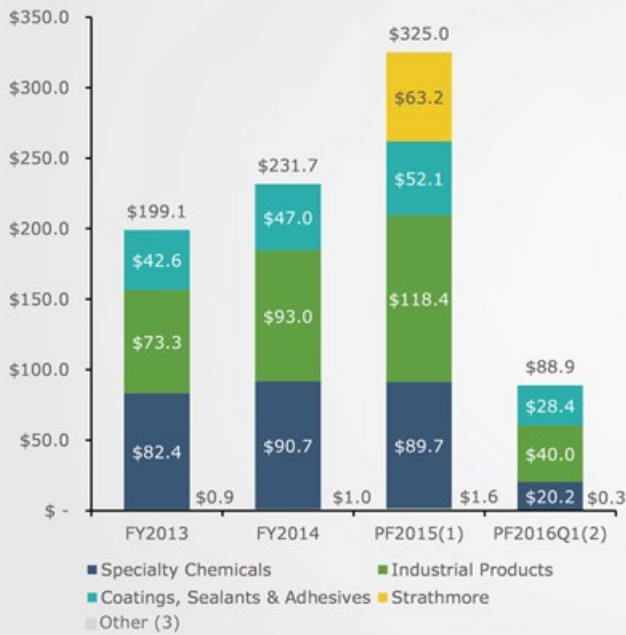
(3) ROIC calculated using average balance of invested capital (defined as net debt plus equity); NOPAT assumes 38% tax rate

Highlights

- Historical capital expenditures to net revenue ratio averaged 5.7% in the last three years
 - Capital expenditures declined in PF2015 and PF2016Q1 primarily due to completion of facility expansion project for Whitmore
- Average ROIC of 12.5% for the last three years, including Strathmore and other PF adjustments
 - Excluding other PF adjustments of \$3.2mm results in ROIC of 12.6% in PF2015
 - PF2016Q1 annualized ROIC of 13.7%

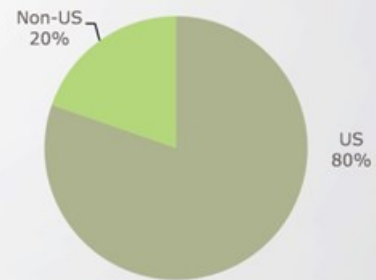
Segment Financials – Net Revenues

Net Revenues (\$mm)



Highlights

- 27.8% net revenue CAGR over the last two fiscal years, including Strathmore
- Recent growth primarily attributable to an increase in sales volumes in the Industrial Products segment and in the Coatings, Sealants & Adhesives segment
- Net revenues by geography (PF2015)



(1) PF2015 includes Strathmore FY2014 results and other pro forma adjustments; Strathmore fiscal year ends December 31
 (2) PF2016Q1 includes the financial results of Strathmore since the date of its acquisition (effective April 1, 2015) and other pro forma adjustments
 (3) Related to rental income from CapStar, a real estate holding company

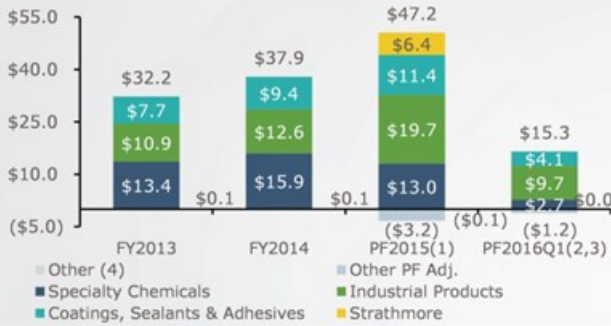


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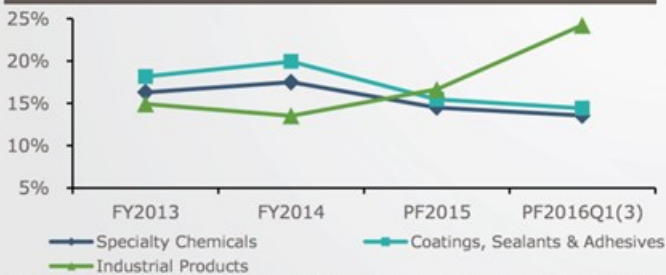


Segment Financials – Margins

Operating Income (\$mm)



Operating Income Margin (%)⁽⁵⁾



(1) PF2015 includes Strathmore FY2014 results and other pro forma adjustments; Strathmore fiscal year ends December 31 (2) PF2016Q1 includes the financial results of Strathmore since the date of its acquisition (effective April 1, 2015) and other PF adjustments (3) Operating income for Coatings, Sealants & Adhesives for PF2016Q1 excludes \$2.3mm of Strathmore acquisition costs (4) Related to rental income from CapStar, a real estate holding company (5) PF2015 operating margins do not reflect pro forma adjustments for corporate overhead

Highlights

- Many products enjoy strong margin profiles due to high performance and quality and loyal customer bases
- Margin expansion driven by targeted investments to further improve manufacturing processes, including:
 - Lower manufacturing costs
 - Increased production utilization
 - Improved product quality
- Strathmore acquisition reduced Coatings, Sealants & Adhesives margins in PF2015 and PF2016Q1 but are expected to increase with integration execution



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Strong Balance Sheet (PF as of June 30, 2015)

Total Capitalization		
(\$mm)	Amount	x PF 2015 EBITDA ⁽¹⁾
Cash and Cash Equivalents (2)	\$45.6	
Debt:		
Current Portion of Long-Term Debt	4.5	0.1x
Long-Term Debt, Less Current Portion	90.7	1.5x
Total Debt	\$95.2	1.6x
Total Stockholders' Equity	\$238.6	
Total Capitalization	\$333.8	

Indebtedness		
(\$mm)	Amount	x PF 2015 EBITDA ⁽¹⁾
Debt:		
RectorSeal Line of Credit	\$12.5	0.2x
Whitmore Secured Term Loan	13.6	0.2x
Strathmore Acquisition Debt	69.1	1.1x
Total Debt	\$95.2	1.6x
Less: Cash and Cash Equivalents	(45.6)	
Less: Bank time deposits	(8.4)	
Net Debt	\$41.3	0.7x

Highlights

- Strong balance sheet with ample liquidity
 - Current available cash and cash equivalents sufficient to easily meet CSWI's liquidity needs for at least the next 12 months

(1) PF2015 EBITDA represents 12 months ending March 31, 2015 and includes Strathmore FY2014 results and other pro forma adjustments; Strathmore fiscal year ends December 31

(2) Excludes restricted cash and bank time deposits

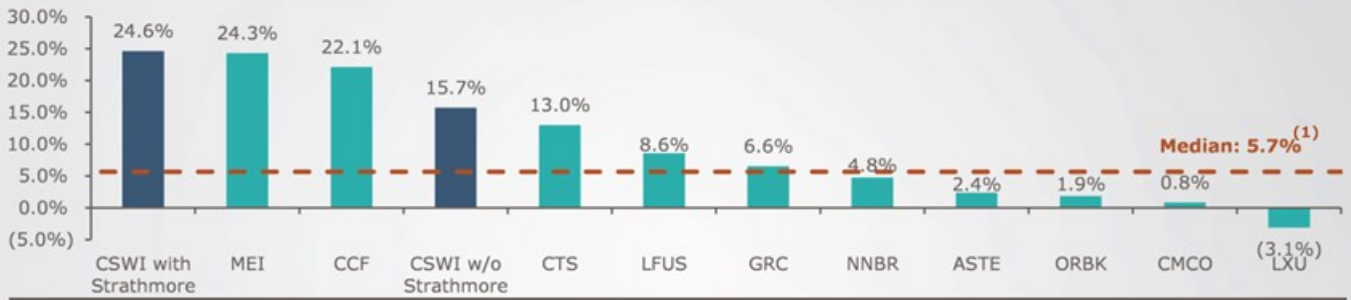


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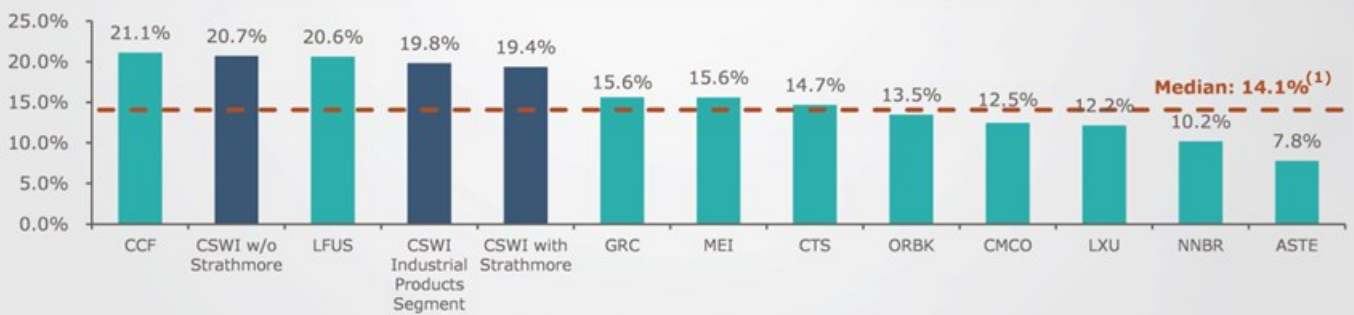


CSWI vs. Industrial Goods Peers

2011-2014 Net Revenue CAGR



2014 EBITDA Margin



Note: Net revenue growth and margins based on calendarized financials, revenue growth figure is a 3-year CAGR
 (1) Median excludes CSWI and CSWI segments



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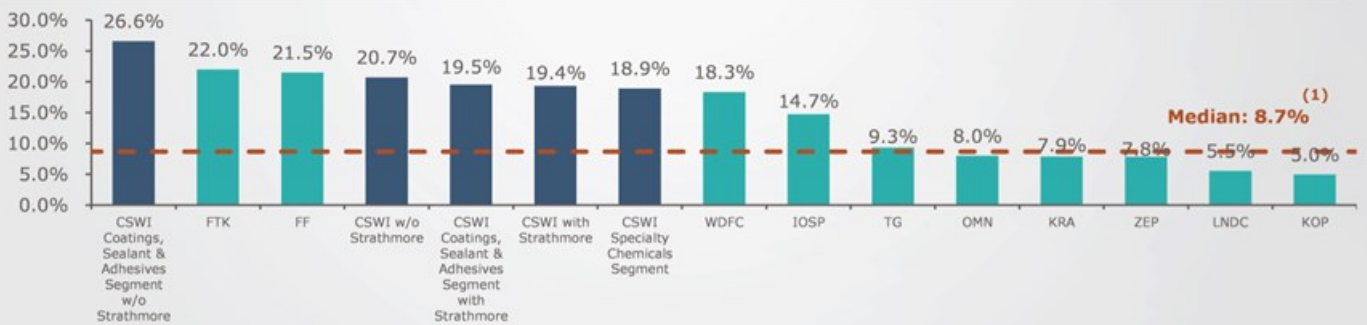


CSWI vs. Specialty Chemicals Peers

2011-2014 Net Revenue CAGR



2014 EBITDA Margin



Note: Net revenue growth and margins based on calendarized financials, revenue growth figure is a 3-year CAGR
 (1) Median excludes CSWI and CSWI segments



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Appendix

EBITDA Reconciliation

(\$mm)	FY2013	FY2014	PF2015	PF2016Q(3)
Operating Income	\$32.2	\$37.9	\$44.0	\$14.3
Depreciation	3.9	5.3	5.9	1.7
Amortization	2.8	3.9	4.6	1.7
Strathmore Operating Income			6.4	
Strathmore D&A (1)			2.4	
Other Pro Forma Adjustments (2)			(3.2)	1.1
EBITDA	\$38.9	\$47.1	\$60.1	\$18.7

- (1) Strathmore D&A includes \$1.8mm of additional D&A as a result of application of acquisition method of accounting
(2) Other pro forma adjustments include incremental expenses related to operating as a stand alone independent company, net of \$2.3mm and \$1.5mm of nonrecurring charges related to the Jet-Lube integration into Whitmore and Strathmore acquisition costs for June 30, 2015 and March 31, 2015, respectively. Incremental expenses include compensation, professional service fees, director fees, compliance costs, rent and office expenses
(3) PF2016Q1 includes the financial results of Strathmore since the date of its acquisition (effective April 1, 2015) and other pro forma adjustments



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Historical and Pro Forma Financial Results

(\$mm)	FY2013	FY2014	FY2015	PF2015	PF2016Q1(3)
Net Revenues					
Industrial Products	\$73.3	\$93.0	\$118.4	\$118.4	\$40.0
Coatings, Sealants & Adhesives	42.6	47.0	52.1	115.3	28.4
Specialty Chemicals	82.4	90.7	89.7	89.7	20.2
Other (1)	0.9	1.0	1.6	1.6	0.3
Consolidated Net Revenues	\$199.1	\$231.7	\$261.8	\$325.0	\$88.9
Net Revenue Growth %					
Industrial Products	NA	26.9%	27.3%	27.3%	16.7%
Coatings, Sealants & Adhesives	NA	10.3%	11.0%	145.6%	124.2%
Specialty Chemicals	NA	10.2%	(1.1%)	(1.1%)	(6.5%)
Other (1)	NA	14.0%	59.3%	59.3%	17.2%
Consolidated Net Revenue Growth %	NA	16.4%	13.0%	40.3%	29.2%
Operating Income					
Industrial Products	\$10.9	\$12.6	\$19.7	\$19.7	\$9.7
Coatings, Sealants & Adhesives	7.7	9.4	11.4	17.8	1.8
Specialty Chemicals	13.4	15.9	13.0	13.0	2.7
Other (1)	0.1	0.1	(0.1)	(0.1)	0.0
Other Pro Forma Adjustments (2)	-	-	-	(3.2)	1.1
Consolidated Operating Income	\$32.2	\$37.9	\$44.0	\$47.2	\$15.4
Operating Income Margin %					
Industrial Products	14.9%	13.5%	16.6%	16.6%	24.2%
Coatings, Sealants & Adhesives	18.2%	19.9%	21.9%	15.5%	6.5%
Specialty Chemicals	16.3%	17.5%	14.5%	14.5%	13.5%
Other (1)	17.4%	8.5%	(7.2%)	(7.2%)	8.4%
Consolidated Op. Income Margin %	16.2%	16.4%	16.8%	14.5%	17.3%
Operating Income Growth %					
Industrial Products	NA	15.1%	56.5%	56.5%	42.3%
Coatings, Sealants & Adhesives	NA	21.1%	22.0%	90.5%	(46.7%)
Specialty Chemicals	NA	18.3%	(18.0%)	(18.0%)	(29.1%)
Other (1)	NA	(44.3%)	N/M	N/M	28.6%
Consolidated Op. Income Growth %	NA	17.6%	16.1%	24.6%	8.6%

(1) Related to rental income from CapStar, a real estate holding company

(2) Other pro forma adjustments include incremental expenses related to operating as a stand alone independent company, net of \$1.5mm of non-recurring charges related to the Jet-Lube integration into Whitmore and Strathmore acquisition costs

(3) PF2016Q1 growth % compared to FY2015Q1 results; FY2015Q1 results do not include Strathmore



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