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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 – For the fiscal year ended December 31, 2015

Commission file number 1-13905

**COMPX INTERNATIONAL INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

5430 LBJ Freeway, Suite 1700,  
Three Lincoln Centre, Dallas, Texas  
(Address of principal executive offices)

57-0981653  
(IRS Employer  
Identification No.)

75240-2697  
(Zip Code)

Registrant's telephone number, including area code

(972) 448-1400

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

Title of each class  
Class A common stock  
(\$.01 par value per share)

Name of each exchange  
on which registered  
NYSE MKT

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

Indicate by check mark:

If the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

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

If disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes  No

Whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer (as defined in Rule 12b-2 of the Act).

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

Whether the Registrant is a shell Company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the 1.6 million shares of voting stock held by nonaffiliates of CompX International Inc. as of June 30, 2015 (the last business day of the Registrant's most recently completed second fiscal quarter) approximated \$19.4 million.

As of February 26, 2016, 2,411,107 shares of Class A common stock were outstanding.

Documents incorporated by reference

The information required by Part III is incorporated by reference from the Registrant's definitive proxy statement to be filed with the Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this report.

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## PART I

### ITEM 1. BUSINESS

#### General

CompX International Inc. (NYSE MKT: CIX), incorporated in Delaware in 1993, is a leading manufacturer of security products used in the recreational transportation, postal, office and institutional furniture, cabinetry, tool storage, healthcare and a variety of other industries. We are also a leading manufacturer of stainless steel exhaust systems, gauges, throttle controls, and trim tabs for the recreational marine industry. Our products are principally designed for use in medium to high-end product applications, where design, quality and durability are valued by our customers.

At December 31, 2015, (i) NL Industries, Inc. (NYSE: NL) owns 87% of our outstanding common stock, Valhi, Inc. (NYSE: VHI) owns 83% of NL's outstanding common stock and a subsidiary of Contran Corporation owns 93% of Valhi's outstanding common stock. As discussed in Note 1 to our Consolidated Financial Statements, Lisa K. Simmons and Serena Simmons Connelly may be deemed to control Contran, Valhi, NL and us.

Our corporate offices are located at Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240. Our telephone number is (972) 448-1400. We maintain a website at [www.compX.com](http://www.compX.com).

Unless otherwise indicated, references in this report to "we," "us," or "our" refer to CompX International Inc. and its subsidiaries taken as a whole.

#### Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Statements in this Annual Report that are not historical facts are forward-looking in nature and represent management's beliefs and assumptions based on currently available information. In some cases, you can identify forward-looking statements by the use of words such as "believes," "intends," "may," "should," "could," "anticipates," "expects" or comparable terminology, or by discussions of strategies or trends. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we do not know if these expectations will be correct. Such statements by their nature involve substantial risks and uncertainties that could significantly impact expected results. Actual future results could differ materially from those predicted. The factors that could cause actual future results to differ materially from those described herein are the risks and uncertainties discussed in this Annual Report and those described from time to time in our other filings with the U.S. Securities and Exchange Commission (the "SEC") and include, but are not limited to, the following:

- Future demand for our products,
- Changes in our raw material and other operating costs (such as zinc, brass and energy costs) and our ability to pass those costs on to our customers or offset them with reductions in other operating costs,
- Price and product competition from low-cost manufacturing sources (such as China),
- The impact of pricing and production decisions,
- Customer and competitor strategies including substitute products,
- Uncertainties associated with the development of new product features,
- Future litigation,
- Potential difficulties in integrating future acquisitions,
- Decisions to sell operating assets other than in the ordinary course of business,
- Environmental matters (such as those requiring emission and discharge standards for existing and new facilities),
- The ultimate outcome of income tax audits, tax settlement initiatives or other tax matters,

- The impact of current or future government regulations (including employee healthcare benefit related regulations),
- Potential difficulties in upgrading or implementing new manufacturing and accounting software systems,
- General global economic and political conditions that introduce instability into the U.S. economy (such as changes in the level of gross domestic product in various regions of the world),
- Operating interruptions (including, but not limited to labor disputes, hazardous chemical leaks, natural disasters, fires, explosions, unscheduled or unplanned downtime, transportation interruptions and cyber attacks); and
- Possible disruption of our business or increases in the cost of doing business resulting from terrorist activities or global conflicts.

Should one or more of these risks materialize or if the consequences worsen, or if the underlying assumptions prove incorrect, actual results could differ materially from those currently forecasted or expected. We disclaim any intention or obligation to update or revise any forward-looking statement whether as a result of changes in information, future events or otherwise.

### **Industry Overview**

We manufacture engineered components that are sold to a variety of industries including recreational transportation (including boats), postal, office and institutional furniture, cabinetry, tool storage, healthcare, gas stations and vending equipment. We continuously seek to diversify into new markets and identify new applications and features for our products, which we believe provide a greater potential for higher rates of earnings growth as well as diversification of risk. See also Item 6 – “Selected Financial Data” and Item 7 – “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

### **Business Segments**

We currently have two operating business segments – Security Products and Marine Components. For additional information regarding our segments, see “Part II – Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Note 2 to the Consolidated Financial Statements.

### ***Manufacturing, Operations and Products***

*Security Products.* Our Security Products segment manufactures mechanical and electronic cabinet locks and other locking mechanisms used in a variety of applications including ignition systems, mailboxes, file cabinets, desk drawers, tool storage cabinets, vending and gaming machines, high security medical cabinetry, electronic circuit panels, storage compartments and gas station security. Our Security Products segment has one manufacturing facility in Mauldin, South Carolina and one in Grayslake, Illinois shared with Marine Components. We believe we are a North American market leader in the manufacture and sale of cabinet locks and other locking mechanisms. These products include:

- disc tumbler locks which provide moderate security and generally represent the lowest cost lock to produce;
- pin tumbler locking mechanisms which are more costly to produce and are used in applications requiring higher levels of security, including *KeSet*<sup>®</sup> and *System 64*<sup>®</sup> (which each allow the user to change the keying on a single lock 64 times without removing the lock from its enclosure) *TuBar*<sup>®</sup> and *Turbine*<sup>™</sup>; and
- our innovative *CompX eLock*<sup>®</sup> and *StealthLock*<sup>®</sup> electronic locks which provide stand-alone or networked security and audit trail capability for drug storage and other valuables through the use of a proximity card, magnetic stripe or keypad credentials.

A substantial portion of our Security Products' sales consist of products with specialized adaptations to an individual customer's specifications, some of which are listed above. We also have a standardized product line suitable for many customers, which is offered through a North American distribution network to locksmith and smaller original equipment manufacturer distributors via our *STOCK LOCKS*<sup>®</sup> distribution program.

*Marine Components.* Our Marine Components segment manufactures and distributes stainless steel exhaust components, gauges, throttle controls, trim tabs, hardware and accessories primarily for performance and ski/wakeboard boats. Our Marine Components segment has a facility in Neenah, Wisconsin and a facility in Grayslake, Illinois shared with Security Products. Our specialty Marine Component products are high precision components designed to operate within tight tolerances in the highly demanding marine environment. These products include:

- original equipment and aftermarket stainless steel exhaust headers, exhaust pipes, mufflers and other exhaust components;
- high performance gauges such as GPS speedometers and tachometers;
- mechanical and electronic controls and throttles;
- steering wheels and other billet aluminum accessories; and
- dash panels, LED lighting, wire harnesses and other accessories.

For information regarding our three manufacturing and other facilities, see "Item 2 – Properties," including information regarding leased and distribution-only facilities.

#### ***Raw Materials***

Our primary raw materials are:

- zinc and brass (used in the Security Products segment for the manufacture of locking mechanisms); and
- stainless steel (used primarily in the Marine Components segment for the manufacture of exhaust headers and pipes), aluminum (used for the manufacture of throttles and trim tabs), and other components.

These raw materials are purchased from several suppliers, are readily available from numerous sources and accounted for approximately 10% of our total cost of sales for 2015. Total material costs, including purchased components, represented approximately 48% of our cost of sales in 2015.

We occasionally enter into short-term commodity-related raw material supply arrangements to mitigate the impact of future increases in commodity-related raw material costs. These arrangements generally provide for stated unit prices based upon specified purchase volumes, which help us to stabilize our commodity-related raw material costs to a certain extent. We periodically enter into such arrangements for zinc and brass. Following a general softening of commodity metal markets during 2015, we expect commodity-related raw material prices to remain relatively stable during 2016; however, these raw materials purchased on the spot market are sometimes subject to unanticipated and sudden price increases. We generally seek to mitigate the impact of fluctuations in these raw material costs on our margins through improvements in production efficiencies or other operating cost reductions. In the event we are unable to offset raw material cost increases with other cost reductions, it may be difficult to recover those cost increases through increased product selling prices or raw material surcharges due to the competitive nature of the markets served by our products. Consequently, overall operating margins can be affected by commodity-related raw material cost pressures. Commodity market prices are cyclical, reflecting overall economic trends, specific developments in consuming industries and speculative investor activities.

#### ***Patents and Trademarks***

We hold a number of patents relating to our component products, certain of which we believe to be important to us and our continuing business activity. Patents generally have a term of 20 years, and our patents have

remaining terms ranging from less than 1 year to 17 years at December 31, 2015. Our major trademarks and brand names in addition to *CompX*<sup>®</sup> include:

<b>Security Products</b>	<b>Security Products</b>	<b>Marine Components</b>
<i>CompX</i> <sup>®</sup> <i>Security Products</i> <sup>™</sup>	<i>Lockview</i> <sup>®</sup>	<i>CompX Marine</i> <sup>®</sup>
<i>National Cabinet Lock</i> <sup>®</sup>	<i>System 64</i> <sup>®</sup>	<i>Custom Marine</i> <sup>®</sup>
<i>Fort Lock</i> <sup>®</sup>	<i>SlamCAM</i> <sup>®</sup>	<i>Livorsi</i> <sup>®</sup> <i>Marine</i>
<i>Timberline</i> <sup>®</sup> <i>Lock</i>	<i>RegulatoR</i> <sup>®</sup>	<i>Livorsi II</i> <sup>®</sup> <i>Marine</i>
<i>Chicago Lock</i> <sup>®</sup>	<i>CompXpress</i> <sup>®</sup>	<i>CMI Industrial</i> <sup>®</sup>
<i>STOCK LOCKS</i> <sup>®</sup>	<i>GEM</i> <sup>®</sup>	<i>Custom Marine</i> <sup>®</sup> <i>Stainless Exhaust</i>
<i>KeSet</i> <sup>®</sup>		<i>The #1 Choice in Performance Boating</i> <sup>®</sup>
<i>TuBar</i> <sup>®</sup>		<i>Mega Rim</i> <sup>®</sup>
<i>StealthLock</i> <sup>®</sup>		<i>Race Rim</i> <sup>®</sup>
<i>ACE</i> <sup>®</sup>		<i>Vantage View</i> <sup>®</sup>
<i>ACE</i> <sup>®</sup> <i>II</i>		<i>GEN-X</i> <sup>®</sup>
<i>CompX eLock</i> <sup>®</sup>		

### ***Sales, Marketing and Distribution.***

A majority of our component sales are direct to large OEM customers through our factory-based sales and marketing professionals supported by engineers working in concert with field salespeople and independent manufacturer's representatives. We select manufacturer's representatives based on special skills in certain markets or relationships with current or potential customers.

In addition to sales to large OEM customers, a substantial portion of our Security Products sales are made through distributors. We have a significant North American market share of cabinet lock security product sales as a result of the locksmith distribution channel. We support our locksmith distributor sales with a line of standardized products used by the largest segments of the marketplace. These products are packaged and merchandised for easy availability and handling by distributors and end users.

In 2015, our ten largest customers, all customers of our Security Products segment, accounted for approximately 48% of our total sales. United States Postal Service and Harley Davidson accounted for approximately 13% and 12%, respectively, of total sales for the year ended December 31, 2015. Overall, our customer base is diverse and the loss of any single customer would not in itself have a material adverse effect on our operations.

### ***Competition***

The markets in which we participate are highly competitive. We compete primarily on the basis of product design, including space utilization and aesthetic factors, product quality and durability, price, on-time delivery, service and technical support. We focus our efforts on the middle and high-end segments of the market, where product design, quality, durability and service are valued by the customer. Our Security Products segment competes against a number of domestic and foreign manufacturers. Our Marine Components segment competes with small domestic manufacturers and is minimally affected by foreign competitors.

### ***Regulatory and Environmental Matters***

Our operations are subject to federal, state and local laws and regulations relating to the use, storage, handling, generation, transportation, treatment, emission, discharge, disposal, remediation of and exposure to hazardous and non-hazardous substances, materials and wastes ("Environmental Laws"). Our operations also are subject to federal, state and local laws and regulations relating to worker health and safety. We believe we are in substantial compliance with all such laws and regulations. To date, the costs of maintaining compliance with such laws and regulations have not significantly impacted our results. We currently do not anticipate any significant costs or expenses relating to such matters; however, it is possible future laws and regulations may require us to incur significant additional expenditures.

## ***Employees***

As of December 31, 2015, we employed 512 people, all in the United States. We believe our labor relations are good at all of our facilities.

## ***Available Information***

Our fiscal year end is always the Sunday closest to December 31, and our operations are reported on a 52 or 53-week fiscal year. We furnish our stockholders with annual reports containing audited financial statements. In addition, we file annual, quarterly and current reports; proxy and information statements; and other information with the SEC. We also make our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all related amendments, available free of charge through our website at [www.compx.com](http://www.compx.com) as soon as reasonably practical after they have been filed with the SEC. We also provide to anyone, without charge, copies of the documents upon written request. Requests should be directed to the attention of the Corporate Secretary at our address on the cover page of this Form 10-K.

Additional information, including our Audit Committee Charter, our Code of Business Conduct and Ethics and our Corporate Governance Guidelines, can also be found on our website. Information contained on our website is not a part of this Annual Report.

The general public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F. Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. We are an electronic filer. The SEC maintains an Internet website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements and other information regarding issuers, such as us, that file electronically with the SEC.

## **ITEM 1A. RISK FACTORS**

Listed below are certain risk factors associated with us and our businesses. In addition to the potential effect of these risk factors discussed below, any risk factor which could result in reduced earnings or operating losses, or reduced liquidity, could in turn adversely affect our ability to service our liabilities or pay dividends on our common stock or adversely affect the quoted market prices for our securities.

### **We operate in mature and highly competitive markets, resulting in pricing pressure and the need to continuously reduce costs.**

Many of the markets we serve are highly competitive, with a number of competitors offering similar products. We focus our efforts on the middle and high-end segment of the market where we feel that we can compete due to the importance of product design, quality and durability to the customer. However, our ability to effectively compete is impacted by a number of factors. The occurrence of any of these factors could result in reduced earnings or operating losses.

- Competitors may be able to drive down prices for our products beyond our ability to adjust costs because their costs are lower than ours, especially products sourced from Asia.
- Competitors' financial, technological and other resources may be greater than our resources, which may enable them to more effectively withstand changes in market conditions.
- Competitors may be able to respond more quickly than we can to new or emerging technologies and changes in customer requirements.
- Consolidation of our competitors or customers in any of the markets in which we compete may result in reduced demand for our products.
- New competitors could emerge by modifying their existing production facilities to manufacture products that compete with our products.
- We may not be able to sustain a cost structure that enables us to be competitive.

- Customers may no longer value our product design, quality or durability over the lower cost products of our competitors.

**Our development of innovative features for current products is critical to sustaining and growing our sales.**

Historically, our ability to provide value-added custom engineered products that address requirements of technology and space utilization has been a key element of our success. We spend a significant amount of time and effort to refine, improve and adapt our existing products for new customers and applications. Since expenditures for these types of activities are not considered research and development expense under accounting principles generally accepted in the United States of America (“GAAP”), the amount of our research and development expenditures, which is not significant, is not indicative of the overall effort involved in the development of new product features. The introduction of new product features requires the coordination of the design, manufacturing and marketing of the new product features with current and potential customers. The ability to coordinate these activities with current and potential customers may be affected by factors beyond our control. While we will continue to emphasize the introduction of innovative new product features that target customer-specific opportunities, we do not know if any new product features we introduce will achieve the same degree of success that we have achieved with our existing products. Introduction of new product features typically requires us to increase production volume on a timely basis while maintaining product quality. Manufacturers often encounter difficulties in increasing production volumes, including delays, quality control problems and shortages of qualified personnel or raw materials. As we attempt to introduce new product features in the future, we do not know if we will be able to increase production volume without encountering these or other problems, which might negatively impact our financial condition or results of operations.

**Future acquisitions could subject us to a number of operational risks.**

A key component of our strategy is to grow and diversify our business through targeted acquisitions. Our ability to successfully execute this component of our strategy entails a number of risks, including:

- the identification of suitable growth opportunities;
- an inaccurate assessment of acquired liabilities that were undisclosed or not properly disclosed;
- the entry into markets in which we may have limited or no experience;
- the diversion of management’s attention from our core businesses;
- the potential loss of key employees or customers of the acquired businesses;
- the potential of not identifying that acquired products infringe on the intellectual property rights of others;
- difficulties in realizing projected efficiencies, synergies and cost savings; and
- an increase in our indebtedness and a limitation in our ability to access additional capital when needed.

**Higher costs of our commodity-related raw materials may decrease our liquidity.**

Certain of the raw materials used in our products are commodities that are subject to significant fluctuations in price in response to world-wide supply and demand as well as speculative investor activity. Zinc and brass are the principal raw materials used in the manufacture of security products. Stainless steel tubing is the major raw material used in the manufacture of marine exhaust systems. These raw materials are purchased from several suppliers and are generally readily available from numerous sources. We occasionally enter into short-term raw material supply arrangements to mitigate the impact of future increases in commodity-related raw material costs. Materials purchased outside of these arrangements are sometimes subject to unanticipated and sudden price increases. Should our vendors not be able to meet their contractual obligations or should we be otherwise unable to obtain necessary raw materials, we may incur higher costs for raw materials or may be required to reduce production levels, either of which may decrease our liquidity or negatively impact our financial condition or results of operations as we may be unable to offset the higher costs with increases in our selling prices or reductions in other operating costs.

**Failure to protect our intellectual property rights or claims by others that we infringe their intellectual property rights could substantially harm our business.**

We rely on patent, trademark and trade secret laws in the United States and similar laws in other countries to establish and maintain our intellectual property rights in our technology and designs. Despite these measures, any of our intellectual property rights could be challenged, invalidated, circumvented or misappropriated. Others may independently discover our trade secrets and proprietary information, and in such cases we could not assert any trade secret rights against such parties. Further, we do not know if any of our pending trademark or patent applications will be approved. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our intellectual property rights. In addition, the laws of certain countries do not protect intellectual property rights to the same extent as the laws of the United States. Therefore, in certain jurisdictions, we may be unable to protect our technology and designs adequately against unauthorized third party use, which could adversely affect our competitive position.

Third parties may claim that we or our customers are infringing upon their intellectual property rights. Even if we believe that such claims are without merit, they can be time-consuming and costly to defend and distract our management's and technical staff's attention and resources. Claims of intellectual property infringement also might require us to redesign affected technology, enter into costly settlement or license agreements or pay costly damage awards, or face a temporary or permanent injunction prohibiting us from marketing or selling certain of our technology. If we cannot or do not license the infringed technology on reasonable pricing terms or at all, or substitute similar technology from another source, our business could be adversely impacted.

**Global climate change legislation could negatively impact our financial results or limit our ability to operate our businesses.**

All of our production facilities are located in the United States and we believe all of our production facilities are in substantial compliance with applicable environmental laws. To date, legislation and regulatory actions related to climate change have not had a material adverse effect on our financial results. However, if new legislation or regulatory actions related to climate change were to be enacted or implemented, it could negatively impact our future results from operations through increased costs of production, particularly as it relates to our energy requirements. If such increased costs of production were to materialize, we may be unable to pass price increases on to our customers to compensate for increased production costs, which may decrease our liquidity, operating income and results of operations.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.



**ITEM 2. PROPERTIES**

Our principal executive offices are located in leased space at 5430 LBJ Freeway, Dallas, Texas 75240. The following table sets forth the location, size and business operating segment for each of our operating facilities.

<u>Facility Name</u>	<u>Business Segment</u>	<u>Location</u>	<u>Size (square feet)</u>
<u>Owned Facilities:</u>			
National <sup>(1)</sup>	SP	Mauldin, SC	198,000
Grayslake <sup>(1)</sup>	SP/MC	Grayslake, IL	133,000
Custom <sup>(2)</sup>	MC	Neenah, WI	95,000
<u>Leased Facilities:</u>			
Distribution Center	SP/MC	Rancho Cucamonga, CA	11,500

SP – Security Products business segment

MC – Marine Components business segment

<sup>(1)</sup> ISO-9001 registered facilities

<sup>(2)</sup> ISO-9002 registered facility

We believe all of our facilities are well maintained and satisfactory for their intended purposes.

**ITEM 3. LEGAL PROCEEDINGS**

We are involved, from time to time, in various environmental, contractual, product liability, patent (or intellectual property) and other claims and disputes incidental to our business. See Note 10 to the Consolidated Financial Statements. We currently believe that the disposition of all claims and disputes, individually or in the aggregate, should not have a material adverse effect on our consolidated financial condition, results of operations or liquidity.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

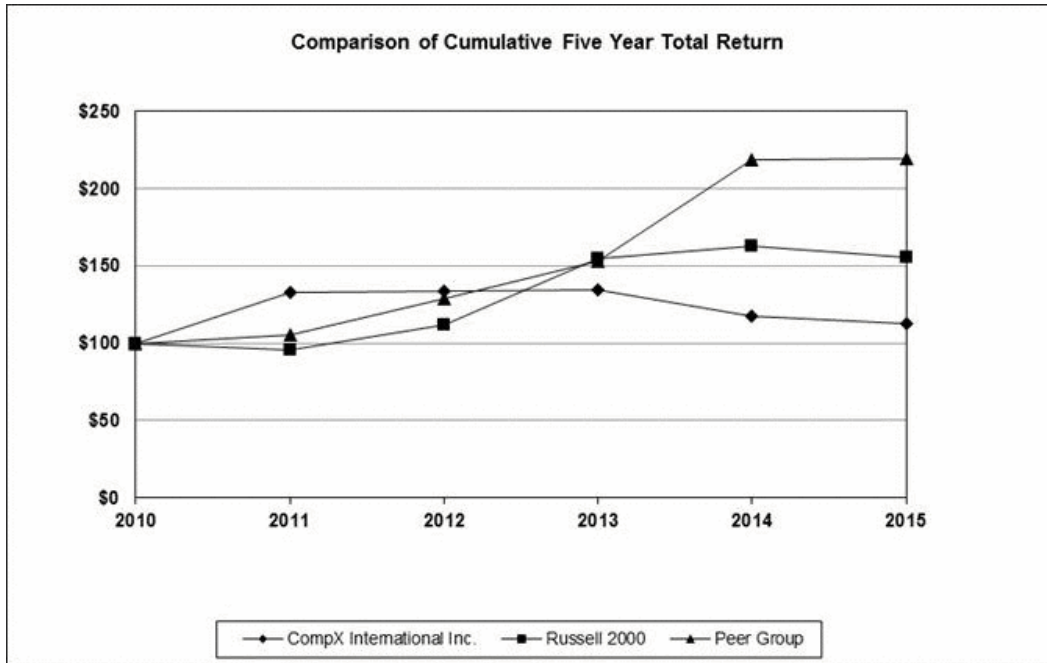
**Common Stock and Dividends.** Our Class A common stock is listed and traded on the NYSE MKT (symbol: CIX). As of February 26, 2016, there were approximately 17 holders of record of CompX Class A common stock. The following table sets forth the high and low closing sales prices per share for our Class A common stock for the periods indicated, according to Bloomberg, and dividends paid during each period. On February 26, 2016, the closing price per share of our Class A common stock was \$10.58.

	<u>High</u>	<u>Low</u>	<u>Dividends paid</u>
<i>Year ended December 31, 2014</i>			
First Quarter	\$ 14.95	\$ 10.06	\$ .05
Second Quarter	11.70	9.20	.05
Third Quarter	11.50	9.83	.05
Fourth Quarter	12.55	10.10	.05
<i>Year ended December 31, 2015</i>			
First Quarter	\$ 12.13	\$ 10.55	\$ .05
Second Quarter	12.39	11.16	.05
Third Quarter	12.00	10.75	.05
Fourth Quarter	11.82	10.76	.05
<i>January 1, 2016 through February 26, 2016</i>	\$ 11.68	\$ 9.27	\$ -

We paid regular quarterly dividends of \$.125 per share in the first quarter of 2013. Beginning in the second quarter of 2013, we reduced our regular quarterly dividends to \$.05 per share, following the December 2012 sale of our Furniture Components business. As a result, our board of directors determined that reducing the quarterly dividend from \$.125 per class A and class B share to \$.05 per share was appropriate. In February of 2016, our board of directors declared a first quarter 2016 dividend of \$.05 per share, to be paid on March 15, 2016 to CompX stockholders of record as of March 7, 2016. However, declaration and payment of future dividends and the amount thereof, if any, is discretionary and is dependent upon our results of operations, financial condition, cash requirements for our businesses, contractual requirements and restrictions and other factors deemed relevant by our board of directors. The amount and timing of past dividends is not necessarily indicative of the amount or timing of any future dividends which we might pay.

**Performance Graph.** Set forth below is a line graph comparing the yearly change in our cumulative total stockholder returns on our Class A common stock against the cumulative total return of the Russell 2000 Index and an index of a self-selected peer group of companies for the period from December 31, 2010 through December 31, 2015. The peer group index is comprised of The Eastern Company, Leggett & Platt Inc., and Strattec Security Corporation. The graph shows the value at December 31 of each year assuming an original investment of \$100 at December 31, 2010 and reinvestment of dividends.

	December 31,					
	2010	2011	2012	2013	2014	2015
CompX International Inc.	\$ 100	\$ 133	\$ 134	\$ 134	\$ 117	\$ 113
Russell 2000 Index	100	96	111	155	162	155
Peer Group	100	105	129	153	219	219



**Equity compensation plan information.** We have a share based incentive compensation plan, approved by our stockholders, pursuant to which an aggregate of 200,000 shares of our common stock can be awarded to members of our board of directors. See Note 8 to the Consolidated Financial Statements.

**ITEM 6. SELECTED FINANCIAL DATA**

The following selected financial data should be read in conjunction with the Consolidated Financial Statements and Item 7 - "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Our fiscal year end is always the Sunday closest to December 31, and our operations are reported on a 52 or 53-week fiscal year. 2015 was a 53-week year; all other years shown are 52-week years.

	Years ended December 31,				
	2011	2012	2013	2014	2015
(\$ in millions, except per share data)					
<b>Statements of Operations Data:</b>					
Net sales	\$ 79.8	\$ 83.2	\$ 92.0	\$ 103.8	\$ 109.0
Gross profit	24.1	24.3	27.6	32.2	33.4
Operating income	6.4	5.4	9.3	13.6	14.0
Provision for income taxes	2.5	1.4	3.2	5.0	4.9
Income from continuing operations	\$ 3.5	\$ 3.5	\$ 6.0	\$ 8.7	\$ 9.1
Discontinued operations, net of tax <sup>(1)</sup>	4.2	31.5	-	-	-
Net income	<u>\$ 7.7</u>	<u>\$ 35.0</u>	<u>\$ 6.0</u>	<u>\$ 8.7</u>	<u>\$ 9.1</u>
<b>Diluted Earnings Per Share Data:</b>					
Continuing operations	\$ .28	\$ .28	\$ .49	\$ .70	\$ .73
Discontinued operations	.34	2.54	-	-	-
Net income	<u>\$ .62</u>	<u>\$ 2.82</u>	<u>\$ .49</u>	<u>\$ .70</u>	<u>\$ .73</u>
Cash dividends	\$ .50	\$ .50	\$ .275	\$ .20	\$ .20
Weighted average common shares outstanding	12.4	12.4	12.4	12.4	12.4
<b>Balance Sheet Data (at year end):</b>					
Cash and other current assets <sup>(2)</sup>	\$ 44.9	\$ 87.9	\$ 61.1	\$ 71.7	\$ 76.9
Total assets <sup>(2)</sup>	139.0	147.5	119.2	129.1	134.8
Current liabilities	18.8	24.5	10.1	13.2	12.1
Long-term debt and note payable, including current maturities	24.2	18.5	-	-	-
Stockholders' equity	84.7	102.1	104.7	111.0	117.7
<b>Statements of Cash Flow Data:</b>					
Cash provided by (used in):					
Operating activities	\$ 16.0	\$ 13.8	\$ (4.1)	\$ 12.2	\$ 13.5
Investing activities	7.2	51.7	1.0	(2.9)	(4.2)
Financing activities	(26.7)	(12.0)	(21.9)	(2.5)	(2.5)

(1) In 2012, we sold our Furniture Components segment for a net gain of \$27.6 million which is included in discontinued operations.

(2) Prior period amounts have been reclassified to reflect the change in the balance sheet classification of deferred taxes adopted effective December 31, 2015. See Note 12 to the Consolidated Financial Statements.

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

**Business Overview**

We are a leading manufacturer of engineered components utilized in a variety of applications and industries. Through our Security Products segment we manufacture mechanical and electrical cabinet locks and other locking mechanisms used in recreational transportation, postal, office and institutional furniture, cabinetry, tool storage and healthcare applications. We also manufacture stainless steel exhaust systems, gauges, throttle controls and trim tabs for the recreational marine and other industries through our Marine Components segment.

**Operating Income Overview**

We reported operating income of \$14.0 million in 2015 compared to operating income of \$13.6 million in 2014 and \$9.3 million in 2013. The increase in operating income from 2014 to 2015 was impacted by the positive impact of higher sales in 2015, primarily attributable to higher sales and operating margins at Marine Components.

The increase in operating income from 2013 to 2014 was impacted by the positive impact of higher sales in 2014, primarily from an increase in Security Products sales to certain existing customers and increased market penetration in electronic locks.

Our product offerings consist of a significantly large number of products that have a wide variation in selling price and manufacturing cost, which results in certain practical limitations on our ability to quantify the impact of changes in individual product sales quantities and selling prices on our net sales, cost of goods sold and gross profit. In addition, small variations in period-to-period net sales, cost of goods sold and gross profit can result from changes in the relative mix of our products sold.

**Results of Operations - 2015 Compared to 2014 and 2014 Compared to 2013**

	Years ended December 31,			%Change	
	2013	2014	2015	2013-14	2014-15
	(Dollars in millions)				
Net sales	\$ 92.0	\$ 103.8	\$ 109.0	13%	5%
Cost of goods sold	<u>64.4</u>	<u>71.6</u>	<u>75.6</u>	11%	6%
Gross profit	27.6	32.2	33.4	17%	4%
Operating costs and expenses	<u>18.3</u>	<u>18.6</u>	<u>19.4</u>	2%	4%
Operating income	<u>\$ 9.3</u>	<u>\$ 13.6</u>	<u>\$ 14.0</u>	46%	3%
Percent of net sales:					
Cost of goods sold	70%	69%	69%		
Gross margin	30%	31%	31%		
Operating costs and expenses	20%	18%	18%		
Operating income	10%	13%	13%		

*Net Sales.* Net sales increased approximately \$5.2 million in 2015 led by strong demand within Security Products from existing government customers. Marine Components also contributed to the increase primarily through higher sales to the waterski/wakeboard boat market. Relative changes in selling prices did not have a material impact on net sales comparisons.

Net sales increased approximately \$11.8 million in 2014 principally due to strong demand within the Security Products segment, including a new initiative for an existing government customer, increased market penetration in electronic locks and strong demand in transportation markets. Sales of Marine Components also contributed to the increase, reflecting greater penetration into non high-performance marine markets. Relative changes in selling prices did not have a material impact on net sales comparisons.

*Costs of Goods Sold and Gross Profit.* Cost of goods sold and gross profit both increased from 2014 to 2015 primarily due to increased sales volumes. As a percentage of sales, cost of goods sold and resulting gross profit for 2015 is comparable to 2014 as improved variable margins and manufacturing efficiencies attributable to Marine Components were substantially offset by slightly lower variable margins and increased fixed costs within Security Products.

Cost of goods sold and gross profit both increased from 2013 to 2014 primarily due to increased sales volumes. As a percentage of sales, cost of goods sold decreased 1% primarily due to improved coverage of fixed manufacturing costs over increased production volumes to meet higher demand at each of our product segments, partially offset by the impact of lower variable margins due to relative changes in customer and product mix within Security Products.

*Operating Costs and Expenses.* Operating costs and expenses consists primarily of sales and administrative-related personnel costs, sales commissions and advertising expenses directly related to product sales and administrative costs relating to business unit and corporate management activities, as well as gains and losses on plant, property and equipment. Operating costs and expenses increased slightly in 2015 primarily as a result of increased personnel costs for Security Products. Operating costs and expenses increased slightly in 2014 compared to 2013 primarily as a result of increased administrative personnel costs and increased depreciation for Security Products, partially offset by reduced corporate administrative personnel costs.

*Operating Income.* As a percentage of net sales, operating income in 2015 was comparable to 2014, and increased by 3% in 2014 compared to 2013. The operating margins were primarily impacted by the factors impacting cost of goods sold, gross margin and operating costs discussed above.

#### *General*

Our profitability primarily depends on our ability to utilize our production capacity effectively, which is affected by, among other things, the demand for our products and our ability to control our manufacturing costs, primarily comprised of labor costs and materials. The materials used in our products consist of purchased components and raw materials some of which are subject to fluctuations in the commodity markets such as zinc, brass and stainless steel. Total material costs represented approximately 48% of our cost of sales in 2015, with commodity-related raw materials accounting for approximately 10% of our cost of sales. With the exception of a moderate midyear 2014 increase in mined metals, including zinc, worldwide commodity raw material costs were mostly stable during 2013 and 2014. During 2015, markets for our primary commodity-related raw materials, including zinc, brass and stainless steel, have generally softened and are expected to remain soft well into 2016. We occasionally enter into short-term commodity-related raw material supply arrangements to mitigate the impact of future increases in commodity related raw material costs. See Item 1 - "Business- Raw Materials."

#### *Interest expense*

Substantially all of our interest expense in 2013 relates to certain indebtedness discussed in Note 9 to our Consolidated Financial Statements. We prepaid such indebtedness in July 2013, after which we have not had any outstanding indebtedness. We do not expect to have any outstanding indebtedness during 2016.

#### *Provision for income taxes*

A tabular reconciliation of our actual tax provision to the U.S. federal statutory income tax rate of 35% is included in Note 7 to the Consolidated Financial Statements. As a member of the group of companies consolidated for U.S. federal income tax purposes with Contran, the parent of our consolidated U.S. federal income tax group, we compute our provision for income taxes on a separate company basis, using the tax elections made by Contran.

Our effective income tax rate was 35% in each of 2013 and 2015 and 37% in 2014. Our effective income tax rate was higher in 2014 as compared to 2013 due to a reduction in our valuation allowance related to a change in estimate of the amount of our state net operating losses that we had previously determined did not meet

the more-likely-than-not criteria. Our effective income tax rate was lower in 2015 as compared to 2014 primarily due to a decrease in our state tax provision related to the scheduled reduction to the state tax rate in one of the jurisdictions in which we operate. See Notes 7 and 10 to the Consolidated Financial Statements. We currently expect our effective income tax rate for 2016 to be comparable to our effective income tax rate for 2015.

## Segment Results

The key performance indicator for our segments is the level of their operating income (see discussion below). For additional information regarding our segments refer to Note 2 to the Consolidated Financial Statements.

	Years ended December 31,			% Change	
	2013	2014	2015	2013 – 2014	2014 – 2015
	(In millions)				
Net sales:					
Security Products	\$ 81.5	\$ 91.4	\$ 95.6	12%	5%
Marine Components	10.5	12.4	13.4	17%	8%
Total net sales	<u>\$ 92.0</u>	<u>\$ 103.8</u>	<u>\$ 109.0</u>	13%	5%
Gross profit:					
Security Products	\$ 25.8	\$ 29.5	\$ 29.9	15%	1%
Marine Components	1.8	2.7	3.5	50%	29%
Total gross profit	<u>\$ 27.6</u>	<u>\$ 32.2</u>	<u>\$ 33.4</u>	17%	4%
Operating income (loss):					
Security Products	\$ 16.1	\$ 18.7	\$ 18.6	16%	-1%
Marine Components	(0.1)	0.7	1.4	576%	103%
Corporate operating expenses	(6.7)	(5.8)	(6.0)	12%	-4%
Total operating income	<u>\$ 9.3</u>	<u>\$ 13.6</u>	<u>\$ 14.0</u>	46%	3%
Operating income (loss) margin:					
Security Products	20%	20%	19%		
Marine Components	-1%	6%	11%		
Total operating income margin	10%	13%	13%		

*Security Products.* Security Products net sales increased 5% to \$95.6 million in 2015 compared to \$91.4 million in 2014. The increase in sales is primarily due to an increase of approximately \$3.0 million in sales to existing government customers. Gross profit margin for 2015 decreased compared to the same period in 2014 due to relative changes in customer and product mix driving lower variable margins, and increased fixed costs. Operating costs and expenses increased approximately \$510,000 in 2015 compared to 2014 primarily as a result of increased personnel costs. Security Products operating income as a percentage of net sales for 2015 decreased compared to 2014 primarily as a result of the factors impacting gross profit and operating costs and expenses discussed above.

Security Products net sales increased 12% to \$91.4 million in 2014 compared to \$81.5 million in 2013. The increase in sales is primarily due to an increase of approximately \$5.0 million in sales of new products for an existing government customer, additional sales of \$2.9 million into transportation markets on strong demand from motorcycle and recreational vehicle OEM customers and a \$1.7 million increase in electronic lock sales in 2014 due to increased market penetration and two significant project installations. Gross profit margin for 2014 is comparable to the same period in 2013 as improved coverage of fixed costs over increased production volumes were offset by lower variable margins. Additionally, operating costs and expenses for 2014 increased approximately \$1.2 million, primarily as a result of increased administrative personnel and benefits costs of approximately \$528,000 and increased depreciation of \$227,000. Security Products operating income as a percentage of net sales for 2014 is comparable to 2013 primarily as a result of the factors impacting gross profit and operating costs and expenses discussed above.

*Marine Components.* Marine Components net sales increased 8% in 2015 as compared to 2014. The increase in sales was primarily due to improved demand for products sold to the ski/wakeboard boat market, including the introduction of new product lines to that market. As a percentage of net sales, gross margin and the operating income percentage each improved due to improved pricing, changes in customer and product mix, improved manufacturing efficiencies and increased leverage of fixed costs as a result of higher production volumes.

Marine Components net sales increased 17% in 2014 as compared to 2013. The increase was primarily the result of gains in market share for products sold to the ski/wakeboard boat market and other non high-performance marine markets. As a percentage of net sales, gross margin and the operating loss percentage improved primarily due to variable margins related to product mix and increased leverage of fixed costs as a result of higher production volumes.

#### *Outlook*

The robust demand for our products experienced in 2015 was supported by continued high demand from certain large existing customers, including those serving the government security applications and recreational transportation markets. In addition, 2015 sales included over \$5 million in sales for a government security end-user which is not expected to recur in 2016. We also continue to experience the benefits of innovation and diversification in our product offerings to the recreational boat markets served by our Marine Components segment. We anticipate continued strong demand for our products in 2016, though we do not expect demand for government security applications to approach 2015 volumes. As in prior periods, we will continue to monitor general economic conditions and sales order rates and respond to fluctuations in customer demand through continuous evaluation of staffing levels and consistent execution of our lean manufacturing and cost improvement initiatives. Additionally, we continue to seek opportunities to gain market share in markets we currently serve, to expand into new markets and to develop new product features in order to mitigate the impact of changes in demand as well as broaden our sales base.

### **Liquidity and Capital Resources**

#### *Summary.*

Our primary source of liquidity on an on-going basis is our cash flow from operating activities, which is generally used to (i) fund capital expenditures, (ii) repay short-term or long-term indebtedness incurred primarily for capital expenditures, business combinations or buying back shares of our outstanding stock and (iii) provide for the payment of dividends (if declared). From time-to-time, we will incur indebtedness to fund capital expenditures, business combinations or other investment activities. In addition, from time-to-time, we may also sell assets outside the ordinary course of business, the proceeds of which are generally used to repay indebtedness (including indebtedness which may have been collateralized by the assets sold) or to fund capital expenditures or business combinations.

#### *Consolidated cash flows.*

*Operating activities.* Trends in cash flows from operating activities, excluding changes in assets and liabilities, for the last three years have generally been similar to the trends in our earnings. Depreciation and amortization in 2015 was comparable to 2014. Depreciation and amortization increased in 2014 compared to 2013 primarily due to depreciation related to a new manufacturing and accounting system for our operating segments that was placed in service in January 2014. See Note 1 to the Consolidated Financial Statements.



Changes in assets and liabilities result primarily from the timing of production, sales and purchases. Such changes in assets and liabilities generally tend to even out over time. However, year-to-year relative changes in assets and liabilities can significantly affect the comparability of cash flows from operating activities. Cash provided by operating activities was \$13.5 million in 2015 compared to \$12.2 million in 2014. The \$1.3 million increase in cash provided by operating activities is primarily the net result of the positive impact of lower net cash used by relative changes in our inventories, receivables, payables and non-tax related accruals of \$1.2 million in 2015.

Cash provided by operating activities was \$12.2 million in 2014 compared to cash used in operating activities of \$4.1 million in 2013. The \$16.3 million increase in cash provided by operating activities is primarily the net result of:

- The positive impact of lower net cash paid for taxes in 2014 of \$9.7 million primarily related to the payment of income taxes in 2013 associated with our tax gain on the sale of our disposed operations (\$11.6 million) recognized in the fourth quarter of 2012, as discussed below;
- The positive impact of higher operating income in 2014 of \$4.3 million; and
- The positive impact of lower net cash used by relative changes in our inventories, receivables, payables and non-tax related accruals of \$2.7 million in 2014.

Cash flows from operating activities resulted in a net use of cash in 2013 due primarily to a cash payment for taxes of approximately \$11.6 million related to the December 2012 sale of our disposed operations which was paid in the first quarter of 2013.

Relative changes in working capital can have a significant effect on cash flows from operating activities. As shown below, our total average days sales outstanding decreased from December 31, 2014 to December 31, 2015 primarily as a result of the timing of sales and collections in the last month of 2015 as compared to 2014. For comparative purposes, we have provided 2013 numbers below.

Days Sales Outstanding:	December 31, 2013	December 31, 2014	December 31, 2015
Security Products	35 Days	32 Days	32 Days
Marine Components	35 Days	32 Days	26 Days
Total	35 Days	32 Days	31 Days

As shown below, our average number of days in inventory returned to more normal levels at December 31, 2015 following the intentional fourth quarter inventory build in each of our segments at the end of 2014, in anticipation of elevated sales in early 2015. The variability in days in inventory among our segments primarily relates to the complexity of the production processes, and therefore the length of time it takes to produce end products, as well as seasonal cycles. For comparative purposes, we have provided 2013 numbers below.

Days in Inventory:	December 31, 2013	December 31, 2014	December 31, 2015
Security Products	71 Days	85 Days	70 Days
Marine Components	110 Days	125 Days	120 Days
Total	76 Days	90 Days	76 Days

*Investing activities.* Capital expenditures have primarily emphasized improving our manufacturing facilities and investing in manufacturing equipment, utilizing new technologies and increased automation of the manufacturing process, to provide for increased productivity and efficiency in order to meet expected customer demand and properly maintain our facilities and technology infrastructure. Capital expenditures were \$3.5 million in 2013, \$2.8 million in 2014 and \$4.2 million in 2015. See Note 2 to our Consolidated Financial Statements. Capital expenditures in 2015 include approximately \$543,000 for an expansion to our Grayslake facility. Approximately \$838,000 and \$481,000 of our 2013 and 2014 capital expenditures, respectively, relates to the implementation of a new manufacturing and accounting system for our operating segments that was implemented in January of 2014.

Aside from capital expenditures made in the normal course of business, the significant items impacting investing activities for the noted periods are as follows:

During 2013,

- we collected \$3.0 million in principal payments on a note receivable; and
- we received \$1.6 million in net proceeds on the sale of assets held for sale.

Capital expenditures for 2016 are estimated at approximately \$4.4 million. Capital spending for 2016 is expected to be funded through cash on hand and cash generated from operations.

*Financing activities.* Cash dividends paid totaled \$3.4 million (\$.275 per share) in 2013 and \$2.5 million (\$.20 per share) in each of 2014 and 2015. Beginning in the second quarter of 2013, we reduced our regular quarterly dividend from \$.125 per share to \$.05 per share, as discussed in Item 5 – “Market for Registrant’s Common Equity and Related Stockholder Matters.”

Other than quarterly cash dividends, the amounts included in financing activities are as follows:

During 2013, we prepaid the remaining outstanding principal on our long-term debt, plus accrued interest, without penalty; debt repayments related to principal for 2013 totaled \$18.5 million.

*Off balance sheet financing arrangements.* Other than certain operating leases discussed in Note 10 to the Consolidated Financial Statements, neither we nor any of our subsidiaries or affiliates are parties to any off-balance sheet financing arrangements.

#### *Other*

We believe cash generated from operations together with cash on hand will be sufficient to meet our liquidity needs for working capital, capital expenditures, debt service and dividends (if declared) for the next twelve months and our long term obligations for the next five years. To the extent that actual operating results or other developments differ materially from our expectations, our liquidity could be adversely affected.

All of our \$52.3 million aggregate cash and cash equivalents at December 31, 2015, were held in the U.S.

We periodically evaluate our liquidity requirements, alternative uses of capital, capital needs and available resources in view of, among other things, our capital expenditure requirements, dividend policy and estimated future operating cash flows. As a result of this process, we have in the past and may in the future seek to raise additional capital, refinance or restructure indebtedness, issue additional securities, repurchase shares of our common stock, modify our dividend policy or take a combination of such steps to manage our liquidity and capital resources. In the normal course of business, we may review opportunities for acquisitions, joint ventures or other business combinations in the component products industry. In the event of any such transaction, we may consider using available cash, issuing additional equity securities or increasing our indebtedness or that of our subsidiaries.

*Contractual obligations.* As more fully described in the notes to the Consolidated Financial Statements, we are a party to various leases and other agreements that contractually and unconditionally commit us to pay certain amounts in the future. See Note 10 to the Consolidated Financial Statements. The following table summarizes such contractual commitments as of December 31, 2015 by the type and date of payment.

	Payments due by period				2021 and after
	Total	2016	2017–2018 (In thousands)	2019–2020	
Operating leases	\$ 101	\$ 85	\$ 16	\$ -	\$ -
Purchase obligations	9,896	9,788	108	-	-
Income taxes	470	470	-	-	-
Fixed asset acquisitions	362	362	-	-	-
Total contractual cash obligations	<u>\$ 10,829</u>	<u>\$ 10,705</u>	<u>\$ 124</u>	<u>\$ -</u>	<u>\$ -</u>

The timing and amount shown for our commitments related to operating leases and fixed asset acquisitions are based upon the contractual payment amount and the contractual payment date for those commitments. The timing and amount shown for purchase obligations, which consist of all open purchase orders and contractual obligations (primarily commitments to purchase raw materials) is also based on the contractual payment amount and the contractual payment date for those commitments. The amount shown for income taxes is the consolidated amount of income taxes payable at December 31, 2015, which is assumed to be paid during 2016. Fixed asset acquisitions include firm purchase commitments for capital projects.

*Commitments and contingencies.* See Note 10 to the Consolidated Financial Statements.

*Recent accounting pronouncements.* See Note 12 to the Consolidated Financial Statements.

### Critical Accounting Policies and Estimates

We have based the accompanying “Management’s Discussion and Analysis of Financial Condition and Results of Operations” upon our Consolidated Financial Statements. We prepared our Consolidated Financial Statements in accordance with GAAP. In preparing our Consolidated Financial Statements, we are required to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reported period. On an on-going basis, we evaluate our estimates, including those related to inventory reserves, the recoverability of long-lived assets (including goodwill and other intangible assets) and the realization of deferred income tax assets. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the reported amounts of assets, liabilities, revenues and expenses. Our actual future results might differ from previously estimated amounts under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our Consolidated Financial Statements and are applicable to all of our operating segments:

- *Goodwill* – Our goodwill totaled \$23.7 million at December 31, 2015. We perform a goodwill impairment test annually in the third quarter of each year. Goodwill is also evaluated for impairment at other times whenever an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. All of our goodwill at December 31, 2015 is related to our Security Products segment. Since 2013, we have used the qualitative assessment of ASC 350-20-35 for our annual impairment test and determined it was not necessary to perform the two-step quantitative goodwill impairment test, as we concluded it is more likely than not that the fair value of the Security Products reporting unit exceeded its carrying amount. See Notes 1 and 5 to the Consolidated Financial Statements.

Considerable management judgment is necessary to evaluate the qualitative impact of events and circumstances on the fair value of a reporting unit. Events and circumstances considered in our impairment evaluations, such as historical profits and stability of the markets served, are consistent with factors utilized with our internal projections and operating plan. However, future events and circumstances could result in materially different findings which could result in the recognition of a material goodwill impairment.

- *Long-lived assets* – We assess property and equipment for impairment only when circumstances (as specified in ASC 360-10-35, *Property, Plant, and Equipment*) indicate an impairment may exist. Our determination is based upon, among other things, our estimates of the amount of future net cash flows to be generated by the long-lived asset (Level 3 inputs) and our estimates of the current fair value of the asset.

Significant judgment is required in estimating such cash flows. Adverse changes in such estimates of future net cash flows or estimates of fair value could result in an inability to recover the carrying value of the long-lived asset, thereby possibly requiring an impairment charge to be recognized in the future. We do not assess our property and equipment for impairment unless certain impairment indicators specified in ASC Topic 360-10-35 are present. We did not evaluate any long-lived assets for impairment during 2015 because no such impairment indicators were present.

- *Income taxes* – We recognize deferred taxes for future tax effects of temporary differences between financial and income tax reporting. Deferred income tax assets and liabilities for each tax-paying jurisdiction in which we operate are netted and presented as either a noncurrent deferred income tax asset or liability, as applicable. While we have considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance, it is possible that in the future we may change our estimate of the amount of the deferred income tax assets that would more-likely-than-not be realized in the future resulting in an adjustment to the deferred income tax asset valuation allowance that would either increase or decrease, as applicable, reported net income in the period the change in estimate was made.

We record a reserve for uncertain tax positions in accordance with the provisions of ASC Topic 740, *Income Taxes*, for tax positions where we believe it is more-likely-than-not our position will not prevail with the applicable tax authorities. Our reserve for uncertain tax positions is nil for each of 2014 and 2015.

- *Accruals* – We record accruals for environmental, legal and other contingencies and commitments when estimated future expenditures associated with the contingencies become probable, and we can reasonably estimate the amounts of the future expenditures. However, new information may become available to us, or circumstances (such as applicable laws and regulations) may change, thereby resulting in an increase or decrease in the amount we are required to accrue for such matters (and, therefore, a corresponding decrease or increase of our reported net income in the period of such change.)

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

*General.* We are exposed to market risk from changes in raw materials prices.

*Raw materials.* We will occasionally enter into short term commodity-related raw material supply arrangements to mitigate the impact of future increases in commodity-related raw material costs. We do not have long-term supply agreements for our raw material requirements because either we believe the risk of unavailability of those raw materials is low and we believe the downside risk of price volatility to be too great or because long-term supply agreements for those materials are generally not available. We do not engage in commodity raw material hedging programs.

#### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The information called for by this Item is contained in a separate section of this Annual Report. See “Index of Financial Statements” (page F-1).

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

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures.** We maintain disclosure controls and procedures which, as defined in Exchange Act Rule 13a-15(e), means controls and other procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit to the SEC under the Securities Exchange Act of 1934, as amended (the "Act"), is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in the reports that we file or submit to the SEC under the Act is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions to be made regarding required disclosure. Our management with the participation of David A. Bowers, our Vice Chairman of the Board and Chief Executive Officer, and James W. Brown, our Vice President, Chief Financial Officer and Controller, have evaluated the design and operating effectiveness of our disclosure controls and procedures as of December 31, 2015. Based upon their evaluation, these executive officers have concluded that our disclosure controls and procedures are effective as of the date of such evaluation.

**Management's Report on Internal Control Over Financial Reporting.** Our management is responsible for establishing and maintaining adequate internal control over financial reporting which, as defined in Exchange Act Rule 13a-15(f), means a process designed by, or under the supervision of, our principal executive and principal financial officers, or persons performing similar functions, and effected by our board of directors, management and other personnel, 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, and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets.
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors, and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our consolidated financial statements.

Our evaluation of the effectiveness of our internal control over financial reporting is based upon the framework established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013 (commonly referred to as the "2013 COSO" framework). Based on our evaluation under that framework, our management has concluded that our internal control over financial reporting was effective as of December 31, 2015.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the SEC that permit us to provide only management's report in this annual report.

**Changes in Internal Control Over Financial Reporting.** There have been no changes in our internal control over financial reporting during the quarter ended December 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Certifications.** Our chief executive officer and chief financial officer are required to, among other things, quarterly file a certification with the SEC regarding the quality of our public disclosures, as required by Section 302 of the Sarbanes-Oxley Act of 2002. We have filed the certifications for the quarter ended December 31, 2015 as exhibits 31.1 and 31.2 to this Annual Report on Form 10-K.

**ITEM 9B. OTHER INFORMATION**

Not applicable.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this Item is incorporated by reference to our definitive Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of the fiscal year covered by this report ("Proxy Statement").

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this Item is incorporated by reference to our Proxy Statement.

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

The information required by this Item is incorporated by reference to our Proxy Statement.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

The information required by this Item is incorporated by reference to our Proxy Statement. See also Note 9 to the Consolidated Financial Statements.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this Item is incorporated by reference to our Proxy Statement.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

#### (a) and (c) Financial Statements

The consolidated financial statements listed on the accompanying Index of Financial Statements (see page F-1) are filed as part of this Annual Report.

All financial statement schedules have been omitted either because they are not applicable or required, or the information that would be required to be included is disclosed in the notes to the consolidated financial statements.

#### (b) Exhibits

We have retained a signed original of any of these exhibits that contain signatures, and we will provide such exhibits to the Commission or its staff. Included as exhibits are the items listed in the Exhibit Index. We, upon request, will furnish a copy of any of the exhibits listed below upon payment of \$4.00 per exhibit to cover our costs of furnishing the exhibits. Instruments defining the rights of holders of long-term debt issues which do not exceed 10% of consolidated total assets will be furnished to the Commission upon request. Such requests should be directed to the attention of our Corporate Secretary at our corporate offices located at 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240.

<u>Item No.</u>	<u>Exhibit Item</u>
3.1	Restated Certificate of Incorporation of Registrant – incorporated by reference to Exhibit 3.1 of the Registrant’s Registration Statement on Form S-1/A (File No. 333-42643) filed on February 5, 1998.
3.2	Amended and Restated Bylaws of Registrant, adopted by the Board of Directors October 24, 2007 – incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed October 30, 2007 (File No 1-13905).
10.1	Intercorporate Services Agreement between the Registrant and Contran Corporation effective as of January 1, 2004 – incorporated by reference to Exhibit 10.2 of the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 1-13905) filed on March 4, 2004.
10.2*	CompX International Inc. 2012 Director Stock Plan – incorporated by reference to Exhibit 10.2 of the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2012 (File No. 1-13905) filed on March 6, 2013.
10.3	Tax Sharing Agreement between the Registrant, NL Industries, Inc. and Contran Corporation dated as of December 1, 2012 - incorporated by reference to Exhibit 10.2 of the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2012 (File No. 1-13905) filed on March 6, 2013.
10.4**	First Amended and Restated Agreement Regarding Shared Insurance among the Registrant, Contran Corporation, Keystone Consolidated Industries, Inc., Kronos Worldwide, Inc., NL Industries, Inc., and Valhi, Inc. dated October 15, 2015.

Item No.

Exhibit Item (continued)

21.1\*\* Subsidiaries of the Registrant.  
23.1\*\* Consent of PricewaterhouseCoopers LLP.  
31.1\*\* Certification  
31.2\*\* Certification  
32.1\*\* Certification  
101.INS\*\* XBRL Instance Document  
101.SCH\*\* XBRL Taxonomy Extension Schema  
101.CAL\*\* XBRL Taxonomy Extension Calculation Linkbase  
101.DEF\*\* XBRL Taxonomy Extension Definition Linkbase  
101.LAB\*\* XBRL Taxonomy Extension Label Linkbase  
101.PRE\*\* XBRL Taxonomy Extension Presentation Linkbase

\* Management contract, compensatory plan or agreement.  
\*\* Filed herewith.



**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**COMPX INTERNATIONAL INC.**

Date: March 3, 2016

By: /s/ David A. Bowers  
David A. Bowers  
Vice Chairman of the Board and  
Chief Executive Officer  
(Principal Executive Officer)

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Steve L. Watson</u> Steve L. Watson	Chairman of the Board	March 3, 2016
<u>/s/ David A. Bowers</u> David A. Bowers	Vice Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	March 3, 2016
<u>/s/ James W. Brown</u> James W. Brown	Vice President, Chief Financial Officer and Controller (Principal Financial and Accounting Officer)	March 3, 2016
<u>/s/ Bobby D. O'Brien</u> Bobby D. O'Brien	Director	March 3, 2016
<u>/s/ Norman S. Edelcup</u> Norman S. Edelcup	Director	March 3, 2016
<u>/s/ Loretta J. Feehan</u> Loretta J. Feehan	Director	March 3, 2016
<u>/s/ Edward J. Hardin</u> Edward J. Hardin	Director	March 3, 2016
<u>/s/ Ann Manix</u> Ann Manix	Director	March 3, 2016
<u>/s/ George E. Poston</u> George E. Poston	Director	March 3, 2016

Annual Report on Form 10-K

Items 8 and 15(a)

Index of Financial Statements

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<a href="#">Consolidated Statements of Income—Years ended December 31, 2013, 2014 and 2015</a>	F-5
<a href="#">Consolidated Statements of Cash Flows—Years ended December 31, 2013, 2014 and 2015</a>	F-6
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All financial statement schedules have been omitted either because they are not applicable or required, or the information that would be required to be included is disclosed in the notes to the consolidated financial statements.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of CompX International Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of CompX International Inc. and its Subsidiaries at December 31, 2014 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 12 to the consolidated financial statements, the Company changed the classification and presentation of deferred income taxes in 2015.

/s/PricewaterhouseCoopers LLP

Dallas, Texas  
March 3, 2016

COMPX INTERNATIONAL INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

ASSETS	December 31,	
	2014	2015
Current assets:		
Cash and cash equivalents	\$ 45,570	\$ 52,347
Accounts receivable	8,747	8,760
Inventories	16,863	15,098
Prepaid expenses and other	556	704
Total current assets	71,736	76,909
Other assets:		
Goodwill	23,742	23,742
Other noncurrent	599	590
Total other assets	24,341	24,332
Property and equipment:		
Land	4,928	4,928
Buildings	20,906	21,231
Equipment	61,835	63,539
Construction in progress	909	1,567
	88,578	91,265
Less accumulated depreciation	55,564	57,714
Net property and equipment	33,014	33,551
Total assets	\$ 129,091	\$ 134,792

**COMPX INTERNATIONAL INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS (CONTINUED)**

(In thousands, except share data)

<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>December 31,</b>	
	<b>2014</b>	<b>2015</b>
Current liabilities:		
Accounts payable and accrued liabilities	\$ 12,796	\$ 11,618
Income taxes payable to affiliates	433	470
Total current liabilities	13,229	12,088
Noncurrent liabilities - deferred income taxes	4,876	5,001
Stockholders' equity:		
Preferred stock, \$.01 par value; 1,000 shares authorized, none issued	-	-
Class A common stock, \$.01 par value; 20,000,000 shares authorized; 2,404,107 and 2,411,107 shares issued and outstanding	24	24
Class B common stock, \$.01 par value; 10,000,000 shares authorized, issued and outstanding	100	100
Additional paid-in capital	55,342	55,422
Retained earnings	55,520	62,157
Total stockholders' equity	110,986	117,703
Total liabilities and stockholders' equity	\$ 129,091	\$ 134,792

Commitments and contingencies (Note 10)

See accompanying Notes to Consolidated Financial Statements.

COMPX INTERNATIONAL INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)

	Years ended December 31,		
	2013	2014	2015
Net sales	\$ 92,045	\$ 103,846	\$ 108,994
Cost of goods sold	<u>64,471</u>	<u>71,598</u>	<u>75,593</u>
Gross profit	27,574	32,248	33,401
Selling, general and administrative expense	<u>18,246</u>	<u>18,641</u>	<u>19,430</u>
Operating income	9,328	13,607	13,971
Other non-operating income, net	40	66	50
Interest expense	<u>(127)</u>	<u>-</u>	<u>-</u>
Income before income taxes	9,241	13,673	14,021
Provision for income taxes	<u>3,226</u>	<u>5,012</u>	<u>4,903</u>
Net income	<u>\$ 6,015</u>	<u>\$ 8,661</u>	<u>\$ 9,118</u>
Basic and diluted earnings per common share	<u>\$ 0.49</u>	<u>\$ 0.70</u>	<u>\$ 0.73</u>
Cash dividends per share	<u>\$ 0.275</u>	<u>\$ 0.20</u>	<u>\$ 0.20</u>
Basic and diluted weighted average shares outstanding	<u>12,395</u>	<u>12,401</u>	<u>12,408</u>

See accompanying Notes to Consolidated Financial Statements.

**COMPX INTERNATIONAL INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)

	Years ended December 31,		
	2013	2014	2015
Cash flows from operating activities:			
Net income	\$ 6,015	\$ 8,661	\$ 9,118
Depreciation and amortization	3,270	3,533	3,536
Deferred income taxes	916	468	125
Provision for inventory reserves	228	24	233
Other, net	21	133	125
Change in assets and liabilities:			
Accounts receivable, net	(12)	(251)	(46)
Inventories, net	(2,240)	(3,652)	1,532
Accounts payable and accrued liabilities	(1,245)	3,119	(1,036)
Accounts with affiliates	(11,857)	93	37
Other, net	774	42	(148)
	(4,130)	12,170	13,476
Net cash provided by (used in) operating activities			
Cash flows from investing activities:			
Capital expenditures	(3,501)	(2,825)	(4,218)
Cash collected on promissory notes receivable	3,034	-	-
Proceeds from sale of assets held for sale	1,559	-	-
Other, net	(97)	(48)	-
	995	(2,873)	(4,218)
Net cash provided by (used in) investing activities			
Cash flows from financing activities:			
Repayment of long-term debt	(18,480)	-	-
Dividends paid	(3,409)	(2,480)	(2,481)
	(21,889)	(2,480)	(2,481)
Net cash used in financing activities			
Net increase (decrease)	\$ (25,024)	\$ 6,817	\$ 6,777

**COMPX INTERNATIONAL INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)**

(In thousands)

	Years ended December 31,		
	2013	2014	2015
Cash and cash equivalents -			
Net increase (decrease) from:			
Operating, investing and financing activities	\$ (25,024)	\$ 6,817	\$ 6,777
Balance at beginning of year	63,777	38,753	45,570
Balance at end of year	\$ 38,753	\$ 45,570	\$ 52,347
Supplemental disclosures:			
Cash paid for:			
Income taxes	\$ 14,167	\$ 4,449	\$ 4,743
Interest	222	-	-

See accompanying Notes to Consolidated Financial Statements.



**COMPX INTERNATIONAL INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**Years ended December 31, 2013, 2014 and 2015**  
**(In thousands)**

	<u>Common stock</u>		<u>Additional paid-in capital</u>	<u>Retained earnings</u>	<u>Total stockholders' equity</u>
	<u>Class A</u>	<u>Class B</u>			
Balance at December 31, 2012	\$ 24	\$ 100	\$ 55,203	\$ 46,733	\$ 102,060
Net income	-	-	-	6,015	6,015
Cash dividends	-	-	-	(3,409)	(3,409)
Issuance of common stock	-	-	62	-	62
Balance at December 31, 2013	24	100	55,265	49,339	104,728
Net income	-	-	-	8,661	8,661
Cash dividends	-	-	-	(2,480)	(2,480)
Issuance of common stock	-	-	77	-	77
Balance at December 31, 2014	24	100	55,342	55,520	110,986
Net income	-	-	-	9,118	9,118
Cash dividends	-	-	-	(2,481)	(2,481)
Issuance of common stock	-	-	80	-	80
Balance at December 31, 2015	<u>\$ 24</u>	<u>\$ 100</u>	<u>\$ 55,422</u>	<u>\$ 62,157</u>	<u>\$ 117,703</u>

See accompanying Notes to Consolidated Financial Statements.

**COMPX INTERNATIONAL INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2015**

**Note 1 – Summary of significant accounting policies:**

**Organization.** We (NYSE MKT: CIX) are 87% owned by NL Industries, Inc. (NYSE: NL) at December 31, 2015. We manufacture and sell component products (security products and recreational marine components). At December 31, 2015, Valhi, Inc. (NYSE: VHI) owns 83% of NL's outstanding common stock and a wholly-owned subsidiary of Contran Corporation owns 93% of Valhi's outstanding common stock. All of Contran's outstanding voting stock is held by a family trust established for the benefit of Lisa K. Simmons and Serena Simmons Connelly and their children, for which Ms. Simmons and Ms. Connelly are co-trustees, or is held directly by Ms. Simmons and Ms. Connelly or entities related to them. Consequently, Ms. Simmons and Ms. Connelly may be deemed to control Contran, Valhi, NL and us.

Unless otherwise indicated, references in this report to "we," "us," or "our" refer to CompX International Inc. and its subsidiaries, taken as a whole.

**Management estimates.** In preparing our financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") we are required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at each balance sheet date and the reported amounts of our revenues and expenses during each reporting period. Actual results may differ significantly from previously estimated amounts under different assumptions or conditions.

**Principles of consolidation.** Our consolidated financial statements include the accounts of CompX International Inc. and our wholly-owned subsidiaries. We eliminate all material intercompany accounts and balances.

**Fiscal year.** Our fiscal year end is always the Sunday closest to December 31, and our operations are reported on a 52 or 53-week fiscal year. Each of the years ended December 31, 2013 and 2014 consisted of 52 weeks. The year ended December 31, 2015 consisted of 53 weeks. For presentation purposes, annual and quarterly information in the consolidated financial statements and accompanying notes are presented as ended on March 31, June 30, September 30 and December 31, as applicable.

**Cash and cash equivalents.** We classify as cash and cash equivalents, bank time deposits and government and commercial notes and bills with original maturities of three months or less.

**Net sales.** We record sales when products are shipped and title and other risks and rewards of ownership have passed to the customer. Amounts charged to customers for shipping and handling are not material. Sales are stated net of price, early payment and distributor discounts and volume rebates. We report any tax assessed by a governmental authority that we collect from our customers that is both imposed on and concurrent with our revenue producing activities (such as sales and use taxes) on a net basis (meaning we do not recognize these taxes either in our revenues or in our costs and expenses).

**Accounts receivable.** We provide an allowance for doubtful accounts for known and estimated potential losses rising from our sales to customers based on a periodic review of these accounts.

**Inventories and cost of sales.** We state inventories at the lower of cost or market, net of allowance for obsolete and slow-moving inventories. We generally base inventory costs for all inventory categories on average cost that approximates the first-in, first-out method. Inventories include the costs for raw materials, the cost to manufacture the raw materials into finished goods and overhead. Depending on the inventory's stage of completion, our manufacturing costs can include the costs of packing and finishing, utilities, maintenance and depreciation, shipping and handling, and salaries and benefits associated with our manufacturing process. We allocate fixed manufacturing overhead costs based on normal production capacity. Unallocated overhead costs resulting from periods with abnormally low production levels are charged to expense as incurred. As inventory is sold to third parties, we recognize the cost of sales in the same period that the sale occurs. We periodically review our inventory for estimated obsolescence or instances when inventory is no longer marketable for its intended use, and we record any write-down, equal to the difference between the cost of inventory and its estimated net realizable value, based on assumptions about alternative uses, market conditions and other factors.

**Selling, general and administrative expenses; advertising costs.** Selling, general and administrative expenses include costs related to marketing, sales, distribution, research and development and administrative functions such as accounting, treasury and finance, and includes costs for salaries and benefits, travel and entertainment, promotional materials and professional fees. We expense advertising and research and development costs as incurred. Advertising costs were not significant in 2013, 2014 or 2015.

**Goodwill.** Goodwill represents the excess of cost over fair value of individual net assets acquired in business combinations. Goodwill is not subject to periodic amortization. We evaluate goodwill for impairment annually or when circumstances indicate the carrying value may not be recoverable. In the third quarter of 2013, we adopted Financial Accounting Standards Board ASU No. 2011-08 (now codified in ASC 350-20-35), which provided new guidance on testing goodwill for impairment. The new guidance allows an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. An entity is no longer required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment considering the totality of relevant events and circumstances, that it is more likely than not that the fair value of the reporting unit is less than its carrying amount. See Note 5.

**Property and equipment; depreciation expense.** We state property and equipment, including purchased computer software for internal use, at cost. We compute depreciation of property and equipment for financial reporting purposes principally by the straight-line method over the estimated useful lives of 15 to 40 years for buildings and 3 to 20 years for equipment and software. We use accelerated depreciation methods for income tax purposes, as permitted. Depreciation expense was \$3.2 million in 2013 and \$3.5 million in 2014 and 2015. Upon sale or retirement of an asset, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is recognized in income currently. Expenditures for maintenance, repairs and minor renewals are expensed; expenditures for major improvements are capitalized.

We perform impairment tests when events or changes in circumstances indicate the carrying value may not be recoverable. We consider all relevant factors. We perform the impairment test by comparing the estimated future undiscounted cash flows associated with the asset to the asset's net carrying value to determine if impairment exists.

**Employee benefit plans.** We maintain various defined contribution plans in which we make contributions based on matching or other formulas. Defined contribution plan expense approximated \$2.0 million in 2013, \$2.3 million in 2014 and \$2.4 million in 2015.

**Self-insurance.** We are partially self-insured for workers' compensation and certain employee health benefits and self-insured for most environmental issues. We purchase coverage in order to limit our exposure to any significant levels of workers' compensation or employee health benefit claims. We accrue self-insured losses based upon estimates of the aggregate liability for uninsured claims incurred using certain actuarial assumptions followed in the insurance industry and our own historical claims experience.

**Income taxes.** We, and our parent NL, are members of the Contran Tax Group. We have been and currently are a part of the consolidated tax returns filed by Contran for U.S. federal purposes as well as for certain U.S. state jurisdictions. As a member of the Contran Tax Group, we are jointly and severally liable for the federal

income tax liability of Contran and the other companies included in the Contran Tax Group for all periods in which we are included in the Contran Tax Group. See Note 10.

As a member of the Contran Tax Group, we are a party to a tax sharing agreement which provides that we compute our provision for U.S. income taxes on a separate-company basis. Pursuant to the tax sharing agreement, we make payments to or receive payments from NL in amounts we would have paid to or received from the U.S. Internal Revenue Service or the applicable state tax authority had we not been a member of the Contran Tax Group. The separate company provisions and payments are computed using the tax elections made by Contran. We made net cash payments for income taxes to NL of \$14.1 million in 2013, \$4.4 million in 2014 and \$4.7 million in 2015.

Deferred income tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the income tax and financial reporting carrying amounts of assets and liabilities. Deferred income tax assets and liabilities for each tax-paying jurisdiction in which we operate are netted and presented as either a noncurrent deferred income tax asset or liability, as applicable. We periodically evaluate our deferred tax assets in the various taxing jurisdictions in which we operate and adjust any related valuation allowance based on the estimate of the amount of deferred tax assets which we believe do not meet the more-likely-than-not recognition criteria. See Notes 7 and 12.

We record a reserve for uncertain tax positions for tax positions where we believe it is more-likely-than-not our position will not prevail with the applicable tax authorities. Our reserve for uncertain tax positions was nil in each of 2014 and 2015.

**Earnings per share.** Basic earnings per share of common stock is computed using the weighted average number of common shares actually outstanding during each period. Diluted earnings per share of common stock includes the impact of outstanding dilutive stock options. There were no outstanding stock options during 2013, 2014 or 2015.

## **Note 2 – Business and geographic segments:**

Our operating segments are defined as components of our continuing operations about which separate financial information is available that is regularly evaluated by our chief operating decision maker in determining how to allocate resources and in assessing performance. At December 31, 2015, we had two operating segments – Security Products and Marine Components.

The Security Products segment, with a facility in South Carolina and a facility shared with Marine Components in Illinois, manufactures locking mechanisms and other security products for sale to the transportation, postal, office and institutional furniture, cabinetry, tool storage, healthcare and other industries.

Our Marine Components segment, with a facility in Wisconsin and a facility shared with Security Products in Illinois, manufactures and distributes stainless steel exhaust systems, gauges and throttle controls primarily for recreational boats.

The chief operating decision maker evaluates segment performance based on segment operating income, which is defined as income before income taxes and interest expense, exclusive of certain general corporate income and expense items (primarily interest income) and certain non-recurring items (such as gains or losses on the disposition of business units and other long-lived assets outside the ordinary course of business). The accounting policies of the reportable operating segments are the same as those described in Note 1. Capital expenditures include additions to property and equipment, but exclude amounts attributable to business combinations.

Segment assets are comprised of all assets attributable to the reportable segments. Corporate assets are not attributable to the operating segments and consist primarily of cash and cash equivalents. For geographic information, the point of origin (place of manufacture) for all net sales is the U.S., the point of destination for net sales is based on the location of the customer, and property and equipment are attributable to their physical location. Intersegment sales are not material.

	Years ended December 31,		
	2013	2014	2015
	(In thousands)		
Net sales:			
Security Products	\$ 81,510	\$ 91,470	\$ 95,614
Marine Components	<u>10,535</u>	<u>12,376</u>	<u>13,380</u>
Total	<u>\$ 92,045</u>	<u>\$ 103,846</u>	<u>\$ 108,994</u>
Operating income (loss):			
Security Products	\$ 16,142	\$ 18,740	\$ 18,585
Marine Components	(148)	705	1,433
Corporate	<u>(6,666)</u>	<u>(5,838)</u>	<u>(6,047)</u>
Total operating income	9,328	13,607	13,971
Other non-operating income, net	40	66	50
Interest expense	<u>(127)</u>	<u>-</u>	<u>-</u>
Income before income taxes	<u>\$ 9,241</u>	<u>\$ 13,673</u>	<u>\$ 14,021</u>
	Years ended December 31,		
	2013	2014	2015
	(In thousands)		
Depreciation and amortization:			
Security Products	\$ 2,460	\$ 2,771	\$ 2,831
Marine Components	741	732	695
Corporate	<u>69</u>	<u>30</u>	<u>10</u>
Total	<u>\$ 3,270</u>	<u>\$ 3,533</u>	<u>\$ 3,536</u>
Capital expenditures:			
Security Products	\$ 3,171	\$ 2,571	\$ 3,805
Marine Components	310	250	408
Corporate	<u>20</u>	<u>4</u>	<u>5</u>
Total	<u>\$ 3,501</u>	<u>\$ 2,825</u>	<u>\$ 4,218</u>
Net sales point of destination:			
United States	\$ 87,307	\$ 98,994	\$ 103,737
Canada	2,195	1,927	2,352
Mexico	1,129	1,124	1,334
Other	<u>1,414</u>	<u>1,801</u>	<u>1,571</u>
Total	<u>\$ 92,045</u>	<u>\$ 103,846</u>	<u>\$ 108,994</u>

	Years ended December 31,		
	2013	2014	2015
	(In thousands)		
Total assets:			
Security Products	\$ 68,110	\$ 70,244	\$ 72,561
Marine Components	9,782	9,951	12,761
Corporate and eliminations	<u>41,293</u>	<u>48,896</u>	<u>49,470</u>
Total	<u>\$ 119,185</u>	<u>\$ 129,091</u>	<u>\$ 134,792</u>

Net property and equipment for 2013, 2014 and 2015 is entirely located in the United States.

**Note 3 – Accounts receivable, net:**

	December 31,	
	2014	2015
	(In thousands)	
Account receivable, net:		
Security Products	\$ 7,912	\$ 7,995
Marine Components	913	852
Allowance for doubtful accounts	<u>(78)</u>	<u>(87)</u>
Total accounts receivable, net	<u>\$ 8,747</u>	<u>\$ 8,760</u>

**Note 4 – Inventories:**

	December 31,	
	2014	2015
	(In thousands)	
Raw materials:		
Security Products	\$ 2,805	\$ 2,426
Marine Components	<u>588</u>	<u>381</u>
Total raw materials	<u>3,393</u>	<u>2,807</u>
Work-in-process:		
Security Products	8,889	7,732
Marine Components	<u>1,382</u>	<u>1,614</u>
Total work-in-process	<u>10,271</u>	<u>9,346</u>
Finished goods:		
Security Products	2,331	2,041
Marine Components	<u>868</u>	<u>904</u>
Total finished goods	<u>3,199</u>	<u>2,945</u>
Total inventories, net	<u>\$ 16,863</u>	<u>\$ 15,098</u>

**Note 5 – Goodwill:**

We have assigned goodwill to each of our *reporting units* (as that term is defined in ASC Topic 350-20-20, *Goodwill*) which correspond to our operating segments. We test for goodwill impairment at the reporting unit level. In accordance with the requirements of ASC Topic 350-20-20, we review goodwill for each of our reporting units for impairment during the third quarter of each year or when circumstances arise that indicate an impairment might be present. In 2013 we adopted the guidance in ASU No. 2011-08 for testing goodwill for impairment by assessing qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Based on our qualitative assessment, a quantitative assessment was not required for 2013, 2014, or 2015.

In 2013, 2014 and 2015, goodwill for all applicable reporting units was tested for impairment only in the third quarter of each year in connection with our annual testing date. No impairment was indicated as part of our annual reviews of goodwill. Prior to 2013, we recorded a \$9.9 million goodwill impairment in our Marine Components segment. Our gross goodwill at December 31, 2015 is \$33.6 million.

Our current net goodwill balance of \$23.7 million was generated from acquisitions relating to Security Products prior to 2001. There have been no changes in the carrying amount of goodwill related to our operations during the past three years.

**Note 6 – Accounts payable and accrued liabilities:**

	December 31,	
	2014	2015
	(In thousands)	
Accounts payable	\$ 3,850	\$ 2,671
Accrued liabilities:		
Employee benefits	7,388	7,652
Customer tooling	407	320
Taxes other than on income	266	253
Professional	231	75
Insurance	217	244
Other	437	403
Total	<u>\$ 12,796</u>	<u>\$ 11,618</u>

**Note 7 – Income taxes:**

The provision for income taxes and the difference between such provision for income taxes and the amount that would be expected using the U.S. federal statutory income tax rate of 35% are presented below. All of our pre-tax income relates to operations in the United States.

	<u>Years ended December 31,</u>		
	<u>2013</u>	<u>2014</u>	<u>2015</u>
	(In thousands)		
Provision for income taxes:			
Currently payable	\$ 2,310	\$ 4,544	\$ 4,778
Deferred income tax expense	916	468	125
Total	<u>\$ 3,226</u>	<u>\$ 5,012</u>	<u>\$ 4,903</u>
Expected tax expense, at the U.S. federal statutory income tax rate of 35%	\$ 3,234	\$ 4,787	\$ 4,908
State income taxes	317	604	387
Domestic production activities deduction	(200)	(378)	(415)
Valuation allowance	(102)	(24)	-
Other, net	(23)	23	23
Total	<u>\$ 3,226</u>	<u>\$ 5,012</u>	<u>\$ 4,903</u>

The components of the net deferred tax liability are summarized below.

	<u>December 31,</u>	
	<u>2014</u>	<u>2015</u>
	(In thousands)	
Tax effect of temporary differences related to:		
Inventories	\$ 835	\$ 538
Property and equipment	(4,706)	(4,650)
Accrued liabilities and other deductible differences	46	45
Accrued employee benefits	1,577	1,695
Other deductible differences	4	4
Goodwill	(2,625)	(2,625)
Other taxable differences	(7)	(8)
Total deferred tax liability	<u>\$ (4,876)</u>	<u>\$ (5,001)</u>

We previously had certain U.S. state net operating loss carryforwards, the benefit of which we had not recognized under the more-likely-than-not recognition criteria. We utilized a portion of such state net operating loss carryforward in 2013, and all of the remaining carryforward in 2014. Our provision for income taxes includes a benefit of \$102,000 in 2013 and \$24,000 in 2014 related to changes in deferred tax asset valuation allowance associated with such carryforwards.

We file income tax returns in U.S. federal and various state and local jurisdictions. Our income tax returns prior to 2012 are generally considered closed to examination by applicable tax authorities.



**Note 8 – Stockholders' equity:**

	Shares of common stock	
	Class A	Class B
	Issued and outstanding	Issued and outstanding
Balance at December 31, 2012	2,392,107	10,000,000
Issued	5,000	-
Balance at December 31, 2013	2,397,107	10,000,000
Issued	7,000	-
Balance at December 31, 2014	2,404,107	10,000,000
Issued	7,000	-
Balance at December 31, 2015	2,411,107	10,000,000

*Class A and Class B common stock.* The shares of Class A common stock and Class B common stock are identical in all respects, except for certain voting rights and certain conversion rights in respect of the shares of the Class B common stock. Holders of Class A common stock are entitled to one vote per share. NL, which holds all of the outstanding shares of Class B common stock, is entitled to one vote per share in all matters except for election of directors, for which NL is entitled to ten votes per share. Holders of all classes of common stock entitled to vote will vote together as a single class on all matters presented to the stockholders for their vote or approval, except as otherwise required by applicable law. Each share of Class A common stock and Class B common stock have an equal and ratable right to receive dividends to be paid from our assets when and if declared by the board of directors. In the event of the dissolution, liquidation or winding up of our operations, the holders of Class A common stock and Class B common stock will be entitled to share equally and ratably in the assets available for distribution after payments are made to our creditors and to the holders of any of our preferred stock that may be outstanding at the time. Shares of the Class A common stock have no conversion rights. Under certain conditions, shares of Class B common stock will convert, on a share-for-share basis, into shares of Class A common stock.

*Share repurchases and cancellations.* Prior to 2013, our board of directors authorized various repurchases of shares of our Class A common stock in open market transactions, including block purchases, or in privately-negotiated transactions at unspecified prices and over an unspecified period of time. We may repurchase our common stock from time to time as market conditions permit. The stock repurchase program does not include specific price targets or timetables and may be suspended at any time. Depending on market conditions, we may terminate the program prior to its completion. We will generally use cash on hand to acquire the shares. Repurchased shares will be added to our treasury and cancelled. We made no treasury purchases during 2013, 2014 or 2015 and at December 31, 2015, approximately 678,000 shares were available for purchase under these authorizations.

*Incentive compensation plan.* We have a share based incentive compensation plan pursuant to which an aggregate of up to 200,000 shares of our common stock can be awarded to members of our board of directors. All of the Class A common shares we issued in 2013, 2014 and 2015 were issued under this plan. At December 31, 2015, 181,000 shares were available for award under this plan.

*Dividends.* In May 2013, our board of directors reduced our regular quarterly dividend from \$0.125 per share to \$.05 per share, effective with our second quarter 2013 dividend. Declaration and payment of future dividends and the amount thereof, if any, is discretionary and dependent upon our results of operations, financial condition, cash requirements for our businesses, contractual requirements and restrictions and other factors deemed relevant by our board of directors.

**Note 9 – Related party transactions:**

We may be deemed to be controlled by Ms. Lisa Simmons and Ms. Serena Connelly. See Note 1. Corporations that may be deemed to be controlled by or affiliated with these individuals sometimes engage in (a) intercorporate transactions such as guarantees, management and expense sharing arrangements, shared fee arrangements, joint ventures, partnerships, loans, options, advances of funds on open account, and sales, leases and exchanges of assets, including securities issued by both related and unrelated parties and (b) common investment

and acquisition strategies, business combinations, reorganizations, recapitalizations, securities repurchases, and purchases and sales (and other acquisitions and dispositions) of subsidiaries, divisions or other business units, which transactions have involved both related and unrelated parties and have included transactions that resulted in the acquisition by one related party of a publicly-held minority equity interest in another related party. We continuously consider, review and evaluate, and understand that Contran and related entities consider, review and evaluate such transactions. Depending upon the business, tax and other objectives then relevant, it is possible that we might be a party to one or more such transactions in the future.

From time to time, we may have loans and advances outstanding between us and various related parties pursuant to term and demand notes. We generally enter into these loans and advances for cash management purposes. When we loan funds to related parties, we are generally able to earn a higher rate of return on the loan than we would earn if we invested the funds in other instruments. While certain of these loans may be of a lesser credit quality than cash equivalent instruments otherwise available to us, we believe we have evaluated the credit risks in the terms of the applicable loans. In this regard, in February 2010 we entered into an unsecured revolving demand promissory note with NL in which, as amended, we agreed to loan NL up to \$40 million. As amended, our loans to NL bore interest at the prime rate less .75%, payable quarterly. The principal amount we lent to NL at any time was at our discretion and we made no loans to NL at any time since prior to 2013. In June 2015, we terminated such loan facility with NL.

Prior to 2013, we issued a promissory note payable to TIMET Finance Management Company, a former affiliate, which bore interest at LIBOR plus 1% (payable quarterly) and provided for quarterly principal repayments of \$250,000 with the balance due at maturity in September 2014. The promissory note was prepayable at any time at our option, without penalty, and we prepaid all remaining outstanding principal and interest under this promissory note in July 2013. Repayments of principal under this promissory note were \$18.5 million in 2013 (including the amount paid upon final payment). We recognized interest expense of \$127,000 in 2013 on this promissory note.

Under the terms of an Intercorporate Service Agreement (“ISA”) with Contran, employees of Contran perform certain management, tax planning, financial, legal and administrative services for us on a fee basis. Such fees are based upon estimates of time devoted to our affairs by individual Contran employees and the compensation of such persons. Because of the large number of companies affiliated with Contran, we believe we benefit from cost savings and economies of scale gained by not having certain management, financial and administrative staffs duplicated at each entity, thus allowing certain individuals to provide services to multiple companies but only be compensated by one entity. Fees pursuant to these agreements aggregated \$3.9 million in 2013 and \$3.0 million in 2014 and 2015. This agreement is renewed annually, and we expect to pay \$3.1 million under the ISA during 2016.

Contran and certain of its subsidiaries and affiliates, including us, purchase certain of their insurance policies as a group, with the costs of the jointly-owned policies being apportioned among the participating companies. Tall Pines Insurance Company (“Tall Pines”) and EWI RE, Inc. (“EWI”), each subsidiaries of Valhi, provide for or broker certain insurance policies for Contran and certain of its subsidiaries and affiliates, including us. Tall Pines purchases reinsurance from third-party insurance carriers with an A.M. Best Company rating of generally at least A-(Excellent) for substantially all of the risks it underwrites. Consistent with insurance industry practices, Tall Pines and EWI receive commissions from the insurance and reinsurance underwriters and/or assess fees for the policies that they provide or broker. The aggregate premiums we paid to Tall Pines and EWI were approximately \$1.0 million in 2013, \$1.1 million in 2014 and \$1.6 million in 2015. These amounts principally represent payments for insurance premiums, which include premiums or fees paid to Tall Pines or fees paid to EWI. These amounts also include payments to insurers or reinsurers through EWI for the reimbursement of claims within our applicable deductible or retention ranges that such insurers or reinsurers paid to third parties on our behalf, as well as amounts for claims and risk management services and various other third-party fees and expenses incurred by the program. We expect that these relationships with Tall Pines and EWI will continue in 2016.

With respect to certain of such jointly-owned insurance policies, it is possible that unusually large losses incurred by one or more insureds during a given policy period could leave the other participating companies without adequate coverage under that policy for the balance of the policy period. As a result, Contran and certain of its subsidiaries and affiliates, including us, have entered into a loss sharing agreement under which any uninsured loss is shared by those entities who have submitted claims under the relevant policy. We believe the benefits in the form

of reduced premiums and broader coverage associated with the group coverage for such policies justifies the risk associated with the potential for any uninsured loss.

**Note 10 – Commitments and contingencies:**

*Legal proceedings.* We are involved, from time to time, in various contractual, product liability, patent (or intellectual property), employment and other claims and disputes incidental to our business. We currently believe the disposition of all claims and disputes, individually or in the aggregate, should not have a material long-term adverse effect on our consolidated financial condition, results of operations or liquidity.

*Environmental matters and litigation.* Our operations are governed by various federal, state and local environmental laws and regulations. Our policy is to comply with environmental laws and regulations at all of our facilities and to continually strive to improve environmental performance in association with applicable industry initiatives. We believe that our operations are in substantial compliance with applicable requirements of environmental laws. From time to time, we may be subject to environmental regulatory enforcement under various statutes, resolution of which typically involves the establishment of compliance programs.

*Income taxes.* From time to time, we undergo examinations of our income tax returns, and tax authorities have or may propose tax deficiencies. We believe that we have adequately provided accruals for additional income taxes and related interest expense which may ultimately result from such examinations and we believe that the ultimate disposition of all such examinations should not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

We are a party to a tax sharing agreement with Contran and NL providing for the allocation of tax liabilities and tax payments as described in Note 1. Under applicable law, we, as well as every other member of the Contran Tax Group, are each jointly and severally liable for the aggregate federal income tax liability of Contran and the other companies included in the Contran Tax Group for all periods in which we are included in the Contran Tax Group. NL has agreed, however, to indemnify us for any liability for income taxes of the Contran Tax Group in excess of our tax liability in accordance with the tax sharing agreement.

*Concentration of credit risk.* Our products are sold primarily in North America to original equipment manufacturers. Our ten largest customers accounted for approximately 42% of sales in 2013, 47% in 2014, and 48% in 2015. United States Postal Service, a customer of the Security Products segment, accounted for 13% of total sales in 2014 and 2015. Harley Davidson, also a customer of the Security Products segment, accounted for approximately 12%, in 2013, 2014 and 2015.

Rent expense was not significant in 2013, 2014 or 2015 and at December 31, 2015, future minimum rentals under noncancellable operating leases are also not significant.

**Note 11 – Financial instruments:**

The following table presents the financial instruments that are not carried at fair value but which require fair value disclosure:

	December 31, 2014		December 31, 2015	
	Carrying amount	Fair value	Carrying amount	Fair value
Cash and cash equivalents	\$ 45,570	\$ 45,570	\$ 52,347	\$ 52,347
Accounts receivable, net	8,747	8,747	8,760	8,760
Accounts payable	3,850	3,850	2,671	2,671

Due to their near-term maturities, the carrying amounts of accounts receivable and accounts payable are considered equivalent to fair value.

**Note 12 – Recent Accounting Pronouncements:***Adopted*

In November 2015, the FASB issued ASU 2015-17, *Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes*, which eliminates the requirement to separate deferred income tax assets and liabilities into current and noncurrent amounts. Under the ASU all deferred income tax assets and liabilities will be classified as noncurrent. The current requirement that deferred income tax assets and liabilities of a tax-paying component of an entity be offset and presented as a single amount is not affected by the amendments in this ASU. This amendment is effective for us beginning in the first quarter of 2017; however early adoption is permitted. In addition, prospective or retrospective application is permitted. We have elected to adopt this ASU retrospectively beginning with this Annual Report and accordingly we have presented all deferred income tax assets and liabilities as noncurrent in our Consolidated Balance Sheets and related Footnotes. At December 31, 2014, we had previously recognized a current deferred income tax asset of \$2.4 million and a noncurrent deferred tax income liability of \$7.3 million. As a result of the retrospective application of this ASU, we no longer have a current deferred income tax asset recognized at December 31, 2014, and the net noncurrent deferred income tax liability we now have recognized at December 31, 2014 is \$4.9 million.

*Pending Adoption*

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This standard replaces existing revenue recognition guidance, which in many cases was tailored for specific industries, with a uniform accounting standard applicable to all industries and transactions. The new standard, as amended, is currently effective for us beginning with the first quarter of 2018. Entities may elect to adopt ASU No. 2014-09 retrospectively for all periods for all contracts and transactions which occurred during the period (with a few exceptions for practical expediency) or retrospectively with a cumulative effect recognized as of the date of adoption. ASU No. 2014-09 is a fundamental rewriting of existing GAAP with respect to revenue recognition, and we are still evaluating the effect the Standard will have on our Consolidated Financial Statements. We currently expect to adopt the standard in the first quarter of 2018. In addition, we have not yet determined the method we will use to adopt the Standard.

**Note 13 – Quarterly results of operations (unaudited):**

	Quarter ended			
	March 31	June 30	Sept. 30	Dec. 31
	(In millions, except per share amounts)			
2014:				
Net sales	\$ 25.8	\$ 26.8	\$ 26.5	\$ 24.7
Gross profit	7.7	8.6	8.1	7.8
Operating income	3.3	3.9	3.4	3.0
Net income	2.1	2.6	2.2	1.7
Basic and diluted earnings per share	\$ .17	\$ .21	\$ .18	\$ .14
2015:				
Net sales	\$ 27.9	\$ 28.9	\$ 26.5	\$ 25.7
Gross profit	8.6	9.2	8.1	7.5
Operating income	3.7	4.3	3.4	2.6
Net income	2.4	2.8	2.2	1.7
Basic and diluted earnings per share	\$ .19	\$ .23	\$ .18	\$ .13

The sum of the quarterly per share amounts may not equal the annual per share amounts due to relative changes in the weighted-average number of shares used in the per share computations.

**FIRST AMENDED AND RESTATED AGREEMENT REGARDING SHARED INSURANCE**

This First Amended and Restated Agreement Regarding Shared Insurance is made as of the 15<sup>th</sup> day of October 2015 (hereinafter the "Agreement") among:

CompX International Inc. ("CompX")

Contran Corporation ("Contran");

Keystone Consolidated Industries, Inc. ("Keystone");

Kronos Worldwide, Inc. ("Kronos")

NL Industries, Inc. ("NL");

and

Valhi, Inc. ("Valhi");

(for convenience, each of the above entities and/or its subsidiaries (without duplication by excluding in each case subsidiaries of the other listed entities) may be referred to as a "Party," and collectively they may be referred to as the "Parties").

**WITNESSETH THAT:**

**WHEREAS**, the Parties are affiliated companies that have been, are, and in the future may be insured under one or more Shared Insurance Policies (as defined below) that provide shared limits of available insurance; and

**WHEREAS**, each of CompX, Contran, Keystone, Kronos, NL and Valhi (collectively, the "Continuing Parties"), along with Titanium Metals Corporation, a former affiliate of Contran, were previously a party to an Agreement Regarding Shared Insurance (the "Original Agreement") made as of the 30<sup>th</sup> day of October 2013.

**WHEREAS**, the Continuing Parties desire to amend and restate the Original Agreement.

**WHEREAS**, although as of the date of this Agreement, neither the Parties to this Agreement or the parties to the Original Agreement separately and collectively have ever exhausted the total

limits of insurance coverage available under any of the Shared Insurance Policies, the Parties wish to ensure that claims asserted under any of the Shared Insurance Policies by one or more Parties will not unreasonably deprive other Parties of insurance that may be available to them.

#### AGREEMENTS:

**NOW, THEREFORE**, in full consideration of the foregoing and of the mutual agreements herein contained, and intending to be legally bound, the Parties agree as follows:

#### **1. Definitions**

The following definitions will apply to the listed terms wherever those terms appear throughout this Agreement as well as in any exhibits or attachments thereto. Moreover, each defined term stated in a singular form shall include the plural form, each defined term stated in plural form shall include the singular form, and each defined term stated in the masculine form or in the feminine form shall include the other.

- A. “Shared Insurance Policies” shall mean any one or more of the insurance policies listed on Exhibit “A” hereto, as well as any past, present or future insurance policies that provide insurance coverage to two or more Parties to this Agreement and where the policy provides for an aggregate limit for all claims during the policy period.
- B. “Covered Claim” shall mean any claim for insurance coverage that any Party may assert at any time under any Shared Insurance Policy that is covered in whole or in part under the terms and conditions of the Shared Insurance Policy in question, or that would be covered but for the fact that all available limits of insurance coverage under the Shared Insurance Policy in question already have been exhausted by one or more claims of one or more Parties.
- C. “Reimbursed Covered Claim” shall mean any Covered Claim for which any Party actually has received a total or partial insurance coverage under any Shared Insurance Policy.
- D. “Remaining Covered Claim” shall mean any Covered Claim or portion of a Covered Claim of any Party for which the available limits of insurance coverage under the Shared Insurance Policy in question already have been exhausted by one or more Reimbursed Covered Claims of one or more Parties.

#### **2. Agreement**

Whenever the available limits of insurance under any Shared Insurance Policy have been exhausted by one or more Reimbursed Covered Claims submitted by one or more Parties, this Agreement will provide a mechanism by which the Parties will share financial responsibility for all Remaining Covered Claims.

Financial responsibility for each Remaining Covered Claim shall be divided among those Parties with Covered Claims for that policy. Each Party other than the holder of a particular Remaining Covered Claim shall indemnify and reimburse the holder of that Remaining Covered Claim for a percentage of that Remaining Covered Claim equal to the percentage of Covered Claims of the Indemnifying Party bears to the sum of all Parties' Covered Claims for the particular policy.

Any indemnification obligation required by this Agreement shall be paid within 60 days after a Party requests in writing indemnification from another Party or Parties with respect to a Remaining Covered Claim and provides a brief description of the Remaining Covered Claim, as well as identification of the Shared Insurance Policy that would, but for exhaustion of limits, provide coverage for the Remaining Covered Claim. If the insurer issuing the Shared Insurance Policy in question has taken the position that the claim would be covered and payable but for prior exhaustion of available limits of coverage, the claim conclusively will be considered by the Parties to be a Remaining Covered Claim. If the insurer issuing the Shared Insurance Policy in question has not or will not expressly state that a claim would be covered and payable but for exhaustion, the Parties will attempt in good faith to agree whether or not the claim is a Remaining Covered Claim. If the Parties cannot agree whether a claim is a Remaining Covered Claim, the question will be settled pursuant to the "Dispute Resolution" provisions of this Agreement.

### **3. Confidentiality**

The Parties agree that all matters relating to the terms, negotiation and implementation of this Agreement, including documents and information exchanged during negotiations or relating to indemnification obligations and claims made hereunder, shall be confidential and are not to be disclosed except as required by law, regulation, order of a court or by agreement, in writing, of the Parties, except that, provided recipients agree to keep such information confidential, the Agreement may be disclosed to any officer, director, or parent corporation of any Party and any outside counsel, consultants, auditors or accountants of any Party.

In the event a private litigant, by way of document request, interrogatory, subpoena, or questioning at deposition or trial, attempts to compel disclosure of anything protected by this Section, the Party from whom disclosure is sought shall decline to provide the requested information on the ground that this Agreement prevents such disclosure. In the event such private litigant seeks an order from any court or governmental body to compel such disclosure, or in the event that a court, government official, or governmental body (other than the Internal Revenue Service or other similar U.S. or foreign governmental taxation authorities) requests or requires disclosure of anything protected by this Agreement, the Party from whom disclosure is sought shall promptly give written notice by facsimile or hand-delivery to the other Parties, and shall promptly provide copies of all notice papers, orders, requests or other documents in order to allow each Party to take such protective steps as may be appropriate in order to preserve the confidentiality of such information. Notice shall be made under this Paragraph to the persons identified in Section 8 of this Agreement.

**4. No Modification**

No change or modification of this Agreement shall be valid unless it is made in writing and signed by each of the Parties. Notwithstanding the foregoing, to the extent any Party, subsequent to the date of this Agreement, ceases to be an affiliate of Contran and no longer is a party to any of the Shared Insurance Policies, such Party will cease to be deemed a Party to this Agreement as of the date such Party first ceased to be an affiliate of Contran and was no longer a party to any of the Shared Insurance Policies (subject to the rights of such Party under the terms of this Agreement with respect to any Covered Claim of such Party which arose prior to the date such Party ceased to be deemed a Party to this Agreement).

**5. Execution**

This Agreement may be executed and delivered in counterparts, each of which when so executed and delivered shall be deemed an original and shall together constitute an entire Agreement.

**6. Governing Law**

This Agreement shall be governed by and shall be construed in accordance with the laws of the State of Texas without giving effect to any choice of law or conflict of law provision or rule.

**7. Dispute Resolution**

- A. The Parties agree to use their best efforts to resolve claims relating to this Agreement prior to instituting arbitration proceedings as set forth below. In the event such efforts are unsuccessful, the Parties agree that any controversy or claim arising out of or relating to this Agreement or any breach thereof, including without limitation, any disputes concerning the calculation of any settlement payment under this Agreement, shall be submitted to final and binding arbitration before a single arbitrator, who shall be a former judge or an attorney licensed to practice law in Texas with at least ten years' experience, and whom the Parties shall choose. If the Parties cannot agree on the arbitrator, the arbitrator shall be selected in accordance with the Commercial Arbitration Rules of the American Arbitration Association that are in effect at the time the dispute is submitted to arbitration.
- B. To the extent the Parties are unable to agree, the commercial rules and procedures of the American Arbitration Association that were in effect on the date of execution of this Agreement shall apply to the arbitration. Texas law shall govern any arbitration.
- C. Any arbitration conducted in accordance with this Agreement shall be conducted in Texas or such other location as the Parties may agree. The Parties shall abide by the arbitrator's award, and judgment on that award may be entered by a court of competent jurisdiction in Texas, in accordance with Texas law.



**8. Notices**

Unless another person is designated, in writing, for receipt of notices hereunder, notices to the respective Parties shall be sent to the following person by facsimile transmission or overnight courier:

CompX International Inc.:                                      Attn: General Counsel  
Three Lincoln Centre  
5430 LBJ Freeway  
Suite 1700  
Dallas, Texas 75240  
(972) 233-1700 phone  
(972) 448-1445 fax

Contran Corporation:    Attn: General Counsel  
Three Lincoln Centre  
5430 LBJ Freeway  
Suite 1700  
Dallas, Texas 75240  
(972) 233-1700 phone  
(972) 448-1445 fax

Keystone Consolidated Industries, Inc.                      Attn: General Counsel  
Three Lincoln Centre  
5430 LBJ Freeway  
Suite 1700  
Dallas, Texas 75240  
(972) 233-1700 phone  
(972) 448-1445 fax

Kronos Worldwide, Inc.    Attn: General Counsel  
Three Lincoln Centre  
5430 LBJ Freeway  
Suite 1700  
Dallas, Texas 75240  
(972) 233-1700 phone  
(972) 448-1445 fax

NL Industries, Inc.

Attn: General Counsel  
Three Lincoln Centre  
5430 LBJ Freeway  
Suite 1700  
Dallas, Texas 75240  
(972) 233-1700 phone  
(972) 448-1445 fax

Valhi, Inc.:

Attn: General Counsel  
Three Lincoln Centre  
5430 LBJ Freeway  
Suite 1700  
Dallas, Texas 75240  
(972) 233-1700 phone  
(972) 448-1445 fax

**9. Amendment and Restatement and Integration**

This Agreement:

- A. amends, restates and replaces in its entirety the Original Agreement; and
- B. constitutes the entire agreement among the Parties with respect to the subject matter hereof, and supersedes all discussions, agreements and understandings, both written and oral, among the Parties with respect thereto.

**10. Severability**

This Agreement shall be binding upon and inure to the benefit of the Parties hereto. In case any one or more of the provisions contained in this Agreement shall be invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein shall not in any way be affected or impaired hereby.

**11. Term**

This Agreement may be terminated by each of the Parties upon one (1) year's written notice to the other Parties.

**12. Assignment**

This Agreement shall not be assignable by any Party without the prior written consent of the other Parties, except that any successor to a Party may assume the rights and obligations of the Party under this Agreement. Nothing in this Agreement, expressed or implied, is intended to confer upon any person, other than the Parties hereto and their successors and assigns, any rights or remedies under or by reason of this Agreement.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date of this Agreement by their duly authorized representatives.

**CompX International Inc.**

By: \_\_\_\_\_  
James W. Brown  
Vice President, Chief Financial Officer  
and Controller

**NL Industries, Inc.**

By: \_\_\_\_\_  
Gregory M. Swalwell  
Executive Vice President and Chief  
Financial Officer

**Contran Corporation**

By: \_\_\_\_\_  
Gregory M. Swalwell  
Vice President and Controller

**Valhi, Inc.**

By: \_\_\_\_\_  
Gregory M. Swalwell.  
Executive Vice President and Controller

**Keystone Consolidated Industries, Inc.**

By: \_\_\_\_\_  
Bert E. Downing, Jr.  
Vice President, Chief Financial Officer,  
Corporate Controller and Treasurer

**Kronos Worldwide, Inc.**

By: \_\_\_\_\_  
Gregory M. Swalwell  
Executive Vice President and Chief  
Financial Officer

**EXHIBIT A**

**Shared Insurance Policies**

1. Directors and Officers Liability (Primary and Excess)
2. Fiduciary liability
3. Crime Insurance
4. General Liability (U.S)
5. Excess Liability
6. Property
7. Deductible Buydown

## SUBSIDIARIES OF THE REGISTRANT

<b>Name of Corporation</b>	<b>Jurisdiction of Incorporation or Organization</b>	<b>% of Voting Securities Held at December 31, 2015</b>
CompX Security Products Inc.	Delaware	100
CompX Marine Inc.	Delaware	100
Custom Marine Inc.	Delaware	100
JZTB Realty LLC	Wisconsin	100
Livorsi Marine Inc.	Illinois	100

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-181794) of CompX International Inc. of our report dated March 3, 2016 relating to the consolidated financial statements, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Dallas, Texas

March 3, 2016

## CERTIFICATION

I, David A. Bowers, certify that:

- 1) I have reviewed this annual report on Form 10-K of CompX International 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 Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) All significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2016

By: /s/ David A. Bowers

David A. Bowers

Vice Chairman of the Board and

Chief Executive Officer

## CERTIFICATION

I, James W. Brown, certify that:

- 1) I have reviewed this annual report on Form 10-K of CompX International 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; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) All significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2016

By: /s/ James W. Brown

James W. Brown

Vice President, Chief Financial Officer  
and Controller

(Principal Accounting and Financial Officer)



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of CompX International Inc. (the Company) on Form 10-K for the period ending December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, David A. Bowers, Vice Chairman of the Board and Chief Executive Officer of the Company and I, James W. Brown, Vice President, Chief Financial Officer and Controller of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted 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 result of operations of the Company.

By: /s/ David A. Bowers

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David A. Bowers

Vice Chairman of the Board and Chief Executive Officer

By: /s/ James W. Brown

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James W. Brown

Vice President, Chief Financial Officer and Controller

Date: March 3, 2016

Note: The certification the registrant furnishes in this exhibit is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Registration Statements or other documents filed with the Securities and Exchange Commission shall not incorporate this exhibit by reference, except as otherwise expressly stated in such filing.

