



Transparency. Execution. Consistency.



Dear Fellow Shareholders,

I would like to use the shareholder letter this year to reflect upon the three key principles that we use to operate our business – *Transparency, Execution and Consistency*. We think that these principles are the key to long-term value creation for shareholders.

We are proud of what we have been able to accomplish in our businesses, but to be *transparent* to the market, there is more to do. We are strategically well-positioned as an innovative, market-leading producer of high-quality polymer products and expect to continue to add value as the market leading distributor to our undervehicle service industry customers.

In 2013, the word was *execution*. We:

- Introduced 40 new products and services which represented 6% of 2013 sales
- Fully integrated our 2012 Novel and Jamco acquisitions which, as anticipated, are proving to be a good strategic fit in our returnable packaging and storage and safety growth plans respectively; and, as expected, both acquisitions were accretive in their first year
- Achieved adjusted earnings per share of \$1.00, an increase of 6.4% compared to 2012¹
- Generated \$66.1 million of free cash flow which was an increase of 95% compared to 2012
- Returned cash to shareholders including a 12.5% dividend increase and the repurchase of \$8.1 million of our common stock
- Strengthened our financial position and locked in long-term, low interest rates with a new private placement of four series of notes totaling \$100 million
- Amended our credit facility to increase borrowing capability to \$200 million, extended the maturity of our credit facility and enhanced our liquidity and flexibility

We also performed a detailed analysis of the underperforming and non-core pieces of each of our businesses. That review led to some tough decisions including the exiting of certain, less profitable business.

Innovation is a part of our culture. As a result of constant communication with our customers and forward-thinking about end-user needs, we develop the innovative products that our markets demand. This collaboration in developing new products is an integral component of the success of both our polymer-based and distribution businesses. Our customer-centric mindset, focus on new product development, service and resourcefulness position us to capitalize on our market leadership positions.

We made significant progress in the restructuring of our Lawn and Garden segment as we moved through 2013. Phase one of the plan focused on simplifying our product lines. This phase of the restructuring progressed flawlessly and ahead of schedule. The improvements have already generated \$3 million

of the total \$5 million of targeted phase one cost savings. Phase two of the plan, announced in July 2013, is underway. It includes the closure of two plants and the opening of a west coast plant to better position the segment to penetrate the western U.S. growth markets. Cost savings from phase two are anticipated to be \$8 million and will begin to be recognized in the second quarter of 2014. We expect the total annual cost savings of \$13 million to enable the Lawn and Garden Segment to generate returns above the company's cost of capital in 2015.

Consistency in performance is the watchword for 2014. We will continue to:

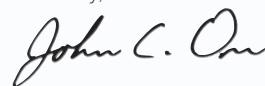
- Innovate and deliver new products to current and future customers
- Expand within profitable growth platforms
- Continue to lower costs through corporate-wide process improvements

As is our practice, we expect to employ a balanced approach to capital allocation. Capital expenditures in 2014 are anticipated to be \$35 to \$40 million with 72% of the spending allocated to growth and productivity projects. We expect to generate cost savings of approximately \$17 million as a result of 2014 and prior years' investments in improved productivity across our organization. Regarding growth, we expect to introduce more than 50 new products and services in 2014 and we will continue to review selective acquisition opportunities within our key growth platforms. Also in 2014, we plan to maintain our strong and flexible balance sheet.

One of our ongoing top priorities is to generate strong free cash flow in excess of net income. In February 2014, we announced a 44% increase in our first quarter dividend as well as the planned repurchase of \$40 million of our common stock in 2014. We believe we can realize continued progress in 2014 with respect to cash flow generation.

In summary, we see opportunity in our future. We appreciate the ongoing collaboration with our customers as we seek to deliver value and quality into the marketplace. We want to acknowledge the hard work of our employees, their contributions in 2013 and the ideas they generate daily to advance our company's capabilities. And, to all of our shareholders, we thank you for your continued support.

Sincerely,



John C. Orr
President & CEO

¹Adjusted earnings per share is a non-GAAP financial measure as it excludes the impact of certain items. It is used by the Company to evaluate the performance of its core business operations. Adjusted earnings per share in 2013 excluded special pre-tax expenses of approximately \$9.4 million that were primarily related to restructuring activities.

Material Handling Segment



As an industry-leading manufacturer of polymer-based returnable packaging, storage and safety products, our trusted brands in the Material Handling segment strengthen Myers Industries' competitive advantage through product innovation and quality. Whether supporting a warehouse's infrastructure with

our reusable Bulk Box Containers (*above*) or maintaining an assembly line's integrity with our Multi-Load Tote (*right*), our Material Handling segment continuously shows strong, sustainable growth and profit potential.



PRODUCTS

- Plastic Reusable Containers & Pallets
- Plastic Storage Bins & Systems
- Metal Wire Shelving Systems
- Custom Material Handling Products

MARKETS

- Beverage Processing
- Food Processing
- Industrial / Manufacturing
- Retail Distribution

Lawn & Garden Segment



By focusing on our Lawn & Garden segment's core strengths of taking a plant from seed to sold, Myers Industries is positioned to be a single source supplier to the grower and consumer lawn and garden markets. Our polymer

manufacturing capabilities range from plug trays for automated seedling transplant equipment (*above*) to grower flats, all the way through finished retail planters (*left*).



PRODUCTS

- Plastic Flowerpots & Tray Systems
- Hanging Baskets
- Decorative Resin Planters
- Merchandising & Branding Programs

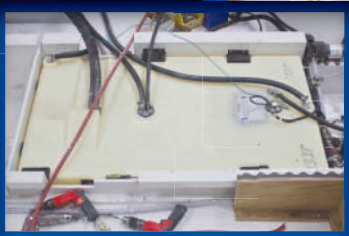
MARKETS

- Greenhouse Growers
- Nursery Growers
- Grower Distributors
- Retail Garden Centers

Engineered Products Segment



Offering specialty tire repair and retread products, along with custom polymer molding capabilities, our Engineered Products segment highlights Myers Industries' strength in being customer-focused while growing niche markets. From producing custom-fit waste-water holding tanks for the recreational vehicle market (*above*) to EPA-regulated fuel tanks for the marine industry (*below*), we are consistently expanding the capabilities within our growth platforms.



PRODUCTS

- Plastic HVAC Components
- RV Water & Fuel Tanks
- Marine Fuel Tanks
- Custom Plastic Components & Products
- Tire Repair & Retread Products

MARKETS

- Automotive
- Industrial
- Marine
- Recreational Vehicle
- Tire Repair

DISTRIBUTION

Distribution Segment



As the largest wholesale distributor of tools, supplies and equipment for the tire, wheel and undervehicle service industry, our Distribution segment grows through market reach, innovative products and expanded global sourcing. Our core products range from repair shop tire changers (*above*) to powerful impact wrenches (*left*),

positioning Myers Industries as a value-added market leader and distributor to undervehicle service industry customers.

PRODUCTS

- Tire Valves & Accessories
- Tire Changing & Balancing Equipment
- Lifts & Alignment Equipment
- Tire Repair & Retread Supplies

MARKETS

- Auto & Tire Dealers
- Auto Repair Facilities
- Commercial Auto & Truck Fleets
- Retreaders

Financial Section

Myers Industries, Inc. | 2013 Annual Report

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, 2013

COMMISSION FILE NUMBER 001-08524

MYERS INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

OHIO

(State or other jurisdiction of
incorporation or organization)

34-0778636

(IRS Employer Identification Number)

1293 S. MAIN STREET, AKRON, OHIO

(Address of Principal Executive Offices)

44301

(Zip Code)

(330) 253-5592

(Telephone Number)

Securities Registered Pursuant to
Section 12(b) of the Act:

Common Stock, Without Par Value

(Title of Class)

Name of Each Exchange

On which registered:

New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) 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. ☒

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

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the closing sale price on the New York Stock Exchange as of June 30, 2013: \$472,251,735

Indicate the number of shares outstanding of registrant's common stock as of February 28, 2014: 33,424,302 Shares of Common Stock, without par value.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Registrant's Definitive Proxy Statement for its 2014 Annual Meeting of Stockholders are incorporated by reference in Part III of this Form 10-K.

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PART I

ITEM I. Business

(a) General Development of Business

Myers Industries, Inc. (the “Company”) was founded in Akron, Ohio, in 1933. The terms “Myers Industries,” “Company” “we,” “us,” or “our” wherever used herein refer to the Company, unless the context indicates to the contrary. Since then, the Company has grown from a small storefront distributing tire service supplies into an international manufacturing and distribution enterprise. In 1971, the Company went public, and the stock is traded on the New York Stock Exchange under the ticker symbol MYE.

Headquartered in Akron, Ohio, the Company manufactures a diverse range of polymer products for industrial, agricultural, automotive, commercial and consumer markets. Myers Industries is a leader in the manufacturing of plastic reusable material handling containers and pallets, and is North America’s leading producer of plastic horticultural pots, trays and flower planters. Other principal product lines include plastic storage and organization containers, plastic OEM parts, rubber tire repair products and custom plastic and rubber products.

The Company is also the largest wholesale distributor of tools, equipment and supplies for the tire, wheel and undervehicle service industry in the United States. The distribution products range from tire balancers and alignment systems to valve caps, tire repair tools and other consumable service supplies.

As of December 31, 2013, the Company operated 24 manufacturing facilities, 19 sales offices, four distribution centers and six distribution branches located throughout North, Central and South America; had approximately 13,000 manufactured products and over 10,000 distributed products; and had approximately 3,400 employees.

Serving customers around the world, products and related services from Myers Industries’ brands provide a wide range of performance benefits to customers in diverse niche markets. Some of these benefits include increasing productivity, driving green initiatives, lowering material handling costs, improving product quality, reducing labor costs, shortening assembly times, eliminating solid waste and increasing profitability.

The Company’s business strategy is focused on sustainable, profitable growth guided by five key operating principles: 1) Customer Dedication, 2) Innovation, 3) Operations Excellence, 4) Organization Development, and 5) Financial Strength. Applying these principles to our business, the Company emphasizes:

- Industry-leading innovation of niche, high margin products;
- Being the low-cost provider of certain commodity products where our brands excel;
- Achieving leadership in key product areas through breadth of offering, consistent quality and superior customer service;
- Operations excellence initiatives to reduce costs and improve productivity within our manufacturing and distribution footprint;
- Leveraging brand equity and capabilities to grow business with existing customers and cultivate new ones, particularly in emerging growth markets where we can deliver the greatest value and achieve the best returns;
- Investing in new technologies and processes to reinforce customer dedication and market strength across our key business segments;

- Succession plans through our management teams at all levels in the Company, ensuring the right people are in the right positions to grow for organization development; and
- Selective acquisitions as opportunities arise to enhance our leadership in key markets and add to shareholder value.

The Company continually reviews its segments and brands for strategic fit and growth potential. The review process is dedicated to furthering innovation and brand leadership in our markets, building strong customer relationships and positioning the Company for strong financial performance.

(b) Financial Information About Segments

The response to this section of Item 1 is contained in the Industry Segments footnote of the Notes to Consolidated Financial Statements under Item 8 of this report.

(c) Description of Business

The Company conducts its business activities in four distinct business segments, including three in manufacturing and one in distribution. The manufacturing segments consist of: Material Handling, Lawn and Garden, and Engineered Products.

In our manufacturing segments, we design, manufacture, and market a variety of plastic and rubber products. These range from plastic reusable material handling containers and small parts storage bins to plastic horticultural pots and hanging baskets, decorative resin planters, plastic OEM parts, tire repair materials and custom plastic and rubber products.

The Distribution Segment is engaged in the distribution of tools, equipment and supplies used for tire, wheel and undervehicle service on passenger, heavy truck and off-road vehicles.

Information regarding the revenues of each segment is contained in the Industry Segments footnote of the Notes to the Consolidated Financial Statements under Item 8 of this report.

The following table summarizes the key attributes of our business segments for the year ended December 31, 2013:

Continuing Operations	Material Handling Segment	Lawn and Garden Segment	Distribution Segment	Engineered Products Segment
Net Sales (in millions)	\$323	\$205	\$177	\$138
% of Total Net Sales	39%	25%	21%	15%
Key Product Areas	• Plastic Reusable Containers & Pallets • Plastic Storage & Organization Products • Plastic Carts • Metal Carts • Wooden Dollies • Custom Products	• Plastic Horticultural Pots, Trays, Flats & Hanging Baskets • Decorative Resin Planters • Custom Products	• Tire Valves & Accessories • Tire Changing & Balancing Equipment • Lifts & Alignment Equipment • Service Equipment • Hand Tools • Tire Repair & Retread Equipment & Supplies • Brake, Transmission & Allied Service Equipment & Supplies	• Rubber & Plastic Original Equipment Replacement Parts • Tire Repair & Retreading Products • Highway Markings • Industrial Rubber • Custom Rubber & Plastic Products
Product Brands	• Akro-Mils™ • Jamco Products • Buckhorn® • Novel do Nordeste S.A. • Myers do Brasil™	• Dillen® • ITML™ • Listo™ • Pro Cal™ • Planters' Pride® • Akro-Mils Lawn & Garden™	• Myers Tire Supply® • Myers Tire Supply International™	• Ameri-Kart® • Patch Rubber Company® • WEK™
Key Capabilities & Services	• Product Design • Prototyping • Product Testing • Material Formulation • Injection Molding • Structural Foam Molding • Metal Forming • Stainless Steel Forming • Wood Fabrication • Powder Coating • Material Re grind & Recycling	• Product Design • Prototyping • Testing • Material Formulation • Injection Molding • Thermoforming • Co-Extrusion Thermoforming • Custom Printing & Labeling • Material Re grind & Recycling	• Broad Sales Coverage • Local Sales • Four strategically placed distribution centers • International Distribution • Personalized Service • National Accounts • Product Training • Repair/Service Training • New Products/ Services "Speed to Market"	• Rubber Mixing • Rubber Compounding • Rubber Calendering • Rubber Extrusion • Plastic Blow Molding • Plastic Rotational Molding • Thermoforming
Representative Markets	• Agriculture • Automotive • Commercial • Food Processing • Food Distribution • Healthcare • Industrial • Manufacturing • Retail Distribution • Consumer	• Horticulture: - Growers - Nurseries - Greenhouses - Retail Garden Centers • Consumer - Retail Garden Centers - Retail Home Centers	• Retail Tire Dealers • Truck Tire Dealers • Auto Dealers • Commercial Auto & Truck Fleets • General Repair & Services Facilities • Tire Retreaders • Governmental Agencies	• Automotive OEM • Industrial • Mining • Recreational Marine • Recreational Vehicle • Road Construction • Sporting Goods • Tire Repair • Telecommunications

Manufacturing Segments Overview

Material Handling Segment

The Material Handling Segment is comprised of plastic reusable material handling containers, pallets and bins, as well as metal shelving, cabinet and racking systems. The major brands in this segment which includes **Buckhorn®**, **Akro-Mils™**, **Novel®** and **Jamco Products**, have strong leadership positions across markets such as automotive, appliance, general industrial/manufacturing, retail distribution, agriculture, and food processing. This leadership position is built through constant innovation, diverse manufacturing processes, consistent quality and superior customer service resulting in significant productivity and cost-saving benefits for our customers.

Buckhorn's reusable containers and pallets are used in closed-loop supply chains to help customers reduce material handling costs by replacing single-use cardboard boxes, easily damaged wooden pallets and high-cost steel containers. Cost-reduction benefits include: improving product protection, increasing handling efficiencies, reducing freight costs and eliminating solid waste and disposal costs. Small parts bins, storage systems and transport products from Akro-Mils provide similar benefits by creating storage and organization efficiency throughout our end users' operations.

Buckhorn offers a product selection rich in both breadth and depth, as well as a direct sales force with the packaging and material handling expertise that makes Buckhorn a key solutions partner for our customers. Buckhorn's product line spans injection-molded hand-held containers and totes; injection and structural foam-molded bulk transport containers in both collapsible and fixed-wall styles; and injection and structural foam pallets. Buckhorn also produces custom material handling packaging. Customers rely on Buckhorn's single-source efficiency and the productivity and profitability benefits delivered through value-added innovation, broad product selection, quality and packaging conversion services.

Buckhorn hand-held containers include attached lid, detached lid, bi-color and specialty styles that stack and/or nest for efficient space usage, thus lowering freight and storage costs. In manufacturing plants across North America, our container and pallet systems are reused hundreds of times to ship products such as small fasteners or large components from suppliers directly to assembly areas—protecting parts throughout the supply chain and reducing scrap rates. Our attached lid containers and pallets are used in retail distribution centers to organize inventory, sort orders and then transport products directly to stores. In the food processing and distribution industry, our specialty containers provide superior protection to food products while in transit and are more sanitary than cardboard boxes.

Buckhorn's selection of collapsible and fixed-wall bulk transport containers leads the North American material handling industry. Bulk containers perform both light and heavy-duty tasks, whether distributing seed products, carrying large automotive components or shipping liquids across long distances. These containers range in size from footprints of 32" x 30" to 70" x 48"; heights up to 65"; and weight capacities up to 3,000 lbs. Bulk containers are compatible with forklifts for easy handling. Many of the containers collapse to a third of their size for space-saving stacking, storage and return transport, thus helping to reduce freight and storage costs.

Examples of bulk container applications include our Center Flow Container, which is used by leading seed distributors to efficiently transport and dispense up to 2,500 lbs. of their products. The unique Center Flow Container can be emptied in approximately 30 seconds, then broken down for return shipping and refilling, thus eliminating waste created by traditional seed bags. Manufacturers of tomato paste employ our Caliber® and Citadel® bulk containers to move processed tomato products across the country in railcars. The smooth-sided, impact-resistant containers replace wooden crates and steel containers that can cause product damage and contamination. Citadel

containers can carry up to 3,000 lbs. /300 gallons of liquefied product, safely stack when fully loaded and are designed for long-term indoor or outdoor storage of loads. This product line is applicable to other food processing and ingredient niches such as concentrates, oils, syrups and similar products.

Buckhorn also manufactures collapsible containers featuring an integrated pallet and lid system. Maximizer® is a unique alternative for corrugated bulk container users. Unlike short-lived corrugated containers that are awkward to assemble and knock down, Maximizer is easily constructed by one person and can be reused hundreds of times. The walls easily assemble and collapse, while the integrated locking system provides strength and stability in transport. It is made from durable, moisture-resistant plastic and can be stored indoors or outdoors. The container is an ideal solution for shipping and storing light-duty dry goods and maximizes productivity, cost savings, safety, space usage and sustainability.

Buckhorn's innovation in bulk containers also focuses on specific niche markets where the Company's expertise can bring significant value in a closed loop supply chain. For example, in 2011 Buckhorn acquired tooling assets and intellectual property for a new reusable plastic container used in producing, shipping, storing and processing bulk natural cheese. The "640 Cheese Box" is a natural extension to Buckhorn's bulk container product line, offering many benefits over the industry's traditional wood boxes by providing end users with less waste and faster cycle times. It is compatible with cheese industry manufacturing processes including dolly and forklift transport, automation, vacuum chambers, inverters, packaging and weighing. The 640 Cheesebox has a 24" x 30" x 37" footprint and a 710-lb. fill capacity. It reduces waste and improves sanitation and quality by replacing wood boxes, which can splinter and contaminate cheese during the material handling process. USDA approved, the container allows for faster cool down to 40 degrees within seven days, thereby minimizing cold storage requirements and producing more consistent cheese from the core to the outside surface.

Buckhorn's plastic pallets interwork with the hand-held containers and totes to create a completely reusable system and provide efficient space utilization in plants, warehouses and truck trailers — helping customers to reduce storage and freight costs. Buckhorn also produces a wide range of specialty pallets for niche-type shipping applications, such as drum pallets for chemical and liquid transport.

Novel is Brazil's leading designer and manufacturer of reusable plastic crates and totes used for closed-loop shipping and storage in the region's fast-growing food and agriculture industries. Novel's product line is primarily focused on injection-molded containers but also produces a diverse range of plastic industrial safety products. With strong relationships to major international companies in its markets, Novel complements Myers Industries' material handling business in Brazil and aligns with the Company's material handling and geographic growth strategy.

Akro-Mils provides customers with virtually "everything needed to store, organize and transport for greater productivity and profitability." These material handling products serve industrial and commercial end-users through leading industrial supply catalogers and material handling distributors. Products range from AkroBins® — the industry's leading small parts bins — to Super-Size AkroBins, metal panel and bin hanging systems, metal storage cabinet and bin systems, wire shelving systems, plastic and metal transport carts and a wide variety of custom storage and transport products. Capabilities used throughout the Akro-Mils product line include: injection molding, metal forming, powder-coat painting/metal finishing and wood fabrication.

Akro-Mils products deliver storage and organization solutions in a wide variety of applications, from creating assembly line workstations to organizing medical supplies and retail displays. Emphasis is placed on product bundling and customizing systems to create specific storage and organization

configurations for customers' operations. For example, industrial manufacturers with specialized tool and parts storage areas — known as “tool cribs” — use a combination of Akro-Mils bins, racking, locking cabinets, work tables and transport carts to speed assembly times, maintain accurate inventories and reduce loss. Metal carts and dollies are paired with custom-made containers to create unique transport systems capable of handling parts and components both small and large. Our powder coating/painting capability allows for high-quality, scratch-resistant finishing of metal products in a multitude of colors and finish styles.

Cross-marketing and cross-selling are key synergies between the Material Handling Segment brands. Equally important are cross-manufacturing capabilities that allow each brand to offer customers a wider range of value-added design and molding benefits. In addition to standard material handling products, we utilize the extensive design and manufacturing capabilities between Buckhorn and Akro-Mils for turnkey production of custom material handling products.

With the resulting benefits of reducing packaging costs, improving safety and quality, simplifying workflows and eliminating waste, Akro-Mils products provide the perfect solution for workplace efficiency programs, such as 5S Lean. In support of such programs, Akro-Mils has several product lines, including the clear Insight® Bin for the healthcare industry and the unique, bi-colored Indicator® Bin, which provides a visual cue to refill bins for efficient assembly line, supply room or distribution center work. As a result of new product development and listening to the “voice of the customer” to provide solutions, the Akro-Mils brand is recognized throughout the material handling industry for continuous innovation, high quality and reliable service.

Jamco Products is well established in industrial and commercial markets with its wide selection of welded steel service carts, platform trucks, mobile work centers, racks and cabinets for plastic bins, safety flammable cabinets, medical cylinder carts and more. Jamco Product's strong product offering, relationships with industrial distributors and reputation for quality and service complements Myers Industries' existing Akro-Mils business and aligns with the Company's material handling growth strategy.

All of our Material Handling Segment products are designed to reduce the waste produced by cardboard boxes and wooden pallets in supply chains. In our own manufacturing and product innovation, we continue to seek eco-friendly alternatives for our own plastic products. For example, our Akro-Mils EarthSaver® AkroBins and Shelf Bins are produced from 100 percent recycled plastics. Available in earth tone colors of terra cotta, hunter green and sandstone, the EarthSaver Series offers users an eco-friendly choice in plastic storage and organization products, while boosting productivity in the workplace and helping companies make a positive impact on the environment. In addition, our Buckhorn business utilized more than 24 million lbs. of recycled or reprocessed plastics in its manufacturing processes last year. This accounted for approximately 23 percent of Buckhorn's total material usage, applied to products ranging from hand-held totes to bulk containers.

Sustainable, profitable growth in this segment is fueled by: a strong focus on innovation with value-added new products; concentrating sales efforts on niche markets and applications; increasing awareness of plastic reusable material handling products to drive conversions from cardboard and wood products; and managing the balance of product pricing and raw material costs. The potential for strategic, bolt-on acquisitions also provides opportunities to expand the scope of our brand leadership and the range of value-added products and services that we bring to customers.

Lawn and Garden Segment

The Company's Lawn and Garden Segment includes the **Dillen®**, **ITML™**, **Pro Cal™**, **Listo™**, **Planters' Pride®** and **Akro-Mils Lawn & Garden™** brands, which encompass the variety of plant containers that growers and retailers need to serve the North American horticulture market. Through direct sales and distribution channels, we serve customers ranging from professional growers with greenhouse facilities or outdoor nurseries to independent garden centers and retail home centers.

For growers, our Dillen, ITML, and Pro Cal products create dense growing environments, increase efficiency and reduce costs in their operations. Our extensive product range includes injection-molded and thermoformed pots, hanging baskets, flats and carry trays, plug trays, nursery containers, propagation sheets, and specialty pots. Ever-changing consumer trends have driven demand for a variety of decorative containers that capture the consumers' attention at retail without hampering the operational efficiencies throughout the growing process. Our product innovation efforts are focused on increasing the output of designs to serve this market by expanding our manufacturing capabilities to cost-effectively produce these decorative products in North America.

In addition to working with growers on product innovation, we support their increasing needs for branding and retail merchandising programs with services such as multi-color offset printing and adhesive labeling. We have expanded our print capabilities to offer our customers two levels of quality for printed pots, our GreenStar option for basic brand identification, and a premium, SilverStar print package for more elaborate pot graphics. Once filled with plant material by the grower and shipped to retail, these customized pots serve as packaging for plants and create vibrant point-of-sale materials.

For retailers, our Listo brand encompasses decorative resin planters that feature intricate molding details and unique finishes in ceramic, metallic, weathered stone and natural textured styles. The upscale look of these decorative planters captures the retailer's attention and the consumer's imagination. Products include a diverse offering of planters, bowls and accent pieces for indoor and outdoor container gardening. Consistent new product development is key to our success in the retail garden center, ecommerce, food and drug and mass merchandiser channels. Proprietary molding and finishing processes, along with creative designs, deliver the unique look in the decorative resin planter category that sets our products apart from the competition in leading retail stores across North America.

In addition to Listo, two other brands in the retail channel of the Lawn and Garden Segment include Planters' Pride and Akro-Mils Lawn & Garden products. Planters' Pride has a diverse product offering dedicated to the at-home gardener. Featured products include a wide range of Fiber Grow® seed starting kits with 100 percent, USDA Certified peat-free renewable coconut coir (coconut husk) pellets and pots that outperform the competing offerings. In addition, our exclusive offerings of gel2root™ rooting gel, coconut coir soils, coconut coir mulches and other great gardening accessories are all backed by customizable retail displays.

Akro-Mils Lawn & Garden provides a wide range of high quality planters, innovative vertical gardens, dependable hanging baskets, as well as ergonomic watering cans and other related items for the home gardener. With sizes ranging from three ounces to one thousand gallons, and more than eight different materials available, the Akro-Mils Lawn and Garden line is sure to carry the solution for every customer. For example, the use of price neutral alternative materials in Akro-Mils Lawn and Garden planters is evident in the EcoResin™ and BioBamboo™ product lines. EcoResin planters are made from up to 30% non-food, non-forest plant fibers and do not sacrifice quality or price. The BioBamboo product lines are made from a blend of bamboo fibers and plant based resins which create a bio-degradable planter that minimizes its impact on the environment.

Myers Industries seeks to expand its market leadership in the Lawn and Garden Segment through unrivaled product innovation and selection, diverse manufacturing processes and superior customer satisfaction. One of these initiatives continues to be expanding the use of reprocessed and recycled materials in the manufacturing process, which helps to reduce the Company's exposure to higher costs for virgin raw material and furthers our commitment to environmentally responsible manufacturing. In addition to sourcing sustainable eco-friendly materials, such as Coconut Coir for Fiber Grow products, the Lawn & Garden Group reprocesses plastic scrap into new containers. Beyond continued sourcing of recycled raw materials, Myers Lawn and Garden continues to innovate solutions by exploring options in bio-based resins and other alternative material sources.

Weather conditions, grower consolidation and grower supply chain adjustments to meet retail merchandising programs are some of the key external factors that influence this industry. As one of the industry leaders, the Company is well positioned to further align our capabilities to effectively meet the external challenges and changing needs of customers and the markets. The horticultural market has evolved with grower consolidation creating a more direct supply chain to serve the box stores. To position our company for continued growth, we have realigned our manufacturing operations to better serve our customers in the Midwest and South and we have opened a facility in Sparks, Nevada to be closer to our customers in the West.

Engineered Products Segment

Myers Industries serves diverse niche markets and customers with rubber and plastic products from the Engineered Products Segment. Through our **Ameri-Kart®**, **Patch Rubber™** and **WEK™** brands, we provide an array of engineered plastic original equipment and replacement parts, tire repair materials and custom rubber and plastic components and materials. We offer a unique combination of product design, molding and finishing expertise to support our customers' needs for efficient, single sourcing of parts and turnkey custom product development. In addition to our plastics molding capabilities, we utilize a full range of rubber molding processes that include compounding and calendaring and extrusion. Additional capabilities include custom rubber formulation, mixing and testing.

WEK is a premier blow molder of custom engineered plastic components to a blue-chip customer base serving diverse end markets, including the automotive, heavy truck, recreational vehicle, marine, appliance and consumer products industries. WEK supports passenger car and truck manufacturers to create plastic components and assemblies for a wide variety of vehicle platforms. Our proven track record and expertise affords us "guest engineering" status with one of the world's leading automakers and suppliers. Our molding and assembly capabilities produce a diversified product mix, which includes: HVAC ducts & systems, air induction tubing & components and fluid reserve tanks, as well as other proprietary products that include dock floats and waste containers. The Company's focus in the automotive arena is on highly engineered, niche products for select automotive platforms and strategic, long-term customers—both transplants and domestics—who reward their value-added manufacturing partners. In addition, WEK provides plastic blow molded components for industries outside of automotive. In the marine industry, WEK produces a proprietary patented full range of blow molded flanged Dock Floats for creating boat docks in marinas, private clubs, boatyards and elsewhere. The floats feature one piece, no seam construction, with resistance to oil, diesel fuel and saltwater. For the waste management industry, WEK produces several varieties of Waste Carts, Recycle Bins and Waste Can Liners in styles and sizes to meet the industry's diverse product needs. In the custom molding arena, WEK produces a wide variety of products, such as Double Wall Storage Cases, used as packaging and for storing and protecting tools, electronics, medical equipment, firearms and other valuables. Other custom items include Coolers, Residential and Commercial Downspout Systems, Trade Show Display Cases and more. WEK's blow molding press sizes range from large and small to fit a customer's precise product needs.

Manufacturers of recreational vehicles (“RV”) and watercraft rely on our design expertise and production capabilities to provide them an assortment of products. Through our Ameri-Kart brand, we create rotationally-molded plastic tanks for water, fuel and waste handling that are assembled to fit the precise space constraints within RV and marine craft designs. We also utilize thermoforming and rotational molding to manufacture plastic trim and interior parts for RVs. In addition to molding fuel tanks, seat components, consoles and storage tanks for watercraft, Ameri-Kart manufactures its patented Enviro-Fill® overfill prevention system (“OPS”) technology for its marine fuel tanks. Ameri-Kart is the industry’s only turnkey provider with an integrated, Environmental Protection Agency (“EPA”)-compliant marine fuel tank and patented Enviro-Fill diurnal system. This OPS/tank vent and sensor system provides venting and monitoring of the fuel level in the tank during filling and transfers a pressure signal to the deck fitting when fuel reaches a predetermined level. Integrated with its low permeation fuel tanks and certified by the EPA to meet the standards of evaporative emissions, this makes Ameri-Kart unique in offering customers a “total system” for marine fuel tank solutions. This in turn affords boat manufacturers a single source to comply with EPA and American Boat and Yacht Council (“ABYC”) refueling and emission regulations.

Our manufacturing of rubber products began more than 60 years ago with our Patch Rubber Company® brand, initially making tire patches. Today, we manufacture one of the most comprehensive lines of tire repair and retreading products in the United States. Service professionals rely on our extensive product selection and quality for safe, cost-effective repairs to passenger, truck and off-road tires. Products include the plug that fills a puncture, the cement that seats the plug, the tire innerliner patch and the final sealing compound. Patch brand repair products maintain a strong position in the tire service markets including sales through our Distribution Segment’s sales network.

Also within the capabilities of Patch Rubber, we apply our rubber calendaring and compounding expertise to create a diverse portfolio of products outside of the tire repair market, such as reflective highway marking tapes. Our rubber-based tape and symbols provide the durability and brightness that construction professionals demand to replace paint for marking road repair, intersections and hazardous areas. Compared with traditional highway paint, the tape stock is easier to apply, more reflective and longer lasting. It is available in both temporary and permanent grades to meet the customers’ specific requirements.

Other custom products represent a wide range of markets and applications. These include: plastic elevated toilet seats and tub rails for the healthcare market, specialty tapes used for cable splicing in the telecommunications industry and custom rubber linings for material handling conveyors.

Distribution Segment Overview

Our Distribution Segment includes the **Myers Tire Supply®** and **Myers Tire Supply International™** brands. Myers Tire Supply is the largest U.S. distributor and single source for tire, wheel and undervehicle service tools, equipment and supplies. We buy and sell nearly 10,000 different items — everything that professionals need to service passenger, truck and off-road tires, wheels and related components. Independent tire dealers, mass merchandisers, commercial auto and truck fleets, auto dealerships, tire retreaders and general repair facilities rely on our broad product selection, rapid availability and personal service to be more productive and profitably grow their business.

In 2013, we continued to enhance our business model to optimize our domestic distribution network. We serve the domestic market through 19 sales offices and four regional distribution centers. Our network has improved overall customer service levels, reduced operating costs, and simplified the supply chain. Internationally, we have three branches in Canada and three in Central America.

Sales personnel from our Akron, Ohio headquarters cover niche markets in the Far East, Middle East, South Pacific and South America. In addition, we have a joint venture partnership in India, enabling our effort to expand in emerging international markets.

We purchase products from trusted, industry-leading manufacturers to ensure quality is delivered to our customers. Each of the brand-name products we sell is associated with superior performance in its respective area. Some of these well-known brands include: *Chicago Pneumatic* air tools; *Hennessy* tire changing, balancing and alignment equipment; *Corghi* tire changers and balancers; *Ingersoll-Rand* air service equipment; *HofmannUSA* tire balancing and changing equipment; *Rotary* lifts and related equipment; *Alligator VentilFabrik GMBH* tire pressure monitoring systems and tire valve hardware; *Perfect Equipment* wheel weights; and our own Patch Rubber brand tire patches, cements and repair supplies.

An essential element of our success in the Distribution Segment is the network of field sales representatives, who deliver personalized service on a local level. Customers rely on Myers Tire Supply sales representatives to introduce the latest tools and technologies and to provide training in new product features and applications. Representatives also teach the proper use of diagnostic equipment and present on-site workshops demonstrating industry-approved techniques for tire repair and undervehicle service.

With a commitment to innovation for our customers, our Myers Tire Supply team has introduced several new product and service offerings that continue to make our customers' experience with Myers Tire Supply uniquely valuable. These include a full range of Tire Pressure Monitoring System products, a web-based "Torque Tracker" program for commercial fleet service providers, and a vendor managed inventory program, which is designed to help our customer manage the cost of their consumable inventory and secure highly valuable tools.

While the needs and composition of our distribution markets constantly change, we adapt and deliver the new products and services that are crucial to our customers' success. The new product pipeline is driven by a thorough understanding of the market and its customers' needs. Myers Tire Supply in turn works closely with its suppliers to develop innovative products and services to meet these needs with solutions.

The Distribution Segment is well positioned to continue its steady growth. The Myers Tire Supply (U.S.) brand is positioned to expand its leadership through superior product selection, rapid delivery and the personal service that is the hallmark of the Company's success in the tire, wheel, and undervehicle service marketplace. The Myers Tire Supply International brand is positioned to expand distribution of tire supplies in select regions of the world, presenting new growth opportunities for our diverse manufacturing businesses. All of this can be achieved through: 1) ongoing productivity improvements in our distribution network, 2) growing within key domestic market sectors and emerging international markets, 3) delivering a continuous flow of new products with "first-to-market" speed and 4) improving efficiency and customer satisfaction through implementation of innovative supply chain management technologies. Strategic, adjacent acquisitions or investments are also a potential growth avenue in this segment.

Raw Materials & Suppliers — Manufacturing and Distribution Segments

For the manufacturing segments, the Company purchases substantially all of its raw materials from a wide range of third-party suppliers. These materials are primarily polyethylene, polypropylene, and polystyrene plastic resins, as well as synthetic and natural rubber. Most raw materials are commodity products and available from several domestic suppliers. We believe that the loss of any one supplier or group of suppliers would not have a material adverse effect on our business.

Our Distribution Segment purchases substantially all of its components from third-party suppliers and has multiple sources for its products.

Competition

Competition in the manufacturing segments is substantial and varied in form and size from manufacturers of similar products and of other products which can be substituted for those produced by the Company. In general, most direct competitors with the Company's brands are private entities. Myers Industries maintains strong brand presence and market positions in the niche sectors of the markets it serves. The Company does not command substantial, overall market presence in the broad market sectors.

Competition in our Distribution Segment is generally from private, smaller local and regional businesses. Within the overall tire, wheel and undervehicle service market, Myers is the largest North American distributor of tools, equipment and supplies offered based on national coverage.

Customer Dependence

In 2013, 2012 and 2011, there were no customers that accounted for more than five percent of total net sales. Myers Industries serves thousands of customers who demand value through product selection, innovation, quality, delivery and responsive personal service. Our brands foster satisfied, loyal customers who have recognized our performance through numerous supplier quality awards.

Employees

As of December 31, 2013, Myers Industries had a total of 3,401 full-time and part-time employees. Of these, 2,894 were employed in the Company's manufacturing segments, including: 1,168 in Material Handling, 713 in Engineered Products, and 1,013 in Lawn and Garden. The Distribution Segment employed 447 personnel. The Company's corporate offices had 60 employees.

As of December 31, 2013, the Company had approximately 380 employees represented by labor unions. Collective bargaining agreements between us and these labor unions expire March 2014 and November 2014, representing approximately 150 and 230 employees, respectively. We consider our relationship with our employees generally to be satisfactory.

(d) Financial Information About Geographic Areas

The response to this section of Item 1 is contained in the Industry Segments footnote of the Notes to Consolidated Financial Statements under Item 8 of this report.

(e) Available Information

Filings with the SEC. As a public company, we regularly file reports and proxy statements with the Securities and Exchange Commission ("SEC"), such as:

- * annual reports on Form 10-K;
- * quarterly reports on Form 10-Q;
- * current reports on Form 8-K; and
- * proxy statements on Schedule 14A.

Anyone may read and copy any of the materials we file with the SEC at its Public Reference Room at 100 F Street, N.E., Washington, DC 20549. Information regarding operations of the Public

Reference Room may also be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains an internet website that contains our reports, proxy and information statements, and our other SEC filings; the address of that site is <http://www.sec.gov>.

Also, we make our SEC filings available free of charge on our own internet site as soon as reasonably practicable after we have filed with the SEC. Our internet address is <http://www.myersindustries.com>. The content on the Company's website is available for informational purposes only and is not incorporated by reference into this Form 10-K.

Corporate Governance. We have a Code of Business Conduct for our employees and members of our Board of Directors. A copy of this Code is posted on our website in the section titled "Investor Relations". We will satisfy any disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, any provision of this Code with respect to our executive officers or directors by disclosing the nature of that amendment or waiver.

Our website also contains additional information about our corporate governance policies, including the charters of our standing board committees. Any of these items are available in print to any shareholder who requests them. Requests should be sent to Corporate Secretary, Myers Industries, Inc., 1293 S. Main Street, Akron, Ohio 44301.

ITEM 1A. Risk Factors

This Form 10-K and the information we are incorporating by reference contain forward-looking statements within the meaning of federal securities laws, including information regarding the Company's 2014 financial outlook, future plans, objectives, business prospects and anticipated financial performance. You can identify these statements by the fact that they include words such as "will," "believe," "anticipate," "expect," "estimate," "intend," "plan," or variations of these words, or similar expressions. These forward-looking statements are not statements of historical facts and represent only our current expectations regarding such matters. These statements inherently involve a wide range of known and unknown uncertainties. The Company's actual actions and results could differ materially from what is expressed or implied by these statements. Specific factors that could cause such a difference include those set forth below and other important factors disclosed previously and from time to time in our other filings with the Securities and Exchange Commission. Given these factors, as well as other variables that may affect our operating results, you should not rely on forward-looking statements, assume that past financial performance will be a reliable indicator of future performance, nor use historical trends to anticipate results or trends in future periods. We expressly disclaim any obligation or intention to provide updates to the forward-looking statements and the estimates and assumptions associated with them.

Risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the applicable statements include:

Any significant increase in the cost of raw materials or disruption in the availability of raw materials could adversely affect our performance.

Our ability to manage our cost structure can be adversely affected by movements in commodity and other raw material prices. Our primary raw materials include plastic resins, colorants and natural and synthetic rubbers. Plastic resins in particular are subject to substantial short term price fluctuations, including those arising from supply shortages and changes in the price of natural gas, crude oil and other petrochemical intermediates from which resins are produced, as well as other factors. Over the past several years, we have at times experienced rapidly increasing resin prices. The Company's revenue and profitability may be materially and adversely affected by these price fluctuations.

Market conditions may limit our ability to raise selling prices to offset increases in our raw material input costs. If we are unsuccessful in developing ways to mitigate raw material cost increases, we may not be able to improve productivity or realize our ongoing cost reduction programs sufficiently to help offset the impact of these increased raw material costs. As a result, higher raw material costs could result in declining margins and operating results.

Changes in raw material availability may also occur due to events beyond our control, including natural disasters such as floods, tornadoes and hurricanes. Our specific molding technologies and/or product specifications can limit our ability to locate alternative suppliers to produce certain products.

We may incur inherent risks associated with our strategic growth initiatives.

Our growth initiatives include: internal growth driven by strong brands and new product innovation; development of new, high-growth markets and expansion in existing niche markets; strengthened customer relationships through value-added initiatives and key product partnerships; investments in new technology and processes to reinforce market strength and capabilities in key business groups; consolidation and rationalization activities to further reduce costs and improve productivity within our manufacturing and distribution footprint; an opportunistic and disciplined approach to strategic, bolt-on acquisitions to accelerate growth in our market positions; and potential divestitures of businesses with non-strategic products or markets.

While this is a continuous process, all of these activities and initiatives have inherent risks and there remain significant challenges and uncertainties, including economic and general business conditions that could limit our ability to achieve anticipated benefits associated with announced strategic initiatives and affect our financial results. We may not achieve any or all of these goals and are unable to predict whether these initiatives will produce significant revenues or profits.

We may not realize the improved operating results that we anticipate from past and recent acquisitions or from acquisitions we may make in the future and we may experience difficulties in integrating the acquired businesses or may inherit significant liabilities related to such businesses.

We explore opportunities to acquire businesses that we believe are related to our core competencies from time to time, some of which may be material to us. We expect such acquisitions will produce operating results consistent with our other operations; however, we may be unable to achieve the benefits expected to be realized from our acquisitions. In addition, we may incur additional costs and our management's attention may be diverted because of unforeseen expenses, difficulties, complications, delays and other risks inherent in acquiring businesses, including the following:

- we may have difficulty integrating the acquired businesses as planned, which may include integration of systems of internal controls over financial reporting and other financial and administrative functions;
- we may have delays in realizing the benefits of our strategies for an acquired business;
- we may not be able to retain key employees necessary to continue the operations of an acquired business;
- acquisition costs may be met with cash or debt, increasing the risk that we will be unable to satisfy current financial obligations; and
- acquired companies may have unknown liabilities that could require us to spend significant amounts of additional capital.

Our results of operations and financial condition could be adversely affected by a downturn in the general markets or the general economic environment.

We operate in a wide range of geographies, primarily North America, Central America and South America. Worldwide and regional economic, business and political conditions, including changes in the economic conditions of the broader markets and in our individual niche markets, could have an adverse affect on one or more of our operating segments.

We operate in a very competitive business environment.

Each of our segments participates in markets that are highly competitive. Many of our competitors sell their products at prices lower than ours and we compete primarily on the basis of product quality, product performance, value, and supply chain competency. Our competitive success also depends on our ability to maintain strong brands, customer relationships and the belief that customers will need our products and services to meet their growth requirements. The development and maintenance of such brands requires continuous investment in brand building, marketing initiatives and advertising. The competition that we face in all of our markets — which varies depending on the particular business segment, product lines and customers — may prevent us from achieving sales, product pricing and income goals, which could affect our financial condition and results of operations.

The results of operations for our Lawn and Garden Segment are influenced by weather conditions.

Demand for our Lawn and Garden Segment products is influenced by weather, particularly weekend weather during the peak gardening season. Additionally, product demand in this segment is strongest in the first and fourth quarters and weakest in the third quarter, as our customers (in particular greenhouses and nurseries) order our products in advance of the growing season. As a result, our business, financial results, cash flow and our ability to service our debt could be adversely affected by certain weather patterns such as unseasonably cool or warm temperatures, hurricanes, water shortages or floods.

Our operations depend on our ability to maintain continuous, uninterrupted production at our manufacturing facilities, which are subject to physical and other risks that could disrupt production.

We are subject to inherent risks in our diverse manufacturing and distribution activities, including, but not limited to: product quality, safety, licensing requirements and other regulatory issues, environmental events, loss or impairment of key manufacturing or distribution sites, disruptions in logistics and transportation services, labor disputes and industrial accidents. While we maintain insurance covering our manufacturing and production facilities, including business interruption insurance, a catastrophic loss of the use of all or a portion of our facilities due to accident, fire, explosion, or natural disaster, whether short or long-term, could have a material adverse effect on our business, financial condition and results of operations.

Unexpected failures of our equipment and machinery may also result in production delays, revenue loss and significant repair costs, as well as injuries to our employees. Any interruption in production capability may require us to make large capital expenditures to remedy the situation, which could have a negative impact on our profitability and cash flows. Our business interruption insurance may not be sufficient to offset the lost revenues or increased costs that we may experience during a disruption of our operations. A temporary or long-term business disruption could result in a permanent loss of customers. If this were to occur, our future sales levels, and therefore our profitability, could be materially adversely affected.

We derive a portion of our revenues from direct and indirect sales outside the United States and are subject to the risks of doing business in foreign countries.

We currently operate manufacturing, sales and service facilities outside of the United States, particularly in Canada and Brazil. For the twelve months ended December 31, 2013, international net sales accounted for approximately 17% of our total net sales from continuing operations. Accordingly, we are subject to risks associated with operations in foreign countries, including:

- fluctuations in currency exchange rates;
- limitations on the remittance of dividends and other payments by foreign subsidiaries;
- limitations on foreign investment;
- additional costs of compliance with local regulations; and
- in certain countries, higher rates of inflation than in the United States.

In addition, our operations outside the United States are subject to the risk of new and different legal and regulatory requirements in local jurisdictions, potential difficulties in staffing and managing local operations and potentially adverse tax consequences. The costs related to our international operations could adversely affect our operations and financial results in the future.

Our future performance depends in part on our ability to develop and market new products if there are changes in technology, regulatory requirements or competitive processes.

Changes in technology, regulatory requirements and competitive processes may render certain products obsolete or less attractive. Our performance in the future will depend in part on our ability to develop and market new products that will gain customer acceptance and loyalty, as well as our ability to adapt our product offerings and control our costs to meet changing market conditions. Our operating performance would be adversely affected if we were to incur delays in developing new products or if such products did not gain market acceptance. There can be no assurance that existing or future products will be sufficiently successful to enable us to effectively compete in our markets or, should new product offerings meet with significant customer acceptance, that one or more current or future competitors will not introduce products that render our products noncompetitive.

We may not be successful in protecting our intellectual property rights, including our unpatented proprietary know-how and trade secrets, or in avoiding claims that we infringed on the intellectual property rights of others.

In addition to relying on patent and trademark rights, we rely on unpatented proprietary know-how and trade secrets and employ various methods, including confidentiality agreements with employees and consultants, to protect our know-how and trade secrets. However, these methods and our patents and trademarks may not afford complete protection and there can be no assurance that others will not independently develop the know-how and trade secrets or develop better production methods than us. Further, we may not be able to deter current and former employees, contractors and other parties from breaching confidentiality agreements and misappropriating proprietary information and it is possible that third parties may copy or otherwise obtain and use our information and proprietary technology without authorization or otherwise infringe on our intellectual property rights. Additionally, in the future we may license patents, trademarks, trade secrets and similar proprietary rights to third parties. While we attempt to ensure that our intellectual property and similar proprietary rights are protected when entering into business relationships, third parties may take actions that could materially and adversely affect our rights or the value of our intellectual property, similar proprietary rights or reputation. In the future, we may also rely on litigation to enforce our intellectual property rights and contractual rights and, if not successful, we may not be able to protect

the value of our intellectual property. Furthermore, no assurance can be given that we will not be subject to claims asserting the infringement of the intellectual property rights of third parties seeking damages, the payment of royalties or licensing fees and/or injunctions against the sale of our products. Any litigation could be protracted and costly and could have a material adverse effect on our business and results of operations regardless of its outcome.

If we are unable to maintain access to credit financing, our business may be adversely affected.

The Company's ability to make payments and to refinance our indebtedness, fund planned capital expenditures and acquisitions and pay dividends will depend on our ability to generate cash in the future and retain access to credit financing. This, to some extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

We cannot provide assurance that our business will generate sufficient cash flow from operating activities or that future borrowings will be available to us under our credit facilities in amounts sufficient to enable us to service debt, make necessary capital expenditures or fund other liquidity needs. We may need to refinance all or a portion of our indebtedness, on or before maturity. We cannot be sure that we would be able to refinance any of our indebtedness on commercially reasonable terms or at all.

The credit facilities contain restrictive covenants and cross default provisions that require us to maintain specified financial ratios. The Company's ability to satisfy those financial ratios can be affected by events beyond our control, and we cannot be assured we will satisfy those ratios. A breach of any of these financial ratio covenants or other covenants could result in a default. Upon the occurrence of an event of default, the lenders could elect to declare the applicable outstanding indebtedness due immediately and payable and terminate all commitments to extend further credit. We cannot be sure that our lenders would waive a default or that we could pay the indebtedness in full if it were accelerated.

Future claims, litigation and regulatory actions could adversely affect our financial condition and our ability to conduct our business.

While we strive to ensure that our products comply with applicable government regulatory standards and internal requirements and that our products perform effectively and safely, customers from time to time could claim that our products do not meet contractual requirements, and users could be harmed by use or misuse of our products. This could give rise to breach of contract, warranty or recall claims, or claims for negligence, product liability, strict liability, personal injury or property damage. Product liability insurance coverage may not be available or adequate in all circumstances. In addition, claims may arise related to patent infringement, environmental liabilities, distributor terminations, commercial contracts, antitrust or competition law, employment law and employee benefits issues and other regulatory matters. While we have in place processes and policies to mitigate these risks and to investigate and address such claims as they arise, we cannot predict the underlying costs to defend or resolve such claims.

Current and future environmental and other governmental laws and requirements could adversely affect our financial condition and our ability to conduct our business.

Our operations are subject to federal, state, local and foreign environmental laws and regulations that impose limitations on the discharge of pollutants into the air and water and establish standards for the handling, use, treatment, storage and disposal of, or exposure to, hazardous wastes and other materials and require clean up of contaminated sites. Some of these laws and regulations require us to obtain permits, which contain terms and conditions that impose limitations on our ability to emit and

discharge hazardous materials into the environment and periodically may be subject to modification, renewal and revocation by issuing authorities. Fines, penalties and other civil or criminal sanctions may be imposed for non-compliance with applicable environmental laws and regulations and the failure to have or to comply with the terms and conditions of required permits. Certain environmental laws in the United States, such as the federal Superfund law and similar state laws, impose liability for the cost of investigation or remediation of contaminated sites upon the current or, in some cases, the former site owners or operators (or their predecessor entities) and upon parties who arranged for the disposal of wastes or transported or sent those wastes to an off-site facility for treatment or disposal, regardless of when the release of hazardous substances occurred or the lawfulness of the activities giving rise to the release. Such liability can be imposed without regard to fault and, under certain circumstances, can be joint and several, resulting in one party being held responsible for the entire obligation.

While we have not been required historically to make significant capital expenditures in order to comply with applicable environmental laws and regulations, we cannot predict with any certainty our future capital expenditure requirements because of continually changing compliance standards and environmental technology. Furthermore, violations or contaminated sites that we do not know about, including contamination caused by prior owners and operators of such sites, or at sites formerly owned or operated by us or our predecessors in connection with discontinued operations, could result in additional compliance or remediation costs or other liabilities, which could be material.

In that we may be a potentially responsible party ("PRP") of the New Idria Mercury Mine, the Company accrued costs related to performing a remedial investigation and feasibility study. As investigation and remediation proceed, it is likely that adjustments to the liability will be necessary to reflect new information. Estimates of the Company's liability are based on current facts, laws, regulations and technology. Estimates of the Company's environmental liabilities are further subject to uncertainties regarding the nature and extent of site contamination, the range of remediation alternatives available, evolving remediation standards, imprecise engineering evaluation and cost estimates, the extent of corrective actions that may be required and the number and financial condition of other PRPs, as well as the extent of their responsibility for the remediation, and the availability of insurance coverage for these expenses.

We have limited insurance coverage for potential environmental liabilities associated with historic and current operations and we do not anticipate increasing such coverage in the future. We may also assume significant environmental liabilities in acquisitions. Such costs or liabilities could adversely affect our financial situation and our ability to conduct our business.

Environmental regulations specific to plastic products and containers could adversely affect our ability to conduct our business.

Federal, state, local and foreign governments could enact laws or regulations concerning environmental matters that increase the cost of producing, or otherwise adversely affect the demand for, plastic products. Legislation that would prohibit, tax or restrict the sale or use of certain types of plastic and other containers, and would require diversion of solid wastes such as packaging materials from disposal in landfills, has been or may be introduced in the U.S. Congress, in state legislatures and other legislative bodies. While container legislation has been adopted in a few jurisdictions, similar legislation has been defeated in public referenda in several states, local elections and many state and local legislative sessions. There can be no assurance that future legislation or regulation would not have a material adverse effect on us. Furthermore, a decline in consumer preference for plastic products due to environmental considerations could have a negative effect on our business.

Our insurance coverage may be inadequate to protect against potential hazardous incidents to our business.

We maintain property, business interruption, product liability and casualty insurance coverage, but such insurance may not provide adequate coverage against potential claims, including losses resulting from war risks, terrorist acts or product liability claims relating to products we manufacture. Consistent with market conditions in the insurance industry, premiums and deductibles for some of our insurance policies have been increasing and may continue to increase in the future. In some instances, some types of insurance may become available only for reduced amounts of coverage, if at all. In addition, there can be no assurance that our insurers would not challenge coverage for certain claims. If we were to incur a significant liability for which we were not fully insured or that our insurers disputed, it could have a material adverse effect on our financial position, results of operations or cash flows.

Our business operations could be significantly disrupted if members of our senior management team were to leave.

Our success depends to a significant degree upon the continued contributions of our senior management team. Our senior management team has extensive manufacturing, finance and engineering experience, and we believe that the depth of our management team is instrumental to our continued success. The loss of any of our key executive officers in the future could significantly impede our ability to successfully implement our business strategy, financial plans, expansion of services, marketing and other objectives.

Unforeseen future events may negatively impact our economic condition.

Future events may occur that would adversely affect the reported value of our assets. Such events may include, but are not limited to, strategic decisions made in response to changes in economic and competitive conditions, the impact of the economic environment on our customer base, or a material adverse change in our relationship with significant customers.

Equity Ownership Concentration

Based solely on a report provided to the Company by market intelligence firm IPREO, for which the Company disclaims any responsibility, Gabelli Funds, LLC, GAMCO Asset Management Inc., MJG Associates, Inc., Gabelli Securities, Inc., Teton Advisors, Inc., GGCP, Inc., and GAMCO Investors, Inc., (collectively, the "Gamco Group"), beneficially owned 5,613,187 of our common shares as of December 31, 2013, representing approximately 16.8% of our outstanding common shares. Combined, these parties may have sufficient voting power to influence actions requiring the approval of our shareholders.

Legal & Regulatory Actions

Changes in laws and regulations and approvals and decisions of courts, regulators, and governmental bodies on any legal claims known or unknown, could have an adverse affect on the Company's financial results.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

The following table sets forth certain information with respect to properties owned by the Company:

<u>Location</u>	Distribution		<u>Use</u>
	<u>Approximate Floor Space (Square Feet)</u>	<u>Approximate Land Area (Acres)</u>	
Akron, Ohio			Executive offices and
	129,000	8	warehousing
Akron, Ohio	60,000	5	Distribution center
Akron, Ohio	31,000	2	Warehousing
Pomona, California	18,000	1	Sales and distribution center
Manufacturing			
Sandusky, Ohio	305,000	8	Manufacturing and distribution
Springfield, Missouri	227,000	19	Manufacturing and distribution
Wadsworth, Ohio	197,000	23	Manufacturing and distribution
Sparks, Nevada	185,000	11	Manufacturing and distribution
Bristol, Indiana	185,000	12	Manufacturing and distribution
Bluffton, Indiana	175,000	17	Manufacturing and distribution
Roanoke Rapids, North Carolina	172,000	20	Manufacturing and distribution
Dawson Springs, Kentucky	125,000	26	Manufacturing and distribution
Reidsville, North Carolina	120,000	17	Manufacturing and distribution
Jefferson, Ohio	113,000	9	Manufacturing and distribution
Waco, Texas	60,000	5	Manufacturing and distribution
Sebring, Florida	26,000	10	Manufacturing and distribution

The following table sets forth certain information with respect to facilities leased by the Company.

Manufacturing & Distribution			
<u>Location</u>	<u>Approximate Floor Space (Square Feet)</u>	<u>Expiration Date of Lease</u>	<u>Use</u>
Middlefield, Ohio	632,000	September 30, 2025	Manufacturing and distribution
Elyria, Ohio	451,000	September 30, 2015	Distribution center
Brantford, Ontario, Canada ...	216,000	January 31, 2014*	Manufacturing and distribution
Cassopolis, Michigan	198,000	October 31, 2015	Manufacturing and distribution
South Beloit, Illinois	160,000	September 30, 2017	Manufacturing and distribution
Springfield, Missouri	120,000	August 31, 2016	Manufacturing and distribution
Lauro de Freitas City, Bahia, Brazil	77,000	June 30, 2015	Manufacturing and distribution
Ibipora, Parana, Brazil	68,000	December 31, 2015	Manufacturing and distribution
Brantford, Ontario, Canada ...	58,000	January 31, 2015	Distribution center
Southaven, Mississippi	56,000	September 30, 2016	Distribution center
Jaguariuna, Brazil	54,000	April 30, 2017	Manufacturing and distribution
Springfield, Missouri	51,000	August 31, 2016	Manufacturing and distribution
Springfield, Missouri	49,000	August 31, 2016	Manufacturing and distribution
Burlington, Ontario, Canada ..	46,000	January 31, 2015	Manufacturing and distribution
Salt Lake City, Utah	31,000	October 31, 2016	Distribution center
Mississauga, Ontario, Canada	27,000	December 31, 2014	Manufacturing and distribution
Milford, Ohio	22,000	November 30, 2015	Administration and sales
Twinsburg, Ohio	11,000	October 31, 2023	Executive offices

* Manufacturing operations were ceased and moved to Middlefield, Ohio and Sparks, Nevada.

The Company also leases facilities in 19 locations throughout the United States and Canada which, in the aggregate, amount to approximately 50,000 square feet of warehouse and office space. All of these locations are used by the Distribution Segment.

The Company believes that all of its properties, machinery and equipment generally are well maintained and adequate for the purposes for which they are used.

ITEM 3. Legal Proceedings

The Company is a defendant in various lawsuits and a party to various other legal proceedings, in the ordinary course of business, some of which are covered in whole or in part by insurance. We believe that the outcome of these lawsuits and other proceedings will not individually or in the aggregate have a future material adverse effect on our consolidated financial position, results of operations or cash flows.

New Idria Mercury Mine

Effective October 2011, the U.S. Environmental Protection Agency ("EPA") added the New Idria Mercury Mine site located near Hollister, California to the Superfund National Priorities List because of alleged contaminants discharged to California waterways. The New Idria Quicksilver Mining Company, founded in 1936, and later renamed the New Idria Mining & Chemical Company ("NIMCC") owned and/or operated the New Idria Mine through 1976. In 1981 NIMCC was merged into Buckhorn Metal Products Inc. and subsequently acquired by Myers Industries in 1987. The EPA contends that past mining operations have resulted in mercury contamination and acid mine drainage at the mine site, in the San Carlos Creek, Silver Creek and a portion of Panoche Creek and that other downstream locations may also be impacted.

Since Buckhorn Inc. may be a potentially responsible party ("PRP") of the New Idria Mercury Mine, the Company recognized an expense of \$1.9 million, on an undiscounted basis, in 2011 related to performing a remedial investigation and feasibility study to determine the extent of remediation and the screening of alternatives. Expenses of approximately \$0.6 million have been incurred and charged against the reserve classified in Other Liabilities on the Consolidated Statements of Financial Position as of December 31, 2013. As investigation and remediation proceed, it is likely that adjustments to the reserved expense will be necessary to reflect new information. Estimates of the Company's liability are based on current facts, laws, regulations and technology. Estimates of the Company's environmental liabilities are further subject to uncertainties regarding the nature and extent of site contamination, the range of remediation alternatives available, evolving remediation standards, imprecise engineering evaluation and cost estimates, the extent of corrective actions that may be required, the number and financial condition of other PRPs as well as the extent of their responsibility for the remediation, and the availability of insurance coverage for these expenses. At this time, further remediation cost estimates are not known and have not been prepared.

In November 2011 the EPA completed an interim removal project at the New Idria Mercury Mine site. It is expected this removal action will be part of the final remediation strategy for the site. According to informal reports, EPA's interim removal project costs were approximately \$0.5 million. It is possible that at some future date the EPA will seek recovery of the costs of this work from PRPs.

California Regional Water Quality Control Board

A number of parties, including the Company and its subsidiary, Buckhorn Inc. ("Buckhorn"), were identified in a planning document adopted in October 2008 by the California Regional Water Quality Control Board, San Francisco Bay Region ("RWQCB"). The planning document relates to the presence of mercury, including amounts contained in mining wastes, in and around the Guadalupe

River Watershed ("Watershed") region in Santa Clara County, California. Buckhorn has been alleged to be a successor in interest to NIMCC which owned property and performed mining operations in a portion of the Watershed area. The Company has not been contacted by the RWQCB or by other parties who have been involved in Watershed clean-up efforts that have been initiated as a result of the adoption of this planning document. Although assertion of a claim by the RWQCB or an other party involved in this clean-up effort is reasonably possible, it is not possible at this time to estimate the amount of any obligation the Company may incur for these cleanup efforts within the Watershed region, or whether such cost would be material to the Company's financial statements.

EXECUTIVE OFFICERS OF THE REGISTRANT

Set forth below is certain information concerning the executive officers of the Registrant as of December 31, 2013. Executive officers are appointed annually by the Board of Directors.

<u>Name</u>	<u>Age</u>	<u>Years as Executive Officer</u>	<u>Title</u>
John C. Orr	63	11	President and Chief Executive Officer
Greggory W. Branning . . .	52	2	Senior Vice President, Chief Financial Officer and Corporate Secretary

Mr. Orr, President and Chief Executive Officer, was appointed to his current position on May 1, 2005. Mr. Orr had been President and Chief Operating Officer since 2003. Prior to that Mr. Orr was General Manager of Buckhorn Inc., one of the Company's material handling subsidiaries. Before coming to the Company, Mr. Orr had been employed by The Goodyear Tire & Rubber Company for 28 years. His last position at Goodyear was Vice President — North America.

Mr. Branning, Senior Vice President, Chief Financial Officer and Corporate Secretary, was appointed to his current position on September 1, 2012. Prior to that he was with Danaher Corporation, where he served as Vice President of Finance and Chief Financial Officer of Thomson Industries, a Danaher subsidiary. Mr. Branning joined Danaher Corporation in 2003 where he served in various leadership positions in various subsidiaries of Danaher.

Section 16(a) of the Securities Exchange Act of 1934 requires the Registrant's Directors, certain of its executive officers and persons who own more than ten percent of its Common Stock ("Insiders") to file reports of ownership and changes in ownership with the Securities and Exchange Commission and the New York Stock Exchange, Inc., and to furnish the Company with copies of all such forms they file. In 2013, Form 4s were not filed on a timely basis for the following individuals: John C. Orr, executive officer, (one untimely Form 4) and Sarah R. Coffin, Director, (one untimely Form 4).

PART II

ITEM 5. Market for Registrant's Common Stock and Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company's Common Stock is traded on the New York Stock Exchange (ticker symbol MYE). The approximate number of shareholders of record at December 31, 2013 was 1,300. High and low stock prices and dividends for the last two years were:

2013		Sales Price		Dividends
Quarter Ended		High	Low	
March 31		\$15.33	\$13.47	\$0.09
June 30		15.64	12.85	0.09
September 30		20.34	15.73	0.09
December 31		21.59	17.46	0.09

2012		Sales Price		Dividends
Quarter Ended		High	Low	
March 31		\$14.75	\$12.36	\$0.08
June 30		17.88	15.32	0.08
September 30		17.42	14.40	0.08
December 31		16.03	13.51	0.08

Purchases of equity securities by the issuer

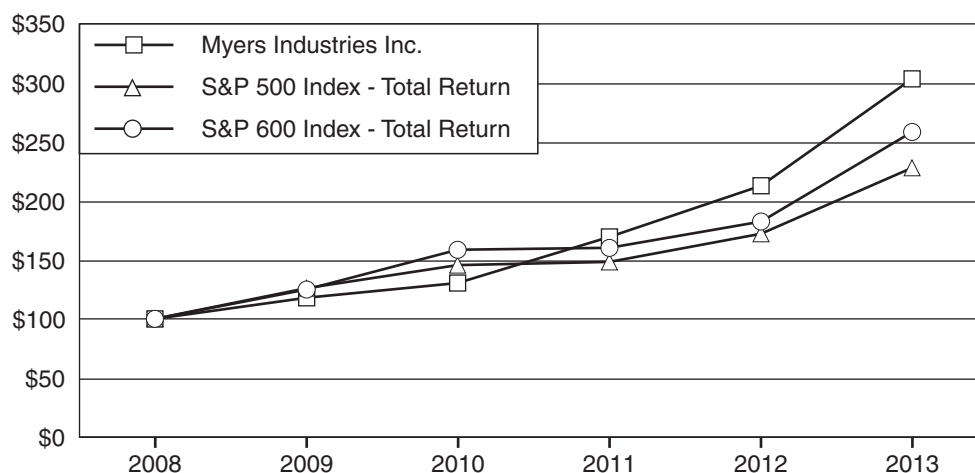
The following table presents information regarding the Company's stock purchase plan during the three months ended December 31, 2013.

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of the Publicly Announced Plans or Programs	Maximum number of Shares that may yet be Purchased Under the Plans or Programs (1)
10/1/13 to 10/31/13	—	\$ —	660,301	7,339,699
11/1/13 to 11/30/13	115,400	18.24	775,701	7,224,299
12/1/13 to 12/31/13	37,079	19.45	812,780	7,187,220

- (1) On July 11, 2013, the Company authorized the repurchase of up to an additional five million shares of its common stock. This authorization was in addition to the Board authorized repurchase of up to five million shares that was announced on May 2, 2011. On February 20, 2014, the Company's Board of Directors authorized \$40 million of common stock repurchases to be completed in 2014. The Company previously completed the repurchase of approximately five hundred thirty five thousand shares in April 2013, and two million shares in 2011 pursuant to Rule 10b5-1 plans, which were adopted pursuant to the 2011 authorized share repurchase dated June 1, 2011.

See Item 12 of this Form 10-K for the Equity Compensation Plan Information Table which is incorporated herein by reference.

**Comparison of 5 Year Cumulative Total Return
Assumes Initial Investment of \$100
December 2013**



		2008	2009	2010	2011	2012	2013
Myers Industries Inc.	Annual Return %		17.86	10.64	30.16	25.42	42.35
	Cum \$	100.00	117.86	130.40	169.72	212.86	303.02
S&P 500 Index — Total Return	Annual Return %		26.46	15.06	2.11	16.00	32.39
	Cum \$	100.00	126.46	145.51	148.59	172.37	228.19
S&P 600 Index — Total Return	Annual Return %		25.27	26.31	1.02	14.08	41.31
	Cum \$	100.00	125.27	158.60	160.22	182.78	258.29

ITEM 6. Selected Financial Data

Thousands of Dollars, Except Per Share Data

	2013	2012	2011	2010	2009
Operations for the Year					
Net sales	\$ 825,210	\$ 791,188	\$ 755,654	\$ 737,618	\$ 701,834
Cost of sales	607,582	575,907	557,385	573,094	530,939
Selling	91,739	85,519	81,475	74,185	70,999
General and administrative	81,956	77,906	77,136	65,968	77,297
Impairment charges(1)	—	—	1,249	72,014	5,462
Other income(2)	—	—	—	(3,827)	—
Interest — net	4,542	4,515	4,722	7,205	8,304
Total costs and expenses	785,819	743,847	721,967	788,639	693,001
Income (loss) from continuing operations before income taxes ..	39,391	47,341	33,687	(51,021)	8,833
Income taxes	13,389	17,379	9,182	(8,187)	1,838
Net income (loss)	\$ 26,002	\$ 29,962	\$ 24,505	\$ (42,834)	\$ 6,995
Net income (loss) per basic share ..	\$ 0.77	\$ 0.89	\$ 0.71	\$ (1.21)	\$ 0.20
Net income (loss) per diluted share ..	\$ 0.76	\$ 0.88	\$ 0.71	\$ (1.21)	\$ 0.20
Financial Position — At Year End					
Total assets	\$ 469,457	\$ 484,856	\$ 428,757	\$ 432,395	\$ 509,966
Current assets	234,910	239,596	218,452	213,847	206,548
Current liabilities	150,583	114,477	110,656	106,331	169,025
Working capital	84,327	125,119	107,796	107,516	37,523
Other assets	85,069	94,777	69,371	66,733	145,000
Property, plant and equipment — net	149,478	150,483	140,934	151,815	158,418
Less:					
Long-term debt, less current portion	44,347	92,814	73,725	83,530	38,890
Other long term liabilities	14,687	17,865	14,343	5,936	5,682
Deferred income taxes	24,333	29,678	23,893	24,793	38,371
Shareholders' Equity	235,507	230,022	206,140	211,805	257,998
Common Shares Outstanding	33,572,778	33,480,189	33,420,488	35,315,732	35,286,129
Book Value Per Common Share	\$ 7.01	\$ 6.87	\$ 6.17	\$ 6.00	\$ 7.31
Other Data					
Dividends paid(3)	\$ 9,103	\$ 13,006	\$ 9,523	\$ 9,209	\$ 8,436
Dividends declared per Common Share	\$ 0.36	\$ 0.32	\$ 0.28	\$ 0.26	\$ 0.24
Average Basic Common Shares Outstanding during the year	33,588,720	33,597,020	34,584,558	35,304,817	35,266,939

(1) In 2011, the Company recorded \$0.9 million of impairment charges for long-lived assets related to the Material Handling Segment and \$0.3 million of impairment charges for long-lived assets in the Lawn and Garden Segment. In 2010, the Company recorded a goodwill impairment charge of \$72.0 million in its Lawn and Garden Segment. In 2009, the Company had impairment charges of \$5.5 million related to certain property, plant and equipment related to the restructuring plans in its manufacturing segments.

(2) In 2010, the Company recorded a non-operating gain of \$3.8 million (\$4.4 million, net of related expenses) related to a favorable claims settlement.

(3) Dividends in 2012 reflect the fourth quarter dividend paid in 2012, for a total of five dividend payments in calendar year 2012.

ITEM 7. Management's Discussion and Analysis of Results of Operations and Financial Condition

Executive Overview

The Company conducts its business activities in four distinct business segments, including three in manufacturing and one in distribution. The manufacturing segments consist of: Material Handling, Lawn and Garden, and Engineered Products.

In our manufacturing segments, the Company designs, manufactures, and markets a variety of plastic and rubber products. These products range from plastic reusable material handling containers and small parts storage bins to plastic horticultural pots and hanging baskets, decorative resin planters, plastic and rubber OEM parts, tire repair materials, and custom plastic and rubber products. Our Distribution Segment is engaged in the distribution of tools, equipment and supplies used for tire, wheel and undervehicle service on passenger, heavy truck and off-road vehicles.

Results of Operations: 2013 versus 2012

Net Sales:

(dollars in millions)

<u>Segment</u>	<u>2013</u>	<u>2012</u>	<u>Change</u>	<u>% Change</u>
Material Handling	\$322.9	\$286.0	\$36.9	13%
Lawn & Garden	204.9	205.8	(0.9)	—%
Distribution	177.4	176.6	0.8	—%
Engineered Products	137.7	141.7	(4.0)	(3)%
Intra-segment elimination	(17.7)	(18.9)	1.2	6%
TOTAL	<u>\$825.2</u>	<u>\$791.2</u>	<u>\$34.0</u>	<u>4%</u>

Net sales for 2013 were \$825.2 million, an increase of \$34.0 million or 4% compared to the prior year. Net sales increased \$33.1 million due to the acquisition sales of Plasticos Novel do Nordeste S. A. ("Novel") and Jamco Products Inc. ("Jamco") which were acquired in 2012, along with \$12.6 million of improved pricing. The increase in net sales was partially offset by lower sales volumes of \$4.7 million and unfavorable foreign currency translation of \$7.0 million.

Net sales in the Material Handling Segment increased \$36.9 million or 13% in 2013 compared to 2012. The net increase in sales was mainly attributable to the inclusion of \$33.1 million of net sales from the acquisition of Novel and Jamco which were completed in the second half of 2012. Also contributing to the increase in net sales was improved pricing of \$4.0 million and higher volume of \$3.3 million, driven by sales in the agricultural and distribution markets. The increase in net sales noted above was partially offset by unfavorable currency translation of \$3.5 million.

Net sales in the Lawn and Garden Segment in 2013 decreased \$0.9 million compared to 2012. The decrease in net sales was attributable to a reduction in sales volume of \$5.5 million due primarily to timing of customer orders for the coming season and production and distribution start-up issues in the fourth quarter from our rationalization plan and \$3.2 million from the effect of unfavorable currency translation. The decrease in net sales was offset by improved pricing of \$7.8 million to mitigate higher raw material costs.

Net sales in the Distribution Segment increased \$0.8 million in 2013 compared to 2012. The increase in net sales was attributable to \$1.0 million in higher sales volume, primarily in equipment and from new product introductions. This increase was offset by unfavorable currency translation of \$0.2 million.

In the Engineered Products Segment, net sales in 2013 decreased \$4.0 million or 3% compared to 2012. Despite strong demand in our recreational vehicle and marine markets, decreases in our custom markets resulted in lower volume of \$4.6 million. This decrease in net sales was slightly offset by higher selling prices of \$0.6 million.

Cost of Sales & Gross Profit:

(dollars in millions)

Cost of Sales and Gross Profit

	2013	2012
Cost of sales	\$607.6	\$575.9
Gross profit	\$217.6	\$215.3
Gross profit as a percentage of sales	26.4%	27.2%

Gross profit increased primarily from higher sales. Gross profit margin decreased to 26.4% for 2013 compared to 27.2% in the prior year. Productivity improvements were offset by higher raw material costs and approximately \$10.0 million of additional costs for restructuring and related charges in 2013 compared to the same period in the prior year. Charges in 2013 included unabsorbed overhead costs from restructuring actions taken in our Lawn and Garden Segment in the current year. Cost of sales were also impacted by raw material costs, primarily for plastic resins, which were, on average, approximately 10% higher for polypropylene and polyethylene in 2013 compared to the prior year.

Selling, General and Administrative Expenses:

(dollars in millions)

SG&A Expenses

	2013	2012	Change	% Change
SG&A expenses	\$173.7	\$163.4	\$10.3	6%
SG&A expenses as a percentage of sales	21.0%	20.7%		

Selling, general and administrative ("SG&A") expenses increased \$10.3 million or 6% compared with 2012. The inclusion of the Novel and Jamco acquisitions in the second half of 2012 contributed \$7.2 million of incremental SG&A costs in 2013 compared to the same period in the prior year. The increase in SG&A expenses in 2013 also included higher consulting costs of approximately \$2.3 million, primarily related to our information technology initiatives. In addition, higher bad debt expense in 2013 as compared to 2012 was attributable to the reversal of bad debt expense in 2012 of \$1.4 million from the recovery of a bad debt established in the previous year. These increases were partially offset by a reduction in freight expense of \$1.1 million due to lower volumes. Also, SG&A expense for 2013 included restructuring and other related charges of \$2.7 million compared to \$3.4 million for severance, consulting and lease obligation costs for 2012. Gains on the sale of property sold in 2012 were \$1.1 million. Shipping and handling costs, including freight, are primarily classified as SG&A expenses.

Interest Expense:

(dollars in millions)

Net Interest Expense

	2013	2012	Change	% Change
Net interest expense	\$ 4.5	\$ 4.5	\$ —	—%
Outstanding borrowings, net of deferred financing costs	\$44.3	\$92.8	\$(48.5)	(52)%
Average borrowing rate	4.92%	4.91%		

Net interest expense was \$4.5 million in both 2013 and 2012. The weighted average level of outstanding borrowings was approximately \$95.1 million in 2013 compared to \$91.9 million in 2012.

The decrease in outstanding borrowings at December 31, 2013 compared to December 31, 2012 was primarily due to the repayment of the \$35 million Senior notes and net repayment on the credit facility during 2013.

Income Taxes:

<i>(dollars in millions)</i>	<u>2013</u>	<u>2012</u>
Income before taxes	\$39.4	\$47.3
Income tax expense	\$13.4	\$17.4
Effective tax rate	34.0%	36.7%

The effective tax rate was 34.0% in 2013 compared to 36.7% in 2012. The 2013 effective tax rate of 34.0% reflects a \$0.9 million reduction in net state and local income taxes and a \$0.3 million increase in foreign tax incentives. The 2012 effective tax rate reflects approximately \$0.8 million of tax benefits from changes in unrecognized tax benefits.

Results of Operations: 2012 versus 2011

Net Sales:

<i>(dollars in millions)</i>				
<u>Segment</u>	<u>2012</u>	<u>2011</u>	<u>Change</u>	<u>% Change</u>
Material Handling	\$286.0	\$261.8	\$ 24.2	9%
Lawn & Garden	205.8	217.1	(11.3)	(5)%
Distribution	176.6	183.7	(7.1)	(4)%
Engineered Products	141.7	116.2	25.5	22%
Intra-segment elimination	(18.9)	(23.1)	4.2	18%
TOTAL	<u>\$791.2</u>	<u>\$755.7</u>	<u>\$ 35.5</u>	<u>5%</u>

Net sales for 2012 were \$791.2 million, an increase of \$35.5 million or 5% compared to the prior year. Strong sales volumes of \$18.6 million were driven by our Engineered Products and Material Handling segments, which more than offset declines in our Distribution and Lawn and Garden segments. In addition, \$21.5 million in net sales were generated from the inclusion of our acquisitions in 2012 from the dates acquired. Net sales were negatively impacted in 2012 compared to 2011 as a result of \$3.4 million in unfavorable foreign currency translation, primarily from the Brazilian real, as well as lower pricing of \$1.2 million.

Net sales in the Material Handling Segment increased \$24.2 million or 9% in 2012 compared to 2011. Current year net sales included \$21.5 million in sales from our acquisitions of Novel on July 3, 2012 and Jamco on October 1, 2012. In addition, strong demand in the agricultural and industrial markets drove higher sales volumes of \$6.6 million, including sales of new products. These net sales increases were offset by \$2.7 million from the effect of unfavorable foreign currency translation and lower pricing of \$1.2 million.

Net sales in the Lawn and Garden Segment in 2012 decreased \$11.3 million or 5% compared to 2011. The decrease in net sales reflected lower volume of \$9.5 million resulting from actions taken by our customers in 2012 such as inventory depletion and reduced production during the planting season. A shift in customer demand from the fourth quarter of 2012 into 2013 also contributed to the decline in net sales year-over-year. Net sales were also lower in 2012 compared to 2011 due to lower pricing of \$1.2 million and approximately \$0.6 million from the effect of unfavorable foreign currency translation.

Net sales in the Distribution Segment decreased \$7.1 million or 4% in 2012 compared to 2011. The reduction in net sales was almost entirely due to lower sales volume, driven by a decline in the industry's replacement tire shipments and lower equipment sales, as a result of market softness in the first half of 2012.

In the Engineered Products Segment, net sales in 2012 increased \$25.5 million or 22% compared to 2011. The increase in net sales was due to higher sales volumes of \$24.2 million from strong demand in the automotive, recreational vehicle, marine and contract manufacturing markets. Higher selling prices of \$1.3 million also contributed to the increase.

Cost of Sales & Gross Profit:

(dollars in millions)

Cost of Sales and Gross Profit

	2012	2011
Cost of sales	\$575.9	\$557.4
Gross profit	\$215.3	\$198.3
Gross profit as a percentage of sales	27.2%	26.2%

Gross profit margin increased to 27.2% for 2012 compared to 26.2% in the prior year. Increased sales, productivity improvements, raw material substitutions and decreased manufacturing costs resulted in higher gross profit and gross profit margin year-over-year. Manufacturing efficiencies were attained from executing our operations excellence initiatives in our Lawn and Garden Segment that offset a portion of the margin lost due to lower sales and in our other segments, primarily the Material Handling Segment.

Selling, General and Administrative Expenses:

(dollars in millions)

SG&A Expenses

	2012	2011	Change	% Change
SG&A expenses	\$163.4	\$158.6	\$4.8	3%
SG&A expenses as a percentage of sales	20.7%	21.0%		

SG&A expenses increased \$4.8 million or 3% compared with 2011. Excluding the \$4.8 million increase in SG&A expenses from the two acquisitions in 2012 as of the dates acquired, SG&A was flat year-over-year. SG&A expenses in 2012 included increased employee related costs, primarily medical of \$2.2 million and \$2.4 million of higher distribution and selling costs. These increases were offset by a reduction of approximately \$3.0 million in bad debt expense, primarily due to the recovery in 2012 of a bad debt recorded in 2011. SG&A expense in 2012 also included restructuring and other related charges of \$3.4 million for severance, consulting and lease obligation costs. SG&A expense in 2011 included restructuring charges of \$2.7 million and charges of \$1.9 million related to an environmental investigation and feasibility study at New Idria. In 2012 and 2011, gains of \$1.1 million and \$0.7 million, respectively, were realized from the sale of facilities and other assets. Shipping and handling costs, including freight, are primarily classified as SG&A expenses.

Impairment Charges:

In 2011, there were impairment charges of \$1.2 million related to two closed manufacturing facilities and fixed asset impairment charges. There were no impairment charges in 2012.

Interest Expense:*(dollars in millions)*

Net Interest Expense	2012	2011	Change	% Change
Net interest expense	\$ 4.5	\$ 4.7	\$ (0.2)	(4)%
Outstanding borrowings	\$92.8	\$74.0	\$18.8	25%
Average borrowing rate	4.91%	5.22%		

Net interest expense in 2012 was \$4.5 million, a decrease of 4% compared to the prior year. Outstanding borrowings were \$18.8 million higher in 2012 versus 2011, although the lower average borrowing rate from the mix of the debt outstanding resulted in a reduction of interest expense. The increase in outstanding debt from 2011 to 2012 was primarily to fund our acquisitions in the current year.

Income Taxes:*(dollars in millions)*

	2012	2011
Income before taxes	\$47.3	\$33.7
Income tax expense	\$17.4	\$ 9.2
Effective tax rate	36.7%	27.3%

The effective tax rate was 36.7% in 2012 compared to 27.3% in 2011. The 2012 effective tax rate of 36.7% reflects an increase in net state tax expense of \$2.7 million. The 2011 effective tax rate reflects the Company's reversal of approximately \$4.9 million of previously unrecognized tax benefits, primarily related to the incurred loss on the sale of its European Material Handling business in 2007 and other tax adjustments, including provision to return adjustments resulting from changes in estimates.

Acquisitions

In October 2012, the Company acquired 100% of the stock of Jamco, an Illinois corporation for \$15.2 million. The purchase price included a cash payment of \$15.1 million, net of \$0.1 million in cash acquired. Jamco is a leading designer and manufacturer of heavy-duty industrial steel carts and safety cabinets. The Company has made preliminary estimates of the valuation of assets and intangible assets of purchase price allocation. The business is included in the Material Handling Segment.

In July 2012, the Company acquired 100% of the stock of Novel, a Brazil-based designer and manufacturer of reusable plastic crates and containers used for closed-loop shipping and storage. Novel also produces a diverse range of plastic industrial safety products. The total purchase price was approximately \$30.9 million, which includes a cash payment of \$3.4 million, net of \$0.6 million of cash acquired, assumed debt of approximately \$26.0 million and contingent consideration of \$0.9 million based on an earnout. The contingent consideration, which is recorded in Other Liabilities in the Consolidated Statements of Financial Position is dependent upon the results of Novel exceeding predefined earnings before interest, taxes, depreciation and amortization over the next four years. The business is included in the Material Handling Segment.

Financial Condition & Liquidity and Capital Resources

Cash provided by operating activities was \$96.1 million for the year ended December 31, 2013 compared to \$60.8 million in 2012. The increase of \$35.3 million was primarily attributable to cash flows from improved working capital and higher non-cash charges in comparison with the prior year. Net income was \$26.0 million in 2013 compared to \$30.0 million in 2012. Non-cash charges including depreciation and amortization were \$38.6 million in 2013 compared to non-cash charges of \$39.5 million in 2012.

Cash provided by working capital was \$33.1 million in 2013 compared to cash used of \$8.4 million in 2012. In 2013, cash used for inventories was approximately \$1.6 million compared to \$2.8 million in 2012. In 2013, the use of funds for accounts receivable decreased to \$0.7 million compared to the use of \$2.0 million in 2012. In addition, as a result of timing of payments and vendor terms management, there was an increase of \$36.3 million in cash provided by accounts payable and accrued expenses in 2013 compared to 2012.

Capital expenditures were approximately \$30.0 million in 2013 compared to \$27.0 million in 2012. Capital spending in 2013 was higher than the preceding year as investments were made for new manufacturing focused on growth and productivity improvements. In 2013, the Company purchased an equity interest in a non-consolidated subsidiary, included in the Distribution segment, for approximately \$0.6 million. In 2012, the Company paid a combined total of \$18.5 million in connection with the acquisitions of Novel and Jamco. In 2013 and 2012, the Company received approximately \$0.9 million and \$3.1 million, respectively, in cash proceeds from the sale of certain property, plant & equipment.

During 2013, the Company used cash of \$8.1 million to purchase 531 thousand shares of its own stock under a share repurchase plan compared to \$4.2 million to purchase 282 thousand shares of its own stock in 2012. In addition, the Company used cash to pay dividends of \$9.1 million and \$13.0 million for the years 2013 and 2012, respectively. Higher dividend payments in 2012 resulted from the accelerated fourth quarter dividend payment made in December 2012 to reduce the tax impact for our shareholders for 2013.

On December 13, 2013, the Company entered into a Fourth Amended and Restated Loan Agreement (the "Loan Agreement"). The agreement provided for a \$200 million senior revolving credit facility expiring on December 13, 2018, which replaced the existing \$180 million facility. Amounts borrowed under the Loan Agreement were used to replace the amounts outstanding under the existing \$180 million loan agreement, working capital and general corporate purposes, and the repayment of our \$35 million of 6.81% Senior Unsecured Notes. Amounts borrowed under the agreement are secured by pledges of stock of certain of our foreign and domestic subsidiaries.

Borrowings under the Loan Agreement bear interest at the LIBOR rate, prime rate, federal funds effective rate, the Canadian deposit offered rate, or the eurocurrency reference rate depending on the type of loan requested by the Company, in each case plus the applicable margin as set forth in the Loan Agreement.

On October 22, 2013, the Company entered into a note purchase agreement for the private placement of Senior Unsecured Notes totaling \$100 million with a group of investors. The four series of notes range in face value from \$11 million to \$40 million, with interest rates ranging from 4.67% to 5.45%, payable semiannually, and expiring between 2021 and 2026. At December 31, 2013, the Company had \$11 million of its 5.25% Senior Unsecured Notes due January 15, 2024 outstanding under the note purchase agreement. Remaining proceeds of \$89 million under the note purchase agreement were subsequently received in January 2014.

Total debt outstanding at December 31, 2013 was \$44.3 million, net of deferred financing costs, compared with \$92.8 million at December 31, 2012. The decrease in debt outstanding year-over-year is primarily due to the repayment of the \$35 million Senior Unsecured Notes and net repayment on the credit facility during the year. The Company's Loan Agreement provides available borrowing up to \$200 million, reduced for letters of credit issued. As of December 31, 2013, the Company had \$4.6 million of letters of credit issued related to insurance and other financing contracts in the ordinary course of business. As of December 31, 2013, there was \$161.2 million available under our Loan Agreement.

As of December 31, 2013, the Company was in compliance with all its debt covenants. The most restrictive financial covenants for all of the Company's debt are an interest coverage ratio, defined as earnings before interest and taxes divided by interest expense, and a leverage ratio, defined as earnings before interest, taxes, depreciation and amortization, as adjusted, compared to total debt. The ratios as of and for the period ended December 31, 2013 are shown in the following table:

	<u>Required Level</u>	<u>Actual Level</u>
Interest Coverage Ratio	3.00 to 1 (minimum)	20.72
Leverage Ratio	3.25 to 1 (maximum)	0.53

The Company believes that cash flows from operations and available borrowing under its Loan Agreement will be sufficient to meet expected business requirements including capital expenditures, dividends, working capital, debt service and to fund the stock repurchase program into the foreseeable future.

On February 20, 2014, the Company's Board of Directors authorized \$40 million of common stock repurchases to be completed in 2014.

Contractual Obligations

The following summarizes the Company's estimated future cash outflows from financial contracts and commitments reflecting our current debt structure:

	<u>Less than 1 Year</u>	<u>2-3 Years</u>	<u>4-5 Years</u>	<u>Thereafter</u>	<u>Total</u>
	(Amounts in Thousands)				
Principal payments on debt	\$ —	\$ —	\$ —	\$100,000	\$100,000
Interest	5,552	11,345	11,320	22,147	50,364
Lease payments	9,421	14,101	7,402	13,317	44,241
Purchase commitments	666	61	—	—	727
Retirement obligations and other benefits	694	772	912	2,413	4,791
Total	<u>\$16,333</u>	<u>\$26,279</u>	<u>\$19,634</u>	<u>\$137,877</u>	<u>\$200,123</u>

Uncertain tax position liabilities are excluded from the contractual obligations table because a reasonably reliable estimate of the period of cash settlement with the respective tax authority cannot be made.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market Risk and Derivative Financial Instruments

The Company has certain financing arrangements that require interest payments based on floating interest rates. The Company's financial results are subject to changes in the market rate of interest. At present, the Company has not entered into any interest rate swaps or other derivative instruments to fix the interest rate on any portion of its financing arrangements with floating rates. Accordingly, based on current debt levels at December 31, 2013, if market interest rates increase one percent, the Company's interest expense would increase approximately \$0.3 million annually.

Some of the Company's subsidiaries operate in foreign countries and their financial results are subject to exchange rate movements. The Company has operations in Canada with foreign currency exposure, primarily due to sales made from businesses in Canada to customers in the United States ("U.S."). These sales are denominated in U.S. dollars. In addition, the Company's subsidiary in Brazil has loans denominated in U.S. dollars. The Company has a systematic program to limit its exposure to fluctuations in exchange rates related to certain assets and liabilities of its operations in Canada and Brazil that are denominated in U.S. dollars. The net exposure generally ranges from \$5 to \$10 million. The foreign currency contracts and arrangements created under this program are not designated as hedged items under Financial Accounting Standards Board ("FASB") Accounting Standard Codification ("ASC") 815, *Derivatives and Hedging*, and accordingly, the changes in the fair value of the foreign currency arrangements, which have been immaterial, are recorded in the income statement. The Company's foreign currency arrangements are typically three months or less and are settled before the ending of a reporting period. At December 31, 2013, the Company had no foreign currency arrangements or contracts in place.

The Company uses certain commodities, primarily plastic resins, in its manufacturing processes. The cost of operations can be affected as the market for these commodities changes. The Company currently has no derivative contracts to hedge this risk; however, the Company also has no significant purchase obligations to purchase fixed quantities of such commodities in future periods. Significant future increases in the cost of plastic resin or other adverse changes in the general economic environment could have a material adverse impact on the Company's financial position, results of operations or cash flows.

Critical Accounting Policies

Our discussion and analysis of the Company's financial condition and results of operations are based on the accompanying consolidated financial statements, which are prepared in accordance with accounting principles generally accepted in the United States of America. As indicated in the Summary of Significant Accounting Policies included in the Notes to Consolidated Financial Statements (included in Item 8 of this report), the amount of assets, liabilities, revenue and expenses reported are affected by estimates and judgments that are necessary to comply with generally accepted accounting principles. We base our estimates on prior experience and other assumptions that we consider reasonable to our circumstances. We believe the following matters may involve a high degree of judgment and complexity.

Bad Debts — The Company evaluates the collectability of accounts receivable based on a combination of factors. In circumstances where the Company is aware of a specific customer's inability to meet its financial obligations, a specific allowance for doubtful accounts is recorded against amounts due to reduce the net recognized receivable to the amount the Company reasonably believes will be collected. Additionally, the Company also reviews historical trends for collectability in determining an estimate for its allowance for doubtful accounts. If economic circumstances change substantially, estimates of the recoverability of amounts due the Company could be reduced by a material amount.

Inventory — Inventories are valued at the lower of cost or market. Cost is determined by the last-in, first-out (“LIFO”) method for approximately 20 percent of the Company’s inventories and the first-in, first-out (“FIFO”) method for all other inventories. Where appropriate, standard cost systems are utilized and appropriate variances are evaluated for purposes of determining cost; the standards are adjusted as necessary to ensure they approximate actual costs. Estimates of lower of cost or market value of inventory are determined based upon current economic conditions, historical sales quantities and patterns and, in some cases, the specific risk of loss on specifically identified inventories.

Goodwill — Goodwill is subjected to annual impairment testing, unless significant changes in circumstances indicate a potential impairment may have occurred sooner. We conduct our annual impairment assessment as of October 1. We first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If we conclude that this is the case, we perform the two-step test. Otherwise, we do not perform the test.

Goodwill impairment testing requires, in part, that we estimate the fair value of our reporting units which, in turn, requires that we make judgments concerning future cash flows and appropriate discount rates for those reporting units. Fair values are established using comparative market multiples in the current market conditions and discounted cash flows. The discount rates used are based on the weighted average cost of capital determined for each of the Company’s reporting units and ranged from 9.3% to 12.3% in 2013. In addition we would make certain judgments about the selection of comparable companies used in determining market multiples in valuing our business units. We also compare our book value and the estimates of fair value of the reporting units to our market capitalization as of and at dates near the annual testing date. Management uses this comparison as additional evidence of the fair value of the Company, as our market capitalization may be suppressed by other factors such as the control premium associated with a controlling shareholder, our leverage or general expectations regarding future operating results and cash flows. In situations where the implied value of the Company under the Income or Market Approach are significantly different than our market capitalization we re-evaluate and adjust, if necessary, the assumptions underlying our Income and Market Approach models.

Contingencies — In the ordinary course of business, we are involved in various legal proceedings and contingencies. We have recorded liabilities for these matters in accordance with FASB ASC 450, *Contingencies* (“ASC 450”). ASC 450 requires a liability to be recorded based on our estimate of the probable cost of the resolution of a contingency. When management believes that a loss arising from these matters is probable and can reasonably be estimated, we record the amount of the estimated loss, or the minimum estimated liability when the loss is estimated using a range, and no point within the range is more probable of occurrence than another. As additional information becomes available, any potential liability related to these matters will be assessed and the estimates will be revised, if necessary. The actual resolution of these contingencies may differ from our estimates. If a contingency were settled for an amount greater than our estimate, a future charge to income would result. Likewise, if a contingency were settled for an amount that is less than our estimate, a future credit to income would result.

Revenue Recognition — we recognize revenues from the sale of products, net of actual and estimated returns, at the point of passage of title and risk of loss, which is generally at time of shipment, and collectability of the fixed or determinable sales price is reasonably assured.

Income Taxes — Deferred income taxes are provided to recognize the effect of temporary differences between financial and tax reporting. Deferred income taxes are not provided for undistributed earnings of foreign consolidated subsidiaries as it is our intention to reinvest such earnings for an indefinite period of time. The Company has operations outside the U.S. and in jurisdictions with statutory tax rates lower than in the U.S. As a result, significant tax and treasury

planning of future operations are necessary to determine the proper amounts of tax assets, liabilities and expense to be recognized. FASB ASC 740, *Income Taxes* ("ASC 740") requires that deferred tax assets be reduced by a valuation allowance, if based on all available evidence, it is more likely than not that the deferred tax asset will not be realized. The Company evaluates the recovery of its deferred tax assets by assessing the adequacy of future expected taxable income from all sources, including reversal of taxable temporary differences, forecasted operating earnings and available tax planning strategies. These sources of income inherently rely heavily on estimates.

Also, significant judgment is required in determining the Company's tax expense and in evaluating its tax positions, including evaluating uncertainties under ASC 740. We review our tax positions quarterly and adjust the balances as new information becomes available.

Recent Pronouncements

In February 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*, requiring new disclosures regarding reclassification adjustments from accumulated other comprehensive income ("AOCI"). ASU No. 2013-02 requires disclosure of amounts reclassified out of AOCI in its entirety, by component, which the Company has elected to disclose in the note 1 to the enclosed consolidated financial statements. The Company adopted this guidance effective January 1, 2013.

ITEM 8. Financial Statements and Supplementary Data

Summarized Quarterly Results of Operations

Thousands of Dollars, Except Per Share Data

<u>Quarter Ended 2013</u>	<u>March-31</u>	<u>June-30</u>	<u>September-30</u>	<u>December-31</u>	<u>Total</u>
Net Sales	\$214,980	\$204,024	\$194,920	\$211,286	\$825,210
Gross Profit	58,318	55,769	53,639	49,902(1)	217,628
Net Income	7,883	8,312	6,488	3,319(1)	26,002
Basic Per Share (2) . . .	\$ 0.24	\$ 0.25	\$ 0.19	\$ 0.10(1)	\$ 0.77
Diluted Per Share (2) . .	\$ 0.23	\$ 0.25	\$ 0.19	\$ 0.10(1)	\$ 0.76
<u>Quarter Ended 2012</u>	<u>March-31</u>	<u>June-30</u>	<u>September-30</u>	<u>December-31</u>	<u>Total</u>
Net Sales	\$198,789	\$181,101	\$197,290	\$214,008	\$791,188
Gross Profit	57,998	47,364	52,729	57,190	215,281
Net Income	9,985	5,658	5,798	8,521	29,962
Basic Per Share	\$ 0.30	\$ 0.17	\$ 0.17	\$ 0.25	\$ 0.89
Diluted Per Share	\$ 0.29	\$ 0.17	\$ 0.17	\$ 0.25	\$ 0.88

- (1) During the quarter ended December 31, 2013, the Company recorded approximately \$9.4 million of restructuring and related charges primarily attributable to the Lawn and Garden Segment.
- (2) The sum of the earnings per share for the four quarters in a year does not necessarily equal the total year earnings per share due to the computation of weighted shares outstanding during the period.

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm

The Board of Directors and Shareholders Myers Industries, Inc.

We have audited the accompanying consolidated statement of financial position of Myers Industries, Inc. and Subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits 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. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Myers Industries, Inc. and Subsidiaries as of December 31, 2013 and 2012, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Myers Industries, Inc. and Subsidiaries' internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework), and our report dated March 11, 2014, expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Akron, Ohio
March 11, 2014

MYERS INDUSTRIES, INC. AND SUBSIDIARIES
Consolidated Statements of Income
For the Years Ended December 31, 2013, 2012 and 2011

(Dollars in thousands, except share data)

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Net sales	\$825,210	\$791,188	\$755,654
Cost of sales	<u>607,582</u>	<u>575,907</u>	<u>557,385</u>
Gross profit	217,628	215,281	198,269
Selling expenses	91,739	85,519	81,475
General and administrative expenses	81,956	77,906	77,136
Impairment charges	<u>—</u>	<u>—</u>	<u>1,249</u>
	<u>173,695</u>	<u>163,425</u>	<u>159,860</u>
Operating income	43,933	51,856	38,409
Interest			
Income	(213)	(164)	(65)
Expense	<u>4,755</u>	<u>4,679</u>	<u>4,787</u>
	<u>4,542</u>	<u>4,515</u>	<u>4,722</u>
Income before income taxes	39,391	47,341	33,687
Income tax expense	<u>13,389</u>	<u>17,379</u>	<u>9,182</u>
Net income	<u>\$ 26,002</u>	<u>\$ 29,962</u>	<u>\$ 24,505</u>
Income per common share:			
Basic	<u>\$ 0.77</u>	<u>\$ 0.89</u>	<u>\$ 0.71</u>
Diluted	<u>\$ 0.76</u>	<u>\$ 0.88</u>	<u>\$ 0.71</u>
Dividends declared per share	<u>\$ 0.36</u>	<u>\$ 0.32</u>	<u>\$ 0.28</u>

The accompanying notes are an integral part of these statements.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
For the Years Ended December 31, 2013, 2012 and 2011

(Dollars in thousands, except share data)

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Net income	\$26,002	\$29,962	\$24,505
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustment	(9,292)	2,791	(2,240)
Pension liability, net of tax of \$605 in 2013, \$80 in 2012 and \$339 in 2011	1,076	558	(630)
Total other comprehensive income (loss), net of tax	<u>(8,216)</u>	<u>3,349</u>	<u>(2,870)</u>
Comprehensive income	<u>\$17,786</u>	<u>\$33,311</u>	<u>\$21,635</u>

The accompanying notes are an integral part of these statements.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES

Consolidated Statements of Financial Position

As of December 31, 2013 and 2012

(Dollars in thousands)

	<u>2013</u>	<u>2012</u>
Assets		
Current Assets		
Cash	\$ 6,539	\$ 3,948
Accounts receivable-less allowances of \$2,945 and \$3,255, respectively	112,459	115,508
Inventories		
Finished and in-process products	73,475	72,899
Raw materials and supplies	33,049	34,603
	<u>106,524</u>	<u>107,502</u>
Prepaid expenses	7,174	9,033
Deferred income taxes	2,214	3,605
Total Current Assets	234,910	239,596
Other Assets		
Goodwill	60,642	61,056
Patents and other intangible assets, net	21,115	25,839
Other	3,312	7,882
	<u>85,069</u>	<u>94,777</u>
Property, Plant and Equipment, at Cost		
Land	5,107	4,438
Buildings and leasehold improvements	67,620	57,058
Machinery and equipment	461,397	445,789
	<u>534,124</u>	<u>507,285</u>
Less allowances for depreciation and amortization	(384,646)	(356,802)
Property, plant and equipment, net	149,478	150,483
Total Assets	<u>\$ 469,457</u>	<u>\$ 484,856</u>

The accompanying notes are an integral part of these statements.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES

Consolidated Statements of Financial Position

As of December 31, 2013 and 2012

(Dollars in thousands, except share data)

	<u>2013</u>	<u>2012</u>
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable	\$ 98,263	\$ 72,417
Accrued expenses		
Employee compensation	22,950	18,885
Income taxes	6,529	1,090
Taxes, other than income taxes	2,751	2,606
Accrued interest	103	240
Other	19,987	19,239
Total Current Liabilities	<u>150,583</u>	<u>114,477</u>
Long-term debt	44,347	92,814
Other liabilities	14,687	17,865
Deferred income taxes	24,333	29,678
Shareholders' Equity		
Serial Preferred Shares (authorized 1,000,000 shares; none issued and outstanding)	—	—
Common Shares, without par value (authorized 60,000,000 shares; outstanding 33,572,778 and 33,480,189; net of treasury shares of 4,203,179 and 4,356,160, respectively)	20,313	20,316
Additional paid-in capital	266,276	266,419
Accumulated other comprehensive income	2,427	10,643
Retained deficit	(53,509)	(67,356)
Total Shareholders' Equity	<u>235,507</u>	<u>230,022</u>
Total Liabilities and Shareholders' Equity	<u>\$469,457</u>	<u>\$484,856</u>

The accompanying notes are an integral part of these statements.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES
Consolidated Statements of Shareholders' Equity
For the Years Ended December 31, 2013, 2012 and 2011

(Dollars in thousands, except share and per share data)

	Common Shares		Additional Paid-In Capital	Accumulated Other Comprehensive Income	Retained Deficit
	Number	Amount			
Balance at January 1, 2011	35,315,732	\$21,486	\$281,376	\$10,164	\$(101,221)
Net income	—	—	—	—	24,505
Sales under option plans	59,031	36	597	—	—
Dividend reinvestment plan	11,610	7	111	—	—
Restricted stock and stock option grants, net	28,750	—	2,595	—	—
Foreign currency translation adjustment	—	—	—	(2,240)	—
Purchases for treasury-net	(2,000,000)	(1,220)	(19,726)	—	—
Stock contribution	5,365	3	47	—	—
Declared dividends—\$.28 per share	—	—	—	—	(9,750)
Pension liability, net of tax of \$339	—	—	—	(630)	—
Balance at December 31, 2011	33,420,488	\$20,312	\$265,000	\$ 7,294	\$ (86,466)
Net income	—	—	—	—	29,962
Net sales under option plans	278,659	145	2,870	—	—
Dividend reinvestment plan	7,112	5	102	—	—
Restricted stock vested	40,500	24	(24)	—	—
Restricted stock and stock option grants, net	11,484	—	2,708	—	—
Cancellations and terminations of share grants	—	—	(253)	—	—
Foreign currency translation adjustment	—	—	—	2,791	—
Purchases for treasury-net	(281,797)	(172)	(4,032)	—	—
Stock contributions	3,743	2	48	—	—
Declared dividends—\$.32 per share	—	—	—	—	(10,852)
Pension liability, net of tax of \$80	—	—	—	558	—
Balance at December 31, 2012	33,480,189	\$20,316	\$266,419	\$10,643	\$ (67,356)
Net income	—	—	—	—	26,002
Net sales under option plans	503,321	299	5,394	—	—
Dividend reinvestment plan	7,390	4	109	—	—
Restricted stock vested	112,000	—	—	—	—
Restricted stock and stock option grants, net	33,152	—	2,237	—	—
Tax benefit from options	—	—	389	—	—
Foreign currency translation adjustment	—	—	—	(9,292)	—
Purchases for treasury-net	(530,983)	(314)	(7,782)	—	—
Stock contributions	12,682	8	194	—	—
Shares withheld for employee taxes on equity awards	(44,973)	—	(684)	—	—
Declared dividends—\$.36 per share	—	—	—	—	(12,155)
Pension liability, net of tax of \$605	—	—	—	1,076	—
Balance at December 31, 2013	33,572,778	\$20,313	\$266,276	\$ 2,427	\$ (53,509)

The accompanying notes are an integral part of these statements.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the Years Ended December 31, 2013, 2012 and 2011

(Dollars in thousands)

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Cash Flows From Operating Activities			
Net income	\$ 26,002	\$ 29,962	\$ 24,505
Items not affecting use of cash			
Depreciation	33,709	29,667	31,245
Amortization of intangible assets	3,563	3,052	2,665
Amortization of deferred financing costs	373	288	304
Non-cash stock compensation	2,557	2,708	2,595
Provision for (recovery of) loss on accounts receivable	1,098	(543)	915
Deferred taxes	(3,934)	1,052	(184)
Other long-term liabilities	709	4,057	4,251
Loss (gain) from asset disposition	749	(1,085)	374
Tax benefit from options	(389)	—	—
Cancellations and terminations of share grants	—	253	—
Other	202	50	50
Payments on performance based compensation	(1,719)	(333)	—
Cash flows provided by (used for) working capital, net of acquisitions:			
Accounts receivable	(716)	(2,002)	(8,665)
Inventories	(1,585)	(2,780)	455
Prepaid expenses	581	(2,119)	2,662
Accounts payable and accrued expenses	34,868	(1,475)	3,000
Net cash provided by operating activities	<u>96,068</u>	<u>60,752</u>	<u>64,172</u>
Cash Flows From Investing Activities			
Capital expenditures	(30,001)	(26,977)	(21,930)
Acquisition of business, net of cash acquired	(600)	(18,543)	(1,100)
Proceeds from sale of property, plant and equipment	933	3,086	1,089
Other	(273)	(50)	(96)
Net cash used for investing activities	<u>(29,941)</u>	<u>(42,484)</u>	<u>(22,037)</u>
Cash Flows From Financing Activities			
Proceeds from long-term debt	11,000	—	—
Repayment of long-term debt	(35,000)	(27,258)	(305)
Net (repayment of) borrowing on credit facility	(24,492)	17,700	(9,383)
Cash dividends paid	(9,103)	(13,006)	(9,523)
Proceeds from issuance of common stock	5,806	3,122	751
Tax benefit from options	389	—	—
Cancellations and terminations of share grants	—	(253)	—
Repurchase of common stock	(8,096)	(4,204)	(20,946)
Shares withheld for employee taxes on equity awards	(684)	—	—
Deferred financing costs	(608)	—	—
Net cash used for financing activities	<u>(60,788)</u>	<u>(23,899)</u>	<u>(39,406)</u>
Foreign Exchange Rate Effect on Cash	<u>(2,748)</u>	<u>2,778</u>	<u>(633)</u>
Net increase (decrease) in cash	2,591	(2,853)	2,096
Cash at January 1	3,948	6,801	4,705
Cash at December 31	<u>\$ 6,539</u>	<u>\$ 3,948</u>	<u>\$ 6,801</u>
Supplemental Disclosures of Cash Flow Information			
Cash paid during the year for			
Interest	<u>\$ 4,196</u>	<u>\$ 4,008</u>	<u>\$ 4,129</u>
Income taxes	<u>\$ 12,497</u>	<u>\$ 21,375</u>	<u>\$ 11,168</u>

The accompanying notes are an integral part of these statements.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.
Notes to Consolidated Financial Statements
(Dollar amounts in thousands, except where otherwise indicated)

I. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements include the accounts of Myers Industries, Inc. and all wholly owned subsidiaries (collectively, the "Company"). All intercompany accounts and transactions have been eliminated in consolidation. All subsidiaries that are not wholly owned and are not included in the consolidated operating results of the Company are immaterial investments which have been accounted for under the equity and cost method. The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results could differ from those estimates.

Reclassification

Certain reclassifications of prior year amounts have been made to the Consolidated Statement of Cash Flows in conformity with generally accepted accounting principles to conform to current year's reporting presentation.

Recent Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*, requiring new disclosures regarding reclassification adjustments from accumulated other comprehensive income ("AOCI"). ASU No. 2013-02 requires disclosure of amounts reclassified out of AOCI in its entirety, by component, which the Company has elected to disclose in the notes (see below). The Company adopted this guidance effective January 1, 2013.

Translation of Foreign Currencies

All asset and liability accounts of consolidated foreign subsidiaries are translated at the current exchange rate as of the end of the accounting period and income statement items are translated monthly at an average currency exchange rate for the period. The resulting translation adjustment is recorded in other comprehensive income (loss) as a separate component of shareholders' equity.

Fair Value Measurement

The Company follows guidance included in ASC 820, *Fair Value Measurements and Disclosures*, for its financial assets and liabilities, as required. The guidance established a common definition for fair value to be applied to U.S. GAAP requiring the use of fair value, established a framework for measuring fair value, and expanded disclosure requirements about such fair value measurements. The guidance did not require any new fair value measurements, but rather applied to all other accounting pronouncements that require or permit fair value measurements. Under ASC 820, the hierarchy that prioritizes the inputs to valuation techniques used to measure fair value is divided into three levels:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active or inputs that are observable either directly or indirectly.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued) (Dollar amounts in thousands, except where otherwise indicated)

Level 3: Unobservable inputs for which there is little or no market data or which reflect the entity's own assumptions.

The fair value of the Company's cash, accounts receivable, accounts payable and accrued expenses are considered to have a fair value which approximates carrying value due to the nature and relative short maturity of these assets and liabilities.

The fair value of debt under the Company's Credit Agreement approximates carrying value due to the floating interest rates and relative short maturity (less than 90 days) of the revolving borrowings under this agreement. The fair value of the Company's \$11.0 million fixed rate senior notes was estimated at \$10.8 million at December 31, 2013 using market observable inputs for the Company's comparable peers with public debt, including quoted prices in active markets and interest rate measurements which are considered level 2 inputs.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk primarily consist of trade accounts receivable. The concentration of accounts receivable credit risk is generally limited based on the Company's diversified operations, with customers spread across many industries and countries. The Company's largest single customer in 2013 accounts for approximately 4% of total sales with only three other customers greater than 3%. Outside of the United States, only Canada, which accounted for approximately 8% of total sales, is significant to the Company's operations. In addition, management has established certain requirements that customers must meet before credit is extended. The financial condition of customers is continually monitored and collateral is usually not required. The Company evaluates the collectability of accounts receivable based on a combination of factors. In circumstances where the Company is aware of a specific customer's inability to meet its financial obligations, a specific allowance for doubtful accounts is recorded against amounts due to reduce the net recognized receivable to the amount the Company reasonably believes will be collected. Additionally, the Company also reviews historical trends for collectability in determining an estimate for its allowance for doubtful accounts. If economic circumstances change substantially, estimates of the recoverability of amounts due the Company could be reduced by a material amount. Expense related to bad debts was approximately \$1,098, \$817 and \$2,343 for the years 2013, 2012 and 2011, respectively. Deductions from the allowance for doubtful accounts, net of recoveries, was approximately \$1,408, \$1,425 and \$1,430, for the years 2013, 2012 and 2011, respectively.

Inventories

Inventories are stated at the lower of cost or market. Approximately 20 percent of our inventories are valued using the last-in, first-out ("LIFO") method of determining cost. All other inventories are valued at the first-in, first-out ("FIFO") method of determining cost.

If the FIFO method of inventory cost valuation had been used exclusively by the Company, inventories would have been \$8.1 million, \$8.7 million and \$9.6 million higher than reported at December 31, 2013, 2012 and 2011. The liquidation of LIFO inventories decreased cost of sales and increased income before taxes by less than \$0.1 million in 2013, and \$0.4 million and \$0.8 million in 2012 and 2011, respectively.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued) (Dollar amounts in thousands, except where otherwise indicated)

Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and amortization. The Company provides for depreciation and amortization on the basis of the straight-line method over the estimated useful lives of the assets as follows:

Buildings	20 to 40 years
Machinery and Equipment	3 to 10 years
Vehicles	1 to 3 years
Leasehold Improvements	5 to 10 years

At December 31, 2013, the Company had approximately \$3.2 million of capitalized software costs included in machinery and equipment on the accompanying Consolidated Statements of Financial Position. Amortization expense related to capitalized software costs was approximately \$0.1 million in 2013.

Long-Lived Assets

The Company reviews its long-lived assets and identifiable intangible assets with finite lives for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Determination of potential impairment related to assets to be held and used is based upon undiscounted future cash flows resulting from the use and ultimate disposition of the asset. For assets held for disposal, the amount of potential impairment may be based upon appraisal of the asset, estimated market value of similar assets or estimated cash flow from the disposition of the asset.

During 2013, the Lawn and Garden segment restructuring plan included reopening a manufacturing plant in Sparks, Nevada in order to lower the Company's costs to serve the West Coast market and position the segment for future growth. As of July 2013, the facility was no longer actively marketed for sale and the Company reclassified \$5.0 million from held for sale to property, plant, and equipment in the Consolidated Statements of Financial Position. Depreciation expense recapture of \$1.3 million for this facility was recorded in 2013.

In addition, during 2013 a facility located in Dawson Springs, Kentucky, with a net book value of approximately \$0.7 million previously classified as held for sale, was placed back into service in accordance with ASC 360 *Property, Plant and Equipment* as the assets did not meet the held for sale criteria.

Revenue Recognition

The Company recognizes revenues from the sale of products, net of actual and estimated returns, at the point of passage of title and risk of loss, which is generally at time of shipment, and collectability of the fixed or determinable sales price is reasonably assured.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued) (Dollar amounts in thousands, except where otherwise indicated)

Accumulated Other Comprehensive Income

As of December 31, 2013 and 2012, the balance in the Company's accumulated other comprehensive income are as follows:

	Foreign Currency	Defined Benefit Pension Plans	Total
Balance at January 1, 2012	\$ 9,994	\$(2,700)	\$ 7,294
Other comprehensive income before reclassifications*	2,791	638	3,429
Amounts reclassified from accumulated other comprehensive income*	—	(80)	(80)
Net current-period other comprehensive income	2,791	558	3,349
Balance at December 31, 2012	12,785	(2,142)	10,643
Other comprehensive income before reclassifications	(9,292)	1,681	(7,611)
Amounts reclassified from accumulated other comprehensive income	—	(605)	(605)
Net current-period other comprehensive income	(9,292)	1,076	(8,216)
Balance at December 31, 2013	<u>\$ 3,493</u>	<u>\$(1,066)</u>	<u>\$ 2,427</u>

* Presented for comparative purposes only.

Shipping and Handling

Shipping and handling expenses are primarily classified as selling expenses in the accompanying Consolidated Statements of Income. The Company incurred shipping and handling costs of approximately \$32.4 million, \$32.2 million and \$26.6 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Stock Based Compensation

The Company has stock plans that provide for the granting of stock-based compensation to employees and to non-employee directors. Shares are issued upon exercise from authorized, unissued shares. The Company records the costs of the plan under the provisions of ASC 718, *Compensation — Stock Compensation*. For transactions in which we obtain employee services in exchange for an award of equity instruments, we measure the cost of the services based on the grant date fair value of the award. The Company recognizes the cost over the period during which an employee is required to provide services in exchange for the award, referred to as the requisite service period (usually the vesting period).

Income Taxes

Income taxes are accounted for under the liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases and operating loss

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued) (Dollar amounts in thousands, except where otherwise indicated)

and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those differences are expected to be received or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company evaluates its tax positions in accordance with ASC 740 *Income Taxes* (ASC 740). ASC 740 provides detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in an enterprise's financial statements. Income tax positions must meet a more-likely-than-not recognition threshold at the effective date to be recognized under ASC 740. The Company recognizes potential accrued interest and penalties related to unrecognized tax benefits within operations as income tax expense.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents. Cash equivalents are stated at cost, which approximates market value. The Company maintains operating cash and reserves for replacement balances in financial institutions which, from time to time, may exceed federally insured limits. The Company periodically assesses the financial condition of these institutions and believes that the risk of loss is minimal.

Cash flows used in investing activities excluded \$0.5 million, \$0.4 million and \$1.8 million of accrued capital expenditures in 2013, 2012 and 2011, respectively.

2. Goodwill and Intangible Assets

The Company is required to test for impairment on at least an annual basis. The Company conducted its annual impairment assessment as of October 1. In addition, the Company tests for impairment whenever events or circumstances indicate that it is more likely than not that the fair value of a reporting unit is below its carrying amount. Such events may include, but are not limited to, significant changes in economic and competitive conditions, the impact of the economic environment on the Company's customer base or its businesses, or a material negative change in its relationships with significant customers.

In accordance with ASU No. 2011-08, *Intangibles—Goodwill and Other* (Topic 350), the Company first performs a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If the Company concludes that this is the case, it must perform the two-step test. Otherwise the Company does not perform the two-step test. In evaluating goodwill for impairment using the two-step test, the Company uses a combination of valuation techniques primarily using discounted cash flows to determine the fair values of its business reporting units and market based multiples as supporting evidence. The variables and assumptions used, all of which are level 3 fair value inputs, include the projections of future revenues and expenses, working capital, terminal values, discount rates and long term growth rates. The market multiples observed in sale transactions are determined separately for each reporting unit are based on the weighted average cost of capital determined for each of the Company's reporting units, and ranged from 9.3% to 12.3% in 2013. In addition we make certain judgments about the selection of comparable companies used in determining market multiples in valuing our business units, as well as certain assumptions to allocate shared assets and liabilities to calculate values for each of our business units. The underlying assumptions used are based on historical actual experience and

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued)
(Dollar amounts in thousands, except where otherwise indicated)

future expectations that are consistent with those used in the Company's strategic plan. The Company compares the fair value of each of its reporting units to their respective carrying values, including related goodwill. We also compare our book value and the estimates of fair value of the reporting units to our market capitalization as of and at dates near the annual testing date. Management uses this comparison as additional evidence of the fair value of the Company, as our market capitalization may be suppressed by other factors such as the control premium associated with a controlling shareholder, our leverage or general expectations regarding future operating results and cash flows. In situations where the implied value of the Company under the Income or Market Approach are significantly different than our market capitalization we re-evaluate and adjust, if necessary, the assumptions underlying our Income and Market Approach models. Our estimate of the fair values of these business units, and the related goodwill, could change over time based on a variety of factors, including the aggregate market value of the Company's common stock, actual operating performance of the underlying businesses or the impact of future events on the cost of capital and the related discount rates used.

The changes in the carrying amount of goodwill for the years ended December 31, 2013 and 2012 is as follows:

	<u>Distribution</u>	<u>Engineered Products</u>	<u>Material Handling</u>	<u>Lawn and Garden</u>	<u>Total</u>
January 1, 2012	\$214	\$707	\$34,279	\$9,466	\$44,666
Acquisitions	—	—	16,240	—	16,240
Foreign currency translation	—	—	2	148	150
December 31, 2012	214	707	50,521	9,614	61,056
Reclassification of prepaid asset from Novel acquisition	—	—	1,028	—	1,028
Foreign currency translation	—	—	(1,199)	(243)	(1,442)
December 31, 2013	<u>\$214</u>	<u>\$707</u>	<u>\$50,350</u>	<u>\$9,371</u>	<u>\$60,642</u>

Intangible assets other than goodwill primarily consist of trade names, customer relationships, patents, and technology assets established in connection with acquisitions. These intangible assets, other than certain trade names, are amortized over their estimated useful lives. The Company performs an annual impairment assessment for the indefinite lived trade names which had a carrying value of \$6,503 and \$6,993 at December 31, 2013 and 2012, respectively. In performing this assessment the Company uses an income approach, based primarily on level 3 inputs, to estimate the fair value of the trade name. The Company records an impairment charge if the carrying value of the trade name exceeds the estimated fair value at the date of assessment. Estimated annual amortization expense for intangible assets with finite lives for the next five years is: \$3,004 in 2014; \$2,899 in 2015; \$2,898 in 2016, \$1,989 in 2017 and \$1,540 in 2018.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued) (Dollar amounts in thousands, except where otherwise indicated)

Intangible assets at December 31, 2013 and 2012 consisted of the following:

	Weighted Average Useful Life (years)	2013			2012		
		Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Trade Names . . .	6.3	\$ 6,783	\$ (78)	\$ 6,705	\$ 7,273	\$ (46)	\$ 7,227
Customer Relationships . .	5.0	17,159	(10,841)	6,318	18,702	(10,163)	8,539
Technology	8.1	5,502	(918)	4,584	7,837	(2,433)	5,404
Patents	3.2	10,900	(7,448)	3,452	10,900	(6,359)	4,541
Non-Compete . . .	1.0	261	(205)	56	569	(441)	128
		<u>\$40,605</u>	<u>\$(19,490)</u>	<u>\$21,115</u>	<u>\$45,281</u>	<u>\$(19,442)</u>	<u>\$25,839</u>

3. Net Income Per Common Share

Net income per common share, as shown on the Consolidated Statements of Income, is determined on the basis of the weighted average number of common shares outstanding during the periods as follows:

	2013	2012	2011
Weighted average common shares outstanding:			
Basic	33,588,720	33,597,020	34,584,558
Dilutive effect of stock options and restricted stock	454,705	512,212	158,985
Weighted average common shares outstanding diluted	<u>34,043,425</u>	<u>34,109,232</u>	<u>34,743,543</u>

Options to purchase 123,900, 212,000 and 1,105,229 shares of common stock that were outstanding at December 31, 2013, 2012 and 2011, respectively, were not included in the computation of diluted earnings per share as the exercise prices of these options was greater than the average market price of common shares.

4. Acquisitions

In October 2012, the Company acquired 100% of the stock of Jamco Products Inc. ("Jamco"), an Illinois corporation that is a leading designer and manufacturer of heavy-duty industrial steel carts and safety cabinets used across many markets. The total purchase price was approximately \$15.1 million in cash, net of \$0.1 million of cash acquired.

Jamco's assets and liabilities are recorded at fair value as of the date of acquisition using primarily level 2 and level 3 fair value inputs. Intangible assets included in the acquisition of Jamco are trade name of \$1.2 million, technology of \$2.0 million, non-compete agreement of \$0.1 million and customer relationships of \$2.4 million. The technology, non-compete agreement and customer relationships are subject to amortization and have estimated useful lives of ten, two and six years, respectively. The Jamco trade name has an indefinite life and will be subject to periodic (at least annual) evaluation for impairment.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued)
(Dollar amounts in thousands, except where otherwise indicated)

In July 2012, the Company acquired 100% of the stock of Plasticos Novel do Nordeste S.A. ("Novel"), a Brazil-based designer and manufacturer of reusable plastic crates and containers used for closed-loop shipping and storage. Novel also produces a diverse range of plastic industrial safety products. The total purchase price was \$30.9 million, which includes a cash payment of \$3.4 million, net of \$0.6 million of cash acquired, assumed debt of approximately \$26.0 million and contingent consideration of \$0.9 million based on an earnout. A majority of the debt was repaid shortly after acquisition. The contingent consideration is contingent upon the results of Novel exceeding predefined earnings before interest, taxes, depreciation and amortization over the following four years.

Novel's assets and liabilities are recorded at fair value as of the date of acquisition using primarily level 3 fair value inputs. Intangible assets included in the acquisition of Novel include trade name of \$1.6 million, know-how of \$1.8 million and customer relationships of \$2.4 million. The know-how and customer relationships are subject to amortization and have estimated useful lives of ten and six years, respectively. The Novel trade name has an indefinite life and will be subject to periodic (at least annual) evaluation for impairment.

The operating results of both businesses acquired have been included in our Material Handling Segment since the date of acquisition. The allocation of the purchase price and the estimated goodwill, which is not deductible for income tax purposes, and other intangibles are as follows:

	<u>Novel</u>	<u>Jamco</u>
Assets acquired:		
Current assets, excluding cash acquired	\$11,884	\$ 5,019
Property, plant & equipment	13,636	2,559
Other long-term assets	<u>6,944</u>	<u>5,711</u>
Assets acquired, less cash	\$32,464	\$13,289
Liabilities assumed:		
Current liabilities	\$ 6,742	\$ 2,112
Debt	26,028	—
Long-term liabilities	<u>6,097</u>	<u>3,498</u>
Total liabilities assumed	38,867	5,610
Goodwill	<u>9,832</u>	<u>7,435</u>
Total consideration, less cash acquired	<u>\$ 3,429</u>	<u>\$15,114</u>

The Consolidated Statement of Income for the Company for the year ended December 31, 2012 following the acquisition of Novel effective July 1, 2012 and Jamco on October 1, 2012 included total revenues of \$21.5 million and net income of \$0.2 million. Transactional costs of approximately \$0.9 million were incurred during the year and are included in general and administrative expenses in the Consolidated Statements of Income in 2012.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued)
(Dollar amounts in thousands, except where otherwise indicated)

The following unaudited pro forma information presents a summary of consolidated results of operations for the Company including Novel and Jamco as if the acquisitions had occurred on January 1, 2012.

	2012
Net sales	\$820,649
Cost of sales	596,178
Gross profit	224,471
Selling, general & administrative expenses	168,794
Operating income	55,677
Interest expense, net	7,333
Income before taxes	48,344
Income taxes	17,784
Net income	\$ 30,560
Income per basic share	\$ 0.91
Income per diluted share	\$ 0.90

These unaudited pro forma results have been prepared for comparative purposes only and may not be indicative of results of operations which actually would have occurred had the acquisitions taken place on January 1, 2012 or indicative of future results.

In July 2011, the Company acquired tooling assets and intellectual property for a new reusable plastic container used in producing, shipping and processing bulk natural cheese from Material Improvements L.P. The total purchase price was \$5.7 million, comprised of a \$1.1 million cash payment and \$4.6 million contingent consideration of which less than \$0.1 million has been paid as of December 31, 2013. The contingent consideration was reduced by approximately \$1.2 million due to a change in projections used to estimate the value of the liability at December 31, 2013. The allocation of purchase price included \$0.3 million of property, plant and equipment, amortizable intangible assets, which included \$1.3 million in technology and \$0.2 million for trade name, and \$3.9 million in goodwill. These assets and liabilities incurred were recorded at estimated fair value as of the date of the acquisition using primarily level 3 inputs. The consolidated operating results of the business acquired have been included in our Material Handling Segment since the date of acquisition.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued) **(Dollar amounts in thousands, except where otherwise indicated)**

5. Restructuring

The charges related to various restructuring programs implemented by the Company are included in selling, general and administrative ("SG&A") expenses and cost of sales depending on the type of cost incurred. The restructuring charges are presented in the following table.

Segment	2013			2012			2011		
	Cost of sales	Selling, general and administrative	Total	Cost of sales	Selling, general and administrative	Total	Cost of sales	Selling, general and administrative	Total
Distribution	\$ —	\$ 194	\$ 194	\$ —	\$ 727	\$ 727	\$ —	\$2,060	\$2,060
Lawn and Garden	6,135	2,428	8,563	—	487	487	—	687	687
Engineered Products	240	—	240	1,198	—	1,198	724	—	724
Material Handling	178	47	225	—	—	—	—	—	—
Corporate	—	17	17	—	318	318	—	—	—
Total	<u>\$6,553</u>	<u>\$2,686</u>	<u>\$9,239</u>	<u>\$1,198</u>	<u>\$1,532</u>	<u>\$2,730</u>	<u>\$724</u>	<u>\$2,747</u>	<u>\$3,471</u>

In 2013, the Lawn and Garden Segment announced a restructuring plan that details the closure of two manufacturing plants: one in Brantford, Ontario and the second in Waco, Texas. The restructuring actions include closure, relocation and employee related costs. The Lawn and Garden Segment incurred \$8.6 million of restructuring charges for severance costs and facility closure and relocation fees mainly attributable to the closure of two manufacturing plants. The majority of the benefits are planned to be realized throughout 2014 and 2015 in decreased labor, overhead, plant and freight costs.

The Lawn and Garden Segment restructuring plan also included reopening a manufacturing plant in Sparks, Nevada in order to lower the Company's costs to serve the West Coast market and position the segment for future growth. As of July 2013, the facility was no longer actively marketed for sale and was reclassified from held for sale to property, plant, and equipment in the Consolidated Statements of Financial Position. In addition to restructuring charges incurred, the Lawn and Garden segment recorded depreciation expense recapture of \$1.3 million for this facility during 2013.

In addition, during 2013 the Distribution Segment recorded restructuring costs of \$0.2 million related to branch closure and severance costs. Restructuring charges of \$0.2 million were recorded in the Engineered Products Segment mainly attributable to the disposal of equipment related to facility closure. The Material Handling Segment incurred costs of \$0.2 million related to severance.

In 2012, restructuring costs of \$0.7 million for severance and non-cancelable lease costs were offset by a gain of \$0.8 million on the sale of four facilities in the Distribution Segment. In addition, \$1.2 million of restructuring charges were recorded in the Engineered Products Segment related to non-cancelable lease costs and termination charges. The Lawn and Garden Segment had \$0.5 million of restructuring charges for severance costs incurred. The Corporate costs included \$0.3 million of restructuring charges related to severance costs.

In 2011, restructuring costs of \$2.1 million for severance and non-cancelable lease costs were offset by a gain of \$0.7 million on the sale of facilities in the Distribution Segment. In addition, \$0.3 million of restructuring charges were recorded in the Engineered Products Segment related to non-

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued) (Dollar amounts in thousands, except where otherwise indicated)

cancelable lease costs and \$0.4 million of costs related to mold remediation for a closed facility were recorded in the fourth quarter. In the Lawn and Garden Segment, a \$0.3 million write-down for an idle manufacturing facility was recorded in the first quarter and severance costs of \$0.4 million were recorded in the fourth quarter related to restructuring.

The accrued liability balance for severance and other exit costs associated with restructuring are presented in the following table.

	Severance and Personnel	Other Exit Costs	Total
Balance at January 1, 2011	\$ —	\$ 763	\$ 763
Provision	1,102	2,369	3,471
Reversal	—	(285)	(285)
Less: Payments	(1,102)	(2,242)	(3,344)
Balance at December 31, 2011	—	605	605
Provision	1,102	1,628	2,730
Less: Payments	(784)	(2,233)	(3,017)
Balance at December 31, 2012	318	—	318
Provision	2,991	6,248	9,239
Less: Payments	(1,366)	(4,677)	(6,043)
Balance at December 31, 2013	<u>\$ 1,943</u>	<u>\$ 1,571</u>	<u>\$ 3,514</u>

Accrued severance and personnel costs associated with restructuring of \$1.9 million at December 31, 2013 and \$0.3 million at December 31, 2012 are included in accrued expenses on the accompanying Consolidated Statements of Financial Position. Other exit costs of \$1.6 million at December 31, 2013 associated with restructuring are included in accounts payable on the accompanying Consolidated Statements of Financial Position.

6. Other Accrued Expenses

As of December 31, 2013 and 2012, the balance in other accrued expenses is comprised of the following:

	2013	2012
Deposits and amounts due to customers	\$10,194	\$10,255
Dividends payable	3,174	191
Other accrued expenses	6,619	8,793
	<u>\$19,987</u>	<u>\$19,239</u>

7. Stock Compensation

The Company's 2008 Incentive Stock Plan (the "2008 Plan") authorizes the Compensation Committee of the Board of Directors to issue up to 3,000,000 shares of various types of stock based awards including stock options, restricted stock and stock appreciation rights to key employees and directors. In general, options granted and outstanding vest over a three year period and expire ten years from the date of grant.

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Notes to Consolidated Financial Statements — (Continued)
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The following tables summarize stock option activity in the past three years:

Options granted in 2013, 2012 and 2011:

Year	Options	Exercise Price
2013	323,400	\$ 14.77
2012	323,950	\$ 12.96
2011	365,025	\$10.10 to \$10.28

Options exercised in 2013, 2012 and 2011:

Year	Options	Exercise Price
2013	503,321	\$8.00 to \$18.62
2012	288,794	\$8.00 to \$12.55
2011	59,031	\$8.00 to \$12.55

In addition, options totaling 164,528, 113,913 and 153,426 expired or were forfeited during the years ended December 31, 2013, 2012 and 2011, respectively.

Options outstanding and exercisable at December 31, 2013, 2012 and 2011 were as follows:

Year	Outstanding	Range of Exercise Prices	Exercisable	Weighted Average Exercise Price
2013	1,574,572	\$9.00 to \$18.62	1,057,694	\$11.48
2012	1,919,021	\$8.00 to \$18.62	1,355,112	\$11.63
2011	1,997,778	\$8.00 to \$18.62	1,429,040	\$11.75

Stock compensation expense reduced income before taxes approximately \$2,557, \$2,708 and \$2,595 for the years ended December 31, 2013, 2012, and 2011, respectively. These expenses are included in selling, general and administrative expenses in the accompanying Consolidated Statements of Income. Total unrecognized compensation cost related to non-vested share based compensation arrangements at December 31, 2013 was approximately \$3,309 which will be recognized over the next three years, as such compensation is earned.

The fair value of options granted is estimated using an option pricing model based on assumptions set forth in the following table. The Company uses historical data to estimate employee exercise and departure behavior. The risk free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant and through the expected term. The dividend yield is based on the Company's historical dividend yield. The expected volatility is derived from historical volatility of the Company's shares and those of similar companies measured against the market as a whole. In 2013 and 2012, the Company used the binomial lattice option pricing model based on assumptions set forth in the following table. There is no material difference in the valuation of these options using prior models.

	2013	2012	2011
Risk free interest rate	1.86%	2.00%	3.79%
Expected dividend yield	2.40%	2.20%	2.90%
Expected life of award (years)	7.0	5.4	6.0
Expected volatility	50.00%	50.00%	50.72%
Fair value per option share	\$ 5.39	\$ 4.93	\$ 3.69

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued)
(Dollar amounts in thousands, except where otherwise indicated)

The following table provides a summary of stock option activity for the period ended December 31, 2013:

	<u>Shares</u>	<u>Average Exercise Price</u>	<u>Weighted Average Life</u>	<u>Aggregate Intrinsic Value</u>
Outstanding at December 31, 2012	1,919,021	\$11.63		
Options Granted	323,400	14.77		
Options Exercised	(503,321)	11.34		
Canceled or Forfeited	<u>(164,528)</u>	<u>13.89</u>		
Outstanding at December 31, 2013	<u>1,574,572</u>	<u>12.14</u>	<u>5.98 years</u>	<u>\$14,142</u>
Exercisable at December 31, 2013	<u>1,057,694</u>	<u>\$11.48</u>	<u>4.73 years</u>	<u>\$10,194</u>

The intrinsic value of a stock option is the amount by which the market value of the underlying stock exceeds the exercise price of the option. The intrinsic value of stock options exercised in 2013, 2012 and 2011 was \$2,588, \$1,502 and \$117, respectively.

The following table provides a summary of restricted stock activity for the period ended December 31, 2013:

	<u>Shares</u>	<u>Average Grant-Date Fair Value</u>
Unvested shares at December 31, 2012	363,125	
Granted	169,100	\$14.77
Vested	(112,000)	10.02
Forfeited	<u>(144,700)</u>	<u>14.00</u>
Unvested shares at December 31, 2013	<u>275,525</u>	<u>\$12.99</u>

Restricted stock units are rights to receive shares of common stock, subject to forfeiture and other restrictions, which vest over a two or three year period. Restricted shares are considered to be non-vested shares under the accounting guidance for share-based payment and are not reflected as issued and outstanding shares until the restrictions lapse. At that time, the shares are released to the grantee and the Company records the issuance of the shares. Restricted stock awards are valued based on the market price of the underlying shares on the grant date. Compensation expense is recognized on a straight-line basis over the requisite service period. At December 31, 2013, restricted stock awards had vesting periods up through March 2016.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued) **(Dollar amounts in thousands, except where otherwise indicated)**

8. Contingencies

The Company is a defendant in various lawsuits and a party to various other legal proceedings, in the ordinary course of business, some of which are covered in whole or in part by insurance.

New Idria Mercury Mine

Effective October 2011, the U.S. Environmental Protection Agency ("EPA") added the New Idria Mercury Mine site located near Hollister, California to the Superfund National Priorities List because of alleged contaminants discharged to California waterways. The New Idria Quicksilver Mining Company, founded in 1936, and later renamed the New Idria Mining & Chemical Company ("NIMCC") owned and/or operated the New Idria Mine through 1976. In 1981 NIMCC was merged into Buckhorn Metal Products Inc. and subsequently acquired by Myers Industries in 1987. The EPA contends that past mining operations have resulted in mercury contamination and acid mine drainage at the mine site, in the San Carlos Creek, Silver Creek and a portion of Panoche Creek and that other downstream locations may also be impacted.

Since Buckhorn Inc. may be a potentially responsible party ("PRP") of the New Idria Mercury Mine, the Company recognized an expense of \$1.9 million, on an undiscounted basis, in 2011 related to performing a remedial investigation and feasibility study to determine the extent of remediation and the screening of alternatives. Payments of approximately \$0.6 million have been incurred and charged against the reserve classified in Other Liabilities on the Consolidated Statements of Financial Position as of December 31, 2013. As investigation and remediation proceed, it is likely that adjustments to the reserved expense will be necessary to reflect new information. Estimates of the Company's liability are based on current facts, laws, regulations and technology. Estimates of the Company's environmental liabilities are further subject to uncertainties regarding the nature and extent of site contamination, the range of remediation alternatives available, evolving remediation standards, imprecise engineering evaluation and cost estimates, the extent of corrective actions that may be required, the number and financial condition of other PRPs as well as the extent of their responsibility for the remediation, and the availability of insurance coverage for these expenses. At this time, further remediation cost estimates are not known and have not been prepared.

In November 2011 the EPA completed an interim removal project at the New Idria Mercury Mine site. It is expected this removal action will be part of the final remediation strategy for the site. According to informal reports, EPA's interim removal project costs were approximately \$0.5 million. It is possible that at some future date the EPA will seek recovery of the costs of this work from PRPs.

California Regional Water Quality Control Board

A number of parties, including the Company and its subsidiary, Buckhorn Inc. ("Buckhorn"), were identified in a planning document adopted in October 2008 by the California Regional Water Quality Control Board, San Francisco Bay Region ("RWQCB"). The planning document relates to the presence of mercury, including amounts contained in mining wastes, in and around the Guadalupe River Watershed ("Watershed") region in Santa Clara County, California. Buckhorn has been alleged to be a successor in interest to NIMCC which owned property and performed mining operations in a portion of the Watershed area. The Company has not been contacted by the RWQCB or by other parties who have been involved in Watershed clean-up efforts that have been initiated as a result of the adoption of this planning document. Although assertion of a claim by the RWQCB or an other party involved in this clean up effort is reasonably possible, it is not possible at this time to estimate the amount of any obligation the Company may incur for these cleanup efforts within the Watershed region, or whether such cost would be material to the Company's financial statements.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued) (Dollar amounts in thousands, except where otherwise indicated)

When management believes that a loss arising from these matters is probable and can reasonably be estimated, we record the amount of the estimated loss, or the minimum estimated liability when the loss is estimated using a range, and no point within the range is more probable of occurrence than another. As additional information becomes available, any potential liability related to these matters will be assessed and the estimates will be revised, if necessary.

Based on current available information, management believes that the ultimate outcome of these matters will not have a material adverse effect on our financial position, cash flows or overall trends in our results of operations. However, these matters are subject to inherent uncertainties, and unfavorable rulings could occur. If an unfavorable ruling were to occur, there exists the possibility of a material adverse impact on the financial position and results of operations of the period in which the ruling occurs, or in future periods.

9. Long-Term Debt and Loan Agreements

Long-term debt at December 31, 2013 and 2012 consisted of the following:

	2013	2012
Loan Agreement	\$34,200	\$57,814
Senior Unsecured Notes due 2024	11,000	—
Senior Unsecured Notes due 2013	—	35,000
	45,200	92,814
Less unamortized deferred financing costs	853	—
	\$44,347	\$92,814

On December 13, 2013, the Company entered into a Fourth Amended and Restated Loan Agreement (the "Loan Agreement"). The agreement provides for a \$200 million senior revolving credit facility expiring on December 13, 2018, which replaced the existing \$180 million facility. Amounts borrowed under the Loan Agreement were used to replace the amounts outstanding under the existing \$180 million loan agreement, working capital and general corporate purposes, and the repayment of our \$35 million of 6.81% Senior Unsecured Notes. Amounts borrowed under the agreement are secured by pledges of stock of certain of our foreign and domestic subsidiaries.

Under the terms of the Loan Agreement, the Company may borrow up to \$200 million, reduced for letters of credit issued. As of December 31, 2013 the Company had \$161.2 million available under the Loan Agreement. The Company also had \$4.6 million of letters of credit issued related to insurance and other financing contracts in the ordinary course of business at December 31, 2013. Borrowings under the Loan Agreement bear interest at the LIBOR rate, prime rate, federal funds effective rate, the Canadian deposit offered rate, or the eurocurrency reference rate depending on the type of loan requested by the Company, in each case plus the applicable margin as set forth in the Loan Agreement. The average interest rate on borrowings under our loan agreements were 3.71% percent at December 31, 2013 and 3.81% percent at December 31, 2012, which includes a quarterly facility fee on the used and unused portion.

On October 22, 2013, the Company entered into a note purchase agreement for the private placement of Senior Unsecured Notes totaling \$100 million with a group of investors. The four series of notes range in face value from \$11 million to \$40 million, with interest rates ranging from 4.67% to

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued) (Dollar amounts in thousands, except where otherwise indicated)

5.45%, payable semiannually, and expiring between 2021 and 2026. At December 31, 2013, the Company had received \$11 million of its 5.25% Senior Unsecured Notes due January 15, 2024 under the note purchase agreement. The remaining proceeds of \$89 million under the note purchase agreement were subsequently received in January 2014.

Long-term debt of \$44.3 million at December 31, 2013 includes \$0.9 million of unamortized deferred financing costs, which is accounted for as a debt valuation account. Amounts outstanding at December 31, 2013 under the Loan Agreement and note purchase agreement mature in 2018 and 2024, respectively.

In December 2013, the Company repaid the remaining \$35 million of 6.81% Senior Unsecured Notes that were issued under the December 2003 \$100 million Senior Unsecured Notes purchase agreement through available cash and proceeds received from the Loan Agreement.

As of December 31, 2013, the Company was in compliance with all of its debt covenants associated with its Loan Agreement and Senior Unsecured Notes. The significant financial covenants include an interest coverage ratio, defined as earnings before interest and taxes divided by interest expense, and a leverage ratio, defined as earnings before interest, taxes, depreciation, and amortization, as adjusted, compared to total debt. The ratios as of December 31, 2013 are shown in the following table:

	<u>Required Level</u>	<u>Actual Level</u>
Interest Coverage Ratio	3.00 to 1 (minimum)	20.72
Leverage Ratio	3.25 to 1 (maximum)	0.53

10. Retirement Plans

The Company and certain of its subsidiaries have pension and profit sharing plans covering substantially all of their employees. The Company's frozen defined benefit pension plan ("The Pension Agreement between Akro-Mils and United Steelworkers of America Local No. 1761-02") provides benefits primarily based upon a fixed amount for each year of service as defined.

Net periodic pension cost for the years ended December 31, 2013, 2012 and 2011 was as follows:

	<u>2013</u>	<u>2012</u>	<u>2011</u>
	<u>Underfunded</u>	<u>Underfunded</u>	<u>Underfunded</u>
Interest cost	\$ 259	\$ 287	\$ 303
Expected return on assets	(333)	(236)	(235)
Amortization of net loss	111	101	64
Net periodic pension cost	<u>\$ 37</u>	<u>\$ 152</u>	<u>\$ 132</u>

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued)
(Dollar amounts in thousands, except where otherwise indicated)

The reconciliation of changes in projected benefit obligations are as follows:

	<u>2013</u>	<u>2012</u>
Accumulated benefit obligation at beginning of year	\$7,109	\$6,591
Interest cost	259	287
Actuarial (gain) loss	(738)	670
Expenses paid	(74)	(31)
Benefits paid	<u>(406)</u>	<u>(408)</u>
Accumulated benefit obligation at end of year	<u>\$6,150</u>	<u>\$7,109</u>

The assumptions used to determine the net periodic benefit cost and benefit obligations are as follows:

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Discount rate for net periodic pension cost	3.75%	4.50%	5.25%
Discount rate for benefit obligations	4.70%	3.75%	4.50%
Expected long-term return of plan assets	8.00%	8.00%	8.00%

The expected long-term rate of return assumption is based on the actual historical rate of return on assets adjusted to reflect recent market conditions and future expectations consistent with the Company's current asset allocation and investment policy. This policy provides for aggressive capital growth balanced with moderate income production. The inherent risks of equity exposure exists, however, returns generally are less volatile than maximum growth programs. The assumed discount rates represent long-term high quality corporate bond rates commensurate with the liability duration of its plan.

The following table reflects the change in the fair value of the plan's assets:

	<u>2013</u>	<u>2012</u>
Fair value of plan assets at beginning of year	\$4,528	\$3,731
Actual return on plan assets	1,165	575
Company contributions	364	661
Expenses paid	(74)	(31)
Benefits paid	<u>(406)</u>	<u>(408)</u>
Fair value of plan assets at end of year	<u>\$5,577</u>	<u>\$4,528</u>

The fair value of plan assets are all categorized as level 1 and were determined based on period end closing prices in active markets. The weighted average asset allocations at December 31, 2013 and 2012 are as follows:

	<u>2013</u>	<u>2012</u>
U.S. Equities securities	82%	79%
U.S. Debt securities	17%	20%
Cash	1%	1%
Total	<u>100%</u>	<u>100%</u>

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued)
(Dollar amounts in thousands, except where otherwise indicated)

The following table provides a reconciliation of the funded status of the plan at December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Projected benefit obligation	\$6,150	\$ 7,109
Plan assets at fair value	<u>5,577</u>	<u>4,528</u>
Funded status	<u>\$ (573)</u>	<u>\$(2,581)</u>

The funded status shown above is included in other long-term liabilities in the Company's Consolidated Statements of Financial Position at December 31, 2013 and 2012. The Company expects to make a contribution of \$318 to the plan in 2014.

Benefit payments projected for the plan are as follows:

2014	\$ 399
2015	382
2016	381
2017	376
2018	366
2019-2023	1,864

Effective January 1, 2012 the Company changed its profit sharing and 401(k) plan which included an increase in the Company's matching contributions and the frequency of the Company's match. The Myers Industries Profit Sharing and 401(k) Plan is maintained for the Company's U.S. based employees, not covered under defined benefit plans, who have met eligibility service requirements. The Company recognized expense related to the 401(k) employer matching contribution in the amount of \$2,802 and \$2,609 in 2013 and 2012, respectively. The Company recognized profit sharing plan expense of \$1,678 in 2011 and contributed that amount.

In addition, the Company has a Supplemental Executive Retirement Plan ("SERP") to provide certain participating senior executives with retirement benefits in addition to amounts payable under the 401(k) plan. (Income) expense related to the SERP was approximately \$(152), \$477, and \$784 for the years ended December 2013, 2012 and 2011, respectively. The SERP liability was based on the discounted present value of expected future benefit payments using a discount rate of 4.70% at December 31, 2013 and 3.75% at December 31, 2012. The SERP liability was approximately \$4,270 and \$4,843 at December 31, 2013 and 2012, respectively, and is included in Accrued Employee Compensation and Other Long-Term Liabilities on the accompanying Consolidated Statements of Financial Position. The SERP is unfunded.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued)
(Dollar amounts in thousands, except where otherwise indicated)

11. Leases

The Company and certain of its subsidiaries are committed under non-cancelable operating leases involving certain facilities and equipment. Aggregate rental expense for all leased assets was \$10,338, \$10,045 and \$10,372 for the years ended December 31, 2013, 2012 and 2011, respectively.

Future minimum rental commitments are as follows:

<u>Year Ended December 31,</u>	<u>Commitment</u>
2014	\$ 9,421
2015	7,856
2016	6,245
2017	4,542
2018	2,860
Thereafter	13,317
Total	<u>\$44,241</u>

12. Income Taxes

The effective tax rate was 34.0% in 2013, 36.7% in 2012 and 27.3% in 2011. A reconciliation of the Federal statutory income tax rate to the Company's effective tax rate is as follows:

	<u>Percent of Income before Income Taxes</u>		
	<u>2013</u>	<u>2012</u>	<u>2011</u>
Statutory Federal income tax rate	35.0%	35.0%	35.0%
State income taxes — net of Federal tax benefit	2.8	4.2	0.7
Foreign tax rate differential	0.2	0.5	0.4
Domestic production deduction	(3.2)	(2.9)	(3.5)
Non-deductible expenses	1.5	1.5	2.0
Changes in unrecognized tax benefits	0.4	(1.6)	(14.4)
Non-deductible goodwill	—	—	3.1
Foreign tax incentives	(2.2)	(1.2)	—
Valuation allowances	(0.1)	1.2	3.0
Other	(0.4)	—	1.0
Effective tax rate for the year	<u>34.0%</u>	<u>36.7%</u>	<u>27.3%</u>

Income before income taxes was attributable to the following sources:

	<u>2013</u>	<u>2012</u>	<u>2011</u>
United States	\$39,096	\$50,143	\$39,740
Foreign	295	(2,802)	(6,053)
Totals	<u>\$39,391</u>	<u>\$47,341</u>	<u>\$33,687</u>

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued)
(Dollar amounts in thousands, except where otherwise indicated)

Income tax expense (benefit) consisted of the following:

	2013		2012		2011	
	Current	Deferred	Current	Deferred	Current	Deferred
Federal	\$13,853	\$(1,479)	\$13,093	\$ 2,124	\$6,509	\$ 2,057
Foreign	1,573	(2,278)	297	(1,168)	612	(371)
State and local	2,116	(396)	2,937	96	1,906	(1,531)
	<u>\$17,542</u>	<u>\$(4,153)</u>	<u>\$16,327</u>	<u>\$ 1,052</u>	<u>\$9,027</u>	<u>\$ 155</u>

Significant components of the Company's deferred taxes as of December 31, 2013 and 2012 are as follows:

	2013	2012
Deferred income tax liabilities		
Property, plant and equipment	\$18,297	\$24,748
Tax-deductible goodwill	7,437	5,206
Non-deductible intangibles	4,135	5,069
State deferred taxes	1,148	1,487
Other	484	392
	<u>31,501</u>	<u>36,902</u>
Deferred income tax assets		
Compensation	6,104	6,243
Inventory valuation	765	806
Allowance for uncollectible accounts	1,007	967
Non-deductible accruals	2,116	3,820
Other	—	78
Net operating loss carryforwards	4,612	4,975
	<u>14,604</u>	<u>16,889</u>
Valuation Allowance	<u>(5,221)</u>	<u>(6,060)</u>
	<u>9,383</u>	<u>10,829</u>
Net deferred income tax liability	<u>\$22,118</u>	<u>\$26,073</u>

ASC 740 *Income Taxes* requires that deferred tax assets be reduced by a valuation allowance, if based on all available evidence, it is more likely than not that the deferred tax asset will not be realized. Available evidence includes the reversal of existing taxable temporary differences, future taxable income exclusive of temporary differences, taxable income in carryback years and tax planning strategies. During 2013, the valuation allowance decreased \$0.8 million due to changes in foreign currency of \$0.8 million and a decrease in the federal valuation for non-deductible expenses of \$0.2 million offset by the increase in the valuation allowance for current year losses of \$0.2 million. During 2012, the valuation allowance decreased \$22.1 million due to the expiration of \$26.1 million of valuation allowance associated with 2007 capital loss carryforwards offset by an increase of \$4.0 million from additional federal non-deductible expenses as well as foreign and state net operating losses from jurisdictions with uncertainty of future profitability. At December 31, 2013, the Company has deferred tax assets of \$4.6 million resulting from state and foreign net operating tax loss carryforwards of approximately \$24.4 million, with carryforward periods that expire starting in 2019.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued) (Dollar amounts in thousands, except where otherwise indicated)

No provision has been recorded for unremitted earnings of foreign subsidiaries as it is the Company's intention to indefinitely reinvest these earnings of these subsidiaries. Accordingly, at December 31, 2013, the Company had not recorded a deferred tax liability related to investments in its foreign subsidiaries that are essentially permanent in duration. The amount of such temporary differences was estimated to be approximately \$4.7 million and may become taxable in the U.S. upon a repatriation of assets or a sale or liquidation of the subsidiaries. It is not practical to estimate the related amount of unrecognized tax liability.

The following table summarizes the activity related to the Company's unrecognized tax benefits:

	2013	2012	2011
Balance at January 1	\$1,078	\$1,217	5,767
Increases related to current year tax positions	496	—	—
Increases related to acquired businesses	—	236	—
Increases related to previous year tax positions	—	580	395
Reductions due to lapse of applicable statute of limitations	(48)	(256)	(4,945)
Reduction due to settlements	(22)	(699)	—
Balance at December 31	<u>\$1,504</u>	<u>\$1,078</u>	<u>\$ 1,217</u>

The total amount of gross unrecognized tax benefits that would reduce the Company's effective tax rate was \$1.5 million, \$1.1 million and \$1.1 million at December 31, 2013, 2012 and 2011, respectively. The amount of accrued interest expense included as a liability within the Company's Consolidated Statements of Financial Position was \$0.1 million as of December 31, 2013, 2012 and 2011, respectively. The December 31, 2013 balance of unrecognized tax benefits includes approximately \$0.4 million of unrecognized tax benefits for which it is reasonably possible that they will be recognized within the next twelve months. This amount represents a decrease in unrecognized benefits related to state income tax audits, and expiring statutes in U.S. Federal, state, and Non-U.S. jurisdictions.

The Company and its subsidiaries file U.S. Federal, state and local, and non-U.S. income tax returns. As of December 31, 2013 the Company is no longer subject to U.S. Federal, state and local examinations by tax authorities for tax years before 2011 and 2009, respectively. In addition, the Company is subject to non-U.S. income tax examinations for tax years of 2008 through 2013.

13. Industry Segments

Using the criteria of ASC 280 *Segment Reporting*, the Company has four operating segments: Material Handling, Lawn and Garden, Distribution and Engineered Products. Each of these operating segments is also a reportable segment under the ASC 280 criteria.

None of the reportable segments include operating segments that have been aggregated. Some of these segments contain individual business components that have been aggregated on the basis of common management, customers, products, production processes and other economic characteristics. The Company accounts for intersegment sales and transfers at cost plus a specified mark-up.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued)
(Dollar amounts in thousands, except where otherwise indicated)

The Material Handling Segment includes a broad selection of plastic reusable containers, pallets, small parts bins, bulk shipping containers, and storage and organization products. This segment conducts its primary operations in the United States, but also operates in Canada and Brazil. Markets served encompass various niches of industrial manufacturing, food processing, retail/wholesale products distribution, agriculture, automotive, healthcare, appliance, bakery, electronics, textiles, consumer, and others. Products are sold both directly to end-users and through distributors.

The Lawn and Garden Segment serves the North American horticultural market with plastic products such as seedling trays, nursery pots, hanging baskets, and custom printed containers, as well as decorative resin planters. Markets/customers include professional growers, greenhouses, nurseries, retail garden centers, mass merchandisers, and consumers.

The Distribution Segment is engaged in the distribution of equipment, tools, and supplies used for tire servicing and automotive undervehicle repair. The product line includes categories such as tire valves and accessories, tire changing and balancing equipment, lifts and alignment equipment, service equipment and tools, and tire repair/retread supplies. The Distribution Segment operates domestically through sales offices, and four regional distribution centers in the United States and in foreign countries through export sales. In addition, the Distribution Segment operates directly in certain foreign markets, principally Canada and Central America, through foreign branch operations. Markets served include retail and truck tire dealers, commercial auto and truck fleets, auto dealers, general service and repair centers, tire retreaders, and government agencies.

The Engineered Products Segment engineers and manufactures plastic and rubber original equipment and replacement parts, rubber tire repair and retread products, and a diverse array of custom plastic and rubber products. Representative products include: plastic HVAC ducts, water/waste storage tanks, and interior/exterior vehicle trim components; rubber air intake hoses, vibration isolators, emissions tubing assemblies, and trailer bushings; and custom products such as plastic tool boxes and calendered rubber sheet stock. This segment serves a diverse group of niche markets including automotive, recreational vehicle, recreational marine, construction and agriculture equipment, healthcare, and transportation.

MYERS INDUSTRIES, INC. AND SUBSIDIARIES.

Notes to Consolidated Financial Statements — (Continued) (Dollar amounts in thousands, except where otherwise indicated)

Total sales from foreign business units and export to countries outside the U.S. were approximately \$142.3 million, \$127.6 million, and \$107.0 million for the years ended December 31, 2013, 2012 and 2011, respectively. Sales made to customers in Canada accounted for approximately 8% of total net sales in 2013 and 9% in both 2012 and 2011. There are no other individual foreign countries for which sales are material. Long-lived assets in foreign countries, consisting of property, plant and equipment, were approximately \$19.7 million at December 31, 2013 and \$32.4 million at December 31, 2012. The decrease in long-lived assets in foreign countries is the result of assets transferred to our U.S. Lawn & Garden segment and the impact of foreign currency translation.

	2013	2012	2011
Net Sales			
Material Handling	\$322,854	\$285,994	\$261,812
Lawn and Garden	204,890	205,814	217,140
Distribution	177,412	176,645	183,726
Engineered Products	137,745	141,658	116,243
Intra-segment elimination	(17,691)	(18,923)	(23,267)
	<u>\$825,210</u>	<u>\$791,188</u>	<u>\$755,654</u>
Income Before Income Taxes			
Material Handling	\$ 41,076	\$ 47,483	\$ 34,123
Lawn and Garden	(1,540)	2,905	4,226
Distribution	14,448	14,838	15,736
Engineered Products	15,296	14,481	10,810
Corporate	(25,347)	(27,851)	(26,486)
Interest expense - net	(4,542)	(4,515)	(4,722)
	<u>\$ 39,391</u>	<u>\$ 47,341</u>	<u>\$ 33,687</u>
Identifiable Assets			
Material Handling	\$224,207	\$238,500	\$164,738
Lawn and Garden	126,382	128,267	138,894
Distribution	49,488	44,913	48,100
Engineered Products	43,642	40,377	40,840
Corporate	25,738	32,799	36,185
	<u>\$469,457</u>	<u>\$484,856</u>	<u>\$428,757</u>
Capital Additions, Net			
Material Handling	\$ 17,847	\$ 17,029	\$ 12,165
Lawn and Garden	7,808	5,240	6,411
Distribution	845	796	1,101
Engineered Products	2,709	3,342	1,831
Corporate	792	570	422
	<u>\$ 30,001</u>	<u>\$ 26,977</u>	<u>\$ 21,930</u>
Depreciation and Amortization			
Material Handling	\$ 20,840	\$ 17,308	\$ 16,009
Lawn and Garden	11,862	11,370	13,911
Distribution	537	379	342
Engineered Products	3,466	3,185	3,230
Corporate	940	765	722
	<u>\$ 37,645</u>	<u>\$ 33,007</u>	<u>\$ 34,214</u>

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-5(e) of the Securities Exchange Act of 1934, as amended, that are designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

The Company carries out a variety of on-going procedures, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, to evaluate the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on the foregoing, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective at a reasonable assurance level as of the end of the period covered by this report.

Management's report on internal controls over financial reporting, and the report of the independent registered public accounting firm on internal control, are titled "Management's Annual Assessment of and Report on Internal Control Over Financial Reporting" and "Report of Ernst & Young LLP, Independent Registered Public Accounting Firm" and are included herein.

Changes in Internal Control Over Financial Reporting

We are undertaking a phased approach to implementation of enterprise resource planning systems in our Material Handling Segment, Engineered Products Segment and at Corporate, a significant portion of which will be completed by the end of 2014, with the balance to be completed in 2015. We believe we are maintaining and monitoring appropriate internal controls during the implementation period. There have been no other changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Annual Assessment of and Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of its inherent limitation, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject

to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the framework in *"Internal Control — Integrated Framework"* issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework). Based on this assessment, management has concluded that the internal control over financial reporting was effective as of December 31, 2013.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2013 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report included herein.

John C. Orr
President and
Chief Executive Officer

Greggory W. Branning
Senior Vice President,
Chief Financial Officer and
Corporate Secretary

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Myers Industries, Inc.

We have audited Myers Industries, Inc. and Subsidiaries' (the "Company") internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the COSO criteria). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Assessment of and Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit 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 effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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

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

In our opinion, Myers Industries, Inc. and Subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial position of Myers Industries, Inc. and Subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2013, and our report dated March 11, 2014 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Akron, Ohio
March 11, 2014

ITEM 9B. Other Information.

None.

PART III**ITEM 10. Directors and Executive Officers of the Registrant**

For information about the directors of the Company, see the sections titled “Nominees”, “Director Independence”, “Committees of the Board”, “Committee Charters and Policies”, “Shareholder Nominations of Director Candidates” and “Corporate Governance Policies” of the Company’s Proxy Statement filed with the Securities and Exchange Commission for the Company’s annual meeting of shareholders to be held on April 25, 2014 (“Proxy Statement”), which is incorporated herein by reference.

Each member of the Company’s Audit Committee is financially literate and independent as defined under the Company’s Independence Criteria Policy and the independence standards set by the New York Stock Exchange. The Board has identified Robert A. Stefanko as “Audit Committee Financial Expert”.

Information about the Executive Officers of Registrant appears in Part I of this Report.

Disclosures by the Company with respect to compliance with Section 16(a) appears under the section entitled “Section 16(a) Beneficial Ownership Reporting Compliance” in the Proxy Statement, and is incorporated herein by reference.

For information about our Code of Ethics see the section titled “Corporate Governance Policies” of our Proxy Statement, which is incorporated herein by reference.

ITEM 11. Executive Compensation

See the sections titled “Executive Compensation and Related Information”, “Compensation Committee Interlocks and Insider Participation”, “Compensation Committee Report on Executive Compensation”, “Risk Assessment of Compensation Practices” and “Board Role in Risk Oversight” of the Proxy Statement, which are incorporated herein by reference.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management

See the sections titled “Security Ownership of Certain Beneficial Owners and Management,” and “Election of Directors” of the Proxy Statement, which are incorporated herein by reference.

Plan Category	(A) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(B) Weighted-average Exercise Price of Outstanding Options, Warrants and Rights	(C) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (A))
Equity Compensation Plans Approved by Security Holders⁽¹⁾	1,850,097	\$10.33	1,023,220
Equity Compensation Plans Not Approved by Security Holders	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>
Total	<u><u>1,850,097</u></u>	<u><u> </u></u>	<u><u>1,023,220</u></u>

(1) This information is as of December 31, 2013 and includes the 2008 Stock Plan and 1999 Incentive Stock Plan.

ITEM 13. Certain Relationships and Related Transactions

See the sections titled “Policies and Procedures with Respect to Related Party Transactions” and “Director Independence” of the Proxy Statement, which are incorporated herein by reference.

ITEM 14. Principal Accounting Fees and Services

Required information regarding fees paid to and services provided by the Company’s independent registered public accounting firm and the pre-approval policies and procedures of the Audit Committee of the Company’s Board of Directors is set forth under the section titled “Matters Relating to the Independent Registered Public Accounting Firm” of the Proxy Statement, which is incorporated herein by reference.

PART IV

ITEM 15. Exhibits, Financial Statement Schedules

The following consolidated financial statements of the Registrant appear in Part II of this Report:

15. (A)(1) Financial Statements

Consolidated Financial Statements of Myers Industries, Inc. and Subsidiaries

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm

Consolidated Statements of Financial Position As of December 31, 2013 and 2012

Consolidated Statements of Income For The Years Ended December 31, 2013, 2012 and 2011

Consolidated Statements of Comprehensive Income For the Years Ended December 31, 2013, 2012 and 2011

Consolidated Statements of Shareholders' Equity For The Years Ended December 31, 2013, 2012 and 2011

Consolidated Statements of Cash Flows For The Years Ended December 31, 2013, 2012 and 2011

Notes to Consolidated Financial Statements For The Years Ended December 31, 2013, 2012 and 2011

15. (A)(2) Financial Statement Schedules

All schedules are omitted because they are inapplicable, not required, or because the information is included in the consolidated financial statements or notes thereto which appear in Part II of this Report.

15. (B) Exhibits

EXHIBIT INDEX

- 3(a) Myers Industries, Inc. Amended and Restated Articles of Incorporation. Reference is made to Exhibit 3(a) to Form 10-K filed with the Commission on March 16, 2005.
- 3(b) Myers Industries, Inc. Amended and Restated Code of Regulations. Reference is made to Exhibit 3.1 to Form 8-K filed with the Commission on April 12, 2013.
- 10(a) Myers Industries, Inc. Amended and Restated Employee Stock Purchase Plan. Reference is made to Exhibit 10(a) to Form 10-K filed with the Commission on March 30, 2001.
- 10(b) Form of Indemnification Agreement for Directors and Officers. Reference is made to Exhibit 10.1 to Form 10-Q filed with the Commission on May 1, 2009.
- 10(c) Myers Industries, Inc. Amended and Restated Dividend Reinvestment and Stock Purchase Plan. Reference is made to Exhibit 99 to Post-Effective Amendment No. 2 to Form S-3 filed with the Commission on March 19, 2004.
- 10(d) Myers Industries, Inc. Amended and Restated 1999 Incentive Stock Plan. Reference is made to Exhibit 10(f) to Form 10-Q filed with the Commission on August 9, 2006.*
- 10(e) 2008 Incentive Stock Plan of Myers Industries, Inc. Reference is made to Exhibit 4.3 to Form S-8 filed with the Commission on March 17, 2009.*
- 10(f) Amendment No. 1 to the 2008 Incentive Stock Plan of Myers Industries, Inc. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on August 3, 2010.*
- 10(g) Myers Industries, Inc. Executive Supplemental Retirement Plan. Reference is made to Exhibit (10)(g) to Form 10-K filed with the Commission on March 26, 2003.*
- 10(h) Severance Agreement between Myers Industries, Inc. and John C. Orr effective June 1, 2011. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on March 7, 2011.*
- 10(i) Non-Disclosure and Non-Competition Agreement between Myers Industries, Inc. and John C. Orr dated July 18, 2000. Reference is made to Exhibit 10(j) to Form 10-Q filed with the Commission on May 6, 2003.*
- 10(j) Amendment to the Myers Industries, Inc. Executive Supplemental Retirement Plan (John C. Orr) effective June 1, 2008. Reference is made to Exhibit 10.2 to Form 8-K filed with the Commission on June 24, 2008.*
- 10(k) Severance Agreement between Myers Industries, Inc. and Gregg Branning dated September 1, 2012. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on September 4, 2012.*
- 10(l) Third Amended and Restated Loan Agreement between Myers Industries, Inc. and JP Morgan Chase Bank, National Association, as Agent, dated as of November 19, 2010. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on November 23, 2010.
- 10(m) Note Purchase Agreement between Myers Industries, Inc. and the Note Purchasers, dated December 12, 2003, regarding the issuance of \$35,000,000 of 6.81% Series 2003-A Senior Notes due December 12, 2013. Reference is made to Exhibit 10(o) to Form 10-K filed with the Commission on March 15, 2004.
- 10(n) Third Amendment to the Myers Industries, Inc. Executive Supplemental Retirement Plan (John C. Orr) effective June 1, 2011. Reference is made to Exhibit 10.2 to Form 8-K filed with the Commission on March 7, 2011.*
- 10(o) Amendment No. 2 to the 2008 Incentive Stock Plan of Myers Industries, Inc. Reference is made to Exhibit 10(u) to Form 10-K filed with the Commission on March 4, 2013.*

EXHIBIT INDEX

- 10(p) Non-Competition and Confidentiality Agreement between Myers Industries, Inc. and Gregg Branning dated September 1, 2012. Reference is made to Exhibit 10(s) to Form 10-Q filed with the Commission on May 1, 2013.*
- 10(q) Performance Bonus Plan of Myers Industries, Inc. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on April 30, 2013.*
- 10(r) Note Purchase Agreement between Myers Industries, Inc. and the Note Purchasers, dated October 22, 2013, regarding the issuance of \$40,000,000 of 4.67% Series A Senior Notes due January 15, 2021, \$11,000,000 of 5.25% Series B Senior Notes due January 15, 2024, \$29,000,000 of 5.30% Series C Senior Notes due January 15, 2024, and \$20,000,000 of 5.45% Series D Senior Notes due January 15, 2026. Reference is made to Exhibit 4.1 to Form 8-K filed with the Commission on October 24, 2013.
- 10(s) First Amendment to Third Amended and Restated Loan Agreement among Myers Industries, Inc., MYE Canada Operations, Inc., the lenders party thereto, and JPMorgan Chase Bank, N.A., as Agent, dated October 22, 2013. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on October 24, 2013.
- 10(t) Fourth Amended and Restated Loan Agreement among Myers Industries, Inc., MYE Canada Operations, Inc., the lenders party thereto, and JPMorgan Chase Bank, National Association, as Agent, dated December 13, 2013. Reference is made to Exhibit 10.1 to Form 8-K filed with the Commission on December 17, 2013.
- 14 Myers Industries, Inc. Code of Ethics and Business Conduct. Reference is made to Exhibit 14 to Form 8-K filed with the Commission on March 11, 2014.
- 21 List of Direct and Indirect Subsidiaries, and Operating Divisions, of Myers Industries, Inc.
- 23 Consent of Independent Registered Public Accounting Firm.
- 31(a) Certification of John C. Orr, President and Chief Executive Officer of Myers Industries, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31(b) Certification of Gregg W. Branning, Senior Vice President, Chief Financial Officer and Corporate Secretary of Myers Industries, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certifications of John C. Orr, President and Chief Executive Officer, and Gregory W. Branning, Executive Vice President, Chief Financial Officer and Corporate Secretary, of Myers Industries, Inc. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following financial information from Myers Industries, Inc. Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on March 11, 2014, formatted in XBRL includes: (i) Consolidated Statements of Financial Position at December 31, 2013 and December 31, 2012, (ii) Consolidated Statements of Income For the fiscal periods ended December 31, 2013, 2012 and 2011, (iii) Consolidated Statements of Comprehensive Income (Loss) For the fiscal periods ended December 31, 2013, 2012 and 2011, (iv) Consolidated Statements of Cash Flows for the fiscal periods ended December 31, 2013, 2012 and 2011, (v) Consolidated Statement of Shareholders' Equity for the fiscal period ended December 31, 2013, and (vi) the Notes to Consolidated Financial Statements.

* Indicates executive compensation plan or arrangement.

** Pursuant to Item 601(b)(2) of Regulation S-K, certain exhibits and schedules have been omitted from this filing. The registrant agrees to furnish the Commission on a supplemental basis a copy of any omitted exhibit or schedule.

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.

MYERS INDUSTRIES, INC.

/s/ Gregory W. Branning

Greggory W. Branning
Senior Vice President,
Chief Financial Officer and
Corporate Secretary

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

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ John C. Orr</u> JOHN C. ORR	President, Chief Executive Officer and Director (Principal Executive Officer)	March 11, 2014
<u>/s/ Gregory W. Branning</u> GREGGORY W. BRANNING	Senior Vice President, Chief Financial Officer and Corporate Secretary (Principal Financial and Accounting Officer)	March 11, 2014
<u>/s/ William A. Foley</u> WILLIAM A. FOLEY	Director	March 11, 2014
<u>/s/ Vincent Byrd</u> VINCENT BYRD	Director	March 11, 2014
<u>/s/ Robert A. Stefanko</u> ROBERT A. STEFANKO	Director	March 11, 2014
<u>/s/ Richard P. Johnston</u> RICHARD P. JOHNSTON	Director	March 11, 2014
<u>/s/ Edward W. Kissel</u> EDWARD W. KISSEL	Director	March 11, 2014
<u>/s/ Sarah R. Coffin</u> SARAH R. COFFIN	Director	March 11, 2014
<u>/s/ Daniel R. Lee</u> DANIEL R. LEE	Director	March 11, 2014
<u>/s/ John B. Crowe</u> JOHN B. CROWE	Director	March 11, 2014
<u>/s/ Robert B. Heisler, Jr.</u> ROBERT B. HEISLER, JR.	Director	March 11, 2014

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Shareholder Information

Annual Meeting of Shareholders

April 25, 2014, at 9:00 a.m., L.S. Myers Training Center, 1554 South Main Street, Akron, Ohio. For more information, call (330) 253-5592.

Company Headquarters

Myers Industries, Inc.
1293 South Main Street, Akron, Ohio 44301
Tel: (330) 253-5592, Fax: (330) 761-6156
Web Site: www.myersindustries.com

Common Stock

Traded on the New York Stock Exchange



Dividend Reinvestment Plan

Shareholders have a convenient opportunity to automatically reinvest cash dividends and make voluntary cash investments in the Company's stock through the Dividend Reinvestment and Stock Purchase Plan. For full details, please contact:

Treasurer
Myers Industries, Inc.
1293 South Main Street, Akron, Ohio 44301
Tel: (330) 253-5592, Fax: (330) 761-6156

Transfer Agent & Registrar

Wells Fargo Shareholder Services
1110 Centre Pointe Curve, Suite 101
Mendota Heights, MN 55120

Please contact Wells Fargo directly to:

- Transfer stock
- Replace lost stock certificates
- Replace lost dividend checks
- Eliminate multiple mailings
- Change name or address
- Obtain Holding Statements
- Consolidate accounts

Wells Fargo Representatives may be reached at (800) 468-9716 between the hours of 8:00 a.m. and 8:00 p.m. eastern, Monday through Friday. Outside of the U.S., call (651) 450-4064. Shareholders may access account online at www.shareowneronline.com.

Independent Registered Public Accounting Firm

Ernst & Young LLP

Form 10-K Requests

Free copies of the Company's 2013 Annual Report and Form 10-K are available on our website or upon written request to:

Myers Industries, Inc.
ATTN: Investor Relations
1293 South Main Street, Akron, OH 44301

Investor Relations Contacts

Gregg W. Branning

Senior Vice President, Chief Financial Officer & Corporate Secretary

Monica Vinay

Vice President, Investor Relations & Treasurer

Tel: (330) 253-5592, Fax: (330) 761-6156

Board of Directors

Richard P. Johnston

Chairman of the Board of Directors, Private Equity Investor

Vincent C. Byrd

President & Chief Operating Officer, The J.M. Smucker Company (NYSE: SJM)

Sarah R. Coffin

Former Chief Executive Officer, Aspen Growth Strategies LLC

John B. Crowe

Former Chief Executive Officer and Chairman of Buckeye Technologies Inc. (NYSE: BKI)

William A. Foley

Non-Executive Chairman of the Board, Libbey Glass (NYSE: LBY)

Robert B. Heisler, Jr.

Former Chairman & Chief Executive Officer, KeyBank NA (NYSE: KEY)

Edward W. Kissel

President & Managing Partner, Kissel Group Ltd.

Daniel R. Lee

Chief Executive Officer and Chairman of the Board of Managers of FP Holding, LP and Fiesta ParentCo, LLC

John C. Orr

President & Chief Executive Officer, Myers Industries, Inc.

Robert A. Stefanko

Former Chairman of the Board and Executive Vice President of Finance & Administration, A. Schulman, Inc. (NASDAQ: SHLM)

Corporate Officers

John C. Orr

President & Chief Executive Officer

Gregg W. Branning

Senior Vice President, Chief Financial Officer & Corporate Secretary

NYSE Disclosures

In 2013, the Company submitted to the New York Stock Exchange an unqualified Section 12(a) certification by its chief executive officer indicating that he was not aware of any violation by the Company of the NYSE corporate governance listing standards. In addition, the Form 10-K for the year ended December 31, 2013 filed with the Securities and Exchange Commission contained the Section 302 and 906 certifications by the Company's chief executive officer and chief financial officer.

Forward-Looking Statements Disclosure

"Forward-Looking" Statements are indicated by words such as "will," "believe," "anticipate," "expect," or any variations of these words or similar expressions. Any statement that is not of historical fact may be deemed "forward-looking." These statements involve risks and uncertainties, many outside of the Company's control, that could cause actual results to materially differ from those expressed or implied. Factors include: changes in the markets for the Company's business segments, unanticipated downturn in business, competitive pressures on sales and pricing, increases in raw material costs, regulatory issues, and deterioration of economic and financial conditions in the United States and around the world. Additional details are provided in the Company's Form 10-K filed with the Securities and Exchange Commission. Myers Industries undertakes no obligation to update forward-looking statements contained herein.



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www.linkedin.com/company/myers-industries



www.youtube.com/myersindustries



<http://myersindustries.wordpress.com>



Leadership Brands Helping Customers Grow!