

Willbros Group, Inc.\NEW\
Form 10-Q
October 28, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2016

OR

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

For the transition period from _____ to _____
Commission file number 1-34259
Willbros Group, Inc.
(Exact name of registrant as specified in its charter)

Delaware 30-0513080
(Jurisdiction (I.R.S. Employer
of incorporation) Identification Number)
4400 Post Oak Parkway
Suite 1000
Houston, TX 77027
Telephone No.: 713-403-8000
(Address, including zip code, and telephone number, including area code, of principal executive offices of registrant)
NOT APPLICABLE
(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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 Exchange Act). Yes No

The number of shares of the registrant's Common Stock, \$.05 par value, outstanding as of October 26, 2016 was 62,629,313.

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FOR QUARTER ENDED SEPTEMBER 30, 2016

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PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

WILLBROS GROUP, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share amounts)

(Unaudited)

	September 30, 2016	December 31, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 42,259	\$ 58,832
Accounts receivable, net	128,008	149,753
Contract cost and recognized income not yet billed	16,875	20,451
Prepaid expenses and other current assets	19,488	19,610
Parts and supplies inventories	1,259	1,383
Assets held for sale	16	3,774
Current assets associated with discontinued operations	143	1,247
Total current assets	208,048	255,050
Property, plant and equipment, net	41,427	50,352
Intangible assets, net	79,547	86,862
Restricted cash	41,319	35,212
Other long-term assets	12,487	14,101
Total assets	\$ 382,828	\$ 441,577
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 94,365	\$ 107,709
Contract billings in excess of cost and recognized income	6,489	9,892
Current portion of capital lease obligations	—	469
Notes payable and current portion of long-term debt	831	2,656
Accrued income taxes	2,465	3,108
Other current liabilities	5,636	6,759
Current liabilities associated with discontinued operations	1,553	4,027
Total current liabilities	111,339	134,620
Long-term debt	87,841	92,498
Deferred income taxes	665	120
Other long-term liabilities	32,903	35,516
Long-term liabilities associated with discontinued operations	1,106	1,423
Total liabilities	233,854	264,177
Contingencies and commitments (Note 12)		
Stockholders' equity:		
Preferred stock, par value \$.01 per share, 1,000,000 shares authorized, none issued	—	—
Common stock, par value \$.05 per share, 105,000,000 shares authorized and 64,638,229 shares issued at September 30, 2016 (63,918,220 at December 31, 2015)	3,224	3,188
Additional paid-in capital	748,447	745,214
Accumulated deficit	(583,818)	(550,262)
Treasury stock at cost, 2,009,997 shares at September 30, 2016 (1,828,586 at December 31, 2015)	(15,092)	(14,731)
Accumulated other comprehensive loss	(3,787)	(6,009)
Total stockholders' equity	148,974	177,400

Total liabilities and stockholders' equity	\$ 382,828	\$ 441,577
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See accompanying notes to condensed consolidated financial statements.

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WILLBROS GROUP, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except share and per share amounts)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Contract revenue	\$ 174,821	\$ 222,191	\$ 567,293	\$ 691,334
Operating expenses:				
Contract costs	162,806	208,855	526,322	658,570
Amortization of intangibles	2,438	2,472	7,315	7,414
General and administrative	15,377	19,359	47,031	61,840
Other charges	519	3,872	5,146	10,200
	181,140	234,558	585,814	738,024
Operating loss	(6,319)	(12,367)	(18,521)	(46,690)
Non-operating income (expense):				
Interest expense	(3,564)	(6,125)	(10,433)	(20,976)
Interest income	12	15	443	37
Debt covenant suspension and extinguishment charges	—	(931)	(63)	(37,112)
Other, net	2	(46)	—	(181)
	(3,550)	(7,087)	(10,053)	(58,232)
Loss from continuing operations before income taxes	(9,869)	(19,454)	(28,574)	(104,922)
Provision (benefit) for income taxes	792	(43)	1,146	(21,164)
Loss from continuing operations	(10,661)	(19,411)	(29,720)	(83,758)
Income (loss) from discontinued operations net of provision for income taxes	(1,325)	2,212	(3,836)	37,849
Net loss	\$(11,986)	\$(17,199)	\$(33,556)	\$(45,909)
Basic income (loss) per share attributable to Company shareholders:				
Loss from continuing operations	\$(0.17)	\$(0.32)	\$(0.49)	\$(1.47)
Income (loss) from discontinued operations	(0.02)	0.03	(0.06)	0.67
Net loss	\$(0.19)	\$(0.29)	\$(0.55)	\$(0.80)
Diluted income (loss) per share attributable to Company shareholders:				
Loss from continuing operations	\$(0.17)	\$(0.32)	\$(0.49)	\$(1.47)
Income (loss) from discontinued operations	(0.02)	0.03	(0.06)	0.67
Net loss	\$(0.19)	\$(0.29)	\$(0.55)	\$(0.80)
Weighted average number of common shares outstanding:				
Basic	61,639,590	60,335,717	61,257,851	56,833,178
Diluted	61,639,590	60,335,717	61,257,851	56,833,178
See accompanying notes to condensed consolidated financial statements.				

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WILLBROS GROUP, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(In thousands)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Net loss	\$(11,986)	\$(17,199)	\$(33,556)	\$(45,909)
Other comprehensive income (loss), net of tax				
Foreign currency translation adjustments	(495)	(3,851)	1,273	(7,055)
Changes in derivative financial instruments	273	(1,323)	949	(1,456)
Total other comprehensive income (loss), net of tax	(222)	(5,174)	2,222	(8,511)
Total comprehensive loss	\$(12,208)	\$(22,373)	\$(31,334)	\$(54,420)

See accompanying notes to condensed consolidated financial statements.

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WILLBROS GROUP, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Nine Months Ended September 30,	
	2016	2015
Cash flows from operating activities:		
Net loss	\$(33,556)	\$(45,909)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
(Income) loss from discontinued operations	3,836	(37,849)
Depreciation and amortization	16,694	21,046
Debt covenant suspension and extinguishment charges	63	37,112
Stock-based compensation	3,269	4,553
Amortization of debt issuance costs	704	468
Non-cash interest expense	1,665	—
Provision (benefit) for deferred income taxes	487	(210)
Gain on disposal of property and equipment	(3,181)	(1,715)
Loss on sale of subsidiary	330	—
Provision for bad debts	106	1,989
Changes in operating assets and liabilities:		
Accounts receivable, net	16,466	85,965
Contract cost and recognized income not yet billed	3,648	2,497
Prepaid expenses and other current assets	177	(3,288)
Accounts payable and accrued liabilities	(14,105)	(41,308)
Accrued income taxes	(665)	(1,120)
Contract billings in excess of cost and recognized income	(3,438)	(3,400)
Other assets and liabilities, net	(732)	(4,375)
Cash provided by (used in) operating activities from continuing operations	(8,232)	14,456
Cash used in operating activities from discontinued operations	(7,030)	