

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 19, 2016

MATTHEWS INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

PENNSYLVANIA
(State or other jurisdiction of
Incorporation or organization)

0-09115
(Commission
File Number)

25-0644320
(I.R.S. Employer
Identification No.)

TWO NORTSHORE CENTER, PITTSBURGH, PA
(Address of principal executive offices)

15212-5851
(Zip Code)

Registrant's telephone number, including area code

(412) 442-8200

NOT APPLICABLE

(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

Item 2.02 Results of Operations and Financial Condition.

Attached is Matthews International Corporation's standard investor presentation updated with financial results for the third quarter of fiscal 2016. This presentation may be provided to existing and/or prospective investors during future meetings. The presentation is furnished herewith as Exhibit 99.1 and will also be posted to the Company's website at www.matw.com/investor.

This information, including exhibits attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. This information shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference to this Form 8-K in such a filing.

Item 7.01 Regulation FD Disclosure.

See discussion of Matthews International Corporation's investor presentation set forth above in Item 2.02, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Matthews International Corporation investor presentation for the third quarter of fiscal 2016

SIGNATURE

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

MATTHEWS INTERNATIONAL CORPORATION
(Registrant)

By: /s/ Steven F. Nicola

Steven F. Nicola
Chief Financial Officer and Secretary

Date: August 19, 2016

Exhibit Index

Exhibit Number	Description
99.1	Matthews International Corporation investor presentation for the third quarter of fiscal 2016

Matthews

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INVESTOR PRESENTATION
3RD QUARTER FISCAL 2016



Matthews

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Business Overview

Disclaimer



Any forward-looking statements with respect to Matthews International Corporation (the "Company") in connection with this discussion are being made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks and uncertainties that may cause the Company's actual results in future periods to be materially different from management's expectations. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove correct. Factors that could cause the Company's results to differ from those discussed today are set forth in the Company's Annual Report on Form 10-K and other periodic filings with the Securities and Exchange Commission ("SEC").

The Company periodically provides information derived from consolidated financial data which is not presented in the consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). Certain of this information are considered "non-GAAP financial measures" under the SEC rules. The Company believes that this information provides management and investors with a useful measure of the Company's financial performance on a comparable basis. These non-GAAP financial measures are supplemental to the Company's GAAP disclosures and should not be considered an alternative to the GAAP financial information.

The Company uses non-GAAP financial measures to assist in comparing its performance on a consistent basis for purposes of business decision making by removing the impact of certain items that management believes do not directly reflect the Company's core operations including acquisition-related items, adjustments related to intangible assets, litigation items, and strategic initiative and other charges, which includes non-recurring charges related to operational initiatives and exit activities. Management believes that presenting non-GAAP financial measures is useful to investors because it (i) provides investors with meaningful supplemental information regarding financial performance by excluding certain items, (ii) permits investors to view performance using the same tools that management uses to budget, forecast, make operating and strategic decisions, and evaluate historical performance, and (iii) otherwise provides supplemental information that may be useful to investors in evaluating the Company's results. The Company believes that the presentation of these non-GAAP financial measures, when considered together with the corresponding GAAP financial measures and the reconciliations to those measures, provided herein, provides investors with an additional understanding of the factors and trends affecting the Company's business that could not be obtained absent these disclosures.

The Company has presented adjusted free cash flow as supplemental measures of cash flow that is not required by, or presented in accordance with, GAAP. Management believes that adjusted free cash flow provides relevant and useful information, which is widely used by analysts and investors as well as by our management. Adjusted free cash flow provides management with insight on the cash generated by operations, excluding certain expenses, above and beyond the annual capital expenditures. This measure allows management, as well as analysts and investors, to assess the Company's ability to pursue growth and investment opportunities designed to increase Shareholder value.

The Company also has presented adjusted operating profit and believes that it provides relevant and useful information, which is widely used by analysts and investors, as well as by the Company's management in assessing both consolidated and segment performance. Adjusted operating profit provides the Company with an understanding of the results from the primary operations of its business by excluding the effects of certain acquisition costs and items that do not reflect the ordinary earnings of the Company's operations. This measure may be useful to an investor in evaluating the underlying primary operating performance of the Company's segments and business overall on a consistent basis.

Similarly, the Company believes that EBITDA and adjusted EBITDA provide relevant and useful information, which is widely used by analysts and investors, as well as by the Company's management in assessing the performance of its business. Adjusted EBITDA provides the Company with an understanding of earnings before the impact of investing and financing charges and income taxes, and the effects of certain acquisition costs and items that do not reflect the ordinary earnings of the Company's operations. This measure may be useful to an investor in evaluating operating performance. It is also useful as a financial measure for lenders and is used by the Company's management to measure performance as well as strategic planning and forecasting.

The Company has also presented adjusted earnings per share and believes it provides relevant and useful information, which is widely used by analysts and investors, as well as by the Company's management in assessing the performance of its business. Adjusted earnings per share provides the Company with an understanding of the results from the primary operations of our business by excluding the per share effects of certain acquisition costs and items that do not reflect the ordinary earnings of our operations. This measure provides management with insight into the earning value for shareholders excluding certain costs, not related to the Company's primary operations. Likewise, this measure may be useful to an investor in evaluating the underlying operating performance of the Company's business overall, as well as performance trends, on a consistent basis.

Lastly, the Company has presented adjusted net income and believes it provides relevant and useful information, which is widely used by analysts and investors, as well as by the Company's management in assessing financial performance. Adjusted net income provides the Company with an understanding of the results from the primary operations of its business by excluding the effects of certain acquisition costs and items that do not reflect the ordinary earnings of the Company's operations. This measure may be useful to an investor in evaluating the underlying performance of the business.

Matthews



- Founded in 1850 – headquartered in Pittsburgh, PA

- Three business segments:
 - SGK Brand Solutions
 - Memorialization
 - Industrial Technologies

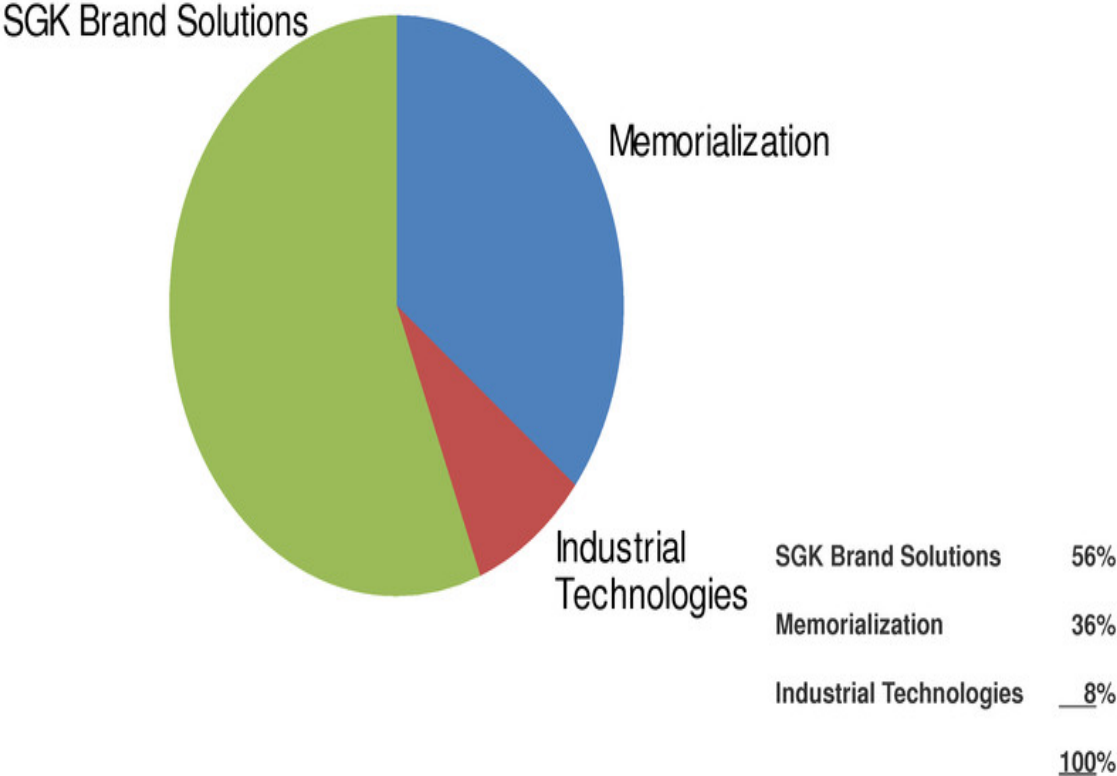
- Over 10,000 employees

- Over 25 countries

- NASDAQ – 32.1 million shares outstanding, as of June 30, 2016

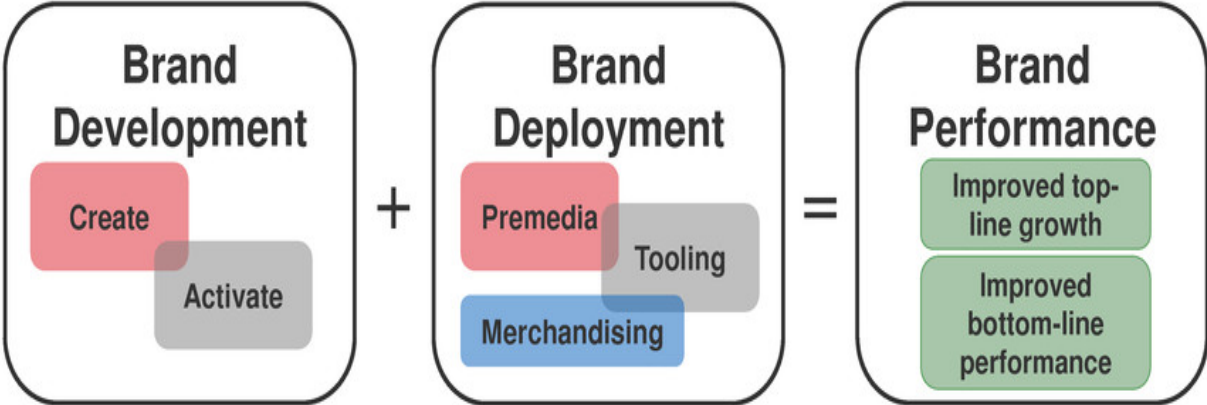
Sales

FISCAL 2015



SGK BRAND SOLUTIONS

Delivering Brand Performance



SGK Brand Solutions



The full U.K. packaging portfolio for Kit Kat was redesigned by Anthem, a global creative agency that is part of the brand development business of the SGK Brand Solutions segment.



iDL Worldwide, a brand services firm within the SGK Brand Solutions segment, brought Sunglass Hut's "Punk-It-Up!" campaign to life with this pop-up experience in New York City.

The SGK Brand Solutions segment produces gravure printing and embossing tools used in the packaging, wallpaper and tobacco industries.



MEMORIALIZATION

Memorialization

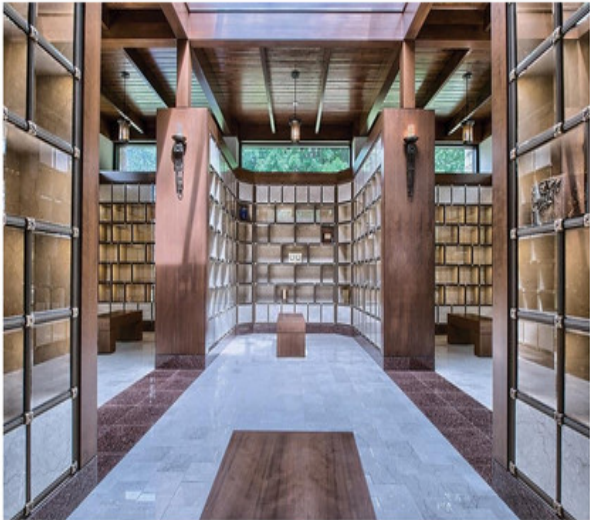
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Building signs are an example of the segment's architectural product offerings.

Matthews is well known for its heritage of creating beautiful, time-tested bronze memorials.

The segment designs unique glass-front niches to meet the growing demand for cremation memorialization.



Memorialization



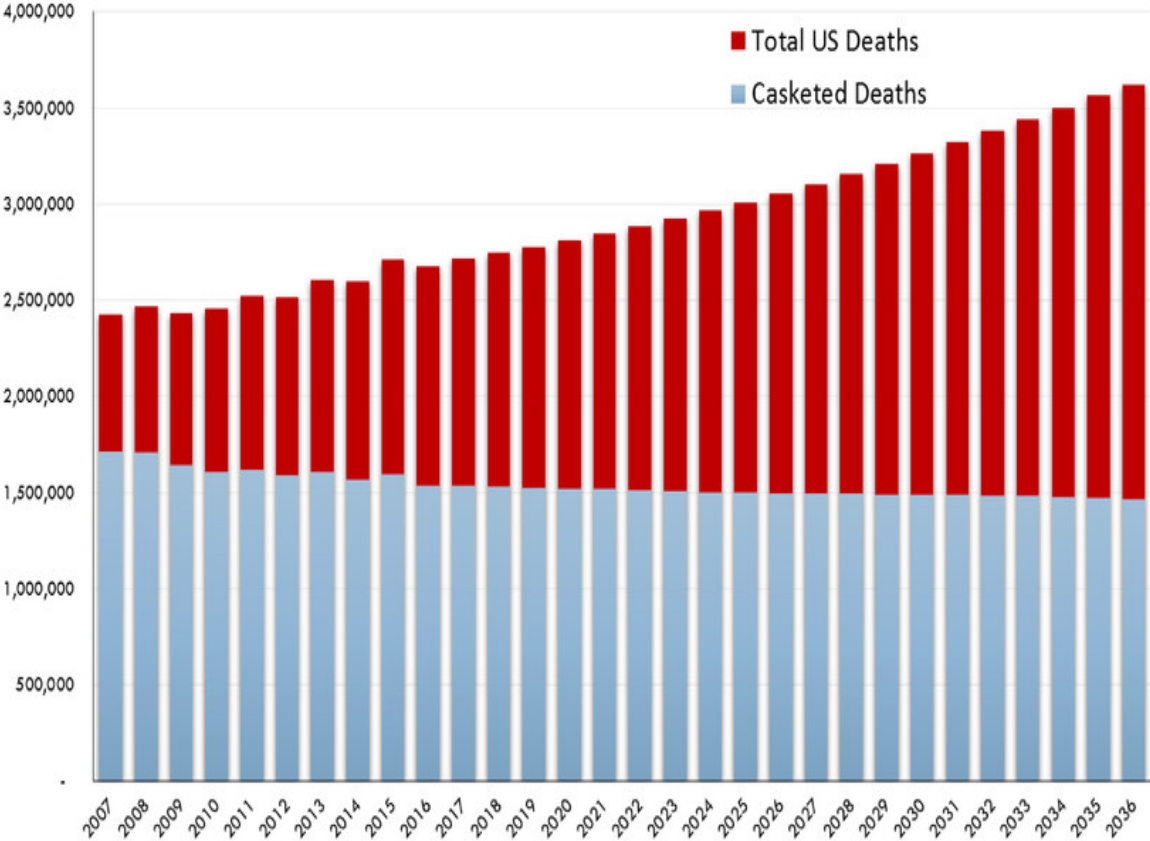
The Company is a leading manufacturer and distributor of caskets (wood, metal and cremation) in North America.



The Super Power Pak III Plus cremation unit has some of the most advanced features in combustion technology as well as industry leading performance, reliability and support.

Memorialization

❖ Casketed Deaths vs. Total Deaths



Data compiled from CDC, US Census Bureau, Industry reports and internal projections.



INDUSTRIAL TECHNOLOGIES

Industrial Technologies

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Non-contact ink-jet printing units apply print on products.



Driven by sophisticated automation software and controls, multiple integrated distribution and fulfillment systems (including laser-based identification and dimensioning technologies) communicate in a warehouse to identify and route items and parcels through the facility and out to a customer.



Pick-to-Light systems use light indicators for sorting and control of merchandise.



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Financial Overview

Key Elements of Long-Term EPS Growth **Matthews** INTERNATIONAL

- Internal Growth
 - Expand market presence of existing products
 - New product development
 - Manufacturing/cost structure improvements

- Acquisitions

- Share Repurchases

Acquisition Program

Principal objective:

Support existing business plans of each operating segment and long-term growth objectives of the Company.

Financial criteria:

Immediately accretive to EPS. Achieve long-term target of an annual return (EBITDA) on invested capital of 15%.

Consolidated Results

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(Dollars in thousands,
except per share data)

	Fiscal year ended September 30,			YTD June 30,	
	2013	2014	2015	2015 (unaudited)	2016 (unaudited)
Sales	\$ 985,357	\$1,106,597	\$1,426,068	\$1,057,730	\$1,103,469
Operating Profit	\$ 94,615	\$ 81,522	\$ 105,023	\$ 72,265	\$ 79,143
Adj. Operating Profit	(a) \$ 108,710	\$ 120,120	\$ 141,906	\$ 97,615	\$ 106,065
EBITDA	(b) \$ 131,085	\$ 120,921	\$ 173,043	\$ 126,976	\$ 129,600
Adj. EBITDA	(c) \$ 160,561	\$ 172,071	\$ 215,974	\$ 154,292	\$ 170,769
EPS - GAAP	\$ 1.95	\$ 1.49	\$ 1.91	\$ 1.40	\$ 1.30
Adj. EPS	(d) \$ 2.59	\$ 2.74	\$ 3.03	\$ 2.10	\$ 2.31

(a) Adjusted operating profit reflects certain adjustments impacting comparability. See reconciliation at Appendix A.

(b) EBITDA represents earnings before interest expense, income taxes, depreciation and amortization. See reconciliation at Appendix B.

(c) Adjusted EBITDA represents EBITDA plus stock compensation expense and the non-service cost portion of pension/post-retirement expense, and also reflects certain adjustments impacting comparability. See reconciliation at Appendix B.

(d) Adjusted earnings per share reflects certain adjustments impacting comparability and excludes intangible amortization and the non-service cost portion of pension/post-retirement expense. See reconciliation at Appendix C.

Segment Results – Sales



(Dollars in thousands)

	Fiscal year ended September 30,			YTD June 30,	
	2013	2014	2015	2015 (unaudited)	2016 (unaudited)
Sales:					
SGK Brand Solutions	\$ 373,941	\$ 497,328	\$ 798,339	\$ 597,638	\$ 562,308
Memorialization	517,911	508,420	508,058	372,076	457,802
Industrial Technologies	93,505	100,849	119,671	88,016	83,359
Consolidated	<u>\$ 985,357</u>	<u>\$1,106,597</u>	<u>\$1,426,068</u>	<u>\$1,057,730</u>	<u>\$1,103,469</u>

Segment Results – Operating Profit

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(Dollars in thousands)

	Fiscal year ended September 30,			YTD June 30,	
	2013	2014	2015	2015 (unaudited)	2016 (unaudited)
Operating Profit:					
SGK Brand Solutions	\$ 13,999	\$ 2,536	\$ 21,864	\$ 5,536	\$ 26,108
Memorialization	71,754	67,937	70,064	57,374	48,059
Industrial Technologies	8,862	11,049	13,095	9,355	4,976
Consolidated	<u>\$ 94,615</u>	<u>\$ 81,522</u>	<u>\$ 105,023</u>	<u>\$ 72,265</u>	<u>\$ 79,143</u>
Adjusted Operating Profit:*					
SGK Brand Solutions	\$ 21,093	\$ 33,932	\$ 61,327	\$ 37,849	\$ 44,788
Memorialization	77,395	74,919	67,484	50,411	56,072
Industrial Technologies	10,222	11,269	13,095	9,355	5,205
Consolidated	<u>\$ 108,710</u>	<u>\$ 120,120</u>	<u>\$ 141,906</u>	<u>\$ 97,615</u>	<u>\$ 106,065</u>

* Adjusted operating profit reflects certain adjustments impacting comparability. See reconciliation at Appendix A.

Adjusted Free Cash Flow



(Dollars in thousands)

	Fiscal year ended September 30,		
	2013	2014	2015
Net Income	\$ 54,121	\$ 42,625	\$ 63,449
Adjustments to Net Income ⁽¹⁾	10,533	27,416	20,481
Adjusted Net Income	64,654	70,041	83,930
Depreciation and Amortization	37,865	42,864	62,620
Stock-Based Compensation	5,562	6,812	9,097
Pension Cost (non-service portion)	8,424	4,020	5,677
Subtotal	116,505	123,737	161,324
Capital Expenditures	(24,924)	(29,237)	(48,251)
Adjusted Free Cash Flow ⁽²⁾	\$ 91,581	\$ 94,500	\$ 113,073
Cash Provided from Operating Activities	\$ 108,069	\$ 90,679	\$ 141,064

(1) Adjusted net income reflects certain adjustments, net of tax, impacting comparability. See reconciliation at Appendix D.

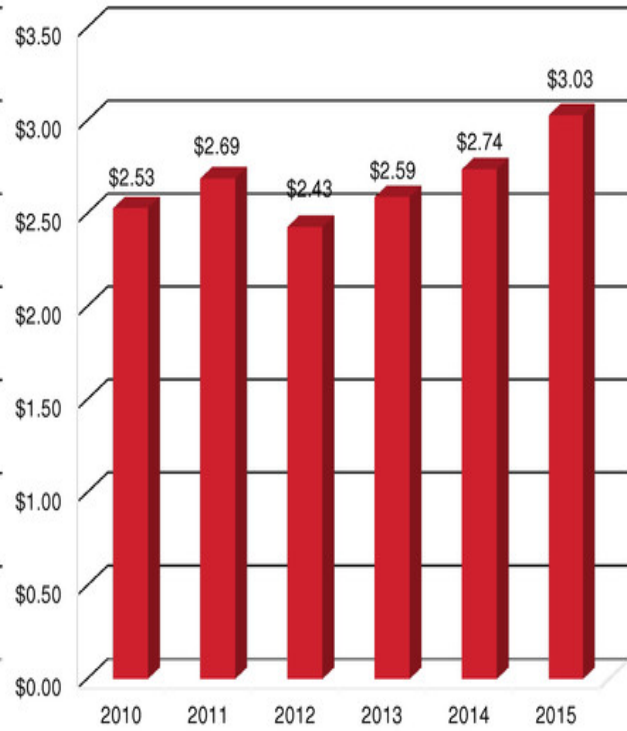
(2) See Disclaimer (Page 3) for Management's assessment of supplemental information related to adjusted free cash flow.

Earnings Per Share

Earnings Per Share



Adjusted Earnings Per Share



Note: Adjusted earnings per share reflects certain adjustments impacting comparability and other adjustments. See reconciliation at Appendix C.

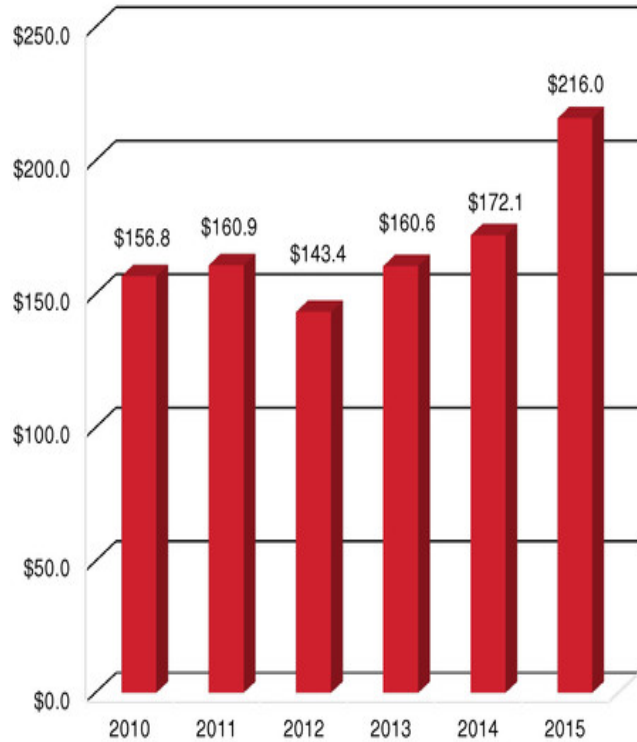
EBITDA

(Dollars in millions)

EBITDA



Adjusted EBITDA



Note: EBITDA represents earnings before interest expense, income taxes, depreciation and amortization. See reconciliation at Appendix B. Adjusted EBITDA represents EBITDA plus certain expenses, and also reflects certain adjustments impacting comparability. See reconciliation at Appendix B.

Common Stock Price



Note: Stock price obtained from daily adjusted close price for each respective month-end period.

Recent Highlights

- Acquisition integrations remain on track
- Increased quarterly dividend 15.4% to 15.0 cents (November 2015)
 - 21st consecutive annual dividend increase since the Company's IPO
- Reported record sales of \$1.4 billion in fiscal 2015
- Reported record operating cash flow of \$141.1 million in fiscal 2015
- Sales of \$490 million (34% of total) generated outside the U.S. in fiscal 2015
- Acquisition of Aurora Casket on August 19, 2015
- Analyst coverage:
 - CJS Securities (D. Moore)
 - Great Lakes Review (E. Schlang)
 - Macquarie Securities Group (J. Clement)
 - Wunderlich Securities (L. Burke)

Institutional Shareholders



	<u>Shares</u> <u>6/30/2016</u>	
Franklin Advisory Services, LLC	3,076,200	
BlackRock Institutional Trust Company, N.A.	2,827,107	
The Vanguard Group, Inc.	2,742,543	
T. Rowe Price Associates, Inc.	1,479,692	
Wellington Management Company, LLP	1,408,897	
Dimensional Fund Advisors, L.P.	1,363,008	
Clarkston Capital Partners, LLC	1,158,617	
Fidelity Management & Research Company	992,236	
Channing Capital Management, LLC	931,864	
Emerald Advisers, Inc.	<u>761,949</u>	
Top Ten Institutions	16,742,113	52% of outstanding shares
218 Institutions	<u>9,600,685</u>	
Total Institutional Ownership	<u>26,342,798</u>	82% of outstanding shares



Matthews

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Appendices

Appendix A

Adjusted Operating Profit

Non-GAAP Reconciliation

(Dollars in thousands)

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	Fiscal year ended September 30,			YTD June 30,	
	2013	2014	2015	2015	2016
SGK Brand Solutions					
Operating Profit	\$ 13,999	\$ 2,536	\$ 21,864	\$ 5,536	\$ 26,108
Acquisition-related items	9,408	28,214	33,605	26,455	18,680
Intangible asset write-offs	-	-	4,842	4,842	-
Strategic initiative and other charges ⁽¹⁾	(2,314)	3,182	1,016	1,016	-
Adjusted Operating Profit	<u>\$ 21,093</u>	<u>\$ 33,932</u>	<u>\$ 61,327</u>	<u>\$ 37,849</u>	<u>\$ 44,788</u>
Memorialization					
Operating Profit	\$ 71,754	\$ 67,937	\$ 70,064	\$ 57,374	\$ 48,059
Acquisition-related items	(6,166)	448	5,260	1,492	8,483
Litigation matter	2,835	3,027	(8,996)	(8,996)	-
Strategic initiative and other charges ⁽¹⁾	8,972	3,507	1,156	541	(470)
Adjusted Operating Profit	<u>\$ 77,395</u>	<u>\$ 74,919</u>	<u>\$ 67,484</u>	<u>\$ 50,411</u>	<u>\$ 56,072</u>
Industrial Technologies					
Operating Profit	\$ 8,862	\$ 11,049	\$ 13,095	\$ 9,355	\$ 4,976
Acquisition-related items	127	-	-	-	229
Strategic initiative and other charges ⁽¹⁾	1,233	220	-	-	-
Adjusted Operating Profit	<u>\$ 10,222</u>	<u>\$ 11,269</u>	<u>\$ 13,095</u>	<u>\$ 9,355</u>	<u>\$ 5,205</u>
Consolidated					
Operating Profit	\$ 94,615	\$ 81,522	\$ 105,023	\$ 72,265	\$ 79,143
Acquisition-related items	3,369	28,662	38,865	27,947	27,392
Intangible asset write-offs	-	-	4,842	4,842	-
Litigation matter	2,835	3,027	(8,996)	(8,996)	-
Strategic initiative and other charges ⁽¹⁾	7,891	6,909	2,172	1,557	(470)
Adjusted Operating Profit	<u>\$ 108,710</u>	<u>\$ 120,120</u>	<u>\$ 141,906</u>	<u>\$ 97,615</u>	<u>\$ 106,065</u>

Note: See Disclaimer (Page 3) for Management's assessment of supplemental information related to adjusted operating profit.

(1) - See Disclosure (Page 3).

Appendix B

EBITDA and Adjusted EBITDA

Non-GAAP Reconciliation



(Dollars in thousands)

	Fiscal year ended September 30,			YTD June 30,	
	2013	2014	2015	2015	2016
Net Income	\$ 54,121	\$ 42,625	\$ 63,449	\$ 46,475	\$ 42,886
Interest expense	12,925	12,628	20,610	15,116	18,146
Income taxes	26,174	22,805	26,364	18,314	19,290
Depreciation and Amortization	37,865	42,864	62,620	47,071	49,278
EBITDA	\$ 131,085	\$ 120,921	\$ 173,043	\$ 126,976	\$ 129,600
Acquisition-related items	3,369	28,662	38,865	27,947	27,392
Intangible asset write-offs			4,842	4,842	
Litigation matter	2,835	3,027	(8,996)	(8,996)	-
Strategic initiative and other charges ⁽¹⁾	9,286	8,629	4,968	3,827	(391)
Pension settlement	-	-	(11,522)	(11,522)	-
Stock-based compensation	5,562	6,812	9,097	6,838	7,940
Pension and postretirement expense ⁽²⁾	8,424	4,020	5,677	4,380	6,228
Adjusted EBITDA	\$ 160,561	\$ 172,071	\$ 215,974	\$ 154,292	\$ 170,769

Note: See Disclaimer (Page 3) for Management's assessment of supplemental information related to EBITDA and adjusted EBITDA.

(1) See Disclosure (Page 3).

(2) The non-GAAP adjustment to pension and postretirement expense represents the add-back of the non-service related components of these costs. Non-service related components include interest cost, expected return on plan assets and amortization of actuarial gains and losses. The service cost and prior service cost components of pension and postretirement expense are considered to be a better reflection of the ongoing service-related costs of providing these benefits. The other components of GAAP pension and postretirement expense are primarily influenced by general market conditions impacting investment returns and interest (discount) rates. Please note that GAAP pension and postretirement expense or the adjustment above are not necessarily indicative of the current or future cash flow requirements related to these employee benefit plans.

Appendix C

Adjusted Earnings Per Share

Non-GAAP Reconciliation



	Fiscal year ended September 30,			YTD June 30,	
	2013	2014	2015	2015	2016
EPS - GAAP	\$ 1.95	\$ 1.49	\$ 1.91	\$ 1.40	\$ 1.30
Acquisition-related items	(0.14)	0.71	0.79	0.57	0.57
Intangible asset write-offs	0.04		0.10	0.10	
Litigation matter		0.07	(0.18)	(0.18)	
Strategic initiative and other charges ⁽¹⁾	0.46	0.22	0.14	0.08	(0.01)
Pension settlement		-	(0.24)	(0.24)	
Theft and related costs		-	-	-	
Pension and postretirement expense ⁽²⁾	0.18	0.09	0.12	0.09	0.13
Intangible amortization expense	0.10	0.16	0.39	0.28	0.32
Adjusted EPS	<u>\$ 2.59</u>	<u>\$ 2.74</u>	<u>\$ 3.03</u>	<u>\$ 2.10</u>	<u>\$ 2.31</u>

Note: See Disclaimer (Page 3) for Management's assessment of supplemental information related to adjusted earnings per share. All per-share amounts are net of tax.

(1) See Disclosure (Page 3).

(2) The non-GAAP adjustment to pension and postretirement expense represents the add-back of the non-service related components of these costs. Non-service related components include interest cost, expected return on plan assets and amortization of actuarial gains and losses. The service cost and prior service cost components of pension and postretirement expense are considered to be a better reflection of the ongoing service-related costs of providing these benefits. The other components of GAAP pension and postretirement expense are primarily influenced by general market conditions impacting investment returns and interest (discount) rates. Please note that GAAP pension and postretirement expense or the adjustment above are not necessarily indicative of the current or future cash flow requirements related to these employee benefit plans.

Appendix D

Adjusted Net Income

Non-GAAP Reconciliation



(Dollars in thousands)

	Fiscal year ended September 30,					
	2013		2014		2015	
	<u>Pretax</u>	<u>After Tax</u>	<u>Pretax</u>	<u>After Tax</u>	<u>Pretax</u>	<u>After Tax</u>
Net Income	\$ 80,179	\$ 54,121	\$ 66,076	\$ 42,625	\$ 89,652	\$ 63,449
Acquisition-related items	3,369	2,291	28,662	19,490	38,865	26,428
Intangible asset write-offs	-	-	-	-	4,842	3,293
Litigation matter	2,835	1,928	3,027	2,058	(8,996)	(6,117)
Strategic initiative and other charges ⁽¹⁾	9,286	6,314	8,629	5,868	4,968	3,378
Pension settlement	-	-	-	-	(11,522)	(7,835)
Tax related		<u>-</u>		<u>-</u>		<u>1,334</u>
Adjusted Net Income		<u>\$ 64,654</u>		<u>\$ 70,041</u>		<u>\$ 83,930</u>

Note: See Disclaimer (Page 3) for Management's assessment of supplemental information related to adjusted net income. Adjusted net income reflects non-GAAP adjustments at an effective tax rate of 32.0%.

(1) See Disclosure (Page 3).

