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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): September 6, 2019

MATTHEWS INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania (State or other jurisdiction of

0-09115 (Commission File Number)

25-0644320 (I.R.S. Employer

Identification No.)

15212-5851

(Zip Code)

Incorporation or organization)

TWO NORTHSHORE CENTER, PITTSBURGH, PA

(Address of principal executive offices)

(412) 442-8200

(Registrant's telephone number, including area code)

NOT APPLICABLE

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

Securities registered pursuant to Section 12(b) of the Act	:	
Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Common Stock, \$1.00 par value	MATW	Nasdaq Global Select Market

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 2019. This presentation, or excerpts from 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 <u>www.matw.com/investor</u>.

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
<u>99.1</u>	Matthews International Corporation investor presentation for the third quarter of fiscal 2019

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: September 6, 2019

Mathews

INVESTOR PRESENTATION THIRD QUARTER FISCAL YEAR 2019

www.matw.com | Nasdaq: MATW

DISCLAIMER

Any forward-looking statements contained in this presentation are included 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 materially from the results discussed in such forward-looking statements principally include changes in domestic or international economic conditions, changes in foreign currency exchange rates, changes in the cost of materials used in the manufacture of the Company's products, changes in mortality and company operates, changes in product demand or pricing as a result of consolidation in the industries in which the Company operates, changes in product demand or pricing as a result of domestic or international competitive pressures, unknown risks in connection with the Company's acquisitions, cybersecurity concerns, effectiveness of the Company's internal controls, compliance with domestic and foreign laws and regulations, technological factors beyond the Company's control, and other factors described in the Company's Annual Report on Form 10-K and other periodic filings with the U.S. Securities and Exchange Commission (SEC').

The information contained in this presentation, including any financial data, is made as of June 30, 2019 unless otherwise noted. The Company does not, and is not obligated to, update this information after the date of such information. Included in this report are measures of financial performance that are not defined by generally accepted accounting principles in the United States ("GAAP"). 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 costs, ERP integration costs, strategic initiative and other charges (which includes non-recurring charges related to operational initiatives and exit activities), stock-based compensation and the non-service portion of pension and postretirement expense. 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 that management believes do not directly reflect the Company's core operations, (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 believes that adjusted EBITDA provides relevant and useful information, which is used by the Company's management in assessing the performance of its business. Adjusted EBITDA is defined by the Company as earnings before interest, income taxes, depreciation, amortization and certain non-cash and/or non-reurning items that do not contribute directly to management's evaluation of its operating results. These items include stock-based compensation, the non-service portion of pension and postreitrement expense, acquisition costs, ERP integration costs, and strategic initiatives and other charges. Adjusted EBITDA provides the Company with an understanding of

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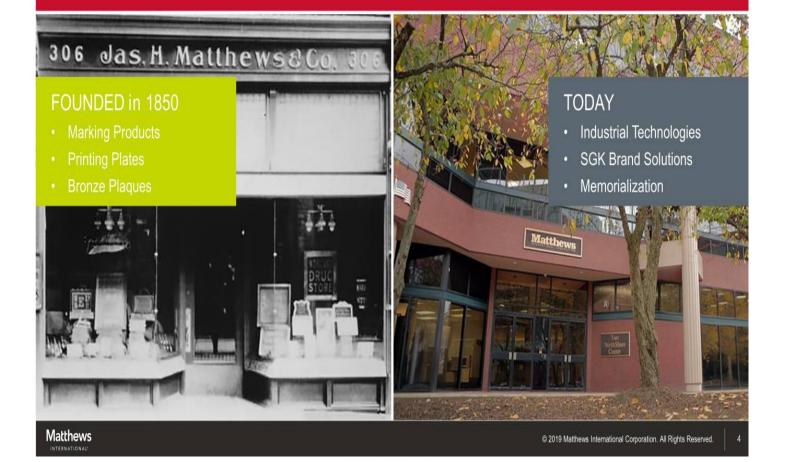
earnings before the impact of investing and financing charges and income taxes, and the effects of certain acquisition and ERP integration costs, and items that do not reflect the ordinary earnings of the Company's operations. This measure may be useful to an investor in evaluating operating performance. It is also useful as a financial measure for lenders and is used by the Company's management to measure business performance. Adjusted EBITDA is not a measure of the Company's financial performance under GAAP and should not be considered as an alternative to net income or other performance measures derived in accordance with GAAP, or as an alternative to cash flow from operating activities as a measure of the Company's liquidity. The Company's definition of adjusted EBITDA may not be comparable to similarly titled measures used by other companies.

The Company has also presented adjusted net income and adjusted earnings per share and believes each measure 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 net income and adjusted earnings per share provides the Company with an understanding of the results from the primary operations of our business by excluding the effects of certain acquisition and system-integration costs, and items that do not reflect the ordinary earnings of our operations. These measures provide management with insight into the earning value for shareholders excluding certain costs, not related to the Company's primary operations. Likewise, these measures 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 free cash flow and free cash flow yield as supplemental measures of cash flow that are not required by, or presented in accordance with, GAAP. Management believes that these measures provide relevant and useful information, which is widely used by analysts and investors as well as by our management. These measures provide management with insight on the cash generated by operations, excluding capital expenditures. These measures 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.



ROOTED IN IDENTIFICATION PRODUCTS

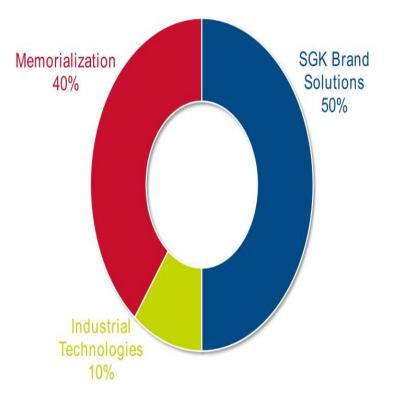


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INTERNATIONAL®

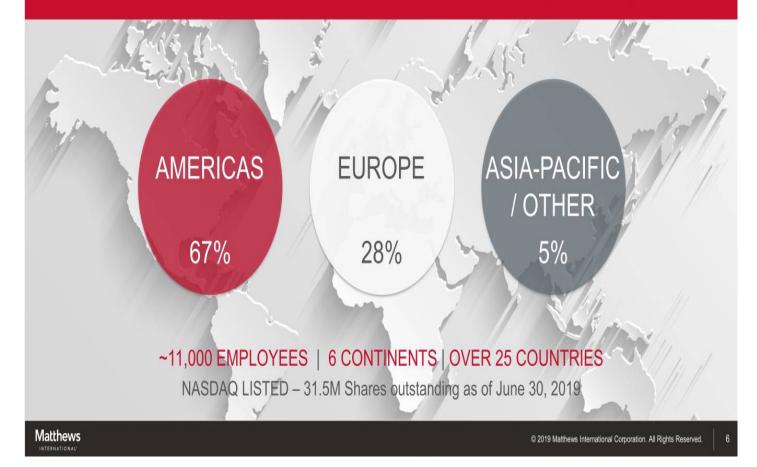
FISCAL 2018 SEGMENT SALES

(% of Total)



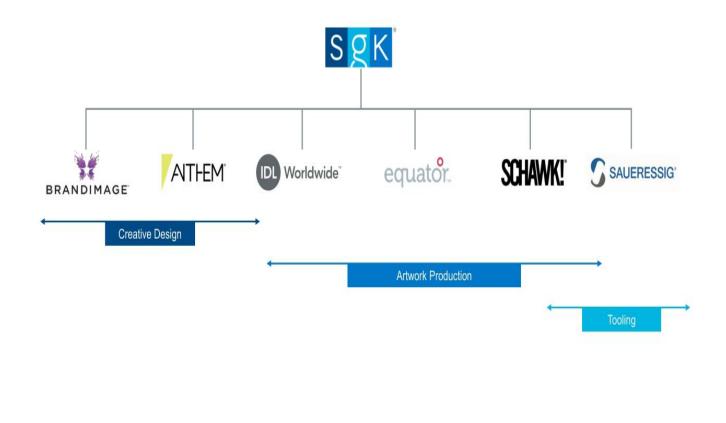
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GLOBAL PRODUCTS AND SERVICES SALES ACROSS DIVERSE BUSINESSES (FY18)





BROAD CAPABILITIES ON A GLOBAL SCALE



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PACKAGING PRODUCTION: OUR CORE BUSINESS

From Logo To Shelf

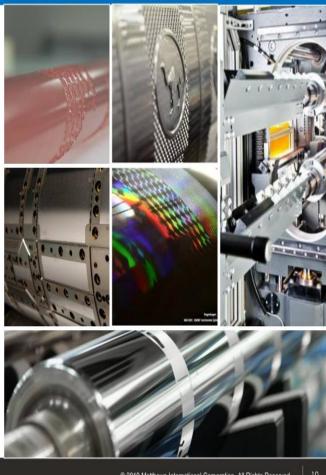


Matthews

TOOLING EXPERTISE

Taking Ideas To Finished Products.

We are a leading global designer and supplier of rotary tools and services for printing, texturing and converting of packaging and other woven materials.



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SGK BRAND SOLUTIONS

SERVICING GLOBAL AND REGIONAL CLIENTS

- Longstanding relationships with a large, blue chip customer base consisting of many Fortune 100 and Fortune 50 companies
- "Strategic" relationships rather than "vendor" relationships – more valued client engagement
- Critical service provider in marketing execution of top world-wide brands, particularly where global consistency is highly valued

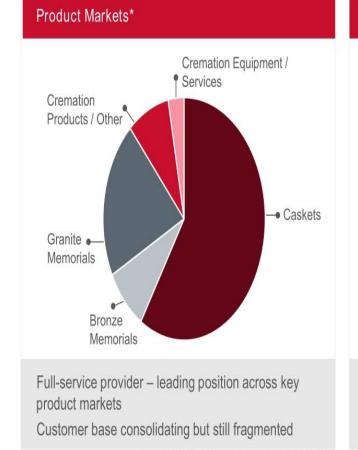




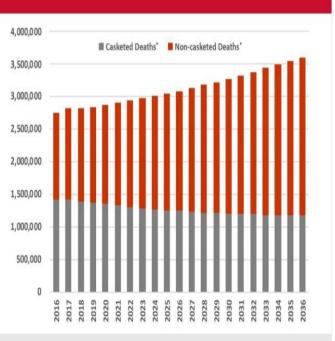
PRODUCTS

Cemetery Products	Funeral Home Products	Cremation Equipment
	Market Position (U.S.)	
Bronze Memorials - #1 Granite Memorials - #1	Caskets - #2	Cremation Equipment - #1
	Core Geographies	
North America, Italy, Australia	United States	Global
Matthews		© 2019 Matthews International Corporation, All Rights Reserved.

OUR MARKETS



Casketed Deaths vs. Total Deaths*



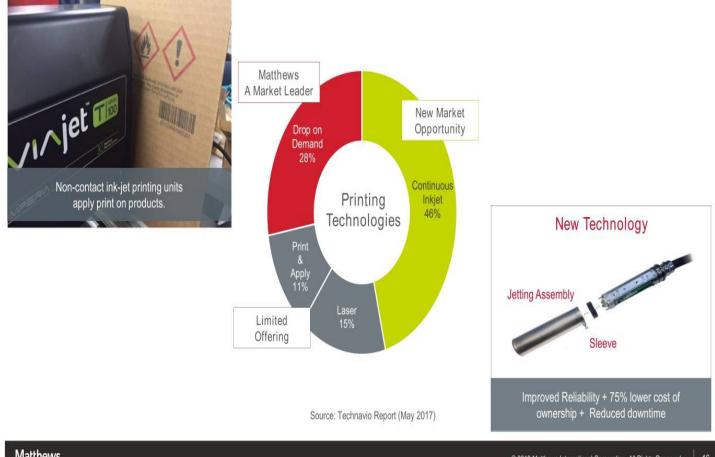
Relatively stable demand driven by predictable trends: increased deaths and rising cremation rates

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

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PRODUCT IDENTIFICATION



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WAREHOUSE AUTOMATION AND APPLIED TECHNOLOGY



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VALUE CREATION

ORGANIC

- · Expanding market penetration with existing products
- · Synergies and manufacturing / cost structure improvements
- New product introductions

ACQUISITIONS

- · Support segment business plans; fill product / geographic gaps
- · Leverage existing operating infrastructure
- · Achieve long-term annual return (EBITDA) on invested capital of at least 14%

SHARE REPURCHASES

- Opportunistic
 - Repurchase in periods of excess cash flow
 - Current remaining authorization: 0.9 million shares

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CONSOLIDATED RESULTS

(Dollars in thousands,	Fiscal Ye	ar Ei	nded Sept	emb	er 30,	YTD June 30,				
except per share data)	2016	2017			2018	_	2018	2019		
						(1	unaudited)	(1	inaudited)	
Consolidated Sales	\$ 1,480,464	\$	1,515,608	\$	1,602,580	\$	1,195,136	\$	1,144,871	
Net Income Attributable to Matthews	\$ 66,749	\$	74,368	\$	107,371	\$	77,776	\$	33,143	
Total Adjusted EBITDA ⁽¹⁾	\$ 239,586	\$	238,683	\$	255,114	\$	178,163	\$	161,623	
Diluted EPS	\$ 2.03	\$	2.28	\$	3.37	\$	2.44	\$	1.05	
Non-GAAP Adjusted EPS ⁽²⁾	\$ 3.38	\$	3.60	\$	3.96	\$	2.72	\$	2.30	

Note: See Disclaimer (Page 2) for Management's assessment of supplemental information related to total adjusted EBITDA and non-GAAP adjusted EPS.

(1) Total adjusted EBITDA is defined by the Company as earnings before interest, income taxes, depreciation, amortization and certain non-cash and/or non-recurring items that do not contribute directly to management's evaluation of its operating results. See reconciliation at Appendix A.

(2) Non-GAAP adjusted EPS reflects certain adjustments to facilitate comparability and excludes intangible amortization and the non-service cost portion of pension/post-retirement expense. See reconciliation at Appendix B.

SEGMENT OPERATING RESULTS

(Dollars in thousands)		Fiscal Yea	ar E	nded Septe	emb	er 30,	YTD June 30,				
	_	2016		2017	2018		2018		2019		
Sales:	_		_		_		(1	unaudited)	(unaudited)		
SGK Brand Solutions	\$	755,975	\$	770,181	\$	805,274	\$	601,794	\$	557,881	
Memorialization		610,142		615,882		631,392		475,557		474,279	
Industrial Technologies		114,347		129,545		165,914	<u>. </u>	117,785		112,711	
Consolidated Sales	\$	1,480,464	\$	1,515,608	\$	1,602,580	\$	1,195,136	\$	1,144,871	
Adjusted EBITDA:											
SGK Brand Solutions	\$	152,323	\$	144,783	\$	150,233	\$	102,954	\$	86,612	
Memorialization		125,886		139,192		145,487		107,598		101,361	
Industrial Technologies		17,583		18,481		25,864		16,809		15,665	
Corporate and Non-Operating	-	(56,206)	_	(63,773)		(66,470)	_	(49,198)		(42,015)	
Total Adjusted EBITDA ⁽¹⁾	\$	239,586	\$	238,683	\$	255,114	\$	178,163	\$	161,623	

Note: See Disclaimer (Page 2) for Management's assessment of supplemental information related to total adjusted EBITDA.

(1) Total adjusted EBITDA is defined by the Company as earnings before interest, income taxes, depreciation, amortization and certain non-cash

and/or non-recurring items that do not contribute directly to management's evaluation of its operating results. See reconciliation at Appendix A.

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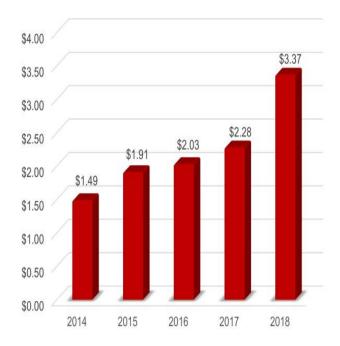
FREE CASH FLOW YIELD

	FISCAL LEG	ember 30,			
	2016		2017	_	2018
120					12 12 - 0 A-2017
\$	140,274	\$	149,299	\$	147,574
					10,0000 - 200,000
	(41,682)		(44,935)	_	(43,200)
11211		No.		1.25	Western According
\$	98,592	\$	104,364	\$	104,374
	1,952,929		2,001,249	_	1,608,551
	5.05%		5.21%	_	6.49%
Ca	apitalization	1)			9.51%
		<pre>\$ 140,274</pre>	\$ 140,274 \$ (41,682) \$ 98,592 \$ 1,952,929 2	\$ 140,274 \$ 149,299 (41,682) (44,935) \$ 98,592 \$ 104,364 1,952,929 2,001,249 5.05% 5.21%	\$ 140,274 \$ 149,299 \$ (41,682) (44,935)

Note: See Disclaimer (Page 2) for Management's assessment of supplemental information related to free cash flow and free cash flow yield.

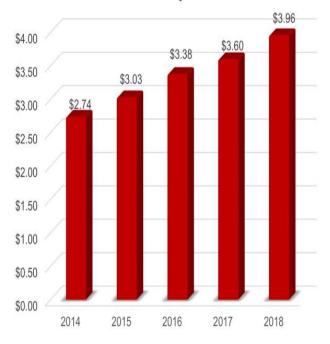
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EARNINGS PER SHARE (EPS)



Diluted EPS

Non-GAAP Adjusted EPS⁽¹⁾

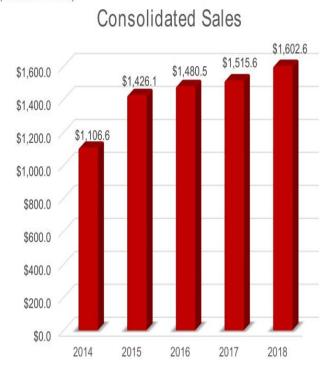


Note: See Disclaimer (Page 2) for Management's assessment of supplemental information related to non-GAAP adjusted EPS. (1) Non-GAAP adjusted EPS reflects certain adjustments to facilitate comparability and excludes intangible amortization and the non-service cost portion of pension/post-retirement expense. See reconciliation at Appendix B.

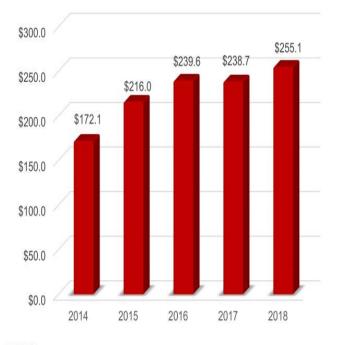
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SALES AND TOTAL ADJUSTED EBITDA

(Dollars in millions)



Total Adjusted EBITDA⁽¹⁾

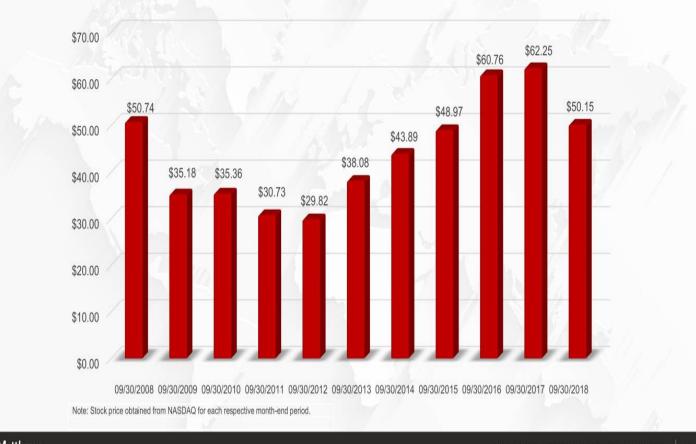


Note: See Disclaimer (Page 2) for Management's assessment of supplemental information related to total adjusted EBITDA.

(1) Total adjusted EBITDA is defined by the Company as earnings before interest, income taxes, depreciation, amortization and certain non-cash and/or non-recurring items that do not contribute directly to management's evaluation of its operating results. See reconciliation at Appendix A.

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COMMON STOCK PRICE



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CAPITAL ALLOCATION PRIORITIES

Debt Reduction

Target less than 3x Adjusted EBITDA⁽¹⁾

Annualized Cash Dividend (Current)

• \$0.80 per share for FY2019

Invest in Growth

• Three-year average capex ~2.8% of revenue

Acquisitions

- · Extend capabilities in existing businesses
- · Geographic expansion

Share Repurchases

- Opportunistic
- 0.9 million shares authorized



(1) See appendix for Adjusted EBITDA reconciliations and other important disclosures regarding Matthews' use of Non-GAAP measures

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INSTITUTIONAL SHAREHOLDERS

Shares

June 30, 2019

BlackRock, Inc.	4,655,999	
The Vanguard Group, Inc.	3,441,174	
Franklin Resources, Inc.	2,953,421	
Dimensional Fund Advisors, L.P.	1,868,479	
Clarkston Capital Partners, LLC	1,459,961	
Wellington Management Group, LLP	1,230,547	
State Street Corporation	925,353	
Aristotle Capital Boston, LLC	512,996	
Bank of New York Mellon Corporation	511,734	
Northern Trust Corp	416,689	
Top Ten Institutions	17,976,353	57.1% of outstanding sha
Remaining Institutions	8,101,658	
Total Institutional Ownership	26,078,011	82.8% of outstanding share

Note: Institutional share information obtained from Nasdaq as of June 30, 2019

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TOTAL ADJUSTED EBITDA

(NON-GAAP RECONCILIATION)

APPENDIX A

(Dollars in thousands)		Fisca	al Year Ei	YTD June 30,					
(unaudited)		2016		2017	 2018	_	2018	2019	
Net income	\$	66,161	\$	73,933	\$ 107,111	\$	77,575	\$	32,602
Income tax provision (benefit)	<i>.</i>	29,073		22,354	 (9,118)	- 54	(18,703)		4,429
Income before income taxes		95,234		96,287	97,993		58,872		37,031
Net loss attributable to noncontrolling interests		588		435	260		201		541
Interest expense		24,344		26,371	37,427		26,782		31,068
Depreciation and amortization		65,480		67,981	76,974		57,052		60,759
Acquisition costs (1)		23,847		17,722	10,918		9,309		8,386
ERP integration costs (2)		10,827		8,026	10,864		8,278		6,337
Loss recoveries, net of costs (3)		14		(10,683)					-
Strategic initiatives and other charges (4)		241		9,209	1,495		2,862		3,149
Joint Venture depreciation, amortization and interest expense (5)		4		12	-				866
Loss on divestiture (6)									4,465
Stock-based compensation		10,612		14,562	13,460		10,531		6,169
Non-service pension and postretirement (7)		8,413		8,773	 5,723		4,276	-	2,852
Total Adjusted EBITDA	\$	239,586	\$	238,683	\$ 255,114	\$	178,163	\$	161,623

Note: See Disclaimer (Page 2) for Management's assessment of supplemental information related to total adjusted EBITDA.

(1) Includes certain non-recurring costs associated with recent acquisition activities.

(2) Represents costs associated with global ERP system integration efforts.

(3) Represents loss recoveries, net of related costs, related to the theft of funds by a former employee.

(4) Includes certain non-recurring costs associated with productivity and cost-reduction initiatives intended to result in improved operating performance, profitability and working capital levels.

(5) Represents the Company's portion of depreciation, intangible amortization and interest expense incurred by non-consolidated subsidiaries accounted for as equity-method investments within the Memorialization segment.

(6) Represents a loss on the sale of a controlling interest in a Memorialization business.

(7) Non-service pension and postretirement expense includes interest cost, expected return on plan assets and amortization of actuarial gains and losses. These benefit cost components are excluded from adjusted EBITDA since they are primarily influenced by external market conditions that impact investment returns and interest (discount) rates. The service cost and prior service cost components of pension and postretirement expense are included in the calculation of adjusted EBITDA, since they are considered to be a better reflection of the ongoing service-related costs of providing these benefits. 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.

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ADJUSTED NET INCOME & EPS

(NON-GAAP RECONCILIATION)

APPENDIX B

(Dollars in thousands, except per share data)		Fiscal Year Ended September 30,												YTD June 30,					
		2016		2017				2018			2018				2019				
(unaudited)	8		per share	8 9	_	per share		8		per share		<u>,</u>		per share	16.		per share		
Net income attributable to Matthews	\$	66,749	\$ 2.03	\$	74,368	\$	2.28	\$	107,371	\$ 3	.37	\$	77,776	\$ 2.44	\$	33,143	\$ 1.05		
Acquisition costs (1)		16,240	0.50		13,828	8	0.42		8,128	0	.26		6,939	0.22		6,373	0.20		
ERP integration costs (2)		7,338	0.22		6,787	1	0.21		8,040	0	.25		6,125	0.19		4,816	0.15		
Loss recoveries, net of costs (3)					(7,478)	(0.23)							-					
Strategic initiatives and other charges (4)		1,031	0.03		6,722	į	0.21		1,106	0	.04		2,118	0.07		2,393	0.08		
Loss on divestiture (5)		-			-				-	3			(*)			3,394	0.10		
Joint Venture intangible amortization expense (6)		-	-		-				-							210	0.01		
Non-service pension and postretirement (7)		5,729	0.17		6,141	1	0.19		4,235	0	.12		3,164	0.10		2,167	0.07		
Intangible amortization expense		14,179	0.43		16,319	2	0.50		23,356	0	.73		17,215	0.54		20,646	0.65		
Tax related (8)		-			485		0.02		(25,967)	(0	.81)		(26,738)	(0.84)		(300)	(0.01)		
Adjusted net income	\$	111,266	\$ 3.38	\$	117,172	\$	3.60	\$	126,269	\$ 3	.96	\$	86,599	\$ 2.72	\$	72,842	\$ 2.30		

Note: Adjustments to net income for non-GAAP reconciling items were calculated using an income tax rate of 20.3% and 24.0% for the three and nine months ended June 30, 2019, respectively and 26% for the three and nine months ended June 30, 2018, respectively.

(1) Includes certain non-recurring costs associated with recent acquisition activities.

(2) Represents costs associated with global ERP system integration efforts.

(3) Represents loss recoveries, net of related costs, related to the theft of funds by a former employee.

(4) Includes certain non-recurring costs associated with productivity and cost-reduction initiatives intended to result in improved operating performance, profitability and working capital levels.

(5) Represents a loss on the sale of a controlling interest in a Memorialization business.

(6) Represents the Company's portion of intangible amortization expense incurred by non-consolidated subsidiaries accounted for as equity-method investments within the Memorialization segment.

(7) Non-service pension and postretirement expense includes interest cost, expected return on plan assets and amortization of actuarial gains and losses. These benefit cost components are excluded from adjusted net income and EPS since they are primarily influenced by external market conditions that impact investment returns and interest (discount) rates. The service cost and prior service cost components of pension and postretirement expense are included in the calculation of adjusted net income and EPS, since they are considered to be a better reflection of the ongoing service-related costs of providing these benefits. 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.

(8) The tax-related adjustments in fiscal 2018 consisted of income tax regulation changes which included an estimated favorable tax benefit of approximately \$37,800 for the reduction in the Company's net deferred tax liability principally reflecting the lower U.S. Federal tax rate, offset partially by an estimated repatriation transition tax charge and other charges of approximately \$11,000, for the nine month period ended June 30, 2018.g

ADDITIONAL SEGMENT INFORMATION SUPPLEMENTAL ASSET DATA

APPENDIX C

(Dollars in thousands) (unaudited)	GK Brand Solutions	Men	norialization	Industrial Technologies		1935	orate and Operating	Total
				Fi	scal 2018			
Operating assets (1)	\$ 408,167	\$	265,352	\$	64,655	\$	26,515	\$ 764,689
Intangible assets, net	785,155		479,450		128,199		ал. С	1,392,804
Other	107,463		69,998		6,010		34,521	217,992
Total assets	\$ 1,300,785	\$	814,800	\$	198,864	\$	61,036	\$ 2,375,485
				Fi	scal 2017			
Operating assets (1)	\$ 391,716	\$	262,515	\$	55,040	\$	17,273	\$ 726,544
Intangible assets, net	797,779		440,189		84,208			1,322,176
Other	86,800		38,444		22,224		48,461	195,929
Total assets	\$ 1,276,295	\$	741,148	\$	161,472	\$	65,734	\$ 2,244,649
				Fi	scal 2016			
Operating assets (1)	\$ 357,392	\$	267,541	\$	29,155	\$	22,791	\$ 676,879
Intangible assets, net	738,259		442,446		64,625		20	1,245,330
Other	 82,165		25,998		28,399		32,270	168,832
Total assets	\$ 1,177,816	\$	735,985	\$	122,179	\$	55,061	\$ 2,091,041

(1) Operating assets include accounts receivable, inventories and property, plant and equipment.

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