

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

MAIL WELL INC

CIK: **920321** | IRS No.: **841250533** | State of Incorpor.: **CO** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-12551** | Film No.: **03546186**
SIC: **2670** Converted paper & paperboard prods (no containers/boxes)

Mailing Address
8310 S VALLEY HWY #400
ENGLEWOOD CO 80112

Business Address
8310 S VALLEY HWY #400
ENGLEWOOD CO 80112
3037908023

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

FEBRUARY 10, 2003

MAIL-WELL, INC.
(Exact Name of Registrant as Specified in its Charter)

COLORADO
(State or Other Jurisdiction of Incorporation)

1-12551
(Commission File Number)

84-1250533
(IRS Employer Identification Number)

8310 S. VALLEY HWY. #400, ENGLEWOOD, CO 80112
(Address of principal executive offices) (Zip Code)

303-790-8023
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS.

Please see attached Exhibit 99.1.

SIGNATURES

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.

Mail-Well, Inc.

(Registrant)

By: /s/ Michel P. Salbaing

Michel P. Salbaing

Sr. Vice President and CFO

Date: February 10, 2003

In June 2001 Mail-Well, Inc. ("Mail-Well") adopted a new strategic plan and announced a restructuring of its Envelope and Commercial Printing segments, the sale of its Label and Printed Office Products segments and the sale of certain non-strategic operations of its Envelope and Commercial Printing segments. In July 2002, Mail-Well announced that it would not sell PrintXcel, an operation included in the Printed Office Products segment. Also, in December 2002, Mail-Well discontinued its efforts to sell a portion of the digital graphics division of the Commercial Printing segment.

The accompanying pro forma condensed consolidated income statements present Mail-Well's results for the periods indicated as if the Label segment and the Curtis 1000 operation of the Printed Office Products segment, the filing products division operation of its Envelope segment and those operations of the digital graphics division held for sale had been divested January 1, 2000. In addition, all restructuring and other non-recurring charges recorded in 2000, 2001 and 2002 have been excluded.

The pro forma condensed consolidated income statements should be read in conjunction with Mail-Well's Annual Report on Form 10-K for the year ended December 31, 2001, its quarterly report on Form 10-Q for the quarterly period ended September 30, 2002 and its Annual Report on Form 10-K for the year ended December 31, 2002 when filed.

NOTES TO PRO FORMA CONDENSED STATEMENTS OF INCOME
2002

- Results of the filing products division of our Envelope segment and the portion of the digital graphics division for our Commercial Printing segment for sale ("Assets Held For Sale") have been excluded. The filing products division was sold in August 2002. Sales and operating income of the Assets Held For Sale for the periods presented were as follows:

<TABLE>
<CAPTION>

	YEAR-ENDED		THREE-MONTHS ENDED		
	12/31/02	12/31/02	9/30/02	6/30/02	3/31/02
<S>	<C>	<C>	<C>	<C>	<C>
Sales	\$ 59.2	\$ 3.6	\$ 10.3	\$ 22.3	\$ 23.0
Operating income	\$ 3.4	\$ 0.5	\$ 0.3	\$ 1.2	\$ 1.4

</TABLE>

- Sales to Curtis 1000 and the Label Segment ("Discontinued Operations") and Assets Held For Sale are included in the net sales reported in the pro forma Condensed Consolidated Statements of Income. These sales are eliminated in Mail-Well's Consolidated Statement of Income as intercompany sales.
- Interest expense has been reduced by the amount of interest deemed attributable to the debt repaid with the net proceeds received from the sale of Curtis 1000 and the sale of the Label segment and the sale of the filing products division of the Envelope segment. Interest expense has also been reduced by the assumed net proceeds from the divestiture of the digital graphics assets held for sale. The reduction in interest expense for the year-ended December 31, 2002 was \$3.0 million (\$1.8 million for the three-months ended March 31, 2002 and \$1.2 million for the three-months ended June 30, 2002).
- Restructuring and other non-recurring charges recorded by the Commercial Printing, Envelope and Printed Office Products segments in connection with the 2000, 2001 and 2002 restructuring programs have been excluded. The restructuring and other non-recurring charges recorded for the year-ended December 31, 2002 were \$72.4 million. Restructuring charges for the three-months ended December 31, 2002, September 30, 2002, June 30, 2002 and March 31, 2002 were \$10.5 million, \$38.4 million, \$9.3 million and \$14.2 million,

respectively. In addition, impairment charges in the amount of \$21.1 million were excluded.

5. Income taxes have been provided at an effective tax rate applicable to Mail-Well's results excluding Discontinued Operations, Assets Held For Sale and restructuring and other non-recurring charges.
6. Sales, operating income and EBITDA for the Envelope, Commercial Printing and Printed Office Products segments, excluding Assets Held For Sale and restructuring and other non-recurring charges, are presented below:

<TABLE>
<CAPTION>

	YEAR ENDED	THREE-MONTHS ENDED			
	12/31/02	12/31/02	9/30/02	6/30/02	3/31/02
<S>	<C>	<C>	<C>	<C>	<C>
NET SALES					
Envelope	\$ 719.1	\$ 181.0	\$ 176.7	\$ 176.9	\$ 184.5
Commercial Printing	751.4	201.9	191.3	170.0	188.2
Printed Office Products	205.2	49.3	50.7	52.1	53.1
Total	\$ 1,675.7	\$ 432.2	\$ 418.7	\$ 399.0	\$ 425.8
OPERATING INCOME					
Envelope	\$ 75.1	\$ 19.9	\$ 18.8	\$ 18.2	\$ 18.2
Commercial Printing	(1.1)	4.3	3.4	(6.4)	(2.4)
Printed Office Products	20.0	4.9	5.2	5.3	4.6
Corporate	(15.7)	(2.5)	(4.8)	(5.3)	(3.1)
Total	\$ 78.3	\$ 26.6	\$ 22.6	\$ 11.8	\$ 17.3
EBITDA					
Envelope	\$ 94.5	\$ 24.6	\$ 23.7	\$ 23.0	\$ 23.2
Commercial Printing	26.5	11.1	10.4	0.6	4.4
Printed Office Products	26.0	6.5	6.7	6.7	6.1
Corporate	(19.6)	(3.6)	(5.5)	(6.4)	(4.1)
Total	\$ 127.4	\$ 38.6	\$ 35.3	\$ 23.9	\$ 29.6

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<TABLE>

MAIL-WELL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
PRO FORMA
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

<CAPTION>

	YEAR-ENDED	THREE-MONTHS ENDED			
	DECEMBER 31, 2002 (UNAUDITED)	DECEMBER 31, 2002 (UNAUDITED)	SEPTEMBER 31, 2002 (UNAUDITED)	JUNE 30, 2002 (UNAUDITED)	MARCH 31, 2002 (UNAUDITED)
<S>	<C>	<C>	<C>	<C>	<C>
Net sales	\$ 1,675.7	\$ 432.2	\$ 418.7	\$ 399.0	\$ 425.8
Gross profit	334.7	91.6	82.6	77.9	82.6
Selling, administrative and other Amortization	254.4 2.0	64.5 0.5	59.5 0.5	65.6 0.5	64.8 0.5
Operating income	78.3	26.6	22.6	11.8	17.3
Interest and other expense	74.8	17.5	20.2	19.8	17.3
Income before income taxes	3.5	9.1	2.4	(8.0)	-
Income taxes	1.5	3.8	1.1	(3.4)	-
Net income	\$ 2.0	\$ 5.3	\$ 1.3	\$ (4.6)	\$ -

ADDITIONAL INFORMATION:

EBITDA	\$ 127.4	\$ 38.6	\$ 35.3	\$ 23.9	\$ 29.6
Earnings per share - assuming dilution	\$ 0.04	\$ 0.11	\$ 0.03	\$ (0.10)	\$ -

</TABLE>

NOTES TO PRO FORMA CONDENSED STATEMENTS OF INCOME
2001

1. Results of non-strategic operations of the Envelope and Commercial Printing segments ("Assets Held For Sale") have been excluded. Sales and operating income of the Assets Held For Sale for the periods presented were as follows:

<TABLE>

<CAPTION>

	YEAR-ENDED	THREE-MONTHS ENDED			
	12/31/01	12/31/01	9/30/01	6/30/01	3/31/01
<S>	<C>	<C>	<C>	<C>	<C>
Sales	\$ 94.0	\$ 22.2	\$ 22.4	\$ 24.2	\$ 25.2
Operating income	\$ 9.2	\$ 2.2	\$ 2.1	\$ 2.3	\$ 2.6

</TABLE>

2. Sales to Curtis 1000 and the Label Segment ("Discontinued Operations") and Assets Held For Sale are included in the net sales reported in the pro forma Condensed Consolidated Statements of Income. These sales are eliminated in Mail-Well's Consolidated Statement of Income as intercompany sales.
3. Interest expense has been reduced by the amount of interest deemed attributable to the debt repaid with the net proceeds received from the sale of Curtis 1000, the sale of the Label segment and the sale of the filing products division of the Envelope segment. Interest expense has also reduced by the assumed net proceeds from the divestiture of the digital graphics asset held for sale. The reduction in interest expense for the year ended December 31, 2001 was \$9.8 million (\$2.9 million for the three-months ended March 31, 2001, \$2.6 million for the three-months ended June 30, 2001, \$2.3 million for the three-months ended September 30, 2001 and \$2.0 million for the three-months ended December 31, 2001).
4. Restructuring charges and other non-recurring charges recorded by the Commercial Printing, Envelope and Printed Office Products segments in connection with the 2000 and 2001 restructuring programs have been excluded. The restructuring charges recorded for the year ended December 31, 2001 were \$43.1 million. Restructuring charges recorded during the three-months ended December 31, 2001, September 30, 2001 and June 30, 2001 were \$17.5 million, \$6.2 million, \$19.4 million, respectively. There were no restructuring charges for the three-months ended March 30, 2001. In addition, impairment charges in the amount of \$36.5 million were excluded.
5. Income taxes have been provided at an effective tax rate applicable to Mail-Well's results excluding Discontinued Operations, Assets Held For Sale and restructuring and other non-recurring charges.
6. Sales, operating income and EBITDA for the Envelope, Commercial Printing and Printed Office Products segments, excluding Assets Held For Sale and restructuring and other non-recurring charges, are presented below:

<TABLE>

<CAPTION>

	YEAR ENDED	THREE-MONTHS ENDED			
	12/31/01	12/31/01	9/30/01	6/30/01	3/31/01
<S>	<C>	<C>	<C>	<C>	<C>
NET SALES					
Commercial Printing	\$ 804.7	\$ 187.5	\$ 204.7	\$ 203.9	\$ 208.6

Envelope	781.1	186.5	190.3	196.4	207.9
Printed Office Products	223.2	54.2	54.8	56.3	57.9
	-----	-----	-----	-----	-----
Total	\$ 1,809.0	\$ 428.2	\$ 449.8	\$ 456.6	\$ 474.4
	=====	=====	=====	=====	=====
OPERATING INCOME					
Commercial Printing	\$ 18.1	\$ 2.6	\$ 3.7	\$ 6.1	\$ 5.7
Envelope	79.2	21.8	16.9	19.5	21.0
Printed Office Products	19.4	4.2	3.6	5.8	5.8
Corporate	(33.7)	(10.8)	(7.0)	(7.5)	(8.4)
	-----	-----	-----	-----	-----
	\$ 83.0	\$ 17.8	\$ 17.2	\$ 23.9	\$ 24.1
	=====	=====	=====	=====	=====
EBITDA					
Commercial Printing	\$ 45.2	\$ 9.2	\$ 10.6	\$ 12.7	\$ 12.7
Envelope	99.9	27.0	22.1	24.7	26.1
Printed Office Products	25.6	5.8	5.2	7.3	7.3
Corporate	(23.2)	(7.2)	(5.1)	(4.9)	(6.0)
	-----	-----	-----	-----	-----
	\$ 147.5	\$ 34.8	\$ 32.8	\$ 39.8	\$ 40.1
	=====	=====	=====	=====	=====

</TABLE>

<TABLE>

MAIL-WELL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
PRO FORMA
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

<CAPTION>

	YEAR-ENDED		THREE-MONTHS ENDED		
	DECEMBER 31, 2001 (UNAUDITED)	DECEMBER 31, 2001 (UNAUDITED)	SEPTEMBER 30, 2001 (UNAUDITED)	JUNE 30, 2001 (UNAUDITED)	MARCH 31, 2001 (UNAUDITED)
<S>	<C>	<C>	<C>	<C>	<C>
Net sales	\$ 1,809.0	\$ 428.2	\$ 449.8	\$ 456.6	\$ 474.4
Gross profit	363.8	86.1	85.7	94.8	97.2
Selling, administrative and other	265.0	64.5	64.7	66.6	69.2
Amortization	15.8	3.8	3.8	4.3	3.9
	-----	-----	-----	-----	-----
Operating income	83.0	17.8	17.2	23.9	24.1
Interest and other expense	71.1	16.4	17.4	18.2	19.1
	-----	-----	-----	-----	-----
Income before income taxes	11.9	1.4	(0.2)	5.7	5.0
Income taxes	6.3	0.7	(0.1)	3.1	2.6
	-----	-----	-----	-----	-----
Net income	\$ 5.6	\$ 0.7	\$ (0.1)	\$ 2.6	\$ 2.4
	=====	=====	=====	=====	=====

ADDITIONAL INFORMATION:

EBITDA	\$ 147.5	\$ 34.8	\$ 32.8	\$ 39.8	\$ 40.1
	=====	=====	=====	=====	=====
Earnings per share - assuming dilution	\$ 0.12	\$ 0.01	\$ -	\$ 0.06	\$ 0.05
	=====	=====	=====	=====	=====

</TABLE>

NOTES TO PRO FORMA CONDENSED STATEMENTS OF INCOME
2000

1. Results of non-strategic operations of the Envelope and Commercial Printing segments ("Assets Held For Sale") have been excluded. Sales and operating income of the Assets Held For Sale for the periods presented were as follows:

<TABLE>

<CAPTION>

	YEAR-ENDED		THREE-MONTHS ENDED		
	12/31/00	12/31/00	9/30/00	6/30/00	3/31/00

<S>	<C>	<C>	<C>	<C>	<C>
Sales	\$ 94.8	\$ 23.8	\$ 23.0	\$ 23.7	\$ 24.3
Operating income	\$ 9.6	\$ 2.0	\$ 2.4	\$ 2.3	\$ 2.9

2. Sales to Curtis 1000 and the Label Segment ("Discontinued Operations") and Assets Held For Sale are included in the reported net sales in the pro forma Condensed Consolidated Statements of Income. These sales had been eliminated in the Mail-Well's Consolidated Statement of Income as intercompany sales.
3. Interest expense has been reduced by the amount of interest deemed attributable to the debt repaid with the net proceeds received from the sale of Curtis 1000, the sale of the Label segment and the sale of the filing products division of the Envelope segment. Interest expense has also been reduced by the assumed net proceeds from the divestiture of the digital graphics assets held for sale. The reduction in interest expense for the year ended December 30, 2000 was \$11.7 million (\$2.5 million for the three-months ended March 31, 2000, \$2.8 million for the three-months ended June 30, 2000, \$3.5 million for the three-months ended September 30, 2000 and \$2.9 million for the three-months ended December 31, 2000).
4. Restructuring charges and other non-recurring charges recorded by the Commercial Printing, Envelope and Printed Office Products segments in connection with the 1998 and 2000 restructuring programs were excluded. The restructuring charges recorded for the year ended December 30, 2000 were \$14.5 million. Restructuring charges recorded during the three-months ended December 30, 2000 and September 30, 2000 were \$13.2 million and \$0.8 million, respectively. There were no restructuring charges for the three-months ended June 30, 2000 and March 31, 2000.
5. Income taxes have been provided at an effective tax rate applicable to Mail-Well's results excluding Discontinued Operations, Assets Held For Sale and restructuring and other non-recurring charges.
6. Sales, operating income and EBITDA for the Envelope, Commercial Printing and Printed Office Products segments, excluding Assets Held For Sale and restructuring and other non-recurring charges, are presented below:

<S>	YEAR ENDED		THREE-MONTHS ENDED		
<C>	12/31/00	12/30/00	9/30/00	6/30/00	3/31/00
NET SALES					
Commercial Printing	\$ 944.9	\$ 240.5	\$ 254.0	\$ 223.8	\$ 226.6
Envelope	800.8	212.6	203.9	197.5	186.8
PrintXcel	229.5	58.5	59.5	60.3	51.2
Total	\$ 1,975.2	\$ 511.6	\$ 517.4	\$ 481.6	\$ 464.6
OPERATING INCOME					
Commercial Printing	\$ 56.5	\$ 13.1	\$ 11.9	\$ 14.3	\$ 17.2
Envelope	85.0	25.2	22.1	17.9	19.8
PrintXcel	24.6	5.7	6.0	6.9	6.0
Corporate	(31.1)	(11.8)	(7.3)	(6.8)	(5.2)
Total	\$ 135.0	\$ 32.2	\$ 32.7	\$ 32.3	\$ 37.8
EBITDA					
Commercial Printing	\$ 82.9	\$ 19.6	\$ 18.9	\$ 20.9	\$ 23.5
Envelope	104.5	30.3	26.9	23.2	24.1
PrintXcel	30.1	7.2	7.4	8.4	7.1
Corporate	(20.8)	(7.3)	(5.7)	(4.7)	(3.1)
Total	\$ 196.7	\$ 49.8	\$ 47.5	\$ 47.8	\$ 51.6

<TABLE>

MAIL-WELL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
PRO FORMA
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

<CAPTION>

	YEAR-ENDED	THREE-MONTHS ENDED			
	DECEMBER 31, 2000 (UNAUDITED)	DECEMBER 31, 2000 (UNAUDITED)	SEPTEMBER 30, 2000 (UNAUDITED)	JUNE 30, 2000 (UNAUDITED)	MARCH 31, 2000 (UNAUDITED)
<S>	<C>	<C>	<C>	<C>	<C>
Net sales	\$ 1,975.2	\$ 511.6	\$ 517.4	\$ 481.6	\$ 464.6
Gross profit	420.1	109.3	106.9	102.4	101.5
Selling, administrative and other	269.6	71.0	70.9	67.0	60.7
Amortization	15.5	6.1	3.3	3.1	3.0
Operating income	135.0	32.2	32.7	32.3	37.8
Interest and other expense	77.6	21.6	19.1	20.8	16.1
Income before income taxes	57.4	10.6	13.6	11.5	21.7
Income taxes	21.7	4.0	5.2	4.3	8.2
Net income	\$ 35.7	\$ 6.6	\$ 8.4	\$ 7.2	\$ 13.5
ADDITIONAL INFORMATION:					
EBITDA	\$ 196.7	\$ 49.8	\$ 47.5	\$ 47.8	\$ 51.6
Earnings per share - assuming dilution	\$ 0.72	\$ 0.14	\$ 0.17	\$ 0.14	\$ 0.26

</TABLE>