

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the Quarterly Period Ended August 1, 2015

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: 0-23246



**Daktronics, Inc.**

(Exact name of Registrant as specified in its charter)

**South Dakota**

(State or other jurisdiction of incorporation or  
organization)

**46-0306862**

(I.R.S. Employer Identification Number)

**201 Daktronics Drive  
Brookings SD**

(Address of principal executive offices)

**57006**

(Zip Code)

**(605) 692-0200**

(Registrant's telephone number, including area code)

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company.)	Smaller reporting company	<input type="checkbox"/>

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 outstanding as of August 31, 2015 was 43,769,661.

**DAKTRONICS, INC. AND SUBSIDIARIES**  
FORM 10-Q  
For the Quarter Ended August 1, 2015

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**PART I. FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS**

**DAKTRONICS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share data)

	<b>August 1, 2015</b>	<b>May 2, 2015</b>
	<b>(unaudited)</b>	
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 35,269	\$ 57,284
Restricted cash	199	496
Marketable securities	25,329	25,346
Accounts receivable, net	82,754	80,857
Inventories, net	72,011	64,389
Costs and estimated earnings in excess of billings	37,816	35,068
Current maturities of long-term receivables	3,490	3,784
Prepaid expenses and other assets	6,451	6,663
Deferred income taxes	10,636	10,640
Income tax receivables	6,623	5,543
Total current assets	<u>280,578</u>	<u>290,070</u>
Long-term receivables, less current maturities	6,153	6,090
Goodwill	5,385	5,269
Intangibles, net	1,756	1,824
Investment in affiliates and other assets	2,637	2,680
Deferred income taxes	722	702
	<u>16,653</u>	<u>16,565</u>
<b>PROPERTY AND EQUIPMENT:</b>		
Land	2,139	2,147
Buildings	64,644	64,186
Machinery and equipment	84,663	80,664
Office furniture and equipment	15,845	15,823
Computer software and hardware	52,780	51,083
Equipment held for rental	803	803
Demonstration equipment	7,521	7,299
Transportation equipment	6,124	6,012
	<u>234,519</u>	<u>228,017</u>
Less accumulated depreciation	<u>158,575</u>	<u>155,173</u>
	<u>75,944</u>	<u>72,844</u>
<b>TOTAL ASSETS</b>	<u><u>\$ 373,175</u></u>	<u><u>\$ 379,479</u></u>

See notes to consolidated financial statements.

**DAKTRONICS INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(continued)  
(in thousands, except share data)

	<b>August 1, 2015</b>	<b>May 2, 2015</b>
	<b>(unaudited)</b>	
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 48,640	\$ 52,747
Accrued expenses	27,985	26,063
Warranty obligations	12,297	11,838
Billings in excess of costs and estimated earnings	17,186	23,797
Customer deposits (billed or collected)	18,734	16,828
Deferred revenue (billed or collected)	9,675	9,524
Current portion of other long-term obligations	508	587
Income taxes payable	389	636
<b>Total current liabilities</b>	<b>135,414</b>	<b>142,020</b>
Long-term warranty obligations	15,177	14,643
Long-term deferred revenue (billed or collected)	3,711	3,914
Other long-term obligations, less current maturities	2,807	3,190
Long-term income tax payable	2,912	2,734
Deferred income taxes	933	939
<b>Total long-term liabilities</b>	<b>25,540</b>	<b>25,420</b>
<b>TOTAL LIABILITIES</b>	<b>160,954</b>	<b>167,440</b>
<b>SHAREHOLDERS' EQUITY:</b>		
Common Stock, no par value, authorized 120,000,000 shares; 43,787,037 and 43,643,801 shares issued and outstanding at August 1, 2015 and May 2, 2015, respectively	49,523	48,960
Additional paid-in capital	33,455	32,693
Retained earnings	132,171	132,771
Treasury Stock, at cost, 19,680 shares	(9)	(9)
Accumulated other comprehensive loss	(2,919)	(2,376)
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>212,221</b>	<b>212,039</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 373,175</b>	<b>\$ 379,479</b>

See notes to consolidated financial statements.

**DAKTRONICS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands, except per share data)  
(unaudited)

	<b>Three Months Ended</b>	
	<b>August 1, 2015</b>	<b>August 2, 2014</b>
Net sales	\$ 150,221	\$ 166,618
Cost of goods sold	114,720	123,215
<b>Gross profit</b>	<b>35,501</b>	<b>43,403</b>
Operating expenses:		
Selling expense	14,264	15,046
General and administrative	8,170	7,937
Product design and development	6,968	6,803
	<u>29,402</u>	<u>29,786</u>
<b>Operating income</b>	<b>6,099</b>	<b>13,617</b>
Nonoperating (expense) income:		
Interest income	298	300
Interest expense	(62)	(68)
Other (expense) income, net	<u>(443)</u>	<u>(172)</u>
<b>Income before income taxes</b>	<b>5,892</b>	<b>13,677</b>
Income tax expense	2,116	4,932
<b>Net income</b>	<b><u>\$ 3,776</u></b>	<b><u>\$ 8,745</u></b>
Weighted average shares outstanding:		
Basic	43,797	43,261
Diluted	44,073	43,641
Earnings per share:		
Basic	<u>\$ 0.09</u>	<u>\$ 0.20</u>
Diluted	<u>\$ 0.09</u>	<u>\$ 0.20</u>
Cash dividend declared per share	\$ 0.10	\$ 0.10

See notes to consolidated financial statements.

**DAKTRONICS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(in thousands)  
(unaudited)

	<b>Three Months Ended</b>	
	<b>August 1, 2015</b>	<b>August 2, 2014</b>
Net income	\$ 3,776	\$ 8,745
Other comprehensive loss:		
Cumulative translation adjustments	(558)	(137)
Unrealized gain (loss) on available-for-sale securities, net of tax	15	(7)
Total other comprehensive loss, net of tax	(543)	(144)
Comprehensive income	<u>\$ 3,233</u>	<u>\$ 8,601</u>

See notes to consolidated financial statements.

**DAKTRONICS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)  
(unaudited)

	<b>Three Months Ended</b>	
	<b>August 1, 2015</b>	<b>August 2, 2014</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 3,776	\$ 8,745
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	4,020	3,625
Amortization	35	91
Amortization of premium/discount on marketable securities	33	49
Gain on sale of property, equipment and other assets	(62)	(1,132)
Share-based compensation	751	767
Excess tax benefits from share-based compensation	(11)	(11)
Provision for doubtful accounts	160	94
Deferred income taxes, net	(21)	207
Change in operating assets and liabilities	(18,763)	12,026
<b>Net cash (used in) provided by operating activities</b>	<b>(10,082)</b>	<b>24,461</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(7,232)	(8,146)
Proceeds from sale of property, equipment and other assets	66	3,509
Purchases of marketable securities	(9,506)	(1,522)
Proceeds from sales or maturities of marketable securities	9,497	1,389
Acquisitions, net of cash acquired	(614)	(570)
<b>Net cash used in investing activities</b>	<b>(7,789)</b>	<b>(5,340)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Payments on notes payable	(9)	—
Proceeds from exercise of stock options	562	187
Excess tax benefits from share-based compensation	11	11
Principal payments on long-term obligations	(8)	(21)
Dividends paid	(4,375)	(4,323)
<b>Net cash used in financing activities</b>	<b>(3,819)</b>	<b>(4,146)</b>
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(325)	29
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(22,015)</b>	<b>15,004</b>
<b>CASH AND CASH EQUIVALENTS:</b>		
Beginning of period	57,284	45,054
End of period	<b>\$ 35,269</b>	<b>\$ 60,058</b>
<b>Supplemental disclosures of cash flow information:</b>		
Cash payments for:		
Interest	\$ 126	\$ 151
Income taxes, net of refunds	3,215	4,420
<b>Supplemental schedule of non-cash investing and financing activities:</b>		
Demonstration equipment transferred to inventory	4	26
Purchase of property and equipment included in accounts payable	883	2,327
Contributions of common stock under the employee stock purchase plan	—	813

See notes to consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data)

(unaudited)

### Note 1. Basis of Presentation and Summary of Critical Accounting Policies

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position, results of operations and cash flows for the periods presented. The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions affecting the reported amounts therein. Due to the inherent uncertainty involved in making estimates, actual results in future periods may differ from those estimates.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. The balance sheet at May 2, 2015 has been derived from the audited financial statements at that date, but it does not include all of the information and footnotes required by GAAP for complete financial statements. These financial statements should be read in conjunction with our financial statements and notes thereto for the year ended May 2, 2015, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission. The results of operations for the interim periods presented are not necessarily indicative of results that may be expected for any other interim period or for the full fiscal year.

Daktronics, Inc. operates on a 52 to 53 week fiscal year, with our fiscal year ending on the Saturday closest to April 30 of each year. When April 30 falls on a Wednesday, the fiscal year ends on the preceding Saturday. Within each fiscal year, each quarter is comprised of 13 week periods following the beginning of each fiscal year. In each 53 week year, an additional week is added to the first quarter and each of the last three quarters is comprised of a 13 week period. Fiscal 2015 was a 53-week year; therefore, the three months ended August 1, 2015 contained operating results for 13 weeks while the three months ended August 2, 2014 contained operating results for 14 weeks.

Certain reclassifications in the Consolidated Balance Sheets' categories of prepaid expenses and other assets and investment in affiliates and other assets have been made to conform fiscal 2015 to the fiscal 2016 classifications for comparative purposes.

### Recent Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-11, *Simplifying the Measurement of Inventory*, which changes the measurement principle of inventory from the lower of cost or market to lower of cost and net realizable value. The guidance will require prospective application at the beginning of our first quarter of fiscal 2018, but permits adoption in an earlier period. We are currently evaluating the effect that adopting this new accounting guidance will have on our consolidated results of operations, cash flows, and financial position.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*, which was issued as a new topic, Accounting Standards Codification ("ASC") 606. The new revenue recognition standard provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle of the guidance is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new standard will also result in enhanced disclosures about revenue, providing guidance for transactions that were not previously addressed comprehensively and improving guidance for multiple-element arrangements. The FASB recently announced plans to defer the effective adoption date for one year. ASU 2014-09 is effective for us beginning in fiscal 2019 and can be adopted by the Company either retrospectively or as a cumulative-effect adjustment as of the date of adoption. We are currently evaluating the effect that adopting ASU 2014-09 will have on our consolidated results of operations, cash flows, and financial position.

### Note 2. Earnings Per Share ("EPS")

Basic EPS is computed by dividing income attributable to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution which may occur if securities or other obligations to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock which share in our earnings.



The following is a reconciliation of the income and common share amounts used in the calculation of basic and diluted EPS for the three months ended August 1, 2015 and August 2, 2014:

	<u>Net income</u>	<u>Shares</u>	<u>Per share income</u>
<b>For the three months ended August 1, 2015</b>			
Basic earnings per share	\$ 3,776	43,797	\$ 0.09
Dilution associated with stock compensation plans	—	276	—
Diluted earnings per share	<u>\$ 3,776</u>	<u>44,073</u>	<u>\$ 0.09</u>
<b>For the three months ended August 2, 2014</b>			
Basic earnings per share	\$ 8,745	43,261	\$ 0.20
Dilution associated with stock compensation plans	—	380	—
Diluted earnings per share	<u>\$ 8,745</u>	<u>43,641</u>	<u>\$ 0.20</u>

Options outstanding to purchase 1,437 shares of common stock with a weighted average exercise price of \$18.33 for the three months ended August 1, 2015 and 1,455 shares of common stock with a weighted average exercise price of \$18.51 for the three months ended August 2, 2014 were not included in the computation of diluted earnings per share because the effects would be anti-dilutive.

### Note 3. Segment Disclosure

We have organized our business into five segments which meet the definition of reportable segments under ASC 280-10, *Segment Reporting*: Commercial, Live Events, High School Park and Recreation, Transportation, and International. These segments are based on the type of customer or geography and are the same as our business units.

Our Commercial business unit primarily consists of sales of our video display systems, digital billboards, and Galaxy® and Fuelight™ product lines to resellers (primarily sign companies), outdoor advertisers, national retailers, quick-serve restaurants, casinos and petroleum retailers. Our Live Events business unit primarily consists of sales of integrated scoring and video display systems to college and professional sports facilities and convention centers and sales of our mobile display technology to video rental organizations and other live events type venues. Our High School Park and Recreation business unit primarily consists of sales of scoring systems, Galaxy® displays and video display systems to primary and secondary education facilities. Our Transportation business unit primarily consists of sales of our Vanguard® and Galaxy® product lines to governmental transportation departments, airlines and other transportation related customers. Our International business unit consists of sales of all product lines outside the United States and Canada. We focus on product lines that relate to integrated scoring and video display systems for sports and commercial applications, out-of-home advertising products, and European transportation related products.

Segment reports present results through contribution margin, which is comprised of gross profit less selling costs. Segment profit excludes general and administration expense, product development expense, interest income and expense, non-operating income and income tax expense. Assets are not allocated to the segments. Depreciation and amortization are allocated to each segment based on various financial measures; however, some depreciation and amortization are corporate in nature and remain unallocated. In general, our segments follow the same accounting policies as those described in Note 1 of our Annual Report on Form 10-K for the fiscal year ended May 2, 2015. Unabsorbed costs of domestic field sales and services infrastructure, including most field administrative staff, are allocated to the Commercial, Live Events, Transportation, and High School Park and Recreation business units based on cost of sales. Shared manufacturing, buildings and utilities, and procurement costs are allocated based on payroll dollars, square footage and various other financial measures.

We do not maintain information on sales by products; therefore, disclosure of such information is not practical.

The following table sets forth certain financial information for each of our five operating segments for the periods indicated:

	<b>Three Months Ended</b>	
	<b>August 1, 2015</b>	<b>August 2, 2014</b>
<b>Net sales:</b>		
Commercial	\$ 43,210	\$ 39,782
Live Events	47,922	75,674
High School Park and Recreation	18,959	20,111
Transportation	13,767	13,313
International	26,363	17,738
	<u>150,221</u>	<u>166,618</u>
<b>Contribution margin:</b>		
Commercial	6,113	6,912
Live Events	6,183	12,047
High School Park and Recreation	3,775	5,158
Transportation	3,180	3,281
International	1,986	959
	<u>21,237</u>	<u>28,357</u>
<b>Non-allocated operating expenses:</b>		
General and administrative	8,170	7,937
Product design and development	6,968	6,803
<b>Operating income</b>	<u>6,099</u>	<u>13,617</u>
<b>Nonoperating (expense) income:</b>		
Interest income	298	300
Interest expense	(62)	(68)
Other (expense) income, net	(443)	(172)
	<u>5,892</u>	<u>13,677</u>
<b>Income before income taxes</b>	<u>5,892</u>	<u>13,677</u>
Income tax expense	2,116	4,932
<b>Net income</b>	<u>\$ 3,776</u>	<u>\$ 8,745</u>
<b>Depreciation and amortization:</b>		
Commercial	\$ 1,257	\$ 1,207
Live Events	1,321	1,147
High School Park and Recreation	490	453
Transportation	329	265
International	256	250
Unallocated corporate depreciation	402	394
	<u>\$ 4,055</u>	<u>\$ 3,716</u>

No single geographic area comprises a material amount of net sales or property and equipment, net of accumulated depreciation other than the United States. The following table presents information about net sales and property and equipment, net of accumulated depreciation in the United States and elsewhere:

	<b>Three Months Ended</b>	
	<b>August 1, 2015</b>	<b>August 2, 2014</b>
<b>Net sales:</b>		
United States	\$ 119,867	\$ 141,830
Outside U.S.	30,354	24,788
	<u>\$ 150,221</u>	<u>\$ 166,618</u>
	<b>August 1, 2015</b>	<b>May 2, 2015</b>
<b>Property and equipment, net of accumulated depreciation:</b>		
United States	\$ 71,090	\$ 67,882
Outside U.S.	4,854	4,962
	<u>\$ 75,944</u>	<u>\$ 72,844</u>

We have numerous customers worldwide for sales of our products and services; therefore, we are not economically dependent on a limited number of customers for the sale of our products and services except with respect to our dependence on a few large digital billboard customers in our Commercial business unit.

#### Note 4. Marketable Securities

We have a cash management program which provides for the investment of cash balances not used in current operations. We classify our investments in marketable securities as available-for-sale in accordance with the provisions of ASC 320, *Investments – Debt and Equity Securities*. Marketable securities classified as available-for-sale are reported at fair value with unrealized gains or losses, net of tax, reported in accumulated other comprehensive loss. As it relates to fixed income marketable securities, we do not intend to sell any of these investments, and it is not likely we will be required to sell any of these investments before recovery of the entire amortized cost basis. In addition, as of August 1, 2015, we anticipate we will recover the entire amortized cost basis of such fixed income securities, and we have determined no other-than-temporary impairments associated with credit losses were required to be recognized. The cost of securities sold is based on the specific identification method. Where quoted market prices are not available, we use the market price of similar types of securities traded in the market to estimate fair value.

As of August 1, 2015 and May 2, 2015, our available-for-sale securities consisted of the following:

	<u>Amortized Cost</u>	<u>Unrealized Gains</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>
<b>Balance as of August 1, 2015</b>				
Certificates of deposit	\$ 13,636	\$ —	\$ —	\$ 13,636
U.S. Government securities	500	—	—	500
U.S. Government sponsored entities	7,224	—	(1)	7,223
Municipal obligations	3,967	3	—	3,970
	<u>\$ 25,327</u>	<u>\$ 3</u>	<u>\$ (1)</u>	<u>\$ 25,329</u>
<b>Balance as of May 2, 2015</b>				
Certificates of deposit	\$ 11,409	\$ —	\$ —	\$ 11,409
U.S. Government securities	1,000	1	—	1,001
U.S. Government sponsored entities	7,951	—	(9)	7,942
Municipal obligations	4,989	5	—	4,994
	<u>\$ 25,349</u>	<u>\$ 6</u>	<u>\$ (9)</u>	<u>\$ 25,346</u>

Realized gains or losses on investments are recorded in our consolidated statements of operations as other (expense) income, net. Upon the sale of a security classified as available-for-sale, the security's specific unrealized gain (loss) is reclassified out of "accumulated other comprehensive loss" into earnings based on the specific identification method. In the three months ended August 1, 2015 and August 2, 2014, the reclassifications from accumulated other comprehensive loss to earnings were immaterial.

All available-for-sale securities are classified as current assets, as they are readily available to support our current operating needs. The contractual maturities of available-for-sale debt securities as of August 1, 2015 were as follows:

	Less than 12 months	1-5 Years	Total
Certificates of deposit	\$ 3,948	\$ 9,688	\$ 13,636
U.S. Government securities	500	—	500
U.S. Government sponsored agencies	—	7,223	7,223
Municipal obligations	3,664	306	3,970
	<u>\$ 8,112</u>	<u>\$ 17,217</u>	<u>\$ 25,329</u>

#### Note 5. Business Combination

We acquired 100 percent ownership in Data Display, a European transportation display company, on August 11, 2014 for an undisclosed amount. The results of its operations have been included in our consolidated financial statements since the date of acquisition. We have not made pro forma disclosures because the results of its operations are not material to our consolidated financial statements.

Data Display is a European based company focused on the design and manufacture of transportation displays. This acquisition allows our organization to better service transportation customers world-wide and broaden our leadership position on a global scale. This acquisition included a manufacturing plant in Ireland to manufacture transportation displays. This acquisition was funded with cash on hand.

During the second quarter of fiscal 2015, we prepared the preliminary fair value measurements of assets acquired and liabilities assumed, as of the acquisition date using independent appraisals and other analysis. A final measurement was completed during the first quarter of fiscal 2016 and the fair value of consideration paid and contingent consideration were finalized.

The following table summarizes the adjustments that were made to the original purchase price allocation:

	Purchase price allocation as originally reported	Adjustments	Reconciliation of assets and liabilities transferred
Goodwill	\$ 1,099	\$ 364	\$ 1,463
Trademarks and Technology	480	—	480
Customer Relationships	84	—	84
Property and Equipment	1,433	—	1,433
Investment for Affiliates	437	—	437
Inventory	2,773	(149)	2,624
Accounts Receivable	3,380	(317)	3,063
Other Current Assets	1,869	23	1,892
Current Liabilities	3,616	79	3,695
Long-term Obligations	950	—	950

#### Note 6. Sale of Theatre Rigging Manufacturing

In July 2014, we sold our automated rigging systems business for theatre applications. Related to the sale, we recorded a \$1,261 gain, which is included in cost of goods sold in the High School Park and Recreation business unit.

As part of the transaction, we sold assets of \$2,817 that primarily consisted of accounts receivable, patents, inventory, and manufacturing equipment, net of \$355 of accounts payable.

#### Note 7. Goodwill

The changes in the carrying amount of goodwill related to each reportable segment for the three months ended August 1, 2015 were as follows:

	Live Events	Commercial	Transportation	International	Total
<b>Balance as of May 2, 2015</b>	\$ 2,321	\$ 721	\$ 91	\$ 2,136	\$ 5,269
Acquisition, net of cash required	—	—	—	213	213
Foreign currency translation	(30)	(2)	(29)	(36)	(97)
<b>Balance as of August 1, 2015</b>	<u>\$ 2,291</u>	<u>\$ 719</u>	<u>\$ 62</u>	<u>\$ 2,313</u>	<u>\$ 5,385</u>

We perform an analysis of goodwill on an annual basis. We performed our annual analysis based on the goodwill amount as of the first business day of our third quarter in fiscal 2015, which was November 2, 2014. The result of the analysis indicated no goodwill impairment existed as of that date.

#### Note 8. Inventories

Inventories consisted of the following:

	August 1, 2015	May 2, 2015
Raw materials	\$ 31,669	\$ 28,325
Work-in-process	7,450	7,512
Finished goods	32,892	28,552
	<u>\$ 72,011</u>	<u>\$ 64,389</u>

#### Note 9. Receivables

Accounts receivable are reported net of an allowance for doubtful accounts of \$2,477 and \$2,316 at August 1, 2015 and May 2, 2015, respectively.

In connection with certain sales transactions, we have entered into sales contracts with installment payments exceeding six months and sales-type leases. The present value of these contracts and leases is recorded as a receivable as the revenue is recognized in accordance with United States GAAP, and profit is recognized to the extent the present value is in excess of cost. We generally retain a security interest in the equipment or in the cash flow generated by the equipment until the contract is paid. The present value of long-term contracts and lease receivables, including accrued interest and current maturities, was \$9,643 and \$9,874 as of August 1, 2015 and May 2, 2015, respectively. Contract and lease receivables bearing annual interest rates of 4.8 to 10.0 percent are due in varying annual installments through August 2025. The face amount of long-term receivables was \$11,012 as of August 1, 2015 and \$10,976 as of May 2, 2015. Included in accounts receivable as of August 1, 2015 and May 2, 2015 was \$531 and \$385, respectively, of retainage on construction-type contracts, all of which is expected to be collected within one year.

#### Note 10. Commitments and Contingencies

*Litigation:* We are a party to legal proceedings and claims which arise during the ordinary course of business. We review our legal proceedings and claims; regulatory reviews and inspections; and other legal matters on an ongoing basis and follow appropriate accounting guidance when making accrual and disclosure decisions. We establish accruals for those contingencies when the incurrence of a loss is probable and can be reasonably estimated, and we disclose the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for our financial statements to not be misleading. We do not record an accrual when the likelihood of loss being incurred is probable, but the amount cannot be reasonably estimated, or when the loss is believed to be only reasonably possible or remote, although disclosures will be made for material matters as required by ASC 450-20, *Loss Contingencies*. Our assessment of whether a loss is reasonably possible or probable is based on our assessment and consultation with legal counsel regarding the ultimate outcome of the matter following all appeals.

As of August 1, 2015 and May 2, 2015 we had \$500 and \$0, respectively, accrued for contingent liabilities that management had determined to be probable and estimable. In the opinion of management, the ultimate liability of all unresolved legal proceedings is not expected to have a material effect on our financial position, liquidity or capital resources.

*Guarantees:* In connection with the sale of equipment to various customers, we have entered into contractual arrangements whereby we agreed to repurchase equipment at the end of the lease term at a fixed price. Our total obligations under these fixed price arrangements were \$1,100 as of August 1, 2015 and May 2, 2015. In accordance with the provisions of ASC 460, *Guarantees*, there is no guarantee liability in accrued expenses that needed to be recognized in connection with these arrangements.

**Warranties:** We offer a standard parts coverage warranty for periods varying from one to five years for most of our products. We also offer additional types of warranties to include on-site labor, routine maintenance and event support. In addition, the terms of warranties on some installations can vary from one to 10 years. The specific terms and conditions of these warranties vary primarily depending on the type of the product sold. We estimate the costs which may be incurred under the warranty obligations and record a liability in the amount of such estimated costs at the time the revenue is recognized. Factors affecting our estimate of the cost of our warranty obligations include historical experience and expectations of future conditions. We continually assess the adequacy of our recorded warranty reserves and, to the extent we experience any changes in warranty claim activity or costs associated with servicing those claims, our warranty obligation is adjusted accordingly.

Changes in our warranty liability for the three months ended August 1, 2015 consisted of the following:

	<b>Amount</b>
Beginning accrued warranty costs	\$ 26,481
Warranties issued during the period	3,344
Settlements made during the period	(4,274)
Changes in accrued warranty costs for pre-existing warranties during the period, including expirations	1,923
Ending accrued warranty costs	<u>\$ 27,474</u>

**Performance guarantees:** We have entered into standby letters of credit and surety bonds with financial institutions relating to the guarantee of our future performance on contracts, primarily construction type contracts. As of August 1, 2015, we had outstanding letters of credit and surety bonds in the amount of \$13,336 and \$50,931, respectively. Performance guarantees are issued to certain customers to guarantee the operation and installation of the equipment and our ability to complete a contract. These performance guarantees have various terms, which are generally one year.

**Leases:** We lease vehicles, office space and various equipment for various sales and service locations throughout the world, including manufacturing space in the United States and China. Some of these leases, including the lease for manufacturing facilities in Sioux Falls, South Dakota, include provisions for extensions or purchase. The lease for the facilities in Sioux Falls, South Dakota can be extended for an additional three years past its current term, which ends December 31, 2016, and it contains an option to purchase the property subject to the lease from January 1, 2015 to December 31, 2016 for \$8,400, which approximates fair value. If the lease is extended, the purchase option increases to \$8,600 for the year ending December 31, 2017 and \$8,800 for the year ending December 31, 2018. Rental expense for operating leases was \$640 and \$696 for the three months ended August 1, 2015 and August 2, 2014, respectively.

Future minimum payments under noncancelable operating leases, excluding executory costs such as management and maintenance fees, with initial or remaining terms of one year or more consisted of the following at August 1, 2015:

<b>Fiscal years ending</b>	<b>Amount</b>
2016	\$ 2,000
2017	1,493
2018	443
2019	85
2020	38
	<u>\$ 4,059</u>

**Purchase commitments:** From time to time, we commit to purchase inventory, advertising, information technology maintenance and support services, and various other products and services over periods that extend beyond one year. As of August 1, 2015, we were obligated under the following conditional and unconditional purchase commitments, which included \$700 in conditional purchase commitments:

<b>Fiscal years ending</b>	<b>Amount</b>
2016	\$ 1,791
2017	1,090
2018	295
2019	100
2020	—
	<u>\$ 3,276</u>

## **Note 11. Income Taxes**

We are subject to U.S. Federal income tax as well as the income taxes of multiple state jurisdictions. As a result of the completion of examinations by the Internal Revenue Service on prior years and the expiration of statutes of limitations, our fiscal years 2012, 2013, and 2014 are the remaining years open under statutes of limitations. Certain subsidiaries are also subject to income tax in several foreign jurisdictions which have open tax years varying by jurisdiction beginning in fiscal 2005.

As of August 1, 2015, we had \$2,900 of unrecognized tax benefits which would affect our effective tax rate if recognized.

## **Note 12. Fair Value Measurement**

ASC 820, *Fair Value Measurement*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. It also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The fair value hierarchy within ASC 820 distinguishes between the following three levels of inputs which may be utilized when measuring fair value.

*Level 1* - Quoted prices in active markets for identical assets or liabilities.

*Level 2* - Observable inputs other than quoted prices included within Level 1 for the assets or liabilities, either directly or indirectly (for example, quoted market prices for similar assets and liabilities in active markets or quoted market prices for identical assets or liabilities in markets not considered to be active, inputs other than quoted prices that are observable for the asset or liability, or market-corroborated input).

*Level 3* - Unobservable inputs supported by little or no market activity based on our own assumptions used to measure assets and liabilities.

The fair values for fixed-rate contracts receivable are estimated using a discounted cash flow analysis based on interest rates currently being offered for contracts with similar terms to customers with similar credit quality. The carrying amounts reported on our consolidated balance sheets for contracts receivable approximate fair value and have been categorized as a Level 2 fair value measurement. Fair values for fixed-rate long-term marketing obligations are estimated using a discounted cash flow calculation applying interest rates currently being offered for debt with similar terms and underlying collateral. The total carrying value of long-term marketing obligations as reported on our consolidated balance sheets within other long-term obligations approximates fair value and has been categorized as a Level 2 fair value measurement.

The following table sets forth by Level within the fair value hierarchy our financial assets and liabilities that were accounted for at fair value on a recurring basis at August 1, 2015 and May 2, 2015 according to the valuation techniques we used to determine their fair values. There have been no transfers of assets or liabilities among the fair value hierarchies presented.

	<b>Fair Value Measurements</b>		
	<b>Level 1</b>	<b>Level 2</b>	<b>Total</b>
<b>Balance as of August 1, 2015</b>			
Cash and cash equivalents	\$ 35,269	\$ —	\$ 35,269
Restricted cash	199	—	199
Available-for-sale securities:			
Certificates of deposit	—	13,636	13,636
U.S. Government securities	500	—	500
U.S. Government sponsored entities	—	7,223	7,223
Municipal obligations	—	3,970	3,970
Derivatives - currency forward contracts	—	35	35
	<u>\$ 35,968</u>	<u>\$ 24,864</u>	<u>\$ 60,832</u>
<b>Balance as of May 2, 2015</b>			
Cash and cash equivalents	\$ 57,284	\$ —	\$ 57,284
Restricted cash	496	—	496
Available-for-sale securities:			
Certificates of deposit	—	11,409	11,409
U.S. Government securities	1,001	—	1,001
U.S. Government sponsored entities	—	7,942	7,942
Municipal obligations	—	4,994	4,994
Derivatives - currency forward contracts	—	(283)	(283)
	<u>\$ 58,781</u>	<u>\$ 24,062</u>	<u>\$ 82,843</u>

The following methods and assumptions were used to estimate the fair value of each class of financial instrument. There have been no changes in the valuation techniques used by us to value our financial instruments.

*Cash and cash equivalents:* Consists of cash on hand in bank deposits and highly liquid investments, primarily money market accounts. The fair value was measured using quoted market prices in active markets. The carrying amount approximates fair value.

*Restricted cash:* Consists of cash and cash equivalents held in bank deposit accounts to secure issuances of foreign bank guarantees. The fair value of restricted cash was measured using quoted market prices in active markets. The carrying amount approximates fair value.

*Certificates of deposit:* Consists of time deposit accounts with original maturities of less than three years and various yields. The fair value of these securities was measured based on valuations observed in less active markets than Level 1 investments from a third-party financial institution. The carrying amount approximates fair value.

*U.S. Government securities:* Consists of U.S. Government treasury bills, notes, and bonds with original maturities of less than three years and various yields. The fair value of these securities was measured using quoted market prices in active markets.

*U.S. Government sponsored entities:* Consists of Fannie Mae and Federal Home Loan Bank investment grade debt securities trading with sufficient frequency and volume to enable us to obtain pricing information on an ongoing basis. The fair value of these securities was measured based on valuations observed in less active markets than Level 1 investments. The contractual maturities of these investments vary from one month to three years.

*Municipal obligations:* Consist of investment grade municipal bonds trading with sufficient frequency and volume to enable us to obtain pricing information on an ongoing basis. The contractual maturities of these investments vary from two to three years. The fair value of these bonds was measured based on valuations observed in less active markets than Level 1 investments.

*Derivatives – currency forward contracts:* Consists of currency forward contracts trading with sufficient frequency and volume to enable us to obtain pricing information on an ongoing basis. The fair value of these securities was measured based on a valuation from a third-party bank. See Note 13. Derivative Financial Instruments for more information regarding our derivatives.

The fair value measurement standard also applies to certain non-financial assets and liabilities measured at fair value on a nonrecurring basis. For example, certain long-lived assets such as goodwill, intangible assets and property, plant and equipment are measured at fair



value in connection with business combinations or when an impairment is recognized and the related assets are written down to fair value. We utilized the fair value measurement standard, using primarily Level 3 inputs, to value the assets and liabilities for the business combination involving Data Display and the determination of goodwill associated with the sale of our automated rigging systems business for theatre applications. See Note 5. Business Combinations for more information. We did not make any material business combinations or recognize significant impairment losses during fiscal 2015.

### Note 13. Derivative Financial Instruments

We utilize derivative financial instruments to manage the economic impact of fluctuations in currency exchange rates on those transactions denominated in currencies other than our functional currency, which is the U.S. dollar. We enter into currency forward contracts to manage these economic risks. We account for all derivatives on the balance sheet within accounts receivable or accounts payable measured at fair value, and changes in fair values are recognized in earnings unless specific hedge accounting criteria are met for cash flow or net investment hedges. As of August 1, 2015 and May 2, 2015, we had not designated any of our derivative instruments as accounting hedges, and thus we recorded the changes in fair value in other (expense) income, net.

The foreign currency exchange contracts in aggregated notional amounts in place to exchange United States Dollars at August 1, 2015 and May 2, 2015 were as follows:

	August 1, 2015		May 2, 2015	
	U.S. Dollars	Foreign Currency	U.S. Dollars	Foreign Currency
<b>Foreign Currency Exchange Forward Contracts:</b>				
U.S. Dollars/Australian Dollars	3,628	4,800	1,487	1,918
U.S. Dollars/Japanese Yen	136	16,707	764	91,282
U.S. Dollars/Canadian Dollars	1,907	2,479	4,129	4,923
U.S. Dollars/British Pounds	1,961	1,285	1,679	1,123
U.S. Dollars/Singapore Dollars	1,002	1,369	1,176	1,601
U.S. Dollars/Euros	(91)	(54)	(229)	(174)
U.S. Dollars/Swiss Franc	4,636	4,500	5,662	5,500

As of August 1, 2015 and May 2, 2015, there was a net asset and liability of \$35 and \$283, respectively, representing the fair value of foreign currency exchange forward contracts, which were determined using Level 2 inputs from a third-party bank.

### Note 14. Subsequent Events

On September 3, 2015, our Board of Directors declared a dividend of \$0.10 per share payable on September 25, 2015 to shareholders of record of our common stock on September 14, 2015.

## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (including exhibits and any information incorporated by reference herein) contains both historical and forward-looking statements that involve risks, uncertainties and assumptions. The statements contained in this Report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21B of the Securities Exchange Act of 1934, as amended, including statements regarding our expectations, beliefs, intentions and strategies for the future. These statements appear in a number of places in this Report and include all statements that are not historical statements of fact regarding the intent, belief or current expectations with respect to, among other things: (i.) our competition; (ii.) our financing plans; (iii.) trends affecting our financial condition or results of operations; (iv.) our growth strategy and operating strategy; (v.) the declaration and payment of dividends; (vi.) the timing and magnitude of future contracts; (vii.) parts shortages and lead times; (viii.) fluctuations in margins; (ix.) the seasonality of our business; (x.) the introduction of new products and technology; and (xi.) the timing and magnitude of any acquisitions or dispositions. The words "may," "would," "could," "should," "will," "expect," "estimate," "anticipate," "believe," "intend," "plans" and similar expressions and variations thereof are intended to identify forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, many of which are beyond our ability to control, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors discussed herein, including those discussed in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended May 2, 2015 in the section entitled "Item 1A. Risk Factors" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," and those factors discussed in detail in our other filings with the Securities and Exchange Commission.

The following discussion highlights the principal factors impacting our financial condition and further describes our results of operations. This discussion should be read in conjunction with the accompanying Consolidated Financial Statements and Notes to the Consolidated Financial Statements included in this Report.

The following discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments affecting the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On a regular basis, we evaluate our estimates, including those related to total costs on long-term construction-type contracts, costs to be incurred for product warranties and extended maintenance contracts, bad debts, excess and obsolete inventory, income taxes, share-based compensation and contingencies. Our estimates are based on historical experience and on various other assumptions believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

### OVERVIEW

We design, manufacture and sell a wide range of display systems to customers throughout the world. We focus our sales and marketing efforts on markets, geographical regions and products. Our five business segments consist of four domestic business units and the International business unit. The four domestic business units consist of Commercial, Live Events, High School Park and Recreation (formerly known as Schools and Theatres), and Transportation, all of which include the geographic territories of the United States and Canada. Disclosures related to our business segments are provided in Note 3. Segment Disclosure.

Our net sales and profitability historically have fluctuated due to the impact of large project orders, such as display systems for professional sports facilities, colleges and universities, and spectacular projects in the commercial area, as well as the seasonality of the sports market. Large project orders can include a number of displays, controllers, and subcontracted structure builds, each of which can occur on varied schedules according to the customer's needs. Net sales and gross profit percentages also have fluctuated due to other seasonal factors, including the impact of holidays, which primarily affects our third quarter. Our gross margins on large custom and large standard orders tend to fluctuate more than on small standard orders. Large product orders involving competitive bidding and substantial subcontract work for product installation generally have lower gross margins. Although we follow the percentage of completion method of recognizing revenues for large custom orders, we nevertheless have experienced fluctuations in operating results and expect our future results of operations will be subject to similar fluctuations.

Orders are booked and included in backlog only upon receipt of an executed contract and any required deposits. As a result, certain orders for which we have received binding letters of intent or contracts will not be booked until all required contractual documents and deposits are received. In addition, order bookings can vary significantly on a quarterly basis as a result of the timing of large orders.

For a summary of recently issued accounting pronouncements and the effects of those pronouncements on our financial results, refer to Note 1. Basis of Presentation and Summary of Critical Accounting Policies of the Notes to the Consolidated Financial Statements included elsewhere in this Report.

## GENERAL

Our business, especially the large video display business in all of our business units, is very competitive, and generally our margins on these large video display contracts are similar across the business units over the long-term. There are, however, differences in the short term among the business units, which are discussed in the following analysis.

Our business growth is driven by the market demand for large format electronic displays with the depth and quality of our products, including related control systems, the depth of our service offerings and our technology serving these market demands. This growth, however, is partially offset by declines in product prices caused by increasing competition. Each business unit also has unique key growth drivers and challenges.

*Commercial Business Unit:* Over the long-term, we believe growth in the Commercial business unit will result from a number of factors, including:

- Standard display product market growth due to market adoption and lower product costs, which drive marketplace expansion. Standard display products are used to attract or communicate with customers and potential customers of retail, commercial, and other establishments. Pricing and economic conditions impact our success in this business unit. We utilize a reseller network to distribute our standard products.
- National accounts standard display market opportunities due to their desire to communicate their message, advertising and content consistently across the country. Increased demand is possible from retailers, quick serve restaurants, petroleum businesses, and other nationwide organizations.
- Increasing interest in spectaculars, which include very large and sometimes highly customized displays as part of entertainment venues such as casinos, amusement parks and Times Square type locations.
- The introduction of architectural lighting products for commercial buildings, which real estate owners use to add accents or effects to an entire side or circumference of a building to communicate messages or to decorate the building.
- The continued deployment of digital billboards as out-of-home ("OOH") companies continue developing new sites and start to replace digital billboards which are reaching end of life. This is dependent on there being no adverse changes in the digital billboard regulatory environment, which could restrict future deployments of billboards, as well as maintaining our current market share of the business concentrated in a few large OOH companies.
- Replacement cycles within each of these areas.

*Live Events Business Unit:* Over the long-term, we believe growth in the Live Events business unit will result from a number of factors, including:

- Facilities spending more on larger display systems to enhance the game-day and event experience for attendees.
- Lower product costs, driving an expansion of the marketplace.
- Our product and service offerings, which remain the most integrated and comprehensive offerings in the industry.
- The competitive nature of sports teams, which strive to out-perform their competitors with display systems.
- The desire for high-definition video displays, which typically drives larger displays or higher resolution displays, both of which increase the average transaction size.
- Replacement cycles within each of these areas.

*High School Park and Recreation Business Unit:* Over the long-term, we believe growth in the High School Park and Recreation business unit will result from a number of factors, including:

- Increased demand for video systems in high schools as school districts realize the revenue generating potential of these displays versus traditional scoreboards.
- Increased demand for different types of displays, such as message centers at schools to communicate to students, parents and the broader community.
- The use of more sophisticated displays in athletic facilities, such as aquatic venues in schools.

*Transportation Business Unit:* Over the long-term, we believe growth in the Transportation business unit will result from increasing applications and acceptance of electronic displays to manage transportation systems, including roadway, airport, parking, transit and other applications. Effective use of the United States transportation infrastructure requires intelligent transportation systems. This growth is highly dependent on government spending, primarily by the federal government, along with the continuing acceptance of private/public partnerships as an alternative funding source.

*International Business Unit:* Over the long-term, we believe growth in the International business unit will result from achieving greater penetration in various geographies and building products more suited to individual markets. We are broadening our product offerings into the transportation segment in Europe and the Middle East. We currently focus on third-party advertising market opportunities and the factors listed in each of the other business units to the extent they apply outside the United States and Canada.

Each of our business units is impacted by adverse economic conditions in different ways and to different degrees. The effects of an adverse economy are generally less severe on our sports related business as compared to our other businesses, although in severe economic downturns, the sports business also can be severely impacted. Our Commercial and International business units are highly dependent on economic conditions in general.

The cost and selling prices of our products have decreased over time and are expected to continue to decrease in the future. As a result, each year we must sell more product to generate the same or greater level of net sales as in previous fiscal years. This price decline has been significant as a result of increased competition across all business units.

## RESULTS OF OPERATIONS

Daktronics, Inc. operates on a 52 to 53 week fiscal year, with our fiscal year ending on the Saturday closest to April 30 of each year. When April 30 falls on a Wednesday, the fiscal year ends on the preceding Saturday. Within each fiscal year, each quarter is comprised of 13 week periods following the beginning of each fiscal year. In each 53 week year, an additional week is added to the first quarter and each of the last three quarters is comprised of a 13 week period. Fiscal 2015 was a 53-week year; therefore, the three months ended August 1, 2015 contain operating results for 13 weeks while the three months ended August 2, 2014 contained operating results for 14 weeks.

### COMPARISON OF THE THREE MONTHS ENDED AUGUST 1, 2015 AND AUGUST 2, 2014

#### Net Sales

<i>(in thousands)</i>	Three Months Ended			
	August 1, 2015	August 2, 2014	Dollar Change	Percent Change
<b>Net sales:</b>				
Commercial	\$ 43,210	\$ 39,782	\$ 3,428	8.6 %
Live Events	47,922	75,674	(27,752)	(36.7)
High School Park and Recreation	18,959	20,111	(1,152)	(5.7)
Transportation	13,767	13,313	454	3.4
International	26,363	17,738	8,625	48.6
	<u>\$ 150,221</u>	<u>\$ 166,618</u>	<u>\$ (16,397)</u>	<u>(9.8)%</u>
<b>Orders:</b>				
Commercial	\$ 34,957	\$ 41,773	\$ (6,816)	(16.3)%
Live Events	60,740	57,205	3,535	6.2
High School Park and Recreation	27,874	29,694	(1,820)	(6.1)
Transportation	13,637	11,302	2,335	20.7
International	27,864	20,705	7,159	34.6
	<u>\$ 165,072</u>	<u>\$ 160,679</u>	<u>\$ 4,393</u>	<u>2.7 %</u>

Sales and orders in all business units were impacted as a result of the three months ended August 1, 2015 including 13 weeks compared to the three months ended August 2, 2014, which contained results for 14 weeks.

*Commercial:* The increase in net sales for the three months ended August 1, 2015 compared to the same period one year ago was the result of an increase in sales in our on-premise niche and spectacular niche correlating to a strong order backlog coming into fiscal 2016. Sales decreased in our digital billboard niche due to a higher than usual fiscal 2015 first quarter sales caused by construction site delays in late fiscal 2014 that moved more work into fiscal 2015.

The decrease in orders for the three months ended August 1, 2015 compared to the same period one year ago was the result of the volatility of large custom video orders in our spectacular niche. In addition, we had a large custom video order in the first quarter of fiscal 2015 and no order of a similar size occurred during the first quarter of fiscal 2016. Orders decreased in our on-premise niche and remained flat in our billboard niche primarily due to volatility on order timing and a general market delay in placing orders as compared with prior history.

*Live Events:* The decrease in net sales for the three months ended August 1, 2015 compared to the same period one year ago was primarily due to project timing differences due to change in the demand profile in the marketplace. During the fourth quarter of fiscal 2015, we worked on a number of spring baseball projects, completed the work, and recognized the sales prior to the first quarter of fiscal 2016. In the first quarter of fiscal 2016, the mix of business has turned to more demand for indoor arena applications which we expect to deliver over the coming quarters.

Orders increased for the three months ended August 1, 2015 compared to the same period one year ago due to orders received in the first quarter of fiscal 2016 in connection with a large multi-million dollar new stadium project and a number of projects for professional and minor league sports, college and university sports stadiums.

*High School Park and Recreation:* The decrease in net sales for the three months ended August 1, 2015 compared to the same period one year ago was primarily due to the extra week in the first quarter of fiscal 2015.

Orders were relatively flat for the three months ended August 1, 2015 compared to the same period one year ago after adjusting out fiscal 2015 orders relating to the theatre rigging manufacturing division, which was sold during fiscal 2015.

*Transportation:* Net sales for the three months ended August 1, 2015 compared to the same period one year ago remained relatively flat.

Orders for the three months ended August 1, 2015 compared to the same period one year ago increased primarily due to market demand for intelligent transportation systems from a number of transportation departments and success in winning mass transit rail projects.

*International:* Net sales in our International business unit increased for the three months ended August 1, 2015 compared to the same period one year ago mainly due to recognizing revenue on a large transportation project in Switzerland and Out-of-Home and sports stadium projects.

Orders increased for the three months ended August 1, 2015 compared to the same period one year ago primarily due to orders booked on a number of large projects relating to the sports niche for stadiums and arenas, a multi-million dollar architectural lighting project, and Out-of-Home segment orders.

## Backlog

The product order backlog as of August 1, 2015 was \$205.5 million as compared to \$165.1 million as of August 2, 2014 and \$190.5 million at the end of fiscal 2015. Historically, our backlog varies due to the seasonality of our business, the timing of large projects, and customer delivery schedules for these orders. The backlog increased from August 2, 2014 in our Live Events, High School Park and Recreation, Transportation, and International business units and decreased in our Commercial business unit. As of August 1, 2015, Live Events backlog included approximately \$28 million that we expect to realize after fiscal 2016 because of the timing of new stadium builds.

## Gross Profit

<i>(in thousands)</i>	Three Months Ended			
	August 1, 2015		August 2, 2014	
	Amount	As a Percent of Net Sales	Amount	As a Percent of Net Sales
Commercial	\$ 9,998	23.1%	\$ 11,266	28.3%
Live Events	9,420	19.7	15,371	20.3
High School Park and Recreation	6,384	33.7	8,159	40.6
Transportation	4,256	30.9	4,220	31.7
International	5,443	20.6	4,387	24.7
	<u>\$ 35,501</u>	<u>23.6%</u>	<u>\$ 43,403</u>	<u>26.0%</u>

The decrease in our gross profit percentage for the three months ended August 1, 2015 compared to the same period one year ago was due to the differences in gross profit percentages from our mix of business, higher warranty charges for particular projects, increased production labor costs, and the non-recurring fiscal 2015 first quarter gain on the theatre rigging business sale. The following describes the overall impact by business unit:

*Commercial:* The gross profit percent decrease for the three months ended August 1, 2015 compared to the same period one year ago was primarily the result of the competitive nature of the market place. In the three months ended August 1, 2015, we produced a higher

percentage of sales in the spectacular niche, which historically has lower margins. Gross profit also declined due to an increase in our warranty cost as a percent of sales for particular projects and as a result of a non-recurring licensing charge.

*Live Events:* The gross profit percent decrease for the three months ended August 1, 2015 compared to the same period one year ago was the result of lower revenue and an increase in the fixed costs of the manufacturing and service infrastructure, offset by lower warranty costs as a percent of sales.

*High School Park and Recreation:* The gross profit percent decreased for the three months ended August 1, 2015 as compared to the same period one year ago primarily due to recognizing a \$1.3 million gain on the sale of our theatre rigging manufacturing division during the first quarter of fiscal 2015.

*Transportation:* The gross profit percent decrease for the three months ended August 1, 2015 compared to the same period one year ago was primarily due to increased warranty costs as a percentage of sales, which was offset by improved manufacturing utilization.

*International:* The gross profit percent decrease for the three months ended August 1, 2015 compared to the same period one year ago was primarily the result of an overall gross margin decline on our large custom contracts which generally have lower margins due to their competitive nature, the low utilization of our international manufacturing facilities, and an increase in warranty costs as a percent of sales.

## Selling Expense

<i>(in thousands)</i>	Three Months Ended				
	August 1, 2015			August 2, 2014	
	Amount	As a Percent of Net Sales	Percent Change	Amount	As a Percent of Net Sales
Commercial	\$ 3,885	9.0%	(10.8)%	\$ 4,356	10.9%
Live Events	3,238	6.8	(2.6)	3,323	4.4
High School Park and Recreation	2,608	13.8	(13.1)	3,000	14.9
Transportation	1,076	7.8	14.6	939	7.1
International	3,457	13.1	0.8	3,428	19.3
	<u>\$ 14,264</u>	<u>9.5%</u>	<u>(5.2)%</u>	<u>\$ 15,046</u>	<u>9.0%</u>

All areas of selling expenses were impacted as a result of the three months ended August 1, 2015 including 13 weeks compared to the three months ended August 2, 2014, which contained results for 14 weeks.

*Selling expenses* consist primarily of salaries, other employee-related costs, travel and entertainment expenses, facilities-related costs for sales and service offices, bad debt expenses, third-party commissions and expenditures for marketing efforts, including the costs of collateral materials, conventions and trade shows, product demos, and supplies.

Selling expense in our Commercial, Live Events, and High School Park and Recreation business units decreased in the first quarter of fiscal 2016 compared to the same quarter a year ago, which was mainly related to the additional week of selling expenses in the first quarter of fiscal year 2015.

Selling expenses in our Transportation and International business units increased in the three months ended August 1, 2015 compared to the same period one year ago primarily due to the addition of Data Display during the second quarter of fiscal 2015.

## Other Operating Expenses

<i>(in thousands)</i>	Three Months Ended				
	August 1, 2015			August 2, 2014	
	Amount	As a Percent of Net Sales	Percent Change	Amount	As a Percent of Net Sales
General and administrative	\$ 8,170	5.4%	2.9%	\$ 7,937	4.8%
Product design and development	\$ 6,968	4.6%	2.4%	\$ 6,803	4.1%

All areas of operating expenses were impacted as a result of the three months ended August 1, 2015 including 13 weeks compared to the three months ended August 2, 2014, which contained results for 14 weeks.

*General and administrative expenses* consist primarily of salaries, other employee-related costs, professional fees, shareholder relations costs, facilities and equipment-related costs for administrative departments, training costs, amortization of intangibles and the costs of supplies.

General and administrative expenses in the first quarter of fiscal 2016 increased as compared to the same period one year ago primarily due to increases in information technology and personnel expenses.

*Product design and development expenses* consist primarily of salaries, other employee-related costs, facilities cost and equipment-related costs and supplies. Product development investments in the near term are focused on developing video technology with a range of pixel pitches for outdoor applications using LED surface mount technology, which offers improved performance at a lower cost point as compared to our current offerings. In addition, we continue to focus on various other products to standardize display components and control systems for both single site and network displays.

Our costs for product development represent an allocated amount of costs based on time charges, materials costs and the overhead of our engineering departments. Generally, a significant portion of our engineering time is spent on product development while the rest is allocated to large contract work and included in cost of goods sold. Product development expenses in the first quarter of fiscal 2016 as compared to the same period one year ago increased primarily due to an increase in materials used in the development of product transitions and labor costs assigned to product development projects.

#### Other Income and Expenses

<i>(in thousands)</i>	Three Months Ended				
	August 1, 2015			August 2, 2014	
	Amount	As a Percent of Net Sales	Percent Change	Amount	As a Percent of Net Sales
Interest income (expense), net	\$ 236	0.2 %	1.7 %	\$ 232	0.1 %
Other (expense) income, net	\$ (443)	(0.3)%	(157.6)%	\$ (172)	(0.1)%

*Interest income (expense), net:* We generate interest income through short-term cash investments, marketable securities, product sales on an installment basis, or in exchange for the rights to sell and retain advertising revenues from displays, which result in long-term receivables. Interest expense is comprised primarily of interest costs on long-term marketing obligations.

Interest income, net in the first quarter of fiscal 2016 compared to the same period one year ago remained relatively flat.

*Other (expense) income, net:* The change in other income and expense, net for the first quarter of fiscal 2016 as compared to the same period one year ago was primarily due to unrealized foreign currency losses from the volatility of the Euro, Australian dollar, and Canadian dollar.

#### Income Taxes

Our effective tax rate benefit was 35.9 percent for the first quarter of fiscal 2016 as compared to an effective tax rate of 36.1 percent for the first quarter of fiscal 2015. The substantial factors which decreased our effective tax rate were increases in our domestic manufacturing deductions and decreases in our projected book income and the related impact of permanent items such as meals and entertainment and stock compensation offset by changes to the geographic mix of income before taxes.

**LIQUIDITY AND CAPITAL RESOURCES**

<i>(in thousands)</i>	<b>Three Months Ended</b>		
	<b>August 1, 2015</b>	<b>August 2, 2014</b>	<b>Percent Change</b>
<b>Net cash (used in) provided by:</b>			
Operating activities	\$ (10,082)	\$ 24,461	(141.2)%
Investing activities	(7,789)	(5,340)	45.9
Financing activities	(3,819)	(4,146)	(7.9)
Effect of exchange rate changes on cash	(325)	29	(1,220.7)
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>\$ (22,015)</b>	<b>\$ 15,004</b>	<b>(246.7)%</b>

*Cash flows from operating activities:* Operating cash flows result primarily from cash received from customers, which is offset by cash payments for inventories, income taxes, market and warranty obligations, and employee compensation.

Cash used in operating activities was \$10.1 million for the first three months of fiscal 2016 compared to cash provided of \$24.5 million in the first three months of fiscal 2015. The \$34.6 million decrease in cash from operating activities from August 2, 2014 to August 1, 2015 was the net result of a decrease in changes in net operating assets and liabilities of \$30.8 million, a decrease of \$0.2 million in our deferred income taxes, net, a decrease of \$5.0 million in net income, adjusted by a \$1.1 million gain on sale of property, equipment and other assets and a \$0.3 million increase in depreciation and amortization.

The most significant drivers of cash used in operating activities were the changes in accounts payable, customer deposits, construction-type contracts, and inventory, offset by cash generated from accounts receivable and prepaid expenses. Changes in accounts receivables consumed \$2.4 million of cash in the first three months of fiscal 2016 compared to consuming \$4.1 million in the same period one year ago. Changes in prepaid expenses generated \$1.2 million of cash in the first three months of fiscal 2016 compared to consuming \$1.6 million in the same period one year ago. Changes in construction-type contracts, customer deposits, and accounts payable consumed \$11.6 million of cash in the first three months of fiscal 2016 compared to generating \$11.5 million in the same period one year ago. Changes in inventory consumed \$7.6 million of cash in the first three months of fiscal 2016 compared to consuming \$2.0 million in the same period one year ago.

Overall, changes in operating assets and liabilities can be impacted by the timing of cash flow on large orders, which can cause significant fluctuations in the short term in inventory, accounts receivables, accounts payable, customer deposits, costs and earnings in excess of billings and various other operating assets and liabilities. Variability in costs and earnings in excess of billings and billings in excess of costs relates to the timing of billings on construction-type contracts and revenue recognition, which can vary significantly depending on contractual payment terms and build and installation schedules. Balances are also impacted by the seasonality of the sports markets.

*Cash flows from investing activities:* Cash used in investing activities totaled \$7.8 million in the first three months of fiscal 2016 compared to \$5.3 million in the first three months of fiscal 2015. Purchases of property and equipment totaled \$7.2 million in the first three months of fiscal 2016 compared to \$8.1 million in the first three months of fiscal 2015. The change from the prior year is due to the purchase of new manufacturing equipment for various new product lines as well as machine upgrades and additions to our information technology infrastructure.

A net cash inflow of \$3.5 million was recognized during the first three months of fiscal 2015 from the disposition of our automated rigging systems division for theatre applications. No comparable transaction occurred in the first three months of fiscal 2016.

A net cash outlay of \$0.6 million was recognized during each of the first three months of fiscal 2016 and fiscal 2015 for acquisitions, investment in affiliates and equity investments.

*Cash flows from financing activities:* Cash used in financing activities was \$3.8 million for the three months ended August 1, 2015 compared to \$4.1 million in the same period one year ago. Dividends of \$4.4 million, or 10.0 cents per share, were paid to Daktronics shareholders during the first quarter of fiscal 2016 compared to \$4.3 million, or 10.0 cents per share, paid to Daktronics shareholders during the first quarter of fiscal 2015.

*Other Liquidity and Capital Resources Discussion:* Although we have \$4.8 million of retainage on long-term contracts included in receivables and costs in excess of billings as of August 1, 2015, we expect all of it to be collected within one year.

Working capital was \$145.2 million at August 1, 2015 and \$148.1 million at May 2, 2015. The decrease in working capital was primarily the result of a decrease in cash due to tax payments, dividend payments, and property and equipment purchases offset by decreases in



accounts payable, and construction-type contracts, and an increase in inventory. We have historically financed working capital needs through a combination of cash flow from operations and borrowings under bank credit agreements.

We have used and expect to continue to use cash reserves and, to a lesser extent, bank borrowings to meet our short-term working capital requirements. On large product orders, the time between order acceptance and project completion may extend up to and exceed 24 months depending on the amount of custom work and a customer's delivery needs. We often receive down payments or progress payments on these product orders. To the extent these payments are not sufficient to fund the costs and other expenses associated with these orders, we use working capital and bank borrowings to finance these cash requirements.

We have a credit agreement with a U.S. bank for a \$35.0 million line of credit, which includes up to \$15.0 million for standby letters of credit. The line of credit, which was amended on November 15, 2013, is due on November 15, 2016. The interest rate ranges from LIBOR plus 145 basis points to LIBOR plus 195 basis points depending on the ratio of our interest-bearing debt to EBITDA. EBITDA is defined as net income before deductions for interest expense, income taxes, depreciation and amortization, all as determined in accordance with GAAP. The effective interest rate was 1.6 percent at August 1, 2015. We are assessed a loan fee equal to 0.125 percent per annum of any non-used portion of the loan. As of August 1, 2015, there were no advances to us under the line of credit and the balance of letters of credit outstanding was approximately \$10.9 million.

The credit agreement is unsecured and requires us to be in compliance with the following financial ratios:

- A minimum fixed charge coverage ratio of at least 2-to-1 at the end of any fiscal year. The ratio is equal to (a) EBITDA less dividends or other distributions, a capital expenditure reserve of \$6 million, and income tax expenses, over (b) all principal and interest payments with respect to debt, excluding principal payments on the line of credit; and
- A ratio of interest-bearing debt, excluding any marketing obligations, to EBITDA of less than 1-to-1 at the end of any fiscal quarter.

We have an additional credit agreement with another U.S. bank which supports our credit needs outside of the United States. It was also amended on November 15, 2013 and becomes due on November 15, 2016. The facility provides for a \$40.0 million line of credit and includes facilities for letters of credit and bank guarantees and to secure foreign loans for our international subsidiaries. This credit agreement is unsecured. It contains the same covenants as the credit agreement on the line of credit and contains an inter creditor agreement whereby the debt has a cross default provision with the primary credit agreement. Total credit allowed between the two credit agreements is limited to \$40 million. As of August 1, 2015, there were no advances outstanding and approximately \$2.4 million in bank guarantees under this line of credit.

We were in compliance with all applicable covenants as of August 1, 2015 and May 2, 2015. The minimum fixed charge coverage ratio as of May 2, 2015 was 33-to-1, and the ratio of interest-bearing debt to EBITDA as of August 1, 2015 was .03-to-1.

We utilize cash to pay dividends to our investors. The following table summarizes the quarterly dividend declared and paid since the prior fiscal year end of May 2, 2015:

<b>Date Declared</b>	<b>Record Date</b>	<b>Payment Date</b>	<b>Amount per Share</b>
May 29, 2015	June 12, 2015	June 23, 2015	\$0.10
September 3, 2015	September 14, 2015	September 25, 2015	\$0.10

Although we expect to continue to pay dividends for the foreseeable future, any and all subsequent dividends will be reviewed regularly and declared by the Board at its discretion.

We are sometimes required to obtain performance bonds for display installations, and we have a bonding line available through a surety company for an aggregate of \$150.0 million in bonded work outstanding. If we were unable to complete the work and our customer would call upon the bond for payment, the surety company would subrogate its loss to Daktronics. At August 1, 2015, we had \$50.9 million of bonded work outstanding against this line.

Our business growth and profitability improvement strategies depend on investments in capital expenditures. We are projecting capital expenditures to be approximately \$25 million for fiscal 2016 for manufacturing equipment for new or enhanced product production, expanded capacity, investments in quality and reliability equipment, and continued information infrastructure investments.

We believe our working capital available from all sources will be adequate to meet the cash requirements of our operations in the foreseeable future. If our growth extends beyond current expectations, or if we make any strategic investments, we may need to increase our credit facilities or seek other means of financing. We anticipate we will be able to obtain any needed funds under commercially reasonable terms from our current lenders or other sources.

### Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### Foreign Currency Exchange Rates

Through August 1, 2015, most of our net sales were denominated in United States dollars, and our exposure to foreign currency exchange rate changes on net sales has not been significant. For the first quarter of fiscal 2016, net sales originating outside the United States were 20.2 percent of total net sales, of which a portion was denominated in Canadian dollars, Euros, Chinese renminbi, British pounds, Australian dollars, Brazilian reais or other currencies. We manufacture our products in the United States, China, Belgium, and Ireland. Our results of operations could be affected by factors such as changes in foreign currency rates or weak economic conditions in foreign markets. If we believed currency risk in any foreign location is significant, we would utilize foreign exchange hedging contracts to manage our exposure to the currency fluctuations.

Over the long term, net sales to international markets are expected to increase as a percentage of net sales and, consequently, a greater portion of this business could be denominated in foreign currencies. In addition, we may fund our foreign subsidiaries' operating cash needs in the form of loans denominated in U.S. dollars. As a result, operating results may become subject to fluctuations based upon changes in the exchange rates of certain currencies in relation to the U.S. dollar. To the extent we engage in international sales denominated in U.S. dollars, an increase in the value of the U.S. dollar relative to foreign currencies could make our products less competitive in international markets. This effect is also impacted by the sources of raw materials from international sources. We estimate that a 10 percent change in all foreign exchange rates would impact our reported income before taxes by approximately \$1.8 million annually. This sensitivity analysis disregards the possibilities that rates can move in opposite directions and that losses from one geographic area may be offset by gains from another geographic area. We will continue to monitor and minimize our exposure to currency fluctuations and, when appropriate, use financial hedging techniques, including foreign currency forward contracts and options, to minimize the effect of these fluctuations. However, exchange rate fluctuations as well as differing economic conditions, changes in political climates, differing tax structures and other rules and regulations could adversely affect our ability to effectively hedge exchange rate fluctuations in the future.

We have foreign currency forward agreements in place to offset changes in the value of inter-company receivables from certain foreign subsidiaries due to changes in foreign exchange rates. The notional amount of these derivatives is \$13.2 million, and all contracts mature within 17 months. These contracts are marked to market each balance sheet date and are not designated as hedges. See Note 13. Derivative Financial Instruments included in this Report for further details on our derivatives.

#### Interest Rate Risks

Our exposure to market rate risk for changes in interest rates relates primarily to our marketing obligations and long-term accounts receivable. As of August 1, 2015, our outstanding marketing obligations were \$0.8 million, all of which were in fixed rate obligations.

In connection with the sale of certain display systems, we have entered into various types of financing with customers. The aggregate amounts due from customers include an imputed interest element. The majority of these financings carry fixed rates of interest. As of August 1, 2015, our outstanding long-term receivables were \$9.6 million. Each 25 basis point increase in interest rates would have an associated immaterial annual opportunity cost.

The following table provides maturities and weighted average interest rates on our financial instruments sensitive to changes in interest rates.

	Fiscal Years (dollars in thousands)					
	2016	2017	2018	2019	2020	Thereafter
<b>Assets:</b>						
Long-term receivables, including current maturities:						
Fixed-rate	\$ 2,847	\$ 2,544	\$ 1,824	\$ 1,191	\$ 517	\$ 720
Average interest rate	8.5%	8.5%	8.5%	8.5%	9.0%	9.0%
<b>Liabilities:</b>						
Long- and short-term debt:						
Fixed-rate	\$ 64	\$ 473	\$ 401	\$ 419	\$ —	\$ —
Average interest rate	4.5%	4.5%	4.5%	4.5%	—%	—%
Long-term marketing obligations, including current portion:						
Fixed-rate	\$ 191	\$ 198	\$ 144	\$ 134	\$ 65	\$ 10
Average interest rate	8.4%	8.8%	8.9%	9.0%	9.0%	9.0%

Of our \$35.3 million in cash balances at August 1, 2015, \$26.3 million was denominated in U.S. dollars. Cash balances in foreign currencies are operating balances maintained in accounts of our foreign subsidiaries. A portion of the cash held in foreign accounts is used to collateralize outstanding bank guarantees issued by the foreign subsidiaries.

#### **Item 4. CONTROLS AND PROCEDURES**

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our “disclosure controls and procedures,” as that term is defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as of August 1, 2015, which is the end of the period covered by this Report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that as of August 1, 2015, our disclosure controls and procedures were effective.

Based on the evaluation described in the foregoing paragraph, our Chief Executive Officer and Chief Financial Officer concluded that during the quarter ended August 1, 2015, there was no change in our internal control over financial reporting which has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. LEGAL PROCEEDINGS**

Not applicable.

### **Item 1A. RISK FACTORS**

The discussion of our business and operations included in this Quarterly Report on Form 10-Q should be read together with the risk factors described in Item 1A. of our Annual Report on Form 10-K for the fiscal year ended May 2, 2015. They describe various risks and uncertainties to which we are or may become subject. These risks and uncertainties, together with other factors described elsewhere in this Report, have the potential to affect our business, financial condition, results of operations, cash flows, strategies or prospects in a material and adverse manner. New risks may emerge at any time, and we cannot predict those risks or estimate the extent to which they may affect our financial condition or financial results.

### **Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

Not applicable.

### **Item 3. DEFAULTS UPON SENIOR SECURITIES**

Not applicable.

**Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

**Item 5. OTHER INFORMATION**

Not applicable.

**Item 6. EXHIBITS**

A list of exhibits required to be filed as part of this report is set forth in the Index of Exhibits, which immediately precedes such exhibits, and is incorporated herein by reference.

## 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 thereunto duly authorized.

/s/ Sheila M. Anderson  
Daktronics, Inc.  
Sheila M. Anderson  
Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

Date: September 3, 2015

## Index to Exhibits

Certain of the following exhibits are incorporated by reference from prior filings. The form with which each exhibit was filed and the date of filing are as indicated below; the reports described below are filed as Commission File No. 0-23246 unless otherwise indicated.

3.1	Amended and Restated Articles of Incorporation of the Company (Incorporated by reference to Exhibit 3.1 filed with our Quarterly Report on Form 10-Q on August 30, 2013).
3.2	Amended and Restated Bylaws of the Company (Incorporated by reference to Exhibit 3.4 filed with our Annual Report on Form 10-K on June 12, 2013).
10.1	Twelfth Amendment to Loan Agreement dated November 15, 2013 by and between the Company and U.S. Bank National Association (Incorporated by reference to Exhibit 10.1 filed with our Current Report on Form 8-K filed on November 18, 2013)
10.2	Renewal Revolving Note dated November 15, 2013 issued by the Company to the U.S. Bank National Association. (Incorporated by reference to Exhibit 10.2 filed with our Current Report on Form 8-K filed on November 18, 2013).
10.3	Fifth Amendment to Loan Agreement dated November 15, 2013 by and between the Company and Bank of America, N.A. (Incorporated by reference to Exhibit 10.3 filed with our Current Report on Form 8-K filed on November 18, 2013)
10.4	Reaffirmation of and Third Amendment to Unlimited Guaranty Agreement dated November 15, 2013 by and between the Company and Bank of America, N.A. (Incorporated by reference to Exhibit 10.4 filed with our Current Report on Form 8-K filed on November 18, 2013)
10.5	Amended and Restated Revolving Note dated November 15, 2013 issued by the Company to Bank of America, N.A. (Incorporated by reference to Exhibit 10.5 filed with our Current Report on Form 8-K filed on November 18, 2013).
10.6	Daktronics, Inc. 2015 Stock Incentive Plan ("2015 Plan"). (Incorporated by reference to Exhibit A to the Company's Definitive Proxy Statement on Schedule 14A filed on July 14, 2015).
10.7	Form of Restricted Stock Award Agreement under the 2015 Plan (Incorporated by reference to Exhibit 10.2 filed with our Current Report on Form 8-K on September 3, 2015).
10.8	Form of Non-Qualified Stock Option Agreement Terms and Conditions under the 2015 Plan (Incorporated by reference to Exhibit 10.3 filed with our Current Report on Form 8-K on September 3, 2015).
10.9	Form of Incentive Stock Option Terms and Conditions under the 2015 Plan (Incorporated by reference to Exhibit 10.4 filed with our Current Report on Form 8-K on September 3, 2015).
10.10	Form of Restricted Stock Unit Terms and Conditions under the 2015 Plan (Incorporated by reference to Exhibit 10.5 filed with our Current Report on Form 8-K on September 3, 2015).
31.1	Certification of the Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)
31.2	Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)
32.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350). (1)
32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350). (1)
101	The following financial information from our Quarterly Report on Form 10-Q for the period ended August 1, 2015 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Cash Flows, (v) Notes to Consolidated Financial Statements, and (vii) document and entity information. (1)

(1) Filed herewith electronically.

**DAKTRONICS, INC.**  
**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER REQUIRED BY RULE 13a-14(e)**  
**OR RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,**  
**AS ADOPTED PURSUANT TO**  
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Reece A. Kurtenbach, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended August 1, 2015 of Daktronics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Reece A. Kurtenbach  
Reece A. Kurtenbach  
Chief Executive Officer  
Date: 9/3/2015

**DAKTRONICS, INC.**  
**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER REQUIRED BY RULE 13a-14(e)**  
**OR RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,**  
**AS ADOPTED PURSUANT TO**  
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Sheila M. Anderson, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended August 1, 2015 of Daktronics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Sheila M. Anderson  
Sheila M. Anderson  
Chief Financial Officer  
Date: 9/3/2015



**DAKTRONICS, INC.**  
**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO**  
**18 U.S.C. SECTION 1350,**  
**AS ADOPTED PURSUANT TO**  
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Daktronics, Inc. (the "Company") for the quarterly period ended August 1, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Reece A. Kurtenbach, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Reece A. Kurtenbach  
Reece A. Kurtenbach  
Chief Executive Officer  
Date: 9/3/2015

**DAKTRONICS, INC.**  
**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO**  
**18 U.S.C. SECTION 1350,**  
**AS ADOPTED PURSUANT TO**  
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Daktronics, Inc. (the "Company") for the quarterly period ended August 1, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Sheila M. Anderson, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Sheila M. Anderson  
Sheila M. Anderson  
Chief Financial Officer  
Date: 9/3/2015