UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) May 6, 2019 (May 3, 2019)

GIBRALTAR INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

Title of each class

Common Stock, \$0.01 par value per share

0-22462

16-1445150

(Commission File Number)

(IRS Employer Identification No.)

Name of each exchange on which registered

NASDAQ Stock Market

3556 Lake Shore Road
P.O. Box 2028
Buffalo, New York 14219-0228
(Address of principal executive offices) (Zip Code)

(716) 826-6500

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Trading Symbol

ROCK

	ck the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant er any of the following provisions:
	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
(§23	cate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 \pm 30.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (\pm 240.12b-2 of this chapter). Erging growth company \Box
	emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for plying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

TABLE OF CONTENTS

Item 2.02 Results of Operations and Financial Condition	3
Item 5.07 Submission of Matters to a Vote of Security Holders	3
Item 7.01 Regulation FD Disclosure	3
Item 9.01 Financial Statements and Exhibits	4
<u>EX - 99.1</u>	
SIGNATURE	5

Item 2.02 Results of Operations and Financial Condition

and

Item 7.01 Regulation FD Disclosure

The following information is furnished pursuant to both Item 2.02 and Item 7.01:

On May 3, 2019, Gibraltar Industries, Inc. (the "Company") issued a news release and held a conference call regarding results for the three months ended March 31, 2019. A copy of the news release (the "Release") is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The Company references adjusted financial information in both the Release and the conference call. A reconciliation of these adjusted financial measures is contained in the Release. The information in this Form 8-K under the captions Items 2.02 and 7.01 and Item 9.01, including the Release, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 (the "Securities Act") or the Exchange Act, unless the Company specifically incorporates it by reference in a document filed under the Securities Act or the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

Gibraltar Industries, Inc. (the "Company") held its Annual Meeting of Stockholders on May 3, 2019 (the "2019 Annual Meeting") in Buffalo, New York. Stockholders representing 30,930,397 shares, or 96.14%, of the common shares outstanding as of the March 8, 2019 record date were present in person or were represented at the meeting by proxy. The items listed below were submitted to a vote of the stockholders through the solicitation of proxies. The proposals are described in the Company's Definitive Proxy Statement for the 2019 Annual Meeting filed April 2, 2019. Final voting results are shown below.

Proposal 1 - Election of Directors

In order to be elected, each nominee for election as a director requires the affirmative vote of a majority of the shares present at the 2019 Annual Meeting and entitled to vote. Eight directors were elected to hold office for a one-year term expiring in 2020. The following summarizes the votes received for each nominee for director.

Director	Votes Cast For	Votes Cast Against	Abstain	% of Votes For	Broker Non-Votes
Mark G. Barberio	29,961,501	355,831	19,666	98.76%	593,399
William T. Bosway	30,243,422	73,919	19,657	99.69%	593,399
Sharon M. Brady	29,846,354	471,131	19,513	98.38%	593,399
Frank G. Heard	29,944,597	373,003	19,398	98.71%	593,399
Craig A. Hindman	29,880,179	437,162	19,657	98.49%	593,399
Vinod M. Khilnani	29,773,095	544,247	19,656	98.14%	593,399
William P. Montague	29,572,809	744,523	19,666	97.48%	593,399
James B. Nish	30,181,005	136,337	19,656	99.49%	593,399

Proposal 2 - Advisory Vote on Executive Compensation ("Say-on-Pay")

This proposal was an advisory vote of the stockholders to approve the Company's compensation of its named executive officers (commonly referred to as the "Say-on-Pay" vote). The stockholders approved of the Company's executive officer compensation in the advisory Say-on-Pay vote. The following summarizes the voting results for the advisory "Say-on-Pay" vote:

Votes Cast For	Votes Cast Against	Abstain	% of Votes For	Broker Non-Votes
29.217.666	1,100,229	19.103	96.31%	593.399

Proposal 3 - Ratification of Selection of Independent Registered Public Accounting Firm

The selection of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2019 was ratified, based upon the following votes:

Votes Cast For		Votes Cast Against	Abstain	% of Votes For
	30,530,494	398,088	1,815	98.71%

Item 9.01 Financial Statements and Exhibits

(a)-(c) Not Applicable

(d) Exhibits:

Exhibit No. Description

99.1 Earnings Release issued by Gibraltar Industries, Inc. on May 3, 2019

SIGNATURE

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

GIBRALTAR INDUSTRIES, INC.

Date: May 6, 2019

By: /s/ Jeffrey J. Watorek

Jeffrey J. Watorek

Vice President, Treasurer and Secretary



Gibraltar Announces First-Ouarter 2019 Financial Results

Revenues of \$227.4 Million Exceeded Guidance GAAP EPS of \$0.19 and Adjusted EPS of \$0.28 In Line with Expectations

Buffalo, New York, May 3, 2019 - Gibraltar Industries, Inc. (Nasdaq: ROCK), a leading manufacturer and distributor of building products for the residential, industrial, infrastructure, and renewable energy and conservation markets, today reported its financial results for the three-month period ended March 31, 2019. All financial metrics in this release reflect only the Company's continuing operations unless otherwise noted.

First-quarter Consolidated Results

Gibraltar reported the following consolidated results:

Three Months Ended March 31,

Dollars in millions, except EPS		GAAP		Adjusted				
	<u>2019</u>	<u>2018</u>	% Change	<u>2019</u>	<u>2018</u>	% Change		
Net Sales	\$227.4	\$215.3	5.6%	\$227.4	\$215.3	5.6%		
Net Income	\$6.3	\$8.4	(25.0)%	\$9.2	\$8.3	10.8%		
Diluted EPS	\$0.19	\$0.26	(26.9)%	\$0.28	\$0.26	7.7%		

The Company reported first-quarter 2019 net sales of \$227.4 million, exceeding its guidance as noted in its fourth-quarter 2018 earnings release. The 5.6 percent increase was mainly due to higher demand for innovative products in the Industrial and Infrastructure and Renewable Energy and Conservation segments, and increased activity in the Infrastructure business.

GAAP and adjusted earnings were in line with guidance provided in the Company's fourth-quarter 2018 earnings release. GAAP earnings were down year over year due to incremental costs incurred in the field to improve durability and ensure performance of our solar tracker, along with costs related to the Company's senior leadership transition plan and the recent repayment of its Senior Subordinated 6.25% Notes. These costs were partially offset by strong demand for higher-margin innovative products in the Industrial and Infrastructure segment, ongoing benefits from 80/20 simplification initiatives and interest savings from the repayment of the Company's 6.25% Notes. The adjusted amounts for the first quarter of 2019 and 2018 remove special items, such as restructuring costs, senior leadership transition and debt repayment costs from both periods, as further described in the appended reconciliation of adjusted financial measures.

Management Comments

"With solid performance across our businesses in the first quarter of 2019, we delivered revenues of \$227 million, above our guidance, and GAAP and non-GAAP earnings of \$0.19 and \$0.28, respectively, in line with our expectations," said President and Chief Executive Officer William Bosway. "By executing on our four-pillar strategy, we benefitted from higher-margin innovative products, and continued operating improvement in the Industrial & Infrastructure segment. In addition, we used cash generated in prior years to repay our outstanding debt, resulting in significant cost savings in the quarter."

"During the quarter we saw continued demand for our innovative tracker solution," added Bosway. "While we incurred incremental costs this quarter to improve durability and ensure performance of this product, we expect it to continue to track towards our target margin profile as we progress through the remainder of the year."

"We have made excellent operational progress across our businesses, but our transformation is far from complete," said Bosway. "Our focus is on driving growth by reinforcing our 80/20 simplification strategy to create additional opportunity to enhance our innovation and new product development programs. The appointment of Pat Burns to the newly created COO position will help accelerate these efforts."

First-quarter Segment Results

Residential Products

For the first quarter, the Residential Products segment reported:

Ί	hree	Months	Ended	M	larch	13	ı,
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Dollars in millions		GAAP			Adjusted	
	<u>2019</u>	<u>2018</u>	% Change	2019	<u>2018</u>	% Change
Net Sales	\$103.7	\$103.9	(0.2)%	\$103.7	\$103.9	(0.2)%
Operating Margin	11.7%	12.7%	(100) bps	11.8%	12.6%	(80) bps

First-quarter 2019 revenues in Gibraltar's Residential Products segment were essentially flat versus prior year, as unfavorable weather impacted demand for building products, with volume declines generally offset by selling price increases.

The first-quarter operating margin decline resulted from unfavorable product mix and volume leverage, partially offset by benefits from 80/20 simplification initiatives. The adjusted operating margin for the first quarter of 2019 and 2018 removes the special charges for restructuring initiatives under the 80/20 program from both periods.

Industrial & Infrastructure Products

For the first quarter, the Industrial & Infrastructure Products segment reported:

Three Months Ended March 31,

Dollars in millions		GAAP			Adjusted	
	<u>2019</u>	<u>2018</u>	% Change	2019	<u>2018</u>	% Change
Net Sales	\$54.9	\$54.4	0.9%	\$54.9	\$54.4	0.9%
Operating Margin	7.5%	4.8%	270 bps	7.5%	3.9%	360 bps

First-quarter 2019 revenues in Gibraltar's Industrial & Infrastructure Products segment were up 1 percent year over year, driven by increased activity in the Infrastructure business and continued demand for innovative products, partially offset by lower volumes in the Industrial business for more commoditized products.

GAAP and adjusted operating margin improvement for the segment resulted from favorable product mix, higher volume leverage in the Infrastructure business, and the continued benefit from 80/20 simplification initiatives. This segment's adjusted operating margin for the first quarter of 2019 and 2018 removes the special charges for restructuring initiatives under the 80/20 program.

Renewable Energy & Conservation

For the first quarter, the Renewable Energy & Conservation segment reported:

Thron	Months	Endad	Maral	. 21
Inree	VIANTING	- B.naea	viarci	1 11.

Dollars in millions	n millions GAAP				Adjusted	I
	2019	<u>2018</u>	% Change	2019	<u>2018</u>	% Change
Net Sales	\$68.8	\$57.0	20.7%	\$68.8	\$57.0	20.7%
Operating Margin	2.4%	7.1%	(470) bps	2.5%	7.7%	(520) bps

Renewable Energy & Conservation segment revenues were up 21 percent year over year, driven by strong demand for its innovative tracker solution and the contribution from the prior-year acquisition of SolarBOS.

GAAP and adjusted operating margins decreased as incremental costs incurred in the field to improve durability and ensure performance of the recently launched tracker solution more than offset the benefits of improved volumes. This segment's adjusted operating margin for the first quarter of 2019 and 2018 removes the special charges for restructuring initiatives.

Business Outlook

"Looking into Q2 and beyond, we are confident in our ability to execute on our operating plans," said Bosway. "Through key resource investments across our businesses, we are accelerating our ability to innovate and become more relevant to our customers. With solid endmarket activity across our portfolio, we look forward to another year of driving profitable growth and making more money at a higher rate of return with a more efficient use of capital."

Gibraltar is reiterating its guidance for revenues and earnings for the full year 2019. Gibraltar expects 2019 consolidated revenues to be in excess of \$1 billion. GAAP EPS for full year 2019 are expected to be between \$1.95 and \$2.10, or \$2.40 to \$2.55 on an adjusted basis, compared with \$1.96 and \$2.14, respectively, in 2018.

For the second quarter of 2019, the Company is expecting revenue in the range of \$268 million to \$274 million. GAAP EPS for the second quarter 2019 are expected to be between \$0.60 and \$0.65, or \$0.72 to \$0.77 on an adjusted basis.

FY 2019 Guidance Reconciliation

Gibraltar Industries

Dollars in millions, except EPS		Operating			ncome		Net	Diluted Earnings	
		Income	Margin	7	Гaxes	In	come	Pe	r Share
GAAP Measures	\$	93-100	9.0-9.5%	\$	26-28	\$	64-69	\$	1.95-2.10
Restructuring Costs		17	1.6%		3		15		\$0.45
Adjusted Measures	\$	110-117	10.6-11.1%	\$	29-31	\$	79-84	\$	2.40-2.55

First-quarter Conference Call Details

Gibraltar has scheduled a conference call today starting at 9:00 a.m. ET to review its results for the first quarter of 2019. Interested parties may access the call by dialing (877) 407-5790 or (201) 689-8328. The presentation slides that will be discussed in the conference call are expected to be available this morning, prior to the start of the call. The slides may be downloaded from the Gibraltar website: www.gibraltar1.com. A webcast replay of the conference call and a copy of the transcript will be available on the website following the call.

About Gibraltar

Gibraltar Industries is a leading manufacturer and distributor of building products for the residential, industrial, infrastructure, and renewable energy and conservation markets. With a four-pillar strategy focused on operational improvement, product innovation, portfolio management and acquisitions, Gibraltar's mission is to drive best-in-class performance. Gibraltar serves customers primarily throughout North America and to a lesser extent Asia. Comprehensive information about Gibraltar can be found on its website at www.gibraltarl.com.

Safe Harbor Statement

Information contained in this news release, other than historical information, contains forward-looking statements and is subject to a number of risk factors, uncertainties, and assumptions. Risk factors that could affect these statements include, but are not limited to, the following: the availability of raw materials and the effects of changing raw material prices on the Company's results of operations; energy prices and usage; changing demand for the Company's products and services; changes in the liquidity of the capital and credit markets; risks associated with the integration and performance of acquisitions; and changes in interest and tax rates. In addition, such forward-looking statements could also be affected by general industry and market conditions, as well as macroeconomic factors including government monetary and trade policies, such as tariffs and expiration of tax credits along with currency fluctuations and general political conditions. Other risks and uncertainties that arise from time to time are described in Item 1A "Risk Factors" of the Company's Annual Report on Form 10-K. The Company undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law or regulation.

Adjusted Financial Measures

To supplement Gibraltar's consolidated financial statements presented on a GAAP basis, Gibraltar also presented certain adjusted financial measures in this news release. Adjusted financial measures exclude special charges consisting of restructuring costs primarily associated with the 80/20 simplification initiative, senior leadership transition costs, debt repayment costs, and other reclassifications. These adjustments are shown in the reconciliation of adjusted financial measures excluding special charges provided in the supplemental financial schedules that accompany this news release. The Company believes that the presentation of results excluding special charges provides meaningful supplemental data to investors, as well as management, that are indicative of the Company's core operating results and facilitates comparison of operating results across reporting periods as well as comparison with other companies. Special charges are excluded since they may not be considered directly related to the Company's ongoing business operations. These adjusted measures should not be viewed as a substitute for the Company's GAAP results, and may be different than adjusted measures used by other companies.

Next Earnings Announcement

Gibraltar expects to release its financial results for the three-month period ending June 30, 2019, on Friday, July 26, 2019, and hold its earnings conference call later that morning, starting at 9:00 a.m. ET.

Contact:

Timothy Murphy Chief Financial Officer (716) 826-6500 ext. 3277 tfmurphy@gibraltar1.com

GIBRALTAR INDUSTRIES, INC. CONSOLIDATED STATEMENTS OF OPERATIONS (in thousands, except per share data) (unaudited)

Three Months Ended March 31,

	2019	2018		
Net Sales	\$ 227,417	\$	215,337	
Cost of sales	183,517		167,019	
Gross profit	43,900		48,318	
Selling, general, and administrative expense	33,334		34,475	
Income from operations	10,566		13,843	
Interest expense	2,061		3,269	
Other expense (income)	589		(585)	
Income before taxes	7,916		11,159	
Provision for income taxes	1,571		2,807	
Net income	\$ 6,345	\$	8,352	
Net earnings per share:				
Basic	\$ 0.20	\$	0.26	
Diluted	\$ 0.19	\$	0.26	
Weighted average shares outstanding:	 			
Basic	32,279		31,786	
Diluted	 32,617		32,444	

GIBRALTAR INDUSTRIES, INC. CONSOLIDATED BALANCE SHEETS (in thousands, except per share data)

	March 31, 2019		С	ecember 31, 2018
	-	(unaudited)		
Assets				
Current assets:				
Cash and cash equivalents	\$	43,509	\$	297,006
Accounts receivable, net		167,201		140,283
Inventories		98,594		98,913
Other current assets		8,282		8,351
Total current assets	'	317,586		544,553
Property, plant, and equipment, net		95,856		95,830
Operating lease assets		31,823		_
Goodwill		323,573		323,671
Acquired intangibles		94,520		96,375
Other assets		2,900		1,216
	\$	866,258	\$	1,061,645
Liabilities and Shareholders' Equity				
Current liabilities:				
Accounts payable	\$	84,462	\$	79,136
Accrued expenses		65,020		87,074
Billings in excess of cost		18,259		17,857
Current maturities of long-term debt		400		208,805
Total current liabilities		168,141		392,872
Long-term debt		1,600		1,600
Deferred income taxes		36,916		36,530
Non-current operating lease liabilities		22,751		_
Other non-current liabilities		31,017		33,950
Shareholders' equity:				
Preferred stock, \$0.01 par value; authorized 10,000 shares; none outstanding		_		_
Common stock, \$0.01 par value; authorized 50,000 shares; 33,026 shares and 32,887 shares issued and outstanding in 2019 and 2018		330		329
Additional paid-in capital		285,034		282,525
Retained earnings		346,922		338,995
Accumulated other comprehensive loss		(6,380)		(7,234)
Cost of 855 and 796 common shares held in treasury in 2019 and 2018		(20,073)		(17,922)
Total shareholders' equity		605,833		596,693
	\$	866,258	\$	1,061,645

GIBRALTAR INDUSTRIES, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands) (unaudited)

	Т		ths Ended ch 31,		
	20	019		2018	
Cash Flows from Operating Activities					
Net income	\$	6,345	\$	8,352	
Adjustments to reconcile net income to net cash used in operating activities:					
Depreciation and amortization		4,941		5,189	
Stock compensation expense		2,371		2,097	
Exit activity recoveries, non-cash		_		(727)	
Provision for deferred income taxes		393		_	
Other, net		2,456		353	
Changes in operating assets and liabilities, excluding the effects of acquisitions:					
Accounts receivable	(2	27,623)		4,947	
Inventories		35		(8,907)	
Other current assets and other assets		165		1,498	
Accounts payable		5,332		(1,694)	
Accrued expenses and other non-current liabilities	(;	31,903)		(33,314)	
Net cash used in operating activities	(;	37,488)		(22,206)	
Cash Flows from Investing Activities					
Acquisitions, net of cash acquired		(264)		_	
Net proceeds from sale of property and equipment		22		2,823	
Purchases of property, plant, and equipment		(3,132)		(1,033)	
Net cash (used in) provided by investing activities		(3,374)		1,790	
Cash Flows from Financing Activities					
Long-term debt payments	(2:	10,000)		_	
Payment of debt issuance costs		(1,235)		_	
Purchase of treasury stock at market prices		(2,151)		(850)	
Net proceeds from issuance of common stock		139		226	
Net cash used in financing activities	(2:	13,247)		(624)	
Effect of exchange rate changes on cash		612		(499)	
Net decrease in cash and cash equivalents	(25	53,497)		(21,539)	
Cash and cash equivalents at beginning of year	29	97,006		222,280	
Cash and cash equivalents at end of period	\$ 4	43,509	\$	200,741	

GIBRALTAR INDUSTRIES, INC. Reconciliation of Adjusted Financial Measures (in thousands, except per share data) (unaudited)

Three Months Ended March 31, 2019

	Walch 31, 2013									
		As Reported In GAAP Statements		Restructuring Charges		Senior Leadership Transition Costs	De	ebt Repayment		Adjusted Financial Measures
Net Sales										
Residential Products	\$	103,709	\$	_	\$	_	\$	_	\$	103,709
Industrial & Infrastructure Products		55,188		_		_		_		55,188
Less Inter-Segment Sales		(317)		_		_		_		(317)
		54,871		_		_		_		54,871
Renewable Energy & Conservation		68,837		_						68,837
Consolidated sales		227,417		_		_		_		227,417
Income from operations										
Residential Products		12,090		151		_		_		12,241
Industrial & Infrastructure Products		4,129		(33)		_		_		4,096
Renewable Energy & Conservation		1,632		94		_		_		1,726
Segments Income		17,851		212		_				18,063
Unallocated corporate expense		(7,285)		7		2,495		_		(4,783)
Consolidated income from operations		10,566		219		2,495		_		13,280
Interest expense		2,061		_		_		(1,041)		1,020
Other expense		589		_		_		_		589
Income before income taxes		7,916		219		2,495		1,041		11,671
Provision for income taxes		1,571		54		621		260		2,506
Income from continuing operations	\$	6,345	\$	165	\$	1,874	\$	781	\$	9,165
Income from continuing operations per share -		0.40	_	2.24	_	0.00	_	2.22	_	2.22
diluted	\$	0.19	\$	0.01	\$	0.06	\$	0.02	\$	0.28
Operating margin										
Residential Products		11.7%		0.1 %		—%		—%		11.8%
Industrial & Infrastructure Products		7.5%		(0.1)%		—%		—%		7.5%
Renewable Energy & Conservation		2.4%		0.1 %		—%		—%		2.5%
Segments Margin		7.8%		0.1 %		—%		—%		7.9%
Consolidated		4.6%		0.1 %		1.1%		—%		5.8%

GIBRALTAR INDUSTRIES, INC. Reconciliation of Adjusted Financial Measures (in thousands, except per share data) (unaudited)

Three Months Ended March 31, 2018

				,			
	Reported In P Statements	Restructuring Charges	Le	Senior eadership ransition Costs	Tax Reform		ısted Financial Measures
Net Sales							
Residential Products	\$ 103,948	\$ _	\$	_	\$	_	\$ 103,948
Industrial & Infrastructure Products	54,624	_		_		_	54,624
Less Inter-Segment Sales	 (221)				_		(221)
	54,403	_		_		_	54,403
Renewable Energy & Conservation	56,986	_		_		_	56,986
Consolidated sales	215,337	_		_		_	215,337
Income from operations							
Residential Products	13,238	(166)		_		_	13,072
Industrial & Infrastructure Products	2,602	(485)		_		_	2,117
Renewable Energy & Conservation	4,062	136		178		_	4,376
Segments income	 19,902	(515)		178		_	19,565
Unallocated corporate expense	(6,059)	44		305		_	(5,710)
Consolidated income from operations	13,843	(471)		483		_	13,855
Interest expense	3,269	_		_		_	3,269
Other income	(585)	_		_		_	(585)
Income before income taxes	 11,159	(471)		483		_	11,171
Provision for income taxes	2,807	(146)		130		68	2,859
Net income	\$ 8,352	\$ (325)	\$	353	\$	(68)	\$ 8,312
Net earnings per share - diluted	\$ 0.26	\$ (0.01)	\$	0.01	\$		\$ 0.26
Operating margin							
Residential Products	12.7%	(0.2)%		—%		—%	12.6%
Industrial & Infrastructure Products	4.8%	(0.9)%		—%		—%	3.9%
Renewable Energy & Conservation	7.1%	0.2 %		0.3%		—%	7.7%
Segments margin	9.2%	(0.2)%		0.1%		—%	9.1%
Consolidated	6.4%	(0.2)%		0.2%		—%	6.4%