

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 22, 2014

BRADY CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number 1-14959

Wisconsin
(State of
Incorporation)

6555 West Good Hope Road
Milwaukee, Wisconsin 53223
(Address of Principal Executive Offices and Zip Code)

(414) 358-6600
(Registrant's Telephone Number)

39-0971239
(IRS Employer
Identification No.)

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

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

Item 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On May 22, 2014, Brady Corporation (the “Company”) issued a press release announcing its fiscal 2014 third quarter financial results. A copy of the press release is being furnished to the Securities and Exchange Commission as Exhibit 99.1 attached hereto and is incorporated herein by reference.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

The following are filed as Exhibits to this Report.

Exhibit No.	Description of Exhibit
99.1	Press Release of Brady Corporation, dated May 22, 2014, relating to third quarter fiscal 2014 financial results.
99.2	Informational slides provided by Brady Corporation, dated May 22, 2014, relating to third quarter fiscal 2014 financial results.

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.

BRADY CORPORATION

Date: May 22, 2014

/s/ Thomas J. Felmer

Thomas J. Felmer

Interim President & Chief Executive Officer and Chief Financial Officer

EXHIBIT INDEX

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99.2	Informational slides provided by Brady Corporation, dated May 22, 2014, relating to third quarter fiscal 2014 financial results.

For More Information:

Investor contact: Aaron Pearce 414-438-6895

Media contact: Carole Herbstreit 414-438-6882

For Immediate Release**Brady Corporation Reports Fiscal 2014 Third Quarter Results**

- Third quarter organic revenue growth was 2.5 percent.
- GAAP earnings from continuing operations per diluted Class A Nonvoting Common Share were \$0.39 in the third quarter of fiscal 2014 compared to \$0.42 in the same quarter of the prior year. Non-GAAP earnings from continuing operations per diluted Class A Nonvoting Common Share* were \$0.43 during the third quarter ended April 30, 2014 compared to \$0.55 in the same quarter of the prior year.
- Brady repurchased approximately 893,000 shares in the third quarter for a total of \$23.3 million.
- On May 1, 2014, Brady received \$53 million of cash in connection with the completion of the first phase of the divestiture of the die-cut business.

MILWAUKEE (May 22, 2014)--Brady Corporation (NYSE: BRC) ("Brady" or "Company"), a world leader in identification solutions, today reported its financial results for the fiscal 2014 third quarter ended April 30, 2014.

Quarter Ended April 30, 2014 Financial Results:

Sales from continuing operations for the quarter ended April 30, 2014 increased 2.3 percent to \$309.6 million compared to the third quarter of fiscal 2013. Total organic sales increased 2.5 percent.

Net earnings from continuing operations for the quarter ended April 30, 2014 were \$20.2 million compared to \$21.7 million in the same quarter last year. The income tax rate on continuing operations in the third quarter of fiscal 2014 was approximately 16.8 percent compared to 22.4 percent in the third quarter of fiscal 2013. Non-GAAP net earnings from continuing operations* for the fiscal 2014 third quarter ended April 30, 2014, were \$22.3 million compared to \$28.5 million in the same quarter last year.

Net earnings from continuing operations per Class A Nonvoting Common Share were \$0.39 for the third quarter ended April 30, 2014 compared to \$0.42 in the same quarter last year. Non-GAAP earnings from continuing operations per diluted Class A Nonvoting Common Share* were \$0.43 in the third quarter of fiscal 2014 and \$0.55 per share in the third quarter of fiscal 2013.

Nine-Month Period Ended April 30, 2014 Financial Results:

Sales from continuing operations for the nine-month period ended April 30, 2014 were up 7.2 percent to \$908.3 million. Organic sales were down 0.1 percent. By segment, organic sales were up 3.6 percent in Identification Solutions and down 6.3 percent in Workplace Safety.

Net earnings from continuing operations for the nine-month period ended April 30, 2014, were \$48.8 million compared to \$37.3 million in the same nine-month period last year. Non-GAAP net earnings from continuing operations* for the nine-month period ended April 30, 2014, were \$58.5 million compared to \$74.7 million in the same nine-month period last year.

Net earnings from continuing operations per Class A Nonvoting Common Share were \$0.93 for the nine-month period ended April 30, 2014 compared to \$0.72 in the same nine-month period last year. Non-GAAP earnings from continuing operations per diluted Class A Nonvoting Common Share* were \$1.12 in the nine-month period ended April 30, 2014 and \$1.44 per share in the same period of the previous fiscal year.

Commentary and Guidance:

“We were encouraged by our revenue growth in the third quarter. We believe that our investments to drive organic growth are paying off as organic sales grew 2.5 percent this quarter. Organic sales were up 4.8 percent in Identification Solutions and down 1.9 percent in Workplace Safety this quarter. This 1.9 percent decline in our Workplace Safety business is a much smaller rate of decline compared to previous quarters as we continue to add new customers, increase revenues over the internet and have recently returned our catalog advertising to historical levels,” said Brady’s Chief Financial Officer and Interim President and Chief Executive Officer, Thomas J. Felmer. “Our strong balance sheet enabled us to repurchase approximately 893,000 shares of Brady’s stock at an average price of \$26.14 per share during the quarter ended April 30, 2014 and on May 1, 2014, we received \$53 million of cash as we completed the first phase of our Die-Cut divestiture, closing on the sale of businesses in Germany, Thailand, Korea and Malaysia.”

Felmer continued, “We anticipate low single-digit organic sales growth from continuing operations in the fourth quarter of fiscal 2014 and we expect net earnings from continuing operations per diluted Class A Nonvoting Common Share to range from \$0.45 to \$0.55, exclusive of restructuring charges and certain other items.”

A webcast regarding Brady’s fiscal 2014 third quarter financial results will be available at www.bradycorp.com beginning at 9:30 a.m. Central Time today.

Brady Corporation is an international manufacturer and marketer of complete solutions that identify and protect premises, products and people. Brady’s products help customers increase safety, security, productivity and performance and include high-performance labels, signs, safety devices, printing systems and software, and precision die-cut materials. Founded in 1914, the company has a diverse customer base in electronics, telecommunications, manufacturing, electrical, construction, education, medical and a variety of other industries. Brady is headquartered in Milwaukee, Wisconsin and as of July 31, 2013, employed approximately 7,400 people in its worldwide businesses. Brady’s fiscal 2013 sales were approximately \$1.15 billion. Brady stock trades on the New York Stock Exchange under the symbol BRC. More information is available on the Internet at www.bradycorp.com.

* See accompanying notes for non-GAAP measures.

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In this news release, statements that are not reported financial results or other historic information are “forward-looking statements.” These forward-looking statements relate to, among other things, the Company’s future financial position, business strategy, targets, projected sales, costs, earnings, capital expenditures, debt levels and cash flows, and plans and objectives of management for future operations.

The use of words such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “should,” “project” or “plan” or similar terminology are generally intended to identify forward-looking statements. These forward-looking statements by their nature address matters that are, to different degrees, uncertain and are subject to risks, assumptions, and other factors, some of which are beyond Brady’s control, that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. For Brady, uncertainties arise from: Implementation of the Workplace Safety strategy; the length or severity of the current worldwide economic downturn or timing or strength of a subsequent recovery; future financial performance of major markets Brady serves, which include, without limitation, telecommunications, hard disk drive, manufacturing, electrical, construction, laboratory, education, governmental, public utility, computer, healthcare and transportation; future competition; changes in the supply of, or price for, parts and components; increased price pressure from suppliers and customers; Brady’s ability to retain significant contracts and customers; fluctuations in currency rates versus the U.S. dollar; risks associated with international operations; difficulties associated with exports; risks associated with obtaining governmental approvals and maintaining regulatory compliance; Brady’s ability to develop and successfully market new products; risks associated with identifying, completing, and integrating acquisitions; risks associated with divestitures and businesses held for sale; risks associated with restructuring plans; environmental, health and safety compliance costs and liabilities; risk associated with loss of key talent; risk associated with product liability claims; technology changes and potential security violations to the Company’s information technology systems; Brady’s ability to maintain compliance with its debt covenants; increase in our level of debt; potential write-offs of Brady’s substantial intangible assets; unforeseen tax consequences; risk, associated with our ownership structure; and numerous other matters of national, regional and global scale, including those of a political, economic, business, competitive, and regulatory nature contained from time to time in Brady’s U.S. Securities and Exchange Commission filings, including, but not limited to, those factors listed in the “Risk Factors” section within Item 1A of Part I of Brady’s Form 10-K for the year ended July 31, 2013.

These uncertainties may cause Brady’s actual future results to be materially different than those expressed in its forward-looking statements. Brady does not undertake to update its forward-looking statements except as required by law.

BRADY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(Dollars in thousands, except per share data)

	(Unaudited)		(Unaudited)	
	Three months ended April 30,		Nine months ended April 30,	
	2014	2013	2014	2013
Net sales	\$ 309,577	\$ 302,483	\$ 908,301	\$ 847,200
Cost of products sold	154,457	143,082	452,797	395,723
Gross margin	155,120	159,401	455,504	451,477
Operating expenses:				
Research and development	8,648	8,062	25,675	24,162
Selling, general and administrative	116,666	111,864	340,825	320,874
Restructuring charges	3,039	8,540	14,202	10,473
Total operating expenses	128,353	128,466	380,702	355,509
Operating income	26,767	30,935	74,802	95,968
Other income and (expense):				
Investment and other income	872	1,133	1,887	2,427
Interest expense	(3,381)	(4,186)	(10,777)	(12,755)
Earnings from continuing operations before income taxes	24,258	27,882	65,912	85,640
Income tax expense	4,074	6,202	17,077	48,340
Earnings from continuing operations	\$ 20,184	\$ 21,680	\$ 48,835	\$ 37,300
Earnings (loss) from discontinued operations, net of income taxes	3,904	(17,447)	15,606	(14,564)
Net earnings	\$ 24,088	\$ 4,233	\$ 64,441	\$ 22,736
Earnings from continuing operations per Class A Nonvoting Common Share:				
Basic	\$ 0.39	\$ 0.42	\$ 0.94	\$ 0.72
Diluted	\$ 0.39	\$ 0.42	\$ 0.93	\$ 0.72
Earnings from continuing operations per Class B Voting Common Share:				
Basic	\$ 0.39	\$ 0.42	\$ 0.92	\$ 0.71
Diluted	\$ 0.39	\$ 0.42	\$ 0.92	\$ 0.70
Earnings (loss) from discontinued operations per Class A Nonvoting Common Share:				
Basic	\$ 0.07	\$ (0.34)	\$ 0.30	\$ (0.28)
Diluted	\$ 0.07	\$ (0.34)	\$ 0.30	\$ (0.28)
Earnings (loss) from discontinued operations per Class B Voting Common Share:				
Basic	\$ 0.07	\$ (0.34)	\$ 0.30	\$ (0.29)
Diluted	\$ 0.07	\$ (0.34)	\$ 0.29	\$ (0.28)
Net earnings per Class A Nonvoting Common Share:				
Basic	\$ 0.46	\$ 0.08	\$ 1.24	\$ 0.44
Diluted	\$ 0.46	\$ 0.08	\$ 1.23	\$ 0.44
Dividends	\$ 0.195	\$ 0.19	\$ 0.585	\$ 0.57
Net earnings per Class B Voting Common Share:				
Basic	\$ 0.46	\$ 0.08	\$ 1.22	\$ 0.42
Diluted	\$ 0.46	\$ 0.08	\$ 1.21	\$ 0.42
Dividends	\$ 0.195	\$ 0.19	\$ 0.568	\$ 0.553
Weighted average common shares outstanding (in thousands):				
Basic	51,933	51,415	52,071	51,210
Diluted	52,000	52,041	52,304	51,685

BRADY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

	(Unaudited)	
	April 30, 2014	July 31, 2013
<u>ASSETS</u>		
Current assets:		
Cash and cash equivalents	\$ 78,715	\$ 91,058
Accounts receivable—net	178,197	169,261
Inventories:		
Finished products	71,397	64,544
Work-in-process	17,099	14,776
Raw materials and supplies	20,873	15,387
Total inventories	109,369	94,707
Assets held for sale	109,540	119,864
Prepaid expenses and other current assets	46,661	37,600
Total current assets	522,482	512,490
Other assets:		
Goodwill	620,998	617,236
Other intangible assets	142,846	156,851
Deferred income taxes	12,361	8,623
Other	22,760	21,325
Property, plant and equipment:		
Cost:		
Land	7,917	7,861
Buildings and improvements	97,600	91,471
Machinery and equipment	284,905	266,787
Construction in progress	11,595	11,842
	402,017	377,961
Less accumulated depreciation	271,790	255,803
Property, plant and equipment—net	130,227	122,158
Total	\$ 1,451,674	\$ 1,438,683
<u>LIABILITIES AND STOCKHOLDERS' INVESTMENT</u>		
Current liabilities:		
Notes payable	\$ 75,552	\$ 50,613
Accounts payable	87,528	82,519
Wages and amounts withheld from employees	44,742	42,413
Liabilities held for sale	24,536	34,583
Taxes, other than income taxes	8,409	8,243
Accrued income taxes	10,808	7,056
Other current liabilities	31,628	36,806
Current maturities on long-term debt	61,264	61,264
Total current liabilities	344,467	323,497
Long-term obligations, less current maturities	162,468	201,150
Other liabilities	80,742	83,239
Total liabilities	587,677	607,886
Stockholders' investment:		
Class A nonvoting common stock—Issued 51,261,487 and 51,261,487 shares, respectively and outstanding 47,935,602 and 48,408,544 shares, respectively	513	513
Class B voting common stock—Issued and outstanding, 3,538,628 shares	35	35
Additional paid-in capital	314,625	306,191
Earnings retained in the business	572,474	538,512
Treasury stock—3,245,885 and 2,626,276 shares, respectively of Class A nonvoting common stock, at cost	(87,682)	(69,797)
Accumulated other comprehensive income	63,687	56,063
Other	345	(720)
Total stockholders' investment	863,997	830,797
Total	\$ 1,451,674	\$ 1,438,683

BRADY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)

	(Unaudited)	
	Nine months ended April 30,	
	2014	2013
Operating activities:		
Net earnings	\$ 64,441	\$ 22,736
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	33,782	36,037
Non-cash portion of stock-based compensation expense	5,033	6,964
Non-cash portion of restructuring charges	267	3,701
Loss on write-down of assets held for sale	—	15,658
Loss on sales of businesses	—	3,138
Deferred income taxes	(8,310)	33,780
Changes in operating assets and liabilities (net of effects of business acquisitions/divestitures):		
Accounts receivable	2,949	(6,410)
Inventories	(9,435)	(91)
Prepaid expenses and other assets	(2,772)	541
Accounts payable and accrued liabilities	(13,027)	(22,226)
Income taxes	2,912	(4,198)
Net cash provided by operating activities	75,840	89,630
Investing activities:		
Purchases of property, plant and equipment	(29,808)	(26,082)
Acquisition of business, net of cash acquired	—	(301,157)
Sales of businesses, net of cash retained	—	10,178
Other	(647)	(1,245)
Net cash used in investing activities	(30,455)	(318,306)
Financing activities:		
Payment of dividends	(30,479)	(29,344)
Proceeds from issuance of common stock	10,894	10,246
Purchase of treasury stock	(23,335)	(5,121)
Proceeds from borrowing on notes payable	63,000	220,000
Repayment of borrowing on notes payable	(39,000)	(173,000)
Proceeds from borrowings on line of credit	3,187	11,491
Repayment of borrowing on line of credit	(2,401)	—
Principal payments on debt	(42,514)	(42,514)
Income tax on the exercise of stock options and deferred compensation distributions, and other	(978)	1,794
Net cash used in financing activities	(61,626)	(6,448)
Effect of exchange rate changes on cash	3,898	6,258
Net decrease in cash and cash equivalents	(12,343)	(228,866)
Cash and cash equivalents, beginning of period	91,058	305,900
Cash and cash equivalents, end of period	\$ 78,715	\$ 77,034
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest, net of capitalized interest	\$ 11,417	\$ 13,194
Income taxes, net of refunds	18,842	26,786
Acquisitions:		
Fair value of assets acquired, net of cash	—	\$ 169,830
Liabilities assumed	—	(57,860)
Goodwill	—	189,187
Net cash paid for acquisitions	—	\$ 301,157

BRADY CORPORATION AND SUBSIDIARIES
SEGMENT INFORMATION
(Dollars in thousands)

	Three months ended April 30,		Nine months ended April 30,	
	2014	2013	2014	2013
SALES TO EXTERNAL CUSTOMERS				
ID Solutions	\$ 206,448	\$ 197,417	\$ 610,726	\$ 528,044
Workplace Safety	103,129	105,066	297,575	319,156
Total	<u>\$ 309,577</u>	<u>\$ 302,483</u>	<u>\$ 908,301</u>	<u>\$ 847,200</u>

SALES INFORMATION

ID Solutions

Organic	4.8 %	(1.9)%	3.6 %	0.3 %
Currency	(0.2)%	(1.0)%	(0.3)%	(1.4)%
Acquisitions	—%	25.3 %	12.4 %	12.2 %
Total	<u>4.6 %</u>	<u>22.4 %</u>	<u>15.7 %</u>	<u>11.1 %</u>

Workplace Safety

Organic	(1.9)%	(9.0)%	(6.3)%	(6.4)%
Currency	0.1 %	(1.1)%	(0.5)%	(1.0)%
Acquisitions	—%	5.0 %	—%	5.3 %
Total	<u>(1.8)%</u>	<u>(5.1)%</u>	<u>(6.8)%</u>	<u>(2.1)%</u>

Total Company

Organic	2.5 %	(4.8)%	(0.1)%	(2.5)%
Currency	(0.2)%	(1.0)%	(0.4)%	(1.2)%
Acquisitions	—%	17.0 %	7.7 %	9.4 %
Total	<u>2.3 %</u>	<u>11.2 %</u>	<u>7.2 %</u>	<u>5.7 %</u>

SEGMENT PROFIT

ID Solutions	\$ 44,302	\$ 46,787	\$ 132,795	\$ 126,011
Workplace Safety	14,771	23,453	47,813	74,881
Total	<u>\$ 59,073</u>	<u>\$ 70,240</u>	<u>\$ 180,608</u>	<u>\$ 200,892</u>

SEGMENT PROFIT AS A PERCENT OF SALES

ID Solutions	21.5 %	23.7 %	21.7 %	23.9 %
Workplace Safety	14.3 %	22.3 %	16.1 %	23.5 %
Total	<u>19.1 %</u>	<u>23.2 %</u>	<u>19.9 %</u>	<u>23.7 %</u>

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2014	2013	2014	2013
Total segment profit	\$ 59,073	\$ 70,240	\$ 180,608	\$ 200,892
Unallocated amounts:				
Administrative costs	(29,267)	(30,765)	(91,604)	(94,451)
Restructuring charges	(3,039)	(8,540)	(14,202)	(10,473)
Investment and other income	872	1,133	1,887	2,427
Interest expense	(3,381)	(4,186)	(10,777)	(12,755)
Earnings from continuing operations before income taxes	<u>\$ 24,258</u>	<u>\$ 27,882</u>	<u>\$ 65,912</u>	<u>\$ 85,640</u>

GAAP TO NON-GAAP MEASURES

(Dollars in Thousands, Except Per Share Amounts)

In accordance with the U.S. Securities and Exchange Commission's Regulation G, the following provides definitions of the non-GAAP measures used in the earnings release and the reconciliation to the most closely related GAAP measure.

Earnings from Continuing Operations Before Income Taxes Excluding Certain Items:

Brady is presenting the Non-GAAP measure "Earnings from Continuing Operations Before Income Taxes Excluding Certain Items." This is not a calculation based upon GAAP. The amounts included in this Non-GAAP measure are derived from amounts included in the Consolidated Financial Statements and supporting footnote disclosures. We do not view these items to be part of our sustainable results. We believe this profit measure provides an important perspective of underlying business trends and results and provides a more comparable measure from year to year. The table below provides a reconciliation of Earnings from Continuing Operations Before Income Taxes to Earnings from Continuing Operations Before Income Taxes Excluding Certain Items:

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2014	2013	2014	2013
Earnings from Continuing Operations Before Income Taxes (GAAP Measure)	\$ 24,258	\$ 27,882	\$ 65,912	\$ 85,640
Cost of goods sold:				
Purchase accounting expense related to inventory	—	—	—	1,530
Selling, general and administrative:				
PDC acquisition-related expenses	—	—	—	3,600
Restructuring charges	3,039	8,540	14,202	10,473
Non-cash income tax charges related to PDC funding	—	—	—	—
Earnings from Continuing Operations Before Income Taxes Excluding Certain Items (non-GAAP measure)	\$ 27,297	\$ 36,422	\$ 80,114	\$ 101,243

Income Taxes on Continuing Operations Excluding Certain Items:

Brady is presenting the Non-GAAP measure "Income Taxes on Continuing Operations Excluding Certain Items." This is not a calculation based upon GAAP. The amounts included in this Non-GAAP measure are derived from amounts included in the Consolidated Financial Statements and supporting footnote disclosures. We do not view these items to be part of our sustainable results. We believe this measure provides an important perspective of underlying business trends and results and provides a more comparable measure from year to year. The table below provides a reconciliation of Income Taxes on Continuing Operations to Income Taxes on Continuing Operations Excluding Certain Items:

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2014	2013	2014	2013
Income Taxes on Continuing Operations (GAAP measure)	\$ 4,074	\$ 6,202	\$ 17,077	\$ 48,340
Cost of goods sold:				
Purchase accounting expense related to inventory	—	—	—	581
Selling, general and administrative:				
PDC acquisition-related expenses	—	—	—	641
Restructuring charges	968	1,691	4,584	2,000
Non-cash income tax charges related to PDC funding	—	—	—	(25,000)
Income Taxes on Continuing Operations Excluding Certain Items (non-GAAP measure)	\$ 5,042	\$ 7,893	\$ 21,661	\$ 26,562

GAAP TO NON-GAAP MEASURES

(Dollars in Thousands, Except Per Share Amounts)

Net Earnings from Continuing Operations Excluding Certain Items:

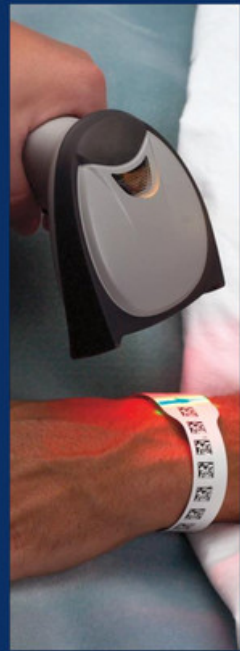
Brady is presenting the Non-GAAP measure "Net Earnings from Continuing Operations Excluding Certain Items." This is not a calculation based upon GAAP. The amounts included in this Non-GAAP measure are derived from amounts included in the Consolidated Financial Statements and supporting footnote disclosures. We do not view these items to be part of our sustainable results. We believe this measure provides an important perspective of underlying business trends and results and provides a more comparable measure from year to year. The table below provides a reconciliation of Net Earnings from Continuing Operations to Net Earnings from Continuing Operations Excluding Certain Items:

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2014	2013	2014	2013
Net Earnings from Continuing Operations (GAAP measure)	\$ 20,184	\$ 21,680	\$ 48,835	\$ 37,300
Cost of goods sold:				
Purchase accounting expense related to inventory	—	—	—	949
Selling, general and administrative:				
PDC acquisition-related expenses	—	—	—	2,959
Restructuring charges	2,071	6,849	9,618	8,473
Non-cash income tax charges related to PDC funding	—	—	—	25,000
Net Earnings from Continuing Operations Excluding Certain Items (non-GAAP measure)	\$ 22,255	\$ 28,529	\$ 58,453	\$ 74,681

Net Earnings from Continuing Operations Per Diluted Class A Nonvoting Common Share Excluding Certain Items:

Brady is presenting the Non-GAAP measure "Net Earnings from Continuing Operations Per Diluted Class A Nonvoting Common Share Excluding Certain Items." This is not a calculation based upon GAAP. The amounts included in this Non-GAAP measure are derived from amounts included in the Consolidated Financial Statements and supporting footnote disclosures. We do not view these items to be part of our sustainable results. We believe this measure provides an important perspective of underlying business trends and results and provides a more comparable measure from year to year. The table below provides a reconciliation of Net Earnings from Continuing Operations Per Diluted Class A Nonvoting Common Share to Net Earnings from Continuing Operations Per Diluted Class A Nonvoting Common Share Excluding Certain Items:

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2014	2013	2014	2013
Net Earnings from Continuing Operations Per Diluted Class A Nonvoting Common Share (GAAP measure)	\$ 0.39	\$ 0.42	\$ 0.93	\$ 0.72
Cost of goods sold:				
Purchase accounting expense related to inventory	—	—	—	0.02
Selling, general and administrative:				
PDC acquisition-related expenses	—	—	—	0.06
Restructuring charges	0.04	0.13	0.18	0.16
Non-cash income tax charges related to PDC funding	—	—	—	0.48
Net Earnings from Continuing Operations Per Diluted Class A Nonvoting Common Share Excluding Certain Items (non-GAAP measure)	\$ 0.43	\$ 0.55	\$ 1.12	\$ 1.44



F'14 Q3 Financial Results

May 22, 2014

 **BRADY**
WHEN PERFORMANCE MATTERS MOST™

FORWARD-LOOKING STATEMENTS

In this presentation, statements that are not reported financial results or other historic information are “forward-looking statements.” These forward-looking statements relate to, among other things, the Company's future financial position, business strategy, targets, projected sales, costs, earnings, capital expenditures, debt levels and cash flows, and plans and objectives of management for future operations.

The use of words such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “should,” “project” or “plan” or similar terminology are generally intended to identify forward-looking statements. These forward-looking statements by their nature address matters that are, to different degrees, uncertain and are subject to risks, assumptions, and other factors, some of which are beyond Brady's control, that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. For Brady, uncertainties arise from: Implementation of the Workplace Safety strategy; the length or severity of the current worldwide economic downturn or timing or strength of a subsequent recovery; future financial performance of major markets Brady serves, which include, without limitation, telecommunications, hard disk drive, manufacturing, electrical, construction, laboratory, education, governmental, public utility, computer, healthcare and transportation; future competition; changes in the supply of, or price for, parts and components; increased price pressure from suppliers and customers; Brady's ability to retain significant contracts and customers; fluctuations in currency rates versus the U.S. dollar; risks associated with international operations; difficulties associated with exports; risks associated with obtaining governmental approvals and maintaining regulatory compliance; Brady's ability to develop and successfully market new products; risks associated with identifying, completing, and integrating acquisitions; risks associated with divestitures and businesses held for sale; risks associated with restructuring plans; environmental, health and safety compliance costs and liabilities; risk associated with loss of key talent; risk associated with product liability claims; technology changes and potential security violations to the Company's information technology systems; Brady's ability to maintain compliance with its debt covenants; increase in our level of debt; potential write-offs of Brady's substantial intangible assets; unforeseen tax consequences; risk, associated with our ownership structure; and numerous other matters of national, regional and global scale, including those of a political, economic, business, competitive, and regulatory nature contained from time to time in Brady's U.S. Securities and Exchange Commission filings, including, but not limited to, those factors listed in the “Risk Factors” section within Item 1A of Part I of Brady's Form 10-K for the year ended July 31, 2013.

These uncertainties may cause Brady's actual future results to be materially different than those expressed in its forward-looking statements. Brady does not undertake to update its forward-looking statements except as required by law.

THIRD QUARTER HIGHLIGHTS

- Returned to organic sales growth
- Launched several exciting new products, including the BMP21+
- Repurchased approximately 893,000 shares
- Received \$53M from phase one of the sale of the Die-Cut business on May 1, 2014.

Q3 F'14 - FINANCIAL SUMMARY

- **Sales up 2.3% to \$309.6M vs. \$302.5M in Q3 of F'13.**
 - Organic sales growth of 2.5% and foreign currency decreased sales by 0.2%.
- **Gross profit margin of 50.1% in Q3 of F'14 compared with 52.7% in Q3 of F'13.**
- **SG&A expense of \$116.7M (37.7% of sales) in Q3 of F'14 vs. \$111.9M (37.0% of sales) in Q3 of F'13.**
- **Net earnings from continuing operations of \$20.2M in Q3 of F'14 vs. \$21.7M in Q3 of F'13.**
 - Non-GAAP Net Earnings from Continuing Operations* was \$22.3M in Q3 of F'14 vs. \$28.5M in Q3 of F'13.
- **Net earnings from continuing operations per Class A Diluted Nonvoting Share was \$0.39 in Q3 of F'14 vs. \$0.42 in Q3 of F'13.**
 - Non-GAAP Net Earnings from Continuing Operations Per Class A Diluted Nonvoting Share* was \$0.43 in Q3 of F'14 vs. \$0.55 in Q3 of F'13.

* Non-GAAP Net Earnings from Continuing Operations and Non-GAAP Net Earnings from Continuing Operations Per Class A Diluted Nonvoting Share Excluding Certain Items are non-GAAP measures. See slides #19 and #20.

Q4 F'14 GUIDANCE

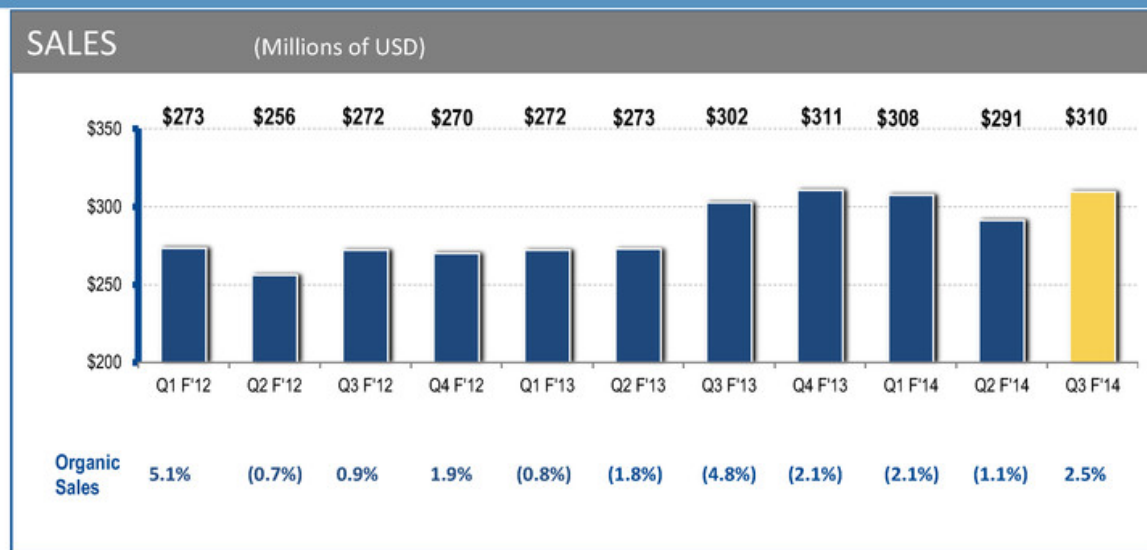
Q4 F'14 Diluted EPS from Continuing Operations
(excluding restructuring charges and certain other items).

\$0.45 to \$0.55

Guidance Assumptions – Continuing Operations:

- Low single-digit organic sales growth from continuing operations in the fourth quarter of fiscal 2014.
- Full-year depreciation and amortization expense of approximately \$45M to \$50M.
- Full-year restructuring charges of approximately \$22M.
- Full-year capital expenditures of approximately \$40M.
- Full year free cash flow of approximately 100 - 120% of net income.

SALES OVERVIEW



Q3 F'14 SALES:

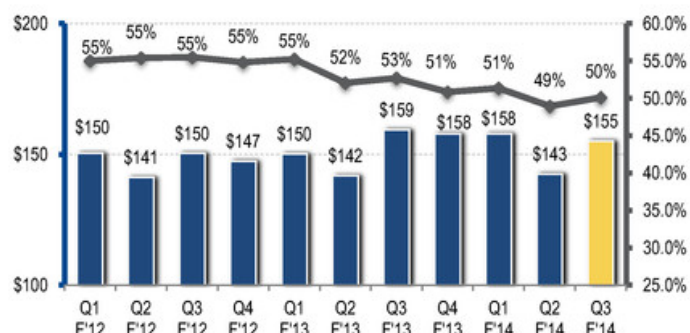
- 2.5% organic sales growth.
- (0.2%) decrease due to currency translation.
- Continued organic growth in ID Solutions and improving organic sales trends in Workplace Safety.

Q3 F'14 SALES COMMENTARY:

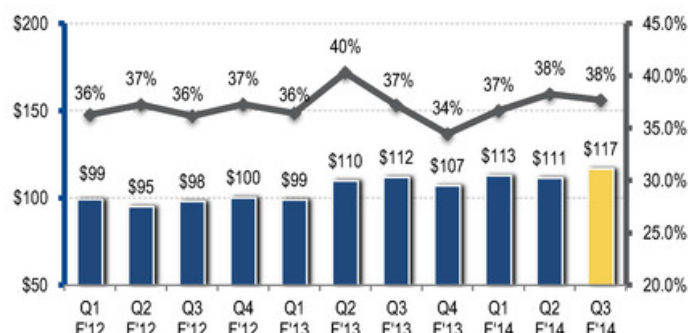
- ID Solutions – Organic growth of 4.8%
- Workplace Safety – Organic decline of (1.9%)
- Die-Cut – Business is all in discontinued operations and excluded from reported sales amounts.

GROSS PROFIT MARGIN & SG&A EXPENSE

GROSS PROFIT & GPM% (Millions of USD)



SG&A & SG&A as % of SALES (Millions of USD)



GROSS PROFIT MARGIN:

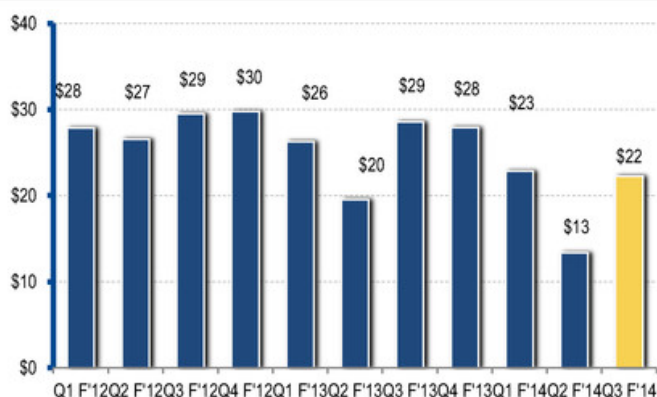
- GPM of 50.1% in Q3 of F'14 compared to 52.7% in Q3 of F'13.
- Price adjustments in Workplace Safety along with negative mix and costs from facility consolidation activities driving the reduced gross profit margin when compared to the prior year.

SG&A EXPENSE:

- SG&A up from \$111.9M in Q3 of F'13 to \$116.7M in Q3 of F'14.
- SG&A increase resulting from increased investments in both Workplace Safety and ID Solutions to drive organic growth opportunities and increased incentive compensation when compared to the prior year.

NET EARNINGS & EPS FROM CONTINUING OPERATIONS – Non-GAAP*

NET EARNINGS FROM CONTINUING OPERATIONS, EXCLUDING CERTAIN ITEMS*
(Millions of USD)



NET EARNINGS FROM CONTINUING OPERATIONS PER CLASS A DILUTED NONVOTING SHARE, EXCLUDING CERTAIN ITEMS*



Q3 F'14 – Non-GAAP Earnings*

- Q3 F'14 Non-GAAP net earnings from continuing operations* of \$22.3M compared to \$28.5M in Q3 of F'13.
- Comparability impacted by a reversal of incentive compensation expense in Q3 of F'13 and a lower tax rate in Q3 of F'14.

Q3 F'14 – Non-GAAP EPS*

- Q3 F'14 Non-GAAP diluted EPS from continuing operations* of \$0.43 compared to \$0.55 in Q3 of F'13.

* Non-GAAP Net Earnings from Continuing Operations and Non-GAAP Net Earnings from Continuing Operations Per Class A Diluted Nonvoting Share are non-GAAP measures. See slides #19 and #20.

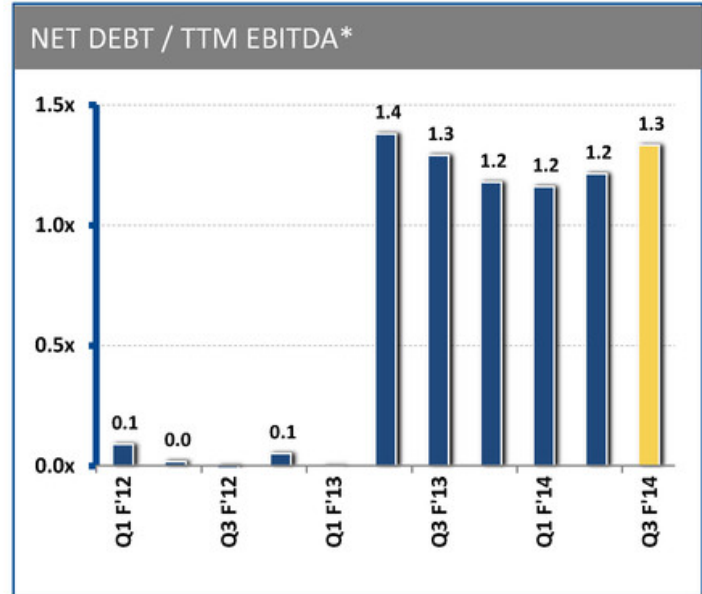
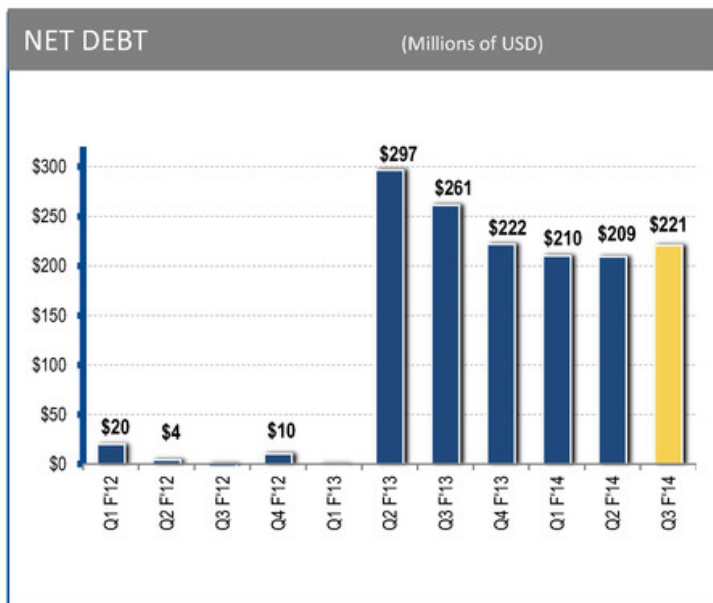
CASH GENERATION

(millions of USD)	3 Mos. Ended	9 Mos. Ended
	April 30, 2014	April 30, 2014
Cash Balance - Beginning of Period	\$ 79.1	\$ 91.1
Cash Flow from Operating Activities	34.0	75.8
Capital Expenditures	(12.2)	(29.8)
Repurchase of Stock	(23.3)	(23.3)
Dividends	(10.1)	(30.5)
Debt (Repayments) Borrowings - Net	9.1	(17.7)
Effect of Exchange Rate on Cash	2.8	3.9
Other	(0.7)	9.2
Cash Balance - April 30, 2014	\$ 78.7	\$ 78.7

SIGNIFICANT CASH FLOWS:

- Cash flow from operating activities of \$34.0M in Q3 of F'14.
- Main cash uses in the quarter for share buybacks, dividends, and capital expenditures.
- Repurchased 892,814 shares at an average price of \$26.14/share in Q3 of F'14.

NET DEBT & EBITDA



STRONG BALANCE SHEET:

- April 30, 2014 Cash = \$78.7M, Debt = \$299.3M (net debt = \$220.6M), and TTM EBITDA of \$165.6M.
- Net Debt/EBITDA* = 1.3x.
- Balance sheet and cash flow provides flexibility for future cash uses.

* EBITDA is a non-GAAP measure. See appendix for the reconciliation of net income to EBITDA.

NEW PRODUCTS & STRATEGIC PARTNERSHIPS

Q3 NEW PRODUCT INTRODUCTION:

BMP-21™ Plus & BMP-21™ Lab

Tough on the outside, Smart on the inside - Rugged performance, high-visibility printer for wire identification applications and another version for laboratory applications.



STRATEGIC PARTNERSHIPS:

Smart Labels for Healthcare Applications

Thinfilm Partnership – Brady signed a partnership with Thinfilm. The initial collaboration is focused on electronic sensing for use in identification products in industrial and healthcare markets. These sensing products are an ideal complement to Brady's existing products in these areas.



RFID Applications for Harsh Environments

Partnership with Tego - Brady and Tego collaborated on the development of an innovative flexible RFID tag for both metal and non-metal applications integrating Tego's rugged, high-memory chip technology, into Brady's customized, high-performance label materials designed to withstand extreme environments.

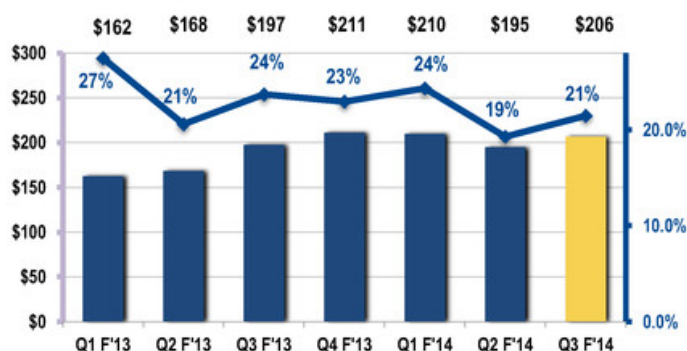


IDENTIFICATION SOLUTIONS

Q3 F'14 vs. Q3 F'13 PERFORMANCE (Millions of USD)

	Q3 F'14	Q3 F'13	Change
Sales	\$206.4	\$ 197.4	+ 4.6%
Segment Profit	44.3	46.8	- 5.3%
Segment Profit %	21.5%	23.7%	- 2.2 pts

SALES & SEGMENT PROFIT % (Millions of USD)



Q3 F'14 SUMMARY:

- Revenues up 4.6%:
 - Organic=+4.8% and Fx= (0.2%)
- Organic revenue growth in all regions, with the strongest growth in EMEA and Asia-Pacific.
- Business in the U.S. improved in March and April.
- PDC organic sales growth of approximately 1% in Q3 of F'14. Sales negatively impacted by declining hospital admissions.
- Segment profit comparison impacted by incentive compensation which was an expense reversal in the prior year.

OUTLOOK:

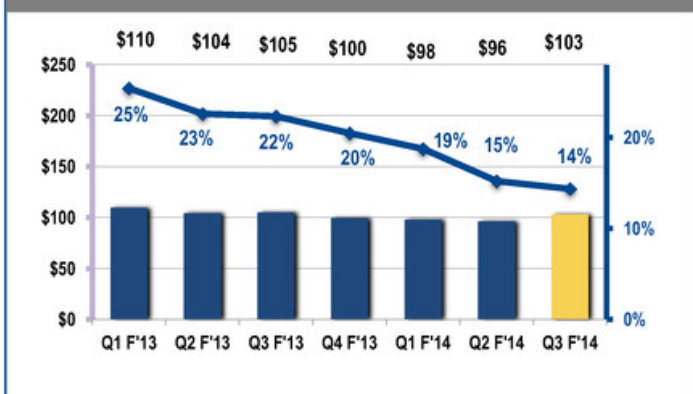
- Improving economic conditions in the U.S. and Europe.
- Expect low single-digit organic sales growth for the balance of F'14.

WORKPLACE SAFETY

Q3 F'14 vs. Q3 F'13 PERFORMANCE (Millions of USD)

	Q3 F'14	Q3 F'13	Change
Sales	\$ 103.1	\$ 105.1	- 1.8%
Segment Profit	14.8	23.5	- 37.0%
Segment Profit %	14.3%	22.3%	- 8.0 pts

SALES & SEGMENT PROFIT % (Millions of USD)



Q3 F'14 SUMMARY:

- Revenues down (1.8%):
 - Organic= (1.9%) and Fx= 0.1%.
- Improved results in Europe with low single-digit organic sales growth in Q3 of F'14.
- Australian business trends improving, but organic sales still declined mid-single digits in Q3 of F'14.
- Organic sales in the U.S. improved throughout the quarter, ending down mid single-digits.
- Increased catalog advertising spend in all major geographies.

OUTLOOK:

- Organic sales growth anticipated in Q4 of F'14.
- Investing in:
 - Best-in-class online/digital
 - Enhanced product offerings
 - Enhanced industry-specific expertise for workplace safety critical industries

WPS – STRATEGIC FOCUS AREAS

1. Expand focus on e-commerce
2. Expand offering of differentiated identification and workplace safety products
3. Enhance industry-specific expertise
4. Increase catalog advertising in all major geographies.

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See our web site at
www.investor.bradycorp.com



TOTAL COMPANY INCOME STATEMENTS

COMPARABLE INCOME STATEMENTS		(Millions of USD)	
Three Months Ended April 30,			
	2014	2013	Change
Sales	\$ 309.6	\$ 302.5	\$ 7.1
Gross Margin	155.1	159.4	(4.3)
% of Sales	50.1%	52.7%	(2.6) pts
Research and Development	(8.6)	(8.1)	(0.5)
Selling, General and Admin.	(116.7)	(111.9)	(4.8)
% of Sales	(37.7%)	(37.0%)	0.7 pts
Restructuring Charges	(3.0)	(8.5)	5.5
Operating Income	26.8	30.9	(4.1)
Interest and Other	(2.5)	(3.0)	0.5
Income Taxes	(4.1)	(6.2)	2.1
Net Earnings from Continuing Operations	\$ 20.2	\$ 21.7	\$ (1.5)
% of Sales	6.5%	7.2%	(0.7) pts
Earnings from Continuing Operations per Class A Nonvoting Common Share	\$ 0.39	\$ 0.42	\$ (0.03)
Net Earnings from Continuing Operations, Excluding Restructuring (Non-GAAP measure)*			
	\$ 22.3	\$ 28.5	\$ (6.2)
% of Sales	7.2%	9.4%	(2.2) pts
Net Earnings from Continuing Operations Per Class A Diluted Nonvoting Share, Excluding Restructuring (Non-GAAP measure)*			
	\$ 0.43	\$ 0.55	\$ (0.12)

* Non-GAAP Net Earnings from Continuing Operations, Excluding Restructuring and Net Earnings from Continuing Operations Per Class A Diluted Nonvoting Share Excluding Restructuring are non-GAAP measures. See slides #19 and #20.

DEBT STRUCTURE

(Thousands of USD)	Int. Rate	Fixed vs. Variable	April 30, 2014 Balance	July 31, 2013 Balance
Revolver Borrowings (due Feb. 2017):				
USD-denominated (L+1.125)	1.24%	Variable	\$ 63,000	\$ 39,000
China Borrowings:				
USD-denominated notes payable	1.55%	Variable	12,552	11,613
Private Placements:				
USD-denominated 2004 Series	5.14%	Fixed	18,750	18,750
USD-denominated 2006 Series	5.30%	Fixed	52,285	78,429
USD-denominated 2007 Series	5.33%	Fixed	49,114	65,485
EUR-denominated 2010 Series (7-yr.)	3.71%	Fixed	41,433	39,900
EUR-denominated 2010 Series (10-yr.)	4.24%	Fixed	62,149	59,850
TOTAL DEBT			\$ 299,283	\$ 313,027

EBITDA RECONCILIATION

EBITDA - Total Company

('000s of USD)

Brady is presenting EBITDA because it is used by many of our investors and lenders, and is presented as a convenience to them. EBITDA represents net earnings (loss) before interest expense, income taxes, depreciation, amortization and impairment charges. EBITDA is not a calculation based on generally accepted accounting principles ("GAAP"). The amounts included in the EBITDA calculation, however, are derived from amounts included in the Consolidated Financial Statements and supporting footnote disclosures. EBITDA should not be considered as an alternative to net earnings or operating income as an indicator of the Company's operating performance, or as an alternative to net cash provided by operating activities as a measure of liquidity. The EBITDA measure presented may not always be comparable to similarly titled measures reported by other companies due to differences in the components of the calculation.

		Fiscal 2014				
		Q1	Q2	Q3	Q4	Total
EBITDA:						
Net earnings	\$	23,928	\$ 16,424	\$ 24,088		\$ 64,440
Interest expense		3,720	3,676	3,381		10,777
Income taxes		11,130	2,933	3,799		17,862
Depreciation and amortization		10,878	11,464	11,440		33,782
EBITDA (non-GAAP measure)		<u>49,656</u>	<u>34,497</u>	<u>\$ 42,708</u>		<u>\$ 126,861</u>

		Fiscal 2013				
		Q1	Q2	Q3	Q4	Total
EBITDA:						
Net earnings (loss)	\$	27,188	\$ (8,684)	\$ 4,233	\$ (177,271)	\$ (154,534)
Interest expense		4,163	4,406	4,186	3,886	16,641
Income taxes		13,481	30,626	7,595	(4,417)	47,285
Depreciation and amortization		10,675	11,371	13,991	12,688	48,725
Intangible asset write-down in restructuring charges		—	—	3,207	—	3,207
Loss on write-down of assets held for sale		—	—	15,658	—	15,658
Impairment charges		—	—	—	204,448	204,448
EBITDA (non-GAAP measure)	\$	<u>55,507</u>	<u>\$ 37,719</u>	<u>\$ 48,870</u>	<u>\$ 39,334</u>	<u>\$ 181,430</u>

NON-GAAP NET EARNINGS FROM CONTINUING OPERATIONS

Reconciliation of Non-GAAP Net Earnings from Continuing Operations

('000s of USD)

Brady is presenting the Non-GAAP measure "Net Earnings from Continuing Operations Excluding Certain Items." This is not a calculation based upon GAAP. The amounts included in this Non-GAAP measure are derived from amounts included in the Consolidated Financial Statements and supporting footnote disclosures. We do not view these items to be part of our sustainable results. We believe this measure provides an important perspective of underlying business trends and results and provides a more comparable measure from year to year. The table below provides a reconciliation of Net Earnings from Continuing Operations to Net Earnings from Continuing Operations Excluding Certain Items:

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2014	2013	2014	2013
Net Earnings from Continuing Operations (GAAP measure)	\$ 20,184	\$ 21,680	\$ 48,835	\$ 37,300
Cost of goods sold:				
Purchase accounting expense related to inventory	—	—	—	949
Selling, general and administrative:				
PDC acquisition-related expenses	—	—	—	2,959
Restructuring charges	2,071	6,849	9,618	8,473
Non-cash income tax charges related to PDC funding	—	—	—	25,000
Net Earnings from Continuing Operations Excluding Certain Items (non-GAAP measure)	\$ 22,255	\$ 28,529	\$ 58,453	\$ 74,681

NON-GAAP NET EARNINGS FROM CONTINUING OPERATIONS PER DILUTED CLASS A NONVOTING SHARE

Reconciliation of Non-GAAP Net Earnings from Continuing Operations per Diluted Class A Nonvoting Share

Brady is presenting the Non-GAAP measure "Net Earnings from Continuing Operations Per Diluted Class A Nonvoting Common Share Excluding Certain Items." This is not a calculation based upon GAAP. The amounts included in this Non-GAAP measure are derived from amounts included in the Consolidated Financial Statements and supporting footnote disclosures. We do not view these items to be part of our sustainable results. We believe this measure provides an important perspective of underlying business trends and results and provides a more comparable measure from year to year. The table below provides a reconciliation of Net Earnings from Continuing Operations Per Diluted Class A Nonvoting Common Share to Net Earnings from Continuing Operations Per Diluted Class A Nonvoting Common Share Excluding Certain Items:

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2014	2013	2014	2013
Net Earnings from Continuing Operations Per Diluted Class A Nonvoting Common Share (GAAP measure)	\$ 0.39	\$ 0.42	\$ 0.93	\$ 0.72
Cost of goods sold:				
Purchase accounting expense related to inventory	—	—	—	0.02
Selling, general and administrative:				
PDC acquisition-related expenses	—	—	—	0.06
Restructuring charges	0.04	0.13	0.18	0.16
Non-cash income tax charges related to PDC funding	—	—	—	0.48
Net Earnings from Continuing Operations Per Diluted Class A Common Share Excluding Certain Items (non-GAAP measure)	\$ 0.43	\$ 0.55	\$ 1.12	\$ 1.44

