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): November 9, 2020

CLARUS CORPORATION

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation) <u>001-34767</u> (Commission File Number) 58-1972600 (IRS Employer Identification Number)

2084 East 3900 South Salt Lake City, Utah (Address of principal executive offices) <u>84124</u> (Zip Code)

Registrant's telephone number, including area code: (801) 278-5552

N/A

(Former name or former address, if changed since last report.)

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))

D Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

□ Emerging growth company

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

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$.0001 per share	CLAR	NASDAQ Global Select Market

Item 2.02 Results of Operations and Financial Condition

On November 9, 2020, the Registrant issued a press release announcing results for the third quarter ended September 30, 2020 (the "Press Release"). A copy of the Press Release is furnished as Exhibit 99.1 and incorporated herein by reference.

The Press Release contains the non-GAAP measures: (i) net (loss) income before non-cash items and related income per diluted share, and adjusted net (loss) income before non-cash items and related income per diluted share, (ii) earnings before interest, taxes, other income, depreciation and amortization ("EBITDA"), and adjusted EBITDA, and (iii) free cash flow. The Company also believes that the presentation of certain non-GAAP measures, i.e.: (i) net (loss) income before non-cash items and related income per diluted share, (ii) EBITDA and adjusted related income per diluted share, and adjusted net (loss) income before non-cash items and related income per diluted share, (ii) EBITDA and adjusted EBITDA, and (iii) free cash flow, provide useful information for the understanding of its ongoing operations and enables investors to focus on period-over-period operating performance, and thereby enhances the user's overall understanding of the Company's current financial performance relative to past performance and provides, along with the nearest GAAP measures, a baseline for modeling future earnings expectations. The non-GAAP measures are reconciled to comparable GAAP financial measures within the Press Release. The Registrant cautions that non-GAAP measures should be considered in addition to, but not as a substitute for, the Registrant's reported GAAP results. Additionally, the Registrant notes that there can be no assurance that the above referenced non-GAAP financial measures are comparable to similarly titled financial measures used by other publicly traded companies

The information in Item 2.02 of this Current Report on Form 8-K and the Press Release attached hereto as Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.	
Exhibit	Description
<u>99.1</u>	Press Release dated November 9, 2020 (furnished only).

SIGNATURES

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

Dated: November 9, 2020

CLARUS CORPORATION

By: /s/ Aaron J. Kuehne Name: Aaron J. Kuehne Title: Chief Financial Officer and Chief Administrative Officer

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Clarus Reports Third Quarter 2020 Results, Sales Up 7%

- Sales in the Fourth Quarter of 2020 Expected to Range Between \$67.5 Million and \$69.0 Million, up 11% to 13% Versus Fourth Quarter of 2019

SALT LAKE CITY, Utah – November 9, 2020 – Clarus Corporation (NASDAQ: CLAR) ("Clarus" and/or the "Company"), a company focused on the outdoor and consumer industries, reported financial results for the third quarter ended September 30, 2020.

Third Quarter 2020 Financial Summary vs. Same Year-Ago Quarter

- Sales increased 7% to \$64.5 million.
- · Gross margin was 33.6% compared to 34.1%.
- Net income was \$1.2 million, or \$0.04 per diluted share, compared to \$3.5 million, or \$0.11 per diluted share.
- Adjusted net income before non-cash items was \$9.2 million, or \$0.30 per diluted share, compared to \$6.0 million, or \$0.19 per diluted share.
- · Adjusted EBITDA increased 34% to \$9.1 million.
- Free cash flow (net cash provided by operating activities less capital expenditures) improved significantly to \$5.0 million compared to \$(4.9) million.

Management Commentary

"As indicated in our pre-announcement, our third quarter results showed the strength of our well-diversified brand portfolio," said Clarus President John Walbrecht. "Black Diamond sales continued to improve and ended the third quarter down only 8% year-over-year, and sales for Sierra increased 135% to a record \$15.1 million. These results were supported by our well-defined strategy of preserving brand equity while continuing to execute on our 'innovate & accelerate' playbook across our portfolio of brands.

"Subsequent to the third quarter, we welcomed Barnes Bullets—our newest 'super fan' brand—to our platform. Barnes embodies the traits we seek in an acquisition, including a rich history of innovation and strong brand awareness amongst the core, yet untapped market potential. Leveraging our balance sheet, we expect to execute the same playbook to drive accelerated growth and market share expansion with Barnes that we've done with both Black Diamond and Sierra. We look forward to ending 2020 on a strong note and continuing our momentum into 2021."

Third Quarter 2020 Financial Results

Sales in the third quarter increased 7% to \$64.5 million compared to \$60.2 million in the same year-ago quarter. Black Diamond sales were down 8% and Sierra sales were up 135%. The decrease in Black Diamond was primarily due to lower levels of retail demand due to COVID-19. The increase in Sierra was due to sales improvements across every channel and region. Sales in the Company's direct-to-consumer channel were up 24%. On a constant currency basis, total sales were up 7%.

Gross margin in the third quarter decreased 50 basis points to 33.6% compared to 34.1% in the year-ago quarter due to unfavorable impacts on the Company's supply chain and logistics as a result of COVID-19.

CLARUS

Selling, general and administrative (SG&A) expenses in the third quarter increased 14% to \$18.7 million compared to \$16.4 million in the year-ago quarter primarily due to higher stock-based compensation given Clarus' stock price appreciation during the quarter. Black Diamond brand SG&A was down 11% due to cost saving initiatives. Sierra SG&A was up 14% due to the strong sales growth.

Net income in the third quarter was \$1.2 million, or \$0.04 per diluted share, compared to \$3.5 million or \$0.11 per diluted share, in the year-ago quarter. The decrease included \$6.6 million of non-cash charges and \$1.4 million in transaction costs compared to \$2.5 million of non-cash charges and minimal transaction costs in the same year-ago quarter.

Adjusted net income in the third quarter, which excludes the non-cash items and transaction costs, was \$9.2 million, or \$0.30 per diluted share, compared to an adjusted net income of 6.0 million, or \$0.19 per diluted share, in the same year-ago quarter. Adjusted EBITDA in the third quarter increased 34% to \$9.1 million compared to \$6.8 million in the same year-ago quarter.

Net cash provided by operating activities for the third quarter ended September 30, 2020 was \$6.6 million compared to \$(4.0) million in the prior year. Capital expenditures in the third quarter were \$1.6 million compared to \$0.8 million in the same year-ago period. Free cash flow for the quarter ended September 30, 2020 was \$5.0 million compared to \$(4.9) million in the same year-ago period.

Liquidity at September 30, 2020 vs. December 31, 2019

- Cash and cash equivalents totaled \$17.0 million compared to \$1.7 million.
- Total debt of \$41.1 million compared to \$22.7 million and reflected the full purchase price of Barnes Bullets of \$30.5 million, which was acquired on October 2, 2020.
- · Remaining access to \$38.9 million on the Company's revolving line of credit.
- Net debt leverage ratio of 1.3x compared to 0.9x.

2020 Outlook

Clarus anticipates sales in the fourth quarter of 2020 to range between \$67.5 million and \$69.0 million, up 11% to 13% compared to \$61.0 million in the fourth quarter of 2019.

Net Operating Loss (NOL)

The Company estimates that it has available NOL carryforwards for U.S. federal income tax purposes of approximately \$132 million. The Company's common stock is subject to a rights agreement dated February 7, 2008 that is intended to limit the number of 5% or more owners and therefore reduce the risk of a possible change of ownership under Section 382 of the Internal Revenue Code of 1986, as amended. Any such change of ownership under these rules would limit or eliminate the ability of the Company to use its existing NOLs for federal income tax purposes. However, there is no guaranty that the rights agreement will achieve the objective of preserving the value of the NOLs.

Conference Call

The Company will hold a conference call today at 5:00 p.m. Eastern time to discuss its third quarter 2020 results.

Date: Monday, November 9, 2020 Time: 5:00 p.m. Eastern time (3:00 p.m. Mountain time) Toll-free dial-in number: 1-877-511-3707 International dial-in number: 1-786-815-8672 Conference ID: 9449518

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Please call the conference telephone number 5-10 minutes prior to the start time. An operator will register your name and organization. If you have any difficulty connecting with the conference call, please contact Gateway Investor Relations at 1-949-574-3860.

The conference call will be broadcast live and available for replayhere and on the Company's website at www.claruscorp.com.

A replay of the conference call will be available after 8:00 p.m. Eastern time on the same day through November 16, 2020.

Toll-free replay number: 1855-859-2056 International replay number: 1-404-537-3406 Replay ID: 9449518

About Clarus Corporation

Headquartered in Salt Lake City, Utah, Clarus Corporation is a leading developer, manufacturer and distributor of best-in class outdoor equipment and lifestyle products focused on the climb, ski, mountain, and sport markets. With a strong reputation for innovation, style, quality, design, safety and durability, Clarus' portfolio of iconic brands includes Black Diamond®, Sierra®, Barnes®, PIEPS®, and SKINourishment® sold through specialty and online retailers, distributors and original equipment manufacturers throughout the U.S. and internationally. For additional information, please visit <u>www.claruscorp.com</u> or the brand websites at <u>www.blackdiamondequipment.com</u>, <u>www.sierrabullets.com</u>, or <u>www.pieps.com</u>.

Use of Non-GAAP Measures

The Company reports its financial results in accordance with U.S. generally accepted accounting principles ("GAAP"). This press release contains the non-GAAP measures: (i) net (loss) income before non-cash items and related income per diluted share, and adjusted net income before non-cash items and related income per diluted share, (ii) earnings before interest, taxes, other income or expense, depreciation and amortization ("EBITDA"), and adjusted EBITDA, and (iii) free cash flow. The Company believes that the presentation of certain non-GAAP measures, i.e.: (i) net (loss) income before non-cash items and related income per diluted share, (ii) EBITDA and adjusted EBITDA, and (iii) free cash flow. The Company believes that the presentation of certain non-GAAP measures, i.e.: (i) net (loss) income before non-cash items and related income per diluted share, and adjusted net income before non-cash items and related income per diluted share, (ii) EBITDA and adjusted EBITDA, and (iii) free cash flow, provide useful information for the understanding of its ongoing operations and enables investors to focus on period- over-period operating performance, and thereby enhances the user's overall understanding of the Company's current financial performance relative to past performance and provides, along with the nearest GAAP measures, a baseline for modeling future earnings expectations. Non-GAAP measures are reconciled to comparable GAAP financial measures within this press release. The Company notes that there can be no assurance that the above referenced non-GAAP financial measures used by other publicly traded companies.

Forward-Looking Statements

Please note that in this press release we may use words such as "appears," "anticipates," "believes," "plans," "expects," "intends," "future," and similar expressions which constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are made based on our expectations and beliefs concerning future events impacting the Company and therefore involve a number of risks and uncertainties. We caution that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements. Potential risks and uncertainties that could cause the actual results of operations or financial condition of the Company to differ materially from those expressed or implied by forward-looking statements in this release include, but are not limited to, the overall level of consumer demand on our products; general economic conditions and other factors affecting consumer confidence, preferences, and behavior; disruption and volatility in the global currency, capital, and credit markets; the financial strength of the Company's customers; the Company's ability to implement its business strategy; the ability of the Company to execute and integrate acquisitions; changes in governmental regulation, legislation or public opinion relating to the manufacture and sale of bullets and ammunition by our Sierra/Barnes segment, and the possession and use of firearms and ammunition by our customers; the Company's exposure to product liability or product warranty claims and other loss contingencies; disruptions and other impacts to the Company's business, as a result of the COVID-19 global pandemic and government actions and restrictive measures implemented in response; stability of the Company's manufacturing facilities and suppliers, as well as consumer demand for our products, in light of disease epidemics and health-related concerns such as the COVID-19 global pandemic; the impact that global climate change trends may have on the Company and its suppliers and customers; the Company's ability to protect patents, trademarks and other intellectual property rights; any breaches of, or interruptions in, our information systems; the ability of our information technology systems or information security systems to operate effectively, including as a result of security breaches, viruses, hackers, malware, natural disasters, vendor business interruptions or other causes; our ability to properly maintain, protect, repair or upgrade our information technology systems or information security systems, or problems with our transitioning to upgraded or replacement systems; the impact of adverse publicity about the Company and/or its brands, including without limitation, through social media or in connection with brand damaging events and/or public perception; fluctuations in the price, availability and quality of raw materials and contracted products as well as foreign currency fluctuations; our ability to utilize our net operating loss carryforwards; changes in tax laws and liabilities, tariffs, legal, regulatory, political and economic risks; and the Company's ability to maintain a quarterly dividend. More information on potential factors that could affect the Company's financial results is included from time to time in the Company's public reports filed with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. All forward-looking statements included in this press release are based upon information available to the Company as of the date of this press release, and speak only as of the date hereof. We assume no obligation to update any forward-looking statements to reflect events or circumstances after the date of this press release.

Company Contact: John C. Walbrecht President Tel 1-801-993-1344 john.walbrecht@claruscorp.com

or

Aaron J. Kuehne Chief Administrative Officer and Chief Financial Officer Tel 1-801-993-1364 <u>aaron.kuehne@claruscorp.com</u>

Investor Relations Contact: Gateway Investor Relations Cody Slach Tel 1-949-574-3860 CLAR@gatewayir.com

CLARUS CORPORATION CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (In thousands, except per share amounts)

	Septer	nber 30, 2020	December 31, 2019		
Assets					
Current assets					
Cash	\$	17,027	\$	1,703	
Accounts receivable, less allowance for credit losses and					
doubtful accounts of \$1,460 and \$494, respectively		42,582		41,628	
Inventories		64,897		73,432	
Prepaid and other current assets		4,544		3,787	
Income tax receivable		532		322	
Total current assets		129,582		120,872	
Property and equipment, net		22,691		22,919	
Other intangible assets, net		13,610		15,816	
Indefinite lived intangible assets		41,772		41,630	
Goodwill		18,090		18,090	
Deferred income taxes		8,728		7,904	
Other long-term assets		33,365		3.034	
Total assets	\$	267,838	\$	230,265	
Liabilities and Stockholders' Equity					
Current liabilities					
Accounts payable and accrued liabilities	\$	29,157	\$	24,304	
Income tax payable		489		260	
Current portion of long-term debt		4,000		-	
Total current liabilities		33,646		24,564	
Long-term debt		37,062		22,670	
Deferred income taxes		1,219		1.224	
Other long-term liabilities		624		615	
Total liabilities		72,551		49,073	
Ote all all and Frankter					
Stockholders' Equity					
Preferred stock, \$.0001 par value; 5,000 shares authorized; none issued					
		-		-	
Common stock, \$.0001 par value; 100,000 shares authorized;		4		2	
35,021 and 33,615 issued and 31,051 and 29,760 outstanding, respectively		4 511,331		3 492,353	
Additional paid in capital Accumulated deficit		,		,	
		(292,393)		(288,592)	
Treasury stock, at cost Accumulated other comprehensive income (loss)		(23,789)		(22,269)	
1		134		(303)	
Total stockholders' equity		195,287		181,192	
Total liabilities and stockholders' equity	<u>\$</u>	267,838	\$	230,265	

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CLARUS CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited) (In thousands, except per share amounts)

	Three M	fonths End	onths Ended	
	September 30, 2020	Ser	otember 30, 2019	
Sales				
Domestic sales	\$ 34,686	\$	28,794	
International sales	29,805		31,409	
Total sales	64,491		60,203	
Cost of goods sold	42,822		39,646	
Gross profit	21,669		20,557	
Operating expenses				
Selling, general and administrative	18,674		16,443	
Transaction costs	1,440		37	
Total operating expenses	20,114		16,480	
Operating income	1,555		4,077	
Other income (expense)				
Interest expense, net	(232)	(353)	
Other, net	449		(420)	
Total other income (expense), net	217		(773)	
Income before income tax	1,772		3,304	
Income tax expense (benefit)	589		(188)	
Net income	\$ 1,183		3,492	
Net income per share:				
Basic	\$ 0.04	\$	0.12	
Diluted	0.04		0.11	
Weighted average shares outstanding:				
Basic	29,983		29,876	
Diluted	30,986		31,077	

CLARUS CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) (In thousands, except per share amounts)

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	I	Nine Mont	hs Ended	
	September 30,	2020	September 30, 2019	
Sales				
Domestic sales	\$	83,493	\$	87,805
International sales		64,567		80,610
Total sales		148,060		168,415
Cost of goods sold		97,243		109,810
Gross profit		50,817		58,605
Operating expenses				
Selling, general and administrative		50,537		51,215
Restructuring charge		-		13
Transaction costs		1,870		124
Total operating expenses		52,407		51,352
Operating (loss) income		(1,590)		7,253
Other expense				
Interest expense, net		(800)		(978)
Other, net		324		(260)
Total other expense, net		<u>(476</u>)		(1,238)
(Loss) income before income tax		(2,066)		6,015
Income tax benefit		(542)		(570)
Net (loss) income	\$	(1,524)	\$	6,585
Net (loss) income per share:				
Basic	\$	(0.05)	\$	0.22
Diluted		(0.05)		0.21
Weighted average shares outstanding:				
Basic		29,854		29,841
Diluted		29,854		30,999

CLARUS CORPORATION RECONCILIATION FROM NET INCOME TO NET INCOME BEFORE NON-CASH ITEMS, ADJUSTED NET INCOME BEFORE NON-CASH ITEMS AND RELATED EARNINGS PER DILUTED SHARE (In thousands, except per share amounts)

				Three Mor	ths Ended			
	Septem	Per Diluted September 30, 2020 Share		September 30, 2019		Per Diluted Share		
Net income	\$	1,183	\$	0.04	\$	3,492	\$	0.11
Amortization of intangibles		753		0.02		888		0.03
Depreciation		1,140		0.04		1,090		0.04
Amortization of debt issuance costs		76		0.00		74		0.00
Stock-based compensation		4,204		0.14		678		0.02
Income tax expense (benefit)		589		0.02		(188)		(0.01)
Cash paid for income taxes		(152)		(0.00)		(28)		(0.00)
Net income before non-cash items	\$	7,793	\$	0.25	\$	6,006	\$	0.19
Transaction costs		1,440		0.05		37		0.00
State cash taxes on adjustments		(45)		(0.00)		(1)		(0.00)
AMT cash taxes on adjustments		(28)		(0.00)		(1)		(0.00)
Adjusted net income before non-cash items	\$	9,160	\$	0.30	\$	6,041	\$	0.19

CLARUS CORPORATION RECONCILIATION FROM NET (LOSS) INCOME TO NET INCOME BEFORE NON-CASH ITEMS, ADJUSTED

NET INCOME BEFORE NON-CASH ITEMS AND RELATED EARNINGS PER DILUTED SHARE

(In thousands, except per share amounts)

				Nine Mont	hs Ended			
	Septem	Per Diluted Ditember 30, 2020 Share		September 30, 2019		Per Diluted Share		
Net (loss) income	\$	(1,524)	\$	(0.05)	\$	6,585	\$	0.21
Amortization of intangibles		2,290		0.08		2,665		0.09
Depreciation		3,405		0.11		3,332		0.11
Amortization of debt issuance costs		230		0.01		206		0.01
Stock-based compensation		5,433		0.18		2,246		0.07
Income tax benefit		(542)		(0.02)		(570)		(0.02)
Cash paid for income taxes		(418)		(0.01)		(131)		(0.00)
Net income before non-cash items	\$	8,874	\$	0.30	\$	14,333	\$	0.46
Restructuring charge		-		-		13		0.00
Transaction costs		1,870		0.06		124		0.00
State cash taxes on adjustments		(58)		(0.00)		(5)		(0.00)
AMT cash taxes on adjustments		(36)		(0.00)		(3)		(0.00)
Adjusted net income before non-cash items	\$	10,650	\$	0.36	\$	14,462	\$	0.47

CLARUS CORPORATION RECONCILIATION FROM NET INCOME TO EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION, AND AMORTIZATION (EBITDA), AND ADJUSTED EBITDA (In thousands)

		Three Mo	nths Ended	
	Septemb	September 30, 2020		ber 30, 2019
Net income	\$	1,183	\$	3,492
Income tax expense (benefit)		589		(188)
Other, net		(449)		420
Interest expense, net		232		353
Operating income		1,555		4,077
Depreciation		1,140		1,090
Amortization of intangibles		753		888
EBITDA	\$	3,448	\$	6,055
Transaction costs		1,440		37
Stock-based compensation		4,204		678
Adjusted EBITDA	\$	9,092	\$	6,770

CLARUS CORPORATION

RECONCILIATION FROM NET (LOSS) INCOME TO EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION, AND AMORTIZATION (EBITDA), AND ADJUSTED EBITDA (In thousands)

		Nine Months Ended			
	Septem	September 30, 2020		September 30, 2019	
Net (loss) income	\$	(1,524)	\$	6,585	
Income tax benefit		(542)		(570)	
Other, net		(324)		260	
Interest expense, net		800		978	
Operating (loss) income		(1,590)		7,253	
Depreciation		3,405		3,332	
Amortization of intangibles		2,290		2,665	
EBITDA	\$	4,105	\$	13,250	
Restructuring charge		-		13	
Transaction costs		1,870		124	
Stock-based compensation		5,433		2,246	
Adjusted EBITDA	<u>\$</u>	11,408	\$	15,633	