

**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): August 7, 2017

Black Diamond, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34767
(Commission File Number)

58-1972600
(IRS Employer
Identification Number)

2084 East 3900 South, Salt Lake City, Utah
(Address of principal executive offices)

84124
(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))
- 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.

Item 2.02 Results of Operations and Financial Condition

On August 7, 2017, the Registrant issued a press release announcing results for the second quarter ended June 30, 2017 (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 income (loss) from continuing operations before non-cash items and related income (loss) per diluted share, and adjusted net income (loss) from continuing operations before non-cash items and related income (loss) per diluted share, and (ii) earnings before interest, taxes, other income, depreciation and amortization ("EBITDA"), and adjusted EBITDA. The Company also believes that the presentation of certain non-GAAP measures, i.e.: (i) net income (loss) from continuing operations before non-cash items and related income (loss) per diluted share, and adjusted net income (loss) from continuing operations before non-cash items and related income (loss) per diluted share, and (ii) EBITDA and adjusted EBITDA, 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 in the financial tables 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 -----
99.1	Press Release dated August 7, 2017 (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: August 7, 2017

Black Diamond, Inc.

By: /s/ Aaron J. Kuehne

Name: Aaron J. Kuehne

Title: Chief Financial Officer and Chief Administrative Officer

EXHIBIT INDEX

Exhibit -----	Description -----
99.1	Press Release dated August 7, 2017 (furnished only).



Black Diamond, Inc. Reports Second Quarter 2017 Results

SALT LAKE CITY, Utah – August 7, 2017 – Black Diamond, Inc. (NASDAQ: BDE) (the “Company”), a global leader of innovative active outdoor performance equipment and apparel, under the brand name Black Diamond®, reported financial results for the second quarter ended June 30, 2017.

Second Quarter 2017 Financial Summary vs. Same Year-Ago Quarter

- Sales of \$30.7 million, up 5%.
- Gross margin up 90 basis points to 29.5%.
- Net loss was \$3.7 million or \$(0.12) per share, compared to a net loss of \$3.2 million or \$(0.10) per share. Net loss in the year-ago quarter benefited from a \$2.0 million arbitral award for certain claims against the former owner of PIEPS associated with the voluntary recall of all of the PIEPS VECTOR transceivers during 2013.
- Adjusted net loss before non-cash items was \$3.4 million or \$(0.11) per share, compared to a loss of \$2.5 million or \$(0.08) per share.

Second Quarter 2017 Financial Results

Sales in the second quarter of 2017 increased 5% to \$30.7 million compared to \$29.1 million in the same year-ago quarter. The increase was due to strong growth in the climb and ski categories. On a constant currency basis, sales were up 6%.

Gross margin increased 90 basis points to 29.5% compared to 28.6% in the year-ago quarter. The increase was primarily due to a favorable mix of higher margin products and channel distribution.

Selling, general and administrative expenses in the second quarter increased 11% to \$12.9 million compared to \$11.6 million in the year-ago quarter. The increase was driven by strategic initiatives to increase brand equity and drive new product introductions.

Net loss in the second quarter was \$3.7 million or \$(0.12) per diluted share, compared to a net loss of \$3.2 million or \$(0.10) per diluted share. Net loss in the second quarter of 2017 included \$0.2 million of non-cash items and \$0.1 million in restructuring charges, compared to \$2.0 million of non-cash items, \$0.5 million in restructuring costs, \$0.1 million in transaction costs, partially offset by a \$2.0 million cash arbitration award for the PIEPS VECTOR recall in the second quarter of 2016.

Adjusted net loss, which excludes the non-cash items, as well as restructuring and transaction costs and the arbitral award, was \$3.4 million or \$(0.11) per diluted share, compared to an adjusted net loss of \$2.5 million or \$(0.08) per diluted share in the second quarter of 2016.

Adjusted EBITDA was \$(2.7) million compared to \$(2.3) million in the second quarter of 2016.

At June 30, 2017, cash and cash equivalents totaled \$63.4 million compared to \$94.7 million at December 31, 2016. The Company carried zero debt compared to debt of \$21.9 million at the end of 2016. Stockholders' equity was \$156.3 million or approximately \$5.21 per share based on approximately 30.0 million shares of the Company's common stock outstanding as of June 30, 2017.

Management Commentary

“In the second quarter, our strategy to refocus on our core customer while innovating in current and adjacent product categories continued to gain momentum,” said John Walbrecht, president of Black Diamond Equipment. “We grew sales in all of our major geographic markets and across all distribution channels, including strong double-digit growth in our distributor and direct-to-consumer businesses. Products that drove this growth included the launch of Black Diamond climbing shoes, our new ropes line—a category we introduced last fall—as well as updates to our harness, carabiner and helmet lines.

“Given our progress, we accelerated the timing of various sales and marketing initiatives to further bolster what we expect to be robust fall 2017 and spring 2018 selling seasons. This strategy, along with our increased focus on product development, is being well-received by our retail partners and is anticipated to further strengthen the Black Diamond brand.”

2017 Outlook

The Company continues to anticipate its fiscal year 2017 sales to grow between 3%-7% to approximately \$153 to \$158 million compared to \$148.2 million in 2016. On a constant currency basis, the Company expects sales to range between \$154 to \$159 million, or up 4%-7% compared to 2016.

The Company continues to expect gross margin in fiscal 2017 to increase approximately 300 to 400 basis points and range between 32.5%-33.5% compared to 29.5% in 2016.

The Company also continues to expect selling, general and administrative costs, including approximately \$4.5 million of cash corporate overhead expenditures, to be approximately \$50.5 million compared to \$49.9 million in 2016. The Company expects approximately \$2.5 million in capital expenditures in 2017.

Redeployment and Diversification Strategy

On November 9, 2015, the Company announced that it is seeking to redeploy its significant cash and cash equivalent balances. The Company expects to invest in high-quality, durable, cash flow-producing assets potentially unrelated to the outdoor industry in order to diversify its business and potentially monetize its substantial net operating losses. The Company intends to focus its search primarily in the United States, while also evaluating international investment opportunities should it find such opportunities attractive.

Net Operating Loss (NOL)

The Company estimates that it has available NOL carryforwards for U.S. federal income tax purposes of approximately \$172 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 second quarter 2017 results.

Date: Monday, August 7, 2017

Time: 5:00 p.m. Eastern time (3:00 p.m. Mountain time)

Toll-free dial-in number: 1-800-474-8920

International dial-in number: 1-913-312-0867

Conference ID: 4391431

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 Liolios at 1-949-574-3860.

The conference call will be broadcast live and available for replay here and via the investor relations section of the Company's website at www.blackdiamond-inc.com.

A replay of the conference call will be available after 8:00 p.m. Eastern time on the same day through August 21, 2017.

Toll-free replay number: 1-844-512-2921

International replay number: 1-412-317-6671

Replay ID: 4391431

About Black Diamond, Inc.

The Company is a publicly-traded (NASDAQ:BDE) holding company which seeks opportunities to acquire and grow businesses that can generate durable free cash flows and attractive returns. The Company has substantial cash balances and net operating tax loss carryforwards which it is seeking to redeploy to maximize shareholder value in a diverse array of businesses. Currently, Black Diamond Equipment, Ltd. is its only operating subsidiary. Black Diamond Equipment, Ltd. is a manufacturer of active outdoor equipment and clothing for the climbing, skiing and mountain sports markets. For additional information, please visit our corporate website at www.blackdiamond-inc.com.

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 income (loss) before non-cash items and related income (loss) per diluted share, and adjusted net income (loss) before non-cash items and related income (loss) per diluted share, and (ii) earnings before interest, taxes, other income or expense, depreciation and amortization ("EBITDA"), and adjusted EBITDA. The Company believes that the presentation of certain non-GAAP measures, i.e.: (i) net income (loss) before non-cash items and related income (loss) per diluted share, and adjusted net income (loss) before non-cash items and related income (loss) per diluted share, and (ii) EBITDA and adjusted EBITDA, 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 in the financial tables within this press release. The Company cautions that non-GAAP measures should be considered in addition to, but not as a substitute for, the Company's reported GAAP results. Additionally, the Company 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.

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 spending on our products; general economic conditions and other factors affecting consumer confidence; disruption and volatility in the global capital and credit markets; the financial strength of the Company's customers; the Company's ability to implement its reformation and growth strategy, including its ability to organically grow each of its historical product lines, the ability of the Company to identify potential acquisition or investment opportunities as part of its redeployment and diversification strategy; the Company's ability to successfully redeploy its capital into diversifying assets or that any such redeployment will result in the Company's future profitability; the Company's exposure to product liability or product warranty claims and other loss contingencies; stability of the Company's manufacturing facilities and foreign suppliers; the Company's ability to protect patents, trademarks and other intellectual property rights; 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; and legal, regulatory, political and economic risks in international markets. 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.

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BLACK DIAMOND, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands, except per share amounts)

	<u>June 30, 2017</u>	<u>December 31, 2016</u>
Assets		
Current assets		
Cash and cash equivalents	\$ 63,433	\$ 94,738
Accounts receivable, less allowance for doubtful accounts of \$399 and \$399, respectively	22,780	23,232
Inventories	54,812	45,410
Prepaid and other current assets	2,021	3,480
Income tax receivable	34	85
Total current assets	<u>143,080</u>	<u>166,945</u>
Property and equipment, net	11,081	11,055
Other intangible assets, net	9,449	9,769
Indefinite lived intangible assets	22,788	22,541
Other long-term assets	32	147
Total assets	<u>\$ 186,430</u>	<u>\$ 210,457</u>
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 20,862	\$ 17,740
Income tax payable	186	969
Current portion of long-term debt	-	21,898
Total current liabilities	<u>21,048</u>	<u>40,607</u>
Deferred income taxes	8,978	8,966
Other long-term liabilities	137	76
Total liabilities	<u>30,163</u>	<u>49,649</u>
Stockholders' Equity		
Preferred stock, \$.0001 par value; 5,000 shares authorized; none issued	-	-
Common stock, \$.0001 par value; 100,000 shares authorized; 32,888 and 32,888 issued and 30,013 and 30,016 outstanding, respectively	3	3
Additional paid in capital	484,267	483,925
Accumulated deficit	(314,826)	(309,717)
Treasury stock, at cost	(12,415)	(12,398)
Accumulated other comprehensive loss	(762)	(1,005)
Total stockholders' equity	<u>156,267</u>	<u>160,808</u>
Total liabilities and stockholders' equity	<u>\$ 186,430</u>	<u>\$ 210,457</u>

BLACK DIAMOND, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended	
	June 30, 2017	June 30, 2016
Sales		
Domestic sales	\$ 16,996	\$ 16,634
International sales	13,684	12,508
Total sales	<u>30,680</u>	<u>29,142</u>
Cost of goods sold		
	21,642	20,797
Gross profit	<u>9,038</u>	<u>8,345</u>
Operating expenses		
Selling, general and administrative	12,860	11,599
Restructuring charge	42	531
Transaction costs	-	133
Arbitration award	-	(1,967)
Total operating expenses	<u>12,902</u>	<u>10,296</u>
Operating loss	<u>(3,864)</u>	<u>(1,951)</u>
Other income (expense)		
Interest income (expense), net	106	(709)
Other, net	208	(32)
Total other income (expense), net	<u>314</u>	<u>(741)</u>
Loss before income tax	(3,550)	(2,692)
Income tax expense	104	479
Net loss	<u>\$ (3,654)</u>	<u>\$ (3,171)</u>
Net loss per share:		
Basic	\$ (0.12)	\$ (0.10)
Diluted	(0.12)	(0.10)
Weighted average shares outstanding:		
Basic	30,013	30,617
Diluted	30,013	30,617

BLACK DIAMOND, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except per share amounts)

	Six Months Ended	
	June 30, 2017	June 30, 2016
Sales		
Domestic sales	\$ 38,333	\$ 36,251
International sales	33,903	31,098
Total sales	<u>72,236</u>	<u>67,349</u>
Cost of goods sold		
Cost of goods sold	50,898	48,050
Gross profit	<u>21,338</u>	<u>19,299</u>
Operating expenses		
Selling, general and administrative	25,395	25,828
Restructuring charge	83	993
Transaction costs	-	269
Arbitration award	-	(1,967)
Total operating expenses	<u>25,478</u>	<u>25,123</u>
Operating loss	<u>(4,140)</u>	<u>(5,824)</u>
Other (expense) income		
Interest expense, net	(877)	(1,423)
Other, net	222	404
Total other expense, net	<u>(655)</u>	<u>(1,019)</u>
Loss before income tax	(4,795)	(6,843)
Income tax expense	314	341
Net loss	<u>\$ (5,109)</u>	<u>\$ (7,184)</u>
Net loss per share:		
Basic	\$ (0.17)	\$ (0.23)
Diluted	(0.17)	(0.23)
Weighted average shares outstanding:		
Basic	30,014	30,758
Diluted	30,014	30,758

BLACK DIAMOND, INC.
RECONCILIATION FROM NET LOSS TO NET LOSS BEFORE NON-CASH ITEMS, ADJUSTED
NET LOSS BEFORE NON-CASH ITEMS AND RELATED EARNINGS PER DILUTED SHARE
(In thousands, except per share amounts)

	Three Months Ended			
	June 30, 2017	Per Diluted Share	June 30, 2016	Per Diluted Share
Net loss	\$ (3,654)	\$ (0.12)	\$ (3,171)	\$ (0.10)
Amortization of intangibles	269	0.01	270	0.01
Depreciation	547	0.02	558	0.02
Accretion of note discount	-	-	452	0.01
Stock-based compensation	309	0.01	115	0.00
Gain from removal of accumulated translation adjustment	(61)	(0.00)	117	0.00
Income tax expense	104	0.00	479	0.02
Cash (paid) received for income taxes	(943)	(0.03)	27	0.00
Net loss before non-cash items	\$ (3,429)	\$ (0.11)	\$ (1,153)	\$ (0.04)
Restructuring charge	42	0.00	531	0.02
Transaction costs	-	-	133	0.00
Arbitration award	-	-	(1,967)	(0.06)
State cash taxes on adjustments	(2)	(0.00)	(19)	(0.00)
AMT cash taxes on adjustments	(1)	(0.00)	(13)	(0.00)
Adjusted net loss before non-cash items	<u>\$ (3,390)</u>	<u>\$ (0.11)</u>	<u>\$ (2,488)</u>	<u>\$ (0.08)</u>

BLACK DIAMOND, INC.
RECONCILIATION FROM NET LOSS TO NET LOSS BEFORE NON-CASH ITEMS, ADJUSTED
NET LOSS BEFORE NON-CASH ITEMS AND RELATED EARNINGS PER DILUTED SHARE
(In thousands, except per share amounts)

	Six Months Ended			
	June 30, 2017	Per Diluted Share	June 30, 2016	Per Diluted Share
Net loss	\$ (5,109)	\$ (0.17)	\$ (7,184)	\$ (0.23)
Amortization of intangibles	535	0.02	539	0.02
Depreciation	1,105	0.04	1,176	0.04
Accretion of note discount	833	0.03	889	0.03
Stock-based compensation	342	0.01	151	0.00
Gain from removal of accumulated translation adjustment	(81)	(0.00)	95	0.00
Income tax expense	314	0.01	341	0.01
Cash (paid) received for income taxes	(890)	(0.03)	43	0.00
Net loss before non-cash items	\$ (2,951)	\$ (0.10)	\$ (3,950)	\$ (0.13)
Restructuring charge	83	0.00	993	0.03
Transaction costs	-	-	269	0.01
Arbitration award	-	-	(1,967)	(0.06)
State cash taxes on adjustments	(3)	(0.00)	(36)	(0.00)
AMT cash taxes on adjustments	(2)	(0.00)	(25)	(0.00)
Adjusted net loss before non-cash items	<u>\$ (2,873)</u>	<u>\$ (0.10)</u>	<u>\$ (4,716)</u>	<u>\$ (0.15)</u>

BLACK DIAMOND, INC.
RECONCILIATION FROM NET LOSS TO EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION, AND
AMORTIZATION (EBITDA), AND ADJUSTED EBITDA
(In thousands)

	Three Months Ended	
	June 30, 2017	June 30, 2016
Net loss	\$ (3,654)	\$ (3,171)
Income tax expense	104	479
Other, net	(208)	32
Interest (income) expense, net	<u>(106)</u>	<u>709</u>
Operating loss	(3,864)	(1,951)
Depreciation	547	558
Amortization of intangibles	<u>269</u>	<u>270</u>
EBITDA	\$ (3,048)	\$ (1,123)
Restructuring charge	42	531
Transaction costs	-	133
Arbitration award	-	(1,967)
Stock-based compensation	<u>309</u>	<u>115</u>
Adjusted EBITDA	<u>\$ (2,697)</u>	<u>\$ (2,311)</u>

BLACK DIAMOND, INC.
RECONCILIATION FROM NET LOSS TO EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION, AND
AMORTIZATION (EBITDA), AND ADJUSTED EBITDA
(In thousands)

	Six Months Ended	
	June 30, 2017	June 30, 2016
Net loss	\$ (5,109)	\$ (7,184)
Income tax expense	314	341
Other, net	(222)	(404)
Interest expense, net	<u>877</u>	<u>1,423</u>
Operating loss	(4,140)	(5,824)
Depreciation	1,105	1,176
Amortization of intangibles	<u>535</u>	<u>539</u>
EBITDA	\$ (2,500)	\$ (4,109)
Restructuring charge	83	993
Transaction costs	-	269
Arbitration award	-	(1,967)
Stock-based compensation	<u>342</u>	<u>151</u>
Adjusted EBITDA	<u>\$ (2,075)</u>	<u>\$ (4,663)</u>