

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): March 2, 2020

Simpson Manufacturing Co., Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

1-13429

(Commission file number)

94-3196943

(I.R.S. Employer Identification
No.)

5956 W. Las Positas Boulevard, Pleasanton, CA 94588

(Address of principal executive offices)

(Registrant's telephone number, including area code): **(925) 560-9000**

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 \$0.01 per share	SSD	New York Stock Exchange

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-2)
- ☐ 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 7.01 Regulation FD Disclosure.

Representatives of Simpson Manufacturing Co., Inc. (the “Company”) intend to present the Investor Presentation furnished as Exhibit 99.1 to this Current Report on Form 8-K, to analysts and investors from time to time on or after March 3, 2020. The Investor Presentation will be available on the Investor Relations page of the Company’s website at simpsonmfg.com.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1 furnished herewith, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1 furnished herewith, contains “forward-looking statements” within the meaning of the safe harbor provisions of the federal securities laws. It should be read in conjunction with the “Safe Harbor” statement contained in the Investor Presentation, the risk factors included in the Company’s periodic reports filed with the Securities and Exchange Commission and the other public announcements that the Company may make, by press release or otherwise, from time to time.

Item 9.01 Financial Statements and Exhibits.(d) Exhibits

Exhibit No.	Description
99.1	Simpson Manufacturing Co., Inc. Investor Presentation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

Simpson Manufacturing Co., Inc.

(Registrant)

DATE: March 2, 2020

By /s/ Brian J. Magstadt

Brian J. Magstadt

Chief Financial Officer

SIMPSON

**Manufacturing
COMPANY**

TM



Karen Colonias
CEO
Brian Magstadt
CFO

STRENGTH BUILT IN

March | 2020

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements generally can be identified by words such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "target," "continue," "predict," "project," "change," "result," "future," "will," "could," "can," "may," "likely," "potentially," or similar expressions that concern our strategy, plans, expectations or intentions. Forward-looking statements include, but are not limited to, statements about future financial and operating results, our plans, objectives, business outlook, priorities, expectations and intentions, expectations for sales growth, comparable sales, earnings and performance, stockholder value, capital expenditures, cash flows, the housing market, the home improvement industry, demand for services, share repurchases, our strategic initiatives, including the impact of these initiatives on our strategic and operational plans and financial results, and any statement of an assumption underlying any of the foregoing and other statements that are not historical facts. Although we believe that the expectations, opinions, projections and comments reflected in these forward looking statements are reasonable, such statements involve risks and uncertainties and we can give no assurance that such statements will prove to be correct. Actual results may differ materially from those expressed or implied in such statements.

Forward-looking statements are subject to inherent uncertainties, risk and other factors that are difficult to predict and could cause our actual results to vary in material respects from what we have expressed or implied by these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those expressed in our forward looking statements include, among others, those discussed under Item 1A. Risk Factors and Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations in our most recent Annual Report on Form 10-K and subsequent filings with the SEC.

We caution that you should not place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise. Readers are urged to carefully review and consider the various disclosures made in our reports filed with the SEC that advise of the risks and factors that may affect our business, results of operations and financial condition.



Industry leader with unique business model, strong brand recognition and trusted reputation



Diversified product offerings and geographies mitigates exposure to cyclical U.S. housing market



Leadership position in wood products with significant opportunities in all addressable markets



Industry-leading gross profit and operating margins



Strong balance sheet enables financial flexibility and stockholder returns



Committed to returning a minimum of 50% of cash flow from operations to stockholders

Simpson Manufacturing Co. designs, engineers and manufactures structural connectors, anchors, fasteners, software solutions and other products for new construction, repair and remodel, and do-it-yourself markets

Key Facts and Figures

- **Ticker:** NYSE:SSD
- **Market Cap⁽¹⁾:** \$3.77 B
- **Year Founded:** 1956
- **Year Public:** 1994
- **2019 Revenue:** \$1.14 B
- **Headquarters:** Pleasanton, CA
- **Operations in 50 locations globally**
- **Employees:** 3,337



Unique Business Model ...

- Simpson has spent over **60 years** providing the highest-quality structural building solutions, and has built a strong foundation of **product innovation, customer service and industry leadership**
- Simpson is seen as a **thought leader in supporting the process of building safer, stronger structures** in collaboration with customers, specifiers and code officials
- Simpson continues to **differentiate from competitors across operating segments by designing and marketing end-to-end construction product systems**
- Simpson **promotes a culture of employee ownership** focused on the value and contributions of every employee

...Drives Stockholder Value

- **Balanced capital allocation strategy** utilizes free cash flow to **grow the business** and to **provide returns to stockholders⁽²⁾:**

~12%

Increase in quarterly dividend

\$241 M

Share repurchases

~75%

Cash flows from operations returned to stockholders

(1) As of February 20, 2020.

(2) Data represents January 1, 2017 to December 31, 2019.

Products for Construction

303
Engineers

56
Engineering &
Lab Technicians

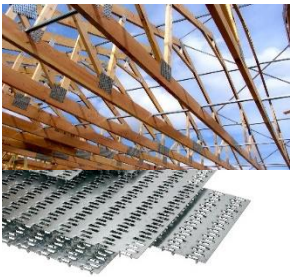
659
Patents &
Trademarks

128
Patents
Pending

186
Code Reports

Wood Construction Products

- *Produce and market over 10,000 standard and custom products*
- *Typically made of steel and are used primarily to strengthen, support and connect wood joints*



SAMPLE PRODUCT LINES: Truss plates, screw-delivery systems, holdowns, fasteners, joist hangers, wood & steel shearwalls, moment frames

Product Applications



Single Family



DIY: Decks



Multi-Family



Outdoor Accents® Hardware



Concrete Construction Products

- Produce and market over 1,000 standard and custom products
- Composed of various materials including steel, chemicals and carbon fiber used to anchor, protect and strengthen concrete



SAMPLE PRODUCT LINES: Powder-actuated tools, mechanical anchors, adhesives, concrete repair systems, fiberglass jackets, carbon fiber

Six Key End Markets

Light-Framed Construction



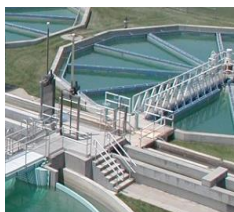
Aligns with core competency and allows leveraging of resources

Retrofit



Strong product mix and historical success with customer group

Waste Water Treatment Plants



Historical success with stainless steel and crack injection offerings

Direct OEM



Strong product offering & new opportunity to sell direct

Commercial Cold-Formed Steel



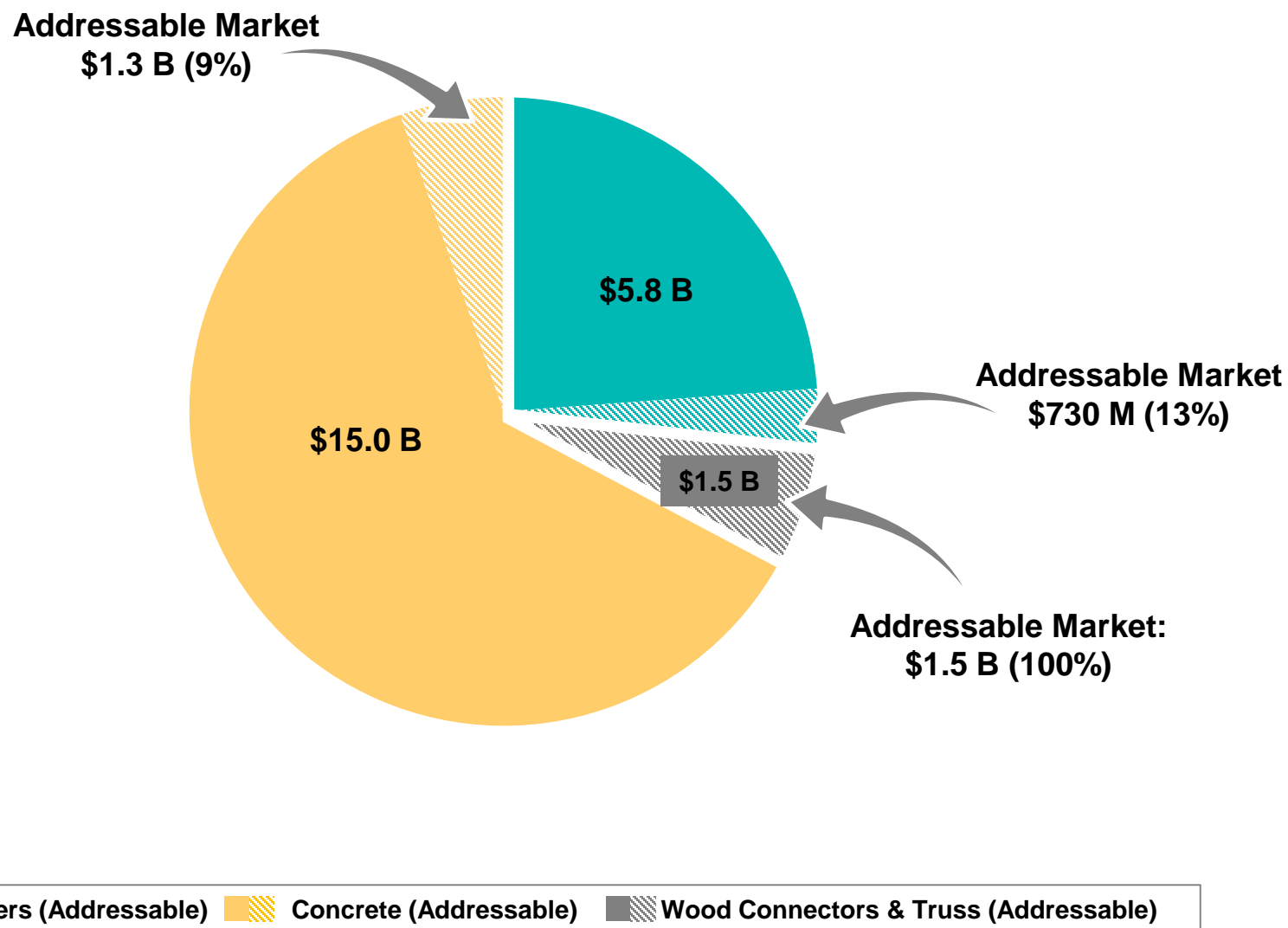
Investments have developed a strong, high margin product mix

Bridge and Marine



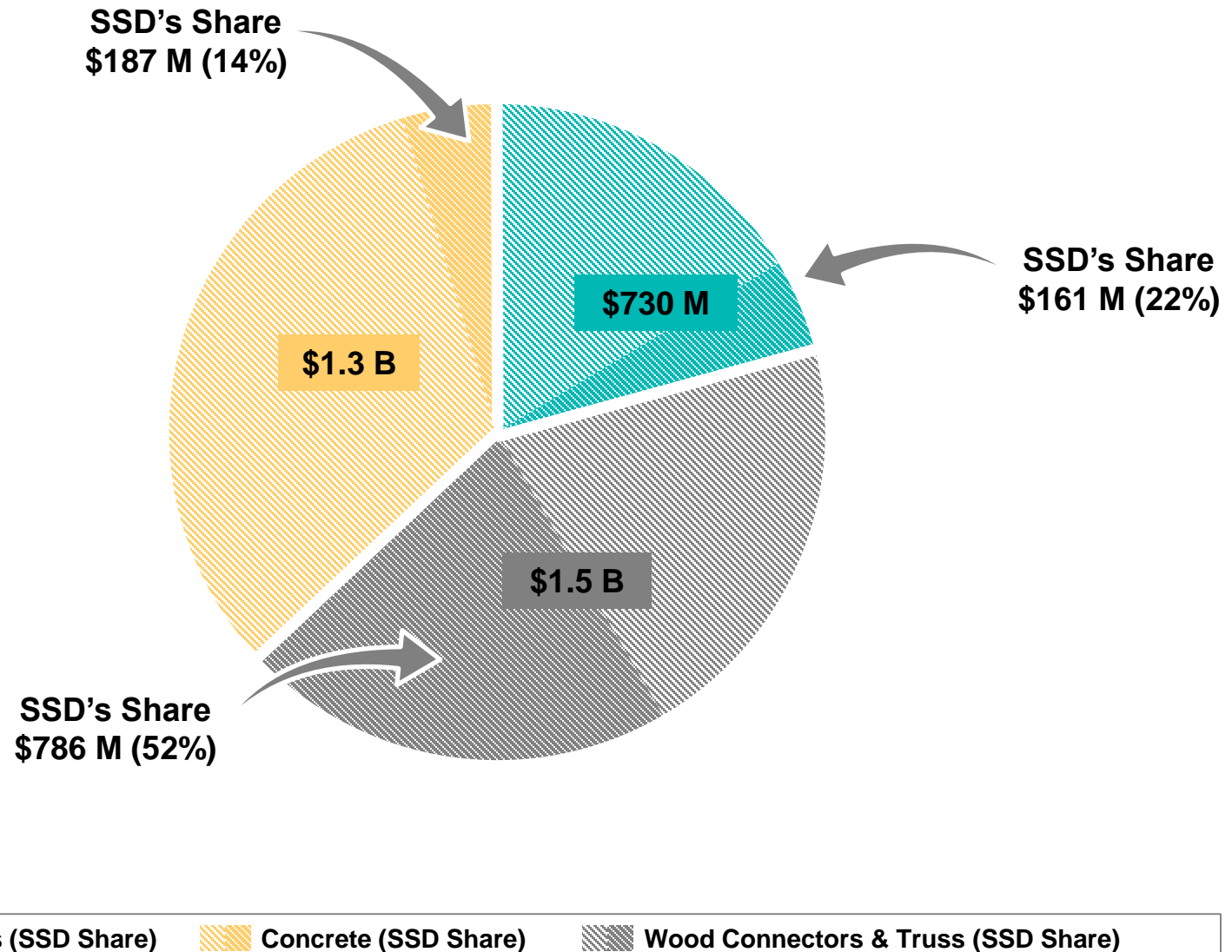
FX-70 and CSS product lines are top in industry

Addressable Market Opportunity⁽¹⁾



(1) Note: Market sizes and market shares based on internal estimates using information as of December 31, 2019. Includes North America, Europe and Pacific Rim.

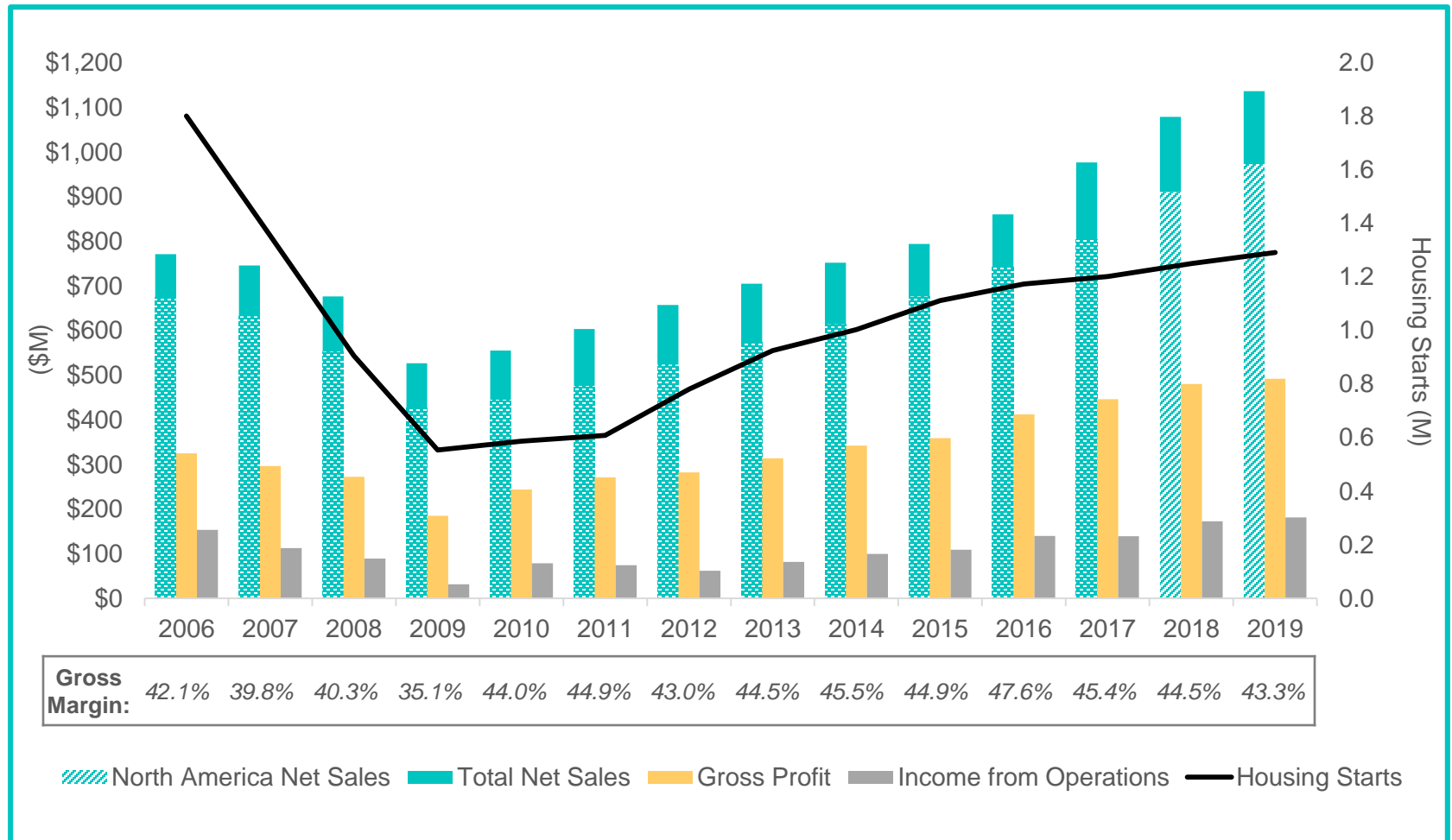
Simpson's Share of Addressable Market⁽¹⁾



(1) Note: Market share based on net sales as of the full year ended December 31, 2019. Market sizes based on internal estimates using information as of December 31, 2019. Includes North America, Europe and Pacific Rim.

Net Sales Correlation to U.S. Housing Starts

Our investments in adjacent products and markets have helped mitigate our exposure to a cyclical U.S. housing market over time...



...while also allowing us to provide a complete product solution to our customers and to improve sales and margins in our core wood connector business.

EUROPE

- Attractive opportunity to grow wood connectors, fasteners and concrete products with tailwinds from improved economic conditions
- Helps diversify from significant exposure to U.S. housing starts
- Expands trusted brand reputation through extensive testing and education capabilities

CONCRETE

- Sharpening focus on higher-margin product lines to drive profitability and increase market share from 10% in 2016 to 14% by 2020
- Complementary to wood construction product offering
- Able to perform throughout all industry cycles given less reliance on U.S. housing starts for growth

SOFTWARE

- Supports retaining our leadership position in wood connector products through availability of end-to-end product and software solution
- Development of best-in-class truss software solution, specifically, enhances technological capabilities to remain competitive
- Over 40% of our core wood connector sales are to customers with software needs

Over 40% of our core wood connector sales are to customers with software needs



STRATEGIC RATIONALE

- Without software solutions, we believe a meaningful portion of our core wood connector products business would be at risk
- Investments in software have enhanced our technological capabilities to remain competitive in wood construction space
- Simpson's proprietary software allows data to transfer into "estimation workflows", where customers can:
 - Review blueprints and provide builders with a required bill of materials, specified with Simpson products
 - Submit the bill of materials into their back-office systems to save and process the order

Aside from our strong brand recognition and trusted reputation, Simpson is unique due to:



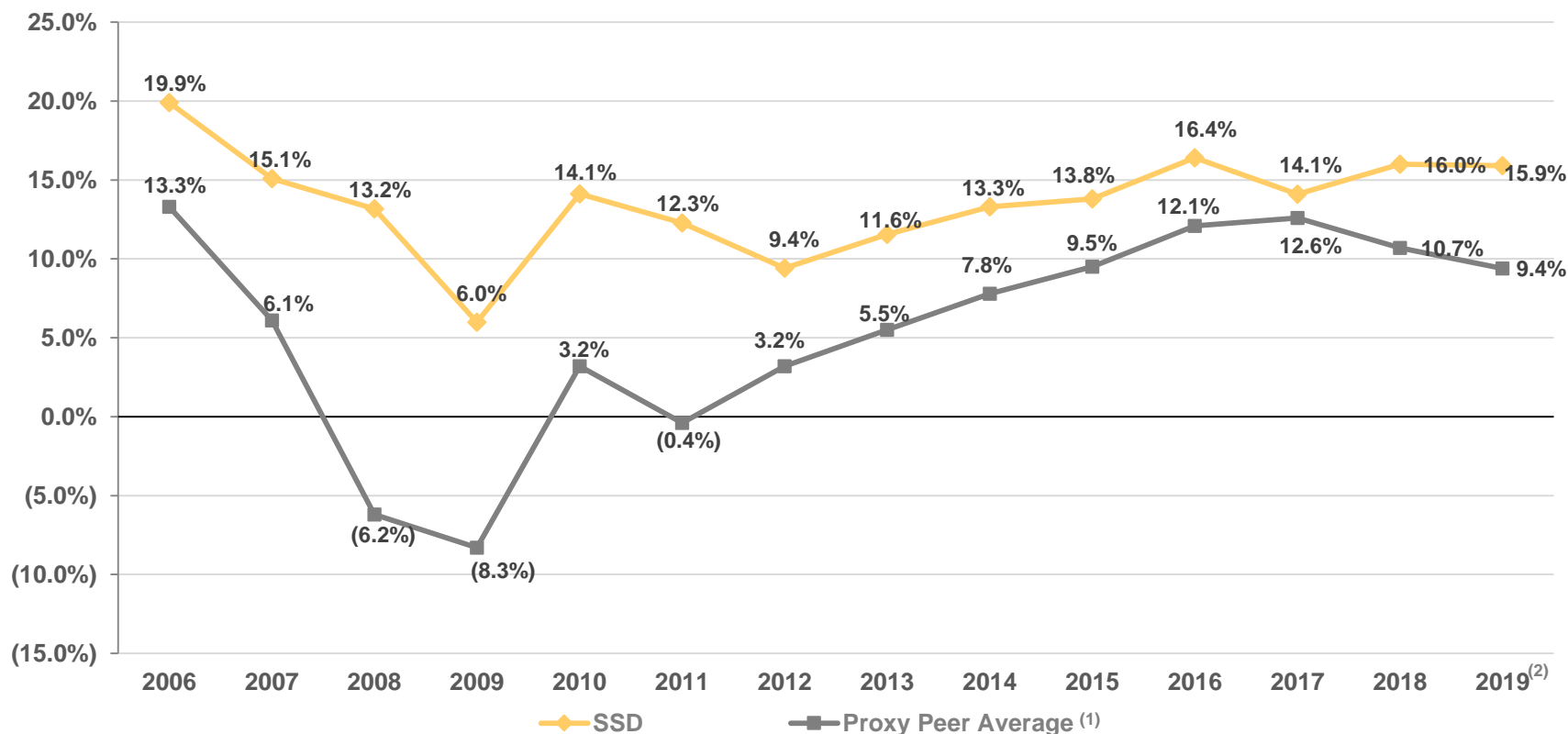
- **Strong customer support and education for engineers, builders, contractors and code officials**
 - Provide on-site customer installation training and support
- **Extensive product testing capabilities at our state-of-the-art test lab**
 - We lead the industry in developing higher load values, faster product installations and increased building safety standards to better serve the needs of our customers
- **Product availability with delivery in typically 24 – 48 hours or less**
- **Active involvement with code officials and agencies to improve building construction practices**



Testing of Simpson Strong-Tie® FX-70 Structural Repair and Strengthening System at Simpson's Tyrell Gilb Research Lab – the industry's first full-scale, cyclic test of a repaired wood pile.

Operating Income Margin Outperformance

Simpson Historical Operating Income Margin Versus Proxy Peer Average⁽¹⁾



(1) Proxy peer average includes: AAON, AMWD, APOG, AWI, EXP, ROCK, IIIN, DOOR, PATK, PGTI, NX, SUM, TREX, USCR and WMS.

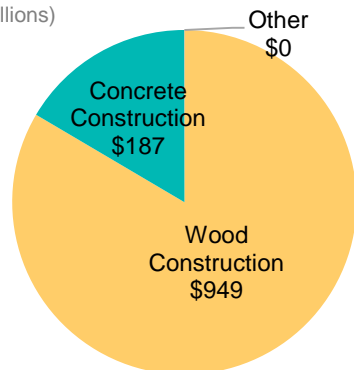
(2) 2019 data for AAON, AWI, ROCK, PGTI, TREX and USCR represent last twelve months ended September 30, 2019.

Strong Business Drives Stockholder Value

From 2010 – 2019, Simpson has grown EPS by 414% and increased its annual dividend by 118%

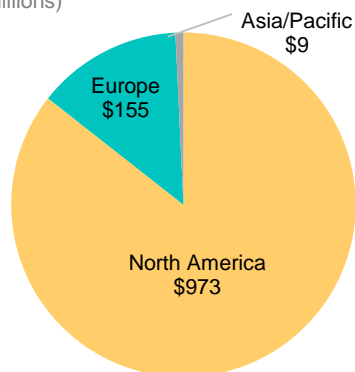
Our 2019 Sales by Product...

(\$ USD Millions)

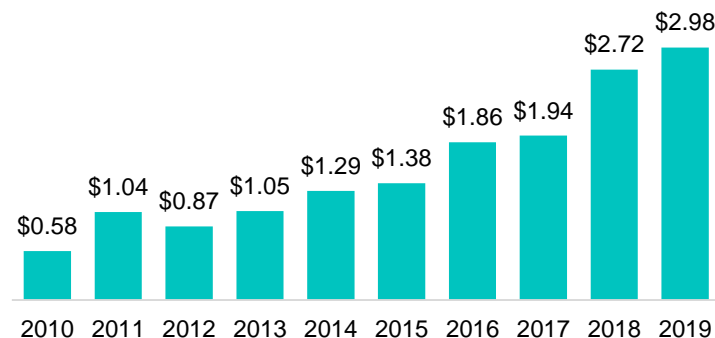


and Across Operating Segments

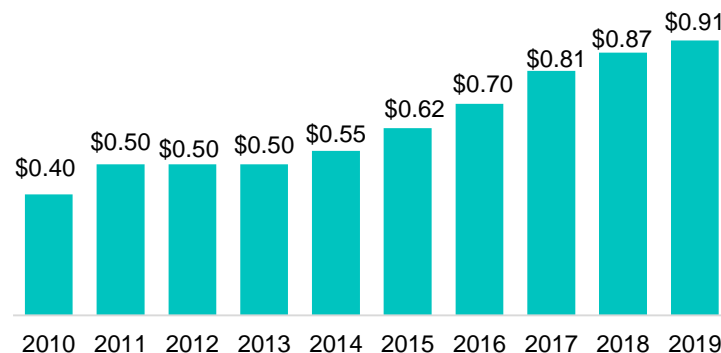
(\$ USD Millions)



EPS⁽¹⁾



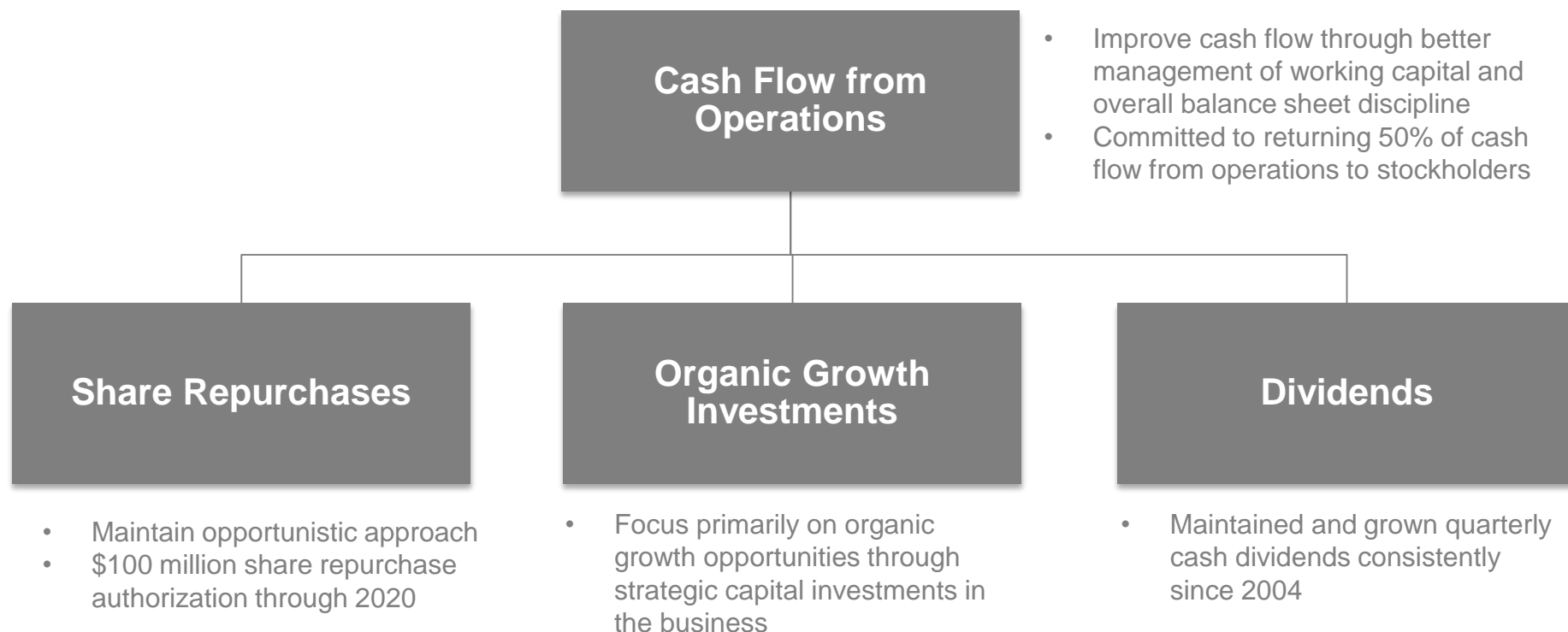
Dividends Per Share⁽²⁾



(1) The enactment of the Tax Cuts and Jobs Act in December 2017 resulted in a provisional net charge of \$2.2 million in the fourth quarter of 2017, or an impact of \$0.04 per fully diluted share.

(2) Chart represents annual dividends declared. Part of the 2013 dividend was accelerated due to uncertainty of changes to tax code in 2013. The dividend paid in December 2012 is included in 2013.

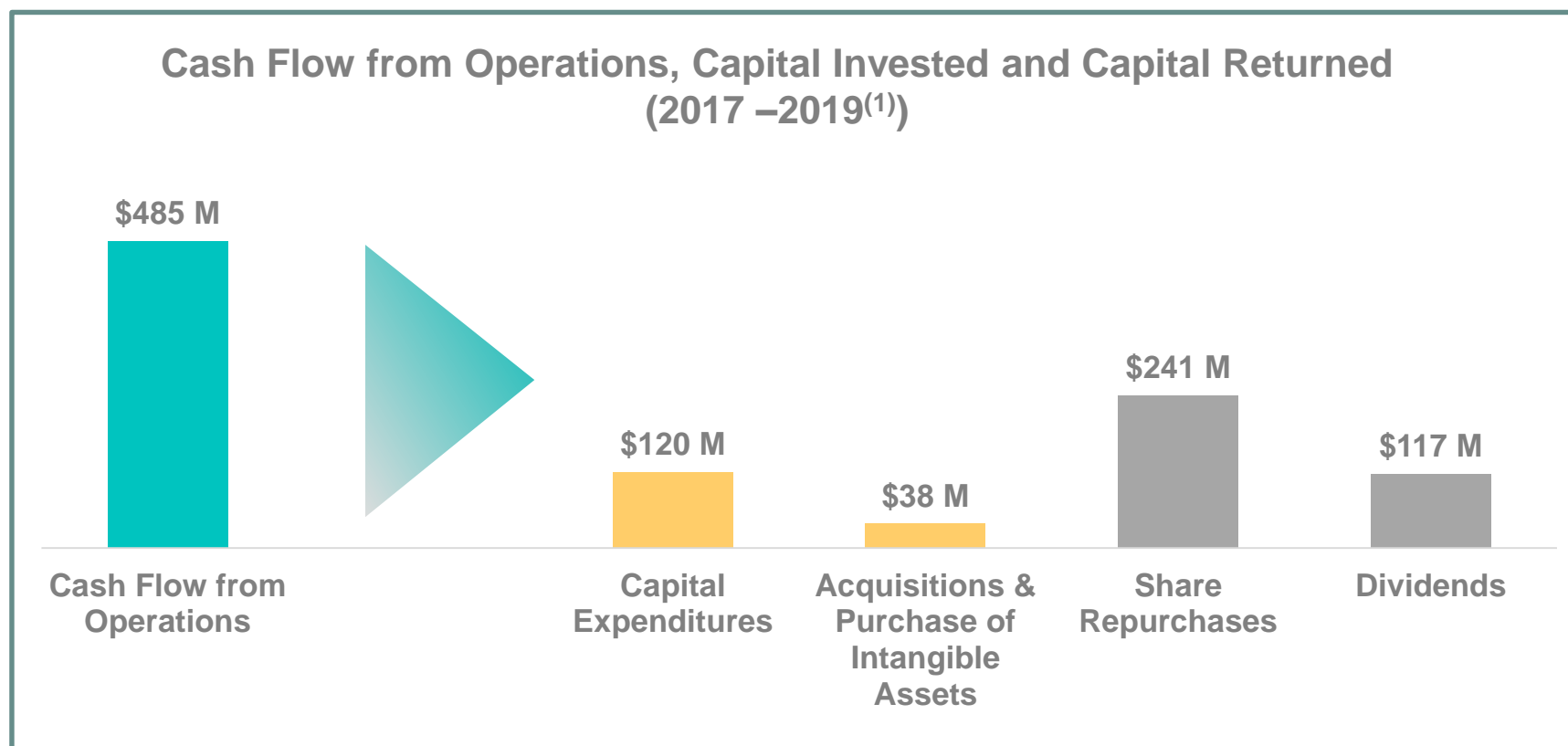
Simpson has established a current target capital return to stockholders of a minimum of 50% of cash flows from operations through both dividends and repurchases of its common stock



In three years⁽¹⁾ we have...

- Increased our quarterly dividend by approximately 12%
- Repurchased more than \$240 million in shares, including a record \$111 million in fiscal 2018

...resulting in returns of our cash flow from operations to stockholders of approximately 75%



(1) Data represents January 1, 2017 to December 31, 2019.

KEY OBJECTIVES

FY 2016 Actual

2020 PLAN

1

FOCUS ON ORGANIC GROWTH



- \$861 M Net Sales

- ~8% Organic Net Sales CAGR⁽²⁾

2

RATIONALIZE COST STRUCTURE TO INCREASE PROFITABILITY



- 31.8% Operating Expenses as a % of Net Sales
- 16.4% Operating Income Margin

- ~26% - 27% Operating Expenses as a % of Net Sales
- ~16% - 17% Operating Income Margin

3

IMPROVE WORKING CAPITAL MANAGEMENT & BALANCE SHEET DISCIPLINE



- 2x Inventory Turn Rate

- Working with external consultant to identify further improvements to inventory management

IMPROVE RETURN ON INVESTED CAPITAL⁽³⁾

- Execution on the 2020 Plan is expected to substantially enhance ROIC
- Expect to achieve 15% to 16% ROIC target by FY 2020, up from 10.4% in FY 2016

INCREASE CAPITAL RETURN TO STOCKHOLDERS

- Committed to returning 50% of cash flow from operations to stockholders
- Utilize capital from inventory reductions and balance sheet efficiency improvements to repurchase shares
- Review properties for potential sale / sale-leaseback options; capital release to be used for repurchases

(1) Note: Updated as of July 29, 2019. The initial 2020 plan was unveiled on October 30, 2017.

(2) Based on FY 2016 reported net sales of \$861 million.

(3) See slide 28 for Return on Invested Capital (ROIC) definition.

3-Year Relative Price Performance

Recent stock price performance reflects clarity surrounding business strategy, growth prospects and operational efficiencies



Note: Proxy peer average includes: AAON, AMWD, APOG, AWI, EXP, ROCK, IIN, DOOR, PATK, PGTI, NX, SUM, TREX, USCR and WMS.
Note: As of December 31, 2019.

We believe in doing what's right for our people, customers and community

Environmental Efforts



Manufacturing Process

Our value engineering process optimizes design while maximizing performance for construction



Energy Efficiencies

We strive to increase energy efficiencies at our facilities for environmentally friendly, cost-effective operations



Sustainable Building Practices

We support established national and local sustainable building practices



Recycling

We recycle most key materials to reduce our impact on the environment



Innovative Product Use

Our products strengthen structures they are installed in, making them more able to resist natural forces



Quality Programs

We follow a quality system that manages defined procedures to ensure consistent product quality



Environmental Health & Safety

We conduct safety audits at our manufacturing facilities around the world

Social Programs

Employee Involvement

Our employees dedicate hundreds of volunteer hours each year in their local communities



All Inclusive Workplace

Our Boulstrop, Denmark, branch was named "Inclusive Workplace of the Year" in 2014



Scholarships

Our program provides financial assistance to employees' children, and to engineering and architecture students



Sponsorships

We sponsor a variety of campaigns to help support those in our industry



Disaster Relief

Simpson supports disaster relief and recovery efforts around the globe



Industry Recognition

We collaborated with academia on the NEESWood Capstone project



Careers

We value the individuals and the creativity that individuals can bring to the workplace



For more information, visit <http://www.simpsonmfg.com/social-responsibility>



APPENDIX

CORPORATE DEVELOPMENTS

- Inaugural report communicating Simpson's corporate responsibility and sustainability efforts to be published in March 2020
- Retirement of Ricardo Arevalo, Chief Operating Officer, in February 2020
 - Formal search for permanent successor in-progress

CUSTOMER DEVELOPMENTS

- Recently signed one of the largest U.S. homebuilding companies onto Simpson's builder program
 - 23 of 25 top U.S. builders now engaged on Simpson's builder program
- Simpson product lines to be carried at Lowe's beginning in mid-2020 upon expiration of exclusivity contract with The Home Depot

Outdoor Accents® Decorative Hardware

- Outdoor Accents wood connectors and fasteners offer decorative appeal and structural strength to outdoor living areas such as pergolas, gazebos and patio covers
- The hardware accommodates various lumber sizes, providing flexibility for designing and building custom outdoor structures



Select Outdoor Accents Products



**APB ADJUSTABLE
POST BASE FOR
COLUMNS AND POSTS**



**APT FLAT
STRAPS FOR
90° ANGLES**



**OUTDOOR ACCENTS
STRUCTURAL WOOD SCREW
AND HEX-HEAD WASHER**



Mechanical Anchors

- Our mechanical anchors are designed to install easily and securely into a variety of base materials — including concrete, brick and stone
- For applications where there is a risk of concrete cracking, specific anchors have been designed and tested to offer reliability under these conditions
- Engineers and contractors trust Simpson Strong-Tie anchors for optimum performance under the most demanding structural applications



Select Mechanical Anchors Products



**TITEN HD® HEAVY
DUTY SCREW ANCHOR**



**TITEN® 2 CONCRETE
AND MASONRY SCREW**



**STRONG-BOLT® 2
WEDGE ANCHOR**



Truss Products

- Truss plates are made from light-gauge galvanized steel and are pressed into lumber to join wood members together, which create a structural roof truss
- Our manufacturing facilities incorporate state-of-the-art technology to consistently produce top-quality truss connector plates with some of the highest loads in the industry

Select Truss Products and Software



TRUSS PLATES



ROOF TRUSS CLIPS

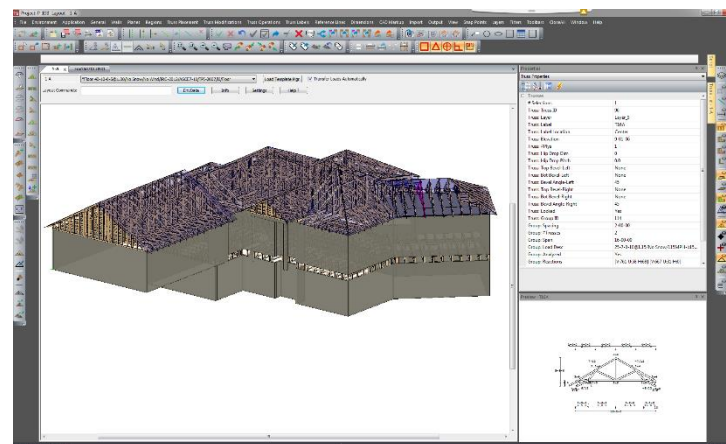


SEISMIC AND HURRICANE TIES



Truss Software

- Our truss software supports our core wood product offering by providing a complete system
- Our Component Solutions® truss software suite offers comprehensive project management and design tools in a real-time 3D experience
- Truss Studio® provides simple, robust tools for truss design that enable Designers to become proficient in less time
- CS Director® streamlines project management by scheduling and tracking tasks, creating truss libraries, managing workflows and providing access to remote team members
- EWP Studio® is a layout, design and analysis solution for engineered wood products that complements our component software offering



Technology strengthens our value proposition as the industry trusted partner in construction solutions and building software systems.

INVESTMENTS IN SOFTWARE

Acquired CG Visions (January 2017)

- Provides expertise and resources to offer software solutions and services to builders and lumber building material dealers
- Supports efforts to further develop integrated software component solutions for the building industry

Proprietary Truss Software

- Ongoing development to support truss component manufacturers
- Small and medium-sized component manufacturers represent >40% of truss market
 - Focused on converting medium-sized customers
 - Enabled by increased software capabilities and sophistication of our solutions

THREE PILLARS

DEVELOPMENT

- **Truss Studio design**
- Director management
- Web apps

PARTNER

- Hyphen back office ERP
- CSD I joist floor design
- Wall panel design

ACQUIRE

- **CG Visions**
- LotSpec Acad & Revit options

2020 Plan Improvements by Initiative

In an effort to both reduce costs and drive profitability, we will be focused on operational improvements in our key focus areas.

EUROPE

- Consolidated European management team to one head of operations; creates efficiencies and accountability across European business
- Divested Gbo Poland and Gbo Romania; enables management to focus on end user markets core to its strategy
- Consolidated two operating facilities with duplicative operations into a single location; expect to realize cost savings

CONCRETE

- Ceased development of low-margin concrete repair product lines; addressable market size shifts to \$1.3B
- Improved concrete gross profit margins by 240 basis points year-over-year in 2018
- Focus on higher-margin product lines and cease acquisitions in concrete repair space

SOFTWARE

- Investing in software solution enhancements while holding R&D expenses steady
- Refocus efforts on medium-sized truss component manufacturers to grow share
 - Continue to support smaller-sized customers
- Improve operating efficiencies through rationalization of manufacturing footprint

Track Record of Stockholder Engagement and Responsiveness

2015

- Members of our management and Board engaged with stockholders, representing ~51% of our shares, regarding compensation and governance topics, which resulted in the following changes:
 - ✓ Introduced long-term incentive award with three year relative TSR performance modifier
 - ✓ Increased percentage of NEO's compensation that is delivered in equity and vests over multiple years
 - ✓ Added stock ownership guidelines for each of our Named Executive Officers and directors
 - ✓ Improved disclosure of our compensation programs

2016

- In direct response to stockholder feedback and following a deep review of our executive compensation and governance practices, the Board approved several significant changes including:
 - ✓ Transformed our executive compensation program to enhance long-term performance orientation
 - Increased the proportion of total NEO compensation delivered in equity with multi-year vesting
 - Established three year performance measurement period in long-term incentive awards
 - Adopted operational metrics in long-term incentives that align with our strategy
 - Modified compensation targeting practices to target the median for compensation elements
 - ✓ Eliminated the stockholder rights plan
 - ✓ Shortened director term limits to 15 years for new directors that are elected to the Board (*current directors' term limits will remain at 20 years*)
 - ✓ Adopted compensation risk policies; clawback, anti-hedging and anti-pledging

2017

- Called a special meeting to provide stockholders with an opportunity to vote on Board declassification and the elimination of cumulative voting
- Committed to adopt proxy access after the special meeting of stockholders
- Unveiled "2020 Plan" to improve operational performance and enhance stockholder value

2018

- Peter Louras served as the Company's chairman until December 31, 2018 and will continue to serve on the Board until the 2019 annual meeting. In accordance with the Board's Corporate Governance Guidelines on director tenure, which provides that no non-employee director who was on the Board prior to 2016 will be nominated for reelection after 20 years of board service, the Board does not plan to nominate Mr. Louras for re-election at the 2019 annual meeting of the Company's stockholders.

2019

- Announced the election of current board member James Andrasick as chairman of the Board, effective January 1, 2019
- Enhanced focus on Environmental, Social and Governance ("ESG") reporting company-wide; committed to greater ESG disclosure in 2020

The Board has a track record of engaging with and seeking the feedback of our stockholders as well as taking action on the feedback received.

Return on Invested Capital (“ROIC”) Definition

When referred to in this presentation, the Company’s return on invested capital (“ROIC”) for a fiscal year is calculated based on (i) the net income of that year as presented in the Company’s consolidated statements of operations prepared pursuant to generally accepted accounting principles in the U.S. (“GAAP”), as divided by (ii) the average of the sum of total stockholders’ equity and total long-term interest bearing liabilities, (which for the Company are long-term capital lease obligations), at the beginning of and at the end of such year, as presented in the Company’s consolidated balance sheets prepared pursuant to GAAP for that applicable year. As such, the Company’s ROIC, a ratio or statistical measure, is calculated using exclusively financial measures presented in accordance with GAAP.

A man with dark hair, wearing a grey button-down shirt and dark overalls, stands with his arms crossed in a factory setting. He is looking slightly to the right. In the background, there are industrial machines and a bright light source. The word "DEMAG" is visible on a machine in the background.

SIMPSON

Manufacturing
COMPANY

**SIMPSON'S PEOPLE
MAKE THE
DIFFERENCE**

simpsonmfg.com/financials