

POLARIS INDUSTRIES INC/MN

Form 10-Q

October 24, 2018

Table of Contents

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

FORM 10-Q

(Mark  
one)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the quarterly period ended September 30, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from to  
Commission File Number 1-11411

POLARIS INDUSTRIES INC.  
(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction of  
incorporation or organization)

41-1790959  
(I.R.S.  
Employer  
Identification  
No.)

2100 Highway 55, Medina MN  
(Address of principal executive offices)

55340  
(Zip Code)

(763) 542-0500  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically, if any, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Emerging growth company

Edgar Filing: POLARIS INDUSTRIES INC/MN - Form 10-Q

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. "

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes " No

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of October 17, 2018, 61,780,602 shares of Common Stock, \$.01 par value, of the registrant were outstanding.

Table of Contents

POLARIS INDUSTRIES INC.

FORM 10-Q

For Quarterly Period Ended September 30, 2018

	Page
<u>Part I FINANCIAL INFORMATION</u>	
<u>Item 1 – Financial Statements</u>	<u>3</u>
<u>Consolidated Balance Sheets</u>	<u>3</u>
<u>Consolidated Statements of Income</u>	<u>4</u>
<u>Consolidated Statements of Comprehensive Income</u>	<u>5</u>
<u>Consolidated Statements of Cash Flows</u>	<u>6</u>
<u>Notes to Consolidated Financial Statements</u>	<u>7</u>
<u>Item 2 – Management’s Discussion and Analysis of</u> <u>Financial Condition and Results of Operations</u>	<u>22</u>
<u>Results of Operations</u>	<u>23</u>
<u>Liquidity and Capital Resources</u>	<u>27</u>
<u>Inflation and Foreign Exchange Rates</u>	<u>29</u>
<u>Critical Accounting Policies</u>	<u>30</u>
<u>Note Regarding Forward Looking Statements</u>	<u>30</u>
<u>Item 3 – Quantitative and Qualitative Disclosures</u> <u>About Market Risk</u>	<u>30</u>
<u>Item 4 – Controls and Procedures</u>	<u>30</u>
<u>Part II OTHER INFORMATION</u>	
<u>Item 1 – Legal Proceedings</u>	<u>31</u>
<u>Item 1A – Risk Factors</u>	<u>31</u>
<u>Item 2 – Unregistered Sales of Equity Securities and</u> <u>Use of Proceeds</u>	<u>32</u>
<u>Item 4 – Mine Safety Disclosures</u>	<u>32</u>
<u>Item 6 – Exhibits</u>	<u>32</u>
<u>SIGNATURES</u>	<u>34</u>

Table of Contents

Part I FINANCIAL INFORMATION  
Item 1 – FINANCIAL STATEMENTS  
POLARIS INDUSTRIES INC.  
CONSOLIDATED BALANCE SHEETS  
(In thousands, except per share data)

	September 30, 2018 (Unaudited)	December 31, 2017
Assets		
Current assets:		
Cash and cash equivalents	\$ 183,411	\$ 138,345
Trade receivables, net	217,694	200,144
Inventories, net	1,019,517	783,961
Prepaid expenses and other	105,066	101,453
Income taxes receivable	5,865	29,601
Total current assets	1,531,553	1,253,504
Property and equipment, net	807,511	747,189
Investment in finance affiliate	88,790	88,764
Deferred tax assets	116,447	115,511
Goodwill and other intangible assets, net	1,515,431	780,586
Other long-term assets	88,299	104,039
Total assets	\$4,148,031	\$3,089,593
Liabilities and Shareholders' Equity		
Current liabilities:		
Current portion of debt, capital lease obligations and notes payable	\$66,595	\$47,746
Accounts payable	436,401	317,377
Accrued expenses:		
Compensation	160,033	168,014
Warranties	122,544	123,840
Sales promotions and incentives	187,307	162,298
Dealer holdback	124,259	114,196
Other	179,738	186,103
Income taxes payable	8,963	10,737
Total current liabilities	1,285,840	1,130,311
Long-term income taxes payable	26,805	20,114
Capital lease obligations	16,712	18,351
Long-term debt	1,781,020	846,915
Deferred tax liabilities	7,054	10,128
Other long-term liabilities	122,728	120,398
Total liabilities	\$3,240,159	\$2,146,217
Deferred compensation	\$9,620	\$11,717
Shareholders' equity:		
Preferred stock \$0.01 par value, 20,000 shares authorized, no shares issued and outstanding	—	—
Common stock \$0.01 par value, 160,000 shares authorized, 61,773 and 63,075 shares issued and outstanding, respectively	\$618	\$631
Additional paid-in capital	799,607	733,894
Retained earnings	152,561	242,763
Accumulated other comprehensive loss, net	(54,534)	(45,629)
Total shareholders' equity	898,252	931,659

Total liabilities and shareholders' equity \$4,148,031 \$3,089,593

The accompanying footnotes are an integral part of these consolidated statements.

Table of ContentsPOLARIS INDUSTRIES INC.  
CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)

(Unaudited)

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Sales	\$1,651,415	\$1,478,726	\$4,451,420	\$3,997,428
Cost of sales	1,250,145	1,114,764	3,341,493	3,040,589
Gross profit	401,270	363,962	1,109,927	956,839
Operating expenses:				
Selling and marketing	128,929	122,642	369,495	355,486
Research and development	64,181	63,129	197,741	175,887
General and administrative	90,639	79,421	262,206	245,998
Total operating expenses	283,749	265,192	829,442	777,371
Income from financial services	21,348	18,138	64,117	57,711
Operating income	138,869	116,908	344,602	237,179
Non-operating expense:				
Interest expense	19,823	8,492	37,087	24,438
Equity in loss of other affiliates	111	1,603	25,576	4,839
Other expense (income), net	(4,124)	(2,368)	(27,660)	7,088
Income before income taxes	123,059	109,181	309,599	200,814
Provision for income taxes	27,530	27,293	65,816	59,796
Net income	\$95,529	\$81,888	\$243,783	\$141,018
Net income per share:				
Basic	\$1.54	\$1.31	\$3.88	\$2.24
Diluted	\$1.50	\$1.28	\$3.78	\$2.21
Weighted average shares outstanding:				
Basic	62,207	62,646	62,894	62,890
Diluted	63,546	63,885	64,550	63,942

The accompanying footnotes are an integral part of these consolidated statements.

Table of Contents

## POLARIS INDUSTRIES INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Net income	\$95,529	\$81,888	\$243,783	\$141,018
Other comprehensive income, net of tax:				
Foreign currency translation adjustments	1,804	10,606	(12,099 )	41,042
Unrealized gain (loss) on derivative instruments	(2,111 )	(167 )	2,998	(1,208 )
Retirement plan activity	66	—	196	—
Comprehensive income	\$95,288	\$92,327	\$234,878	\$180,852

The accompanying footnotes are an integral part of these consolidated statements.

Table of ContentsPOLARIS INDUSTRIES INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Nine months ended September 30,	
	2018	2017
Operating Activities:		
Net income	\$243,783	\$141,018
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	155,910	138,105
Noncash compensation	43,219	34,249
Noncash income from financial services	(22,232 )	(20,131 )
Deferred income taxes	(4,171 )	(2,703 )
Impairment charges	21,716	25,395
Other, net	(9,618 )	4,839
Changes in operating assets and liabilities:		
Trade receivables	(991 )	(447 )
Inventories	(201,229 )	(83,621 )
Accounts payable	90,842	108,198
Accrued expenses	1,620	80,949
Income taxes payable/receivable	28,715	62,336
Prepaid expenses and others, net	6,574	8,908
Net cash provided by operating activities	354,138	497,095
Investing Activities:		
Purchase of property and equipment	(157,763 )	(126,647 )
Investment in finance affiliate, net	22,207	43,230
Investment in other affiliates, net	7,366	(7,110 )
Acquisition and disposal of businesses, net of cash acquired	(729,925 )	1,645
Net cash used for investing activities	(858,115 )	(88,882 )
Financing Activities:		
Borrowings under debt arrangements / capital lease obligations	2,845,688	1,623,577
Repayments under debt arrangements / capital lease obligations	(1,970,701 )	(1,850,247 )
Repurchase and retirement of common shares	(246,931 )	(88,877 )
Cash dividends to shareholders	(112,748 )	(108,923 )
Proceeds from stock issuances under employee plans	47,158	14,226
Net cash provided by (used for) financing activities	562,466	(410,244 )
Impact of currency exchange rates on cash balances	(5,904 )	9,597
Net increase in cash, cash equivalents and restricted cash	52,585	7,566
Cash, cash equivalents and restricted cash at beginning of period	161,618	145,170
Cash, cash equivalents and restricted cash at end of period	\$214,203	\$152,736
Supplemental Cash Flow Information:		
Interest paid on debt borrowings	\$33,218	\$21,968
Income taxes paid (refunded)	\$40,178	\$(582 )

The following presents cash, cash equivalents and restricted cash by category within the consolidated balance sheets:

Cash and cash equivalents	\$183,411	\$132,260
---------------------------	-----------	-----------



Other long-term assets	30,792	20,476
Total	\$214,203	\$152,736

The accompanying footnotes are an integral part of these consolidated statements.

Table of Contents

## POLARIS INDUSTRIES INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Note 1. Significant Accounting Policies

Basis of presentation. The accompanying unaudited consolidated financial statements of Polaris Industries Inc. (“Polaris” or the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States for interim financial statements and, therefore, do not include all information and disclosures of results of operations, financial position and changes in cash flow in conformity with accounting principles generally accepted in the United States for complete financial statements. Accordingly, such statements should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2017 previously filed with the Securities and Exchange Commission (“SEC”). In the opinion of management, such statements reflect all adjustments (which include only normal recurring adjustments) necessary for a fair presentation of the financial position, results of operations, and cash flows for the periods presented. Due to the seasonality trends for certain products and to certain changes in production and shipping cycles, results of such periods are not necessarily indicative of the results to be expected for the complete year.

Fair value measurements. Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Assets and liabilities measured at fair value are classified using the following hierarchy, which is based upon the transparency of inputs to the valuation as of the measurement date:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In making fair value measurements, observable market data must be used when available. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement. The Company utilizes the market approach to measure fair value for its non-qualified deferred compensation assets and liabilities, and the income approach for foreign currency contracts, interest rate contracts, and commodity contracts. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities, and for the income approach, the Company uses significant other observable inputs to value its derivative instruments used to hedge foreign currency, interest rate, and commodity transactions.

Assets and liabilities measured at fair value on a recurring basis are summarized below (in thousands):

Asset (Liability)	Fair Value Measurements as of September 30, 2018			
	Total	Level 1	Level 2	Level 3
Non-qualified deferred compensation assets	\$ 50,161	\$ 50,161	\$ —	\$ —
Foreign exchange contracts, net	3,010	—	3,010	—
Interest rate contracts, net	779	—	779	—
Total assets at fair value	\$ 53,950	\$ 50,161	\$ 3,789	\$ —
Non-qualified deferred compensation liabilities	\$ (50,161 )	\$ (50,161 )	\$ —	\$ —
Total liabilities at fair value	\$ (50,161 )	\$ (50,161 )	\$ —	\$ —

Asset (Liability)	Fair Value Measurements as of December 31, 2017			
	Total	Level 1	Level 2	Level 3
Non-qualified deferred compensation assets	\$ 54,244	\$ 54,244	\$ —	\$ —
Total assets at fair value	\$ 54,244	\$ 54,244	\$ —	\$ —
Non-qualified deferred compensation liabilities	\$ (54,244 )	\$ (54,244 )	\$ —	\$ —
Foreign exchange contracts, net	(426 )	—	(426 )	—
Total liabilities at fair value	\$ (54,670 )	\$ (54,244 )	\$ (426 )	\$ —



Table of Contents

Fair value of other financial instruments. The carrying values of the Company's short-term financial instruments, including cash and cash equivalents, trade receivables and short-term debt, including current maturities of long-term debt, capital lease obligations and notes payable, approximate their fair values. At September 30, 2018 and December 31, 2017, the fair value of the Company's long-term debt, capital lease obligations and notes payable was approximately \$1,901,307,000 and \$922,123,000, respectively, and was determined using Level 2 inputs, including quoted market prices or discounted cash flows based on quoted market rates for similar types of debt. The carrying value of long-term debt, capital lease obligations and notes payable including current maturities was \$1,864,327,000 and \$913,012,000 as of September 30, 2018 and December 31, 2017, respectively.

Inventories. Inventory costs include material, labor and manufacturing overhead costs, including depreciation expense associated with the manufacture and distribution of the Company's products. Inventories are stated at the lower of cost (first-in, first-out method) or net realizable value. The major components of inventories are as follows (in thousands):

	September 30, 2018	December 31, 2017
Raw materials and purchased components	\$249,259	\$194,108
Service parts, garments and accessories	345,716	307,684
Finished goods	477,293	329,288
Less: reserves	(52,751 )	(47,119 )
Inventories	\$1,019,517	\$783,961

Product warranties. Polaris provides a limited warranty for its vehicles and boats for a period of six months to ten years, depending on the product. Polaris provides longer warranties in certain geographical markets as determined by local regulations and market conditions and may also provide longer warranties related to certain promotional programs. Polaris' standard warranties require the Company or its dealers to repair or replace defective products during such warranty periods at no cost to the consumer. The warranty reserve is established at the time of sale to the dealer or distributor based on management's best estimate using historical rates and trends. Adjustments to the warranty reserve are made from time to time as actual claims become known in order to properly estimate the amounts necessary to settle future and existing claims on products sold as of the balance sheet date. Factors that could have an impact on the warranty accrual in any given period include the following: change in manufacturing quality, shifts in product mix, changes in warranty coverage periods, snowfall and its impact on snowmobile usage, product recalls and any significant changes in sales volume. The activity in the warranty reserve during the periods presented was as follows (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Balance at beginning of period	\$106,155	\$108,403	\$123,840	\$119,274
Additions to warranty reserve through acquisitions	13,799	—	13,799	—
Additions charged to expense	37,741	42,039	79,913	103,855
Warranty claims paid, net	(35,151 )	(38,357 )	(95,008 )	(111,044 )
Balance at end of period	\$122,544	\$112,085	\$122,544	\$112,085

New accounting pronouncements.

Revenue from contracts with customers. Effective January 1, 2018, the Company adopted ASU No. 2014-09, Revenue from Contracts with Customers, ASU 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net), and ASU 2016-12, Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients using the modified retrospective approach. The adoption of these ASUs did not have a material impact on the Company's consolidated financial position, results of operations, equity or cash flows as of the adoption date or for the three or nine months ended September 30, 2018. The Company has included the disclosures required by ASU 2014-09 in Note 2.

Statement of cash flows. During the first quarter of 2018, the Company adopted ASU No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which requires that restricted cash be included with cash and cash equivalents

when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. Prior periods were retrospectively adjusted to conform to the current period's presentation. As a result of the adoption of ASU 2016-18, the Company recorded an increase of \$2,631,000 in net cash provided by operating activities for the nine months ended September 30, 2017 related to reclassifying the changes in our restricted cash balance from operating activities to the cash and cash equivalent balances within the Consolidated Statements of Cash Flows.

Table of Contents

Leases. In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). This ASU requires most lessees to recognize right of use assets and lease liabilities, but recognize expenses in a manner similar with current accounting standards. The standard is effective for fiscal years and interim periods beginning after December 15, 2018 and is effective for the Company's fiscal year beginning January 1, 2019. Early adoption is permitted. Entities are required to use a modified retrospective approach, with an option to apply the transition provisions of the new standard at its adoption date instead of at the earliest comparative period presented. The Company plans to use a modified retrospective approach and apply the transition provisions at the adoption date. The Company developed a project plan to guide the implementation of ASU 2016-02. The Company made progress on this plan including surveying the Company's businesses, assessing the Company's portfolio of leases, compiling information on active leases, and selecting a lease accounting software. The Company is currently identifying and implementing appropriate changes to its policies, business processes, systems and controls to support lease accounting and disclosures under Topic 842. The Company does not expect that its results of operations or cash flows will be materially impacted by this standard. The Company expects to record right of use assets and lease liabilities on its consolidated balance sheets upon adoption of this standard, which may be material.

Derivatives and hedging. In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities. This ASU better aligns accounting rules with a company's risk management activities; better reflects economic results of hedging in financial statements; and simplifies hedge accounting treatment. The standard is effective for fiscal years and interim periods beginning after December 15, 2018 and is effective for the Company's fiscal year beginning January 1, 2019, with early adoption permitted. The Company is evaluating the impact of this new standard on the financial statements.

Non-employee share-based payments. In June 2018, the FASB issued ASU No. 2018-07, Compensation - Stock Compensation (Topic 718): Improvements to Non-employee Share-based Payment Accounting. The amendments of this ASU apply to all share-based payment transactions to non-employees, in which a grantor acquires goods or services to be used or consumed in a grantor's own operations, accounted for under ASC 505-50, Equity-Based Payments to Non-Employees. Under the amendments of ASU 2018-07, most of the guidance on compensation to nonemployees would be aligned with the requirements for shared based payments granted to employees in Topic 718. The standard is effective for fiscal years and interim periods beginning after December 15, 2018 and is effective for the Company's fiscal year beginning January 1, 2019, with early adoption permitted. The Company is evaluating the impact of this new standard on the financial statements.

Income Taxes. The Tax Cuts and Jobs Act (the "Act") was enacted on December 22, 2017. The Act reduces the U.S. federal corporate tax rate from 35% to 21%, requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and creates new taxes on certain foreign-sourced earnings. The Company has applied the guidance in ASU 2018-05, Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118, when accounting for the enactment-date effects of the Act. At September 30, 2018, the Company has not completed its accounting for the tax effects of the Act, as the Company is in the process of analyzing certain aspects of the Act, obtaining information, and refining its calculations of the Act's impact. There have been no material measurement period adjustments made during the three and nine months ended September 30, 2018 related to the provisional amounts recorded and disclosed in the Company's fiscal 2017 Annual Report filed on Form 10-K. The Company expects to complete the accounting for the tax effects of the Act during 2018.

There are no other new accounting pronouncements that are expected to have a significant impact on the Company's consolidated financial statements.

Table of Contents

## Note 2. Revenue Recognition

The following tables disaggregate the Company's revenue by major product type and geography (in thousands):

Three months ended September 30, 2018

	ORV / Snowmobiles	Motorcycles	Global Adj. Markets	Aftermarket	Boats	Consolidated
Revenue by product type						
Wholegoods	\$851,733	\$ 134,410	\$78,312	—	\$134,321	\$ 1,198,776
PG&A	183,821	20,906	17,939	\$ 229,973	—	452,639
Total revenue	\$1,035,554	\$ 155,316	\$96,251	\$ 229,973	\$134,321	\$ 1,651,415

## Revenue by geography

United States	\$866,289	\$ 116,072	\$51,363	\$ 217,816	\$132,139	\$ 1,383,679
Canada	70,765	9,712	837	12,157	2,182	95,653
EMEA	64,218	15,706	42,893	—	—	122,817
APLA	34,282	13,826	1,158	—	—	49,266
Total revenue	\$1,035,554	\$ 155,316	\$96,251	\$ 229,973	\$134,321	\$ 1,651,415

Nine months ended September 30, 2018

	ORV / Snowmobiles	Motorcycles	Global Adj. Markets	Aftermarket	Boats	Consolidated
Revenue by product type						
Wholegoods	\$2,356,086	\$ 395,189	\$263,874	—	\$134,321	\$ 3,149,470
PG&A	502,873	63,096	59,122	\$ 676,859	—	1,301,950
Total revenue	\$2,858,959	\$ 458,285	\$322,996	\$ 676,859	\$134,321	\$ 4,451,420

## Revenue by geography

United States	\$2,347,202	\$ 313,530	\$151,157	\$ 644,382	\$132,139	\$ 3,588,410
Canada	197,096	27,421	16,422	32,477	2,182	275,598
EMEA	207,779	74,044	151,982	—	—	433,805
APLA	106,882	43,290	3,435	—	—	153,607
Total revenue	\$2,858,959	\$ 458,285	\$322,996	\$ 676,859	\$134,321	\$ 4,451,420

Revenue is recognized when obligations under the terms of a contract with the Company's customer are satisfied which generally occurs with the transfer of control of the wholegood vehicles, parts, garments or accessories, and upon completion of the service or over the term of the agreement in proportion to the costs expected to be incurred in satisfying the obligations under the contract, for services. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring goods or providing services. Sales, value add, and other taxes the Company collects concurrent with revenue-producing activities are excluded from revenue. Incidental items that are immaterial in the context of the contract are recognized as expense. The expected costs associated with the Company's limited warranties and field service bulletin actions continue to be recognized as expense when the products are sold. The Company recognizes revenue for vehicle service contracts that extend mechanical and maintenance beyond the Company's limited warranties over the life of the contract.

ORV/Snowmobiles, Motorcycles and Global Adjacent Markets segments

Wholegood vehicles and parts, garments and accessories. For the majority of wholegood vehicles, parts, garments and accessories (PG&A), the Company transfers control and recognizes a sale when it ships the product from its manufacturing facility, distribution center, or vehicle holding center to its customer (primarily dealers and distributors). The amount of consideration the Company receives and revenue it recognizes varies with changes in marketing incentives and returns it offers to its dealers and their customers. Sales returns are not material. The

Company adjusts its estimate of revenue at the earlier of when the most likely amount of consideration it expects to receive changes or when the consideration becomes fixed.

10

---



Table of Contents

Depending on the terms of the arrangement, the Company may also defer the recognition of a portion of the consideration received because it has to satisfy a future obligation (e.g., free extended service contracts). The Company uses an observable price to determine the stand-alone selling price for separate performance obligations. The Company has elected to recognize the cost for freight and shipping when control over vehicles, parts, garments or accessories has transferred to the customer as an expense in Cost of sales.

**Extended Service Contracts.** The Company sells separately-priced service contracts that extend mechanical and maintenance coverages beyond its base limited warranty agreements to vehicle owners. The separately priced service contracts range from 12 months to 84 months. The Company primarily receives payment at the inception of the contract and recognizes revenue over the term of the agreement in proportion to the costs expected to be incurred in satisfying the obligations under the contract.

**Aftermarket segment**

The Company's Aftermarket products are sold through dealer, distributor, retail, and e-commerce channels. The Company transfers control and recognizes a sale when products are shipped or delivered to its customer. The amount of consideration the Company receives and revenue it recognizes varies with changes in marketing incentives and return rights it offers to its customers and their customers. When the Company gives its customers the right to return eligible parts and accessories, it estimates the expected returns based on an analysis of historical experience. The Company adjusts its estimate of revenue at the earlier of when the most likely amount of consideration it expects to receive changes or when the consideration becomes fixed.

**Service revenue.** At the Company's Transamerican Auto Parts ("TAP") retail stores (4 Wheel Parts), it offers installation services for parts that the retail store sells. Service revenues are recognized upon completion of the service.

Depending on the terms of the arrangement, the Company may also defer the recognition of a portion of the consideration received because it has to satisfy a future obligation (e.g., extended service contracts). The Company uses an observable price to determine the stand-alone selling price for separate performance obligations. The Company has elected to recognize the cost for freight and shipping when control over parts, garments or accessories has transferred to the customer as an expense in cost of sales.

**Boats segment**

**Boats.** For the majority of boats, the Company transfers control and recognizes a sale when it ships the product from its manufacturing facility or distribution center to its customer (primarily dealers). The amount of consideration the Company receives and revenue it recognizes varies with changes in marketing incentives and returns it offers to its dealers and their customers. Sales returns are not material. The Company adjusts its estimate of revenue at the earlier of when the most likely amount of consideration it expects to receive changes or when the consideration becomes fixed. The Company has elected to recognize the cost for freight and shipping when control over boats has transferred to the customer as an expense in cost of sales.

**Deferred revenue**

In 2016, Polaris began financing its self-insured risks related to extended service contracts ("ESCs"). The premiums for ESCs are primarily recognized in income in proportion to the costs expected to be incurred over the contract period.

Warranty costs are recognized as incurred. Revenues related to sales of its extended warranty program and related accrued costs for claims are deferred and amortized over the warranty period, generally five years, while warranty administrative costs are recognized as incurred. TAP recognizes revenues related to sales of its extended warranty programs for tires and other products over the term of the warranty period, which varies from two to five years.

At January 1, 2018, \$45,760,000 of unearned revenue associated with outstanding contracts was reported in other current liabilities and other long-term liabilities. At September 30, 2018, the unearned amount was \$55,586,000. The Company expects to recognize approximately \$23,893,000 of the unearned amount over the next 12 months and \$31,693,000 thereafter. The activity in the deferred revenue reserve during the periods presented was as follows (in thousands):

Three months ended September 30,		Nine months ended September 30,	
2018	2017	2018	2017

Edgar Filing: POLARIS INDUSTRIES INC/MN - Form 10-Q

Balance at beginning of period	\$52,620	\$36,188	\$45,760	\$26,157
New contracts sold	8,054	6,962	25,226	22,076
Less: reductions for revenue recognized	(5,088 )	(3,130 )	(15,400 )	(8,213 )
Balance at end of period <sup>(1)</sup>	\$55,586	\$40,020	\$55,586	\$40,020

11

---

Table of Contents

(1) The unamortized ESC premiums (deferred revenue) recorded in other current liabilities totaled \$23,893,000 and \$16,045,000 at September 30, 2018 and 2017, respectively, while the amount recorded in other long-term liabilities totaled \$31,693,000 and \$23,975,000 at September 30, 2018 and 2017, respectively.

## Note 3. Acquisitions

## 2018 Acquisitions.

## Boat Holdings, LLC

On July 2, 2018, pursuant to the Agreement and Plan of Merger dated May 29, 2018, the Company completed the acquisition of Boat Holdings, LLC, a privately held Delaware limited liability company, headquartered in Elkhart, Indiana which manufactures boats (“Boat Holdings”).

The transaction was structured as an acquisition of 100% of the outstanding equity interests in Boat Holdings for aggregate consideration of \$806,658,000, net of cash acquired, subject to customary adjustments based on, among other things, the amount of cash, debt and working capital in the business of Boat Holdings at the closing date. A portion of the aggregate consideration equal to \$100,000,000 will be paid in the form of a series of deferred annual payments over 12 years following the closing date.

The Company funded the purchase price for the acquisition by amending, extending, and up-sizing the Credit Facility and with the proceeds of the issuance of 4.23% Senior Notes, Series 2018, due July 3, 2028, described in Note 5.

The consolidated statements of income for both the three and nine months ended September 30, 2018 include \$134,321,000 of net sales and \$20,253,000 of gross profit related to Boats.

The following table summarizes the preliminary fair values assigned to the Boat Holdings net assets acquired and the determination of net assets (in thousands):

Cash and cash equivalents	\$ 16,534
Trade receivables	17,602
Inventory	39,990
Other current assets	3,938
Property, plant and equipment	36,769
Customer relationships	341,080
Trademarks / trade names	210,680
Non-compete agreements	2,630
Goodwill	207,126
Accounts payable	(30,017 )
Other liabilities assumed	(23,140 )
Total fair value of net assets acquired	823,192
Less cash acquired	(16,534 )
Total consideration for acquisition, less cash acquired	\$ 806,658

On the acquisition date, amortizable intangible assets had a weighted-average useful life of approximately 19 years. The customer relationships were valued based on the Discounted Cash Flow Method and are amortized over 15-20 years, depending on the customer class. The trademarks and trade names were valued on the Relief from Royalty Method and have indefinite remaining useful lives. Goodwill is deductible for tax purposes.

The following unaudited pro forma information represents the Company’s results of operations as if the fiscal 2018 acquisition of Boat Holdings had occurred at the beginning of fiscal 2017 (in thousands, except per share data).

	Three months ended		Nine months ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Net sales	\$1,651,415	\$1,593,659	\$4,802,580	\$4,410,691
Net income	99,224	81,473	268,660	149,517
Basic earnings per share	\$1.60	\$1.30	\$4.27	\$2.38

Diluted earnings per common share \$ 1.56      \$ 1.28      \$ 4.16      \$ 2.34

12

---

Table of Contents

The results for the quarter and year-to-date periods ended September 30, 2018 and 2017 have been adjusted to include the pro forma impact of amortization of intangible assets and the depreciation of property, plant, and equipment, based on purchase price allocations; the pro forma impact of additional interest expense relating to the acquisition; the pro forma impact of transaction related costs incurred by the Company directly attributable to the transaction; and the pro forma tax effect of both income before taxes and the pro forma adjustments. These performance results may not be indicative of the actual results that would have occurred under the ownership and management of the Company. The results for the quarter and year-to-date periods ended September 30, 2018 have been adjusted to exclude the impact of approximately \$4,849,000 and \$8,918,000 of transaction related costs (pre-tax) incurred by the Company that are directly attributable to the transaction.

The pro forma financial information has been prepared for comparative purposes only and includes certain adjustments, as noted above. The adjustments are estimates based on currently available information and actual amounts may differ materially from these estimates. They do not reflect the effect of costs or synergies that would have been expected to result from the integration of the Boat Holdings acquisition.

**2017 Acquisitions.**

The Company did not complete any acquisitions in 2017.

**Note 4. Share-Based Compensation**

The amount of compensation cost for share-based awards to be recognized during a period is based on the portion of the awards that are ultimately expected to vest. The Company estimates forfeitures at the time of grant and revises those estimates in subsequent periods if actual forfeitures differ from those estimates. The Company analyzes historical data to estimate pre-vesting forfeitures and records share-based compensation expense for those awards expected to vest.

Total share-based compensation expenses were comprised as follows (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
Option plan	\$6,821	\$5,766	\$16,636	\$12,837
Other share-based awards	(748 )	(3,919 )	18,988	18,191
Total share-based compensation before tax	6,073	1,847	35,624	31,028
Tax benefit	1,446	686	8,479	11,524
Total share-based compensation expense included in net income	\$4,627	\$1,161	\$27,145	\$19,504

In addition to the above share-based compensation expenses, Polaris sponsors a qualified non-leveraged employee stock ownership plan (ESOP). Shares allocated to eligible participants' accounts vest at various percentage rates based on years of service and require no cash payments from the recipient.

At September 30, 2018, there was \$113,879,000 of total unrecognized share-based compensation expense related to unvested share-based equity awards. Unrecognized share-based compensation expense is expected to be recognized over a weighted-average period of 1.49 years. Included in unrecognized share-based compensation expense is approximately \$30,570,000 related to stock options and \$83,309,000 for restricted stock.

Table of Contents

## Note 5. Financing Agreements

The carrying value of debt, capital lease obligations, and notes payable and the average related interest rates were as follows (in thousands):

	Average interest rate at September 30, 2018	Maturity	September 30, 2018	December 31, 2017
Revolving loan facility	1.84%	July 2023	\$74,023	\$3,000
Term loan facility	3.77%	July 2023	1,165,000	680,000
Senior notes—fixed rate	3.81%	May 2018	—	25,000
Senior notes—fixed rate	4.60%	May 2021	75,000	75,000
Senior notes—fixed rate	3.13%	December 2020	100,000	100,000
Senior notes—fixed rate	4.23%	July 2028	350,000	—
Capital lease obligations	5.25%	Various through 2029	18,052	19,889
Notes payable and other	4.23%	Various through 2030	87,608	12,384
Debt issuance costs			(5,356 )	(2,261 )
Total debt, capital lease obligations, and notes payable			\$1,864,327	\$913,012
Less: current maturities			66,595	47,746
Total long-term debt, capital lease obligations, and notes payable			\$1,797,732	\$865,266

In August 2011, Polaris entered into a \$350,000,000 unsecured revolving loan facility. In March 2015, Polaris amended the loan facility to increase the facility to \$500,000,000 and to provide more beneficial covenant and interest rate terms. The amended terms also extended the expiration date to March 2020. Interest is charged at rates based on a LIBOR or “prime” base rate. In May 2016, Polaris amended the revolving loan facility to increase the facility to \$600,000,000 and extend the expiration date to May 2021. The amended terms also established a \$500,000,000 term loan facility. In November 2016, Polaris amended the revolving loan facility to increase the term loan facility to \$750,000,000.

In July 2018, Polaris amended the revolving loan facility to increase the facility to 700,000,000 and increase the term loan facility to \$1,180,000,000, of which \$1,165,000,000 is outstanding as of September 30, 2018. The expiration date of the facility was extended to July 2023, and interest will continue to be charged at rates based on a LIBOR or “prime” base rate. Under the facility, the Company is required to make principal payments totaling \$59,000,000 over the next 12 months, which are classified as current maturities.

In December 2010, the Company entered into a Master Note Purchase Agreement to issue \$25,000,000 of unsecured senior notes due May 2018 and \$75,000,000 of unsecured senior notes due May 2021 (collectively, the “Senior Notes”). The Senior Notes were issued in May 2011. In December 2013, the Company entered into a First Supplement to Master Note Purchase Agreement, under which the Company issued \$100,000,000 of unsecured senior notes due December 2020. In July 2018, the Company entered into a Master Note Purchase Agreement to issue \$350,000,000 of unsecured senior notes due July 2028.

The unsecured revolving loan facility and the Master Note Purchase Agreement contain covenants that require Polaris to maintain certain financial ratios, including minimum interest coverage and maximum leverage ratios. Polaris was in compliance with all such covenants at September 30, 2018.

The debt issuance costs are recognized as a reduction in the carrying value of the related long-term debt in the consolidated balance sheets and are being amortized to interest expense in our consolidated statements of income over the expected remaining terms of the related debt.

A property lease agreement for a manufacturing facility which Polaris began occupying in Opole, Poland commenced in February 2014. The Poland property lease is accounted for as a capital lease.

As a component of the Boat Holdings merger agreement, Polaris has committed to make a series of deferred payments to the former owners following the closing date of the merger through July 2030. The original discounted payable

was for \$76,733,000, all of which is outstanding as of September 30, 2018. The outstanding balance is included in long-term debt.

The Company has a mortgage note payable agreement for land, on which Polaris built the Huntsville, Alabama manufacturing facility in 2016. The original mortgage note payable was for \$14,500,000, of which \$10,875,000 is outstanding as of September 30, 2018. The outstanding balance is included in Notes payable and other. The payment of principal and interest for the note payable is forgivable if the Company satisfies certain job commitments over the term of the

Table of Contents

note. The Company has met the required commitments to date. Forgivable loans related to other Company facilities are also included within notes payable.

## Note 6. Goodwill and Other Intangible Assets

Goodwill and other intangible assets, net of accumulated amortization, at September 30, 2018 and December 31, 2017 are as follows (in thousands):

	September 30, 2018	December 31, 2017
Goodwill	\$637,486	\$433,374
Other intangible assets, net	877,945	347,212
Total goodwill and other intangible assets, net	\$1,515,431	\$780,586

Additions to goodwill and other intangible assets in 2018 relate to the acquisition of Boat Holdings in July 2018. The aggregate purchase price was allocated on a preliminary basis to the assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. Boat Holding's financial results are included in the Company's consolidated results from the date of acquisition. As of September 30, 2018, the purchase price allocation remains preliminary. The pro forma financial results and the preliminary purchase price allocation are included in Note 3.

There were no material additions to goodwill and other intangible assets for the three and nine months ended September 30, 2017.

The changes in the carrying amount of goodwill for the nine months ended September 30, 2018 were as follows (in thousands):

	Nine months ended September 30, 2018
Goodwill, beginning of period	\$433,374
Goodwill from businesses acquired	207,126
Currency translation effect on foreign goodwill balances	(3,014 )
Goodwill, end of period	\$637,486

The components of other intangible assets were as follows (in thousands):

	Total estimated life (years)	September 30, 2018	December 31, 2017
Non-amortizable—indefinite lived:			
Brand names		\$ 440,976	\$ 230,709
Amortizable:			
Non-compete agreements	4	2,370	540
Dealer/customer related	5-20	505,543	169,694
Developed technology	5-7	13,368	22,903
Total amortizable		521,281	193,137
Less: Accumulated amortization		(84,312 )	(76,634 )
Net amortized other intangible assets		436,969	116,503
Total other intangible assets, net		\$ 877,945	\$ 347,212

Amortization expense for intangible assets for the three and nine months ended September 30, 2018 was \$10,403,000 and \$22,586,000, respectively, compared to \$6,344,000 and \$18,792,000 for the comparable prior year periods.

Estimated amortization expense for the remainder of 2018 through 2023 is as follows: 2018 (remainder), \$10,500,000; 2019, \$40,500,000; 2020, \$35,500,000; 2021, \$32,700,000; 2022, \$27,700,000; 2023, \$25,300,000; and after 2023, \$264,800,000. The preceding expected amortization expense is an estimate and actual amounts could differ due to additional intangible asset acquisitions, changes in foreign currency rates or impairment of intangible assets.



Note 7. Shareholders' Equity

During the nine months ended September 30, 2018, Polaris paid \$246,931,000 to repurchase approximately 2,069,000 shares of its common stock. As of September 30, 2018, the Board of Directors has authorized the Company to repurchase up to an additional 4,367,000 shares of Polaris stock. The repurchase of any or all such shares authorized for repurchase will be governed by applicable SEC rules and dependent on management's assessment of market conditions. Polaris paid a regular

Table of Contents

cash dividend of \$0.60 per share on September 17, 2018 to holders of record at the close of business on August 31, 2018. On October 24, 2018, the Polaris Board of Directors declared a regular cash dividend of \$0.60 per share payable on December 17, 2018 to holders of record of such shares at the close of business on December 3, 2018.

Cash dividends declared and paid per common share for the three and nine months ended September 30, 2018 and 2017, were as follows:

	Three months ended September 30, 2018		Nine months ended September 30, 2017	
Cash dividends declared and paid per common share	\$0.60	\$0.58	\$1.80	\$1.74

Net income per share

Basic income per share is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding during each period, including shares earned under the Deferred Compensation Plan for Directors (“Director Plan”) and the ESOP and deferred stock units under the 2007 Omnibus Incentive Plan (“Omnibus Plan”). Diluted income per share is computed under the treasury stock method and is calculated to compute the dilutive effect of outstanding stock options and certain shares issued under the Omnibus Plan. A reconciliation of these amounts is as follows (in thousands):

	Three months ended September 30, 2018		Nine months ended September 30, 2017	
Weighted average number of common shares outstanding	61,927	62,398	62,630	62,637
Director Plan and deferred stock units	181	161	175	154
ESOP	99	87	89	99
Common shares outstanding—basic	62,207	62,646	62,894	62,890
Dilutive effect of Omnibus Plan	1,339	1,239	1,656	1,052
Common and potential common shares outstanding—diluted	63,546	63,885	64,550	63,942

During the three and nine months ended September 30, 2018, the number of options that were not included in the computation of diluted income per share because the option exercise price was greater than the market price, and therefore, the effect would have been anti-dilutive, were 1,785,000 and 1,713,000, respectively, compared to 2,892,000 and 2,816,000 for the same periods in 2017.

Accumulated other comprehensive loss

Changes in the accumulated other comprehensive loss balance are as follows (in thousands):

	Foreign Currency Items	Cash Flow Hedging	Retirement Plan Activity	Accumulated Other Comprehensive Loss
Balance as of December 31, 2017	\$(42,442)	\$ (34 )	\$(3,153 )	\$(45,629 )
Reclassification to the statement of income	—	(7,141 )	196	(6,945 )
Change in fair value	(12,099 )	10,139	—	(1,960 )
Balance as of September 30, 2018	\$(54,541)	\$ 2,964	\$(2,957 )	\$(54,534 )

Table of Contents

The table below provides data about the amount of gains and losses, net of tax, reclassified from accumulated other comprehensive loss into the statements of income for cash flow derivatives designated as hedging instruments for the three and nine months ended September 30, 2018 and 2017 (in thousands):

Derivatives in Cash Flow Hedging Relationships	Location of (Gain) Loss Reclassified from Accumulated Other Comprehensive Loss into Income	Three months ended		Nine months ended September 30,	
		September 30, 2018	2017	2018	2017
Foreign currency contracts	Other expense, net	\$4,587	\$(174)	\$6,681	\$2,433
Foreign currency contracts	Cost of sales	(62)	258	460	(178)
Retirement benefit plan activity	Operating expenses	(66)	—	(196)	—
Total		\$4,459	\$84	\$6,945	\$2,255

The net amount of the existing gains or losses at September 30, 2018 that is expected to be reclassified into the statements of income within the next 12 months is not expected to be material. See Note 11 for further information regarding Polaris' derivative activities.

#### Note 8. Financial Services Arrangements

Polaris Acceptance, a joint venture between Polaris and Wells Fargo Commercial Distribution Finance, a direct subsidiary of Wells Fargo Bank, N.A. ("Wells Fargo"), which is supported by a partnership agreement between their respective wholly owned subsidiaries, finances substantially all of Polaris' United States sales whereby Polaris receives payment within a few days of shipment of the product.

Polaris' subsidiary has a 50 percent equity interest in Polaris Acceptance. Polaris Acceptance sells a majority of its receivable portfolio to a securitization facility (the "Securitization Facility") arranged by Wells Fargo. The sale of receivables from Polaris Acceptance to the Securitization Facility is accounted for in Polaris Acceptance's financial statements as a "true-sale" under Accounting Standards Codification ("ASC") Topic 860. Polaris' allocable share of the income of Polaris Acceptance has been included as a component of income from financial services in the accompanying consolidated statements of income. The partnership agreement is effective through February 2022. Polaris' total investment in Polaris Acceptance of \$88,790,000 at September 30, 2018 is accounted for under the equity method, and is recorded in investment in finance affiliate in the accompanying consolidated balance sheets. At September 30, 2018, the outstanding amount of net receivables financed for dealers under this arrangement was \$1,237,689,000, which included \$566,102,000 in the Polaris Acceptance portfolio and \$671,587,000 of receivables within the Securitization Facility ("Securitized Receivables").

Polaris has agreed to repurchase products repossessed by Polaris Acceptance up to an annual maximum of 15 percent of the aggregate average month-end outstanding Polaris Acceptance receivables and Securitized Receivables during the prior calendar year. For calendar year 2018, the potential 15 percent aggregate repurchase obligation is approximately \$164,969,000. Polaris' financial exposure under this arrangement is limited to the difference between the amounts unpaid by the dealer with respect to the repossessed product plus costs of repossession and the amount received on the resale of the repossessed product. No material losses have been incurred under this agreement during the periods presented.

Polaris has agreements with Performance Finance, Sheffield Financial and Synchrony Bank, under which these financial institutions provide financing to end consumers of Polaris products. Polaris' income generated from these agreements has been included as a component of income from financial services in the accompanying consolidated statements of income.

Polaris also administers and provides extended service contracts to consumers and certain insurance contracts to dealers and consumers through various third-party suppliers. Polaris finances its self-insured risks related to extended service contracts, but does not retain any insurance or financial risk under any of the other arrangements. Polaris' service fee income generated from these arrangements has been included as a component of income from financial

services in the accompanying consolidated statements of income.

Note 9. Investment in Other Affiliates

The Company has certain investments in nonmarketable securities of strategic companies. As of December 31, 2017, the Company's investment in Eicher-Polaris Private Limited (EPPL) represented the majority of these investments and is recorded as a component of other long-term assets in the accompanying consolidated balance sheets.

17

---

Table of Contents

EPPL is a joint venture established in 2012 with Eicher Motors Limited (“Eicher”). Polaris and Eicher each control 50 percent of the joint venture, which is intended to design, develop and manufacture a full range of new vehicles for India and other emerging markets. The investment in EPPL is accounted for under the equity method, with Polaris’ proportionate share of income or loss recorded within the consolidated financial statements on a one month lag due to financial information not being available timely.

During the first quarter of 2018, the Board of Directors of EPPL approved a shut down of the operations of the EPPL joint venture. As a result of the expected closure, the Company fully impaired its investment in EPPL by recognizing an impairment charge of \$18,733,000 within Equity in loss of other affiliates in the consolidated statement of income. The Company has recognized \$0 and \$23,447,000 of costs, including impairment, associated with the wind-down of EPPL for the three and nine months ended September 30, 2018, respectively.

As of September 30, 2018 and December 31, 2017, the carrying value of the Company’s investment in EPPL was \$0 and \$18,616,000, respectively.

Polaris will impair or write off an investment and recognize a loss if and when events or circumstances indicate there is impairment in the investment that is other-than-temporary. When necessary, Polaris evaluates investments in nonmarketable securities for impairment, utilizing Level 3 fair value inputs. As a result of the Victory® Motorcycles wind down, the Company recognized an impairment of substantially all of its cost-method investment in Brammo, Inc. in the first quarter of 2017. See Note 13 for additional discussion related to charges incurred related to the Victory Motorcycles wind down.

In October 2017, an agreement was signed to sell the assets of Brammo, Inc. to a third party. The sale was completed in the fourth quarter of 2017, and as a result of the sale, Polaris recognized a gain, which is included in Other expense (income), net on the 2017 consolidated statements of income. During the first quarter of 2018, Polaris received additional distributions from Brammo and recognized a gain of \$13,478,000, which is included in Other expense (income) on the consolidated statements of income.

Note 10. Commitments and Contingencies

Polaris is subject to product liability claims in the normal course of business. The Company carries excess insurance coverage for catastrophic product liability claims. Polaris self-insures product liability claims before the policy date and up to the purchased catastrophic insurance coverage after the policy date. The estimated costs resulting from any losses are charged to operating expenses when it is probable a loss has been incurred and the amount of the loss is reasonably estimable. The Company utilizes historical trends and actuarial analysis tools, along with an analysis of current claims, to assist in determining the appropriate loss reserve levels. At September 30, 2018, the Company had an accrual of \$55,320,000 for the probable payment of pending claims related to continuing product liability litigation associated with Polaris products. This accrual is included as a component of other accrued expenses in the accompanying consolidated balance sheets.

Polaris is also a defendant in lawsuits and subject to other claims arising in the normal course of business, including matters related to intellectual property, commercial matters, product liability claims, and putative class action lawsuits. As of September 30, 2018, the Company is party to two putative class actions pending against Polaris in the United States, alleging that certain Polaris products caused personal injury, economic losses, and other damages resulting from unresolved fire hazards and excessive heat hazards. The Company is unable to provide an evaluation of the likelihood that a loss will be incurred or an estimate of the range of possible loss.

In the opinion of management, it is unlikely that any legal proceedings pending against or involving Polaris will have a material adverse effect on Polaris’ financial position, results of operations, or cash flows. However, in many of these matters, it is inherently difficult to determine whether a loss is probable or reasonably possible or to estimate the size or range of the possible loss given the variety and potential outcomes of actual and potential claims, the uncertainty of future rulings, the behavior or incentives of adverse parties, and other factors outside of the control of the Company. Accordingly, the Company’s loss reserve may change from time to time, and actual losses could exceed the amounts accrued by an amount that could be material to our consolidated financial position, results of operations, or cash flows in any particular reporting period.

In the normal course of business, the Company's products are subject to extensive laws and regulations relating to safety, environmental and other regulations promulgated by the United States federal government and individual states, as well as international regulatory authorities. Failure to comply with applicable regulations could result in fines, penalties or other costs.

Table of Contents

## Note 11. Derivative Instruments and Hedging Activities

The Company is exposed to certain risks relating to its ongoing business operations. From time to time, the primary risks managed by using derivative instruments are foreign currency risk, interest rate risk and commodity price fluctuations. Derivative contracts on various currencies are entered into in order to manage foreign currency exposures associated with certain product sourcing activities and intercompany cash flows. Interest rate swaps are occasionally entered into in order to maintain a balanced risk of fixed and floating interest rates associated with the Company's long-term debt. Commodity hedging contracts are occasionally entered into in order to manage fluctuating market prices of certain purchased commodities and raw materials that are integrated into the Company's end products. The Company's foreign currency management objective is to mitigate the potential impact of currency fluctuations on the value of its U.S. dollar cash flows and to reduce the variability of certain cash flows at the subsidiary level. The Company actively manages certain forecasted foreign currency exposures and uses a centralized currency management operation to take advantage of potential opportunities to naturally offset foreign currency exposures against each other. The decision of whether and when to execute derivative instruments, along with the duration of the instrument, can vary from period to period depending on market conditions, the relative costs of the instruments and capacity to hedge. The duration is linked to the timing of the underlying exposure, with the connection between the two being regularly monitored. Polaris does not use any financial contracts for trading purposes.

At September 30, 2018, Polaris had the following open foreign currency contracts (in thousands):

Foreign Currency	Notional Amounts (in U.S. Dollars)	Net Unrealized Gain
Australian Dollar	\$ 7,350	\$ 577
Canadian Dollar	104,486	1,451
Mexican Peso	20,023	982
Total	\$ 131,859	\$ 3,010

These contracts, with maturities through September 2019, met the criteria for cash flow hedges, and are recorded in other current assets or other current liabilities on the consolidated balance sheet. The unrealized gains or losses, after tax, are recorded as a component of accumulated other comprehensive loss in shareholders' equity.

During the third quarter of 2018, the Company entered into interest rate swap transactions to hedge the variable interest rate payments for the Term Loan Facility. In connection with this transaction, the Company will pay interest based upon a fixed rate and receive variable rate interest payments based on the one-month LIBOR.

At September 30, 2018, Polaris had the following open interest rate swap contracts (in thousands):

Effective Date	Termination Date	Notional Amounts	Net Unrealized Gain (Loss)
May 2, 2018	May 4, 2021	\$ 25,000	\$ 682
September 28, 2018	September 30, 2019	250,000	(65 )
September 30, 2019	September 30, 2023	150,000	162
Total		\$ 425,000	\$ 779

These contracts, with maturities through September 2023, met the criteria for cash flow hedges, and are recorded in other current assets or other current liabilities on the consolidated balance sheet. The unrealized gains or losses, after tax, are recorded as a component of accumulated other comprehensive loss in shareholders' equity.

Table of Contents

The table below summarizes the carrying values of derivative instruments as of September 30, 2018 and December 31, 2017 (in thousands):

	Carrying Values of Derivative Instruments as of September 30, 2018		
	Fair Value— Assets	Fair Value— (Liabilities)	Derivative Net Carrying Value
Derivatives designated as hedging instruments			
Foreign exchange contracts <sup>(1)</sup>	\$ 3,010	\$ —	\$ 3,010
Interest rate contracts <sup>(1)</sup>	779	—	779
Total derivatives designated as hedging instruments	\$ 3,789	\$ —	\$ 3,789
Total derivatives	\$ 3,789	\$ —	\$ 3,789
	Carrying Values of Derivative Instruments as of December 31, 2017		
	Fair Value— Assets	Fair Value— (Liabilities)	Derivative Net Carrying Value
Derivatives designated as hedging instruments			
Foreign exchange contracts <sup>(1)</sup>	\$ 621	\$ (1,047 )	\$ (426 )
Total derivatives designated as hedging instruments	\$ 621	\$ (1,047 )	\$ (426 )
Total derivatives	\$ 621	\$ (1,047 )	\$ (426 )

(1) Assets are included in prepaid expenses and other and liabilities are included in other accrued expenses on the accompanying consolidated balance sheets.

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive loss and reclassified into the statements of income in the same period or periods during which the hedged transaction affects the statements of income. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in the current statement of income.

The amount of gains (losses), net of tax, related to the effective portion of derivative instruments designated as cash flow hedges included in accumulated other comprehensive income (loss) for the three and nine months ended September 30, 2018 were \$(2,111,000) and \$2,998,000, respectively, compared to \$(167,000) and \$(1,208,000) for the same respective periods in 2017.

See Note 7 for information about the amount of gains and losses, net of tax, reclassified from accumulated other comprehensive loss into the statements of income for derivative instruments designated as hedging instruments. The ineffective portion of foreign currency contracts was not material for the three and nine month period ended September 30, 2018.

#### Note 12. Segment Reporting

The Company's reportable segments are based on the Company's method of internal reporting, which generally segregates the operating segments by product line, inclusive of wholegoods and PG&A. The internal reporting of these operating segments is defined based, in part, on the reporting and review process used by the Company's Chief Executive Officer. The Company has six operating segments: 1) ORV, 2) Snowmobiles, 3) Motorcycles, 4) Global Adjacent Markets, 5) Aftermarket, and 6) Boats, and five reportable segments: 1) ORV/Snowmobiles, 2) Motorcycles, 3) Global Adjacent Markets, 4) Aftermarket, and 5) Boats.

Through June 30, 2018, the Company reported under four segments for segment reporting. However, during the third quarter ended September 30, 2018, as a result of the Boat Holdings acquisition, the Company established a new reporting segment, Boats, which includes only the results of Boat Holdings. As such, the comparative 2017 results were not required to be reclassified as the new reporting segment structure did not impact historical segments.

The ORV/Snowmobiles segment includes the aggregated results of our ORV and Snowmobiles operating segments. The Motorcycles, Global Adjacent Markets, Aftermarket, and Boats segments include the results for those respective operating segments. The Corporate amounts include costs that are not allocated to individual segments, which include



incentive-based compensation and other unallocated manufacturing costs. Additionally, given the commonality of customers, manufacturing and asset management, the Company does not maintain separate balance sheets for each segment. Accordingly, the segment information presented below is limited to sales and gross profit data (in thousands):

20

---

Table of Contents

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Sales				
ORV/Snowmobiles	\$1,035,554	\$1,007,392	\$2,858,959	\$2,577,003
Motorcycles	155,316	155,059	458,285	473,345
Global Adjacent Markets	96,251	91,575	322,996	280,152
Aftermarket	229,973	224,700	676,859	666,928
Boats	134,321	—	134,321	—
Total sales	\$1,651,415	\$1,478,726	\$4,451,420	\$3,997,428
Gross profit				
ORV/Snowmobiles	\$290,631	\$296,904	\$831,413	\$776,013
Motorcycles	19,577	10,354	60,817	11,589
Global Adjacent Markets	24,155	15,983	83,520	65,297
Aftermarket	66,092	63,239	182,291	164,721
Boats	20,253	—	20,253	—
Corporate	(19,438 )	(22,518 )	(68,367 )	(60,781 )
Total gross profit	\$401,270	\$363,962	\$1,109,927	\$956,839

## Note 13. Victory Motorcycles Wind Down

In January 2017, the Company's Board of Directors approved a strategic plan to wind down the Victory Motorcycles brand. The Company began wind down activities during the first quarter of 2017. As a result of the activities, the Company recognized total pretax charges of \$1,281,000 and \$3,911,000 for the three and nine month periods ended September 30, 2018, respectively, compared to \$2,666,000 and \$59,131,000 for the same respective periods in 2017, that are within the scope of ASC 420, Exit or Disposal Cost Obligations (ASC 420). These totals exclude the negative pretax impact of \$233,000 and positive pretax impact of \$2,154,000 incurred for other wind-down activities for the three and nine month periods ended September 30, 2018, respectively, and the negative pretax impact of \$6,143,000 and \$18,109,000 incurred for other wind-down activities for the three and nine month periods ended September 30, 2017, respectively. The Company estimates that the total impact of wind down activities in 2018 will be \$5,000,000, inclusive of promotional activity. Substantially all costs related to wind down activities are expected to be recognized by the end of 2018.

As a result of the wind down activities, the Company has incurred expenses within the scope of ASC 420 consisting of dealer termination, supplier termination, dealer litigation, employee separation, asset impairment charges, including the impairment of a cost method investment, inventory write-down charges and other costs. The wind down expenses have been included as components of cost of sales, selling and marketing expenses, general and administrative expenses or other expense (income), net, in the consolidated statements of income. Charges related to the wind down plan for the three and nine months ended September 30, 2018 and 2017 within the scope of ASC 420 were as follows (in thousands):

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Contract termination charges	\$1,149	\$1,501	\$2,866	\$19,196
Asset impairment charges	—	—	—	18,760
Inventory charges	—	—	—	12,680
Other costs	132	1,165	1,045	8,495
Total	\$1,281	\$2,666	\$3,911	\$59,131

Total reserves related to the Victory Motorcycles wind down activities are \$3,029,000 as of September 30, 2018. These reserves are included in other accrued expenses and inventory in the consolidated balance sheets. Changes to the reserves during the nine months ended September 30, 2018 were as follows (in thousands):

21

---

Table of Contents

	Contract termination charges	Inventory charges	Other costs	Total
Reserves balance as of December 31, 2017	\$ 3,187	\$ 777	\$ 1,681	\$ 5,645
Expenses	2,866	—	1,045	3,911
Cash payments / scrapped inventory	(4,907 )	(85 )	(1,535 )	(6,527 )
Reserves balance as of September 30, 2018	\$ 1,146	\$ 692	\$ 1,191	\$ 3,029

## Item 2 – MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Overview

The following discussion pertains to the results of operations and financial position of Polaris Industries Inc., a Minnesota corporation, for the three and nine month periods ended September 30, 2018 compared to the three and nine month periods ended September 30, 2017. The terms “Polaris,” the “Company,” “we,” “us,” and “our” as used herein refer to the business and operations of Polaris Industries Inc., its subsidiaries and its predecessors, which began doing business in 1954. We design, engineer and manufacture powersports vehicles, which include Off-Road Vehicles (ORV), including all-terrain vehicles (ATV) and side-by-side vehicles; motorcycles; Global Adjacent Markets vehicles, including Commercial, Government, and Defense vehicles; boats; and related Parts, Garments and Accessories (PG&A), as well as Aftermarket accessories and apparel. Due to the seasonality of certain products and to certain changes in production and shipping cycles, results of such periods are not necessarily indicative of the results to be expected for the complete year.

We reported net income of \$95.5 million, or \$1.50 per diluted share, compared to 2017 third quarter net income of \$81.9 million, or \$1.28 per diluted share. Third quarter sales totaled \$1,651.4 million, an increase of 12 percent from last year’s third quarter sales of \$1,478.7 million. The sales increase was driven primarily by the acquisition of Boat Holdings and strong ORV sales. Our unit retail sales to consumers in North America increased one percent in the third quarter of 2018, primarily driven by increased retail demand for side-by-sides. Our third quarter sales to North American customers increased 12 percent, driven by Boats and growth in ORV. Our sales to customers outside of North America increased 10 percent, primarily driven by strong sales in Snowmobiles and motorcycles, partially offset by foreign exchange movements.

Our gross profit of \$401.3 million increased 10 percent from \$364.0 million in the comparable prior year third quarter. The increase in gross profit dollars during the quarter was primarily driven by increased sales, primarily related to the Boat Holdings acquisition. The slight decrease in gross profit margins was driven by the impact of commodity, freight and tariff cost pressure, partially offset by lower promotional costs. Additionally, quarter gross profit was affected negatively as a result of \$5.4 million and \$13.8 million of wind-down, realignment and supply chain transformation costs, in 2018 and 2017, respectively. Our liquidity remained adequate with \$183.4 million of cash on hand and \$625.8 million of availability on the revolving loan facility at September 30, 2018.

As a result of our decision to wind down the Victory Motorcycles brand, total non-recurring wind down activities had a negative pretax impact of \$1.5 million and \$1.8 million for the three and nine month periods ended September 30, 2018, respectively. Total wind down activities had a negative pretax impact of \$8.8 million and \$77.2 million for the three and nine month periods ended September 30, 2017, respectively. We estimate the total pre-tax impact of non-recurring wind down activities in 2018 to be approximately \$5.0 million. Substantially all costs related to wind down activities are expected to be recognized by the end of 2018.

During the third quarter, the Company completed the acquisition of Boat Holdings, LLC, headquartered in Elkhart, Indiana. The transaction was structured as an acquisition of 100% of the outstanding equity interests in Boat Holdings for aggregate consideration of \$806.7 million, subject to customary adjustments based on, among other things, the amount of cash, debt and working capital in the business of Boat Holdings at the closing date. A portion of the aggregate consideration equal to \$100.0 million will be paid in the form of a series of deferred annual payments over 12 years following the closing date. The Company funded the purchase price for the acquisition by amending, extending, and up-sizing the Credit Facility and with the proceeds of the issuance of 4.23% Senior Notes, Series 2018,

due July 3, 2028.

22

---

Table of Contents

## Results of Operations

Unless otherwise noted, all “quarter” comparisons are from the third quarter 2018 to the third quarter 2017, and all “year-to-date” comparisons are from the nine month period ended September 30, 2018 to the nine month period ended September 30, 2017.

## Sales:

Quarter sales were \$1,651.4 million, a 12 percent increase from \$1,478.7 million of quarter sales in the prior year. Year to date sales were \$4,451.4 million, an 11 percent increase from \$3,997.4 million of sales in the comparable prior year period. The consolidated statements of income for both the three and nine months ended September 30, 2018 include \$134.3 million of net sales related to Boat Holdings. The following table is an analysis of the percentage change in total Company sales:

	Percent change in total Company sales compared to corresponding period of the prior year			
	Three months ended September 30, 2018		Nine months ended September 30, 2018	
Volume	3	%	6	%
Product mix and price	1		1	
Acquisitions	9		3	
Currency	(1	)	1	
	12	%	11	%

The volume increase is primarily driven by strong ORV and Global Adjacent Market sales.

Our sales by reporting segment, which includes the respective PG&A, were as follows:

(\$ in millions)	Three months ended September 30,					Nine months ended September 30,					Percent Change 2018 vs. 2017
	2018	Percent of Total Sales	2017	Percent of Total Sales	Percent Change 2018 vs. 2017	2018	Percent of Total Sales	2017	Percent of Total Sales	Percent Change 2018 vs. 2017	
ORV/Snowmobiles	\$1,035.5	63 %	\$1,007.4	68 %	3 %	\$2,858.9	64 %	\$2,577.0	64 %	11 %	
Motorcycles	155.3	9 %	155.1	11 %	0 %	458.3	10 %	473.3	12 %	(3 %) %	
Global Adjacent Markets	96.3	6 %	91.5	6 %	5 %	323.0	7 %	280.2	7 %	15 %	
Aftermarket	230.0	14 %	224.7	15 %	2 %	676.9	16 %	666.9	17 %	1 %	
Boats	134.3	8 %	0.0	0 %	100 %	134.3	3 %	0.0	0 %	100 %	
Total sales	\$1,651.4	100 %	\$1,478.7	100 %	12 %	\$4,451.4	100 %	\$3,997.4	100 %	11 %	

## ORV/Snowmobiles

ORVs: Quarter and year-to-date sales, including PG&A, increased 12 and 15 percent, respectively, primarily due to strong RANGER®, RZR®, and ATV shipments. Sales outside North America increased five percent in the quarter, primarily due to increased side-by-side shipments. The quarter average per unit sales price increased five percent compared to the prior year.

Our North American ORV quarter unit retail sales to consumers increased low-single digit percent compared to the 2017 third quarter, with consumer purchases of side-by-side vehicles, which include RANGER, RZR, and Polaris GENERAL™ increasing low-single digit percent, and ATVs decreasing low-single digit percent over the prior year. The Company estimates that North American industry ORV retail sales were up low-single digit percent from the third quarter of 2017. Polaris’ North American dealer unit inventory was up mid-teens percent compared to the third quarter of 2017 and we believe are now at more normalized levels.

Snowmobiles: Quarter and year-to-date sales, including PG&A, were \$80.4 million and \$125.7 million, respectively, compared to \$156.5 million and \$199.3 million for the comparable prior year period. The changes are due to the timing of shipments of pre-season snowmobile orders year-over-year.

Motorcycles

Quarter sales, including PG&A, were flat compared to the prior year, while year-to-date sales were down three percent compared to the prior year due to a weak motorcycle industry. The quarter average per unit sales price decreased four percent, excluding Victory Motorcycles, driven by a shift in sales mix towards more mid-sized motorcycles.

Table of Contents

North American consumer retail sales for Indian Motorcycle and Slingshot decreased high-single digits percent for the quarter. Indian Motorcycle retail sales increased low-single digit percent, in spite of an overall weak N.A. motorcycle market. Slingshot retail sales were down high-twenties percent during the quarter. Motorcycle industry retail sales, 900cc and above, decreased low-teens percent in the quarter. Indian Motorcycle gained market share for the 2018 third quarter on a year-over-year basis. North American Polaris dealer inventory was flat in the quarter compared to the same period last year.

## Global Adjacent Markets

Quarter and year-to-date sales increased due primarily to strong Commercial, Government, Defense, and Polaris Adventures sales.

## Aftermarket

Quarter and year-to-date sales, which include Transamerican Auto Parts (TAP), along with our other aftermarket brands of Klim, Kolpin, ProArmor, Trail Tech and 509, increased two and one percent, respectively. The growth was primarily driven by the aftermarket brands strong pre-season snow orders. TAP sales in the third quarter were down slightly, and impacted by delayed accessory development work and weakness in business-to-business sales in the South and Southwest United States.

## Boats

Segment sales, which relate to the Boat Holdings acquisition which closed on July 2, 2018, were \$134.3 million in the third quarter.

## Sales by Geography

Sales by geographic region were as follows:

(\$ in millions)	Three months ended September 30,					Nine months ended September 30,				
	2018	Percent of Total Sales	2017	Percent of Total Sales	Percent Change 2018 vs. 2017	2018	Percent of Total Sales	2017	Percent of Total Sales	Percent Change 2018 vs. 2017
United States	\$1,383.7	84 %	\$1,202.0	81 %	15 %	\$3,588.4	81 %	\$3,217.2	80 %	12 %
Canada	95.7	6 %	120.0	8 %	(20) %	275.6	6 %	266.1	7 %	4 %
Other foreign countries	172.0	10 %	156.7	11 %	10 %	587.4	13 %	514.1	13 %	14 %
Total sales	\$1,651.4	100 %	\$1,478.7	100 %	12 %	\$4,451.4	100 %	\$3,997.4	100 %	11 %

United States: Quarter and year-to-date sales in the U.S. increased primarily due to increased ORV shipments and the addition of Boat Holdings.

Canada: Quarter sales in Canada decreased primarily due to the timing of shipments of pre-season snowmobile orders year-over-year, while year-to-date sales in Canada increased due to increased ORV shipments. Currency rate movements had an unfavorable impact of four percent on quarter sales and a favorable impact of one percent on year-to-date sales.

Other foreign countries: Quarter and year-to-date sales in other foreign countries increased due to increased shipments of all segments. Currency rate movements had an unfavorable impact of three percent on quarter sales and a favorable impact of four percent on year-to-date sales.



Table of Contents

## Cost of Sales:

(\$ in millions)	Three months ended September 30,				Nine months ended September 30,			
	2018	Percent of Total Cost of Sales	2017	Percent of Total Cost of Sales	2018	Percent of Total Cost of Sales	2017	Percent of Total Cost of Sales
Purchased materials and services	\$1,078.9	86 %	\$954.7	86 %	\$2,894.7	87 %	\$2,610.9	86 %
Labor and benefits	96.0	8 %	79.5	7 %	267.1	8 %	220.7	7 %
Depreciation and amortization	37.5	3 %	38.6	3 %	99.8	3 %	105.1	4 %
Warranty costs	37.7	3 %	42.0	4 %	79.9	2 %	103.9	3 %
Total cost of sales	\$1,250.1	100 %	\$1,114.8	100 %	\$3,341.5	100 %	\$3,040.6	100 %
Percentage of sales	75.7 %		75.4 %		75.1 %		76.1 %	

The increase in quarter and year-to-date cost of sales dollars resulted primarily from purchased materials and services related to higher sales volumes, as well as the Boat Holdings acquisition during the third quarter of 2018, which contributed \$114.1 million in cost of sales.

## Gross Profit:

(\$ in millions)	Three months ended September 30,				Nine months ended September 30,			
	2018	Percent of Sales	2017	Percent of Sales	2018	Percent of Sales	2017	Percent of Sales
ORV/Snowmobiles	\$290.6	28.1 %	\$296.9	29.5 %	\$831.4	29.1 %	\$776.0	30.1 %
Motorcycles	19.6	12.6 %	10.4	6.7 %	60.8	13.3 %	11.6	2.4 %
Global Adjacent Markets	24.2	25.1 %	16.0	17.5 %	83.5	25.9 %	65.3	23.3 %
Aftermarket	66.1	28.7 %	63.2	28.1 %	182.3	26.9 %	164.7	24.7 %
Boats	20.3	15.1 %	—	— %	20.3	15.1 %	—	— %
Corporate	(19.5 )		(22.5 )		(68.4 )		(60.8 )	
Total gross profit dollars	\$401.3		\$364.0	10 %	\$1,109.9		\$956.8	16 %
Percentage of sales	24.3 %		24.6 %		24.9 %		23.9 %	

NM = not meaningful

Consolidated. Our quarter gross profit of \$401.3 million increased 10 percent from \$364.0 million in the comparable prior year period, and our year-to-date gross profit of \$1,109.9 million increased 16% from \$956.8 million in the comparable prior year period. Third quarter 2018 gross profit was affected negatively as a result of \$1.2 million of Victory Motorcycles wind-down costs, the negative impact of \$3.1 million of inventory step-up adjustments related to the Boat Holdings acquisition, and \$4.1 million of restructuring and realignment costs, while 2017 was impacted negatively by \$7.6 million of Victory Motorcycle wind down costs and \$6.2 million of restructuring and realignment costs. Year-to-date 2018 gross profit was affected negatively as a result of \$3.1 million of Boat Holdings acquisition-related costs and \$16.0 million of restructuring and realignment costs, while 2017 was impacted negatively by \$55.0 million of Victory Motorcycle wind down costs, \$13.0 million of acquisition-related costs, and \$10.5 million of restructuring and realignment costs. Gross profit margins for both periods were also negatively affected by mix and the impact of tariff, commodity and freight cost pressure during the quarter, partially offset by lower warranty and promotional costs. We expect commodity price increases, higher freight costs, and additional

tariffs to continue throughout the remainder of 2018 and adversely affect our gross profit.

ORV/Snowmobiles. Gross profit, as a percentage of sales, decreased slightly for the quarter and year-to-date periods, primarily due to unfavorable product mix, higher commodity costs and freight pressures, partially offset by lower warranty expense.

Motorcycles. Gross profit, as a percentage of sales, increased for the quarter and year-to-date periods, primarily due to lower costs associated with the wind down of Victory Motorcycles, partially offset by negative mix.

Global Adjacent Markets. Gross profit, as a percentage of sales, increased for the quarter and year-to-date, primarily due to sales mix and due to \$6.2 million and \$10.5 million of manufacturing network realignment costs incurred in the 2017 comparable periods.

Table of Contents

Aftermarket. Gross profit, as a percentage of sales, increased for the quarter, primarily due to product mix. Gross profit, as a percentage of sales, increased year-to-date primarily due to the negative impact of \$13.0 million of inventory step-up adjustments related to the TAP acquisition included in the prior year comparable period.

Boats. Segment gross profit, which relates to the Boat Holdings acquisition which closed on July 2, 2018, was \$20.3 million in the third quarter, which includes the negative impact of \$3.1 million of inventory step-up adjustment adjustments.

## Operating Expenses:

(\$ in millions)	Three months ended September 30,			Nine months ended September 30,			
	2018	2017	Change 2018 vs. 2017	2018	2017	Change 2018 vs. 2017	
Selling and marketing	\$ 128.9	\$ 122.7	5	% \$ 369.5	\$ 355.5	4	%
Research and development	64.2	63.1	2	% 197.7	175.9	12	%
General and administrative	90.6	79.4	14	% 262.2	246.0	7	%
Total operating expenses	\$ 283.7	\$ 265.2	7	% \$ 829.4	\$ 777.4	7	%
Percentage of sales	17.2	% 17.9	% -75 basis points	18.6	% 19.4	% -81 basis points	

Operating expenses, in absolute dollars, for the quarter and year-to-date periods increased primarily due to the Boat Holdings acquisition completed during the third quarter and investments in strategic projects. Operating expenses, as a percentage of sales, for the year-to-date period decreased primarily due to realized efficiencies in selling, marketing, and general and administrative spend along with the addition of Boat Holdings which inherently has a lower operating expense to sales ratio.

## Income from Financial Services:

(\$ in millions)	Three months ended September 30,			Nine months ended September 30,			
	2018	2017	Change 2018 vs. 2017	2018	2017	Change 2018 vs. 2017	
Income from financial services	\$ 21.3	\$ 18.1	18	% \$ 64.1	\$ 57.7	11	%
Percentage of sales	1.3	% 1.2	% +7 basis points	1.4	% 1.4	% 0 basis points	

The increase for the quarter and year-to-date in income from financial services is due to improved retail financing penetration rates and higher income from Polaris Acceptance due to slightly higher dealer inventory levels. Further discussion can be found in the "Liquidity and Capital Resources" section below.

## Remainder of the Statement of Income:

(\$ in millions, except per share data)	Three months ended September 30,			Nine months ended September 30,				
	2018	2017	Change 2018 vs. 2017	2018	2017	Change 2018 vs. 2017		
Interest expense	\$ 19.8	\$ 8.5	133	% \$ 37.1	\$ 24.4	52	%	
Equity in loss of other affiliates	\$ 0.1	\$ 1.6	(94)	)%	\$ 25.6	\$ 4.8	NM	
Other expense (income), net	\$(4.1 )	\$(2.4 )	74	%	\$(27.7 )	\$ 7.1	NM	
Income before taxes	\$ 123.1	\$ 109.2	13	%	\$ 309.6	\$ 200.8	54	%
Provision for income taxes	\$ 27.5	\$ 27.3	1	%	\$ 65.8	\$ 59.8	10	%
Percentage of income before taxes	22.4	% 25.0	% NM		21.3	% 29.8	% NM	
Net income	\$ 95.5	\$ 81.9	17	%	\$ 243.8	\$ 141.0	73	%
Diluted net income per share:	\$ 1.50	\$ 1.28	17	%	\$ 3.78	\$ 2.21	71	%
Weighted average diluted shares outstanding	63.5	63.9	(1)	)%	64.6	63.9	1	%

NM = not meaningful

Interest expense: Quarter and year-to-date interest expense increased primarily due to increased debt levels to finance the Boat Holdings acquisition.

Equity in loss of other affiliates: As a result of the decision by the Eicher-Polaris Private Limited (EPPL) Board of Directors to shut down the operations of the EPPL joint venture, we impaired our investment in EPPL and incurred

additional wind-down related costs in 2018. The impairment and wind-down costs resulted in a year-to-date increase in Equity in loss of other

26

---

Table of Contents

affiliates. Additional costs associated with the wind down of the joint venture, if any, are expected to be immaterial for the remainder of 2018.

Other expense (income), net: The quarter and year-to-date change primarily relates to foreign currency exchange rate movements and the corresponding effects on foreign currency transactions and balance sheet positions related to our foreign subsidiaries from period to period. The year-to-date change also includes a \$13.5 million gain on our investment in Brammo Inc. in 2018.

Provision for income taxes: The decrease in the effective income tax rates from the prior year periods is primarily due to the reduction in the federal statutory tax rate to 21% as a result of U.S. Tax Reform offset by lower excess tax benefits related to share-based compensation.

Weighted average shares outstanding: Over the time period within and between the comparable periods, weighted average shares outstanding decreased by one percent in the quarter due to share repurchases, and increased one percent year-to-date due to the dilutive effects of stock issuances under employee compensation plans.

**Cash Dividends:**

We paid a regular cash dividend of \$0.60 per share on September 17, 2018 to holders of record at the close of business on August 31, 2018. On October 24, 2018, the Polaris Board of Directors declared a regular cash dividend of \$0.60 per share

payable on December 17, 2018 to holders of record of such shares at the close of business on December 3, 2018.

**Liquidity and Capital Resources**

Our primary sources of funds have been cash provided by operating and financing activities. Our primary uses of funds have been for acquisitions, repurchase and retirement of common stock, capital investment, new product development and cash dividends to shareholders.

We believe that existing cash balances and cash flow to be generated from operating activities and borrowing capacity under the credit facility arrangement will be sufficient to fund operations, new product development, cash dividends, share repurchases and capital requirements for the foreseeable future. At this time, management is not aware of any factors that would have a material adverse impact on cash flow.

**Cash Flows**

The following table summarizes the cash flows from operating, investing and financing activities:

(\$ in millions)	Nine months ended		
	September 30, 2018	2017	Change
Total cash provided by (used for):			
Operating activities	\$354.1	\$497.1	\$(143.0)
Investing activities	(858.1)	(88.9)	(769.2)
Financing activities	562.5	(410.2)	972.7
Impact of currency exchange rates on cash balances	(5.9)	9.6	(15.5)
Increase in cash, cash equivalents and restricted cash	\$52.6	\$7.6	\$45.0

Operating activities: Net cash provided by operating activities was \$354.1 million for the nine months ended September 30, 2018, compared to \$497.1 million for the same period in 2017. The decrease in net cash provided by operating activities for the 2018 period was primarily due to the timing of accrual payments and higher factory inventory needed for ongoing refinement of retail flow management (“RFM”).

Investing activities: The primary use of cash was for the acquisition of Boat Holdings in the third quarter.

Financing activities: Cash provided by financing activities changed primarily due to net borrowings under debt arrangements, capital lease obligations and notes payable of \$875.0 million compared to net repayments of \$226.7 million in the 2017 comparable period. Common stock repurchases were \$246.9 million compared to \$88.9 million in the 2017 comparable period and proceeds from the issuance of stock under employee plans were \$47.2 million and \$14.2 million for the nine months ended September 30, 2018 and 2017, respectively. Additionally, we paid cash dividends of \$112.7 million and \$108.9 million for the nine months ended September 30, 2018 and 2017, respectively. The seasonality of production and shipments cause working capital requirements to fluctuate during the year.



Table of Contents

## Debt and Capital

We are party to a \$700.0 million variable interest rate bank lending agreement and a Master Note Purchase Agreement, as amended and supplemented, under which we have unsecured borrowings. We are also party to a \$1,180.0 million term loan facility, of which \$1,165.0 million is outstanding as of September 30, 2018.

We enter into leasing arrangements to finance the use of certain property and equipment.

As a component of the Boat Holdings merger agreement, Polaris has committed to make a series of deferred payments to the former owners following the closing date of the merger through July 2030. The original discounted payable was for \$76,733,000, all of which is outstanding as of September 30, 2018. The outstanding balance is included in long-term debt.

We have a mortgage note payable agreement for land, on which we built our Huntsville, Alabama manufacturing facility in 2016. The original mortgage note payable was for \$14.5 million, of which \$10.9 million is outstanding as of September 30, 2018. The payment of principal and interest for the note payable is forgivable if we satisfy certain job commitments over the term of the note. We have met the required commitments to date and expect to comply with the commitments in the future.

Debt, capital lease obligations, notes payable, and the average related interest rates at September 30, 2018 were as follows:

(\$ in millions)	Average interest rate at September 30, 2018	Maturity	September 30, 2018
Revolving loan facility	1.84%	July 2023	\$ 74.0
Term loan facility	3.77%	July 2023	1,165.0
Senior notes—fixed rate	4.60%	May 2021	75.0
Senior notes—fixed rate	3.13%	December 2020	100.0
Senior notes—fixed rate	4.23%	July 2028	350.0
Capital lease obligations	5.25%	Various through 2029	18.1
Notes payable and other	4.23%	Various through 2030	87.6
Debt issuance costs			(5.4)
Total debt, capital lease obligations, and notes payable			\$ 1,864.3
Less: current maturities			66.6
Long-term debt, capital lease obligations, and notes payable			\$ 1,797.7

Our debt to total capital ratio was 67 percent at September 30, 2018. Additionally, at September 30, 2018, we had letters of credit outstanding of \$14.7 million, primarily related to purchase obligations for raw materials.

## Share Repurchases

Our Board of Directors has authorized the cumulative repurchase of up to 86.5 million shares of our common stock. Of that total, approximately 82.1 million shares have been repurchased cumulatively from 1996 through September 30, 2018. We repurchased approximately 2.1 million shares of our common stock for \$246.9 million during the first nine months of 2018, which had a favorable impact of five cents on earnings per share. We have authorization from our Board of Directors to repurchase up to an additional 4.4 million shares of our common stock as of September 30, 2018. The repurchase of any or all such shares authorized remaining for repurchase will be governed by applicable SEC rules.

## Other Financial Arrangements

Polaris Acceptance, a joint venture between Polaris and Wells Fargo Commercial Distribution Finance (“WFCDF”), a direct subsidiary of Wells Fargo Bank, N.A. (“Wells Fargo”), which is supported by a partnership agreement between

their respective wholly owned subsidiaries, finances substantially all of our U.S. sales, whereby we receive payment within a few days of shipment of the product. The partnership agreement is effective through February 2022. Polaris Acceptance sells a majority of its receivables portfolio (the “Securitized Receivables”) to a securitization facility (“Securitization Facility”) arranged by Wells Fargo, a WFCDF affiliate. Polaris Acceptance is not responsible for any continuing servicing costs or obligations with respect to the Securitized Receivables. At September 30, 2018, the outstanding amount of net receivables financed for dealers under this arrangement, including Securitized Receivables, was \$1,237.7 million, a seven percent increase from \$1,157.4 million at September 30, 2017. We account for our investment in Polaris Acceptance under the equity method. Polaris Acceptance is funded through equal equity cash investments from the partners and a loan from an affiliate of WFCDF. We do not guarantee the outstanding indebtedness of Polaris Acceptance. The partnership agreement provides that all income and losses of Polaris Acceptance are shared 50 percent by our wholly owned subsidiary and 50 percent by WFCDF’s subsidiary. Our total investment in Polaris



Table of Contents

Acceptance at September 30, 2018 was \$88.8 million. Our exposure to losses of Polaris Acceptance is limited to our equity in Polaris Acceptance. Credit losses in the Polaris Acceptance portfolio have been modest, averaging less than one percent of the portfolio.

We have agreed to repurchase products repossessed by Polaris Acceptance up to an annual maximum of 15 percent of the aggregate average month-end outstanding Polaris Acceptance receivables and Securitized Receivables during the prior calendar year. For calendar year 2018, the potential 15 percent aggregate repurchase obligation is approximately \$165.0 million. Our financial exposure under this arrangement is limited to the difference between the amount paid to the finance company for repurchases and the amount received on the resale of the repossessed product. No material losses have been incurred under this agreement.

See Note 8 in the Notes to Consolidated Financial Statements for further discussion of Polaris Acceptance.

We have agreements with certain financial institutions, under which these financial institutions provide financing to end consumers of our products in the United States. The income generated from these agreements has been included as a component of income from financial services in the accompanying consolidated statements of income. At September 30, 2018, the agreements in place were as follows:

Financial institution	Agreement expiration date
Performance Finance	December 2021
Sheffield Financial	December 2020
Synchrony Bank	December 2020

Inflation and Foreign Exchange Rates

The changing relationships of the U.S. dollar to the Mexican peso, the Canadian dollar, the Australian dollar, the Euro, the Swiss franc and other foreign currencies have had a material impact from time to time. We actively manage our exposure to fluctuating foreign currency exchange rates by entering into foreign exchange hedging contracts.

**Mexican Peso:** With increased production at our Monterrey, Mexico facility, our costs in the Mexican peso have continued to increase. We also market and sell to customers in Mexico through a wholly owned subsidiary.

Fluctuations in the peso to U.S. dollar exchange rate primarily impact sales, cost of sales, and net income.

**Canadian Dollar:** We operate in Canada through a wholly owned subsidiary. The relationship of the U.S. dollar in relation to the Canadian dollar impacts both sales and net income.

**Other currencies:** We operate in various countries, principally in Europe and Australia, through wholly owned subsidiaries. We also sell to certain distributors in other countries. We purchase components from certain suppliers directly for our U.S. operations in transactions denominated in Euros and other foreign currencies. The relationship of the U.S. dollar in relation to these other currencies impacts sales, cost of sales and net income.

At September 30, 2018, we had the following open foreign currency hedging contracts:

Foreign Currency	Currency Position	Foreign currency hedging contracts	
		Notional amounts (in thousands of U.S. Dollars)	Average exchange rate of open contracts
Australian Dollar (AUD)	Long	\$7,350	\$0.79 to 1 AUD
Canadian Dollar (CAD)	Long	104,486	\$0.78 to 1 CAD
Mexican Peso	Short	20,023	20.0 Peso to \$1

The assets and liabilities in all our foreign entities are translated at the foreign exchange rate in effect at the balance sheet date. Translation gains and losses are reflected as a component of accumulated other comprehensive loss, net in the shareholders' equity section of the accompanying consolidated balance sheets. Revenues and expenses in our foreign entities are translated at the average foreign exchange rate in effect for each month of the quarter. Certain assets and liabilities related to intercompany positions reported on our consolidated balance sheet that are denominated in a currency other than the entity's functional currency are translated at the foreign exchange rates at the

balance sheet date and the associated gains and losses are included in net income. We expect currencies to have a slightly favorable impact on net income in 2018 compared to 2017.

We are subject to market risk from fluctuating market prices of certain purchased commodities and raw materials, including steel, aluminum, petroleum-based resins, certain rare earth metals and diesel fuel. In addition, we are a purchaser of

29

---

## Table of Contents

components and parts containing various commodities, including steel, aluminum, rubber and others, which are integrated into the Company's end products. While such materials are typically available from numerous suppliers, commodity raw materials are subject to price fluctuations. This includes the effects of new or modified tariffs or penalties on raw materials, commodities, and products manufactured outside of the United States. We generally buy these commodities and components based upon market prices that are established with the vendor as part of the purchase process and from time to time will enter into derivative contracts to hedge a portion of the exposure to commodity risk. At September 30, 2018, we did not have any outstanding commodity derivative contracts in place. Based on our current outlook for commodity prices, the total impact of commodities is expected to have a negative impact on our gross profit margins for 2018 when compared to 2017.

We are a party to a credit agreement with various lenders consisting of a \$700.0 million revolving loan facility and a \$1,180.0 million term loan facility. Interest accrues on the revolving loan at variable rates based on LIBOR or "prime" plus the applicable add-on percentage as defined. At September 30, 2018, we had an outstanding balance of \$74.0 million on the revolving loan facility, and an outstanding balance of \$1,165.0 million on the term loan facility. During the third quarter of 2018, the Company entered into interest rate swap transactions to hedge the variable interest rate payments for the Term Loan Facility. In connection with this transaction, the Company will pay interest based upon a fixed rate and receive variable rate interest payments based on the one-month LIBOR.

### Critical Accounting Policies

See our most recent Annual Report on Form 10-K for the year ended December 31, 2017 for a discussion of our critical accounting policies.

### Note Regarding Forward Looking Statements

Certain matters discussed in this report are "forward-looking statements" intended to qualify for the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These "forward-looking statements," including but not limited to the impact of foreign exchange rate movements on sales and net income, and commodity price changes on gross profit margins, can generally be identified as such because the context of the statement will include words such as the Company or management "believes," "anticipates," "expects," "estimates" or words of similar import. Similarly, statements that describe the Company's future plans, objectives or goals are also forward-looking. Forward-looking statements may also be made from time to time in oral presentations, including telephone, conferences and/or webcasts open to the public. Shareholders, potential investors and others are cautioned that all forward-looking statements involve risks and uncertainties that could cause results in future periods to differ materially from those anticipated by some of the statements made in this report, including the risks and uncertainties described under the heading titled "Item 1A-Risk Factors" appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and in this Quarterly Report on Form 10-Q. In addition to the factors discussed above, among the other factors that could cause actual results to differ materially are the following: future conduct of litigation processes; product recalls and warranty expenses; overall economic conditions, including inflation and consumer confidence and spending; interruptions in informal supply arrangements; raw material, commodity and transportation costs; tariffs and other changes to international trade policies; foreign currency exchange rate fluctuations; product offerings, promotional activities and pricing strategies by competitors; disruptions in manufacturing facilities; the ability to provide products that respond to consumer's needs and preferences; strategic partners' sensitivity to economic conditions; acquisition integration costs; environmental and product safety regulatory activity; appropriate levels of dealer and distributor relationships; uncertainty in the retail and wholesale credit markets and relationships with Performance Finance, Sheffield Financial and Synchrony Bank; the ability to protect our intellectual property; the ability to manage our international operations; effects of weather; impairment of goodwill or trade names; the ability to comply with our outstanding debt agreements; changes in tax policy; attracting and retaining skilled employees; and disruptions or breaches of information technology systems. The Company does not undertake any duty to any person to provide updates to its forward-looking statements.

### Item 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for a complete discussion on the Company's market risk. There have been no material changes in market risk from those disclosed in the Company's Form 10-K for the year ended December 31, 2017.

Item 4 – CONTROLS AND PROCEDURES

30

---

## Table of Contents

### Evaluation of Disclosure Controls and Procedures

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and its Executive Vice President — Finance and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rule 13a-15) as of the end of the period covered by this report. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is (1) recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and (2) accumulated and communicated to the Company's management, including its Chief Executive Officer and Executive Vice President — Finance and Chief Financial Officer, in a manner that allows timely decisions regarding required disclosure.

### Changes in Internal Controls

There have been no changes in the Company's internal controls over financial reporting during the period covered by this quarterly report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting, except that on July 2, 2018, we completed the acquisition of Boat Holdings. Prior to the acquisition, Boat Holdings was a privately-held company not subject to the Sarbanes-Oxley Act of 2002, the rules and regulations of the SEC, or other corporate governance requirements to which public companies may be subject. As part of our ongoing integration activities, we are beginning to incorporate internal controls over significant processes specific to Boat Holdings that we believe are appropriate and necessary to account for the acquisition and to consolidate and report our financial results. In accordance with guidance issued by the SEC, companies are permitted to exclude acquisitions from their final assessment of internal control over financial reporting during the year of the acquisition. Accordingly, we expect to exclude Boat Holdings from the assessment of internal control over financial reporting at December 31, 2018.

## Part II OTHER INFORMATION

### Item 1 – LEGAL PROCEEDINGS

We are, and from time to time may become, subject to various legal claims or litigation arising in the normal course of business activities, such as intellectual property, commercial and product liability claims, lawsuits, class actions and other legal matters. Generally, such actions seek compensatory or punitive damages, attorneys' fees, injunctive relief, or a combination thereof. Adverse and/or unexpected developments, settlements, or resolutions may occur. If a potential settlement or resolution is probable and reasonably estimable, we record the estimated liability based on knowledge, circumstances, and assumptions existing at the time. Although the outcome of these matters cannot be predicted with certainty, management does not presently believe that the ultimate resolution of these matters will have a material adverse effect on our financial condition or results of operations.

As of the date hereof, we are party to two putative class actions pending against Polaris in the U.S., both of which were previously reported in our quarterly report filed on July 25, 2018. One putative class action is pending in the United States District Court for the District of Minnesota and arises out of allegations that certain Polaris products suffer from unresolved fire hazards allegedly resulting in economic loss, and is the result of the consolidation of the three putative class actions we reported in our April 26, 2018 quarterly report and that were filed between April 5-10, 2018: James Bruner, Jose Luna, Clint Halvorsrod, Robert Lenz, Michael Zeeck, Chad Rogers, Richard Berens, Steve Bailey, Michael Jacks, Bryan Forrest and Ed Beattie, individually and on behalf of all others similarly situated v. Polaris Industries/Sales Inc. (D. Minn.), June 15, 2018. The second putative class action also is pending in the United States District Court for the District of Minnesota and alleges excessive heat hazards on certain other Polaris products and seeks damages for alleged personal injury and economic loss: Riley Johannesson, Daniel Badilla, James Kelley, Kevin Wonders, William Bates and James Pinion, individually and on behalf of all others similarly situated v. Polaris Industries (D. Minn.), October 4, 2016. As these proceedings are still in the early stages, we are unable to provide an evaluation of the likelihood that a loss will be incurred or an estimate of the range of possible loss.

Item 1A – RISK FACTORS

Please consider the factors discussed in “Part I, Item 1A. Risk Factors” in our fiscal 2017 Annual Report filed on Form 10-K, “Part II, Item 1A. Risk Factors” in our Form 10-Q for the quarter ended March 31, 2018, and “Part II, Item 1A. Risk Factors” in our Form 10-Q for the quarter ended June 30, 2018. There have been no material changes or additions to our risk factors discussed in such reports, which could materially affect the Company’s business, financial condition, or future results.

31

---

Table of Contents

## Item 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Number of Shares That May Yet Be Purchased Under the Program (1)
July 1 — 31, 2018	150,000	\$ 104.58	150,000	4,724,000
August 1 — 31, 2018	353,000	\$ 108.88	353,000	4,371,000
September 1 — 30, 2018	4,000	\$ 110.09	4,000	4,367,000
Total	507,000	\$ 107.62	507,000	4,367,000

(1) The Board of Directors has authorized the cumulative repurchase of up to an aggregate of 86.5 million shares of the Company's common stock (the "Program"). Of that total, 82.1 million shares have been repurchased cumulatively from 1996 through September 30, 2018. The Program does not have an expiration date.

## Item 4 – MINE SAFETY DISCLOSURES

Not applicable.

## Item 6 – EXHIBITS

A list of exhibits to this Form 10-Q is set forth on the Exhibit Index and is incorporated herein by reference.

Table of Contents

Exhibit Index

Exhibit  
Number Description

- 2.1 Merger Agreement, dated as of May 29, 2018, by and among Polaris Industries Inc., Polaris Sales Inc., Beam Merger Sub, LLC, Boat Holdings, LLC and the Holder Representative thereunder (excluding schedules and exhibits, which the Company agrees to furnish supplementally to the SEC upon request), incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed May 30, 2018.
- 3.a Restated Articles of Incorporation of Polaris Industries Inc., effective April 28, 2017, incorporated by reference to Exhibit 3.b to the Company's Current Report on Form 8-K filed May 2, 2017.
- 3.b Bylaws of Polaris Industries, Inc., as amended and restated on February 27, 2018, incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed February 27, 2018.
- 4.1 Master Note Purchase Agreement by and among Polaris Industries Inc. and the purchasers party thereto, dated July 2, 2018, incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed July 2, 2018.
- 4.f Third Amendment to Master Note Purchase Agreement, as Supplemented by the First Supplement to the Master Note Amendment, effective as of July 31, 2018
- 10.1 Fourth Amended and Restated Credit Agreement, dated July 2, 2018 by and among Polaris Industries Inc., Polaris Sales Europe Sàrl, any other Foreign Borrower (as defined therein) that hereafter becomes a party thereto, the Lenders named therein, U.S. Bank National Association, as Administrative Agent, Left Lead Arranger and Lead Book Runner, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Wells Fargo Securities, LLC, and MUFG Bank, Ltd., as Joint Lead Arrangers, Joint Book Runners and Syndication Agents, and Bank of the West, Fifth Third Bank, JP Morgan Chase Bank N.A., PNC Bank, National Association and BMO Harris Bank N/A., as Documentation Agents, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed July 2, 2018.
- 31.a Certification of Chief Executive Officer required by Exchange Act Rule 13a-14(a).
- 31.b Certification of Chief Financial Officer required by Exchange Act Rule 13a-14(a).
- 32.a Certification furnished pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.b Certification furnished pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following financial information from Polaris Industries Inc.'s Quarterly Report on Form 10-Q for the period ended September 30, 2018, filed with the SEC on October 24, 2018, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets at September 30, 2018 and December 31, 2017, (ii) the Consolidated Statements of Income for the three and nine month periods ended September 30, 2018 and 2017, (iii) the Consolidated Statements of Comprehensive Income for the three and nine month



periods ended September 30, 2018 and 2017, (iv) the Consolidated Statements of Cash Flows for the three and nine month periods ended September 30, 2018 and 2017, and (v) Notes to Consolidated Financial Statements.

Table of Contents

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 thereunto duly authorized.

POLARIS INDUSTRIES INC.  
(Registrant)

Date: October 24, 2018 /s/ SCOTT W. WINE  
Scott W. Wine  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

Date: October 24, 2018 /s/ MICHAEL T. SPEETZEN  
Michael T. Speetzen  
Executive Vice President — Finance  
and Chief Financial Officer  
(Principal Financial and Chief Accounting Officer)