

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported): December 12, 2016

SPARTAN MOTORS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Michigan
(State or Other Jurisdiction
of Incorporation)

0-13611
(Commission File No.)

38-2078923
(IRS Employer
Identification No.)

1541 Reynolds Road, Charlotte, Michigan
(Address of Principal Executive Offices)

48813
(Zip Code)

517-543-6400
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if changed Since Last Report)

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

- Written communications pursuant to Rule 425 under the Section Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement

On December 12, 2016, Spartan Motors USA, Inc. (the “Company”), a wholly-owned subsidiary of Spartan Motors, Inc., entered into an Asset Purchase Agreement (the “Purchase Agreement”) with Smeal Fire Apparatus Co. (“SFA”), Smeal Properties, Inc. (“Properties”), Ladder Tower Co. (“LTC”), U.S. Tanker Co. (“UST”, and together with SFA, Properties, and LTC, “Smeal”), and Rod Cerny, solely in the capacity as the Representative, pursuant to which the Company will acquire substantially all of the assets and assume certain liabilities of Smeal. Smeal is engaged in the business of manufacturing emergency response vehicle bodies and aerial devices. Under the Purchase Agreement, the transaction is expected to close on or about January 1, 2017, subject to the satisfaction or waiver of certain closing conditions.

Pursuant to the Purchase Agreement, at closing, the Company will pay approximately \$36.3 million in cash (subject to certain net working capital adjustments), forgive certain liabilities owed by Smeal to the Company (totaled approximately \$5.7 million as of December 12, 2016), and make a subsequent tax gross-up payment, which is not expected to exceed \$2.4 million and which is expected to be more than offset by tax benefits of approximately \$3.8 million accruing to the Company.

The foregoing description of the Purchase Agreement is qualified in its entirety by reference to the Purchase Agreement, a copy of which will be filed as an exhibit to the Company’s report filed on Form 10-K for the year ended December 31, 2016.

Item 8.01 Other Information

On December 13, 2016, the Company issued a press release announcing the execution of the Purchase Agreement, a copy of which is attached hereto as Exhibit 99.1. In addition, the Company provided a series of supplementary materials available to investors on the Company’s website at www.spartanmotors.com/smeal, including a slide presentation, which is attached hereto as Exhibit 99.2, and a fact sheet, which is attached hereto as Exhibit 99.3.

The information in this Item 8.01 and the attached Exhibits shall not be deemed filed for purposes of Section 18 of the Securities Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1	Press release issued December 13, 2016, regarding the execution of the Purchase Agreement
Exhibit 99.2	Slide presentation dated December 13, 2016 regarding the Purchase Agreement
Exhibit 99.3	Fact sheet dated December 13, 2016 regarding the Purchase Agreement

SIGNATURES

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

SPARTAN MOTORS, INC.

Dated: December 13, 2016

/s/ Frederick J. Sohm
By: Frederick J. Sohm
Its: Chief Financial Officer



SPARTAN MOTORS

1541 Reynolds Rd. Charlotte, MI 48813 | P: 517.543.6400

SPARTANMOTORS.COM

Spartan Motors To Acquire Fire Apparatus Maker Smeal

Addition of Smeal Product Portfolio and Key Operational Team Members Accelerates Spartan Motors' Emergency Response Business Turnaround Plan; Transaction Accretive to Earnings in 2017

CHARLOTTE, Mich., December 13, 2016 - Spartan Motors, Inc. (NASDAQ: SPAR) ("Spartan" or the "Company"), a global leader in specialty chassis and vehicle design, manufacturing, and assembly, today announced its wholly-owned subsidiary, Spartan Motors USA, Inc., has entered into a definitive agreement to acquire Smeal Fire Apparatus Co. ("Smeal"), an industry-leading innovator and manufacturer of fire apparatus in North America, and its subsidiaries for \$36.3 million, subject to certain net working capital adjustments, the Company's forgiveness of certain liabilities owed by Smeal to the Company, and a subsequent tax gross-up payment, which is expected to be more than offset by tax benefits accruing to the Company. The acquisition will enable Spartan Motors to strengthen its Emergency Response business, gain scale and geographic reach in the industry, and accelerate its Emergency Response business unit turnaround plan. The transaction is expected to close in January 2017, subject to customary closing conditions.

Smeal is expected to generate 2016 revenues of approximately \$100 million, which includes approximately \$30 million of Spartan chassis sold to Smeal. The newly combined Spartan Emergency Response business unit will rank as one of the top-four North American fire apparatus manufacturers and will be well positioned, in an increasingly consolidating industry, to provide a robust and respected portfolio of leading products, services, and technologies. Today, Spartan's Emergency Response business unit engineers and builds fire truck cabs and chassis for many of the industry's leading original equipment manufacturers (OEMs), including Smeal, as well as designs and manufactures complete fire apparatus. The acquisition of Smeal is a logical next step in the longstanding relationship between the two companies, which spans more than 30 years.

"We look forward to adding Smeal's industry-leading product portfolio and manufacturing expertise to Spartan's, while expanding on a decades-long successful partnership," said Daryl Adams, President and Chief Executive Officer of Spartan Motors. "We expect the acquisition to be accretive to earnings in 2017 and bring significant scale to our Emergency Response vehicle portfolio, which will help accelerate the turnaround of the Spartan Emergency Response business unit. It also expands the geographic reach of our dealers, benefits all of our customers by expanding our product offerings, and brings an additional portfolio of leading technology and expertise to the market."

Adams continued, "We are pleased that Smeal chose Spartan Motors as their partner to carry on their brand's legacy, as we take our supplier relationship to the next level. Spartan Motors is prepared to lead the consolidation charge in the fire apparatus market as strategic opportunities present themselves, and this acquisition represents a deliberate and strategic decision to accelerate the turnaround of Spartan's Emergency Response business unit. Importantly, we also preserve a large, longstanding chassis customer relationship and protect the interests of their dealer channel, as we expand our dealer network across the U.S. and Canada and simultaneously accelerate our goal of becoming the leader in the fire apparatus market."

Founded in 1955, Snyder, Neb.-based Smeal and its subsidiaries, U.S. Tanker Co. and Ladder Tower Co., are leaders and innovators in fire truck manufacturing and vehicle technology, offering a full line of aerial ladders and platforms (including Sqrqt®, TeleSqrqt®, and Snorkel®), tractor-drawn aerials (TDAs), pumps, stainless steel tankers and wildland urban interface vehicles (WUI). Today, Smeal operates facilities located in Snyder and Neligh, Neb.; Delavan, Wis.; and Ephrata, Pa.

“Spartan Motors is the perfect fit for Smeal, our customers, our employees, and our operational leadership team, as we combine with a proven ally and industry leader to help solidify our future and preserve the legacy of the Smeal organization,” said Rod Cerny, Smeal’s Chairman of the Board. “As part of a larger, profitable and well-capitalized public company, we will have the working capital necessary to ensure continued investment in product development and make sure the Smeal brand is able to deliver the exceptional products and service our dealers, departments, and municipality customers have come to expect.”

Acquisition Highlights:

- The acquisition is a positive and compelling strategic fit for both companies and is an important step in securing the Company’s market leadership in an increasingly consolidating industry
- The acquisition is expected to be accretive to earnings for Spartan Motors in 2017 through a combination of operating efficiency efforts and synergies
- Smeal’s (including U.S. Tanker Co. and Ladder Tower Co.) notably superior aerial ladder, platform, and TDA product portfolio enhances and complements Spartan’s and brings industry-leading product technology to an important, high-performance product subset
- The combined Company will have 47 dealers in 44 states, 10 provinces and 3 territories, giving Spartan Emergency Response the ability to serve customers in the entire U.S. and all of Canada
- Smeal is expected to add approximately \$70 million in annual revenue (excludes \$30 million of Spartan chassis sold to Smeal) to the Company’s Emergency Response segment, and positions Spartan Emergency Response as one of the top-four fire apparatus manufacturers in the U.S. and Canada
- Smeal is expected to generate positive EBITDA in 2016
- The transaction will be initially financed with Spartan Motors’ recently amended \$100 million line of credit

“We are proud of this significant milestone for Spartan’s Emergency Response business, and welcome Smeal’s knowledgeable and respected operational management team and employees to the Spartan Motors family,” concluded Daryl Adams. “This transaction will bring together some of the best talent in the industry and provides an opportunity for all employees to pursue a broader and more diverse career path.”

For more information regarding this transaction, please visit www.spartanmotors.com/smeal.

Conference Call and Webcast Information

The Company will also host a conference call and webcast on Wednesday, December 14, 2016, at 9:00 a.m. ET to discuss the acquisition with analysts and institutional investors. Daryl Adams, Chief Executive Officer, and Rick Sohm, Chief Financial Officer, will participate on the call.

The conference call and webcast will be available via:

Webcast: www.spartanmotors.com (Click on “Investor Relations” then “Webcasts & Transcripts”)

Conference Call: 1-844-868-8845 (domestic) or 412-317-6591 (international); passcode: 10097929

If you are unable to participate during the live webcast, the call will be archived at <http://www.spartanmotors.com> (Click on “Investor Relations” then “Webcasts & Transcripts”).

About Spartan Motors

Spartan Motors, Inc. is a leading designer, engineer, manufacturer and marketer of a broad range of specialty vehicles, specialty chassis, vehicle bodies and parts for the fleet and delivery, recreational vehicle (RV), emergency response, defense forces and contract assembly (light/medium duty truck) markets. The Company's brand names—Spartan Motors, Spartan Specialty Vehicles, Spartan Emergency Response, Spartan Parts and Accessories, and Utilimaster®, a Spartan Motors Company—are known for quality, durability, performance, customer service and first-to-market innovation. The Company employs approximately 1,800 associates, and operates facilities in Michigan, Indiana, Pennsylvania, Kansas, South Dakota, Saltillo, Mexico; and Lima, Peru. Spartan reported sales of \$550 million in 2015. Visit Spartan Motors at www.spartanmotors.com.

About Smeal

Smeal, including U.S. Tanker Co. and Ladder Tower Co., is recognized as a premier manufacturer, inventor and innovator of customized fire apparatus. The company offers a full line of custom and commercial pumpers, stainless steel tanker, aerial ladders, platforms, TDA's and wildland urban interface vehicles (WUI). Smeal is committed to leading the industry in high quality fire apparatus, delivery times and customer experience. Smeal sells its products worldwide and is based in Snyder, Neb. To learn more, visit smeal.com and ustanker.com.

This release contains several forward-looking statements that are not historical facts, including statements concerning our business, strategic position, financial projections, financial strength, future plans, objectives, and the performance of our products and operations. These statements can be identified by words such as "believe," "expect," "intend," "potential," "future," "may," "will," "should," and similar expressions regarding future expectations. These forward-looking statements involve various known and unknown risks, uncertainties, and assumptions that are difficult to predict with regard to timing, extent, and likelihood. Therefore, actual performance and results may materially differ from what may be expressed or forecasted in such forward-looking statements. Factors that could contribute to these differences include operational and other complications that may arise affecting the implementation of our plans and business objectives; continued pressures caused by economic conditions and the pace and extent of the economic recovery; challenges that may arise in connection with the integration of new businesses or assets we acquire or the disposition of assets; restructuring of our operations, and/or our expansion into new geographic markets; issues unique to government contracting, such as competitive bidding processes, qualification requirements, and delays or changes in funding; disruptions within our dealer network; changes in our relationships with major customers, suppliers, or other business partners, including Isuzu; changes in the demand or supply of products within our markets or raw materials needed to manufacture those products; and changes in laws and regulations affecting our business. Other factors that could affect outcomes are set forth in our Annual Report on Form 10-K and other filings we make with the Securities and Exchange Commission (SEC), which are available at www.sec.gov or our website. All forward-looking statements in this release are qualified by this paragraph. Investors should not place undue reliance on forward-looking statements as a prediction of actual results. We undertake no obligation to publicly update or revise any forward-looking statements in this release, whether as a result of new information, future events, or otherwise.

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CONTACT:

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Spartan Motors, Inc.
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December 13, 2016



SPARTAN MOTORS



SPARTAN MOTORS TO ACQUIRE SMEAL FIRE APPARATUS



SAFE HARBOR STATEMENT

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FORWARD LOOKING STATEMENTS

This presentation contains several forward-looking statements that are not historical facts, including statements concerning our business, strategic position, financial projections, financial strength, future plans, objectives, and the performance of our products and operations. These statements can be identified by words such as "believe," "expect," "intend," "potential," "future," "may," "will," "should," and similar expressions regarding future expectations. These forward-looking statements involve various known and unknown risks, uncertainties, and assumptions that are difficult to predict with regard to timing, extent, and likelihood. Therefore, actual performance and results may materially differ from what may be expressed or forecasted in such forward-looking statements. Factors that could contribute to these differences include operational and other complications that may arise affecting the implementation of our plans and business objectives; continued pressures caused by economic conditions and the pace and extent of the economic recovery; challenges that may arise in connection with the integration of new businesses or assets we acquire or the disposition of assets; restructuring of our operations, and/or our expansion into new geographic markets; issues unique to government contracting, such as competitive bidding processes, qualification requirements, and delays or changes in funding; disruptions within our dealer network; changes in our relationships with major customers, suppliers, or other business partners, including Isuzu; changes in the demand or supply of products within our markets or raw materials needed to manufacture those products; and changes in laws and regulations affecting our business. Other factors that could affect outcomes are set forth in our Annual Report on Form 10-K and other filings we make with the Securities and Exchange Commission (SEC), which are available at www.sec.gov or our website. All forward-looking statements in this release are qualified by this paragraph. Investors should not place undue reliance on forward-looking statements as a prediction of actual results. We undertake no obligation to publicly update or revise any forward-looking statements in this release, whether as a result of new information, future events, or otherwise.



SMEAL TO JOIN SPARTAN MOTORS

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- Spartan Motors announced it has entered into a definitive agreement to acquire Smeal Fire Apparatus
- The transaction combines two leaders in the Emergency Response (ER) industry
- Combined, through increased capacity utilization, the new company will double its full apparatus production and leverage its strengths to accelerate its Emergency Response business unit turnaround plan
- A stronger, combined company provides a stable platform in a continually consolidating industry
- Logical next step in the longstanding relationship between the two companies
- The transaction provides a number of opportunities to increase shareholder value



SMEAL OVERVIEW



\$100 million manufacturer of fire apparatus, with sales primarily in the U.S. and Canada (includes Spartan chassis sales)



Longstanding supply relationship with Spartan Motors for chassis, which spans more than 30 years



Committed network of 25 dealers in 40 states, 10 provinces and 3 territories



Its two subsidiaries, Smeal U.S. Tanker Co. and Smeal Ladder Tower Co., are leaders and innovators in fire truck manufacturing and vehicle technology



Products include a full line of aerial ladders and platforms (including Squrt®, TeleSqurt®, and Snorkel®), tractor-drawn aerials (TDAs), as well as a wide variety of custom and commercial pumpers and other vehicles



ACQUISITION RATIONALE

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- ✓ **SECURES** the Spartan Motors' market leadership in an increasingly consolidating industry
- ✓ **POSITIONS** Spartan Emergency Response as a top-four fire apparatus manufacturer in North America
- ✓ **DIVERSIFIES** and expands the Company's product portfolio as well as geographic reach across 44 states in the U.S., 10 provinces and 3 territories in Canada
- ✓ **INCREASES** shared technology, product innovation, and manufacturing best practices
- ✓ **ACCELERATES** Spartan Motors' turnaround plan for its ER business unit
- ✓ **INTEGRATES** operational leadership team and R&D talent of Smeal with Spartan Emergency Response team



TRANSACTION OVERVIEW

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PRICE	\$36.3 million purchase price, subject to certain adjustments as outlined in the Form 8-K filed today
EBITDA	Smeal's 2016 EBITDA is expected to be positive
PROFITABILITY	Deal is projected to be accretive to Spartan's earnings in 2017
FINANCING	Purchase price will be initially financed through Spartan Motors' recently amended \$100 million line of credit
TIMING	The transaction is expected to close in January 2017

Acquisition of Smeal accelerates the turnaround efforts of the Spartan ER business unit – to increase shareholder value



COMBINED COMPANY PROFILE

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	Smeal	SPAR
Revenue (\$ millions)	\$100.0*	\$580.0**
EBITDA (\$ millions)***	\$0.5	\$16.4
Employees	400	1,800
Operating Facilities	4	11
Emergency Response Dealers	25	33

*Smeal's 2016 expected revenue (includes \$30 million of Spartan chassis sold to Smeal)

**Spartan's 2016 mid-point revenue guidance

***See GAAP reconciliation table in Appendix



RESULTING EXPANDED NORTH AMERICA DEALER NETWORK

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**SPARTAN
NETWORK**



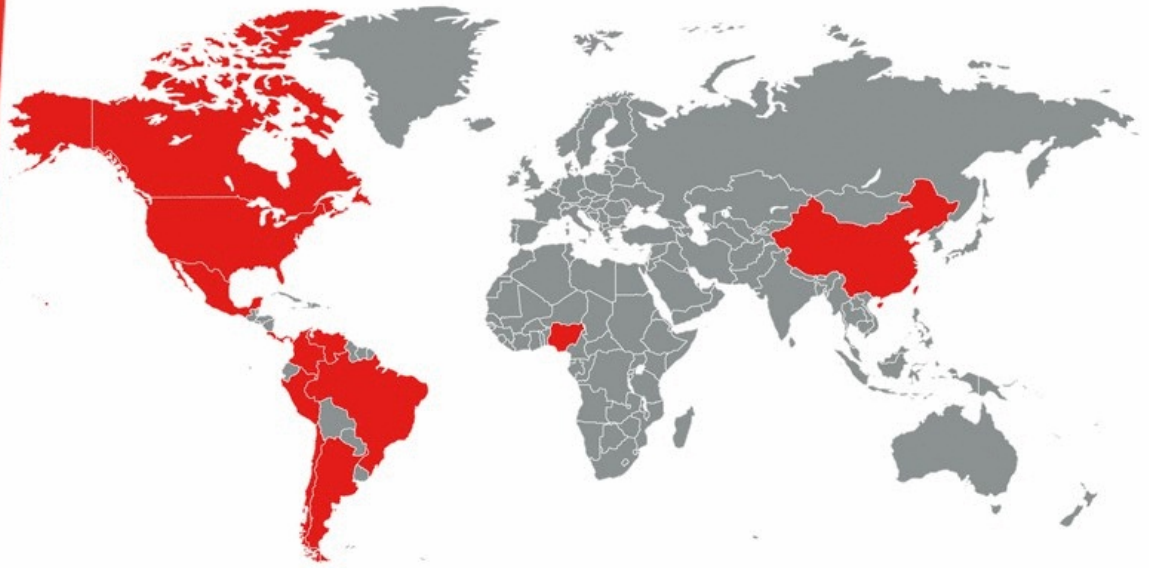
**SPARTAN &
SMEAL
NETWORK**





COMPREHENSIVE GLOBAL PRODUCT DISTRIBUTION NETWORK

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SIGNIFICANT OPPORTUNITIES FOR SYNERGIES

- Talent acquisition and leveraging of operational leadership expertise
- Rationalization of manufacturing processes and facilities will complement operational improvements and optimization of resources
- Spartan will be able to invest more in new product innovations to deliver exceptional quality and performance for customers
- Aligning design and manufacturing expertise will increase buying power and enable the adoption of best practices across operations
- Combined Company is a top-four North American fire apparatus manufacturer with a robust and respected portfolio of products that is well-positioned in a continually consolidating industry
- Both organizations share a similar culture and are driven by a desire to deliver product and service excellence to their customers



A POWERFUL COMBINATION



OVERALL

Introduces immediate scale and additional geographic reach in the industry



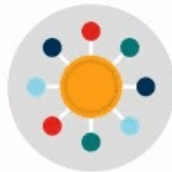
FINANCIAL

Will accelerate Spartan's Emergency Response business unit turnaround plan



CUSTOMERS

A larger, consolidated fire apparatus company with more resources and reach provides new opportunities for Smeal dealers and OEMs, as well as end-user customers and fire departments



BENEFITS

In addition to strengthening the manufacturing expertise of the newly combined company, the Smeal and Spartan brand portfolio will incorporate a legacy of quality, precision, and performance in the emergency vehicle industry



SPARTAN MOTORS



APPENDIX



Reconciliation of Non-GAAP Financial Measures

This release contains the non-GAAP financial measure Earnings Before Interest expense, Taxes, Depreciation and Amortization (EBITDA). We believe EBITDA serves as an appropriate measure in evaluating the performance of our business and helps investors better compare our operating performance with our competitors.

EBITDA is not a measurement of our financial performance under GAAP and should not be considered as an alternative to net income under GAAP. This Non-GAAP measure has limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. We compensate for these limitations by providing equal prominence of our GAAP results and using adjusted Non-GAAP measures only as a supplement.

The following tables reconcile Net income to EBITDA for the periods indicated. Amounts may not sum due to rounding.



Reconciliation of Non-GAAP Financial Measures

Financial Summary (Non-GAAP)
For the Year Ending December 31, 2016
(In millions, Unaudited)

	<u>Smeal Fire Apparatus Co.</u>	<u>Spartan Motors, Inc</u>
Forecasted net income	\$ (0.6)	\$ 8.2
Add (subtract):		
Depreciation and amortization	0.7	7.9
Interest expense	0.4	0.4
Tax expense	-	(0.1)
Forecasted EBITDA	<u>\$ 0.5</u>	<u>\$ 16.4</u>



SPARTAN MOTORS





SPARTAN MOTORS

SPARTAN MOTORS TO ACQUIRE SMEAL FIRE APPARATUS

Spartan Motors, Inc. (NASDAQ: SPAR) announced it has entered into a definitive agreement to acquire Smeal Fire Apparatus Co. The acquisition will enable Spartan Motors to strengthen its Emergency Response business, gain scale and geographic reach in the industry, and accelerate its Emergency Response business unit turnaround plan. The newly combined Company will rank as a top-four North American fire apparatus manufacturer with a robust and respected portfolio of products, and will be well-positioned in an increasingly consolidating industry.

Spartan Emergency Response engineers and builds fire truck cabs and chassis for many of the industry's leading original equipment manufacturers (OEMs), including Smeal, and also designs and manufactures complete fire apparatus. Smeal's (including U.S. Tanker Co., Ladder Tower Co.) notably superior aerial ladder, platform, and TDA product portfolio enhances and complements Spartan's aerial ladder, platform, and TDA lines by bringing industry-leading product technology to an important, high-performance product subset. The acquisition of Smeal is a logical next step in the longstanding relationship between the two companies, which spans more than 30 years.

ABOUT SMEAL



A \$100 million manufacturer of fire apparatus primarily in the U.S. and Canada



Smeal's two subsidiaries, U.S. Tanker Co. and Ladder Tower Co., are leaders and innovators in fire truck manufacturing and vehicle technology



Committed network of 25 dealers in 40 states, 10 provinces and 3 territories.



Product offering: full line of aerial ladders and platforms (including Sqrqt®, TeleSqrqt®, and Snorkel®), tractor-drawn aerials (TDAs), custom and commercial pumpers, stainless steel tankers and wildland urban interface vehicles (WUI)



Longstanding supply relationship with Spartan Motors for cab and chassis, which spans more than 30 years



Operations in Snyder (HQ) and Neligh, Neb.; Delavan, Wis.; and Ephrata, Pa.

TRANSACTION OVERVIEW



Adds approximately \$70 million in annual revenue to Spartan's Emergency Response segment (excludes \$30 million of Spartan chassis sold to Smeal)



Deal projected to be accretive to Spartan's earnings in 2017



Initially financed through Spartan Motors' recently amended \$100 million line of credit



Brings together some of the best talent in the industry



Provides opportunity for increased synergies among network of shared customers, dealers, employees and operational leadership

ACQUISITION RATIONALE

- ✓ **SECURES** Spartan Motors' market leadership in an increasingly consolidating industry
- ✓ **POSITIONS** Spartan Emergency Response as a top-four fire apparatus manufacturer in North America
- ✓ **DIVERSIFIES** and expands the Company's product portfolio as well as geographic reach across all states and provinces in the U.S. and Canada, respectively
- ✓ **INCREASES** shared technology, product innovation, and manufacturing best practices
- ✓ **ACCELERATES** Spartan Motors' turnaround plan for its Emergency Response business unit
- ✓ **INTEGRATES** operational leadership team, R&D talent of Smeal with Spartan Emergency Response team

DETAILS

	SMEAL	SPAR
Revenue (\$ millions)	\$100*	\$580.0**
EBITDA (\$ millions)***	\$0.5	\$16.8
Employees	400	1,800
Operating Facilities	4	11
Global ER Dealers	25	33

*Smeal's 2016 expected revenue (includes \$30 million of Spartan chassis sold to Smeal)

**Spartan's 2016 mid-point revenue guidance

*** See GAAP Reconciliation table below

WHAT WILL CHANGE

- Transaction brings together some of the best talent in the industry
- Enhances manufacturing best practices and product innovation across the newly combined Company
- Combined Company will have an expanded product offering and greater geographic reach
- Enhances ability to accelerate its Emergency Response business unit turnaround plan
- Transaction strengthens the combined Spartan and Smeal operational team, facilities and dealer network

WHAT WON'T CHANGE

- The superior service and products that customers expect
- Competition in the industry amidst ongoing consolidation, ensuring continued cab and chassis demand from Spartan to supply all OEM partners
- The relationships cultivated over generations with dealers, suppliers and partners
- The significant, longstanding chassis customer relationship between Spartan and Smeal

SMEAL VEHICLES

Smeal's (including U.S. Tanker Co. and Ladder Tower Co.) notably superior aerial ladder, platform (including Squrt®, TeleSqurt®, and Snorkel®), and TDA product portfolio enhances and complements Spartan's aerial ladder, platform, and lines by bringing industry-leading product technology to an important, high-performance product subset.



SAFE HARBOR STATEMENT

FORWARD-LOOKING STATEMENTS

This fact sheet contains several forward-looking statements that are not historical facts, including statements concerning our business, strategic position, financial projections, financial strength, future plans, objectives, and the performance of our products and operations. These statements can be identified by words such as "believe," "expect," "intend," "potential," "future," "may," "will," "should," and similar expressions regarding future expectations. These forward-looking statements involve various known and unknown risks, uncertainties, and assumptions that are difficult to predict with regard to timing, extent, and likelihood. Therefore, actual performance and results may materially differ from what may be expressed or forecasted in such forward-looking statements. Factors that could contribute to these differences include operational and other complications that may arise affecting the implementation of our plans and business objectives; continued pressures caused by economic conditions and the pace and extent of the economic recovery; challenges that may arise in connection with the integration of new businesses or assets we acquire or the disposition of assets; restructuring of our operations, and/or our expansion into new geographic markets; issues unique to government contracting, such as competitive bidding processes, qualification requirements, and delays or changes in funding; disruptions within our dealer network; changes in our relationships with major customers, suppliers, or other business partners, including Isuzu; changes in the demand or supply of products within our markets or raw materials needed to manufacture those products; and changes in laws and regulations affecting our business. Other factors that could affect outcomes are set forth in our Annual Report on Form 10-K and other filings we make with the Securities and Exchange Commission (SEC), which are available at www.sec.gov or our website. All forward-looking statements in this release are qualified by this paragraph. Investors should not place undue reliance on forward-looking statements as a prediction of actual results. We undertake no obligation to publicly update or revise any forward-looking statements in this release, whether as a result of new information, future events, or otherwise.

GAAP RECONCILIATION

*** Financial Summary (Non-GAAP)
For the Year Ending December 31, 2016
(In millions, Unaudited)

	SMEAL	SPAR
Forecasted net income	\$(0.6)	\$8.2
Add (subtract)		
Depr. and amort.	0.7	7.9
Interest expense	0.4	0.4
Tax expense	-	(0.1)
Forecasted EBITDA	\$0.5	\$16.4