

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

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

**For the fiscal year ended June 30, 2014**

Commission file number 000-04217

**ACETO CORPORATION**

(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of  
incorporation or organization)

11-1720520  
(I.R.S. Employer Identification  
Number)

4 Tri Harbor Court, Port Washington, NY 11050  
(Address of principal executive offices)

(516) 627-6000  
(Registrant's telephone number, including area code)

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

Common Stock, par value \$.01 per share  
(Title of Class)

The NASDAQ Global Select Market  
(Name of each exchange on which registered)

Securities registered pursuant to Section 12 (g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 of Section 15(d) of the Act.  
Yes [ ] No [X]

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 [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

---

---

---

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

The aggregate market value of the voting stock of the Company held by non-affiliates of the Company based on the closing price of the common stock on December 31, 2013 as reported on the NASDAQ Global Select Market, was approximately \$670,091,179.

The Registrant has 29,004,630 shares of common stock outstanding as of September 2, 2014.

Documents incorporated by reference: The information required in response to Part III of this Annual Report on Form 10-K is hereby incorporated by reference to the specified portions of the Registrant’s definitive proxy statement for the annual meeting of shareholders.

ACETO CORPORATION AND SUBSIDIARIES  
FORM 10-K  
FOR THE FISCAL YEAR ENDED JUNE 30, 2014

TABLE OF CONTENTS

PART I.	4
Item 1. Business	4
Item 1A. Risk Factors	9
Item 1B. Unresolved Staff Comments	18
Item 2. Properties	18
Item 3. Legal Proceedings	19
Item 4. Mine Safety Disclosures	19
PART II.	20
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	20
Item 6. Selected Financial Data	22
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	22
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	37
Item 8. Financial Statements and Supplementary Data	38
Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure	38
Item 9A. Controls and Procedures	38
Item 9B. Other Information	41
PART III.	41
Item 10. Directors, Executive Officers and Corporate Governance	41
Item 11. Executive Compensation	41
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	41
Item 13. Certain Relationships and Related Transactions and Director Independence	41
Item 14. Principal Accounting Fees and Services	41
PART IV.	41
Item 15. Exhibits and Financial Statement Schedules	41
Signatures	81

## PART I

### CAUTIONARY STATEMENT RELATING TO THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This Annual Report on Form 10-K contains forward-looking statements as that term is defined in the federal securities laws. The events described in forward-looking statements contained in this Annual Report on Form 10-K may not occur. Generally, these statements relate to our business plans or strategies, projected or anticipated benefits or other consequences of our plans or strategies, financing plans, projected or anticipated benefits from acquisitions that we may make, or projections involving anticipated revenues, earnings or other aspects of our operating results or financial position, and the outcome of any contingencies. Any such forward-looking statements are based on current expectations, estimates and projections of management. We intend for these forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements. Words such as “may,” “will,” “expect,” “believe,” “anticipate,” “project,” “plan,” “intend,” “estimate,” and “continue,” and their opposites and similar expressions are intended to identify forward-looking statements. We caution you that these statements are not guarantees of future performance or events and are subject to a number of uncertainties, risks and other influences, many of which are beyond our control that may influence the accuracy of the statements and the projections upon which the statements are based. Factors that may affect our results include, but are not limited to, the risks and uncertainties discussed in Item 1A of this Annual Report on Form 10-K.

Any one or more of these uncertainties, risks and other influences could materially affect our results of operations and whether forward-looking statements made by us ultimately prove to be accurate. Our actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether from new information, future events or otherwise.

#### NOTE REGARDING DOLLAR AMOUNTS

In this Annual Report on Form 10-K, all dollar amounts are expressed in thousands, except share prices and per-share amounts.

#### **Item 1. Business**

##### **General**

Aceto Corporation, together with its consolidated subsidiaries, are referred to herein collectively as “Aceto”, “the Company”, “we”, “us”, and “our”, unless the context indicates otherwise. Aceto was incorporated in 1947 in the State of New York. We are a global leader in the marketing, sales and distribution of finished dosage form generics, nutraceutical products, pharmaceutical intermediates and active ingredients, agricultural protection products and specialty chemicals. Our business is organized along product lines into three principal segments: Human Health, Pharmaceutical Ingredients and Performance Chemicals. In fiscal 2012, we reconfigured and renamed our three business segments to more accurately reflect the scope of our business activities.

We believe our main business strengths are sourcing, regulatory support, quality assurance and marketing and distribution. We distribute more than 1,100 chemical compounds used principally as finished products or raw materials in the pharmaceutical, nutraceutical, agricultural, coatings and industrial chemical industries. With business operations in nine countries, Aceto’s global reach is distinctive in the industry, enabling us to source and supply quality products on a worldwide basis. Leveraging local professionals, we source more than two-thirds of our products from Asia, buying from approximately 500 companies in China and 200 in India. No single supplier accounted for as much as 10% of purchases in fiscal 2014 and 2013.

Strategic relationships with manufacturers of pharmaceutical, nutraceutical, agricultural and specialty chemical products in the United States and internationally serve as a valuable resource to Aceto customers, enabling them to procure vital chemical based products necessary for their diverse and complex applications. A strong global technical network differentiates Aceto from commodity distribution companies. With regional managers in the United States, Europe and Asia, we provide regulatory support and quality assurance for customers and suppliers worldwide. Our regulatory network ensures that all products we distribute are produced to applicable required standards and conform to customer specifications for their intended end use.

Our presence in China, Germany, France, the Netherlands, Singapore, India, Hong Kong, the United Kingdom and the United States, along with strategically located warehouses worldwide, enable us to respond quickly to demands from customers worldwide, assuring that a consistent, high-quality supply of pharmaceutical, nutraceutical, specialty chemicals and agricultural protection products are readily accessible. We are able to offer our customers competitive pricing, continuity of supply, and quality control. Highly experienced staff, many of whom are technically trained, enable Aceto to meet individual customer needs. Our marketing, sales, regulatory and technical professionals possess an intimate knowledge of worldwide sources of

supply and product applications, as well as statutory and technical requirements. Many of our professionals are respected leaders in their industry, bringing 25 or more years of experience to customer applications. This longevity has fostered confidence and loyalty among customers and suppliers.

Aceto partners with customers during the product development process, creating new applications for existing products, as well as new product sourcing opportunities. We offer solutions for product and production challenges, while assisting with quality assurance, government approvals and compliance. All of these value-added services allow Aceto's customers to be more responsive to their end use customers and more competitive in the global marketplace. We believe our more than 65 years of experience, our reputation for reliability and stability, and our long-term relationships with suppliers have fostered loyalty among our customers.

We remain confident about our business prospects. We anticipate organic growth through our plans to introduce new products for finished dosage form generic drugs, the further globalization of our nutraceutical business, the continued globalization of our Performance Chemicals business, the expansion of our agricultural protection products by investing in product lines and intellectual property, the continued enhancement of our sourcing operations in China and India, and the steady improvement of our quality assurance and regulatory capabilities.

We believe our track record of continuous product introductions demonstrates our commitment to be recognized by the worldwide generic pharmaceutical industry as an important, reliable supplier. Our plans involve seeking strategic acquisitions that enhance our earnings and forming alliances with partners that add to our capabilities, when possible.

Other than product rights and license agreements for certain of our finished dosage form generic products which are part of our Human Health business and U.S. Environmental Protection Agency (EPA) registrations for our Performance Chemicals, we hold no patents, franchises or concessions that we consider material to our operations.

Information concerning revenue and gross profit attributable to each of our reportable segments and geographic information is found in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations", and in Note 19 to the Consolidated Financial Statements, Part II, Item 8, "Financial Statements and Supplementary Data."

## **Human Health**

Products that fall within the Human Health segment include finished dosage form generic drugs and nutraceutical products. On April 30, 2014, Rising Pharmaceuticals, Inc. ("Rising"), a wholly owned subsidiary of Aceto, acquired 100% of the issued and outstanding membership interests of PACK Pharmaceuticals, LLC ("PACK"). PACK, a national marketer and distributor of generic prescription and over-the-counter pharmaceutical products, has headquarters in Buffalo Grove, Illinois, a suburb of Chicago, Illinois. We believe that the acquisition of PACK by Rising will advance Aceto's strategy to expand further into the finished dosage pharmaceutical business. PACK and Rising have very similar business models including operating their businesses in collaboration with selected pharmaceutical development partners and with networks of finished dosage form manufacturing partners, focusing on niche products and selling generic prescription products and over-the-counter pharmaceutical products under their respective labels to leading wholesalers, chain drug stores, distributors and mass market merchandisers. The strategically important and complementary business combination of PACK with our Rising business further increases the mix of higher margin finished dosage generic pharmaceuticals in Aceto's revenue base and doubles the size of our development pipeline of new generic products. In addition, the acquisition establishes Aceto in branded generics for the first time.

According to an IMS Health press release on November 19, 2013, "growth in global spending on medicines increased 2.6 percent to \$965 billion in 2012, and is forecast to grow at a 3-6 percent compound annual rate over the next five years." The IMS report, entitled, *The Global Use of Medicines: Outlook through 2017*, states "spending on specialty medicines is expected to reach \$230-240 billion in 2017, up 38 percent from the \$171 billion spent in 2012."

Aceto supplies the raw materials used in the production of nutritional and packaged dietary supplements, including vitamins, amino acids, iron compounds and biochemicals used in pharmaceutical and nutritional preparations. After we identified a positive change in the attitudes of Europeans towards nutritional products, we globalized this business, creating an operating company headquartered in Germany, Aceto Health Ingredients GmbH. This globally structured business then became the model for all of our business segments, providing international reach and perspective for our customers.

## **Pharmaceutical Ingredients**

The Pharmaceutical Ingredients segment has two product groups: Active Pharmaceutical Ingredients (APIs) and Pharmaceutical Intermediates.

As the use of generic drugs has grown significantly over the years, we believe Aceto's presence in this market also increased, both domestically and internationally. We supply APIs to many of the major generic drug companies, who we believe view Aceto as a valued partner in their effort to develop and market generic drugs. The process of introducing a new API from pipeline to market spans a number of years and begins with Aceto partnering with a generic pharmaceutical manufacturer and jointly selecting an API, several years before the expiration of a composition of matter patent, for future genericizing. We then identify the appropriate supplier, and concurrently utilizing our global technical network, ensure they meet the highest standards of quality to comply with regulations. The generic pharmaceutical company will submit the Abbreviated New Drug Application (ANDA) for U.S. Food and Drug Administration (FDA) approval or European-equivalent approval. The introduction of the API to market occurs after all the development testing has been completed and the ANDA or European-equivalent is approved and the patent expires or is deemed invalid. Aceto has a robust pipeline of APIs poised to reach commercial levels, both in the United States and Europe.

Aceto has long been a supplier of pharmaceutical intermediates, the complex chemical compounds that are the building blocks used in producing APIs. These are the critical components of all drugs, whether they are already on the market or currently undergoing clinical trials. Faced with significant economic pressures as well as ever-increasing regulatory barriers, the innovative drug companies look to Aceto as a source for high quality intermediates. Aceto employs, on occasion, the same second source strategy for our pharmaceutical intermediates business that we use in our API business. Historically, pharmaceutical manufacturers have had one source for the intermediates needed to produce their products. Utilizing our global sourcing, regulatory support and quality assurance network, Aceto works with the large, global pharmaceutical companies, sourcing lower cost, quality pharmaceutical intermediates that will meet the same high level standards adhered to by their current commercial products.

According to an IMS Health press release on April 15, 2014, a new report, entitled, *Medicine Use and Shifting Costs of Healthcare: A Review of the Use of Medicines in the United States in 2013*, "found that total dollars spent on medications in the U.S. reached \$329.2 billion last year, up 3.2 percent on a nominal basis and a rebound from the 1.0 percent decline in 2012. Primary drivers include the reduced impact of patent expiries, price increases, higher spending on innovative new medicines, and greater use by patients of the healthcare system. Patent expiries in 2013 contributed \$19 billion to lower medicine spending, compared with \$29 billion the previous year."

## **Performance Chemicals**

The Performance Chemicals segment includes specialty chemicals and agricultural protection products.

Aceto is a major supplier to many different industrial segments that require outstanding performance from chemical raw materials and additives. We provide chemicals which make plastics, surface coatings, textiles, fuels and lubricants to perform to their designed capabilities. These additive specialty products include antioxidants, photo initiators, catalysts, curatives, brighteners and adhesion promoters.

Aceto is a supplier of chemicals to ecofriendly technologies. For example, we supply ultraviolet photo initiators which allow inks and coatings to be cured by ultraviolet light instead of solvents, as well as curing agents and optical brighteners for powder (non-solvent) coatings. These growing technologies are critical in protecting and enhancing the world's ecology.

We provide specialty chemicals for the food, beverage and fragrance industries. Aceto's raw materials are also used in sophisticated technology products, such as high-end electronic parts (circuit boards and computer chips) and binders for specialized rocket fuels. Aceto is also a leader in the supply of diazos and couplers to the paper and film industries. Specific end uses for these products include microfilm, blueprints and photo tooling of printed circuit boards.

We also provide organic intermediates and colorants including automotive, industrial and residential coatings, dyes for colorful textiles for both natural and synthetic fibers, FDA-approved colorants for foods and pharmaceuticals and high quality agrochemicals. The color producing industry manufactures a wide assortment of products and Aceto is the supplier of choice to these producers of "color." From textiles and plastics to inks and paints, our specialty colorant intermediates allow manufacturers to develop an endless rainbow of colorful possibilities.

According to a July 16, 2014 Federal Reserve Statistical Release, in the second quarter of calendar year 2014, the index for consumer durables, which impacts the Specialty Chemicals business of the Performance Chemicals segment, is expected to grow at an annual rate of 10.3%.

Aceto's agricultural protection products include herbicides, fungicides and insecticides which control weed growth as well as the spread of insects and microorganisms that can severely damage plant growth. The agricultural world is dependent on a

large variety of deterrent products and we believe Aceto has become a valued partner to the global generic agricultural industry by providing superior quality functional products. One of Aceto's most widely used agricultural protection products is a sprout inhibitor that extends the storage life of potatoes. We work with the large agrochemical distributors to provide alternate sources for key products. Utilizing our global sourcing and regulatory capabilities, we identify and qualify manufacturers either producing the product or with knowledge of the chemistry necessary to produce the product and then file an application with the EPA for a product registration. Aceto has an ongoing working relationship with manufacturers in China and India to determine which of the non-patented, or generic, agricultural protection products they produce can be effectively marketed in the Western world. Over the past several years, we have successfully brought a number of products to market. In addition, we have a strong pipeline, which includes future additions to our product portfolio. The combination of our global sourcing and regulatory capabilities makes the generic agricultural market a niche for us and we will continue to offer new product additions in this market as we move forward. In the National Agricultural Statistics Services release dated June 30, 2014, the total crop acreage planted in the United States in 2014 increased approximately 2.0% to 331 million acres from 325 million acres in 2013. The number of peanut acres planted in 2014 increased 23% from 2013 levels while sugarcane acreage harvested declined 4% from 2013. In addition, the potato acreage harvested in 2014 rose approximately 1% from the 2013 level.

### Research and Development Expenses

Research and development expenses (R&D) represent investment in our generic finished dosage form product pipeline, which includes both Rising and PACK products. R&D expenses during fiscal years 2014, 2013 and 2012 were \$5,222, \$2,834 and \$1,574 respectively.

### Long-lived Assets

Long-lived assets, excluding property held for sale, by geographic region as of June 30, 2014, 2013, and 2012 were as follows:

	<u>Long-lived assets</u>		
	<u>2014</u>	<u>2013</u>	<u>2012</u>
United States	\$160,544	\$80,870	\$85,650
Europe	3,458	2,684	2,388
Asia-Pacific	<u>2,042</u>	<u>2,213</u>	<u>2,413</u>
Total	<u>\$166,044</u>	<u>\$85,767</u>	<u>\$90,451</u>

### Suppliers and Customers

We purchase products from specifically approved plants and supply products to customers from plants whose products they have approved. We regularly visit our suppliers to evaluate them not only on the basis of ability to deliver satisfactory products on a timely and cost efficient basis, but also on their commitment to operate in a safe and environmentally responsible manner. During the fiscal years ended June 30, 2014 and 2013 approximately 64% and 68%, respectively, of our purchases were from Asia and approximately 14% and 13%, respectively, were from Europe.

Our customers are primarily located throughout the United States, Europe and Asia. They include a wide range of companies in the industrial chemical, agricultural, and human health and pharmaceutical industries, and range from small trading companies to Fortune 500 companies. During fiscal years 2014, 2013 and 2012, sales made to customers in the United States totaled \$325,190, \$291,433 and \$254,368, respectively. Sales made to customers outside the United States during fiscal years 2014, 2013 and 2012 totaled \$184,989, \$208,257 and \$190,020, respectively, of which, approximately 59%, 62% and 59%, respectively, were to customers located in Europe. No single product or customer accounted for as much as 10% of net sales in fiscal years 2014, 2013 or 2012.

### Competition

The Company operates in a highly competitive business environment. We compete by offering high-quality products produced around the world by both large and small manufacturers at attractive prices. Because of our long standing relationships with many suppliers as well as our sourcing operations in both China and India, we are able to ensure that any given product is manufactured at a facility that can meet the regulatory requirements for that product. For the most part, we store our inventory of chemical-based products in public warehouses strategically located throughout the United States, Europe, and Asia, and we can therefore fill our customer orders on a timely basis. We have developed ready access to key purchasing, research, and technical executives of our customers and suppliers. This allows us to ensure that when necessary, sourcing decisions can be made quickly.

## **Environmental and Regulatory**

We are subject to extensive regulation by federal, state and local agencies in the countries in which we do business. Of particular importance is the FDA in the U.S. It has jurisdiction over testing, safety, effectiveness, manufacturing, labeling, marketing, advertising and post-marketing surveillance of our Human Health products.

Certain of our products involve the use, storage and transportation of toxic and hazardous materials. The Company's operations are subject to extensive laws and regulations relating to the storage, handling, transportation and discharge of materials into the environment and the maintenance of safe working conditions. We have designed safety procedures to comply with the standards prescribed by federal, state and local regulations.

Our global quality assurance network, with regional managers in the U.S., Europe and Asia, ensures that the quality of a product meets both its specifications and intended use. Our technical network performs a service that allows Aceto to source and qualify APIs, pharmaceutical intermediates, finished dosage form generics, agricultural products, specialty chemicals, and nutraceutical products from around the world. It also provides substantial regulatory support and technical assistance to manufacturers worldwide, enabling them to meet the stringent regulatory guidelines that govern the pharmaceutical, nutraceutical, specialty chemicals and agricultural protection industries.

A subsidiary of the Company markets certain agricultural protection products which are subject to the Federal Insecticide, Fungicide and Rodenticide Act (FIFRA). FIFRA requires that test data be provided to the EPA to register, obtain and maintain approved labels for pesticide products. The EPA requires that follow-on registrants of these products compensate the initial registrant for the cost of producing the necessary test data on a basis prescribed in the FIFRA regulations. Follow-on registrants do not themselves generate or contract for the data. However, when FIFRA requirements mandate that new test data be generated to enable all registrants to continue marketing a pesticide product, often both the initial and follow-on registrants establish a task force to jointly undertake the testing effort. The Company is presently a member of several such task force groups, which requires payments for such memberships.

## **Employees**

At June 30, 2014, we had 270 employees, none of whom were covered by a collective bargaining agreement.

## **Available information**

We file annual, quarterly, and current reports, proxy statements, and other information with the U.S. Securities and Exchange Commission ("SEC"). You may read and copy any document we file at the SEC's public reference room at 100 F Street, NE, Washington, D.C. 20549.

You may call the SEC at 1-800-SEC-0330 for information on the public reference room. The SEC maintains a website that contains annual, quarterly, and current reports, proxy statements, and other information that issuers (including Aceto) file electronically with the SEC. The SEC's website is [www.sec.gov](http://www.sec.gov).

Our website is [www.aceto.com](http://www.aceto.com). We make available free of charge through our Internet site, via a link to the SEC's website at [www.sec.gov](http://www.sec.gov), our annual reports on Form 10-K; quarterly reports on Form 10-Q; current reports on Form 8-K; Forms 3, 4 and 5 filed on behalf of our directors and executive officers; and any amendments to those reports and forms. We make these filings available as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. The information on our website is not incorporated by reference into this Annual Report on Form 10-K.



## Item 1A. Risk factors

You should carefully consider the following risk factors and other information included in this Annual Report on Form 10-K. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not currently known to us or that we currently deem immaterial could also impair our business operations. If any of the following risk factors occur, our reputation, business, financial condition, operating results and cash flows could be materially adversely affected.

*If we are unable to compete effectively with our competitors, many of which have greater market presence and resources than us, our reputation, business, financial condition, operating results and cash flows could be materially adversely affected.*

Our financial condition and operating results are directly related to our ability to compete in the intensely competitive global chemical and pharmaceutical markets. We face intense competition from global and regional distributors of chemical and pharmaceutical products, many of which are large chemical and pharmaceutical manufacturers as well as distributors. Many of these companies have substantially greater resources than us, including, among other things, greater financial, marketing and distribution resources. We cannot assure you that we will be able to compete successfully with any of these companies. In addition, increased competition could result in price reductions, reduced margins and loss of market share for our products, all of which could materially adversely affect our reputation, business, financial condition, operating results and cash flows.

*Our distribution operations of finished dosage form generic drugs and APIs are subject to the risks of the generic pharmaceutical industry.*

The ability of our business to provide consistent, sequential quarterly growth is affected, in large part, by our participation in the launch of new products by generic manufacturers and the subsequent advent and extent of competition encountered by these products. This competition can result in significant and rapid declines in pricing with a corresponding decrease in net sales. Net selling prices of generic drugs typically decline over time, sometimes dramatically, as additional generic pharmaceutical companies receive approvals and enter the market for a given generic product and competition intensifies. When additional versions of one of our generic products enter the market, we generally lose market share and our selling prices and margins on that product decline.

*We may experience declines in sales volumes or prices of certain of our products as the result of the concentration of sales to wholesalers and the continuing trend towards consolidation of such wholesalers and other customer groups which could have a material adverse impact on our business, financial condition, operating results and cash flows.*

Wholesalers and retail drug chains have undergone, and are continuing to undergo, significant consolidation. This consolidation may result in these groups gaining additional purchasing leverage and consequently increasing the product pricing pressures facing our finished dosage form generic business. The result of these developments could have a material adverse effect on our business, financial position, results of operations and cash flows.

*Our pipeline of products in development may be subject to regulatory delays at the FDA. Delays in key products could have material adverse effects on our reputation, business, financial condition, operating results and cash flows.*

Our future revenue growth and profitability are partially dependent upon our ability to introduce new products on a timely basis in relation to our competitors' product introductions. Our failure to do so successfully could materially adversely affect our reputation, business, financial condition, operating results and cash flows. Many products require FDA approval or the equivalent regulatory approvals in our overseas markets prior to being marketed. The process of obtaining FDA/regulatory approval to market new and generic pharmaceutical products is rigorous, time-consuming, costly and often unpredictable. We may be unable to obtain requisite FDA approvals on a timely basis for new generic products.

*The regulatory approval process outside the U.S. varies depending on foreign regulatory requirements, and failure to obtain regulatory approval in foreign jurisdictions would prevent the marketing of our products in those jurisdictions.*

We have certain worldwide intellectual property rights to market some of our products and product candidates. We intend to seek approval to market certain of our products outside of the U.S. To market our products in the European Union and other foreign jurisdictions, we must obtain separate regulatory authorization and comply with numerous and varying regulatory requirements. Approval of a product by the comparable regulatory authorities of foreign countries must be obtained prior to marketing that product in those countries. The approval procedure varies among countries and can involve additional testing, and the time required to obtain approval may differ from that required to obtain FDA approval. The foreign regulatory approval process includes all of the risks associated with obtaining FDA approval set forth herein and approval by the FDA does not

ensure approval by the regulatory authorities of any other country, nor does the approval by foreign regulatory authorities in one country ensure approval by regulatory authorities in other foreign countries or the FDA. If we fail to comply with these regulatory requirements or obtain and maintain required approvals, our target market will be reduced and our ability to generate revenue from abroad will be adversely affected.

*Our growth and development will depend on developing, commercializing and marketing new products, including both our own products and those developed with our collaboration partners. If we do not do so successfully, our growth and development will be impaired.*

Our future revenues and profitability will depend, to a significant extent, upon our ability to successfully commercialize new generic pharmaceutical products in a timely manner. As a result, we must continually develop and test new products, and these new products must meet regulatory standards and receive requisite regulatory approvals. Products we are currently developing may or may not achieve the technology success or receive the regulatory approvals or clearances necessary for us to market them. Furthermore, the development and commercialization process is time-consuming and costly, and we cannot assure you that any of our products, if and when developed and approved, can be successfully commercialized. Some of our collaboration partners may decide to make substantial changes to a product's formulation or design, may experience financial difficulties or have limited financial resources, any of which may delay the development, commercialization and/or marketing of new products. In addition, if a co-developer on a new product terminates our collaboration agreement or does not perform under the agreement, we may experience delays and, possibly, additional costs in developing and marketing that product.

*If we experience product recalls, we may incur significant and unexpected costs, and our business reputation could be adversely affected.*

We may be exposed to product recalls and adverse public relations if our products are alleged to cause injury or illness, or if we are alleged to have violated governmental regulations. A product recall could result in substantial and unexpected expenditures, which would reduce operating profit and cash flow. In addition, a product recall may require significant management attention. Product recalls may hurt the value of our brands and lead to decreased demand for our products. Product recalls also may lead to increased scrutiny by federal, state or international regulatory agencies of our operations and increased litigation and could have a material adverse effect on our reputation, business, financial condition, operating results and cash flows.

*Dependence on a limited number of suppliers of Human Health and Pharmaceutical Ingredients products could lead to delays, lost revenue or increased costs.*

Our future operating results may depend substantially on our suppliers' ability to timely provide Human Health and Pharmaceutical Ingredients products in connection with ANDAs and such suppliers' ability to supply us with these ingredients or materials in sufficient volumes to meet our production requirements. A number of the ingredients or materials that we use are available from only a single or limited number of qualified suppliers, and may be used across multiple product lines. If there is a significant increase in demand for an ingredient or other material resulting in an inability to meet demand, if an ingredient or material is otherwise in short supply or becomes wholly unavailable, or if a supplier has a quality issue, we may experience delays or increased costs in obtaining that ingredient or material. If we are unable to obtain sufficient quantities of ingredients or other necessary materials, we may experience production delays in our supply.

Each of the following could also interrupt the supply of, or increase the cost of, ingredients or other materials:

- an unwillingness of a supplier to supply ingredients or other materials to us;
- consolidation of key suppliers;
- failure of a key supplier's business process;
- a key supplier's inability to access credit necessary to operate its business; or
- failure of a key supplier to remain in business, to remain an independent supplier, or to adjust to market conditions.

Any interruption in the supply of or increase in the cost of ingredients or other materials provided by single or limited source suppliers could have a material adverse effect on our reputation, business, financial condition, operating results and cash flows.

*Our success in our Human Health segment is linked to the size and growth rate of the generic pharmaceutical, vitamin, mineral and supplement markets and an adverse change in the size or growth rate of these markets could have a material adverse effect on us.*

An adverse change in size or growth rate of the generic pharmaceutical, vitamin, mineral and supplement markets could have a material adverse effect on us. Underlying market conditions are subject to change based on economic conditions, consumer

preferences and other factors that are beyond our control, including media attention and scientific research, which may be positive or negative.

*Healthcare reform and a reduction in the reimbursement levels by governmental authorities, HMOs, MCOs or other third-party payors could materially adversely affect our business, financial condition, operating results and cash flows.*

Third party payors increasingly challenge pricing of pharmaceutical products. The trend toward managed healthcare, the growth of organizations such as HMOs and MCOs and legislative proposals to reform healthcare and government insurance programs could significantly influence the purchase of pharmaceutical products, resulting in lower prices and a reduction in product demand. Such cost containment measures and healthcare reform could affect our ability to sell our products and could have a material adverse effect on our business, results of operations, financial condition and cash flows.

*Our future results could be materially affected by a number of public health issues whether occurring in the United States or abroad.*

Public health issues, whether occurring in the United States or abroad, could disrupt our operations, disrupt the operations of suppliers or customers, or have a broader adverse impact on consumer spending and confidence levels that would negatively affect our suppliers and customers. We may be required to suspend operations in some or all of our locations, which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

*Our revenue stream and related gross profit is difficult to predict.*

Our revenue stream is difficult to predict because it is primarily generated as customers place orders and customers can change their requirements or cancel orders. Many of our sales orders are short-term and could be cancelled at any time. As a result, much of our revenue is not recurring from period to period, which contributes to the variability of our results from period to period. In addition, certain of our products carry a higher gross margin than other products, particularly in the Human Health and Pharmaceutical Ingredients segments. Reduced sales of these higher margin products could have a material adverse effect on our operating results. We believe that quarter-to-quarter comparisons of our operating results are not a good indication of our future performance.

*Changes to the industries and markets that Aceto serves could have a material adverse effect on our business, financial condition, operating results and cash flows.*

The business environment in which we operate remains challenging. Portions of our operations are subject to the same business cycles as those experienced by automobile, housing, and durable goods manufacturers. Our demand is largely derived from the demand for our customers' products, which subjects us to uncertainties related to downturns in our customers' business and unanticipated customer production shutdowns or curtailments. A material downturn in sales or gross profit due to weak end-user markets and loss of customers could have a material adverse effect on our business, financial condition, operating results and cash flows.

*Our operating results could fluctuate in future quarters, which could adversely affect the trading price of our common stock.*

Our operating results could fluctuate on a quarterly basis as a result of a number of factors, including, among other things, the timing of contracts, orders, the delay or cancellation of a contract, and changes in government regulations. Any one of these factors could have a significant impact on our quarterly results. In some quarters, our revenue and operating results could fall below the expectations of securities analysts and investors, which would likely cause the trading price of our common stock to decline.

*We have significant inventories on hand.*

The Company maintains significant inventories. Any significant unanticipated changes in future product demand or market conditions, including, among other things, the current uncertainty in the global market, could materially adversely affect the value of inventory and our business, financial condition, operating results and cash flows.

*Failure to obtain products from outside manufacturers could adversely affect our ability to fulfill sales orders to our customers.*

We rely on outside manufacturers to supply products for resale to our customers. Manufacturing problems, including, among other things, manufacturing delays caused by plant shutdowns, regulatory issues, damage or disruption to raw material supplies

due to weather, including, among other things, any potential effects of climate change, natural disaster or fire, could occur. If such problems occur, we cannot assure that we will be able to deliver our products to our customers profitably or on time.

*Increases in the cost of shipping with our third-party shippers could have a material adverse effect on our business, financial condition, operating results and cash flows.*

Shipping is a significant expense in the operation of our business. Accordingly, any significant increase in shipping rates could have an adverse effect on our operating results. Similarly, strikes or other service interruptions by those shippers could cause our operating expenses to rise and adversely affect our ability to deliver products on a timely basis.

*We could incur significant uninsured environmental and other liabilities inherent in the chemical/pharmaceutical distribution industry that could materially adversely affect our business, financial condition, operating results and cash flows.*

The business of distributing chemicals and pharmaceuticals is subject to regulation by numerous federal, state, local, and foreign governmental authorities. These regulations impose liability for loss of life, damage to property and equipment, pollution and other environmental damage that could occur in our business. Many of these regulations provide for substantial fines and remediation costs in the event of chemical spills, explosions and pollution. While we believe that we are in substantial compliance with all current laws and regulations, we can give no assurance that we will not incur material liabilities that are not covered by insurance or exceed our insurance coverage or that such insurance will remain available on terms and at rates acceptable to us. Additionally, if existing environmental and other regulations are changed, or additional laws or regulations are passed, the cost of complying with those laws could be substantial, thereby materially adversely affecting our business, financial condition, operating results and cash flows.

In fiscal years 2011, 2009, 2008 and 2007, the Company received letters from the Pulvair Site Group, a group of potentially responsible parties (PRP Group) who are working with the State of Tennessee (the State) to remediate a contaminated property in Tennessee called the Pulvair site. The PRP Group has alleged that Aceto shipped hazardous substances to the site which were released into the environment. The State had begun administrative proceedings against the members of the PRP Group and Aceto with respect to the cleanup of the Pulvair site and the PRP Group has begun to undertake cleanup. The PRP Group is seeking a settlement of approximately \$1,700 from the Company for its share to remediate the site contamination. Although the Company acknowledges that it shipped materials to the site for formulation over twenty years ago, the Company believes that the evidence does not show that the hazardous materials sent by Aceto to the site have significantly contributed to the contamination of the environment and thus believes that, at most, it is a de minimus contributor to the site contamination. Accordingly, the Company believes that the settlement offer is unreasonable. The impact of the resolution of this matter on the Company's results of operations in a particular reporting period is not known. Management believes that the ultimate outcome of this matter will not have a material adverse effect on the Company's financial condition or liquidity.

Our subsidiary, Arsynco, has environmental remediation obligations in connection with its former manufacturing facility in Carlstadt, New Jersey. Estimates of how much it would cost to remediate environmental contamination at this site have increased since the facility was closed in 1993. If the actual costs are significantly greater than estimated, it could have a material adverse effect on our financial condition, operating results and cash flows.

In March 2006, Arsynco received notice from the EPA of its status as a PRP under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) for a site described as the Berry's Creek Study Area ("BCSA"). Arsynco is one of over 150 PRPs which have potential liability for the required investigation and remediation of the site. The estimate of the potential liability is not quantifiable for a number of reasons, including the difficulty in determining the extent of contamination and the length of time remediation may require. In addition, any estimate of liability must also consider the number of other PRPs and their financial strength. In July 2014, Arsynco received notice from the U.S. Department of Interior ("USDOl") regarding the USDOl's intent to perform a Natural Resource Damage (NRD) Assessment at the BCSA. Arsynco has to date declined to participate in the development and performance of the NRD assessment process. Based on prior practice in similar situations, it is possible that the State may assert a claim for natural resource damages with respect to the Arsynco site itself, and either the federal government or the State (or both) may assert claims against Arsynco for natural resource damages in connection with Berry's Creek; any such claim with respect to Berry's Creek could also be asserted against the approximately 150 PRPs which the EPA has identified in connection with that site. Any claim for natural resource damages with respect to the Arsynco site itself may also be asserted against BASF, the former owners of the Arsynco property. Since an amount of the liability cannot be reasonably estimated at this time, no accrual is recorded for these potential future costs. The impact of the resolution of this matter on the Company's results of operations in a particular reporting period is not known.

*The distribution and sale of some of our products are subject to prior governmental approvals and thereafter ongoing governmental regulation.*

Our products are subject to laws administered by federal, state and foreign governments, including the Toxic Substances Control Act as well as regulations requiring registration and approval of many of our products. More stringent restrictions could make our products less desirable, which would adversely affect our revenues and profitability. Some of our products are subject to the EPA registration and re-registration requirements, and are registered in accordance with FIFRA. Such registration requirements are based, among other things, on data demonstrating that the product will not cause unreasonable adverse effects on human health or the environment when used according to approved label directions. Governmental regulatory authorities have required, and may require in the future, that certain scientific data requirements be performed on our products and this may require us, on our behalf or in joint efforts with other registrants, to perform additional testing. Responding to such requirements may cause delays in or the cessation of the sales of one or more of our products which would adversely affect our profitability. We can provide no assurance that any testing approvals or registrations will be granted on a timely basis, if at all, or that our resources will be adequate to meet the costs of regulatory compliance or that the economic benefit of complying with the requirement will exceed our cost.

*Incidents related to hazardous materials could materially adversely affect our reputation, business, financial condition, operating results and cash flows.*

Portions of our operations require the controlled use of hazardous materials. Although we are diligent in designing and implementing safety procedures to comply with the standards prescribed by federal, state, and local regulations, the risk of accidental contamination of property or injury to individuals from these materials cannot be completely eliminated. In the event of such an incident, we could be liable for any damages that result, which could materially adversely affect our reputation, business, financial condition, operating results and cash flows.

We are also continuing to expand our business in China and India, where environmental, health and safety regulations are still early in their development. As a result, we cannot determine how these laws will be implemented and the impact of such regulation on the Company.

*Violations of cGMP and other government regulations could have a material adverse effect on our reputation, business, financial condition and results of operations.*

All facilities and manufacturing techniques used to manufacture pharmaceutical products for clinical use or for commercial sale in the United States and other Aceto markets must be operated in conformity with current Good Manufacturing Practices ("cGMP") regulations as required by the FDA and other regulatory bodies. Our suppliers' facilities are subject to scheduled periodic regulatory and customer inspections to ensure compliance with cGMP and other requirements applicable to such products. A finding that we or one or more of our suppliers had materially violated these requirements could result in one or more regulatory sanctions, loss of a customer contract, disqualification of data for client submissions to regulatory authorities and a mandated closing of our suppliers' facilities, which in turn could have a material adverse effect on our reputation, business, financial condition, operating results and cash flows.

*Our business could give rise to product liability claims that are not covered by insurance or indemnity agreements or exceed insurance policy or indemnity agreement limitations.*

The marketing, distribution and use of chemical and pharmaceutical products involves substantial risk of product liability claims. We could be held liable if any product we or our partners develop or distribute causes injury or is found otherwise unsuitable during product testing, manufacturing, marketing or sale. A successful product liability claim that we have not insured against, that exceeds our levels of insurance or that we are not indemnified for, may require us to pay a substantial amount of damages. In the event that we are forced to pay such damages, this payment could have a material adverse effect on our reputation, business, financial condition, operating results and cash flows.

*We source many of our products in China and changes in the political and economic policies of China's government could have a significant impact upon the business we may be able to conduct in China and our financial condition, operating results and cash flows.*

Our business operations could be materially adversely affected by the current and future political environment in China. China has operated as a socialist state since the mid-1900s and is controlled by the Communist Party of China. The Chinese government exerts substantial influence and control over the manner in which companies, such as ours, must conduct business activities in China. China has only permitted provincial and local economic autonomy and private economic activities since

1988. The government of China has exercised and continues to exercise substantial control over virtually every sector of the Chinese economy, through regulation and state ownership. Our ability to conduct business in China could be adversely affected by changes in Chinese laws and regulations, including, among others, those relating to taxation, import and export tariffs, raw materials, environmental regulations, land use rights, property and other matters. Under its current leadership, the government of China has been pursuing economic reform policies that encourage private economic activity and greater economic decentralization. There is no assurance, however, that the government of China will continue to pursue these policies, or that it will not significantly alter these policies from time to time without notice.

*China's laws and regulations governing our current business operations in China are sometimes vague and uncertain. Any changes in such laws and regulations could materially adversely affect our business, financial condition, operating results and cash flows.*

China's legal system is a civil law system based on written statutes, in which system decided legal cases have little value as precedents unlike the common law system prevalent in the United States. There are substantial uncertainties regarding the interpretation and application of China's laws and regulations, including among others, the laws and regulations governing the conduct of business in China, or the enforcement and performance of arrangements with customers and suppliers in the event of the imposition of statutory liens, death, bankruptcy and criminal proceedings. The Chinese government has been developing a comprehensive system of commercial laws, and considerable progress has been made in introducing laws and regulations dealing with economic matters such as foreign investment, corporate organization and governance, commerce, taxation and trade. However, because these laws and regulations are relatively new, and because of the limited volume of published cases and judicial interpretation and their lack of force as precedents, interpretation and enforcement of these laws and regulations involve significant uncertainties. New laws and regulations that affect existing and proposed future businesses may also be applied retroactively. We cannot predict what effect the interpretation of existing or new laws or regulations may have on our business in China. If the relevant authorities find that we are in violation of China's laws or regulations, they would have broad discretion in dealing with such a violation, including, among other things: (i) levying fines and (ii) requiring that we discontinue any portion or all of our business in China.

The promulgation of new laws, changes to existing laws and the pre-emption of local regulations by national laws may adversely affect foreign businesses conducting business in China. However, the trend of legislation over the last 20 plus years has significantly enhanced the protection of foreign businesses in China. There can be no assurance that a change in leadership, social or political disruption, or unforeseen circumstances affecting China's political, economic or social life, will not affect China's government's ability to continue to support and pursue these reforms. Such a shift could have a material adverse effect on our business and prospects.

*Our ability to compete in certain markets we serve is dependent on our ability to continue to expand our capacity in certain offshore locations. However, as our presence in these locations increases, we are exposed to risks inherent to these locations which could materially adversely affect our business, financial condition, operating results and cash flows.*

A significant portion of our outsourcing has been shifted to India. As such, we are exposed to the risks inherent to operating in India including, among others, (1) a highly competitive labor market for skilled workers which may result in significant increases in labor costs as well as shortages of qualified workers in the future, (2) the possibility that the U.S. federal government or the European Union may enact legislation which may disincentivize customers from producing in their local countries which would reduce the demand for the services we provide in India and could materially adversely affect our business, financial condition, operating results and cash flows.

*Fluctuations in foreign currency exchange rates could materially adversely affect our business, financial condition, operating results and cash flows.*

A substantial portion of our revenue is denominated in currencies other than the U.S. dollar because certain of our foreign subsidiaries operate in their local currencies. Our business, financial condition, operating results and cash flows therefore could be materially adversely affected by fluctuations in the exchange rate between foreign currencies and the U.S. dollar.

*Failure to comply with U.S. or non-U.S. laws regulating trade, such as the U.S. Foreign Corrupt Practices Act, could result in adverse consequences, including fines, criminal sanctions, or loss of access to markets.*

We are subject to the U.S. Foreign Corrupt Practices Act ("FCPA"), which, among other things, prohibits corporations and individuals from paying, offering to pay, or authorizing the payment of anything of value to any foreign government official, government staff member, political party, or political candidate in an attempt to obtain or retain business or to otherwise influence a person working in an official capacity. The FCPA also requires public companies to make and keep books and records that accurately and fairly reflect their transactions and to devise and maintain an adequate system of internal accounting

controls. While our employees and agents are required to comply with these laws, we cannot assure you that our internal policies and procedures will always protect us from violations of these laws, despite our commitment to legal compliance and corporate ethics. The occurrence or allegation of these types of events could materially adversely affect our reputation, business, financial condition, operating results and cash flows.

*Tax legislation and assessments by various tax authorities could be materially different than the amounts we have provided for in our consolidated financial statements.*

We are regularly audited by federal, state, and foreign tax authorities. From time to time, these audits could result in proposed assessments. While we believe that we have adequately provided for any such assessments, future settlements could be materially different than we have provided for and thereby materially adversely affect our earnings and cash flows.

We operate in various tax jurisdictions, and although we believe that we have provided for income and other taxes in accordance with the relevant regulations, if the applicable regulations were ultimately interpreted differently by a taxing authority, we could be exposed to additional tax liabilities. Our effective tax rate is based on our expected geographic mix of earnings, statutory rates, intercompany transfer pricing, and enacted tax rules. Significant judgment is required in determining our effective tax rate and in evaluating our tax positions on a worldwide basis. We believe our tax positions, including, among others, intercompany transfer pricing policies, are consistent with the tax laws in the jurisdictions in which we conduct our business. It is possible that these positions may be challenged by jurisdictional tax authorities and could have a significant impact on our effective tax rate. In addition, from time to time, various legislative initiatives could be proposed that could adversely affect our tax positions. There can be no assurance that our effective tax rate will not be adversely affected by these initiatives.

*Changes in tax rules could adversely affect our future reported financial results or the way we conduct our business.*

Our future reported financial results could be adversely affected if tax or accounting rules regarding unrepatriated earnings change. The Obama administration announced several proposals to reform United States tax rules, including, among others, proposals that could result in a reduction or elimination of the deferral of United States tax on our unrepatriated earnings, potentially requiring those earnings to be taxed at the United States federal income tax rate.

*Our business is subject to a number of global economic risks.*

From time to time, financial markets in the United States, Europe and Asia have and could experience extreme disruption, including, among other things, extreme volatility in security prices, severely diminished liquidity and credit availability, rating downgrades of certain investments and declining valuations of others. Governments have taken unprecedented actions intending to address extreme market conditions that include severely restricted credit and declines in values of certain assets.

An economic downturn in the businesses or geographic areas in which we sell our products could reduce demand for our products and result in a decrease in revenue that could have a negative impact on our results of operations. Continued volatility and disruption of financial markets in the United States, Europe and Asia could limit our customers' ability to obtain adequate financing or credit to purchase our products or to pay for outstanding invoices owed to us or to maintain operations, and result in a decrease in revenue or cash collections that could have a material adverse effect on our business, financial condition, operating results and cash flows.

*We have a significant amount of debt.*

We have a \$130,000 credit facility of which \$102,000 was outstanding at June 30, 2014. This facility expires in April 2019. If we are unable to generate sufficient cash flow or otherwise obtain funds necessary to make required payments on the credit facility, it will be in default. This current debt arrangement requires us to comply with several financial covenants. Our ability to comply with these covenants may be affected by events beyond our control and could result in a default under our credit facility, which could have a material adverse effect on our business, financial condition, operating results and cash flows.

Even if we are able to meet our debt service obligations, the amount of debt we have could adversely affect us by limiting our ability to obtain any necessary financing in the future for working capital, dividend payments, capital expenditures, debt service requirements, or other purposes. It also places us at a disadvantage relative to our competitors who have lower levels of debt, while making us more vulnerable to a downturn in our business or the economy in general. It also requires us to use a substantial portion of our cash to pay principal and interest on our debt, instead of investing those funds in the business.

*Our acquisition strategy is subject to a number of inherent risks, including, among other things, the risk that our acquisitions may not be successful.*

We continually seek to expand our business through acquisitions of other companies that complement our own and through joint ventures, licensing agreements and other arrangements. Any decision regarding strategic alternatives would be subject to inherent risks, and we cannot guarantee that we will be able to identify the appropriate opportunities, successfully negotiate economically beneficial terms, successfully integrate any acquired business, retain key employees, or achieve the anticipated synergies or benefits of the strategic alternative selected. Acquisitions can require significant capital resources and divert our management's attention from our existing business. Additionally, we may issue additional shares in connection with a strategic transaction, thereby diluting the holdings of our existing common shareholders, incur debt or assume liabilities, become subject to litigation, or consume cash, thereby reducing the amount of cash available for other purposes.

*Any acquisition that we make could result in a substantial charge to our earnings.*

We have previously incurred charges to our earnings in connection with acquisitions, and may continue to experience charges to our earnings for any acquisitions that we make, including, among other things, contingent consideration and impairment charges. These costs may also include substantial severance and other closure costs associated with eliminating duplicate or discontinued products, employees, operations and facilities. These charges could have a material adverse effect on our results of operations and they could have a material adverse effect on the market price of our common stock.

*We have significant goodwill and other intangible assets. Consequently, potential impairment of goodwill and other intangibles may significantly impact our profitability.*

Under U.S. generally accepted accounting principles ("GAAP"), we are required to evaluate goodwill for impairment at least annually. If we determine that the fair value is less than the carrying value, an impairment loss will be recorded in our statement of income. The determination of fair value is a highly subjective exercise and can produce significantly different results based on the assumptions used and methodologies employed. If our projected long-term sales growth rate, profit margins or terminal rate are considerably lower and/or the assumed weighted average cost of capital is considerably higher, future testing may indicate impairment and we would have to record a non-cash goodwill impairment loss in our statement of income.

*Our information technology systems could fail to perform adequately or we may fail to adequately protect such information technology systems against data corruption, cyber-based attacks, or network security breaches.*

We rely on information technology networks and systems, including the Internet, to process, transmit, and store electronic information. In particular, we depend on our information technology infrastructure to effectively manage its business data, supply chain, logistics, accounting, and other business processes and electronic communications between our personnel and our customers and suppliers. If we do not allocate and effectively manage the resources necessary to build and sustain an appropriate technology infrastructure, our business, financial condition, operating results and cash flows therefore could be materially adversely affected. In addition, security breaches or system failures of this infrastructure can create system disruptions, shutdowns, or unauthorized disclosure of confidential information. If we are unable to prevent such breaches or failures, our operations could be disrupted, or we may suffer financial damage or loss because of lost or misappropriated information.

*Our potential liability arising from our commitment to indemnify our directors, officers and employees could materially adversely affect our business, financial condition, operating results and cash flows.*

We have committed in our bylaws to indemnify our directors, officers and employees against the reasonable expenses incurred by these persons in connection with any action brought against them in such capacity, except in matters as to which they are adjudged to have breached a duty to us. The maximum potential amount of future payments we could be required to make under this provision is unlimited. While we have "directors and officers" insurance policies that should cover all or some of this potential exposure, we could be adversely affected if we are required to pay damages or incur legal costs in connection with a claim above our insurance limits.

*Our business could be materially adversely affected by terrorist activities.*

Our business depends on the free flow of products and services through the channels of commerce worldwide. Instability due to military, terrorist, political and economic actions in other countries could materially disrupt our overseas operations and export sales. In fiscal years 2014 and 2013, approximately 36% and 43%, respectively of our revenues were attributable to



operations conducted abroad and to sales generated from the United States to foreign countries. In addition, in fiscal year 2014, approximately 64% and 14% of our purchases came from Asia and Europe, respectively. In addition, in certain countries where we currently operate or export, intend to operate or export, or intend to expand our operations, we could be subject to other political, military and economic uncertainties, including, among other things, labor unrest, restrictions on transfers of funds and unexpected changes in regulatory environments.

*We rely heavily on key executives for our financial performance.*

Our financial performance is highly dependent upon the efforts and abilities of our key executives. The loss of the services of any of our key executives could therefore have a material adverse effect upon our financial position and operating results. We do not maintain “key-man” insurance on any of our key executives.

*Shortage of qualified and technical personnel in a competitive marketplace may prevent us from growing our business.*

We may be unable to hire or retain qualified and technical employees and there is substantial competition for highly skilled employees. If we fail to attract and retain key employees, our business could be adversely impacted.

*Litigation could harm our business and our management and financial resources.*

Substantial, complex or extended litigation could cause us to incur large expenditures and could distract our management. For example, lawsuits by employees, stockholders, collaborators, distributors, customers, or end-users of our products or services could be very costly and substantially disrupt our business. Disputes from time to time with such companies or individuals are not uncommon, and we cannot assure you that we will always be able to resolve such disputes out of court or on favorable terms.

*The market price of our stock could be volatile.*

The market price of our common stock has been subject to volatility and may continue to be volatile in the future, due to a variety of factors, including, among other things:

- quarterly fluctuations in our operating income and earnings per share results
- technological innovations or new product introductions by us or our competitors
- economic conditions
- tariffs, duties and other trade barriers including, among other things, anti-dumping duties
- disputes concerning patents or proprietary rights
- changes in earnings estimates and market growth rate projections by market research analysts
- any future issuances of our common stock, which may include primary offerings for cash, stock splits, issuances in connection with business acquisitions, restricted stock/units and the grant or exercise of stock options from time to time
- sales of common stock by existing security holders
- loss of key personnel
- securities class actions or other litigation

The market price for our common stock may also be affected by our ability to meet analysts' expectations. Any failure to meet such expectations, even slightly, could have an adverse effect on the market price of our common stock. In addition, the stock market is subject to extreme price and volume fluctuations. This volatility has had a significant effect on the market prices of securities issued by many companies for reasons unrelated to the operating performance of these companies.

*There are inherent uncertainties involved in estimates, judgments and assumptions used in preparing financial statements in accordance with U.S. generally accepted accounting principles. Any changes in the estimates, judgments and assumptions we use could have a material adverse effect on our business, financial condition, operating results and cash flows.*

The consolidated financial statements included in the periodic reports we file with the SEC are prepared in accordance with GAAP. Preparing financial statements in accordance with GAAP involves making estimates, judgments and assumptions that affect reported amounts of assets, liabilities, revenues, expenses and income. Estimates, judgments and assumptions are inherently subject to change, and any such changes could result in corresponding changes to the reported amounts.

*Changes in accounting standards issued by the Financial Accounting Standards Board (“FASB”) or other standard-setting bodies may adversely affect our financial statements.*

Our financial statements are subject to the application of U.S. GAAP, which is periodically revised and/or expanded. Accordingly, from time-to-time we are required to adopt new or revised accounting standards issued by recognized authoritative bodies, including the FASB and the SEC. It is possible that future accounting standards we are required to adopt could change the current accounting treatment that we apply to our consolidated financial statements and that such changes could have a material adverse effect on our results of operations and financial condition.

*Failure to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could have material adverse effect on our business and stock price.*

Section 404 of the Sarbanes-Oxley Act requires us to evaluate annually the effectiveness of our internal controls over financial reporting as of the end of each fiscal year and to include a management report assessing the effectiveness of our internal controls over financial reporting in our Annual Report on Form 10-K. Section 404 also requires our independent registered public accounting firm to report on our internal controls over financial reporting. If we fail to maintain the adequacy of our internal controls, we cannot assure you that we will be able to conclude in the future that we have effective internal controls over financial reporting. If we fail to maintain effective internal controls, we might be subject to sanctions or investigation by regulatory authorities, such as the Securities and Exchange Commission or NASDAQ. Any such action could adversely affect our financial results and the market price of our common stock and may also result in delayed filings with the Securities and Exchange Commission.

*Compliance with changing regulation of corporate governance and public disclosure could result in additional expenses.*

Complying with changing laws, regulations and standards relating to corporate governance and public disclosure, including, among others, the Sarbanes-Oxley Act of 2002 and new SEC regulations will require the Company to expend additional resources. We are committed to maintaining the highest standards of corporate governance and public disclosure. As a result, we may be required to continue to invest necessary resources to comply with evolving laws, regulations and standards, and this investment could result in increased expenses and a diversion of management time and attention from revenue-generating activities.

## **Item 1B. Unresolved Staff Comments**

None.

## **Item 2. Properties**

In March 2010, we purchased a building in Port Washington, New York, which is now the site of our global headquarters. We moved our corporate offices into this new building in April 2011. Our global headquarters consists of approximately 48,000 gross square feet and is subject to a mortgage, which at June 30, 2014, had an outstanding balance of \$3,355.

Since the closing of the PACK acquisition on April 30, 2014, the Company leases approximately 7,000 square feet of office space in Buffalo Grove, Illinois. This lease expires in May 2015.

Since the closing of the Rising acquisition on December 31, 2010, the Company leases approximately 41,000 gross square feet of office space in Allendale, New Jersey. This lease expires in October 2017.

In November 2007, we purchased approximately 2,300 gross square meters of land along with 12,000 gross square feet of office space in Mumbai, India.

Arsynco’s former manufacturing facility is located on a 12-acre parcel in Carlstadt, New Jersey, that it owns.

In November 2004, we purchased approximately 1,300 gross square meters of office space located in Shanghai, China for our sales offices and investment purposes.

We also lease office space in Hamburg, Germany; Düsseldorf, Germany; Heemskerk, the Netherlands; Paris, France; Lyon, France and Singapore. These offices are used for sales and administrative purposes.

We believe that our properties are generally well maintained, in good condition and adequate for our present needs.

### **Item 3. Legal Proceedings**

We are subject to various claims that have arisen in the normal course of business. We do not know what impact the final resolution of these matters will have on our results of operations in a particular reporting period.

On October 29, 2012, a lawsuit was filed in the United Kingdom (in the High Court of Justice, Queens Bench Division, Commercial Court) by United Phosphorous Limited (“UPL”) against Aceto Agricultural Chemicals Corporation (“AACC”), a wholly-owned subsidiary of the Company. In the lawsuit, UPL alleges, among other things, that AACC breached a 1995 agreement regarding European sales of a potato sprout suppression product, by selling the product in Europe. UPL claims damages of approximately £4,500 (approximately US \$7,200) plus an unspecified amount of additional damages. AACC strongly denies the allegations and believes that UPL’s claims are without merit and intends to vigorously defend the lawsuit.

In fiscal years 2011, 2009, 2008 and 2007, the Company received letters from the Pulvair Site Group, a group of potentially responsible parties (PRP Group) who are working with the State of Tennessee (the State) to remediate a contaminated property in Tennessee called the Pulvair site. The PRP Group has alleged that Aceto shipped hazardous substances to the site which were released into the environment. The State had begun administrative proceedings against the members of the PRP Group and Aceto with respect to the cleanup of the Pulvair site and the PRP Group has begun to undertake cleanup. The PRP Group is seeking a settlement of approximately \$1,700 from the Company for its share to remediate the site contamination. Although the Company acknowledges that it shipped materials to the site for formulation over twenty years ago, the Company believes that the evidence does not show that the hazardous materials sent by Aceto to the site have significantly contributed to the contamination of the environment and thus believes that, at most, it is a de minimus contributor to the site contamination. Accordingly, the Company believes that the settlement offer is unreasonable. Management believes that the ultimate outcome of this matter will not have a material adverse effect on the Company’s financial condition or liquidity.

In March 2006, Arsynco received notice from the EPA of its status as a PRP under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) for a site described as the Berry’s Creek Study Area (“BCSA”). Arsynco is one of over 150 PRPs which have potential liability for the required investigation and remediation of the site. The estimate of the potential liability is not quantifiable for a number of reasons, including the difficulty in determining the extent of contamination and the length of time remediation may require. In addition, any estimate of liability must also consider the number of other PRPs and their financial strength. In July 2014, Arsynco received notice from the U.S. Department of Interior (“USDIO”) regarding the USDIO’s intent to perform a Natural Resource Damage (NRD) Assessment at the BCSA. Arsynco has to date declined to participate in the development and performance of the NRD assessment process. Based on prior practice in similar situations, it is possible that the State may assert a claim for natural resource damages with respect to the Arsynco site itself, and either the federal government or the State (or both) may assert claims against Arsynco for natural resource damages in connection with Berry’s Creek; any such claim with respect to Berry’s Creek could also be asserted against the approximately 150 PRPs which the EPA has identified in connection with that site. Any claim for natural resource damages with respect to the Arsynco site itself may also be asserted against BASF, the former owners of the Arsynco property. In September 2012, Arsynco entered into an agreement with three of the other PRPs that had previously been impleaded into New Jersey Department of Environmental Protection, et al. v. Occidental Chemical Corporation, et al., Docket No. ESX-L-9868-05 (the “NJDEP Litigation”) and were considering impleading Arsynco into same. Arsynco entered into agreement to avoid impleader. Pursuant to the agreement, Arsynco agreed to (1) a tolling period that would not be included when computing the running of any statute of limitations that might provide a defense to the NJDEP Litigation; (2) the waiver of certain issue preclusion defenses in the NJDEP Litigation; and (3) arbitration of certain potential future liability allocation claims if the other parties to the agreement are barred by a court of competent jurisdiction from proceeding against Arsynco. Since an amount of the liability cannot be reasonably estimated at this time, no accrual is recorded for these potential future costs. The impact of the resolution of this matter on the Company’s results of operations in a particular reporting period is not known.

### **Item 4. Mine Safety Disclosures**

Not Applicable.

## PART II

### Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock is traded on the NASDAQ Global Select Market using the symbol "ACET." The following table states the fiscal year 2014 and 2013 high and low sales prices of our common stock as reported by the NASDAQ Global Select Market for the periods indicated.

	HIGH	LOW
FISCAL YEAR 2014		
First Quarter	\$17.29	\$ 13.87
Second Quarter	25.24	14.98
Third Quarter	25.25	17.51
Fourth Quarter	23.78	16.65
FISCAL YEAR 2013		
First Quarter	\$ 9.81	\$ 8.25
Second Quarter	10.20	8.95
Third Quarter	11.49	9.60
Fourth Quarter	14.20	10.00

Cash dividends of \$0.06 per common share were paid in September, December, March and June of fiscal year 2014. Cash dividends of \$0.055 per common share were paid in September, December, March and June of fiscal year 2013. Cash dividends of \$0.10 per common share were paid in January and June of fiscal year 2012.

As of September 2, 2014, there were 285 holders of record of our common stock.

27,882,679 shares of our common stock were held by the nominee of the Depository Trust Company, the country's principal central depository. For purposes of determining the number of owners of our common stock, those shares are considered to be owned by one holder. Additional individual holdings in street name result in a sizable number of beneficial owners being represented on our records as owned by various banks and stockbrokers.

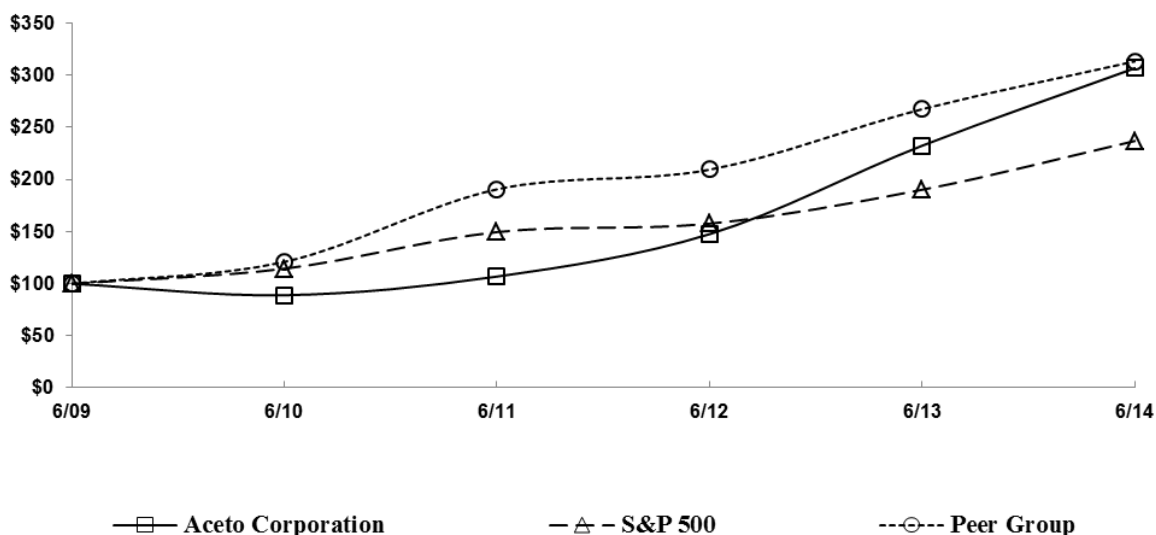
## Performance Graph

The following graph compares on a cumulative basis the yearly percentage change, assuming dividend reinvestment, over the last five fiscal years in (a) the total shareholder return on our common stock with (b) the total return on the Standard & Poor's 500 Index, and (c) the total return of our Peer Group. Our Peer Group consists of 16 companies selected by us, based on total revenues, nature of business, product offerings, customer base, operational model and overall strategy. The peer group companies included: American Vanguard Corp., Balchem Corp., Calgon Carbon Corp., Cambrex Corp., DXP Enterprises Inc., Hawkins Inc., Innophos Holdings, Innospec Inc., KMG Chemical Inc., Lawson Products, Myers Industries Inc., Nutraceutical International Corp., Prestige Brand Holdings, Quaker Chemical Corp., Rogers Corp., and Usana Health Sciences Inc.

The following graph assumes that \$100 had been invested in each of the Company, the Standard & Poor's 500 Index, and the Peer Group on June 30, 2009. The stock price performance included in this graph is not necessarily indicative of future stock price performance.

### COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN

Among Aceto Corporation, the S&P 500 Index, and a Peer Group



ASSUMES \$100 INVESTED ON JUNE 30, 2009  
 ASSUMES DIVIDEND REINVESTMENT  
 FISCAL YEAR ENDING JUNE 30, 2014

	<u>Aceto Corporation</u>	<u>S&amp;P 500 Index</u>	<u>Peer Group</u>
June 30, 2009	100	100	100
June 30, 2010	89	114	121
June 30, 2011	107	150	191
June 30, 2012	148	158	209
June 30, 2013	233	190	268
June 30, 2014	307	237	313

## Item 6. Selected Financial Data

(In thousands, except per-share amounts)

<u>Fiscal years ended June 30,</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Net sales	\$510,179	\$499,690	\$444,388	\$412,428	\$346,631
Operating income	44,272	34,416	25,366	16,550	9,438
Net income	29,000	22,328	16,981	8,968	6,581
<u>At year end</u>					
Working capital	\$157,831	\$128,393	\$118,328	\$115,429	\$120,924
Total assets	467,984	323,430	299,280	311,665	231,851
Long-term liabilities (including long-term debt)	115,877	38,883	57,636	67,658	17,578
Shareholders' equity	233,584	194,640	168,003	160,821	139,644
<u>Income per common share</u>					
Basic income per common share from net income	\$1.04	\$0.83	\$0.64	\$0.35	\$0.26
Diluted income per common share from net income	\$1.02	\$0.81	\$0.63	\$0.34	\$0.26
Cash dividends per common share	\$0.24	\$0.22	\$0.20	\$0.20	\$0.20

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Executive Summary

The following Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to provide the readers of our financial statements with a narrative discussion about our business. The MD&A is provided as a supplement to and should be read in conjunction with our financial statements and the accompanying notes.

We are reporting a \$10,489 increase in net sales and a \$9,856 increase in operating income for fiscal 2014 from fiscal 2013. Our net income increased to \$29,000, or \$1.02 per diluted share, an increase of \$6,672 or 29.9% compared to fiscal year 2013.

Our financial position as of June 30, 2014, remains strong, as we had cash, cash equivalents and short-term investments of \$43,643, working capital of \$157,831 and shareholders' equity of \$233,584.

Our business is separated into three principal segments: Human Health, Pharmaceutical Ingredients and Performance Chemicals.

Products that fall within the Human Health segment include finished dosage form generic drugs and nutraceutical products. On April 30, 2014, Rising acquired 100% of the issued and outstanding membership interests of PACK. PACK, a national marketer and distributor of generic prescription and over-the-counter pharmaceutical products, has headquarters in Buffalo Grove, Illinois, a suburb of Chicago, Illinois. We believe that the acquisition of PACK by Rising will advance Aceto's strategy to expand further into the finished dosage pharmaceutical business. PACK and Rising have very similar business models including operating their businesses in collaboration with selected pharmaceutical development partners and with networks of finished dosage form manufacturing partners, focusing on niche products and selling generic prescription products and over-the-counter pharmaceutical products under their respective labels to leading wholesalers, chain drug stores, distributors and mass market merchandisers. The strategically important and complementary business combination of PACK with our Rising business further increases the mix of higher margin finished dosage generic pharmaceuticals in Aceto's revenue base and doubles the size of our development pipeline of new generic products. In addition, the acquisition establishes Aceto in branded generics for the first time.

Aceto supplies the raw materials used in the production of nutritional and packaged dietary supplements, including vitamins, amino acids, iron compounds and biochemicals used in pharmaceutical and nutritional preparations. After we identified a

positive change in the attitudes of Europeans towards nutritional products, we globalized this business, creating an operating company headquartered in Germany, Aceto Health Ingredients GmbH. This globally structured business then became the model for all of our business segments, providing international reach and perspective for our customers.

The Pharmaceutical Ingredients segment has two product groups: Active Pharmaceutical Ingredients (APIs) and Pharmaceutical Intermediates.

As the use of generic drugs has grown significantly over the years, we believe Aceto's presence in this market also increased, both domestically and internationally. We supply APIs to many of the major generic drug companies, who we believe view Aceto as a valued partner in their effort to develop and market generic drugs. The process of introducing a new API from pipeline to market spans a number of years and begins with Aceto partnering with a generic pharmaceutical manufacturer and jointly selecting an API, several years before the expiration of a composition of matter patent, for future generisizing. We then identify the appropriate supplier, and concurrently utilizing our global technical network, ensure they meet the highest standards of quality to comply with regulations. The generic pharmaceutical company will submit the Abbreviated New Drug Application (ANDA) for U.S. Food and Drug Administration (FDA) approval or European-equivalent approval. The introduction of the API to market occurs after all the development testing has been completed and the ANDA or European-equivalent is approved and the patent expires or is deemed invalid. Aceto has a robust pipeline of APIs poised to reach commercial levels, both in the United States and Europe.

Aceto has long been a supplier of pharmaceutical intermediates, the complex chemical compounds that are the building blocks used in producing APIs. These are the critical components of all drugs, whether they are already on the market or currently undergoing clinical trials. Faced with significant economic pressures as well as ever-increasing regulatory barriers, the innovative drug companies look to Aceto as a source for high quality intermediates. Aceto employs, on occasion, the same second source strategy for our pharmaceutical intermediates business that we use in our API business. Historically, pharmaceutical manufacturers have had one source for the intermediates needed to produce their products. Utilizing our global sourcing, regulatory support and quality assurance network, Aceto works with the large, global pharmaceutical companies, sourcing lower cost, quality pharmaceutical intermediates that will meet the same high level standards adhered to by their current commercial products.

The Performance Chemicals segment includes specialty chemicals and agricultural protection products.

Aceto is a major supplier to many different industrial segments that require outstanding performance from chemical raw materials and additives. We provide chemicals which make plastics, surface coatings, textiles, fuels and lubricants to perform to their designed capabilities. These additive specialty products include antioxidants, photo initiators, catalysts, curatives, brighteners and adhesion promoters.

Aceto is a supplier of chemicals to ecofriendly technologies. For example, we supply ultraviolet photo initiators which allow inks and coatings to be cured by ultraviolet light instead of solvents, as well as curing agents and optical brighteners for powder (non-solvent) coatings. These growing technologies are critical in protecting and enhancing the world's ecology.

We provide specialty chemicals for the food, beverage and fragrance industries. Aceto's raw materials are also used in sophisticated technology products, such as high-end electronic parts (circuit boards and computer chips) and binders for specialized rocket fuels. Aceto is also a leader in the supply of diazos and couplers to the paper and film industries. Specific end uses for these products include microfilm, blueprints and photo tooling of printed circuit boards.

We also provide organic intermediates and colorants including automotive, industrial and residential coatings, dyes for colorful textiles for both natural and synthetic fibers, FDA-approved colorants for foods and pharmaceuticals and high quality agrochemicals. The color producing industry manufactures a wide assortment of products and Aceto is the supplier of choice to these producers of "color." From textiles and plastics to inks and paints, our specialty colorant intermediates allow manufacturers to develop an endless rainbow of colorful possibilities.

Aceto's agricultural protection products include herbicides, fungicides and insecticides which control weed growth as well as the spread of insects and microorganisms that can severely damage plant growth. The agricultural world is dependent on a large variety of deterrent products and we believe Aceto has become a valued partner to the global generic agricultural industry by providing superior quality functional products. One of Aceto's most widely used agricultural protection products is a sprout inhibitor that extends the storage life of potatoes. We work with the large agrochemical distributors to provide alternate sources for key products. Utilizing our global sourcing and regulatory capabilities, we identify and qualify manufacturers either producing the product or with knowledge of the chemistry necessary to produce the product and then file an application with the EPA for a product registration. Aceto has an ongoing working relationship with manufacturers in China and India to

determine which of the non-patented, or generic, agricultural protection products they produce can be effectively marketed in the Western world.

We believe the Company's business strengths are sourcing, regulatory support, quality assurance and marketing and distribution. We distribute more than 1,100 chemical compounds used principally as finished products or raw materials in the pharmaceutical, nutraceutical, agricultural, coatings and industrial chemical industries. With business operations in nine countries, Aceto's global reach is distinctive in the industry, enabling us to source and supply quality products on a worldwide basis. Leveraging local professionals, we source more than two-thirds of our products from Asia, buying from approximately 500 companies in China and 200 in India.

In this MD&A, we explain our general financial condition and results of operations, including, among other things, the following:

- factors that affect our business
- our earnings and costs in the periods presented
- changes in earnings and costs between periods
- sources of earnings
- the impact of these factors on our overall financial condition

As you read this MD&A, refer to the accompanying consolidated statements of income, which present the results of our operations for the three years ended June 30, 2014. We analyze and explain the differences between periods in the specific line items of the consolidated statements of income.

### **Critical Accounting Estimates and Policies**

This discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. In preparing these financial statements, we were required to make estimates and assumptions that affect the amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We regularly evaluate our estimates including those related to allowances for bad debts, partnered products, inventories, goodwill and indefinite-life intangible assets, long-lived assets, environmental and other contingencies, income taxes and stock-based compensation. We base our estimates on various factors, including historical experience, advice from outside subject-matter experts, and various assumptions that we believe to be reasonable under the circumstances, which together form the basis for our making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Since June 30, 2014, there have been no significant changes to the assumptions and estimates related to those critical accounting estimates and policies.

We believe the following critical accounting policies affected our more significant judgments and estimates used in preparing these consolidated financial statements.

#### *Revenue Recognition*

We recognize revenue from sales of any product when it is shipped and title and risk of loss pass to the customer. We have no acceptance or other post-shipment obligations and we do not offer product warranties or services to our customers.

Sales are recorded net of estimated returns of damaged goods from customers, which historically have been immaterial, and sales incentives offered to customers. Sales incentives include volume incentive rebates. We record volume incentive rebates based on the underlying revenue transactions that result in progress by the customer in earning the rebate. In addition, upon each sale, estimates of rebates, chargebacks, returns, government reimbursed rebates, and other adjustments are made. These estimates are recorded as reductions to gross revenues, with corresponding adjustments to either liabilities or reserve for price concessions. We have the experience and access to relevant information that we believe are necessary to reasonably estimate the amounts of such deductions from gross revenues. We regularly review the information related to these estimates and adjust our reserves accordingly, if and when actual experience differs from previous estimates.



### *Allowance for Doubtful Accounts*

We maintain allowances for doubtful accounts relating to estimated losses resulting from customers being unable to make required payments. Allowances for doubtful accounts are based on historical experience and known factors regarding specific customers and the industries in which those customers operate. If the financial condition of our customers were to deteriorate, resulting in their ability to make payments being impaired, additional allowances would be required.

### *Royalty Income*

We have royalty agreements on certain products where third party pharmaceutical and agricultural protection companies market such products. We earn and collect royalty income based on percentages of net profits as defined in those agreements. Royalty income is included in net sales in our Consolidated Statements of Income.

### *Partnered Products*

We have various products which we have entered into collaborative arrangements with certain pharmaceutical companies. As a result of these arrangements, we share profits on sales of these products, which are included in cost of sales. The shared profits are settled on a quarterly basis. For each of the fiscal years 2014, 2013 and 2012, there was approximately \$26,972, \$22,769 and \$11,125 respectively, of shared profits included in cost of sales, related to these collaborative arrangements.

### *Inventories*

Inventories, which consist principally of finished goods, are stated at the lower of cost (first-in first-out method) or market. We write down our inventories for estimated excess and obsolete goods by an amount equal to the difference between the carrying cost of the inventory and the estimated market value based upon assumptions about future demand and market conditions. A significant sudden increase in demand for our products could result in a short-term increase in the cost of inventory purchases, while a significant decrease in demand could result in an increase in the excess inventory quantities on-hand. Additionally, we may overestimate or underestimate the demand for our products which would result in our understating or overstating, respectively, the write-down required for excess and obsolete inventory. Although we make every effort to ensure the accuracy of our forecasts of future product demand, any significant unanticipated changes in demand could have a significant impact on the value of our inventory and reported operating results.

### *Goodwill and Other Indefinite-Lived Intangible Assets*

Goodwill is calculated as the excess of the cost of purchased businesses over the value of their underlying net assets. Other indefinite-lived intangible assets principally consist of trademarks. Goodwill and other indefinite-lived intangible assets are not amortized.

In accordance with GAAP, we test goodwill and other indefinite-lived intangible assets for impairment on at least an annual basis. To determine the fair value of these intangible assets, we use many assumptions and estimates that directly impact the results of the testing. In making these assumptions and estimates, we use industry-accepted valuation models and appropriate market participant assumptions that are reviewed and approved by various levels of management. If our estimates or our related assumptions change in the future, we may be required to record impairment charges for these assets.

### *Long-Lived Assets*

In accordance with GAAP, long-lived assets and certain identifiable intangibles are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Identifiable intangible assets principally consist of customer relationships, product rights and related intangibles, EPA registrations and related data, patent license, and technology-based intangibles. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. Recoverability of assets held for sale is measured by comparing the carrying amount of the assets to their estimated fair value. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceed the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

### *Environmental and Other Contingencies*

We establish accrued liabilities for environmental matters and other contingencies when it is probable that a liability has been incurred and the amount of the liability can reasonably be estimated. If the contingency is resolved for an amount greater or less than the accrual, or our share of the contingency increases or decreases, or other assumptions relevant to the development of the estimate were to change, we would recognize an additional expense or benefit in income in the period that the determination was made.

### *Taxes*

We account for income taxes in accordance with GAAP. GAAP establishes financial accounting and reporting standards for the effects of income taxes that result from an enterprise's activities during the current and preceding years. It requires an asset-and-liability approach to financial accounting and reporting of income taxes.

As of June 30, 2014, we had current net deferred tax assets of \$490 and non-current net deferred tax assets of \$11,599. These net deferred tax assets have been recorded based on our projecting that we will have sufficient future earnings to realize these assets, and the net deferred tax assets have been provided for at currently enacted income tax rates. If we determine that we will not be able to realize a deferred tax asset, an adjustment to the deferred tax asset could result in a reduction of net income at that time.

Deferred taxes have not been provided for on the majority of undistributed earnings of foreign subsidiaries since substantially all of these earnings are expected to be indefinitely reinvested in our foreign operations. A deferred tax liability is recognized when we expect that we will recover those undistributed earnings in a taxable manner, such as through receipt of dividends or sale of the investments. The Company intends to indefinitely reinvest any undistributed earnings and has no plan for further repatriation. Determination of the amount of the unrecognized U.S. income tax liability on undistributed earnings is not practical because of the complexities of the hypothetical calculation. In addition, we believe unrecognized foreign tax credit carryforwards would be available to reduce a portion of such U.S. tax liability.

### *Stock-based Compensation*

In accordance with GAAP, we are required to record the fair value of stock-based compensation awards as an expense.

In order to determine the fair value of stock options on the date of grant, the Company uses the Black-Scholes option-pricing model, including an estimate of forfeiture rates. Inherent in this model are assumptions related to expected stock-price volatility, risk-free interest rate, expected life and dividend yield. The Company uses an expected stock-price volatility assumption that is a combination of both historical volatility, calculated based on the daily closing prices of its common stock over a period equal to the expected life of the option and implied volatility, utilizing market data of actively traded options on Aceto's common stock, which are obtained from public data sources. The Company believes that the historical volatility of the price of its common stock over the expected life of the option is a reasonable indicator of the expected future volatility and that implied volatility takes into consideration market expectations of how future volatility might differ from historical volatility. Accordingly, the Company believes a combination of both historical and implied volatility provides the best estimate of the future volatility of the market price of its common stock. The risk-free interest rate is based on U.S. Treasury issues with a term equal to the expected life of the option. The Company uses historical data to estimate expected dividend yield, expected life and forfeiture rates.

## Results of Operations

### Fiscal Year Ended June 30, 2014 Compared to Fiscal Year Ended June 30, 2013

#### Net Sales by Segment Year ended June 30,

<u>Segment</u>	<u>2014</u>		<u>2013</u>		<u>Comparison 2014 Over/(Under) 2013</u>	
	<u>Net sales</u>	<u>% of Total</u>	<u>Net sales</u>	<u>% of Total</u>	<u>\$ Change</u>	<u>% Change</u>
Human Health	\$160,217	31.4%	\$129,667	25.9%	\$ 30,550	23.6%
Pharmaceutical Ingredients	176,425	34.6	184,852	37.0	(8,427)	(4.6)
Performance Chemicals	<u>173,537</u>	<u>34.0</u>	<u>185,171</u>	<u>37.1</u>	<u>(11,634)</u>	<u>(6.3)</u>
Net sales	<u>\$510,179</u>	<u>100.0%</u>	<u>\$499,690</u>	<u>100.0%</u>	<u>\$ 10,489</u>	<u>2.1%</u>

#### Gross Profit by Segment Year ended June 30,

<u>Segment</u>	<u>2014</u>		<u>2013</u>		<u>Comparison 2014 Over/(Under) 2013</u>	
	<u>Gross Profit</u>	<u>% of Sales</u>	<u>Gross Profit</u>	<u>% of Sales</u>	<u>\$ Change</u>	<u>% Change</u>
Human Health	\$48,496	30.3%	\$39,306	30.3%	\$ 9,190	23.4%
Pharmaceutical Ingredients	36,615	20.8	31,367	17.0	5,248	16.7
Performance Chemicals	<u>29,592</u>	<u>17.1</u>	<u>27,598</u>	<u>14.9</u>	<u>1,994</u>	<u>7.2</u>
Gross profit	<u>\$114,703</u>	<u>22.5%</u>	<u>\$98,271</u>	<u>19.7%</u>	<u>\$16,432</u>	<u>16.7%</u>

## **Net Sales**

Net sales increased \$10,489, or 2.1%, to \$510,179 for the year ended June 30, 2014, compared with \$499,690 for the prior year. We reported a sales increase in our Human Health business segment while both our Pharmaceutical Ingredients and Performance Chemicals business segments declined from the prior year.

### *Human Health*

Products that fall within the Human Health segment include finished dosage form generic drugs and nutraceutical products. Net sales for the Human Health segment increased by \$30,550 for the year ended June 30, 2014, to \$160,217, which represents a 23.6% increase over net sales of \$129,667 for the prior year, largely driven by an increase in sales of Rising products of \$15,149 due to five new generic product launches during fiscal 2014 and nine new launches during fiscal 2013. On April 30, 2014, Rising acquired 100% of the issued and outstanding membership interests of PACK, which is included in our Human Health segment. Sales of PACK products were \$8,131, in the two months ended June 30, 2014, and there was no comparable amount in the prior year. In addition, we experienced an increase of \$4,600 in domestic sales of nutritional products due to increased business for new products to existing customers and increased growth and market penetration for existing products, as well as a rise in royalty income from the sale of a proprietary ingredient.

### *Pharmaceutical Ingredients*

Net sales for the Pharmaceutical Ingredients segment decreased by \$8,427 for the year ended June 30, 2014, to \$176,425, which represents a 4.6% decrease from net sales of \$184,852 for the prior year. The primary reason for the decrease is due to a \$13,407 decline in sales of APIs sold internationally, primarily from one of our European subsidiaries, as well as a decrease of \$3,695 in sales of intermediates which represent key components used in the manufacture of certain drug products. These decreases are offset in part by an increase in sales of domestic APIs of \$8,675 due to large reorders of a recently launched API during the twelve months ended June 30, 2014, as well as reorders of existing products.

### *Performance Chemicals*

Net sales for the Performance Chemicals segment decreased to \$173,537 for the year ended June 30, 2014, a decrease of \$11,634 or 6.3%, from net sales of \$185,171 for the prior year. Our Performance Chemicals segment saw a decline in sales of our agricultural protection products, primarily from a decrease in high volume sales of a broad-spectrum herbicide and a wide-range insecticide that is used on various crops including cereals, citrus, cotton, grapes, ornamental grasses and vegetables. In addition, there was a drop in domestic sales of agricultural, pigment and miscellaneous intermediates, as well as chemicals used in surface coatings, sold by our Specialty Chemicals business. The Specialty Chemicals segment also experienced a decline in products sold to the food, beverage and cosmetic industries.

## **Gross Profit**

Gross profit increased \$16,432 to \$114,703 (22.5% of net sales) for the year ended June 30, 2014, as compared to \$98,271 (19.7% of net sales) for the prior year.

### *Human Health*

Human Health's gross profit of \$48,496 for the year ended June 30, 2014 increased \$9,190, or 23.4%, over the prior year. The gross margin of 30.3% remained unchanged from the prior year. The increase in gross profit in the Human Health segment relates to increased sales volume of Rising products and the addition of PACK, the acquisition that occurred on April 30, 2014, as well as increased royalty income earned on certain nutritional products.

### *Pharmaceutical Ingredients*

Gross profit for the year ended June 30, 2014 for the Pharmaceutical Ingredients business increased by \$5,248 or 16.7% over the prior year. The gross margin of 20.8% was also higher than the prior year's gross margin of 17.0%. The increase in both gross profit and gross margin is predominantly the result of the increase in the sales volume of reorders of a certain API that occurred in the first and second quarters of fiscal 2014, which typically yields a significantly higher gross margin.

## *Performance Chemicals*

Gross profit for the Performance Chemicals segment increased to \$29,592 for the year ended June 30, 2014, versus \$27,598 for the prior year, an increase of \$1,994, or 7.2%. The gross margin at 17.1% for the year ended June 30, 2014 was also higher than the prior year's gross margin of 14.9%. The increase in both gross profit and gross margin is due to a favorable product mix on Specialty Chemical products sold abroad due to reduced volume on lower margin products and positive product mix on certain sprout inhibitors, which are agricultural protection products.

### **Selling, General and Administrative Expenses**

Selling, general and administrative expenses (SG&A) increased \$4,188, or 6.9%, to \$65,209 for the year ended June 30, 2014 compared to \$61,021 for the prior year. As a percentage of sales, SG&A increased from 12.2% to 12.8% for the year ended June 30, 2014 versus the prior year. The primary reasons for the increase in SG&A are \$1,874 of transaction costs related to acquisitions completed during the fiscal year, increased payroll and fringe benefits of \$1,908 due to additional hiring and annual salary increases and increased stock-based compensation expense of \$1,368 due to increased financial and stock performance. In addition, we incurred separation and relocation costs of \$1,370 for certain employees of our European and U.S. subsidiaries, as well as employees of PACK. On April 30, 2014, Rising acquired 100% of the issued and outstanding membership interests of PACK, thus we now have two months of SG&A for PACK, including approximately \$3,030 of SG&A, of which approximately \$800 of amortization expense related to acquired intangible assets. The SG&A for the prior period included \$3,244 additional accrued contingent consideration related to the Rising acquisition, which did not occur in fiscal 2014.

### **Research and Development Expenses**

Research and development expenses increased \$2,388 or 84% to \$5,222 for the year ended June 30, 2014 compared to \$2,834 for the prior year. R&D expenses represent investment in our generic finished dosage form product pipeline, which includes both Rising and PACK products. The majority of the R&D expenses are milestone based, which will likely cause fluctuation from quarter to quarter.

### **Operating Income**

Fiscal 2014 operating income was \$44,272 compared to \$34,416 in the prior year, an increase of \$9,856 or 28.6%. This increase was due to the overall increase in gross profit of \$16,432 offset by the increases in SG&A and R&D of \$6,576 from the comparable prior year.

### **Interest and Other Income, Net**

Interest and other income, net was \$2,502 for the year ended June 30, 2014, an increase of \$246 from the prior year, mainly due to an increase in income related to a joint venture for one of our Agricultural Protection products.

### **Provision for Income Taxes**

The effective tax rate for fiscal 2014 declined slightly to 35.1% compared to 35.4% for fiscal 2013. The decrease in the effective tax rate was due to the mix of profits from lower tax rate jurisdictions in Europe compared to the United States in fiscal 2014.

## Results of Operations

### Fiscal Year Ended June 30, 2013 Compared to Fiscal Year Ended June 30, 2012

#### Net Sales by Segment Year ended June 30,

<u>Segment</u>	<u>2013</u>		<u>2012</u>		<u>Comparison 2013 Over/(Under) 2012</u>	
	<u>Net sales</u>	<u>% of Total</u>	<u>Net sales</u>	<u>% of Total</u>	<u>\$ Change</u>	<u>% Change</u>
Human Health	\$129,667	25.9%	\$105,249	23.7%	\$ 24,418	23.2%
Pharmaceutical Ingredients	184,852	37.0	162,998	36.7	21,854	13.4
Performance Chemicals	<u>185,171</u>	<u>37.1</u>	<u>176,141</u>	<u>39.6</u>	<u>9,030</u>	<u>5.1</u>
Net sales	<u>\$499,690</u>	<u>100.0%</u>	<u>\$444,388</u>	<u>100.0%</u>	<u>\$ 55,302</u>	<u>12.4%</u>

#### Gross Profit by Segment Year ended June 30,

<u>Segment</u>	<u>2013</u>		<u>2012</u>		<u>Comparison 2013 Over/(Under) 2012</u>	
	<u>Gross Profit</u>	<u>% of Sales</u>	<u>Gross Profit</u>	<u>% of Sales</u>	<u>\$ Change</u>	<u>% Change</u>
Human Health	\$39,306	30.3%	\$29,932	28.4%	\$ 9,374	31.3%
Pharmaceutical Ingredients	31,367	17.0	25,472	15.6	5,895	23.1
Performance Chemicals	<u>27,598</u>	<u>14.9</u>	<u>26,628</u>	<u>15.1</u>	<u>970</u>	<u>3.6</u>
Gross profit	<u>\$98,271</u>	<u>19.7%</u>	<u>\$82,032</u>	<u>18.5%</u>	<u>\$16,239</u>	<u>19.8%</u>

## **Net Sales**

Net sales increased \$55,302, or 12.4%, to \$499,690 for the year ended June 30, 2013, compared with \$444,388 for the prior year. We reported sales increases in all three of our business segments.

### *Human Health*

Net sales for the Human Health segment increased by \$24,418 for the year ended June 30, 2013, to \$129,667, which represents a 23.2% increase over net sales of \$105,249 for the prior year, largely driven by an increase in sales of Rising products of \$27,284 due to new generic product launches at Rising. This increase is partially offset by a reduction in domestic sales of \$4,281 of nutritional products due to lower orders of existing products.

### *Pharmaceutical Ingredients*

Net sales for the Pharmaceutical Ingredients segment increased by \$21,854 for the year ended June 30, 2013, to \$184,852, which represents a 13.4% increase over net sales of \$162,998 for the prior year. Overall, the domestic Pharmaceutical Ingredients group had an increase of \$8,346, when compared to the prior period. The primary reason for the increase is due to the volume of large reorders for existing APIs sold by our United States and German operations, as well as a launch of a new product, sold domestically. In addition, sales of intermediates, which represent key components used in the manufacture of certain drug products, have risen both in the United States and abroad by approximately \$5,233 over the prior year.

### *Performance Chemicals*

Net sales for the Performance Chemicals segment increased to \$185,171 for the year ended June 30, 2013, an increase of \$9,030 or 5.1%, from net sales of \$176,141 for the prior year. Our Performance Chemicals segment experienced an increase in sales of our agricultural protection products, primarily from sales of a wide-range insecticide used on various crops including cereals, citrus, cotton, grapes, ornamental grasses and vegetables and increased sales of a broad-spectrum herbicide. These increases in agricultural protection product sales are partially offset by a decline in domestic sales of agricultural intermediates, sold by our Specialty Chemicals business.

## **Gross Profit**

Gross profit increased \$16,239 to \$98,271 (19.7% of net sales) for the year ended June 30, 2013, as compared to \$82,032 (18.5% of net sales) for the prior year.

### *Human Health*

Human Health's gross profit of \$39,306 for the year ended June 30, 2013 increased \$9,374, or 31.3%, over the prior year. The gross margin increased to 30.3% for the year ended June 30, 2013 compared to 28.4% for the prior year. The increase in gross profit and gross margin in the Human Health segment primarily relates to increased sales volume of Rising products.

### *Pharmaceutical Ingredients*

Gross profit for the year ended June 30, 2013 for the Pharmaceutical Ingredients business increased by \$5,895 or 23.1% over the prior year. The gross margin of 17.0% was also higher than the prior year's gross margin of 15.6%. The increase in both gross profit and gross margin is predominantly the result of the increase in the sales volume of reorders of certain API's, which typically yield a significantly higher gross margin.

### *Performance Chemicals*

Gross profit for the Performance Chemicals segment increased to \$27,598 for the year ended June 30, 2013, versus \$26,628 for the prior year, an increase of \$970, or 3.6%. The gross margin at 14.9% for the year ended June 30, 2013 was relatively flat compared to the prior year's gross margin of 15.1%.

## **Selling, General and Administrative Expenses**

Selling, general and administrative expenses (SG&A) increased \$5,929, or 10.8%, to \$61,021 for the year ended June 30, 2013 compared to \$55,092 for the prior year. As a percentage of sales, SG&A declined slightly to 12.2% for the year ended June 30, 2013 versus 12.4% for the prior year. The primary reasons for the increase in SG&A are \$3,244 additional accrued contingent consideration related to the Rising acquisition as well as increased information technology maintenance and software related costs. We also experienced additional accrued performance award expense and increased fringe benefits and stock-based compensation expense due to increased financial performance. During fiscal 2012, the Company recorded approximately \$884 of one-time costs associated with the separation of certain executive management employees, as well as \$761 additional accrued contingent consideration related to the Rising acquisition.

## **Research and Development Expenses**

Research and development expenses increased \$1,260 to \$2,834 for the year ended June 30, 2013 compared to \$1,574 for the prior year. R&D represents investment in Rising's generic finished dosage form product pipeline. The majority of the R&D expenses are milestone based, which will likely cause fluctuation from quarter to quarter.

## **Operating Income**

Fiscal 2013 operating income was \$34,416 compared to \$25,366 in the prior year, an increase of \$9,050 or 35.7%. This increase was due to the overall increase in gross profit of \$16,239 partially offset by an increase in SG&A of \$7,189 from the prior year.

## **Interest Expense**

Interest expense was \$2,122 for the year ended June 30, 2013, a decrease of \$505 from the prior year. The decrease is primarily due to lower average loan balance outstanding during the fiscal year ended June 30, 2013 versus June 30, 2012, as well as a lower Adjusted LIBOR rate during the period.

## **Provision for Income Taxes**

The effective tax rate for fiscal 2013 increased to 35.4% from 31.4% for fiscal 2012. The increase in the effective tax rate was due to the mix of profits from higher tax rate jurisdictions in fiscal 2013. In addition, in fiscal 2011 we repatriated earnings from certain foreign subsidiaries, in connection with our acquisition of Rising. In fiscal 2012, our effective tax rate was favorably impacted by the reversal of approximately \$529 of tax expense related to the final tax payment associated with the fiscal 2011 repatriation. The Company intends to indefinitely reinvest its undistributed earnings and has no plan for further repatriation.

## **Liquidity and Capital Resources**

### *Cash Flows*

At June 30, 2014, we had \$42,897 in cash, of which \$30,442 was outside the United States, \$746 in short-term investments, all of which is held outside the United States and \$105,501 in long-term debt (including the current portion), of which \$105,355 is in the United States. Working capital was \$157,831 at June 30, 2014 compared to \$128,393 at June 30, 2013. The \$30,442 of cash held outside of the United States is fully accessible to meet any liquidity needs of the countries in which we operate. The majority of the cash located outside of the United States is held by our European operations and can be transferred into the United States. Although these amounts are fully accessible, transferring these amounts into the United States or any other countries could have certain tax consequences. A deferred tax liability will be recognized when we expect that we will recover undistributed earnings of our foreign subsidiaries in a taxable manner, such as through receipt of dividends or sale of the investments. We intend to indefinitely reinvest these undistributed earnings and have no plan for further repatriation. A portion of our cash is held in operating accounts that are with third party financial institutions. While we monitor daily the cash balances in our operating accounts and adjust the cash balances as appropriate, these cash balances could be impacted if the underlying financial institutions fail or are subject to other adverse conditions in the financial markets. To date, we have experienced no loss or lack of access to cash in our operating accounts.

Our cash position at June 30, 2014 increased \$9,666 from the amount at June 30, 2013. Operating activities for the year ended June 30, 2014 provided cash of \$25,056 for this period, as compared to cash provided of \$25,476 for the comparable period. The \$25,056 was comprised of \$29,000 in net income and \$6,148 derived from adjustments for non-cash items less a net \$10,092 decrease from changes in operating assets and liabilities. The non-cash items included \$8,091 in depreciation and amortization expense, \$2,024 of earnings on an equity investment in a joint venture, \$3,083 for the deferred income taxes provision and \$3,156 in non-cash stock compensation expense. Trade accounts receivable increased \$19,400 during the year ended June 30, 2014, due predominantly to an



increase in sales in this fourth quarter as compared to the fourth quarter of fiscal 2013, as well as an increase in days sales outstanding, particularly on our international sales. Inventories increased by approximately \$7,764 and accounts payable increased by approximately \$5,216 due primarily to an increase in inventories on hand for Rising as this subsidiary had increased orders for an existing product, as well as a build-up of inventory for a new product. In addition, both of our Netherlands and Germany subsidiaries had increased inventory on-hand for nutritional products due to anticipated fiscal 2015 sales. The rise in inventories was also due to purchases of agricultural protection products as a result of a ramp-up in orders for products that will be shipped in the first quarter of fiscal 2015 as well as build up for lead-time for our herbicide product for sugar cane. Accrued expenses and other liabilities increased \$8,868 due to an increase in price concessions and partnered products liabilities related to increased sales from Rising. Distributions from a joint venture provided cash of \$1,810.

Our cash position at June 30, 2013 increased \$8,369 from the amount at June 30, 2012. Operating activities for the year ended June 30, 2013 provided cash of \$25,476 as compared to cash provided of \$14,981 for the comparable 2012 period. The \$25,476 was comprised of \$22,328 in net income, \$7,946 derived from adjustments for non-cash items and a net \$4,798 decrease from changes in operating assets and liabilities. The non-cash items included \$6,944 in depreciation and amortization expense, \$3,244 of accrued contingent consideration related to the Rising acquisition, \$2,649 for the deferred income taxes provision, \$1,790 of earnings on an equity investment in a joint venture and \$1,788 in non-cash stock compensation expense. Trade accounts receivable increased \$14,985 during the year ended June 30, 2013 due predominantly to an increase in sales during the fourth quarter as compared to the fourth quarter of fiscal 2012, as well as an increase in days sales outstanding, since June 30, 2012. Other receivables increased \$2,685 due to royalties related to nutritional products as well as an increase in value added taxes receivables in our German subsidiaries. Accounts payable decreased by \$3,228 due to timing of payments processed at the end of the quarter related to the sales volume increase. Accrued expenses and other liabilities increased \$12,807 due primarily to an increase in price concessions and partnered products liabilities related to increased sales from Rising, as well as an increase in accrued compensation related to increased accrued performance awards, which were paid in the first quarter of fiscal 2014, and a rise in income tax payables related to the increased profitability. Distributions from a joint venture provided cash of \$1,745.

Investing activities for the year ended June 30, 2014 used cash of \$86,633, primarily from \$86,140 of payments for net assets of businesses acquired and \$1,891 for purchases of property and equipment and intangible assets. This use of cash was partially offset by cash received of \$1,506 from the sale of investments. Investing activities for the year ended June 30, 2013 used cash of \$3,196, primarily related to the purchases of investments of \$2,698 and payments for intangible assets and property and equipment of \$2,527, offset by proceeds received upon sale of investments of \$2,029. Investing activities for the year ended June 30, 2012 used cash of \$1,754 primarily related to purchases of investments, property and equipment and intangible assets offset by sales of investments, intangible assets and payments received on notes receivable.

Financing activities for the year ended June 30, 2014 provided cash of \$70,533 primarily from bank borrowings of \$114,145, proceeds of \$3,655 received from the exercise of stock options and \$1,752 of excess income tax benefit on stock option exercises and restricted stock. This was offset by the use of cash of \$40,713 for the repayment of bank borrowings, \$1,500 of deferred consideration to the sellers of Rising and \$6,806 payment of cash dividends. Financing activities for the year ended June 30, 2013 used cash of \$14,306 primarily from \$23,696 of repayment of bank borrowings and \$6,016 of payment of cash dividends. In addition, the Company paid \$1,470 of deferred consideration to the sellers of Rising. This use of cash was offset by bank borrowings of \$10,000 and \$6,257 proceeds received from exercise of stock options. Financing activities for the year ended June 30, 2012 used cash of \$15,295, primarily from \$9,232 of bank loan repayments and the payment of dividends of \$5,331. In addition, we paid \$1,500 of deferred consideration to the sellers of Rising.

#### *Credit Facilities*

We have available credit facilities with certain foreign financial institutions. At June 30, 2014, we had available lines of credit with foreign financial institutions totaling \$8,798, all of which is available for borrowing by the respective foreign territories. We are not subject to any financial covenants under these arrangements.

On April 30, 2014, and in connection with the purchase of PACK, we entered into a new Credit Agreement (the "Credit Agreement") with three domestic financial institutions. The Credit Agreement terminates the Credit Agreement, dated December 31, 2010. We may borrow, repay and reborrow during the period ending April 30, 2019, up to but not exceeding at any one time outstanding \$60,000 (the "Revolving Commitment"). The Revolving Commitment provides for (i) Adjusted LIBOR Loans (as defined in the new Credit Agreement), (ii) Alternate Base Rate Loans (as defined in the new Credit Agreement) or (iii) a combination thereof. As of June 30, 2014, we borrowed Revolving Loans aggregating \$32,000 which loans are Adjusted LIBOR Loans at interest rates ranging from 2.15% to 2.32% at June 30, 2014. The new Credit Agreement also allows for the borrowing up to \$70,000 (the "Term Commitment"). The Term Commitment interest may be payable as an (i) Adjusted LIBOR Loan, (ii) Alternate Base Rate Loan, or (iii) a combination thereof. We borrowed a Term Loan of \$70,000 on April 30, 2014 to partially finance the acquisition of PACK. As of June 30, 2014, the remaining amount outstanding under the amortizing Term Loan is \$70,000 and is payable as an Adjusted LIBOR Loan at an interest rate of 2.23% at June 30, 2014. Proceeds of the Term Commitment and a portion of the proceeds of the Revolving

Commitment were used to fund the initial cash consideration for PACK and to repay the outstanding balance of term loans from the Credit Agreement dated December 31, 2010.

The new Credit Agreement also provides that commercial letters of credit shall be issued to provide the primary payment mechanism in connection with the purchase of any materials, goods or services by us in the ordinary course of business. At June 30, 2014, we had utilized \$102,105 in bank loans and letters of credit, leaving \$27,895 of this facility unused. The terms of these letters of credit are all less than one year. No material loss is anticipated due to non-performance by the counterparties to these agreements.

The new Credit Agreement provides for a security interest in all of our personal property. The new Credit Agreement contains several financial covenants including, among other things, maintaining a minimum level of debt service. We are also subject to certain restrictive covenants, including, among other things, covenants governing liens, limitations on indebtedness, limitations on guarantees, sale of assets, sales of receivables, and loans and investments. We were in compliance with all covenants at June 30, 2014.

In conjunction with the Credit Agreement, we entered into an interest rate swap on April 30, 2014 for an additional interest cost of 1.63% on a notional amount of \$25,750, which has been designated as a cash flow hedge. The expiration date of this interest rate swap is April 30, 2019. The remaining balance of this derivative as of June 30, 2014 is \$26,750. Pursuant to the requirements of the Credit Agreement, dated December 31, 2010, we were required to deliver Hedging Agreements (as defined in the agreement) fixing the interest rate on not less than \$20,000 of the term loan at that time. Accordingly, in March 2011, we entered into an interest rate swap for an additional interest cost of 1.91% on a notional amount of \$20,000, which has been designated as a cash flow hedge. The expiration date of this interest rate swap is December 31, 2015. The remaining balance of this derivative as of June 30, 2014 is \$8,250.

#### *Working Capital Outlook*

Working capital was \$157,831 at June 30, 2014, compared to \$128,393 at June 30, 2013. In March 2010, we purchased a building in Port Washington, New York, which is now the site of our global headquarters. We moved our corporate offices into this new building in April 2011. On June 30, 2011, we entered into a mortgage payable for \$3,947 on this new corporate headquarters. This mortgage is secured by the land and building and is being amortized over a period of 20 years. The mortgage, which was modified in October 2013, bears interest at 4.92% as of June 30, 2014 and matures on June 30, 2021.

We continually evaluate possible acquisitions of or investments in businesses that are complementary to our own, and such transactions may require the use of cash. In connection with our agricultural protection business, we plan to continue to acquire product registrations and related data filed with the United States Environmental Protection Agency as well as make payments to various task force groups, which could approximate \$3,900 through fiscal 2015.

In connection with the PACK acquisition, the purchase agreement provides for a three-year earn-out of up to \$15,000 in cash based on the achievement of certain performance-based targets. As of June 30, 2014, we had accrued \$3,797 related to this contingent consideration.

In accordance with the purchase agreement, as amended, related to the Rising acquisition, \$7,970 of deferred consideration was to be paid by us over a four year period with \$1,500 paid in February 2012, \$1,470 paid in December 2012, \$1,500 paid in February 2014 and \$3,500 to be paid not later than fifty-six days following the fourth anniversary of the closing date of the purchase. The purchase agreement also provides for the payment of additional contingent consideration equal to one-half of the three year cumulative Rising earnings before interest, taxes, depreciation and amortization in excess of \$32,100, up to a maximum of \$6,000. As of June 30, 2014, we had accrued \$5,694 related to this contingent consideration, with \$4,500 anticipated to be paid in the next twelve months.

We believe that our cash, other liquid assets, operating cash flows, borrowing capacity and access to the equity capital markets, taken together, provide adequate resources to fund ongoing operating expenditures, the repayment of our bank loans and the anticipated continuation of cash dividends for the next twelve months.

#### **Off-Balance Sheet Arrangements and Commitments and Contingencies**

We have no material financial commitments other than those under bank borrowings, operating lease agreements, letters of credit and unconditional purchase obligations. We have certain contractual cash obligations and other commercial commitments that will affect our short and long-term liquidity. At June 30, 2014, we had no significant obligations for capital expenditures.

At June 30, 2014, contractual cash obligations and other commercial commitments were as follows:

<u>Contractual Obligations</u>	<u>Payments Due and/or Amount of Commitment (Expiration per Period)</u>				
	<u>Total</u>	<u>Less than 1 year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>After 5 years</u>
Long-term debt obligations (a)	\$ 105,501	\$ 8,343	\$ 22,394	\$ 72,394	\$ 2,370
Operating leases	5,245	1,813	2,265	707	460
Commercial letters of credit	251	251	-	-	-
Standby letters of credit	889	889	-	-	-
Unconditional purchase obligations	<u>50,806</u>	<u>50,806</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>\$162,692</u>	<u>\$ 62,102</u>	<u>\$ 24,659</u>	<u>\$ 73,101</u>	<u>\$ 2,830</u>

(a) Long-term debt obligations are comprised of various loans. Interest is not included in the above table as the majority of the debt is variable in nature. As of June 30, 2014, interest on these variable loans ranged from 2.15% to 2.32%.

Other significant commitments and contingencies include the following:

1. A subsidiary of ours markets certain agricultural protection products which are subject to the Federal Insecticide, Fungicide and Rodenticide Act (FIFRA). FIFRA requires that test data be provided to the EPA to register, obtain and maintain approved labels for pesticide products. The EPA requires that follow-on registrants of these products compensate the initial registrant for the cost of producing the necessary test data on a basis prescribed in the FIFRA regulations. Follow-on registrants do not themselves generate or contract for the data. However, when FIFRA requirements mandate that new test data be generated to enable all registrants to continue marketing a pesticide product, often both the initial and follow-on registrants establish a task force to jointly undertake the testing effort. We are presently a member of several such task force groups, which requires payments for such memberships. In addition, in connection with our agricultural protection business, we plan to acquire product registrations and related data filed with the United States Environmental Protection Agency to support such registrations and other supporting data for several products. The acquisition of these product registrations and related data filed with the United States Environmental Protection Agency as well as payments to various task force groups could approximate \$3,900 through fiscal 2015, of which \$0 has been accrued as of June 30, 2014 and June 30, 2013.
2. We, together with our subsidiaries are subject to various claims which have arisen in the normal course of business. We provide for costs related to contingencies when a loss from such claims is probable and the amount is reasonably determinable. In determining whether it is possible to provide an estimate of loss, or range of possible loss, we review and evaluate our litigation and regulatory matters on a quarterly basis in light of potentially relevant factual and legal developments. If we determine an unfavorable outcome is not probable or reasonably estimable, we do not accrue for a potential litigation loss. While we have determined that there is a reasonable possibility that a loss has been incurred, no amounts have been recognized in the financial statements, other than what has been discussed below, because the amount of the liability cannot be reasonably estimated at this time.
3. We have environmental remediation obligations in connection with Arsynco, Inc. (Arsynco), a subsidiary formerly involved in manufacturing chemicals located in Carlstadt, New Jersey, which was closed in 1993 and is currently held for sale. Based on continued monitoring of the contamination at the site and the approved plan of remediation, we received an estimate from an environmental consultant stating that the costs of remediation could be between \$12,200 and \$14,000. Remediation commenced in fiscal 2010, and as of June 30, 2014 and June 30, 2013, a liability of \$8,907 and \$7,166, respectively, is

included in the accompanying consolidated balance sheets for this matter. In accordance with GAAP, management believes that the majority of costs incurred to remediate the site will be capitalized in preparing the property which is currently classified as held for sale. An appraisal of the fair value of the property by a third-party appraiser supports the assumption that the expected fair value after the remediation is in excess of the amount required to be capitalized. However, these matters, if resolved in a manner different from those assumed in current estimates, could have a material adverse effect on our financial condition, operating results and cash flows when resolved in a future reporting period.

In connection with the environmental remediation obligation for Arsynco, in July 2009, we entered into a settlement agreement with BASF Corporation (BASF), the former owners of the Arsynco property. In accordance with the settlement agreement, BASF paid for a portion of the prior remediation costs and going forward, will co-remediate the property with the Company. In accordance with the contract, BASF paid \$550 related to past response costs and will pay a proportionate share of the future remediation costs. Accordingly, we had recorded a gain of \$550 in fiscal 2009. This \$550 gain relates to the partial reimbursement of costs of approximately \$1,200 that the Company had previously expensed. We also recorded an additional receivable from BASF, with an offset against property held for sale, representing its estimated portion of the future remediation costs. The balance of this receivable for future remediation costs as of June 30, 2014 and June 30, 2013 is \$4,008 and \$3,225, respectively, which is included in the accompanying consolidated balance sheets.

4. In March 2006, Arsynco received notice from the EPA of its status as a PRP under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) for a site described as the Berry's Creek Study Area ("BCSA"). Arsynco is one of over 150 PRPs which have potential liability for the required investigation and remediation of the site. The estimate of the potential liability is not quantifiable for a number of reasons, including the difficulty in determining the extent of contamination and the length of time remediation may require. In addition, any estimate of liability must also consider the number of other PRPs and their financial strength. In July 2014, Arsynco received notice from the U.S. Department of Interior ("USDOl") regarding the USDOl's intent to perform a Natural Resource Damage (NRD) Assessment at the BCSA. Arsynco has to date declined to participate in the development and performance of the NRD assessment process. Based on prior practice in similar situations, it is possible that the State may assert a claim for natural resource damages with respect to the Arsynco site itself, and either the federal government or the State (or both) may assert claims against Arsynco for natural resource damages in connection with Berry's Creek; any such claim with respect to Berry's Creek could also be asserted against the approximately 150 PRPs which the EPA has identified in connection with that site. Any claim for natural resource damages with respect to the Arsynco site itself may also be asserted against BASF, the former owners of the Arsynco property. In September 2012, Arsynco entered into an agreement with three of the other PRPs that had previously been impleaded into New Jersey Department of Environmental Protection, et al. v. Occidental Chemical Corporation, et al., Docket No. ESX-L-9868-05 (the "NJDEP Litigation") and were considering impleading Arsynco into same. Arsynco entered into agreement to avoid impleader. Pursuant to agreement, Arsynco agreed to (1) a tolling period that would not be included when computing the running of any statute of limitations that might provide a defense to the NJDEP Litigation; (2) the waiver of certain issue preclusion defenses in the NJDEP Litigation; and (3) arbitration of certain potential future liability allocation claims if the other parties to the agreement are barred by a court of competent jurisdiction from proceeding against Arsynco. Since an amount of the liability cannot be reasonably estimated at this time, no accrual is recorded for these potential future costs. The impact of the resolution of this matter on the Company's results of operations in a particular reporting period is not known.
5. In fiscal years 2011, 2009, 2008 and 2007, we received letters from the Pulvair Site Group, a group of potentially responsible parties (PRP Group) who are working with the State of Tennessee (the State) to remediate a contaminated property in Tennessee called the Pulvair site. The PRP Group has alleged that Aceto shipped hazardous substances to the site which were released into the environment. The State had begun administrative proceedings against the members of the PRP Group and Aceto with respect to the cleanup of the Pulvair site and the PRP Group has begun to undertake cleanup. The PRP Group is seeking a settlement of approximately \$1,700 from us for our share to remediate the site contamination. Although we acknowledge that we shipped materials to the site for formulation over twenty years ago, we believe that the evidence does not show that the hazardous materials sent by Aceto to the site have significantly contributed to the contamination of the environment and thus believe that, at most, we are a de minimus contributor to the site contamination. Accordingly, we believe that the settlement offer is unreasonable. Management believes that the ultimate outcome of this matter will not have a material adverse effect on our financial condition or liquidity.
6. On October 29, 2012, a lawsuit was filed in the United Kingdom (in the High Court of Justice, Queens Bench Division, Commercial Court) by United Phosphorous Limited ("UPL") against Aceto Agricultural Chemicals Corporation ("AACC"), a wholly-owned subsidiary of the Company. In the lawsuit, UPL alleges, among other things, that AACC breached a 1995 agreement regarding European sales of a potato sprout suppression product, by selling the product in Europe. UPL claims damages of approximately £4,500 (approximately US \$7,200) plus an unspecified amount of additional damages. AACC strongly denies the allegations, believes that UPL's claims are without merit and intends to vigorously defend the lawsuit.

7. In accordance with the purchase agreement, as amended, related to the Rising acquisition, \$7,970 of deferred consideration was to be paid by us over a four year period with \$1,500 paid in February 2012, \$1,470 paid in December 2012, \$1,500 paid in February 2014 and \$3,500 to be paid not later than fifty-six days following the fourth anniversary of the closing date of the purchase.
8. In connection with the Rising acquisition, the purchase agreement provides for the payment of additional contingent consideration equal to one-half of the three year cumulative Rising earnings before interest, taxes, depreciation and amortization in excess of \$32,100, up to a maximum of \$6,000. As of June 30, 2014, we had accrued \$5,694 related to this contingent consideration.
9. In connection with the PACK acquisition, the purchase agreement provides for a three-year earn-out of up to \$15,000 in cash based on the achievement of certain performance-based targets. As of June 30, 2014, we had accrued \$3,797 related to this contingent consideration.

## **Impact of New Accounting Pronouncements**

In July 2012, the FASB issued ASU 2012-02, "Testing Indefinite-Lived Intangible Assets for Impairment (the revised standard)", which allows companies the option to perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary. Under this guidance, an entity is required to perform a quantitative impairment test if qualitative factors indicate that it is more likely than not that indefinite-lived intangible assets are impaired. The qualitative factors are consistent with the guidance established for goodwill impairment testing and include identifying and assessing events and circumstances that would most significantly impact, individually or in the aggregate, the carrying value of the indefinite-lived intangible assets. The adoption of ASU 2012-02 did not have a material impact on our consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)," which is the new comprehensive revenue recognition standard that will supersede all existing revenue recognition guidance under U.S. GAAP. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to a customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for annual and interim periods beginning on or after December 15, 2016, and early adoption is not permitted. Entities will have the option of using either a full retrospective approach or a modified approach to adopt the guidance. We are currently evaluating the impact of adopting this guidance.

## **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

### **Market Risk Sensitive Instruments**

The market risk inherent in our market-risk-sensitive instruments and positions is the potential loss arising from adverse changes in investment market prices, foreign currency exchange-rates and interest rates.

### **Investment Market Price Risk**

We had short-term investments of \$746 at June 30, 2014. Those short-term investments consisted of time deposits. Time deposits are short-term in nature and are accordingly valued at cost plus accrued interest, which approximates fair value.

### **Foreign Currency Exchange Risk**

In order to reduce the risk of foreign currency exchange rate fluctuations, we hedge some of our transactions denominated in a currency other than the functional currencies applicable to each of our various entities. The instruments used for hedging are short-term foreign currency contracts (futures). The changes in market value of such contracts have a high correlation to price changes in the currency of the related hedged transactions. At June 30, 2014, we had foreign currency contracts outstanding that had a notional amount of \$42,755. The difference between the fair market value of the foreign currency contracts and the related commitments at inception and the fair market value of the contracts and the related commitments at June 30, 2014, was not material.

We are subject to risk from changes in foreign exchange rates for our subsidiaries that use a foreign currency as their functional currency and are translated into U.S. dollars. These changes result in cumulative translation adjustments, which are included in accumulated other comprehensive income (loss). On June 30, 2014, we had translation exposure to various foreign currencies, with the most significant being the Euro. The potential loss as of June 30, 2014, resulting from a hypothetical 10% adverse change in quoted foreign currency exchange rates amounted to \$8,246. Actual results may differ.

## **Interest Rate Risk**

Due to our financing, investing and cash-management activities, we are subject to market risk from exposure to changes in interest rates. We utilize a balanced mix of debt maturities along with both fixed-rate and variable-rate debt to manage our exposure to changes in interest rates. Our financial instrument holdings at year-end were analyzed to determine their sensitivity to interest rate changes. In this sensitivity analysis, we used the same change in interest rate for all maturities. All other factors were held constant. If there were an adverse change in interest rates of 10%, the expected effect on net income related to our financial instruments would be immaterial. However, there can be no assurances that interest rates will not significantly affect our results of operations.

In conjunction with the Credit Agreement, we entered into an interest rate swap on April 30, 2014 for an additional interest cost of 1.63% on a notional amount of \$25,750, which has been designated as a cash flow hedge. The expiration date of this interest rate swap is April 30, 2019. The remaining balance of this derivative as of June 30, 2014 is \$26,750. Pursuant to the requirements of the Credit Agreement, dated December 31, 2010, we were required to deliver Hedging Agreements (as defined in the agreement) fixing the interest rate on not less than \$20,000 of the term loan at that time. Accordingly, in March 2011, we entered into an interest rate swap for an additional interest cost of 1.91% on a notional amount of \$20,000, which has been designated as a cash flow hedge. The expiration date of this interest rate swap is December 31, 2015. The remaining balance of this derivative as of June 30, 2014 is \$8,250. The unrealized loss to date associated with these two derivatives, which is recorded in accumulated other comprehensive income in the consolidated balance sheet at June 30, 2014, is \$437. Our interest rate swaps are classified within Level 2 as the fair value of this hedge is primarily based on observable interest rates.

## **Item 8. Financial Statements and Supplementary Data**

The financial statements and supplementary data required by this Item 8 are set forth later in this report.

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

## **Item 9A. Controls and Procedures**

### **Evaluation of Disclosure Controls and Procedures**

Our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Our disclosure controls and procedures are also designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officer, to allow timely decisions regarding required disclosure. Our chief executive officer and chief financial officer, with assistance from other members of our management, have reviewed the effectiveness of our disclosure controls and procedures as of June 30, 2014 and, based on their evaluation, have concluded that the disclosure controls and procedures were effective as of such date.

### **Changes in Internal Control over Financial Reporting**

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the three months ended June 30, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### **Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Rule 13a-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our principal executive and principal financial officers, we assessed, as of June 30, 2014, the effectiveness of our internal control over financial reporting. This assessment was based on criteria established in the framework in Internal Control-Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment using those criteria, management concluded that our internal control over financial reporting as of June 30, 2014, was effective.

As discussed in Note 3 — Business Combinations, to our Consolidated Financial Statements, on April 30, 2014, we acquired 100% of the issued and outstanding membership interests of PACK. The scope of our evaluation did not include specific processes or

transactions unique to PACK since PACK has not been integrated into our internal control systems as of June 30, 2014. We are continuing the integration of PACK into our internal control systems and will include PACK's specific processes and transactions in our fiscal year 2015 evaluation of the effectiveness of internal control over financial reporting. PACK's assets, which were excluded from our internal control evaluation, accounted for 5% of our total assets at June 30, 2014. PACK accounted for 2% of our total net sales for the year ended June 30, 2014.

Our internal control over financial reporting as of June 30, 2014, has been audited by BDO USA, LLP, an independent registered public accounting firm, as stated in their report, which is included herein.

Internal control over financial reporting is defined as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with U.S. generally accepted accounting principles and that our receipts and expenditures are being made only in accordance with authorization of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders  
Aceto Corporation:

We have audited Aceto Corporation's internal control over financial reporting as of June 30, 2014, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Aceto Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of PACK, which was acquired on April 30, 2014, and which is included in the consolidated balance sheet of Aceto Corporation as of June 30, 2014, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for the year then ended. PACK constituted 5% of assets and 2% of net sales, as of and for the year then ended June 30, 2014. Management did not assess the effectiveness of internal control over financial reporting of PACK because of the timing of the acquisition which was completed on April 30, 2014. Our audit of internal control over financial reporting of Aceto Corporation also did not include an evaluation of the internal control over financial reporting of PACK.

In our opinion, Aceto Corporation maintained, in all material respects, effective internal control over financial reporting as of June 30, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Aceto Corporation as of June 30, 2014 and 2013, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended June 30, 2014 and our report dated September 5, 2014, expressed an unqualified opinion thereon.

/s/ BDO USA, LLP

Melville, New York  
September 5, 2014



**Item 9B. Other Information**

None.

**PART III****Item 10. Directors, Executive Officers and Corporate Governance**

Incorporated herein by reference to our definitive proxy statement to be filed with the Securities and Exchange Commission with respect to our annual meeting of shareholders.

**Item 11. Executive Compensation**

Incorporated herein by reference to our definitive proxy statement to be filed with the Securities and Exchange Commission with respect to our annual meeting of shareholders.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this Item, not already provided under the table presented below, is incorporated herein by reference to our definitive proxy statement to be filed with the Securities and Exchange Commission with respect to our annual meeting of shareholders.

The following table states certain information with respect to our equity compensation plans at June 30, 2014:

Plan category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	490,000	\$7.93	2,412,000
Equity compensation plans not approved by security holders	-	-	-
Total	<u>490,000</u>	<u>\$7.93</u>	<u>2,412,000</u>

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Incorporated herein by reference to our definitive proxy statement to be filed with the Securities and Exchange Commission with respect to our annual meeting of shareholders.

**Item 14. Principal Accounting Fees and Services**

Incorporated herein by reference to our definitive proxy statement to be filed with the Securities and Exchange Commission with respect to our annual meeting of shareholders.

**PART IV****Item 15. Exhibits and Financial Statement Schedules**

The following documents are filed as part of this Report:

- (a) The financial statements listed in the Index to Consolidated Financial Statements are filed as part of this Annual Report on Form 10-K. All financial statement schedules have been included in the Consolidated Financial Statements or Notes thereto.

(b) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
2.1	Asset Purchase Agreement by and among Aceto Corporation, Sun Acquisition Corp., Rising Pharmaceuticals, Inc., Ronald Gold, and David B. Rosen, dated as of December 15, 2010 (incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K dated December 20, 2010).
2.2	Membership Interest Purchase Agreement, dated March 26, 2014, by and among PACK Pharmaceuticals, LLC, the Aschenbrand and O'Brien Family Trust, dated March 2001, Bryan Aschenbrand – Trustee, Dushyant Chipalkatty, Chris Dungan, Aceto Corporation, Rising Pharmaceuticals, Inc. and Chris Dungan, solely in his capacity as the representative of the Sellers (incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K dated March 28, 2014).
2.3	Form of Lock-up Agreement (incorporated by reference to Exhibit 2.2 to our Current Report on Form 8-K dated March 28, 2014).
3.1	Restated Certificate of Incorporation of Aceto Corporation, (incorporated by reference to Appendix A to our Definitive Additional Materials on Schedule 14A filed on November 19, 2013).
3.2	Aceto Corporation By-Laws, adopted December 1, 2011 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated December 5, 2011).
3.3	Aceto Corporation By-Laws, amended July 28, 2014 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated July 31, 2014).
10.1	Aceto Corporation 401(k) Retirement Plan, as amended and restated as of July 1, 2002 (incorporated by reference to Exhibit 10.1 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2004 (File Number: 000-04217, Film Number: 041025874)).
10.2	Supplemental Executive Retirement Plan, as amended and restated effective June 30, 2004 and frozen as of December 31, 2004 (incorporated by reference to Exhibit 10.2 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2004 (File Number: 000-04217, Film Number: 041025874)).
10.3	Aceto Corporation Stock Option Plan (as Amended and Restated effective as of September 19, 1990) (incorporated by reference to Exhibit 10.3 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2010).
10.4	1998 Omnibus Equity Award Plan (incorporated by reference to Exhibit 10(v) (c) to the Company's annual report on Form 10-K for the fiscal year ended June 30, 1999 (File Number: 000-04217, Film Number: 99718824)).
10.5	2002 Stock Option Plan (incorporated by reference to Exhibit 4(i) to Registration Statement No. 333-110653 on Form S-8).
10.6	Supplemental Executive Deferred Compensation Plan, effective March 14, 2005 (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on March 17, 2005 (File Number: 000-04217, Film Number: 05688328)).
10.7	2007 Long-Term Performance Incentive Plan (incorporated by reference to Exhibit 4(i) to Registration Statement No. 333-149586 on Form S-8).
10.8	Supplemental Executive Deferred Compensation Plan, amended and restated effective December 8, 2008 (incorporated by reference to Exhibit 10.22 to the Company's annual report on Form 10-K for the year ended June 30, 2009).
10.9	Purchase and Sale Agreement among Schweizerhall Holding AG, Chemische Fabrik Schweizerhall, Schweizerhall, Inc., Aceto Corporation and Aceto Holding B.V., I.O., dated as of January 28, 2001 (incorporated by reference to Exhibit 2.1 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on

April 4, 2001 (File Number: 000-04217, Film Number: 1595350)).

- 10.10 Form of purchase agreement between Shanghai Zhongjin Real Estate Development Company Limited and Aceto (Hong Kong) Limited, dated November 10, 2004 (incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2004 (File Number: 000-04217, Film Number: 05588472)).
- 10.11 Guarantee by Aceto Corporation and subsidiaries in favor of Deutsche Bank, AG, dated March 22, 2001 (incorporated by reference to Exhibit 10.13 to the Company's annual report on Form 10-K for the year ended June 30, 2001 (File Number: 000-04217, Film Number: 1748270)).
- 10.12 Amended and Restated Credit Agreement among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, Aceto Pharma Corp., Aceto Realty LLC, Acci Realty Corp., Arsynco Inc. and JPMorgan Chase Bank, N.A., dated as of April 23, 2010 (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on April 28, 2010).
- 10.13 Amended and Restated Revolving Credit Note made payable by Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, Aceto Pharma Corp., Aceto Realty LLC, Acci Realty Corp. and Arsynco Inc. to the order of JPMorgan Chase Bank, N.A., dated April 23, 2010 (incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on April 28, 2010).
- 10.14 Reaffirmation Agreement by Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, Aceto Pharma Corp., Aceto Realty LLC, Acci Realty Corp. and Arsynco Inc., dated as of April 23, 2010 (incorporated by reference to Exhibit 10.3 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on April 28, 2010).
- 10.15 Severance Agreement between Leonard S. Schwartz and Aceto Corporation, dated as of December 9, 2009 (incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2009).
- 10.16 Aceto Corporation, et al \$40,000,000 Senior Secured Revolving Credit Facility, \$40,000,000 Senior Secured Term Loan Facility Commitment Letter (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated December 20, 2010).
- 10.17 Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, ACCI Realty Corp., Aceto Pharma Corp., Arsynco Inc., Aceto Realty LLC, Sun Acquisition Corp. and JPMorgan Chase Bank, N.A. as Administrative Agent and the Lenders (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated January 5, 2011).
- 10.18 First Amendment to Asset Purchase Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Sun Acquisition Corp., Rising Pharmaceuticals, Inc., Ronald Gold and David B. Rosen (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated January 5, 2011).
- 10.19 Employment Agreement, dated as of October 12, 2010, between Aceto Corporation and Albert L. Eilender (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, dated October 18, 2010).
- 10.20 Aceto Corporation 2010 Equity Participation Plan (incorporated by reference to Appendix A to our Definitive Proxy Statement on Schedule 14A filed on October 13, 2010).
- 10.21 Separation Agreement by and between Aceto Corporation and Vincent G. Miata (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated November 17, 2011).
- 10.22 Employment Agreement, dated as of the 29th day of February, 2012, by and between Aceto Corporation and Salvatore Guccione (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated March 1, 2012).
- 10.23 Aceto Corporation Severance Policy (incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K dated January 17, 2012).

- 10.24 Amendment, dated as of February 18, 2011 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, ACCI Realty Corp., Aceto Pharma Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent and the Lenders (incorporated by reference to Exhibit 10.37 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.25 Amendment No. 2, dated as of March 15, 2011 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, ACCI Realty Corp., Aceto Pharma Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent and the Lenders (incorporated by reference to Exhibit 10.38 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.26 Amendment No. 3, dated as of May 3, 2011 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, ACCI Realty Corp., Aceto Pharma Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent and the Lenders (incorporated by reference to Exhibit 10.39 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.27 Amendment No. 4, dated as of June 29, 2011 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, ACCI Realty Corp., Aceto Pharma Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent and the Lenders (incorporated by reference to Exhibit 10.40 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.28 Amendment No. 5, dated as of June 28, 2012 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, ACCI Realty Corp., Aceto Pharma Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent and the Lenders (incorporated by reference to Exhibit 10.41 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.29 Change in Control Agreement by and between Aceto Corporation and Albert L. Eilender (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated July 3, 2012).
- 10.30 Change in Control Agreement by and between Aceto Corporation and Salvatore Guccione (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated July 3, 2012).
- 10.31 Change in Control Agreement by and between Aceto Corporation and Douglas Roth (incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K dated July 3, 2012).
- 10.32 Change in Control Agreement by and between Aceto Corporation and Frank DeBenedittis (incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K dated July 3, 2012).
- 10.33 Consulting Agreement by and between Aceto Corporation and Michael Feinman (incorporated by reference to Exhibit 10.5 to our Current Report on Form 8-K dated July 3, 2012).
- 10.34 Change in Control Agreement by and between Aceto Corporation and Charles Alaimo, dated as of July 2, 2012 (incorporated by reference to Exhibit 10.47 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.35 Change in Control Agreement by and between Aceto Corporation and Raymond Bartone, dated as of July 2, 2012 (incorporated by reference to Exhibit 10.48 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.36 Change in Control Agreement by and between Aceto Corporation and Steven Rogers dated as of July 2, 2012 (incorporated by reference to Exhibit 10.49 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.37 Change in Control Agreement by and between Aceto Corporation and Nicholas Shackley, dated as of July 2, 2012 (incorporated by reference to Exhibit 10.50 to the Company's annual report on Form 10-K for the fiscal year ended

June 30, 2012).

- 10.38 Aceto Corporation Executive Performance Award Plan (incorporated by reference to Appendix A to our Definitive Proxy Statement on Schedule 14A filed on October 18, 2012).
- 10.39 Amended and Restated Aceto Corporation 2010 Equity Participation Plan (incorporated by reference to Appendix B to our Definitive Proxy Statement on Schedule 14A filed on October 18, 2012).
- 10.40 Second Amendment, dated as of December 21, 2012, to Asset Purchase Agreement, dated as of December 15, 2010, by and among Aceto Corporation, Rising Pharmaceuticals, Inc., Pearl Ventures Inc., Ronald Gold and David B. Rosen (incorporated by reference to Exhibit 10.3 to the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2012).
- 10.41 Amendment No. 6, dated as of December 31, 2012 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, Aceto Pharma Corp., ACCI Realty Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent for Lenders (incorporated by reference to Exhibit 10.4 to the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2012).
- 10.42 Seventh Amendment, dated as of March 14, 2013 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, Aceto Pharma Corp., ACCI Realty Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent for Lenders (incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2013).
- 10.43 Enhanced Severance Protection Letter Agreement, dated April 3, 2013 between Aceto Corporation and Douglas Roth (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated April 5, 2013).
- 10.44 Aceto Corporation 2013 Senior Executive Retirement Plan (incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2013).
- 10.45 Note Modification Agreement, dated October 21, 2013, between Aceto Realty LLC and JPMorgan Chase Bank, N.A. (incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2013).
- 10.46 Amendment No. 1, dated as of December 26, 2013 to the Change in Control Agreement, dated as of July 2, 2012, by and between Aceto Corporation and Salvatore J. Guccione (incorporated by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2013).
- 10.47 Commitment Letter dated March 26, 2014, by and among, Aceto Corporation and the Lead Arrangers and Commitment Lenders (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated March 28, 2014).
- 10.48 Eighth Amendment, dated as of March 21, 2014 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, Aceto Pharma corp., ACCI Realty Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent for Lenders (incorporated by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2014).
- 10.49 Credit Agreement, dated as of April 30, 2014, by and among Aceto Corporation, JPMorgan Chase Bank, N.A. as Administrative Agent, Wells Fargo, as Syndication Agent, and the Lenders (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated May 2, 2014).
- 21\* Subsidiaries of the Company.
- 23\* Consent of BDO USA, LLP.
- 31.1\* Certifications of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2\* Certifications of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1\* Certifications of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2\* Certifications of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS\*\* XBRL Instance Document

101.SCH\*\* XBRL Taxonomy Extension Schema Document

101.CAL\*\* XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF\*\* XBRL Taxonomy Extension Definition Linkbase Document

101.LAB\*\* XBRL Taxonomy Extension Label Linkbase Document

101.PRE\*\* XBRL Taxonomy Extension Presentation Linkbase Document

\*Filed herewith

\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

**ACETO CORPORATION AND SUBSIDIARIES**  
**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

Report of Independent Registered Public Accounting Firm

Consolidated financial statements:

Consolidated balance sheets as of June 30, 2014 and 2013

Consolidated statements of income for the years ended June 30, 2014, 2013 and 2012

Consolidated statements of comprehensive income for the years ended June 30, 2014, 2013 and 2012

Consolidated statements of cash flows for the years ended June 30, 2014, 2013 and 2012

Consolidated statements of shareholders' equity for the years ended June 30, 2014, 2013 and 2012

Notes to consolidated financial statements

Schedules:

II - Valuation and qualifying accounts

All other schedules are omitted because they are not required or the information required is given in the consolidated financial statements or notes thereto.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders  
Aceto Corporation  
Port Washington, NY

We have audited the accompanying consolidated balance sheets of Aceto Corporation and subsidiaries as of June 30, 2014 and 2013 and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended June 30, 2014. In connection with our audits of the consolidated financial statements, we have also audited the schedule as listed in the accompanying index. These consolidated financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and schedule are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and schedule, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements and schedule. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Aceto Corporation and subsidiaries at June 30, 2014 and 2013, and the results of their operations and their cash flows for each of the three years in the period ended June 30, 2014, in conformity with accounting principles generally accepted in the United States of America.

Also, in our opinion, the financial statement schedule when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), Aceto Corporation and subsidiaries' internal control over financial reporting as of June 30, 2014, based on criteria established in Internal Control-Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated September 5, 2014 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP

Melville, New York  
September 5, 2014



**ACETO CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**AS OF JUNE 30, 2014 AND 2013**  
(in thousands, except per-share amounts)

	<u>2014</u>	<u>2013</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 42,897	\$ 33,231
Investments	746	2,144
Trade receivables: less allowance for doubtful accounts (2014, \$517; 2013; \$1,294)	122,694	90,108
Other receivables	5,288	5,283
Inventory	100,683	83,849
Prepaid expenses and other current assets	3,556	2,984
Deferred income tax asset, net	<u>490</u>	<u>701</u>
Total current assets	276,354	218,300
Property and equipment, net	11,573	11,410
Property held for sale	5,848	4,058
Goodwill	66,516	33,526
Intangible assets, net	87,955	40,831
Deferred income tax asset, net	11,605	8,055
Other assets	<u>8,133</u>	<u>7,250</u>
<b>TOTAL ASSETS</b>	<b><u>\$ 467,984</u></b>	<b><u>\$ 323,430</u></b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$ 8,343	\$ 11,714
Accounts payable	48,716	39,222
Accrued expenses	<u>61,464</u>	<u>38,971</u>
Total current liabilities	118,523	89,907
Long-term debt	97,158	20,355
Long-term liabilities	11,634	13,413
Environmental remediation liability	7,079	5,109
Deferred income tax liability	<u>6</u>	<u>6</u>
Total liabilities	234,400	128,790
Commitments and contingencies (Note 16)		
Shareholders' equity:		
Common stock, \$.01 par value, 40,000 shares authorized; 28,772 and 27,831 shares issued and outstanding at June 30, 2014 and 2013, respectively	288	278
Capital in excess of par value	87,156	72,845
Retained earnings	140,768	118,615
Accumulated other comprehensive income	<u>5,372</u>	<u>2,902</u>
Total shareholders' equity	<u>233,584</u>	<u>194,640</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b><u>\$ 467,984</u></b>	<b><u>\$ 323,430</u></b>

See accompanying notes to consolidated financial statements.

**ACETO CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**FOR THE YEARS ENDED JUNE 30, 2014, 2013 AND 2012**

(in thousands, except per-share amounts)

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Net sales	\$510,179	\$499,690	\$444,388
Cost of sales	<u>395,476</u>	<u>401,419</u>	<u>362,356</u>
Gross profit	114,703	98,271	82,032
Selling, general and administrative expenses	65,209	61,021	55,092
Research and development expenses	<u>5,222</u>	<u>2,834</u>	<u>1,574</u>
Operating income	44,272	34,416	25,366
Other income (expense):			
Interest expense	(2,100)	(2,122)	(2,627)
Interest and other income, net	<u>2,502</u>	<u>2,256</u>	<u>2,001</u>
	<u>402</u>	<u>134</u>	<u>(626)</u>
Income before income taxes	44,674	34,550	24,740
Provision for income taxes	<u>15,674</u>	<u>12,222</u>	<u>7,759</u>
Net income	\$ <u>29,000</u>	\$ <u>22,328</u>	\$ <u>16,981</u>
Basic income per common share	<u>\$ 1.04</u>	<u>\$ 0.83</u>	<u>\$ 0.64</u>
Diluted income per common share	<u>\$ 1.02</u>	<u>\$ 0.81</u>	<u>\$ 0.63</u>
Weighted average shares outstanding:			
Basic	28,001	27,050	26,587
Diluted	28,563	27,450	26,812

See accompanying notes to consolidated financial statements.

**ACETO CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
(in thousands)

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Net income	\$29,000	\$22,328	\$16,981
Other comprehensive income:			
Foreign currency translation adjustments	2,609	1,447	(6,164)
Change in fair value of interest rate swaps	(179)	169	(94)
Defined benefit plans	<u>40</u>	<u>(33)</u>	<u>(166)</u>
Comprehensive income	<u>\$31,470</u>	<u>\$23,911</u>	<u>\$10,557</u>

See accompanying notes to consolidated financial statements.

**ACETO CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
(in thousands)

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Operating activities:			
Net income	\$ 29,000	\$ 22,328	\$ 16,981
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	8,091	6,944	6,942
Provision for doubtful accounts	8	409	211
Non-cash stock compensation	3,156	1,788	1,168
Deferred income taxes	(3,083)	(2,649)	(1,777)
Earnings on equity investment in joint venture	(2,024)	(1,790)	(1,598)
Contingent consideration	-	3,244	761
Changes in assets and liabilities:			
Trade receivables	(19,400)	(14,985)	5,711
Other receivables	1,353	(2,685)	1,446
Inventory	(7,764)	1,632	(9,926)
Prepaid expenses and other current assets	(232)	(694)	(594)
Other assets	57	610	756
Accounts payable	5,216	(3,228)	(978)
Accrued expenses and other liabilities	8,868	12,807	(5,834)
Distributions from joint venture	<u>1,810</u>	<u>1,745</u>	<u>1,712</u>
Net cash provided by operating activities	<u>25,056</u>	<u>25,476</u>	<u>14,981</u>
Investing activities:			
Payment for net assets of businesses acquired	(86,140)	-	-
Purchases of investments	(108)	(2,698)	(1,155)
Sales of investments	1,506	2,029	475
Payments received on notes receivable	-	-	350
Proceeds from sale of intangible assets	-	-	400
Payments for intangible assets	(746)	(1,505)	(726)
Purchases of property and equipment, net	<u>(1,145)</u>	<u>(1,022)</u>	<u>(1,098)</u>
Net cash used in investing activities	<u>(86,633)</u>	<u>(3,196)</u>	<u>(1,754)</u>
Financing activities:			
Proceeds from exercise of stock options	3,655	6,257	620
Excess income tax benefit on stock option exercises and restricted stock	1,752	619	148
Payment of cash dividends	(6,806)	(6,016)	(5,331)
Payment of deferred consideration	(1,500)	(1,470)	(1,500)
Borrowings of bank loans	114,145	10,000	-
Repayment of bank loans	<u>(40,713)</u>	<u>(23,696)</u>	<u>(9,232)</u>
Net cash provided by (used in) financing activities	<u>70,533</u>	<u>(14,306)</u>	<u>(15,295)</u>
Effect of foreign exchange rate changes on cash	<u>710</u>	<u>395</u>	<u>(1,734)</u>
Net increase (decrease) in cash and cash equivalents	9,666	8,369	(3,802)
Cash and cash equivalents at beginning of period	<u>33,231</u>	<u>24,862</u>	<u>28,664</u>
Cash and cash equivalents at end of period	<u>\$ 42,897</u>	<u>\$ 33,231</u>	<u>\$ 24,862</u>

See accompanying notes to consolidated financial statements.

**ACETO CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
**FOR THE YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
(in thousands, except per-share amounts)

	Common Stock		Capital in	Retained	Treasury Stock		Accumulated	Total
	Shares	Amount	Excess of Par Value	Earnings	Shares	Amount	Other Comprehensive Income	
Balance at June 30, 2011	26,644	\$266	\$62,329	\$90,713	(24)	(\$230)	\$ 7,743	\$160,821
Net income	-	-	-	16,981	-	-	-	16,981
Foreign currency translation adjustments	-	-	-	-	-	-	(6,164)	(6,164)
Defined benefit plans, net of tax of \$78	-	-	-	-	-	-	(166)	(166)
Change in fair value of interest rate swaps	-	-	-	-	-	-	(94)	(94)
Stock issued pursuant to employee stock incentive plans	8	-	49	-	-	-	-	49
Issuance of restricted stock, including dividends and net of forfeitures	118	1	(220)	-	23	220	-	1
Dividends declared (\$0.20 per share)	-	-	-	(5,350)	-	-	-	(5,350)
Share-based compensation	-	-	1,157	-	-	-	-	1,157
Exercise of stock options	167	2	608	-	1	10	-	620
Tax benefit from employee stock incentive plans	-	-	148	-	-	-	-	148
Balance at June 30, 2012	26,937	269	64,071	102,344	-	-	1,319	168,003
Net income	-	-	-	22,328	-	-	-	22,328
Foreign currency translation adjustment	-	-	-	-	-	-	1,447	1,447
Defined benefit plans, net of tax of \$16	-	-	-	-	-	-	(33)	(33)
Change in fair value of interest rate swaps	-	-	-	-	-	-	169	169
Stock issued pursuant to employee stock incentive plans	9	-	82	-	-	-	-	82
Issuance of restricted stock, including dividends and net of forfeitures	145	2	(2)	-	-	-	-	-
Dividends declared (\$0.22 per share)	-	-	-	(6,057)	-	-	-	(6,057)
Share-based compensation	-	-	1,777	-	-	-	-	1,777
Exercise of stock options	740	7	6,298	-	-	-	-	6,305
Tax benefit from employee stock incentive plans	-	-	619	-	-	-	-	619
Balance at June 30, 2013	27,831	278	72,845	118,615	-	-	2,902	194,640
Net income	-	-	-	29,000	-	-	-	29,000
Foreign currency translation adjustment	-	-	-	-	-	-	2,609	2,609
Defined benefit plans, net of tax of \$19	-	-	-	-	-	-	40	40
Change in fair value of interest rate swaps	-	-	-	-	-	-	(179)	(179)
Stock issued pursuant to employee stock incentive plans	7	-	93	-	-	-	-	93
Issuance of restricted stock, including dividends and net of forfeitures	282	3	(3)	-	-	-	-	-
Stock issued in connection with the PACK acquisition	260	3	5,682	-	-	-	-	5,685
Dividends declared (\$0.24 per share)	-	-	-	(6,847)	-	-	-	(6,847)
Share-based compensation	-	-	3,136	-	-	-	-	3,136
Exercise of stock options	392	4	3,651	-	-	-	-	3,655
Tax benefit from employee stock incentive plans	-	-	1,752	-	-	-	-	1,752
Balance at June 30, 2014	28,772	\$288	\$87,156	\$140,768	-	-	\$ 5,372	\$233,584

See accompanying notes to consolidated financial statements.

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

**(1) Description of Business**

Aceto Corporation and subsidiaries (“Aceto” or the “Company”) is primarily engaged in the sourcing, regulatory support, quality assurance, marketing, sales and distribution of pharmaceutical intermediates and active ingredients, finished dosage form generics, nutraceutical products, agricultural protection products and specialty chemicals used principally as finished products or raw materials in the pharmaceutical, nutraceutical, agricultural, coatings and industrial chemical consuming industries.

**(2) Summary of Significant Accounting Policies**

**Principles of Consolidation**

The consolidated financial statements include the financial statements of the Company and its wholly-owned subsidiaries. All significant inter-company balances and transactions are eliminated in consolidation.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses reported in those financial statements and the disclosure of contingent assets and liabilities at the date of the financial statements. These judgments can be subjective and complex, and consequently actual results could differ from those estimates and assumptions. The Company’s most critical accounting policies relate to revenue recognition; allowance for doubtful accounts; inventory; goodwill and other indefinite-life intangible assets; long-lived assets; environmental matters and other contingencies; income taxes; and stock-based compensation.

**Cash Equivalents**

The Company considers all highly liquid debt instruments with original maturities at the time of purchase of three months or less to be cash equivalents. Included in cash equivalents as of June 30, 2014 and June 30, 2013 is \$383 and \$115, respectively, of restricted cash.

**Investments**

The Company classifies investments in marketable securities as trading, available-for-sale or held-to-maturity at the time of purchase and periodically re-evaluates such classifications. Trading securities are carried at fair value, with unrealized holding gains and losses included in earnings. Held-to-maturity securities are recorded at cost and are adjusted for the amortization or accretion of premiums or discounts over the life of the related security. Unrealized holding gains and losses on available-for-sale securities are excluded from earnings and are reported as a separate component of accumulated other comprehensive income (loss) until realized. In determining realized gains and losses, the cost of securities sold is based on the specific identification method. Interest and dividends on the investments are accrued at the balance sheet date.

**Inventory**

Inventory, which consists principally of finished goods, are stated at the lower of cost (first-in first-out method) or market. The Company writes down its inventory for estimated excess and obsolete goods by an amount equal to the difference between the carrying cost of the inventory and the estimated market value based upon assumptions about future demand and market conditions.

**Environmental and Other Contingencies**

The Company establishes accrued liabilities for environmental matters and other contingencies when it is probable that a liability has been incurred and the amount of the liability is reasonably estimable. If the contingency is resolved for an amount greater or less than the accrual, or the Company’s share of the contingency increases or decreases, or other

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

assumptions relevant to the development of the estimate were to change, the Company would recognize an additional expense or benefit in the consolidated statements of income in the period such determination was made.

**Pension Benefits**

In connection with certain historical acquisitions in Germany, the Company assumed defined benefit pension plans covering certain employees who meet certain eligibility requirements. The net pension benefit obligations recorded and the related periodic costs are based on, among other things, assumptions of the discount rate, estimated return on plan assets, salary increases and the mortality of participants. The obligation for these claims and the related periodic costs are measured using actuarial techniques and assumptions. Actuarial gains and losses are deferred and amortized over future periods. The Company's plans are funded in conformity with the funding requirements of applicable government regulations.

**Accumulated Other Comprehensive Income**

The components of accumulated other comprehensive income as of June 30, 2014 and 2013 are as follows:

	<u>2014</u>	<u>2013</u>
Cumulative foreign currency translation adjustments	\$ 5,866	\$ 3,257
Fair value of interest rate swaps	(437)	(258)
Defined benefit plans, net of tax	<u>(57)</u>	<u>(97)</u>
Total	<u>\$ 5,372</u>	<u>\$ 2,902</u>

The foreign currency translation adjustments for the year ended June 30, 2014 primarily relates to the fluctuation of the conversion rate of the Euro. The currency translation adjustments are not adjusted for income taxes as they relate to indefinite investments in non-US subsidiaries.

**Common Stock**

On May 8, 2014, the Board of Directors of the Company authorized the continuation of the Company's stock repurchase program, expiring in May 2017. Under the stock repurchase program, the Company is authorized to purchase up to 5,000 shares of common stock in open market or private transactions, at prices not to exceed the market value of the common stock at the time of such purchase.

On September 4, 2014, the Company's board of directors declared a regular quarterly dividend of \$0.06 per share to be distributed on September 29, 2014 to shareholders of record as of September 15, 2014.

**Stock Options**

GAAP requires that all stock-based compensation be recognized as an expense in the financial statements and that such costs be measured at the fair value of the award. GAAP also requires that excess tax benefits related to stock option exercises be reflected as financing cash inflows.

In order to determine the fair value of stock options on the date of grant, the Company uses the Black-Scholes option-pricing model, including an estimate of forfeiture rates. Inherent in this model are assumptions related to expected stock-price volatility, risk-free interest rate, expected life and dividend yield. The Company uses an expected stock-price volatility assumption that is a combination of both historical volatility, calculated based on the daily closing prices of its common stock over a period equal to the expected life of the option and implied volatility, utilizing market data of actively traded options on Aceto's common stock, which are obtained from public data sources. The Company believes that the historical volatility of the price of its common stock over the expected life of the option is a reasonable indicator of the expected future volatility and that implied volatility takes into consideration market expectations of how future volatility might differ from historical volatility. Accordingly, the Company believes a combination of both historical and implied volatility provides the best estimate of the future volatility of the market price of its common stock. The risk-free interest rate is based on U.S. Treasury

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

issues with a term equal to the expected life of the option. The Company uses historical data to estimate expected dividend yield, expected life and forfeiture rates.

**Revenue Recognition**

The Company recognizes revenue from product sales at the time of shipment and passage of title and risk of loss to the customer. The Company has no acceptance or other post-shipment obligations and does not offer product warranties or services to its customers.

Sales are recorded net of estimated returns of damaged goods from customers, which historically have been immaterial, and sales incentives offered to customers. Sales incentives include volume incentive rebates. The Company records volume incentive rebates based on the underlying revenue transactions that result in progress by the customer in earning the rebate. In addition, upon each sale, estimates of rebates, chargebacks, returns, government reimbursed rebates, and other adjustments are made. These estimates are recorded as reductions to gross revenues, with corresponding adjustments to either liabilities or reserve for price concessions. Management has the experience and access to relevant information that they believe are necessary to reasonably estimate the amounts of such deductions from gross revenues. The Company regularly reviews the information related to these estimates and adjust its reserves accordingly, if and when actual experience differs from previous estimates.

**Shipping and Handling Fees and Costs**

All amounts billed to a customer in a sales transaction related to shipping and handling represent revenues earned and are included in net sales. The costs incurred by the Company for shipping and handling are reported as a component of cost of sales. Cost of sales also includes inbound freight, receiving, inspection, warehousing, distribution network, and customs and duty costs.

**Net Income Per Common Share**

Basic income per common share is based on the weighted average number of common shares outstanding during the period. Diluted income per common share includes the dilutive effect of potential common shares outstanding. The following table sets forth the reconciliation of weighted average shares outstanding and diluted weighted average shares outstanding for the fiscal years ended June 30, 2014, 2013 and 2012:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Weighted average shares outstanding	28,001	27,050	26,587
Dilutive effect of stock options and restricted stock awards and units	<u>562</u>	<u>400</u>	<u>225</u>
Diluted weighted average shares outstanding	<u><u>28,563</u></u>	<u><u>27,450</u></u>	<u><u>26,812</u></u>

There were 0, 424 and 1,340 common equivalent shares outstanding as of June 30, 2014, 2013 and 2012, respectively that were not included in the calculation of diluted income per common share because their effect would have been anti-dilutive.



**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

**Income Taxes**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

**Property and Equipment**

Property and equipment are stated at cost and are depreciated using the straight line method over the estimated useful lives of the related asset. The Company allocates depreciation and amortization to cost of sales. Expenditures for improvements that extend the useful life of an asset are capitalized. Ordinary repairs and maintenance are expensed as incurred. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any related gains or losses are included in income.

The components of property and equipment were as follows:

	<u>June 30, 2014</u>	<u>June 30, 2013</u>	<u>Estimated useful life (years)</u>
Machinery and equipment	\$ 907	\$ 865	3-7
			Shorter of asset life
Leasehold improvements	1,114	686	or lease term
Computer equipment and software	5,348	4,067	3-5
Furniture and fixtures	2,488	2,144	5-10
Automobiles	171	196	3
Building	8,692	8,692	20
Land	<u>1,983</u>	<u>1,983</u>	-
	20,703	18,633	
Accumulated depreciation and amortization	<u>9,130</u>	<u>7,223</u>	
	<u>\$11,573</u>	<u>\$11,410</u>	

Property held for sale represents land and land improvements of \$5,848 and \$4,058 at June 30, 2014 and 2013, respectively. See Note 8, "Environmental Remediation" for further discussion on property held for sale.

Depreciation and amortization of property and equipment amounted to \$1,430, \$1,315 and \$1,317 for the years ended June 30, 2014, 2013, and 2012 respectively.

**Goodwill and Other Intangibles**

Goodwill is calculated as the excess of the cost of purchased businesses over the fair value of their underlying net assets. Other intangible assets principally consist of customer relationships, license agreements, technology-based intangibles, EPA registrations and related data, trademarks and product rights and related intangibles. Goodwill and other intangible assets that have an indefinite life are not amortized.

In accordance with GAAP, the Company tests goodwill and other intangible assets for impairment on at least an annual basis. Goodwill impairment exists if the net book value of a reporting unit exceeds its estimated fair value. The impairment testing is performed in two steps: (i) the Company determines impairment by comparing the fair value of a reporting unit with its carrying value, and (ii) if there is an impairment, the Company measures the amount of impairment loss by comparing the implied fair value of goodwill with the carrying amount of that goodwill. To determine the fair value of these intangible assets, the Company uses many assumptions and estimates using a market participant approach that directly impact the results of the testing. In making these assumptions and estimates, the Company uses industry accepted valuation models and set criteria that are reviewed and approved by various levels of management.

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

In September 2011, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2011-08, “Intangibles-Goodwill and Other (Topic 350): Testing Goodwill for Impairment”, to allow entities to use a qualitative approach to test goodwill for impairment. ASU 2011-08 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If it is concluded that this is the case, it is necessary to perform the currently prescribed two-step goodwill impairment test. Otherwise, the two-step goodwill impairment test is not required. The Company adopted ASU 2011-08 in fiscal 2013 and thus performed a qualitative assessment in fiscal 2014 and fiscal 2013. This adoption did not have a material impact on the Company’s consolidated financial statements.

**Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed of**

Long-lived assets and certain identifiable intangibles are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. Recoverability of assets held for sale is measured by comparing the carrying amount of the assets to their estimated fair value. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceed the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

**Accounting for Derivatives and Hedging Activities**

The Company accounts for derivatives and hedging activities under the provisions of GAAP which establishes accounting and reporting guidelines for derivative instruments and hedging activities. GAAP requires the recognition of all derivative financial instruments as either assets or liabilities in the statement of financial condition and measurement of those instruments at fair value. Changes in the fair values of those derivatives are reported in earnings or other comprehensive income depending on the designation of the derivative and whether it qualifies for hedge accounting. The accounting for gains and losses associated with changes in the fair value of a derivative and the effect on the consolidated financial statements depends on its hedge designation and whether the hedge is highly effective in achieving offsetting changes in the fair value or cash flows of the asset or liability hedged. The method that is used for assessing the effectiveness of a hedging derivative, as well as the measurement approach for determining the ineffective aspects of the hedge, is established at the inception of the hedged instrument.

The Company operates internationally, therefore its earnings, cash flows and financial positions are exposed to foreign currency risk from foreign-currency-denominated receivables and payables, which, in the U.S., have been denominated in various foreign currencies, including, among others, Euros, British Pounds, Japanese Yen, Singapore Dollars and Chinese Renminbi and at certain foreign subsidiaries in U.S. dollars and other non-local currencies.

Management believes it is prudent to minimize the risk caused by foreign currency fluctuation. Management minimizes the currency risk on its foreign currency receivables and payables by purchasing future foreign currency contracts (futures) with one of its financial institutions. Futures are traded on regulated U.S. and international exchanges and represent commitments to purchase or sell a particular foreign currency at a future date and at a specific price. Since futures are purchased for the amount of the foreign currency receivable or for the amount of foreign currency needed to pay for specific purchase orders, and the futures mature on the due date of the related foreign currency vendor invoices or customer receivables, the Company believes that it eliminates risks relating to foreign currency fluctuation. The Company takes delivery of all futures to pay suppliers in the appropriate currency. The gains or losses for the changes in the fair value of the foreign currency contracts are recorded in cost of sales (sales) and offset the gains or losses associated with the impact of changes in foreign exchange rates on trade payables (receivables) denominated in foreign currencies. Senior management and members of the financial department continually monitor foreign currency risks and the use of this derivative instrument.

In conjunction with the new Credit Agreement, the Company entered into an interest rate swap on April 30, 2014 for a notional amount of \$25,750, which has been designated as a cash flow hedge. The expiration date of this interest rate swap is April 30, 2019. Pursuant to the requirements of the Credit Agreement, dated December 31, 2010, the Company was required to deliver Hedging Agreements (as defined in the agreement) fixing the interest rate on not less than \$20,000 of the term loan

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

at that time. Accordingly, in March 2011, the Company entered into an interest rate swap for a notional amount of \$20,000, which has been designated as a cash flow hedge. The expiration date of this interest rate swap is December 31, 2015.

**Foreign Currency**

The financial statements of the Company’s foreign subsidiaries are translated into U.S. dollars in accordance with GAAP. Where the functional currency of a foreign subsidiary is its local currency, balance sheet accounts are translated at the current exchange rate and income statement items are translated at the average exchange rate for the period. Exchange gains or losses resulting from the translation of financial statements of foreign operations are accumulated in other comprehensive income. Where the local currency of a foreign subsidiary is not its functional currency, financial statements are translated at either current or historical exchange rates, as appropriate.

**Reclassifications**

Certain reclassifications have been made to the prior period consolidated financial statements to conform to the current year presentation.

**(3) Business Combinations**

*PACK Pharmaceuticals, LLC*

On April 30, 2014, Rising Pharmaceuticals, Inc. (“Rising”), a wholly owned subsidiary of Aceto, acquired 100% of the issued and outstanding membership interests of PACK Pharmaceuticals, LLC (“PACK”). PACK, a national marketer and distributor of generic prescription and over-the-counter pharmaceutical products, has headquarters in Buffalo Grove, Illinois, a suburb of Chicago, Illinois. The Company believes that the acquisition of PACK by Rising will advance Aceto’s strategy to expand further into the finished dosage pharmaceutical business. PACK and Rising have very similar business models including operating their businesses in collaboration with selected pharmaceutical development partners and with networks of finished dosage form manufacturing partners, focusing on niche products and selling generic prescription products and over-the-counter pharmaceutical products under their respective labels to leading wholesalers, chain drug stores, distributors and mass market merchandisers. The purchase price was approximately \$91,596, which was comprised of the issuance of 260 shares of Aceto common stock, valued at \$5,685, and a cash payment of approximately \$85,911. The purchase agreement also provides for a three-year earn-out of up to \$15,000 in cash based on the achievement of certain performance-based targets. As of June 30, 2014, the Company accrued \$3,797 related to this contingent consideration. Any necessary future adjustments to this amount will be recorded as an income statement charge at that time.

The acquisition was accounted for using the purchase method of accounting. The following table summarizes the allocation of the purchase price to the estimated fair values of the assets acquired and liabilities assumed on the closing date of April 30, 2014:

Trade receivables	\$ 11,592
Other receivables	1,215
Inventory	7,711
Prepaid expenses and other current assets	239
Property and equipment, net	311
Goodwill	32,722
Intangible assets	<u>52,540</u>
Total assets acquired	106,330
Accounts payable	3,383
Accrued expenses	7,626
Contingent consideration	<u>3,725</u>
Net assets acquired	<u>\$ 91,596</u>

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

The fair value of the net assets acquired were determined using discounted cash flow analyses and estimates made by management. The purchase price was allocated to intangible assets as follows: approximately \$32,722 to goodwill, which is nonamortizable under generally accepted accounting principles and is deductible for income tax purposes; approximately \$38,280 of product rights, amortizable over a period of approximately eleven years; approximately \$14,170 of customer relationships, amortizable over eleven years; and approximately \$90 of trademarks, amortizable over a period of three years. Amortization of the acquired intangible assets is deductible for income tax purposes. Goodwill represents the excess of the purchase price paid over the fair value of the underlying net assets of the business acquired and was allocated to the Human Health Segment.

For the period from April 30, 2014 to June 30, 2014, PACK's net sales and loss before income taxes was approximately \$8,131 and (\$454) respectively, which have been included in the consolidated statement of income for the year ended June 30, 2014. The following represents unaudited pro forma operating results as if the operations of PACK had been included in the Company's consolidated statements of operations as of July 1, 2012:

	Year ended June 30,	
	<u>2014</u>	<u>2013</u>
Net sales	\$551,744	\$538,058
Net income	29,704	20,140
Net income per common share	\$1.05	\$.74
Diluted net income per common share	\$1.03	\$.73

The pro forma financial information includes business combination accounting effects from the acquisition including amortization charges from acquired intangible assets of approximately \$4,783 for both periods presented, increase in interest expense of approximately \$3,414 for both periods presented associated with bank borrowings to fund the acquisition, reversal of acquisition related transaction costs of approximately \$1,732 and tax related effects in both periods. The unaudited pro forma information as presented above is for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisition had taken place at the beginning of fiscal 2013.

*Other*

On December 10, 2013, the Company acquired all of the outstanding stock of a company in France which has been accounted for as a business combination. The impact of this business combination on the Company's consolidated balance sheet as of June 30, 2014 and its consolidated statement of income for the year ended June 30, 2014 was not material.

**(4) Investments**

A summary of short-term investments was as follows:

	<u>June 30, 2014</u>		<u>June 30, 2013</u>	
	<u>Fair Value</u>	<u>Cost Basis</u>	<u>Fair Value</u>	<u>Cost Basis</u>
<u>Held to Maturity Investments</u>				
Time deposits	\$ 746	\$ 700	\$ 2,144	\$2,016

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

The Company has classified all investments with maturity dates of greater than three months as current since it has the ability to redeem them within the year and is available for current operations.

**(5) Fair Value Measurements**

GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly fashion between market participants at the measurement date. GAAP establishes a fair value hierarchy for those instruments measured at fair value that distinguishes between assumptions based on market data (observable inputs) and the Company's assumptions (unobservable inputs). The hierarchy consists of three levels:

Level 1 – Quoted market prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than Level 1 inputs that are either directly or indirectly observable; and

Level 3 – Unobservable inputs that are not corroborated by market data.

On a recurring basis, Aceto measures at fair value certain financial assets and liabilities, which consist of cash equivalents, investments and foreign currency contracts. The Company classifies cash equivalents and investments within Level 1 if quoted prices are available in active markets. Level 1 assets include instruments valued based on quoted market prices in active markets which generally include corporate equity securities publicly traded on major exchanges. Time deposits are very short-term in nature and are accordingly valued at cost plus accrued interest, which approximates fair value, and are classified within Level 2 of the valuation hierarchy. The Company uses foreign currency forward contracts (futures) to minimize the risk caused by foreign currency fluctuation on its foreign currency receivables and payables by purchasing futures with one of its financial institutions. Futures are traded on regulated U.S. and international exchanges and represent commitments to purchase or sell a particular foreign currency at a future date and at a specific price. Aceto's foreign currency derivative contracts are classified within Level 2 as the fair value of these hedges is primarily based on observable forward foreign exchange rates. At June 30, 2014, the Company had foreign currency contracts outstanding that had a notional amount of \$42,755. Unrealized losses on hedging activities for the years ended June 30, 2014, 2013, and 2012, amounted to \$40, \$160 and \$560, respectively, and are included in interest and other income, net, in the consolidated statements of income. The contracts have varying maturities of less than one year.

In conjunction with the Credit Agreement, the Company entered into an interest rate swap on April 30, 2014 for an additional interest cost of 1.63% on a notional amount of \$25,750, which has been designated as a cash flow hedge. The expiration date of this interest rate swap is April 30, 2019. The remaining balance of this derivative as of June 30, 2014 is \$26,750. Pursuant to the requirements of the Credit Agreement, dated December 31, 2010, the Company was required to deliver Hedging Agreements (as defined in the agreement) fixing the interest rate on not less than \$20,000 of the term loan at that time. Accordingly, in March 2011, the Company entered into an interest rate swap for an additional interest cost of 1.91% on a notional amount of \$20,000, which has been designated as a cash flow hedge. The expiration date of this interest rate swap is December 31, 2015. The remaining balance of this derivative as of June 30, 2014 is \$8,250. The unrealized loss to date associated with these two derivatives, which is recorded in accumulated other comprehensive income in the consolidated balance sheet at June 30, 2014, is \$437. Aceto's interest rate swaps are classified within Level 2 as the fair value of this hedge is primarily based on observable interest rates.

As of June 30, 2014 and 2013, the Company had \$5,694 and \$5,346, respectively, of contingent consideration that was recorded at fair value in the Level 3 category, which related to the acquisition of Rising, which was completed during fiscal 2011. In addition, the Company had \$3,797 of contingent consideration related to PACK, which was completed in April 2014 and \$413 of contingent consideration related to the acquisition of a company in France, which occurred in December 2013. The contingent consideration was calculated using the present value of a probability weighted income approach. The change in contingent consideration relates to the fiscal 2014 acquisitions and accrued interest expense of \$438.

During the fourth quarter of each year, the Company evaluates goodwill and indefinite-lived intangibles for impairment at the reporting unit level using an undiscounted cash flow model using Level 3 inputs. Additionally, on a nonrecurring basis, the

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

Company uses fair value measures when analyzing asset impairment. Long-lived assets and certain identifiable intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If it is determined such indicators are present and the review indicates that the assets will not be fully recoverable, based on undiscounted estimated cash flows over the remaining amortization periods, their carrying values are reduced to estimated fair value. Measurements based on undiscounted cash flows are considered to be Level 3 inputs.

The following tables summarize the valuation of the Company's financial assets and liabilities which were determined by using the following inputs at June 30, 2014 and 2013:

<u>Fair Value Measurements at June 30, 2014 Using</u>				
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash equivalents:				
Time deposits	-	\$ 1,372	-	\$ 1,372
Investments:				
Time deposits	-	746	-	746
Foreign currency contracts- assets (1)	-	87	-	87
Foreign currency contracts- liabilities (2)	-	128	-	128
Derivative liability for interest rate swap (3)	-	437	-	437
Contingent consideration (4)	-	-	\$9,904	9,904
(1)	Included in "Other receivables" in the accompanying Consolidated Balance Sheet as of June 30, 2014.			
(2)	Included in "Accrued expenses" in the accompanying Consolidated Balance Sheet as of June 30, 2014.			
(3)	Included in "Long-term liabilities" in the accompanying Consolidated Balance Sheet as of June 30, 2014.			
(4)	\$4,500 included in "Accrued expenses" and \$5,404 included in "Long-term liabilities" in the accompanying Consolidated Balance Sheet as of June 30, 2014.			
<u>Fair Value Measurements at June 30, 2013 Using</u>				
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash equivalents:				
Time deposits	-	\$ 856	-	\$ 856
Investments:				
Time deposits	-	2,144	-	2,144
Foreign currency contracts- assets (5)	-	14	-	14
Foreign currency contracts- liabilities (6)	-	173	-	173
Derivative liability for interest rate swap (7)	-	258	-	258
Contingent consideration (8)	-	-	\$5,346	5,346
(5)	Included in "Other receivables" in the accompanying Consolidated Balance Sheet as of June 30, 2013.			
(6)	Included in "Accrued expenses" in the accompanying Consolidated Balance Sheet as of June 30, 2013			
(7)	Included in "Long-term liabilities" in the accompanying Consolidated Balance Sheet as of June 30, 2013.			
(8)	\$1,500 included in "Accrued expenses" and \$3,846 included in "Long-term liabilities" in the accompanying Consolidated Balance Sheet as of June 30, 2014.			

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

**(6) Goodwill and Other Intangible Assets**

As of June 30, 2014 and June 30, 2013, there was goodwill of \$66,516 and \$33,526, respectively.

Changes in the Company's goodwill during 2014 and 2013 are as follows:

Balance as of July 1, 2012	\$33,495
Changes in foreign currency exchange rates	<u>31</u>
Balance as of July 1, 2013	33,526
Acquisitions	32,944
Changes in foreign currency exchange rates	<u>46</u>
Balance as of June 30, 2014	<u>\$66,516</u>

The 2014 balance includes \$32,722 related to the PACK acquisition which occurred on April 30, 2014 and is part of the Human Health reportable segment.

Intangible assets subject to amortization as of June 30, 2014 and 2013 were as follows:

	Gross Carrying Value	Accumulated Amortization	Net Book Value
<u>June 30, 2014</u>			
Customer relationships	\$ 22,292	\$ 4,782	\$ 17,510
Trademarks	1,886	1,711	175
Product rights and related intangibles	72,626	10,146	62,480
License agreements	5,938	3,642	2,296
EPA registrations and related data	11,969	7,469	4,500
Technology-based intangibles	<u>155</u>	<u>96</u>	<u>59</u>
	<u>\$114,866</u>	<u>\$27,846</u>	<u>\$87,020</u>

	Gross Carrying Value	Accumulated Amortization	Net Book Value
<u>June 30, 2013</u>			
Customer relationships	\$ 7,320	\$ 3,946	\$ 3,374
Trademarks	1,700	1,215	485
Product rights and related intangibles	34,346	6,767	27,579
License agreements	5,938	2,715	3,223
EPA registrations and related data	11,523	6,325	5,198
Technology-based intangibles	<u>155</u>	<u>74</u>	<u>81</u>
	<u>\$60,982</u>	<u>\$21,042</u>	<u>\$39,940</u>

Intangible assets with definitive useful lives are amortized using the straight-line method over their estimated useful lives. The straight-line method is utilized as it best reflects the use of the asset. The estimated useful lives of customer relationships, trademarks, product rights and related intangibles, license agreements, EPA registrations and related data and technology-based intangibles are 7-11 years, 3-4 years, 3-14 years, 6-11 years, 10 years, and 7 years, respectively.

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

As of June 30, 2014 and June 30, 2013, the Company also had \$935 and \$891, respectively, of intangible assets pertaining to trademarks which have indefinite lives and are not subject to amortization. The change in trademarks with indefinite lives is attributable to foreign currency exchange rates used to translate the financial statements of foreign subsidiaries.

Amortization expense for intangible assets subject to amortization amounted to \$6,662, \$5,629 and \$5,625 for the years ended June 30, 2014, 2013 and 2012, respectively. The estimated aggregate amortization expense for intangible assets subject to amortization for each of the succeeding years ended June 30, 2015 through June 30, 2020 are as follows: 2015: \$10,200; 2016: \$10,143; 2017: \$9,393; 2018: \$8,597; 2019: \$8,164 and 2020 and thereafter: \$40,523.

**(7) Accrued Expenses**

The components of accrued expenses as of June 30, 2014 and 2013 were as follows:

	<u>2014</u>	<u>2013</u>
Accrued compensation	\$ 7,940	\$ 7,351
Accrued environmental remediation costs-current portion	1,828	2,058
Reserve for price concessions	24,884	10,139
Accrued income taxes payable	6,403	3,956
Other accrued expenses	<u>20,409</u>	<u>15,467</u>
	<u>\$61,464</u>	<u>\$38,971</u>

**(8) Environmental Remediation**

In fiscal years 2011, 2009, 2008 and 2007, the Company received letters from the Pulvair Site Group, a group of potentially responsible parties (PRP Group) who are working with the State of Tennessee (the State) to remediate a contaminated property in Tennessee called the Pulvair site. The PRP Group has alleged that Aceto shipped hazardous substances to the site which were released into the environment. The State had begun administrative proceedings against the members of the PRP Group and Aceto with respect to the cleanup of the Pulvair site and the PRP Group has begun to undertake cleanup. The PRP Group is seeking a settlement of approximately \$1,700 from the Company for its share to remediate the site contamination. Although the Company acknowledges that it shipped materials to the site for formulation over twenty years ago, the Company believes that the evidence does not show that the hazardous materials sent by Aceto to the site have significantly contributed to the contamination of the environment and thus believes that, at most, it is a de minimus contributor to the site contamination. Accordingly, the Company believes that the settlement offer is unreasonable. Management believes that the ultimate outcome of this matter will not have a material adverse effect on the Company's financial condition or liquidity.

The Company has environmental remediation obligations in connection with Arsynco, Inc. (Arsynco), a subsidiary formerly involved in manufacturing chemicals located in Carlstadt, New Jersey, which was closed in 1993 and is currently held for sale. Based on continued monitoring of the contamination at the site and the approved plan of remediation, the Company received an estimate from an environmental consultant stating that the costs of remediation could be between \$12,200 and \$14,000. Remediation commenced in fiscal 2010, and as of June 30, 2014 and June 30, 2013, a liability of \$8,907 and \$7,166, respectively, is included in the accompanying consolidated balance sheets for this matter. In accordance with GAAP, management believes that the majority of costs incurred to remediate the site will be capitalized in preparing the property which is currently classified as held for sale. An appraisal of the fair value of the property by a third-party appraiser supports the assumption that the expected fair value after the remediation is in excess of the amount required to be capitalized. However, these matters, if resolved in a manner different from those assumed in current estimates, could have a material adverse effect on the Company's financial condition, operating results and cash flows when resolved in a future reporting period.

In connection with the environmental remediation obligation for Arsynco, in July 2009, the Company entered into a settlement agreement with BASF Corporation (BASF), the former owners of the Arsynco property. In accordance with the settlement agreement, BASF paid for a portion of the prior remediation costs and going forward, will co-remediate the property with the Company. The contract states that BASF pay \$550 related to past response costs and pay a proportionate share of the future remediation costs. Accordingly, the Company had recorded a gain of \$550 in fiscal 2009. This \$550 gain relates to the partial reimbursement of costs of approximately \$1,200 that the Company had previously expensed. The



**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

Company also recorded an additional receivable from BASF, with an offset against property held for sale, representing its estimated portion of the future remediation costs. The balance of this receivable for future remediation costs as of June 30, 2014 and June 30, 2013 is \$4,008 and \$3,225, respectively, which is included in the accompanying consolidated balance sheets.

In March 2006, Arsynco received notice from the EPA of its status as a PRP under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) for a site described as the Berry's Creek Study Area ("BCSA"). Arsynco is one of over 150 PRPs which have potential liability for the required investigation and remediation of the site. The estimate of the potential liability is not quantifiable for a number of reasons, including the difficulty in determining the extent of contamination and the length of time remediation may require. In addition, any estimate of liability must also consider the number of other PRPs and their financial strength. In July 2014, Arsynco received notice from the U.S. Department of Interior ("USDOl") regarding the USDOl's intent to perform a Natural Resource Damage (NRD) Assessment at the BCSA. Arsynco has to date declined to participate in the development and performance of the NRD assessment process. Based on prior practice in similar situations, it is possible that the State may assert a claim for natural resource damages with respect to the Arsynco site itself, and either the federal government or the State (or both) may assert claims against Arsynco for natural resource damages in connection with Berry's Creek; any such claim with respect to Berry's Creek could also be asserted against the approximately 150 PRPs which the EPA has identified in connection with that site. Any claim for natural resource damages with respect to the Arsynco site itself may also be asserted against BASF, the former owners of the Arsynco property. In September 2012, Arsynco entered into an agreement with three of the other PRPs that had previously been impleaded into New Jersey Department of Environmental Protection, et al. v. Occidental Chemical Corporation, et al., Docket No. ESX-L-9868-05 (the "NJDEP Litigation") and were considering impleading Arsynco into same. Arsynco entered into agreement to avoid impleader. Pursuant to agreement, Arsynco agreed to (1) a tolling period that would not be included when computing the running of any statute of limitations that might provide a defense to the NJDEP Litigation; (2) the waiver of certain issue preclusion defenses in the NJDEP Litigation; and (3) arbitration of certain potential future liability allocation claims if the other parties to the agreement are barred by a court of competent jurisdiction from proceeding against Arsynco. Since an amount of the liability cannot be reasonably estimated at this time, no accrual is recorded for these potential future costs. The impact of the resolution of this matter on the Company's results of operations in a particular reporting period is not known.

**(9) Debt**

*Long-term debt*

	June 30,	
	<u>2014</u>	<u>2013</u>
Revolving bank loans	\$ 32,000	\$ 4,000
Term bank loans	70,000	24,500
Mortgage	3,355	3,569
Other	<u>146</u>	<u>-</u>
	105,501	32,069
Less current portion	<u>8,343</u>	<u>11,714</u>
	<u>\$97,158</u>	<u>\$20,355</u>

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

*Credit Facilities*

On April 30, 2014, and in connection with the purchase of PACK, Aceto entered into a new Credit Agreement (the “Credit Agreement”) with three domestic financial institutions. The Credit Agreement terminates the Credit Agreement, dated December 31, 2010. Aceto may borrow, repay and reborrow during the period ending April 30, 2019, up to but not exceeding at any one time outstanding \$60,000 (the “Revolving Commitment”). The Revolving Commitment provides for (i) Adjusted LIBOR Loans (as defined in the new Credit Agreement), (ii) Alternate Base Rate Loans (as defined in the new Credit Agreement) or (iii) a combination thereof. As of June 30, 2014, the Company borrowed Revolving Loans aggregating \$32,000 which loans are Adjusted LIBOR Loans at interest rates ranging from 2.15% to 2.32% at June 30, 2014. The new Credit Agreement also allows for the borrowing up to \$70,000 (the “Term Commitment”). The Term Commitment interest may be payable as an (i) Adjusted LIBOR Loan, (ii) Alternate Base Rate Loan, or (iii) a combination thereof. The Company borrowed a Term Loan of \$70,000 on April 30, 2014 to partially finance the acquisition of PACK. As of June 30, 2014, the remaining amount outstanding under the amortizing Term Loan is \$70,000 and is payable as an Adjusted LIBOR Loan at an interest rate of 2.23% at June 30, 2014. Proceeds of the Term Commitment and a portion of the proceeds of the Revolving Commitment were used to fund the initial cash consideration for PACK and to repay the outstanding balance of term loans from the Credit Agreement dated December 31, 2010.

The Term Loan is payable as to principal in nineteen consecutive quarterly installments, which will commence on September 30, 2014 and will continue on each December 31, March 31, and June 30 thereafter, each in the amount set forth below opposite the applicable installment, provided that the final payment on the Term Loan Maturity Date (as defined in the new Credit Agreement) shall be in an amount equal to the then outstanding unpaid principal amount of the Term Loan:

<u>Installment</u>	<u>Amount</u>
1 through 4	\$2,000
5 through 8	\$2,500
9 through 12	\$3,000
13 through 16	\$4,000
17 through 19	\$6,000

As such, the Company has classified \$8,000 of the Term Loan as short-term in the consolidated balance sheet at June 30, 2014. The new Credit Agreement also provides that commercial letters of credit shall be issued to provide the primary payment mechanism in connection with the purchase of any materials, goods or services by us in the ordinary course of business. The Company had open letters of credit of approximately \$105 and \$78 at June 30, 2014 and June 30, 2013 respectively. The terms of these letters of credit are all less than one year. No material loss is anticipated due to non-performance by the counterparties to these agreements.

The new Credit Agreement provides for a security interest in all of our personal property. The new Credit Agreement contains several financial covenants including, among other things, maintaining a minimum level of debt service. We are also subject to certain restrictive covenants, including, among other things, covenants governing liens, limitations on indebtedness, limitations on guarantees, sale of assets, sales of receivables, and loans and investments. We were in compliance with all covenants at June 30, 2014.

The Company has available lines of credit with foreign financial institutions. At June 30, 2014, the Company had available lines of credit with foreign financial institutions totaling \$8,798. At June 30, 2013, the Company had available lines of credit with foreign financial institutions totaling \$8,665. The Company has issued a cross corporate guarantee to the foreign banks. Short term loans under these agreements bear interest at a fixed rate of 5.0% at June 30, 2014, 5.0% at June 30, 2013 and 5.5% at June 30, 2012. The Company is not subject to any financial covenants under these arrangements.

Under the above financing arrangements, the Company had \$102,146 in bank loans and \$251 in letters of credit leaving an unused facility of \$36,693 at June 30, 2014. At June 30, 2013 the Company had \$28,500 in bank loans and \$78 in letters of credit leaving an unused facility of \$44,587.

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

*Mortgage*

On June 30, 2011, the Company entered into a mortgage payable for \$3,947 on its new corporate headquarters, in Port Washington, New York. This mortgage payable is secured by the land and building and is being amortized over a period of 20 years. The mortgage payable, which was modified in October 2013, bears interest at 4.92% as of June 30, 2014 and matures on June 30, 2021.

*Maturity of Long-term Debt*

Long-term debt matures by fiscal year as follows:

2015	\$ 8,343
2016	10,197
2017	12,197
2018	16,197
2019	56,197
Thereafter	<u>2,370</u>
	<u>\$105,501</u>

**(10) Stock Based Compensation Plans**

At the annual meeting of shareholders of the Company, held on December 6, 2012, the Company's shareholders approved the amended and restated Aceto Corporation 2010 Equity Participation Plan (2010 Plan). Under the 2010 Plan, grants of stock options, restricted stock, restricted stock units, stock appreciation rights, and stock bonuses (collectively, "Stock Awards") may be made to employees, non-employee directors and consultants of the Company, including the chief executive officer, chief financial officer and other named executive officers. The maximum number of shares of common stock of the Company that may be issued pursuant to Stock Awards granted under the 2010 Plan will not exceed, in the aggregate, 5,250 shares. In addition, restricted stock may be granted to an eligible participant in lieu of a portion of any annual cash bonus earned by such participant. Such award may include additional shares of restricted stock (premium shares) greater than the portion of bonus paid in restricted stock. The restricted stock award is vested at issuance and the restrictions lapse ratably over a period of years as determined by the Board of Directors, generally three years. The premium shares vest when all the restrictions lapse, provided that the participant remains employed by the Company at that time.

At the annual meeting of shareholders of the Company held December 6, 2007, the shareholders approved the Aceto Corporation 2007 Long-Term Performance Incentive Plan (2007 Plan). The Company has reserved 700 shares of common stock for issuance under the 2007 Plan to the Company's employees and non-employee directors. There are five types of awards that may be granted under the 2007 Plan—options to purchase common stock, stock appreciation rights, restricted stock, restricted stock units and performance incentive units.

In fiscal year 2012, the Company granted 217 stock options to employees at an exercise price equal to the market value of the common stock on the date of grant, determined in accordance with the 2010 Plan. These options vest over three years and have a term of ten years from the date of grant. There were no stock options granted in fiscal year 2013 or 2014.

As of June 30, 2014, there were 2,398 and 14 shares of common stock available for grant under the 2010 and 2007 Plans, respectively.

In September 2002, the Company adopted the Aceto Corporation 2002 Stock Option Plan (2002 Plan), which was ratified by the Company's shareholders in December 2002. The 2002 Plan expired in December 2012. Outstanding options survive the expiration of the 2012 Plan.

In December 1998, the Company adopted the Aceto Corporation 1998 Omnibus Equity Award Plan (1998 Plan). The 1998 Plan expired in December 2008. Outstanding options survive the expiration of the 1998 Plan.

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

Under the terms of the Company's 1980 Stock Option Plan, as amended (1980 Plan), options may be issued to officers and key employees. The exercise price per share can be greater or less than the market value of the stock on the date of grant. The 1980 Plan expired in September 2005. Outstanding options survive the expiration of the 1980 Plan.

The following summarizes the shares of common stock under options for all plans at June 30, 2014, 2013 and 2012, and the activity with respect to options for the respective years then ended:

	Shares subject to option	Weighted average exercise price per share	Aggregate Intrinsic Value
Balance at June 30, 2011	1,959	\$ 8.46	
Granted	217	6.10	
Exercised	(168)	4.33	
Forfeited (including cancelled options)	(193)	9.68	
Balance at June 30, 2012	1,815	\$ 8.47	
Granted	-	-	
Exercised	(740)	8.43	
Forfeited (including cancelled options)	(115)	9.55	
Balance at June 30, 2013	960	\$ 8.36	
Granted	-	-	
Exercised	(392)	9.34	
Forfeited (including cancelled options)	(17)	6.58	
Balance at June 30, 2014	551	\$ 7.72	\$5,741
Options exercisable at June 30, 2014	490	\$ 7.93	\$5,002

The total intrinsic value of stock options exercised during the years ended June 30, 2014, 2013 and 2012 was approximately \$3,607, \$2,047 and \$690, respectively. At June 30, 2014, outstanding options had expiration dates ranging from September 2014 to December 2021.

Under the 2002 Plan and the 1998 Plan, compensation expense is recorded for the market value of the restricted stock awards in the year the related bonus is earned and over the vesting period for the market value at the date of grant of the premium shares granted. In fiscal 2014, 2013 and 2012, restricted stock awarded and premium shares vested of 7, 9 and 8 common shares, respectively, were issued under employee incentive plans, which increased stockholders' equity by \$93, \$82 and \$49, respectively. The related non-cash compensation expense related to the vesting of premium shares during the year was \$20, \$11 and \$11 in fiscal 2014, 2013 and 2012, respectively. Additionally, non-cash compensation expense of \$207, \$324 and \$333 was recorded in fiscal 2014, 2013 and 2012, respectively, relating to stock option grants, which is included in selling, general and administrative expenses. Included in the year ended June 30, 2012 stock-based compensation expense for stock options was approximately \$11, related to the modification of certain stock options. As of June 30, 2014, the total unrecognized compensation cost related to option awards is \$21.

The following summarizes the non-vested stock options at June 30, 2014 and the activity with respect to non-vested options for the year ended June 30, 2014:

	Shares subject to option	Weighted average grant date fair value
Non-vested at June 30, 2013	198	\$2.32
Granted	-	-
Vested	(130)	2.45
Forfeited	(7)	2.10
Non-vested at June 30, 2014	61	\$2.06

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

There were no stock options granted during fiscal 2014 or 2013. The per-share weighted-average fair value of stock options granted during 2012 was \$2.07 on the date of the grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	<u>2012</u>
Expected life	5.7 years
Expected volatility	48.1%
Risk-free interest rate	1.59%
Dividend yield	3.24%

During the year ended June 30, 2014, the Company granted 214 shares of restricted common stock to its employees that vest over three years and 11 shares of restricted common stock to its non-employee directors, which vest over approximately one year as well as 32 restricted stock units that have varying vest dates from August 2014 through July 2015. In addition, the Company also issued a target grant of 131 performance-vested restricted stock units, which grant could be as much as 196 if certain performance criteria and market conditions are met. Performance-vested restricted stock units will cliff vest 100% at the end of the third year following grant in accordance with the performance metrics set forth in the applicable employee performance-vested restricted stock unit grant.

During the year ended June 30, 2013, the Company granted 120 shares of restricted common stock to its employees that vest over three years and 25 shares of restricted common stock to its non-employee directors, which vest over one year. In addition, the Company also issued a target grant of 84 performance-vested restricted stock units, which grant could be as much as 126 if certain performance criteria and market conditions are met. Performance-vested restricted stock units will cliff vest 100% at the end of the third year following grant in accordance with the performance metrics set forth in the applicable employee performance-vested restricted stock unit grant.

During the year ended June 30, 2012, the Company granted 103 shares of restricted common stock to its employees that vest over three years and 38 shares of restricted common stock to its non-employee directors, which vest over one year. In addition, the Company also issued a target grant of 49 performance-vested restricted stock units, which grant could be as much as 73 if certain performance criteria and market conditions are met. Performance-vested restricted stock units will cliff vest 100% at the end of the third year following grant in accordance with the performance metrics set forth in the applicable employee performance-vested restricted stock unit grant.

For the years ended June 30, 2014, 2013 and 2012, the Company recorded non-cash stock-based compensation expense of approximately \$2,929, \$1,453, and \$824, respectively, which is included in selling, general and administrative expenses, for shares of restricted common stock and restricted stock units.

The remaining stock-based compensation expense for restricted stock awards and units is approximately \$4,409 at June 30, 2014 and the related weighted average period over which it is expected that such unrecognized compensation cost will be recognized is approximately 1.5 years.

A summary of restricted stock awards including restricted stock units as of June 30, 2014, is presented below:

	Shares	Weighted average grant date fair value
Non-vested at beginning of year	411	\$ 8.13
Granted	388	15.38
Vested	(191)	8.34
Forfeited	(46)	10.43
Non-vested at June 30, 2014	562	\$13.00

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

**(11) Interest and Other Income**

Interest and other income during fiscal 2014, 2013 and 2012 was comprised of the following:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Dividends	\$ 257	\$ 228	\$ 139
Interest	237	185	184
Foreign government subsidies received	38	17	41
Joint venture equity earnings	2,024	1,790	1,598
Foreign currency losses	(102)	(105)	(74)
Rental income	144	82	-
Miscellaneous income	<u>(96)</u>	<u>59</u>	<u>113</u>
	<u>\$2,502</u>	<u>\$2,256</u>	<u>\$2,001</u>

The Company's joint venture earnings represent the Company's investment in a corporate joint venture established for the purpose of selling a particular agricultural protection product. The Company's initial investment was \$6 in fiscal 2009, representing a 30% ownership and accounts for this joint venture using the equity method of accounting.

**(12) Income Taxes**

The components of income before the provision for income taxes are as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Domestic operations	\$ 30,884	\$ 21,181	\$ 16,418
Foreign operations	<u>13,790</u>	<u>13,369</u>	<u>8,322</u>
	<u>\$ 44,674</u>	<u>\$ 34,550</u>	<u>\$ 24,740</u>

The components of the provision for income taxes are as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Federal:			
Current	\$ 12,720	\$ 9,428	\$ 6,533
Deferred	(2,728)	(2,011)	(1,476)
State and local:			
Current	1,547	1,568	716
Deferred	(113)	(628)	(277)
Foreign:			
Current	4,490	3,875	2,287
Deferred	<u>(242)</u>	<u>(10)</u>	<u>(24)</u>
	<u>\$ 15,674</u>	<u>\$ 12,222</u>	<u>\$ 7,759</u>

Income taxes payable, which is included in accrued expenses, was \$6,403 and \$3,956 at June 30, 2014 and 2013, respectively.

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

The tax effects of temporary differences that give rise to the deferred tax assets and liabilities at June 30, 2014 and 2013 are presented below:

	<u>2014</u>	<u>2013</u>
Deferred tax assets:		
Accrued environmental remediation liabilities not currently deductible	\$ -	\$ 102
Accrued deferred compensation	2,970	2,791
Accrual for sales deductions not currently deductible	5,901	2,989
Additional inventoried costs for tax purposes	236	206
Allowance for doubtful accounts receivable	87	139
Depreciation and amortization	6,074	2,690
Accrual for payments to former senior management and other personnel related costs	126	57
Contingent consideration	1,313	1,949
Foreign deferred tax assets	477	246
Domestic net operating loss carryforwards	158	200
Foreign net operating loss carryforwards	<u>857</u>	<u>758</u>
Total gross deferred tax assets	18,199	12,127
Valuation allowances	<u>(1,015)</u>	<u>(958)</u>
	<u>17,184</u>	<u>11,169</u>
Deferred tax liabilities:		
Foreign deferred tax liabilities	(6)	(6)
Goodwill	(4,627)	(2,306)
Accrued environmental remediation liabilities not currently deductible	(216)	-
Other	<u>(246)</u>	<u>(107)</u>
Total gross deferred tax liabilities	<u>(5,095)</u>	<u>(2,419)</u>
Net deferred tax assets	<u>\$ 12,089</u>	<u>\$ 8,750</u>

The following table shows the current and non current deferred tax assets (liabilities) at June 30, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Current deferred tax assets, net	\$ 490	\$ 701
Non-current deferred tax assets, net	11,605	8,055
Current deferred tax liabilities	-	-
Non current deferred tax liabilities	(6)	(6)
Net deferred tax assets	<u>\$12,089</u>	<u>\$ 8,750</u>

The net change in the total valuation allowance for the year ended June 30, 2014 was an increase of \$57. The net change in the total valuation allowance for the year ended June 30, 2013 was an increase of \$12. A valuation allowance is provided when it is more likely than not that some portion, or all, of the deferred tax assets will not be realized. The Company has established valuation allowances primarily for net operating loss carryforwards in certain foreign countries. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets are not expected to be realized. The assessment of the amount of value assigned to the Company's deferred tax assets under the applicable accounting rules is judgmental. Management is required to consider all available positive and negative evidence in evaluating the likelihood that the Company will be able to realize the benefit of its deferred tax assets in the future. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which net operating loss carryforwards are utilizable and temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, taxable

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

income in carryback years if carryback is permitted and tax planning strategies in making this assessment. In order to fully realize the net deferred tax assets recognized at June 30, 2014, the Company will need to generate future taxable income of approximately \$30,700.

Based upon the level of historical taxable income and projections for taxable income over the periods which the deferred tax assets are deductible, management believes it is more likely than not the Company will realize the benefits of these deductible differences. There can be no assurance, however, that the Company will generate any earnings or any specific level of continuing earnings in the future. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced.

Deferred taxes have not been provided for undistributed earnings of foreign subsidiaries amounting to approximately \$95,255 at June 30, 2014 since substantially all of these earnings are expected to be indefinitely reinvested in foreign operations. A deferred tax liability will be recognized when the Company expects that it will recover these undistributed earnings in a taxable manner, such as through the receipt of dividends or sale of the investments. The Company intends to indefinitely reinvest the remaining undistributed earnings and has no plan for further repatriation. Determination of the amount of unrecognized deferred U.S. income tax liabilities, net of unrecognized foreign tax credits, is not practical to calculate because of the complexity of this hypothetical calculation resulting in various methods available, each with different U.S. tax consequences.

A reconciliation of the statutory federal income tax rate and the effective tax rate for continuing operations for the fiscal years ended June 30, 2014, 2013 and 2012 follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Federal statutory tax rate	35.0%	35.0%	35.0%
State and local taxes, net of federal income tax benefit	2.5	3.0	3.0
Decrease (increase) in valuation allowance	(0.1)	-	0.2
Foreign tax rate differential	(1.1)	(2.1)	(3.0)
Impact of repatriation of non-US earnings	-	-	(2.1)
Other	<u>(1.2)</u>	<u>(0.5)</u>	<u>(1.7)</u>
Effective tax rate	<u>35.1%</u>	<u>35.4%</u>	<u>31.4%</u>

We operate in various tax jurisdictions, and although we believe that we have provided for income and other taxes in accordance with the relevant regulations, if the applicable regulations were ultimately interpreted differently by a taxing authority, we may be exposed to additional tax liabilities.

There are no material unrecognized tax benefits included in the consolidated balance sheet that would, if recognized, have a material effect on the Company's effective tax rate. The Company is continuing its practice of recognizing interest and penalties related to income tax matters in income tax expense. The Company did not recognize interest and penalties during the years ended June 30, 2014 and June 30, 2013. The Company files U.S. federal, U.S. state, and foreign tax returns, and is generally no longer subject to tax examinations for fiscal years prior to 2010 (in the case of certain foreign tax returns, fiscal year 2009).

**(13) Supplemental Cash Flow Information**

Cash paid for interest and income taxes during fiscal 2014, 2013 and 2012 was as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Interest	\$ 2,100	\$ 2,122	\$2,628
Income taxes, net of refunds	\$14,645	\$11,054	\$9,402



**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

In connection with the acquisition of PACK, the Company issued shares of Aceto common stock with a fair market value of \$5,685 which is a non-cash item and is excluded from the Consolidated Statement of Cash Flows during the year ended June 30, 2014. The Company had non-cash items excluded from the Consolidated Statements of Cash Flows during the year ended June 30, 2014 of \$1,790 related to capitalized environmental remediation costs and property held for sale.

#### **(14) Retirement Plans**

##### **Defined Contribution Plans**

The Company has defined contribution retirement plans in which certain employees are eligible to participate, including deferred compensation plans (see below). The Company's annual contribution per employee, which is at management's discretion, is based on a percentage of the employee's compensation. The Company's provision for these defined contribution plans amounted to \$1,474, \$1,725 and \$1,698 in fiscal 2014, 2013 and 2012, respectively.

##### **Defined Benefit Plans**

The Company sponsors certain defined benefit pension plans covering certain employees of its German subsidiaries who meet the plan's eligibility requirements. The accrued pension liability as of June 30, 2014 was \$700. The accrued pension liability as of June 30, 2013 was \$1,232. Net periodic pension costs, which consists principally of interest cost and service cost was \$80 in fiscal 2014, \$73 in fiscal 2013 and \$51 in fiscal 2012. The Company's plans are funded in conformity with the funding requirements of the applicable government regulations. An assumed weighted average discount rate of 3.0%, 3.4% and 4.1% and a compensation increase rate of 0.0%, 1.7% and 1.5% were used in determining the actuarial present value of benefit obligations as of June 30, 2014, 2013 and 2012, respectively.

##### **Deferred Compensation Plans**

To comply with the requirements of the American Jobs Creation Act of 2004, as of December 2004, the Company froze its non-qualified Supplemental Executive Retirement Plan (the Frozen Plan) and has not allowed any further deferrals or contributions to the Frozen Plan after December 31, 2004. All of the earned benefits of the participants in the Frozen Plan as of December 31, 2004, will be preserved under the existing plan provisions.

On March 14, 2005, the Company's Board of Directors adopted the Aceto Corporation Supplemental Executive Deferred Compensation Plan (the Plan). The Plan is a non-qualified deferred compensation plan intended to provide certain qualified executives with supplemental benefits beyond the Company's 401(k) plan, as well as to permit additional deferrals of a portion of their compensation. The Plan is intended to comply with the provisions of section 409A of the Internal Revenue Code of 1986, as amended, and is designed to provide comparable benefits to those under the Frozen Plan. Substantially all compensation deferred under the Plan, as well as Company contributions, is held by the Company in a grantor trust, which is considered an asset of the Company. The assets held by the grantor trust are in life insurance policies. Effective July 1, 2013, the Plan was frozen and a new plan, entitled "Aceto Corporation 2013 Senior Executive Retirement Plan" was adopted by the Company's Board of Directors.

As of June 30, 2014, the Company recorded a liability under the Plans of \$3,068 (of which \$2,816 is included in long-term liabilities and \$252 is included in accrued expenses) and an asset (included in other assets) of \$2,703, primarily representing the cash surrender value of policies owned by the Company. As of June 30, 2013, the Company recorded a liability under the Plans of \$3,410 (of which \$2,654 is included in long-term liabilities and \$756 is included in accrued expenses) and an asset (included in other assets) of \$2,880, primarily representing the cash surrender value of policies owned by the Company.

#### **(15) Financial Instruments**

##### **Derivative Financial Instruments**

The Company is exposed to credit losses in the event of non-performance by the financial institutions, who are the counterparties, on its future foreign currency contracts. The Company anticipates, however, that the financial institutions will

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

be able to fully satisfy their obligations under the contracts. The Company does not obtain collateral to support financial instruments, but monitors the credit standing of the financial institutions.

**Off-Balance Sheet Risk**

Commercial letters of credit are issued by the Company during the ordinary course of business through major banks as requested by certain suppliers. The Company had open letters of credit of approximately \$251 and \$78 as of June 30, 2014 and 2013, respectively. The terms of these letters of credit are all less than one year. No material loss is anticipated due to non-performance by the counterparties to these agreements.

**Fair Value of Financial Instruments**

The carrying values of all financial instruments classified as a current asset or current liability are deemed to approximate fair value because of the short maturity of these instruments. The fair value of the Company's notes receivable and accrued expenses was based upon current rates offered for similar financial instruments to the Company. The Company believes that borrowings outstanding under its long-term bank loans and mortgage approximate fair value because such borrowings bear interest at current variable market rates.

**Business and Credit Concentration**

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of trade receivables. The Company's customers are dispersed across many industries and are located throughout the United States as well as in Canada, France, Germany, Malaysia, the Netherlands, Switzerland, the United Kingdom, and other countries. The Company estimates an allowance for doubtful accounts based upon the creditworthiness of its customers as well as general economic conditions. Consequently, an adverse change in those factors could affect the Company's estimate of this allowance. At June 30, 2014, two customers approximated 16% and 13%, respectively, of net trade accounts receivable. At June 30, 2013, one customer approximated 10% of net trade accounts receivable.

No single product or customer accounted for as much as 10% of net sales in fiscal 2014, 2013 or 2012.

During the fiscal years ended June 30, 2014, 2013 and 2012, approximately 64%, 68% and 69%, respectively, of the Company's purchases came from Asia and approximately 14%, 13% and 13%, respectively, came from Europe.

The Company maintains operations located outside of the United States. Net assets located in Europe and Asia approximated \$69,129 and \$45,668, respectively at June 30, 2014. Net assets located in Europe and Asia approximated \$57,883 and \$44,072, respectively at June 30, 2013.

**(16) Commitments, Contingencies and Other Matters**

As of June 30, 2014, the Company has outstanding purchase obligations totaling \$50,806 with suppliers to the Company's domestic and foreign operations to acquire certain products for resale to third party customers.

The Company and its subsidiaries are subject to various claims which have arisen in the normal course of business. The Company provides for costs related to contingencies when a loss from such claims is probable and the amount is reasonably determinable. In determining whether it is possible to provide an estimate of loss, or range of possible loss, the Company reviews and evaluates its litigation and regulatory matters on a quarterly basis in light of potentially relevant factual and legal developments. If the Company determines an unfavorable outcome is not probable or reasonably estimable, the Company does not accrue for a potential litigation loss. While the Company has determined that there is a reasonable possibility that a loss has been incurred, no amounts have been recognized in the financial statements, other than what has been discussed below, because the amount of the liability cannot be reasonably estimated at this time.

On October 29, 2012, a lawsuit was filed in the United Kingdom (in the High Court of Justice, Queens Bench Division, Commercial Court) by United Phosphorous Limited ("UPL") against Aceto Agricultural Chemicals Corporation ("AACC"), a wholly-owned subsidiary of the Company. In the lawsuit, UPL alleges, among other things, that AACC breached a 1995

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

agreement regarding European sales of a potato sprout suppression product, by selling the product in Europe. UPL claims damages of approximately £4,500 (approximately US \$7,200) plus an unspecified amount of additional damages. AACC strongly denies the allegations, believes that UPL's claims are without merit and intends to vigorously defend the lawsuit.

In fiscal years 2011, 2009, 2008 and 2007, the Company received letters from the Pulvair Site Group, a group of potentially responsible parties (PRP Group) who are working with the State of Tennessee (the State) to remediate a contaminated property in Tennessee called the Pulvair site. The PRP Group has alleged that Aceto shipped hazardous substances to the site which were released into the environment. The State had begun administrative proceedings against the members of the PRP Group and Aceto with respect to the cleanup of the Pulvair site and the PRP Group has begun to undertake cleanup. The PRP Group is seeking a settlement of approximately \$1,700 from the Company for its share to remediate the site contamination. Although the Company acknowledges that it shipped materials to the site for formulation over twenty years ago, the Company believes that the evidence does not show that the hazardous materials sent by Aceto to the site have significantly contributed to the contamination of the environment and thus believes that, at most, it is a de minimus contributor to the site contamination. Accordingly, the Company believes that the settlement offer is unreasonable. Management believes that the ultimate outcome of this matter will not have a material adverse effect on the Company's financial condition or liquidity.

The Company has environmental remediation obligations in connection with Arsynco, Inc. (Arsynco), a subsidiary formerly involved in manufacturing chemicals located in Carlstadt, New Jersey, which was closed in 1993 and is currently held for sale. Based on continued monitoring of the contamination at the site and the approved plan of remediation, the Company received an estimate from an environmental consultant stating that the costs of remediation could be between \$12,200 and \$14,000. Remediation commenced in fiscal 2010, and as of June 30, 2014 and June 30, 2013, a liability of \$8,907 and \$7,166 respectively, is included in the accompanying consolidated balance sheets for this matter. In accordance with GAAP, management believes that the majority of costs incurred to remediate the site will be capitalized in preparing the property which is currently classified as held for sale. An appraisal of the fair value of the property by a third-party appraiser supports the assumption that the expected fair value after the remediation is in excess of the amount required to be capitalized. However, these matters, if resolved in a manner different from those assumed in current estimates, could have a material adverse effect on the Company's financial condition, operating results and cash flows when resolved in a future reporting period.

In connection with the environmental remediation obligation for Arsynco, in July 2009, the Company entered into a settlement agreement with BASF Corporation (BASF), the former owners of the Arsynco property. In accordance with the settlement agreement, BASF paid for a portion of the prior remediation costs and going forward, will co-remediate the property with the Company. The contract states that BASF pay \$550 related to past response costs and pay a proportionate share of the future remediation costs. Accordingly, the Company had recorded a gain of \$550 in fiscal 2009. This \$550 gain relates to the partial reimbursement of costs of approximately \$1,200 that the Company had previously expensed. The Company also recorded an additional receivable from BASF, with an offset against property held for sale, representing its estimated portion of the future remediation costs. The balance of this receivable for future remediation costs as of June 30, 2014 and June 30, 2013 is \$4,008 and \$3,225, respectively, which is included in the accompanying consolidated balance sheets.

In March 2006, Arsynco received notice from the EPA of its status as a PRP under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) for a site described as the Berry's Creek Study Area ("BCSA"). Arsynco is one of over 150 PRPs which have potential liability for the required investigation and remediation of the site. The estimate of the potential liability is not quantifiable for a number of reasons, including the difficulty in determining the extent of contamination and the length of time remediation may require. In addition, any estimate of liability must also consider the number of other PRPs and their financial strength. In July 2014, Arsynco received notice from the U.S. Department of Interior ("USDO") regarding the USDO's intent to perform a Natural Resource Damage (NRD) Assessment at the BCSA. Arsynco has to date declined to participate in the development and performance of the NRD assessment process. Based on prior practice in similar situations, it is possible that the State may assert a claim for natural resource damages with respect to the Arsynco site itself, and either the federal government or the State (or both) may assert claims against Arsynco for natural resource damages in connection with Berry's Creek; any such claim with respect to Berry's Creek could also be asserted against the approximately 150 PRPs which the EPA has identified in connection with that site. Any claim for natural resource damages with respect to the Arsynco site itself may also be asserted against BASF, the former owners of the Arsynco property. In September 2012, Arsynco entered into an agreement with three of the other PRPs that had previously

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

been impleaded into New Jersey Department of Environmental Protection, et al. v. Occidental Chemical Corporation, et al., Docket No. ESX-L-9868-05 (the "NJDEP Litigation") and were considering impleading Arsynco into same. Arsynco entered into agreement to avoid impleader. Pursuant to agreement, Arsynco agreed to (1) a tolling period that would not be included when computing the running of any statute of limitations that might provide a defense to the NJDEP Litigation; (2) the waiver of certain issue preclusion defenses in the NJDEP Litigation; and (3) arbitration of certain potential future liability allocation claims if the other parties to the agreement are barred by a court of competent jurisdiction from proceeding against Arsynco. Since an amount of the liability cannot be reasonably estimated at this time, no accrual is recorded for these potential future costs. The impact of the resolution of this matter on the Company's results of operations in a particular reporting period is not known.

A subsidiary of the Company markets certain agricultural protection products which are subject to the Federal Insecticide, Fungicide and Rodenticide Act (FIFRA). FIFRA requires that test data be provided to the EPA to register, obtain and maintain approved labels for pesticide products. The EPA requires that follow-on registrants of these products compensate the initial registrant for the cost of producing the necessary test data on a basis prescribed in the FIFRA regulations. Follow-on registrants do not themselves generate or contract for the data. However, when FIFRA requirements mandate that new test data be generated to enable all registrants to continue marketing a pesticide product, often both the initial and follow-on registrants establish a task force to jointly undertake the testing effort. The Company is presently a member of several such task force groups, which requires payments for such memberships. In addition, in connection with our agricultural protection business, the Company plans to acquire product registrations and related data filed with the United States Environmental Protection Agency to support such registrations and other supporting data for several products. The acquisition of these product registrations and related data filed with the United States Environmental Protection Agency as well as payments to various task force groups could approximate \$3,900 through fiscal 2015, of which \$0 has been accrued as of June 30, 2014 and June 30, 2013, respectively.

The Company leases office facilities in the United States, the Netherlands, Germany, France and Singapore expiring at various dates between October 2014 and June 2021.

At June 30, 2014, the future minimum lease payments for office facilities and equipment for each of the five succeeding years and in the aggregate are as follows:

Fiscal year	Amount
2015	\$1,813
2016	1,226
2017	1,039
2018	477
2019	230
Thereafter	<u>460</u>
	<u>\$5,245</u>

Total rental expense amounted to \$1,576, \$1,269 and \$1,090 for fiscal 2014, 2013 and 2012, respectively.

**(17) Related Party Transactions**

The Company has purchased inventory and incurred product development costs from a company that is partially owned by two former executive officers. In addition, Aceto purchases product development costs from an affiliate of this company that is partially owned by the two former executive officers. Payments to these two related companies approximated \$6,252, \$3,839 and \$3,082 in fiscals 2014, 2013 and 2012, respectively.

During fiscal 2014, 2013 and 2012, the Company purchased inventory from its joint venture in the amount of \$2,808, \$2,635 and \$2,554, respectively.

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

**(18) Other Recent Accounting Pronouncements**

In July 2012, the FASB issued ASU 2012-02, "Testing Indefinite-Lived Intangible Assets for Impairment (the revised standard)", which allows companies the option to perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary. Under this guidance, an entity is required to perform a quantitative impairment test if qualitative factors indicate that it is more likely than not that indefinite-lived intangible assets are impaired. The qualitative factors are consistent with the guidance established for goodwill impairment testing and include identifying and assessing events and circumstances that would most significantly impact, individually or in the aggregate, the carrying value of the indefinite-lived intangible assets. The adoption of ASU 2012-02 did not have a material impact on the Company's consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)," which is the new comprehensive revenue recognition standard that will supersede all existing revenue recognition guidance under U.S. GAAP. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to a customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for annual and interim periods beginning on or after December 15, 2016, and early adoption is not permitted. Entities will have the option of using either a full retrospective approach or a modified approach to adopt the guidance. The Company is currently evaluating the impact of adopting this guidance.

**(19) Segment Information**

The Company's business is organized along product lines into three principal segments: Human Health, Pharmaceutical Ingredients and Performance Chemicals. In fiscal 2012, the Company reconfigured and renamed its three business segments to more accurately reflect the scope of its business activities.

**Human Health** - includes finished dosage form generic drugs and nutraceutical products.

**Pharmaceutical Ingredients** – includes pharmaceutical intermediates and active pharmaceutical ingredients (APIs).

**Performance Chemicals** - The Performance Chemicals segment is made up of two product groups: Specialty Chemicals and Agriculture Protection Products. Specialty chemicals includes a variety of chemicals which make plastics, surface coatings, textiles, fuels and lubricants perform to their designed capabilities. Dye and pigment intermediates are used in the color-producing industries such as textiles, inks, paper, and coatings. Organic intermediates are used in the production of agrochemicals. In addition, Aceto is a supplier of diazos and couplers to the paper, film and electronics industries.

Agriculture Protection Products includes herbicides, fungicides and insecticides that control weed growth as well as control the spread of insects and other microorganisms that can severely damage plant growth. The Agriculture Protection Products segment also includes a sprout inhibitor for potatoes and an herbicide for sugar cane.

The Company's chief operating decision maker evaluates performance of the segments based on net sales, gross profit and income before income taxes. Unallocated corporate amounts are deemed by the Company as administrative, oversight costs, not managed by the segment managers. The Company does not allocate assets by segment because the chief operating decision maker does not review the assets by segment to assess the segments' performance, as the assets are managed on an entity-wide basis. During all periods presented, our chief operating decision maker has been the Chief Executive Officer of the Company. In accordance with GAAP, the Company has aggregated certain operating segments into reportable segments because they have similar economic characteristics, and the operating segments are similar in all of the following areas: (a) the nature of the products and services; (b) the nature of the production processes; (c) the type or class of customer for their products and services; (d) the methods used to distribute their products or provide their services; and (e) the nature of the regulatory.

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

	<u>Human Health</u>	<u>Pharmaceutical Ingredients</u>	<u>Performance Chemicals</u>	<u>Unallocated Corporate</u>	<u>Consolidated Totals</u>
<u>2014</u>					
Net sales	\$160,217	\$176,425	\$ 173,537	\$ -	\$510,179
Gross profit	48,496	36,615	29,592	-	114,703
Income before income taxes	19,710	17,557	13,273	(5,866)	44,674
<u>2013</u>					
Net sales	\$129,667	\$184,852	\$ 185,171	\$ -	\$499,690
Gross profit	39,306	31,367	27,598	-	98,271
Income before income taxes	17,276	13,294	10,400	(6,420)	34,550
<u>2012</u>					
Net sales	\$105,249	\$162,998	\$ 176,141	\$ -	\$444,388
Gross profit	29,932	25,472	26,628	-	82,032
Income before income taxes	11,683	8,066	10,570	(5,579)	24,740

Net sales and gross profit by source country for the years ended June 30, 2014, 2013 and 2012 were as follows:

	<u>Net Sales</u>			<u>Gross Profit</u>		
	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
United States	\$ 355,715	\$ 326,247	\$ 289,630	\$ 82,573	\$ 68,964	\$ 58,733
Germany	84,024	92,053	82,600	22,614	19,688	14,303
Netherlands	14,869	14,513	13,738	1,581	1,693	1,706
France	29,412	38,475	33,143	4,182	4,608	3,885
Asia-Pacific	26,159	28,402	25,277	3,753	3,318	3,405
Total	<u>\$ 510,179</u>	<u>\$ 499,690</u>	<u>\$ 444,388</u>	<u>\$ 114,703</u>	<u>\$ 98,271</u>	<u>\$ 82,032</u>

Sales generated from the United States to foreign countries amounted to \$31,156, \$36,976 and \$37,892 for the fiscal years ended June 30, 2014, 2013 and 2012, respectively.

Long-lived assets by geographic region as of June 30, 2014 and June 30, 2013 were as follows:

	<u>Long-lived assets</u>	
	<u>2014</u>	<u>2013</u>
United States	\$160,544	\$80,870
Europe	3,458	2,684
Asia-Pacific	2,042	2,213
Total	<u>\$166,044</u>	<u>\$85,767</u>

**ACETO CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED JUNE 30, 2014, 2013 AND 2012**  
*(in thousands, except per-share amounts)*

**(20) Unaudited Quarterly Financial Data**

The following is a summary of the unaudited quarterly results of operations for the years ended June 30, 2014 and 2013.

	For the quarter ended			
	September 30, 2013	December 31, 2013	March 31, 2014	June 30, 2014
<b>Fiscal year ended June 30, 2014</b>				
Net sales	\$129,261	\$116,508	\$124,830	\$139,580
Gross profit	33,734	26,984	24,963	29,022
Net income	11,335	6,755	5,356	5,554
Net income per diluted share	\$ 0.40	\$ 0.24	\$ 0.19	\$ 0.19
	For the quarter ended			
	September 30, 2012	December 31, 2012	March 31, 2013	June 30, 2013
<b>Fiscal year ended June 30, 2013</b>				
Net sales	\$111,748	\$113,956	\$150,871	\$123,115
Gross profit	21,505	20,708	31,527	24,531
Net income	4,820	4,513	7,593	5,402
Net income per diluted share	\$ 0.18	\$ 0.17	\$ 0.28	\$ 0.19

The net income per common share calculation for each of the quarters is based on the weighted average number of shares outstanding in each period. Therefore, the sum of the quarters in a year does not necessarily equal the year's net income per common share.

## ACETO CORPORATION AND SUBSIDIARIES

**Valuation and Qualifying Accounts**

For the years ended June 30, 2014, 2013 and 2012  
(dollars in thousands)

Description	Balance at beginning of year	Charged to costs and expenses	Charged to other accounts	Deductions	Balance at end of year
Year ended June 30, 2014					
Allowance for doubtful accounts	<u>\$ 1,294</u>	<u>\$ 8</u>	-	<u>\$ 785(a)</u>	<u>\$ 517</u>
Year ended June 30, 2013					
Allowance for doubtful accounts	<u>\$ 887</u>	<u>\$ 409</u>	-	<u>\$ 2(a)</u>	<u>\$1,294</u>
Year ended June 30, 2012					
Allowance for doubtful accounts	<u>\$ 682</u>	<u>\$ 211</u>	-	<u>\$ 6(a)</u>	<u>\$ 887</u>

(a) Specific accounts written off as uncollectible.



## SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) 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.

ACETO CORPORATION

By /s/ Salvatore Guccione  
Salvatore Guccione, President and Chief Executive Officer  
(Principal Executive Officer)

Date: September 5, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/Salvatore Guccione</u> Salvatore Guccione	President and Chief Executive Officer (Principal Executive Officer)	09-05-14
<u>/s/Douglas Roth</u> Douglas Roth	Assistant Secretary/Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	09-05-14
<u>/s/ Albert L. Eilender</u> Albert L. Eilender	Chairman	09-05-14
<u>/s/Hans C. Noetzli</u> Hans C. Noetzli	Director	09-05-14
<u>/s/William N. Britton</u> William Britton	Director	09-05-14
<u>/s/ Richard P. Randall</u> Richard P. Randall	Director	09-05-14
<u>/s/ Natasha Giordano</u> Natasha Giordano	Director	09-05-14
<u>/s/Alan G. Levin</u> Alan G. Levin	Director	09-05-14
<u>/s/ Daniel Yarosh</u> Daniel Yarosh	Director	09-05-14

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
2.1	Asset Purchase Agreement by and among Aceto Corporation, Sun Acquisition Corp., Rising Pharmaceuticals, Inc., Ronald Gold, and David B. Rosen, dated as of December 15, 2010 (incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K dated December 20, 2010).
2.2	Membership Interest Purchase Agreement, dated March 26, 2014, by and among PACK Pharmaceuticals, LLC, the Aschenbrand and O'Brien Family Trust, dated March 2001, Bryan Aschenbrand – Trustee, Dushyant Chipalkatty, Chris Dungan, Aceto Corporation, Rising Pharmaceuticals, Inc. and Chris Dungan, solely in his capacity as the representative of the Sellers (incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K dated March 28, 2014).
2.3	Form of Lock-up Agreement (incorporated by reference to Exhibit 2.2 to our Current Report on Form 8-K dated March 28, 2014).
3.1	Restated Certificate of Incorporation of Aceto Corporation, (incorporated by reference to Appendix A to our Definitive Additional Materials on Schedule 14A filed on November 19, 2013).
3.2	Aceto Corporation By-Laws, adopted December 1, 2011 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated December 5, 2011).
3.3	Aceto Corporation By-Laws, amended July 28, 2014 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated July 31, 2014).
10.1	Aceto Corporation 401(k) Retirement Plan, as amended and restated as of July 1, 2002 (incorporated by reference to Exhibit 10.1 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2004 (File Number: 000-04217, Film Number: 041025874)).
10.2	Supplemental Executive Retirement Plan, as amended and restated effective June 30, 2004 and frozen as of December 31, 2004 (incorporated by reference to Exhibit 10.2 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2004 (File Number: 000-04217, Film Number: 041025874)).
10.3	Aceto Corporation Stock Option Plan (as Amended and Restated effective as of September 19, 1990) (incorporated by reference to Exhibit 10.3 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2010).
10.4	1998 Omnibus Equity Award Plan (incorporated by reference to Exhibit 10(v) (c) to the Company's annual report on Form 10-K for the fiscal year ended June 30, 1999 (File Number: 000-04217, Film Number: 99718824)).
10.5	2002 Stock Option Plan (incorporated by reference to Exhibit 4(i) to Registration Statement No. 333-110653 on Form S-8).
10.6	Supplemental Executive Deferred Compensation Plan, effective March 14, 2005 (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on March 17, 2005 (File Number: 000-04217, Film Number: 05688328)).
10.7	2007 Long-Term Performance Incentive Plan (incorporated by reference to Exhibit 4(i) to Registration Statement No. 333-149586 on Form S-8).
10.8	Supplemental Executive Deferred Compensation Plan, amended and restated effective December 8, 2008 (incorporated by reference to Exhibit 10.22 to the Company's annual report on Form 10-K for the year ended June 30, 2009).
10.9	Purchase and Sale Agreement among Schweizerhall Holding AG, Chemische Fabrik Schweizerhall,

- Schweizerhall, Inc., Aceto Corporation and Aceto Holding B.V., I.O., dated as of January 28, 2001 (incorporated by reference to Exhibit 2.1 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on April 4, 2001 (File Number: 000-04217, Film Number: 1595350)).
- 10.10 Form of purchase agreement between Shanghai Zhongjin Real Estate Development Company Limited and Aceto (Hong Kong) Limited, dated November 10, 2004 (incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2004 (File Number: 000-04217, Film Number: 05588472)).
- 10.11 Guarantee by Aceto Corporation and subsidiaries in favor of Deutsche Bank, AG, dated March 22, 2001 (incorporated by reference to Exhibit 10.13 to the Company's annual report on Form 10-K for the year ended June 30, 2001 (File Number: 000-04217, Film Number: 1748270)).
- 10.12 Amended and Restated Credit Agreement among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, Aceto Pharma Corp., Aceto Realty LLC, Acci Realty Corp., Arsynco Inc. and JPMorgan Chase Bank, N.A., dated as of April 23, 2010 (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on April 28, 2010).
- 10.13 Amended and Restated Revolving Credit Note made payable by Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, Aceto Pharma Corp., Aceto Realty LLC, Acci Realty Corp. and Arsynco Inc. to the order of JPMorgan Chase Bank, N.A., dated April 23, 2010 (incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on April 28, 2010).
- 10.14 Reaffirmation Agreement by Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, Aceto Pharma Corp., Aceto Realty LLC, Acci Realty Corp. and Arsynco Inc., dated as of April 23, 2010 (incorporated by reference to Exhibit 10.3 to the Company's current report on Form 8-K filed with the Securities and Exchange Commission on April 28, 2010).
- 10.15 Severance Agreement between Leonard S. Schwartz and Aceto Corporation, dated as of December 9, 2009 (incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2009).
- 10.16 Aceto Corporation, et al \$40,000,000 Senior Secured Revolving Credit Facility, \$40,000,000 Senior Secured Term Loan Facility Commitment Letter (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated December 20, 2010).
- 10.17 Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, ACCI Realty Corp., Aceto Pharma Corp., Arsynco Inc., Aceto Realty LLC, Sun Acquisition Corp. and JPMorgan Chase Bank, N.A. as Administrative Agent and the Lenders (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated January 5, 2011).
- 10.18 First Amendment to Asset Purchase Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Sun Acquisition Corp., Rising Pharmaceuticals, Inc., Ronald Gold and David B. Rosen (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated January 5, 2011).
- 10.19 Employment Agreement, dated as of October 12, 2010, between Aceto Corporation and Albert L. Eilender (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, dated October 18, 2010).
- 10.20 Aceto Corporation 2010 Equity Participation Plan (incorporated by reference to Appendix A to our Definitive Proxy Statement on Schedule 14A filed on October 13, 2010).
- 10.21 Separation Agreement by and between Aceto Corporation and Vincent G. Miata (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated November 17, 2011).

- 10.22 Employment Agreement, dated as of the 29th day of February, 2012, by and between Aceto Corporation and Salvatore Guccione (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated March 1, 2012).
- 10.23 Aceto Corporation Severance Policy (incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K dated January 17, 2012).
- 10.24 Amendment, dated as of February 18, 2011 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, ACCI Realty Corp., Aceto Pharma Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent and the Lenders (incorporated by reference to Exhibit 10.37 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.25 Amendment No. 2, dated as of March 15, 2011 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, ACCI Realty Corp., Aceto Pharma Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent and the Lenders (incorporated by reference to Exhibit 10.38 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.26 Amendment No. 3, dated as of May 3, 2011 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, ACCI Realty Corp., Aceto Pharma Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent and the Lenders (incorporated by reference to Exhibit 10.39 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.27 Amendment No. 4, dated as of June 29, 2011 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, ACCI Realty Corp., Aceto Pharma Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent and the Lenders (incorporated by reference to Exhibit 10.40 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.28 Amendment No. 5, dated as of June 28, 2012 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, ACCI Realty Corp., Aceto Pharma Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent and the Lenders (incorporated by reference to Exhibit 10.41 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.29 Change in Control Agreement by and between Aceto Corporation and Albert L. Eilender (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated July 3, 2012).
- 10.30 Change in Control Agreement by and between Aceto Corporation and Salvatore Guccione (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated July 3, 2012).
- 10.31 Change in Control Agreement by and between Aceto Corporation and Douglas Roth (incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K dated July 3, 2012).
- 10.32 Change in Control Agreement by and between Aceto Corporation and Frank DeBenedittis (incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K dated July 3, 2012).
- 10.33 Consulting Agreement by and between Aceto Corporation and Michael Feinman (incorporated by reference to Exhibit 10.5 to our Current Report on Form 8-K dated July 3, 2012).
- 10.34 Change in Control Agreement by and between Aceto Corporation and Charles Alaimo, dated as of July 2, 2012 (incorporated by reference to Exhibit 10.47 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.35 Change in Control Agreement by and between Aceto Corporation and Raymond Bartone, dated as of July 2, 2012 (incorporated by reference to Exhibit 10.48 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).

- 10.36 Change in Control Agreement by and between Aceto Corporation and Steven Rogers dated as of July 2, 2012 (incorporated by reference to Exhibit 10.49 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.37 Change in Control Agreement by and between Aceto Corporation and Nicholas Shackley, dated as of July 2, 2012 (incorporated by reference to Exhibit 10.50 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012).
- 10.38 Aceto Corporation Executive Performance Award Plan (incorporated by reference to Appendix A to our Definitive Proxy Statement on Schedule 14A filed on October 18, 2012).
- 10.39 Amended and Restated Aceto Corporation 2010 Equity Participation Plan (incorporated by reference to Appendix B to our Definitive Proxy Statement on Schedule 14A filed on October 18, 2012).
- 10.40 Second Amendment, dated as of December 21, 2012, to Asset Purchase Agreement, dated as of December 15, 2010, by and among Aceto Corporation, Rising Pharmaceuticals, Inc., Pearl Ventures Inc., Ronald Gold and David B. Rosen (incorporated by reference to Exhibit 10.3 to the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2012).
- 10.41 Amendment No. 6, dated as of December 31, 2012 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, Aceto Pharma Corp., ACCI Realty Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent for Lenders (incorporated by reference to Exhibit 10.4 to the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2012).
- 10.42 Seventh Amendment, dated as of March 14, 2013 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, Aceto Pharma Corp., ACCI Realty Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent for Lenders (incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2013).
- 10.43 Enhanced Severance Protection Letter Agreement, dated April 3, 2013 between Aceto Corporation and Douglas Roth (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated April 5, 2013).
- 10.44 Aceto Corporation 2013 Senior Executive Retirement Plan (incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2013).
- 10.45 Note Modification Agreement, dated October 21, 2013, between Aceto Realty LLC and JPMorgan Chase Bank, N.A. (incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2013).
- 10.46 Amendment No. 1, dated as of December 26, 2013 to the Change in Control Agreement, dated as of July 2, 2012, by and between Aceto Corporation and Salvatore J. Guccione (incorporated by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2013).
- 10.47 Commitment Letter dated March 26, 2014, by and among, Aceto Corporation and the Lead Arrangers and Commitment Lenders (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated March 28, 2014).
- 10.48 Eighth Amendment, dated as of March 21, 2014 to the Credit Agreement, dated as of December 31, 2010, by and among Aceto Corporation, Aceto Agricultural Chemicals Corporation, CDC Products Corporation, Aceto Pharma corp., ACCI Realty Corp., Arsynco Inc., Aceto Realty LLC, Rising Pharmaceuticals and JPMorgan Chase Bank, N.A. as Administrative Agent for Lenders (incorporated by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2014).

- 10.49 Credit Agreement, dated as of April 30, 2014, by and among Aceto Corporation, JPMorgan Chase Bank, N.A. as Administrative Agent, Wells Fargo, as Syndication Agent, and the Lenders (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated May 2, 2014).
- 21\* Subsidiaries of the Company.
- 23\* Consent of BDO USA, LLP.
- 31.1\* Certifications of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2\* Certifications of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1\* Certifications of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2\* Certifications of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS\*\* XBRL Instance Document
- 101.SCH\*\* XBRL Taxonomy Extension Schema Document
- 101.CAL\*\* XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF\*\* XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB\*\* XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE\*\* XBRL Taxonomy Extension Presentation Linkbase Document

\*Filed herewith

\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.