
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): August 3, 2022

ROGERS CORPORATION

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction
of incorporation)

1-4347
(Commission
File Number)

06-0513860
(IRS Employer
Identification No.)

2225 W. Chandler Blvd., Chandler, Arizona 85224
(Address of principal executive offices) (Zip Code)

(480) 917-6000
Registrant's telephone number, including area code

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1.00 per share	ROG	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

Item 7.01 Regulation FD Disclosure.

In a press release dated August 3, 2022, Rogers Corporation (the “Company”) announced its second quarter 2022 results. A copy of that press release is furnished herewith as Exhibit 99.1 and incorporated herein to these Items 2.02 and 7.01 by reference.

All information in this Form 8-K and the Exhibits attached hereto, including guidance or any other forward-looking statements, speaks as of August 3, 2022, and the Company undertakes no duty to update this information to reflect subsequent events, actual results or changes in the Company’s expectations, unless required by law.

The information in Items 2.02 and 7.01 of this Form 8-K and the Exhibits attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Rogers Corporation on August 3, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

ROGERS CORPORATION

(Registrant)

Date: August 3, 2022

By: /s/ Jay B. Knoll

Jay B. Knoll

*Senior Vice President, Corporate Development, General
Counsel and Corporate Secretary*



Rogers Corporation Reports Second Quarter 2022 Results

Chandler, Arizona, August 3, 2022: Rogers Corporation (NYSE:ROG) today announced financial results for the second quarter of 2022.

“Rogers continued to deliver solid revenue growth in the second quarter led by sales in the EV/HEV, defense and portable electronics markets,” stated Bruce D. Hoechner, Rogers' President and CEO. “Supply challenges and COVID-related demand disruptions in China tempered further sales growth and impacted gross margins. Inflationary pressures continued in Q2, but our commercial actions are mitigating rising raw material input costs. Longer-term, we continue to be very encouraged by the outlook for our growth markets, especially in the EV/HEV space, where demand remains robust and our investments to capitalize on the long-term growth opportunity are on track. We continue to look forward to the combination with DuPont and the many benefits this will provide to our employees, customers and other stakeholders.”

Financial Overview

GAAP Results	Q2 2022	Q1 2022	Q2 2021
Net Sales (\$M)	\$252.0	\$248.3	\$234.9
Gross Margin	34.3%	34.4%	38.2%
Operating Margin	9.3%	8.0%	15.2%
Net Income (\$M)	\$17.9	\$16.6	\$28.7
Net Income Margin	7.1%	6.7%	12.2%
Diluted Earnings Per Share	\$0.94	\$0.87	\$1.52
Net Cash Provided by Operating Activities	\$2.0	\$(13.7)	\$29.7
Non-GAAP Results ¹	Q2 2022	Q1 2022	Q2 2021
Adjusted Operating Margin	12.1%	14.5%	17.4%
Adjusted Net Income (\$M)	\$23.2	\$29.1	\$32.5
Adjusted Earnings Per Diluted Share	\$1.22	\$1.53	\$1.72
Adjusted EBITDA (\$M)	\$45.4	\$47.2	\$55.8
Adjusted EBITDA Margin	18.0%	19.0%	23.8%
Free Cash Flow (\$M)	\$(22.9)	\$(42.0)	\$11.9
Net Sales by Operating Segment (dollars in millions)	Q2 2022	Q1 2022	Q2 2021
Advanced Electronics Solutions (AES)	\$141.2	\$133.2	\$140.4
Elastomeric Material Solutions (EMS)	\$105.1	\$110.2	\$89.3
Other	\$5.7	\$4.9	\$5.1

1 - A reconciliation of GAAP to non-GAAP measures is provided in the schedules included below

Q2 2022 Summary of Results

Net sales of \$252.0 million increased 1.5% versus the prior quarter resulting from commercial actions and higher demand in the EV/HEV, portable electronics and defense markets. Further sales growth continued to be tempered by lower demand from the downstream impacts of COVID restrictions in China, component shortages and availability of certain raw materials. AES net sales increased by 6.0% from growth in the EV/HEV and defense markets, partially offset by lower industrial market revenues. EMS net sales decreased by 4.7% resulting from lower industrial and EV/HEV revenues, partially offset by higher portable electronics market demand. Currency exchange rates unfavorably impacted total company net sales in the second quarter of 2022 by \$4.0 million compared to prior quarter net sales.

Gross margin was 34.3%, compared to 34.4% in the prior quarter. The slight decrease in gross margin was primarily driven by lower throughput, resulting from raw material supply constraints. The decline in gross margin was partially offset by higher volume and commercial actions.

Selling, general and administrative (SG&A) expenses decreased by \$1.6 million from the prior quarter to \$56.1 million. SG&A expenses declined due to lower costs associated with DuPont's proposed acquisition of Rogers and a decline in employee-related costs, partially offset by increased professional service fees.

GAAP operating margin of 9.3% increased by 130 basis points from the prior quarter, primarily due to lower SG&A expenses and an increase in other operating income. Adjusted operating margin of 12.1% decreased by 240 basis points versus the prior quarter.

GAAP earnings per diluted share were \$0.94, compared to earnings per diluted share of \$0.87 in the previous quarter. The increase in GAAP earnings was due to higher operating income, partially offset by an increase in tax expense. On an adjusted basis, earnings were \$1.22 per diluted share compared to adjusted earnings of \$1.53 per diluted share in the prior quarter.

Ending cash and cash equivalents were \$225.3 million, an increase of \$43.2 million versus the prior quarter. In the second quarter, proceeds from borrowings under the Company's revolving credit facility were \$70.0 million, capital expenditures were \$25.0 million and net cash provided by operating activities was \$2.0 million. Working capital increased in the second quarter due to additional inventory for new production facilities and replenishing safety stock.

Transaction with DuPont

As previously announced on November 2, 2021, Rogers has entered into a definitive merger agreement to be acquired by DuPont for \$277.00 per share in cash. As a result of the pending acquisition, Rogers will not hold an earnings call or provide forward-looking guidance. Rogers' shareholders approved the merger agreement at a special shareholder meeting held on January 25, 2022. The transaction is expected to close in the third quarter of 2022, subject to the satisfaction of other customary closing conditions, including receipt of certain regulatory approvals.

About Rogers Corporation

Rogers Corporation (NYSE:ROG) is a global leader in engineered materials to power, protect and connect our world. Rogers delivers innovative solutions to help our customers solve their toughest material challenges. Rogers' advanced electronic and elastomeric materials are used in applications for EV/HEV, automotive safety and radar systems, mobile devices, renewable energy, wireless infrastructure, energy-efficient motor drives, industrial equipment and more. Headquartered in Chandler, Arizona, Rogers operates manufacturing facilities in the United States, Asia and Europe, with sales offices worldwide.

Safe Harbor Statement

Statements included in this release that are not a description of historical facts are forward-looking statements. Words or phrases such as “believe,” “may,” “could,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “seek,” “plan,” “expect,” “should,” “would” or similar expressions are intended to identify forward-looking statements, and are based on Rogers’ current beliefs and expectations. This release contains forward-looking statements, which concern the planned acquisition of Rogers by DuPont de Nemours, Inc. (the “DuPont Merger”), our plans, objectives, outlook, goals, strategies, future events, future net sales or performance, capital expenditures, future restructuring, plans or intentions relating to expansions, business trends and other information that is not historical information. All forward-looking statements are based upon information available to us on the date of this release and are subject to risks, uncertainties and other factors, many of which are outside of our control, which could cause actual results to differ materially from those indicated by the forward-looking statements. Rogers’ actual future results may differ materially from Rogers’ current expectations due to the risks and uncertainties inherent in its business and risks relating to the DuPont Merger. These risks include, but are not limited to: uncertainties as to the timing and structure of the DuPont Merger; the possibility that various closing conditions for the transaction may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the DuPont Merger; the risk that management’s time and attention is diverted on transaction related issues; the risk that Rogers is unable to retain key personnel; the effects of disruptions caused by the transaction making it more difficult to maintain relationships with employees, customers, vendors and other business partners; and the risk that stockholder litigation in connection with the DuPont Merger may result in significant costs of defense, indemnification and liability. Other risks and uncertainties that could cause such results to differ include: the duration and impacts of the novel coronavirus global pandemic and efforts to contain its transmission and distribute vaccines, including the effect of these factors on our business, suppliers, customers, end users and economic conditions generally; continuing disruptions to global supply chains and our ability, or the ability of our suppliers, to obtain necessary product components; failure to capitalize on, volatility within, or other adverse changes with respect to the Company’s growth drivers, including advanced mobility and advanced connectivity, such as delays in adoption or implementation of new technologies; uncertain business, economic and political conditions in the United States (U.S.) and abroad, particularly in China, South Korea, Germany, the United Kingdom, Hungary and Belgium, where we maintain significant manufacturing, sales or administrative operations; the trade policy dynamics between the U.S. and China reflected in trade agreement negotiations and the imposition of tariffs and other trade restrictions, including trade restrictions on Huawei Technologies Co., Ltd. (Huawei); fluctuations in foreign currency exchange rates; our ability to develop innovative products and the extent to which our products are incorporated into end-user products and systems and the extent to which end-user products and systems incorporating our products achieve commercial success; the ability and willingness of our sole or limited source suppliers to deliver certain key raw materials, including commodities, to us in a timely and cost-effective manner; intense global competition affecting both our existing products and products currently under development; business interruptions due to catastrophes or other similar events, such as natural disasters, war, including the ongoing conflict between Russia and Ukraine, terrorism or public health crises; the impact of sanctions, export controls and other foreign asset or investment restrictions; failure to realize, or delays in the realization of anticipated benefits of acquisitions and divestitures due to, among other things, the existence of unknown liabilities or difficulty integrating acquired businesses; our ability to attract and retain management and skilled technical personnel; our ability to protect our proprietary technology from infringement by third parties and/or allegations that our technology infringes third party rights; changes in effective tax rates or tax laws and regulations in the jurisdictions in which we operate; failure to comply with financial and restrictive covenants in our credit agreement or restrictions on our operational and financial flexibility due to such covenants; the outcome of ongoing and future litigation, including our asbestos-related product liability litigation; changes in environmental laws and regulations applicable to our business; and disruptions in, or breaches of, our information technology systems. Should any risks and uncertainties develop into actual events, these developments could have a material adverse effect on the Company or the DuPont Merger. For additional information about the risks, uncertainties and other factors that may affect our business, please see our most recent annual report on Form 10-K and any subsequent reports filed with the Securities and Exchange Commission, including quarterly reports on Form 10-Q. Rogers Corporation assumes no responsibility to update any forward-looking statements contained herein except as required by law.

Investor contact:

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(Financial statements follow)

Condensed Consolidated Statements of Operations (Unaudited)

(DOLLARS AND SHARES IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)	Three Months Ended		Six Months Ended	
	June 30, 2022	June 30, 2021	June 30, 2022	June 30, 2021
Net sales	\$ 251,970	\$ 234,906	\$ 500,236	\$ 464,171
Cost of sales	165,452	145,073	328,324	284,839
Gross margin	86,518	89,833	171,912	179,332
Selling, general and administrative expenses	56,138	44,959	113,843	87,372
Research and development expenses	8,050	7,492	16,310	14,664
Restructuring and impairment charges	677	747	746	2,253
Other operating (income) expense, net	(1,743)	890	(2,274)	2,105
Operating income	23,396	35,745	43,287	72,938
Equity income in unconsolidated joint ventures	1,800	1,930	3,075	4,111
Other income (expense), net	319	1,239	586	4,207
Interest expense, net	(1,548)	(404)	(2,617)	(1,011)
Income before income tax expense	23,967	38,510	44,331	80,245
Income tax expense	6,084	9,855	9,848	20,372
Net income	<u>\$ 17,883</u>	<u>\$ 28,655</u>	<u>\$ 34,483</u>	<u>\$ 59,873</u>
Basic earnings per share	<u>\$ 0.95</u>	<u>\$ 1.53</u>	<u>\$ 1.83</u>	<u>\$ 3.20</u>
Diluted earnings per share	<u>\$ 0.94</u>	<u>\$ 1.52</u>	<u>\$ 1.82</u>	<u>\$ 3.18</u>
Shares used in computing:				
Basic earnings per share	18,813	18,729	18,797	18,721
Diluted earnings per share	18,992	18,846	18,996	18,810

Condensed Consolidated Statements of Financial Position (Unaudited)

(DOLLARS AND SHARES IN THOUSANDS, EXCEPT PAR VALUE)

June 30, 2022

December 31, 2021

Assets	June 30, 2022	December 31, 2021
Assets		
Current assets		
Cash and cash equivalents	\$ 225,332	\$ 232,296
Accounts receivable, less allowance for doubtful accounts of \$1,031 and \$1,223	176,642	163,092
Contract assets	38,373	36,610
Inventories	171,129	133,384
Prepaid income taxes	3,036	1,921
Asbestos-related insurance receivables, current portion	3,361	3,176
Other current assets	17,823	13,586
Total current assets	635,696	584,065
Property, plant and equipment, net of accumulated depreciation of \$366,088 and \$367,850	360,085	326,967
Investments in unconsolidated joint ventures	15,931	16,328
Deferred income taxes	38,021	32,671
Goodwill	351,811	370,189
Other intangible assets, net of amortization	159,978	176,353
Pension assets	5,310	5,123
Asbestos-related insurance receivables, non-current portion	55,516	59,391
Other long-term assets	9,922	27,479
Total assets	\$ 1,632,270	\$ 1,598,566
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable	\$ 76,840	\$ 64,660
Accrued employee benefits and compensation	33,006	48,196
Accrued income taxes payable	5,815	9,632
Asbestos-related liabilities, current portion	4,048	3,841
Other accrued liabilities	35,239	37,620
Total current liabilities	154,948	163,949
Borrowings under revolving credit facility	260,000	190,000
Pension and other postretirement benefits liabilities	1,475	1,618
Asbestos-related liabilities, non-current portion	60,248	64,491
Non-current income tax	9,079	7,131
Deferred income taxes	26,351	29,451
Other long-term liabilities	13,598	23,031
Shareholders' equity		
Capital stock - \$1 par value; 50,000 authorized shares; 18,811 and 18,730 shares issued and outstanding	18,811	18,730
Additional paid-in capital	161,885	163,583
Retained earnings	1,016,308	981,825
Accumulated other comprehensive loss	(90,433)	(45,243)
Total shareholders' equity	1,106,571	1,118,895
Total liabilities and shareholders' equity	\$ 1,632,270	\$ 1,598,566

Reconciliation of non-GAAP financial measures to the comparable GAAP measures

Non-GAAP financial measures:

This earnings release includes the following financial measures that are not presented in accordance with generally accepted accounting principles in the United States of America ("GAAP"):

(1) Adjusted operating margin, which the Company defines as operating margin excluding acquisition-related amortization of intangible assets and discrete items, which are acquisition and related integration costs, gains or losses on the sale or disposal of property, plant and equipment, restructuring, severance, impairment and other related costs, UTIS fire and recovery charges, costs associated with the proposed DuPont acquisition, and the related income tax effect on these items (collectively, "discrete items");

(2) Adjusted net income, which the Company defines as net income excluding amortization of acquisition intangible assets and discrete items;

(3) Adjusted earnings per diluted share, which the Company defines as earnings per diluted share excluding amortization of acquisition intangible assets, and discrete items divided by adjusted weighted average shares outstanding - diluted;

(4) Adjusted EBITDA, which the Company defines as net income excluding interest expense, net, income tax expense, depreciation and amortization, stock-based compensation expense, and discrete items;

(5) Adjusted EBITDA Margin, which the Company defines as the percentage that results from dividing Adjusted EBITDA by total net sales;

(6) Free cash flow, which the Company defines as net cash provided by operating activities less non-acquisition capital expenditures.

Management believes adjusted operating margin, adjusted net income, adjusted earnings per diluted share, adjusted EBITDA and adjusted EBITDA margin are useful to investors because they allow for comparison to the Company's performance in prior periods without the effect of items that, by their nature, tend to obscure the Company's core operating results due to potential variability across periods based on the timing, frequency and magnitude of such items. As a result, management believes that these measures enhance the ability of investors to analyze trends in the Company's business and evaluate the Company's performance relative to peer companies. Management also believes free cash flow is useful to investors as an additional way of viewing the Company's liquidity and provides a more complete understanding of factors and trends affecting the Company's cash flows. However, non-GAAP financial measures have limitations as analytical tools and should not be considered in isolation from, or as alternatives to, financial measures prepared in accordance with GAAP. In addition, these non-GAAP financial measures may differ from, and should not be compared to, similarly named measures used by other companies. Reconciliations of the differences between these non-GAAP financial measures and their most directly comparable financial measures calculated in accordance with GAAP are set forth below.

Reconciliation of GAAP operating margin to adjusted operating margin*:

Operating margin	2022		2021
	Q2	Q1	Q2
GAAP operating margin	9.3%	8.0%	15.2%
Acquisition and related integration costs	0.1%	0.2%	—%
Gain on sale or disposal of property, plant and equipment	—%	—%	(0.3)%
Restructuring, severance, impairment and other related costs	0.4%	0.2%	0.4%
UTIS fire (recovery)/charges	(0.7)%	(0.2)%	0.6%
Costs associated with the proposed DuPont acquisition	1.4%	4.6%	—%
Total discrete items	1.1%	4.8%	0.8%
Operating margin adjusted for discrete items	10.4%	12.8%	16.0%
Acquisition intangible amortization	1.7%	1.7%	1.3%
Adjusted operating margin	12.1%	14.5%	17.4%

*Percentages in table may not add due to rounding.

Reconciliation of GAAP net income to adjusted net income:

(amounts in millions)

Net income	2022		2021
	Q2	Q1	Q2
GAAP net income	\$ 17.9	\$ 16.6	\$ 28.7
Acquisition and related integration costs	0.1	0.5	—
Gain on sale or disposal of property, plant and equipment	—	—	(0.6)
Restructuring, severance, impairment and other related costs	1.0	0.5	1.0
UTIS fire (recovery)/charges	(1.7)	(0.5)	1.5
Costs associated with the proposed DuPont acquisition	3.4	11.5	—
Acquisition intangible amortization	4.2	4.3	3.1
Income tax effect of non-GAAP adjustments and intangible amortization	(1.7)	(3.7)	(1.2)
Adjusted net income	\$ 23.2	\$ 29.1	\$ 32.5

*Values in table may not add due to rounding.

Reconciliation of GAAP earnings per diluted share to adjusted earnings per diluted share*:

Earnings per diluted share	2022		2021
	Q2	Q1	Q2
GAAP earnings per diluted share	\$ 0.94	\$ 0.87	\$ 1.52
Acquisition and related integration costs	—	0.02	—
Gain on sale or disposal of property, plant and equipment	—	—	(0.02)
Restructuring, severance, impairment and other related costs	0.04	0.02	0.04
UTIS fire (recovery)/charges	(0.07)	(0.02)	0.06
Costs associated with the proposed DuPont acquisition	0.14	0.47	—
Total discrete items	\$ 0.11	\$ 0.49	\$ 0.08
Earnings per diluted share adjusted for discrete items	1.05	1.36	1.60
Acquisition intangible amortization	\$ 0.17	\$ 0.17	\$ 0.13
Adjusted earnings per diluted share	\$ 1.22	\$ 1.53	\$ 1.72

*Values in table may not add due to rounding.

Reconciliation of GAAP net income to adjusted EBITDA*:

(amounts in millions)	2022		2021
	Q2	Q1	Q2
GAAP Net income	\$ 17.9	\$ 16.6	\$ 28.7
Interest expense, net	1.5	1.1	0.4
Income tax expense	6.1	3.8	9.9
Depreciation	8.0	6.4	7.5
Amortization	4.2	4.3	3.1
Stock-based compensation expense	4.9	3.2	4.4
Acquisition and related integration costs	0.1	0.5	—
Gain on sale or disposal of property, plant and equipment	—	—	(0.6)
Restructuring, severance, impairment and other related costs	1.0	0.5	0.9
UTIS fire (recovery)/charges	(1.7)	(0.5)	1.5
Costs associated with the proposed DuPont acquisition	3.4	11.5	—
Adjusted EBITDA	\$ 45.4	\$ 47.2	\$ 55.8

*Values in table may not add due to rounding.

Calculation of adjusted EBITDA margin*:

	2022		2021
	Q2	Q1	Q2
Adjusted EBITDA (in millions)	\$ 45.4	\$ 47.2	\$ 55.8
Divided by Total Net Sales (in millions)	252.0	248.3	234.9
Adjusted EBITDA Margin	18.0 %	19.0 %	23.8 %

*Values in table may not add due to rounding.

Reconciliation of net cash provided by operating activities to free cash flow*:

<i>(amounts in millions)</i>	2022		2021
	Q2	Q1	Q2
Net cash provided by operating activities	\$ 2.0	\$ (13.7)	\$ 29.7
Non-acquisition capital expenditures	(25.0)	(28.2)	(17.8)
Free cash flow	\$ (22.9)	\$ (42.0)	\$ 11.9

*Values in table may not add due to rounding.

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