

Black Diamond, Inc.

2014 ANNUAL REPORT

DEAR FELLOW SHAREHOLDERS

DEAR FELLOW SHAREHOLDERS: Since initiating our strategic pivot in late 2013, we have executed nearly all of our objectives. In July 2014, we sold Gregory™, an asset we purchased for approximately \$44.1 million in 2010, for \$84.1 million, or 2.4x 2013 sales. We also focused on the profitability of our Black Diamond® and PIEPS™ brands, as well as the streamlining of our operations. Our strong 2014 results reflected this execution.

During 2014, we initiated a plan to simplify our business model, which allowed us to take costs out of our operating platform and significantly strengthen our balance sheet. We also implemented a series of reorganization steps, primarily at Black Diamond Equipment and PIEPS, designed to reduce supply chain complexity; improve gross and operating margins; optimize hard good SKUs by approximately 25% compared to 2014; reduce the size of our global operating platform; consolidate manufacturing to Salt Lake City, specifically for climbing hardware; centralize warehouse space in Europe; and shift to an OEM model for ski production.

We expect this strategy to improve working capital efficiency and to bring other competitive benefits, such as improve our time to market and allow us to respond more quickly to sudden shifts in demand.

Our fourth quarter marked the introduction of our JetForce™ product on a global basis. We believe the product represents breakthrough technology with real performance benefits. In fact, the product won two ISPO Gold Awards in 2014.

Our fourth quarter also encompassed the second fall retail selling season of Black Diamond Equipment men's apparel line and the inaugural selling season of the women's collection, which focused on outerwear. The line marked the introduction of more significant commercial categories, such as a complete down collection, featuring innovative new down-blended insulation from PrimaLoft®; a completely waterproof, breathable outerwear collection, featuring GORE-TEX and Cohesive™-embedded hardware; and a comprehensive collection of technical women's product.

Black Diamond Equipment's upgraded marketing team focused its efforts on three key marketing strategies: building brand awareness, supporting in-store sell-through and protecting core credibility. During the fourth quarter, Black Diamond Equipment launched "The Human Factor" digital campaign in partnership with Powder Magazine, which provided a fresh look through multimedia storytelling about how our behavior plays a role in human-triggered

avalanches. Black Diamond Equipment experienced excellent results as measured by a substantial amount of new website traffic and also won marketing industry awards for the innovation and consumer resonance manifested in the campaign.

2015 marks Black Diamond Equipment's recommitment to its ski business, with the complete relaunch of its product positioning, allowing retailers and customers to more easily understand and purchase its collection of products. As such, its upcoming ski products will be marketed as full equipment and apparel collections, branded and tailored to "Free Ride," "Touring" and "Ski Mountaineering."



We entered fiscal 2015 on strong footing and believe we are well-positioned for continued long-term growth in these somewhat challenging and consolidating markets. However, at a time when there appeared to be a scarcity of authentic branded assets available to strategic players, we believed the time was right to explore the value of our brands in the market.

After a seven-month process, in October 2015 we sold our POC® brand for \$64.6 million, or 1.9x 2014 sales, a business we acquired in July 2012 for approximately \$44.9 million. The divestiture completed our strategic review process and we now plan to maximize shareholder value by focusing our attention on the profitability of both Black Diamond Equipment and PIEPS, further simplifying the corporate structure. We expect to redeploy our cash assets into potentially unrelated and diversifying investments while taking advantage of our substantial tax loss carryforwards.

In closing, I would like to announce my intention to retire as Black Diamond, Inc's CEO at the end of 2015. For over 25 years, I've been privileged to lead the company I founded, one of the world's greatest active outdoor companies, and the time is right for me to move on and transfer Black Diamond Equipment to the next generation of leadership. I look forward to working with our board of directors and management team during my transition period.

We look forward to a successful future and hope to maintain your continued support as we embark on the next phase of our growth.

Sincerely,

Peter Metcalf
Chief Executive Officer

**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 December 31, 2014

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

For the transition period from _____ to _____

Commission File Number: **001-34767**

BLACK DIAMOND, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

58-1972600

(I.R.S. Employer
Identification Number)

**2084 East 3900 South
Salt Lake City, Utah**

(Address of principal executive offices)

84124

(Zip code)

(801) 278-5552

(Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
Common Stock, par value \$.0001 per share	NASDAQ Global Select Market

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

None
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. YES NO

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES 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 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.

Large accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>
Accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

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 and non-voting common equity held by non-affiliates of the Registrant at June 30, 2014 was approximately \$261.4 million based on \$11.22 per share, the closing price of the common stock as quoted on the NASDAQ Global Select Market.

As of March 10, 2015, there were 32,704,171 shares of common stock, par value \$0.0001, outstanding.

DOCUMENT INCORPORATED BY REFERENCE

Portions of our Proxy Statement for the 2015 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission within 120 days of the Registrant's 2014 fiscal year end are incorporated by reference into Part III of this Annual Report on Form 10-K.

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PART I

ITEM 1. BUSINESS

Overview

Black Diamond, Inc. (which may be referred to as “Black Diamond,” “Company,” “we,” “our” or “us”) is a global leader in designing, manufacturing, and marketing innovative active outdoor performance equipment and apparel for climbing, mountaineering, backpacking, skiing, cycling, and a wide range of other year-round outdoor recreation activities. Our principal brands include Black Diamond®, POC™ and PIEPS™ and are targeted not only to the demanding requirements of core climbers, skiers and cyclists, but also to the more general outdoor performance enthusiasts and consumers interested in outdoor-inspired gear for their backcountry and urban activities. Our Black Diamond®, POC™ and PIEPS™ brands are iconic in the active outdoor, ski and cycling industries and linked intrinsically with the modern history of the sports we serve. We believe our brands are synonymous with the performance, innovation, durability and safety that the outdoor and action sports communities rely on and embrace in their active lifestyle.

We offer a broad range of products including: high performance apparel (such as jackets, shells, pants and bibs) rock-climbing equipment (such as carabiners, protection devices, harnesses, belay devices, helmets, and ice-climbing gear); technical backpacks and high-end day packs; tents; trekking poles; headlamps and lanterns; and gloves and mittens. We also offer advanced design helmets, body armor, and goggles for skiing, mountain and road cycling, as well as eyewear, skis, ski poles, ski bindings, ski boots, ski skins, and ski safety products, including avalanche transceivers, shovels, and probes. We distribute our products through a network comprised primarily of leading independent specialty retailers, specialty chains such as Recreational Equipment, Inc. (“REI”), independent global distributors selling to specialty retail, and direct-to-consumer through our websites and wholly-owned retail stores. Our products are sold in North America, Europe, Asia, and the rest of the world in approximately 50 countries, with international sales representing approximately 60% of our sales for the year ended December 31, 2014.

Our heritage dates back to 1957 when Chouinard Equipment Ltd. pioneered the market for durable, precise, and reusable pitons — devices used to ascend or protect oneself in the event of a fall in the sport of big wall rock climbing. Over the next thirty years, Chouinard Equipment expanded to design and manufacture all kinds of equipment for rock climbing and mountain, canyon, and crag activities. In 1989, our Chief Executive Officer Peter Metcalf co-founded Black Diamond Equipment, our predecessor company, to purchase the business and assets of Chouinard Equipment, a company he ran starting in 1982. In our 58 year heritage, we have developed a track record of gear innovations that has changed the nature of climbing, mountaineering, skiing, and now cycling. By extension, our history and brands have become synonymous with the sports in which we participate. The genesis of the current Black Diamond, Inc. was through the May 2010 acquisition of Black Diamond Equipment, Ltd. (which may be referred to as “Black Diamond Equipment” or “BDEL”) and Gregory Mountain Products, Inc. (which may be referred to as “Gregory Mountain Products” or “GMP”) by Clarus Corporation, a public company. Clarus Corporation, incorporated in Delaware in 1991, was renamed Black Diamond, Inc. in January 2011. In July 2012 we acquired POC Sweden AB and its subsidiaries (collectively, “POC”) and in October 2012 we acquired PIEPS Holding GmbH and its subsidiaries (collectively, “PIEPS”).

On July 23, 2014, the Company and Gregory Mountain Products, its then wholly-owned subsidiary, completed the sale of certain assets to Samsonite LLC (“Samsonite”) comprising GMP’s business of designing, manufacturing, marketing, distributing and selling technical, alpine, backpacking, hiking, mountaineering and active trail products and accessories as well as outdoor-inspired lifestyle bags (the “Gregory Business”) pursuant to the terms of that certain Asset Purchase Agreement (the “GMP Purchase Agreement”), dated as of June 18, 2014, by and among the Company, Gregory Mountain Products and Samsonite. Under the terms of the GMP Purchase Agreement, Samsonite paid \$84,135,000 in cash for GMP’s assets comprising the Gregory Business and assumed certain specified liabilities (the “GMP Sale”). The activities of GMP have been segregated and reported as discontinued operations for all periods presented.

Market Overview

Our business and brands are benefiting from the convergence of function and fashion in the outdoor and athletic apparel, footwear, and equipment space. We believe consumer purchase decisions are driven by both a need for functional products with distinctive aesthetics and a desire to create a particular lifestyle perception. This confluence and consumer behavior can be seen in a number of highly successful lifestyle brands including Lululemon, Under Armour, The North Face, Patagonia and Nike. Primary growth drivers in our business include innovative products that provide a higher level of protection, performance and/or comfort, an increased awareness in health and wellness, the desire to own functional products that are aesthetically pleasing, and the continued success and exposure of our key retail partners, including REI, Mountain Equipment Co-op, Backcountry.com, Decathlon, Au Vieux Campeur, Sport Shuster, and Bachli Bergsport. The outdoor products marketplace, both domestically and internationally, is highly fragmented. Specialty brands, particularly throughout Europe, hold respectable market share relative to larger competitors. We see this fragmentation as an opportunity for a leader to emerge, particularly in the more technical categories. We believe that our strong relationships in the specialty retail channel and our expanding online presence provide us with a competitive advantage and the opportunity for significant growth.

Competitive Strengths

At Black Diamond, we live and breathe the adventure sports that we represent and approach business like we approach our sporting passions, where there is precious little room for error. We believe the following strengths differentiate us from our competitors, allowing us to take advantage of the large and growing market in which we participate:

Authentic Portfolio of Iconic/Lifestyle Brands. We believe that our brands are iconic among devoted active outdoor adventurers, skiers and cyclists with a strong reputation for innovation, style, quality, design, safety and durability. Our brands also appeal to everyday customers seeking high quality, outdoor-inspired lifestyle products for outdoor or urban and suburban living. The authenticity of our brands is reinforced by our selective distribution strategy focused on specialty retail stores that we believe are the most influential stores within the outdoor recreation and active lifestyle communities. We believe our brands transcend age, culture and geography, and our paradigm-changing products define their respective product categories. Our focus on innovation, safety and style differentiates us from our competitors and positions Black Diamond to address the growing market for outdoor recreation equipment and active lifestyle products.

Global Brands

Black Diamond

Black Diamond Equipment: Black Diamond Equipment apparel and products are designed for climbers, mountaineers and skiers as well as aspirational outdoor enthusiasts. We focus on innovation and performance, and we strive to deliver products that epitomize high quality and durability. Black Diamond won two ISPO Gold awards in 2014 for its JetForce avalanche airbags and Cohesive embedded technology in outerwear, along with over 40 awards from outdoor and broad based media honoring the brand for its apparel, backpacks, climbing equipment, headlamps, skis and trekking poles. Thus far in 2015, Black Diamond has earned two innovation awards for its versatile Snaggletooth crampon, as well as awards for the Deployment Hoody and the entire Spring 2015 Climbing pack line at the Outdoor Retailer Winter Market 2015 in Salt Lake City, Utah. At 2015 ISPO Munich, Black Diamond apparel won an ISPO award for the Mission Pant outfitted with the PIEPS Pocket, a patent-pending solution providing an alternative to the traditional chest harness.



POC: Based in Stockholm, Sweden, POC's mission, as a developer of protective gear for action sports, is to save lives and reduce the consequences of injury. POC produces and distributes advanced-design helmets, body armor, goggles, eyewear, gloves, and apparel for action or "gravity sports," such as skiing, snowboarding, and cycling, with a particular emphasis on safety and protection. POC, renowned for its design aesthetic, research, and innovation, is the recipient of numerous industry awards, including the Ski Industry Association and US Ski Team's DesRoches Award for innovation in marketing and outstanding support and promotion of the US Ski Team and USSA club programs. Additionally, POC won 2015/16 ISPO awards in the ski category for the new multi-impact Auric helmet and Super Palm Comp gloves. POC's patented technologies continue to set new standards for construction, material combinations, and engineering for personal protection. In late 2014, POC received the Design S award in Sweden for its AVIP road cycling apparel and Popular Science named POC a "Best of What's New" grand award winner for the Skull Orbic Comp H.I. MIPS multi-impact helmet. The brand's 2015 road cycling collection was recognized with a Eurobike Award for the Cerebel helmet and the Triathlete Magazine "Best Safety Product" award for the Octal AVIP MIPS multi-impact helmet. At the 2015 Consumer Electronics Show (CES) Volvo Car Group announced a new partnership with POC for life saving wearable technology.



PIEPS: Headquartered in Lebring, Steiermark, Austria, PIEPS is widely recognized as an innovator and technology leader in beacon technology (having created the modern avalanche transceiver) and avalanche safety equipment. PIEPS offers a focused range of premium avalanche safety products, including transceivers and probes, shovels, related equipment, and packs. PIEPS is the official safety partner of the Association of Austrian Mountain and Ski Guides. PIEPS played a key partnership role with Black Diamond Equipment in development of the new JetForce avalanche airbag technology platform.

Product Innovation and Development Capabilities. We have a long history of technical innovation and product development, with over 100 patents and patents pending worldwide and hundreds of new product introductions since 1989 and before. Our employees' passion and intimacy with our core outdoor activities fosters new and innovative ideas, which we believe provides a significant advantage that will drive our company and industry to new levels. Our Salt Lake City headquarters, nestled in the Wasatch Mountains, with such a vibrant user community, provides the ideal backdrop for our employees, many of whom are high-level performance athletes in these sports themselves, to test and refine our new products. We endorse several top athletes who evaluate our products in the field, providing valuable feedback and suggestions to our designers. In recent years, we have developed many innovative products that have revolutionized the active outdoor space including: JetForce, the first avalanche airbag that uses electronically controlled jet-fan inflation technology, trekking poles with FlickLock® technology; Z-Poles that can fold to one-third their size; the AvaLung® backpack; the Magnetron magnetically locking carabiner; the Vapor climbing helmet, one of the lightest climbing helmets on the market; and brighter, more compact and lighter-weight headlamps. We believe that our POC™ brand has brought a higher level of safety to ski racers and cyclists with patented protective gear technologies. We seek to design products that enhance our customers' personal performance, safety, and comfort as they participate in the activities we serve. We integrate quality assurance and quality control teams throughout the entire design process to maintain the quality, integrity, and safety that our brands are known for. We believe that our vertically integrated design, development process and enthusiastic employee base provide us with a unique competitive advantage to continue to drive future innovation for our Company and the industries we serve.

Diversified Portfolio by Brand, Product, Geography and Channel. Our business is highly diversified across brands, products, geographies, and channels. We operate a multi-brand platform with Black Diamond®, POC™, and PIEPS™ branded products spanning 33 single product categories addressing four primary categories of climbing, mountaineering, skiing, and wheels. Our lighting product category is the only product category which accounts for more than 15% of annual sales. This provides seasonal diversification with a balance of sales across both the fall/winter and spring/summer sports seasons. Our brands are truly global with approximately 60% of our sales for the year ended December 31, 2014 generated outside the United States in approximately 50 countries. We have a highly diversified customer base and sell products in approximately 10,000 retail locations, including independent and specialty stores, our websites at www.blackdiamondequipment.com and www.pocsports.com, and other retail locations. We believe that our brand, product, geographic, and distribution channel diversity allows us to maximize the reach of our brand portfolio while reducing the risk associated with any single brand, product category or point of distribution.

Scalable Global Operating Platform. We have developed a highly scalable global platform of manufacturing, sourcing, quality assurance, distribution, IT, and back office capabilities. We manufacture approximately 20% to 25% of our proprietary products in-house, which we believe is cost competitive and helps us maintain our competitive advantage over our peers. We also have a global network of high-quality strategic partners, many of whom we have had relationships with for over ten years, from which we source the remaining approximately 75% to 80% of our manufactured products. We have in-house quality assurance teams in our facilities in Salt Lake City, Zhuhai, China, and in Bataan, Philippines, the site of a large portion of our third party manufacturing, allowing for real-time testing and development. Our back-office functions, including supply chain management, warehousing, sourcing, and finance, run on our global ERP platform. Our scalable global operating platform provides for separate front-end operations, which allows our individual brands to remain unique to our customers and to retain brand ethos while benefitting from our global scale and back-end infrastructure. Additionally, we believe that we can efficiently insert new brands into the existing structure, as we have done with the integration of POC and PIEPS.

Core Values Deeply Rooted in Organization. Our company was founded with the vision of being one with the sports we serve, absolutely indistinguishable from them. Our mission is to profitably design, manufacture, and bring to market innovative and technical products of high quality, high performance, and exemplary durability that are targeted toward our primary customers – climbers, mountaineers, off-piste skiers, ski racers, cyclists, and outdoor enthusiasts. We define ourselves on a five-pillar founding construct: passion and intimacy, innovation, efficiency, value and service, and style. We are guided by our ten commitments, which include pursuing market leadership, maintaining a global presence, supporting specialty retailing, and developing a sustainable competitive advantage. Our employees have a tight bond and shared enthusiasm for the active outdoors. The sports we collectively engage in have athleticism, adventure and commitment at their core, and our team shares these qualities throughout the organization. We take pride in our efforts to support conservation, education, and recreation groups that are on the frontlines of protecting and preserving the wild lands we love and depend on. These shared core values enable us to attract and retain like-minded, highly motivated employees with passion for the active outdoors.

Experienced and Incentivized Senior Management Team. Our senior management team has been involved in the operation, acquisition, and integration of several successful companies. Peter Metcalf, our lead-founder and Chief Executive Officer for over 25 years, boasts a lifetime of active participation in outdoor sports and a compelling track record in the outdoor/ski products industry. Zeena A. Freeman, our President since August 2014, brings to the Company a combination of leadership, strategic thinking, brand management, and consumer product and omni-channel expertise. We are also supported by the skills and collective experience of Warren B. Kanders, our Executive Chairman, and Robert R. Schiller, our Executive Vice Chairman, who have substantial experience working together in managing operations and building public companies through strategic acquisitions and organic development, notably at Armor Holdings, Inc. Mr. Kanders and Mr. Schiller have worked together for the past 18 years. We have assembled a proven and talented global management team led by Mr. Metcalf. We have historically experienced very low management turnover, as our executives share a passion for outdoor recreation and an active lifestyle, and possess substantial experience in product development, marketing, and merchandising. The members of our Board of Directors and our executive officers, including Messrs. Kanders, Metcalf, and Schiller, as well as Ms. Zeena Freeman, are substantial stockholders of the Company and beneficially own approximately 31% of our outstanding common stock as of March 10, 2015, which we believe aligns the interests of our Board of Directors and our executive officers with those of our stockholders.

Growth Strategy

We intend to achieve sustainable, profitable growth by expanding organically in each of our historical product lines, our recently acquired businesses, and our new apparel and road cycling lines. Our goal is to become the number one premium active outdoor gear and lifestyle company.

Continue to service and grow existing retail accounts. Since our inception, we have developed strong relationships with our key retail partners through a mutual respect and admiration for the sports we serve. As the outdoor retail industry expands in terms of both sales and store count, we believe that we are well-poised to capitalize on this growth opportunity. Through our various corporate initiatives, including our retail introduction of a technical apparel line, the extension of our existing product portfolios, an emphasis on brand awareness and visual merchandising, we plan to grow and service our existing retail accounts as well as foster new relationships.

Introduce New Product Technologies and Expand Existing Brands Into New Categories. We believe our new product extensions present opportunities, through both technological innovation and expansion into new categories. We have a long history of technical innovation, introducing hundreds of new products and growing sales at a 14% compound annual growth rate since 1989. We expect to continue this product innovation and see the potential for continued growth driven by future product innovation as well as increasing participation in the active outdoor sports that we serve. For instance, POC continues its efforts to expand into the road cycling market with the debut of its award winning Octal AVIP MIPS helmet which was worn by Team Garmin Sharp in the Tour de France in 2014 and won the “Best Safety Product” award from Triathlete Magazine at the Fall 2014 Interbike trade show. POC continues its effort to expand into new markets with the announcement at the 2015 Consumer Electronics Show (CES) of a new partnership with Volvo Car Group for life saving wearable technology.

We continue to seek to expand our business into both adjacent and complementary product categories, including outdoor technical apparel. In 2012, we introduced to the trade our first, small apparel line which was in retail stores in fall 2013 and expanded substantially in Fall 2014. Likewise for POC, its entry into the road-cycling category in the spring of 2014 with innovative apparel helmets and accessories represented our initial move into cycling’s largest category. We believe that apparel represents the single largest growth opportunity for our brands and that our intimate understanding of the desired fit, performance, style, and aesthetics of products for the sports we serve will help us to be successful with our efforts to expand our apparel initiatives. We have expanded our product offerings and grown our sales through innovation in ski boots, gloves, trekking poles, helmets, headlamps and apparel as well as introducing new technologies, such as our JetForce avalanche airbags. We believe apparel represents a logical progression for our outdoor brands while also believing that footwear may be another natural extension of our product offerings and expect to seek to enter that market in the future.

Broaden Distribution Footprint and Elevate Brand Profile. We believe there is a significant opportunity to expand our brand presence and penetration outside of the U.S. market. The European alpine market is currently significantly larger than the U.S. market and is highly fragmented by country, with no clear leader across Europe. We have been able to gain market share by emphasizing our Black Diamond® brand, positioning it as a global brand with American roots and POC™ and PIEPS™ as global brands with Scandinavian and European roots, respectively. Furthermore, we plan to seek to bring some of our international distributors in-house, to seek to increase the number of doors we sell through and drive higher sales through new and existing doors.

We believe that our presence in Asia, driven by our business in Hong Kong, China, South Korea, Japan and other key Asian markets, represents a significant growth opportunity.

Expand Our Operating Margins. We believe opportunities exist to increase our margins to be more in-line with our outdoor peers. Over the past several years, we have made significant investments in our global operating platform and we are currently investing in our apparel and road cycling initiatives. A primary driver of our expected margin expansion will include leveraging these investments as our sales continue to grow. Additionally, we expect to see margin expansion as we shift our sales mix to higher margin products and build our direct-to-consumer business with their higher margins.

Our Brands

Our Black Diamond®, POC™, and PIEPS™ brands represent the pinnacle of innovation, quality, and performance to our customers in the active outdoor industry. All have rich histories that we believe transcend age, ethnicity, and geography. All have reputations as pioneers in the industry, designing and manufacturing gear that has changed the history of their collective sports.

Black Diamond®

Founded in 1989, Black Diamond Equipment is devoted to fostering the enthusiasm and dreams necessary to design and manufacture what we believe to be the best climbing and skiing gear in the world. Black Diamond Equipment's roots date back to 1957, when Chouinard Equipment Ltd. first manufactured rock climbing equipment. From its inspired beginning in 1957, Black Diamond Equipment has grown into a global company with operations on three continents. Since then, Black Diamond Equipment's innovative gear designs have set the standards in numerous areas, including rock climbing, mountaineering, backcountry skiing, ice climbing, and trekking. This is the result of dedication, desire, and passion on the part of Black Diamond Equipment's team of people who are climbers, skiers and mountaineers.

Black Diamond Equipment introduced the Turbo Express™ Ice Screw and Cobra™ Ice Tool, which are perfectly matched to the attitudes and needs of today's extreme ice climbs and mixed routes. For rock climbers, Black Diamond Equipment designed and built the world's first wire-gate carabiner, the HotWire™. Stronger, lighter, and easier to clip than previous carabiners, the HotWire proved that a seemingly basic design like a carabiner could be improved to meet the continuing demands of the sport.

Today, our commitment to the founding principles of Black Diamond Equipment remains as unwavering as ever. With 58 years of heritage and 25 years in business, Black Diamond Equipment has grown to include operations in the United States, Europe, and Asia. We strive to serve the spirit for all the sports we serve, and the sports' values and goals, past, present, and future. Black Diamond Equipment's intimacy with skiing, climbing, and mountaineering is proven by winning more than 40 awards in 2014 for climbing, mountaineering equipment, skiing and apparel. The innovative JetForce avalanche airbags won over half a dozen awards including accolades from Outside Magazine, National Geographic Adventure and ISPO Gold. In 2015, Black Diamond has already won notable awards in apparel including ISPO Gold for the Mission Pant with the patent pending PIEPS Pocket and over 20 awards for climbing hardware, packs, and ski gear. Additionally, the climb of the Dawn Wall by longtime Black Diamond athlete Tommy Caldwell gained mainstream global coverage.

POC™

Founded in 2004, POC produces and distributes to approximately 40 countries advanced-design helmets, body armor, goggles, eyewear, gloves, and apparel for action or "gravity sports," like skiing, snowboarding, and cycling, with a particular emphasis on safety and protection.

POC, renowned for its design aesthetic, research, and innovation, is the recipient of numerous recent industry awards in 2013, including the Ski Industry Association and US Ski Team's DesRoches Award for innovation in marketing and outstanding support and promotion of the US Ski Team and USSA club programs. Additionally, POC won ISPO awards in the ski category for the new multi-impact Auric helmet and Super Palm Comp gloves. POC's patented technologies continue to set new standards for construction, material combinations, and engineering for personal protection. In late 2014, Popular Mechanics named POC a Best of What's New grand award winner for the Skull Orbic Comp H.I. MIPS multi-impact helmet, and Triathlete Magazine named the Octal AVIP MIPS helmet the Best Safety Product of the Interbike tradeshow. POC won 2015/16 ISPO awards in the ski category for the new multi-impact Auric helmet and Super Palm Comp gloves.

PIEPS™

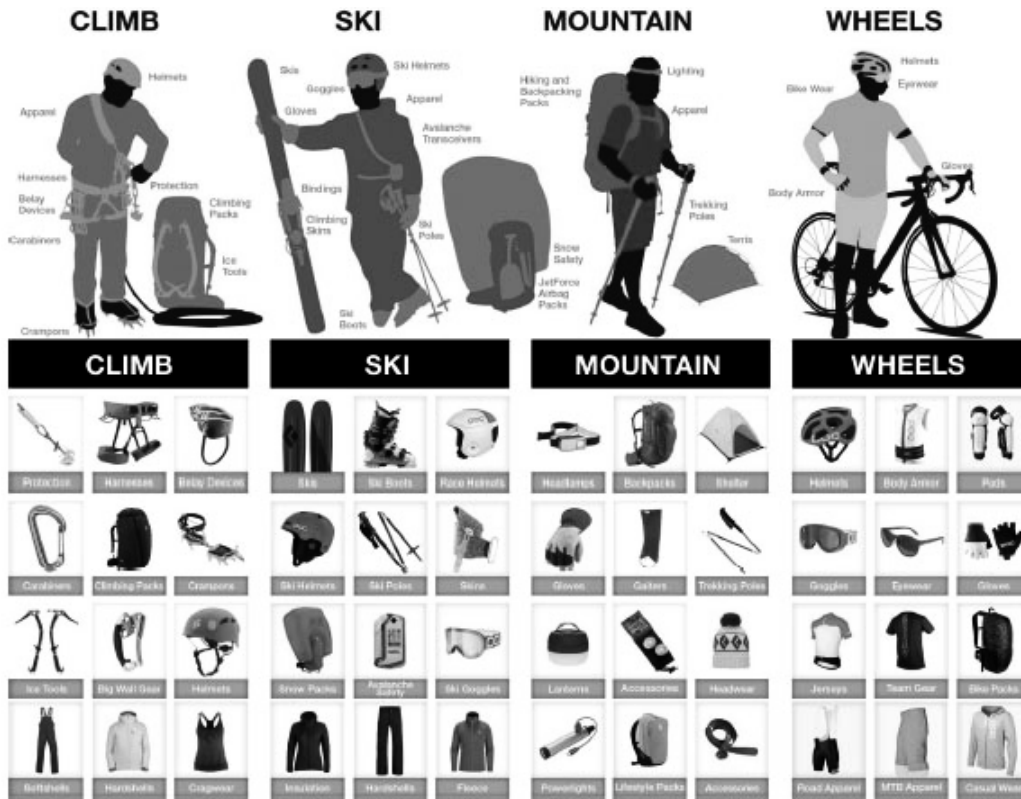
Founded in 2006, with roots dating back to 1972, PIEPS is recognized as an innovator and technology leader in avalanche safety equipment. PIEPS offers a focused range of premium avalanche safety products, including transceivers and probes, shovels, safety equipment, and packs. PIEPS is the official safety partner of the Association of Austrian Mountain and Ski Guides. PIEPS played a key partnership role with Black Diamond Equipment in development of the new JetForce avalanche airbag technology platform.

Our Products

We have developed a reputation for designing, manufacturing, and distributing products considered to be both innovative and dependable in their respective market niches. Our commitment to designing innovative, durable, and reliable products that enhance our customers' capabilities, comfort, and safety in their outdoor endeavors will remain our hallmark and mission. In addition to function, we believe our products' unique aesthetic appearance is another hallmark that distinguishes us in the outdoor marketplace. Our products have won over 40 awards from within the industry groups, from design media and consumer media including Backcountry, Backpacker, Climbing, Freeskier, National Geographic Adventure, Men's Journal, Outside, Powder, Rock & Ice, Ski, Skiing and Utah Innovation.

Our products span 33 single product categories and include a wide variety of technical outdoor equipment and lifestyle products for rock and ice climbers, alpinists, hikers, skiers, cyclists, and outdoor enthusiasts, providing seasonal diversification with a balance of sales across both the fall/winter and spring/summer sports seasons. We design many of our products for extreme applications, such as high altitude mountaineering, ice and rock climbing, mountain and road riding, as well as backcountry, freeride, alpine skiing, and race skiing. Generally, we divide our product offerings into the following four primary categories:

- **Climb:** Our climb line consists of technical apparel and equipment such as belay/rappel devices, bouldering products, carabiners and quickdraws, chalk, chalk bags, climbing packs, crampons, crash pads, harnesses, technical and mountaineering ice axes, ice and rock protection devices, a bouldering line of technical apparel, and various other climbing accessories. Our climb line represented approximately 27% of our sales during the year ended December 31, 2014.
- **Ski:** Our ski line consists of technical apparel, helmets, JetForce avalanche airbags, winter packs for skiing and snowboarding, bindings, body armor, boots, goggles, poles, skis, skins, snow gloves, snow packs, and avalanche safety devices, including transceivers, probes, and shovels. Our ski line represented approximately 34% of our sales during the year ended December 31, 2014.
- **Mountain:** Our mountain line consists of mountaineering backpacks for backpacking, expeditions, alpinism, and an array of day uses both in the outdoor environment and urban environments. We also offer gaiters, gloves, headlamps, lights, tents, trekking poles, and various other hiking and mountaineering accessories. Our mountain line represented approximately 35% of our sales during the year ended December 31, 2014.
- **Wheels:** Our wheels line consists of helmets, body armor, goggles, eyewear, gloves, hydration packs, and apparel for mountain and road cycling. Our wheels line represented approximately 4% of our sales during the year ended December 31, 2014.



Product Design and Development

We are a company founded on innovation and believe that our success is uniquely tied to our ability to consistently introduce new product innovations across all of our brands. We have a long history of technical innovation and product development, introducing hundreds of new products since 1989, with over 100 patents and patents pending worldwide. In recent years, we have developed many innovative products that we believe have revolutionized the active outdoor space. For example, in 2008, we introduced a new line of freeride ski boots featuring revolutionary ski/walk performance. We have also been an innovator in trekking poles, introducing the first poles with FlickLock® technology that allow a single-handed locking mechanism and Z-Poles that can fold to one-third their size. Our innovations in lighting have re-defined the headlamp niche by taking simple components and combining them in a unique manner. The AvaLung® backpack is a unique safety device that is designed to help adventurers survive an avalanche by increasing the amount of time a person can breathe while trapped under snow. The effectiveness of the Avalung® was tested by doctors and scientists, who published their results in the Journal of the American Medical Association in 2000.

POC has quickly established its reputation for sleek design and safety in the helmet and protection ranks in gravity sports such as skiing, snowboarding, and cycling. POC™ was one of the first helmet brands to use MIPS (Multi-directional Impact Protection Systems) to combat rotational impact which is common in most action sports falls. Similarly, PIEPS™ is a brand name synonymous with avalanche safety and beacons.

Each person involved in our product design and development process shares a passion for the active outdoor sports that we serve and strives to develop and iterate new ideas. We regularly rotate our designers and engineers across product categories as we believe this fosters creative inspiration. We conduct our product research and design activities at our locations in Salt Lake City, Utah, Stockholm, Sweden, and Lebring, Austria and conduct product evaluations at our offices located near Basel, Switzerland.

Our employees' passion and intimacy with our core outdoor activities helps foster new and innovative ideas. Our in-house research and development teams engage in all stages of planning, conceptualization, design, development, commercialization, and production. Our vertically integrated process allows our design team to conduct market research, brainstorm, plan product lines, prototype, and review designs before turning them over to our engineers to begin the development and production of the product. Quality assurance and control are a key component of our development process and products undergo rigorous in-house and field-testing at regular stages of the process. Our Salt Lake City headquarters, in the Wasatch Mountains, with such a vibrant user community, provides the ideal backdrop for our employees to test our new products. Likewise, our European locations provide quick access to their products' intended environments. Additionally, the athletes who endorse our products evaluate these products in the field and provide valuable feedback and suggestions to our designers. We believe this collaborative interaction helps preserve the brand image, authenticity, quality, and performance.

We typically bring new products from concept to market in approximately 24 to 36 months depending upon the technology integration and complexity of the product. We work simultaneously on product lines for the four subsequent selling seasons.

We expense research and development costs as incurred. As of December 31, 2014, we had 53 employees dedicated to research and development and have spent approximately \$22.2 million in connection with research and development activities over the last three calendar years. This does not include amounts previously incurred by POC and PIEPS during this period, which we acquired during 2012, and both have dedicated teams to their respective significant research and development activities.

Customers

We market and distribute our products in approximately 50 countries, primarily through independent specialty stores and specialty chains, including premium sporting goods and outdoor recreation stores and consumer catalogs, in the United States, Canada, South America, New Zealand, Europe, Asia, Australia, and Africa. Outside of North America, Europe and Japan, we also sell our products through independent global distributors into specialty retail stores. We also sell our products directly to customers through our wholly-owned Black Diamond retail store in Salt Lake City, Utah, POC retail store in Chamonix, France, as well as online at www.blackdiamondequipment.com and www.pocsports.com.

We have long-standing relationships with our specialty retail customers and maintain our commitment to continue to sell through this channel. We have a highly diversified customer base and sell products in approximately 10,000 retail locations, with the bulk of our business being done through independent retailers.

Our end users include a broad range of consumers, including mountain climbers, winter outdoor enthusiasts, backpackers, cyclists, ski racers, and outdoor-inspired consumers. Such consumers demand high-quality, reliable, and well-designed products to enhance their performance and safety in a multitude of outdoor activities in virtually any climate. We expect to leverage our user intimacy, engineering prowess, and design ability to expand into related technical product categories that target the same demographic group and distribution channels.

During 2014, REI accounted for approximately 11% of our sales. The loss of this customer could have a material adverse effect on us.

Sales and Marketing

We deploy our sales force by geographic region with a focus on providing our products to a broad spectrum of active outdoor enthusiasts, from core rock climbers and mountaineers to first-time skiers and cyclists. Within each of our brands, we strive to create a unique look and image for our products.

Our marketing strategy is focused on the goal of creating a truly seamless, “consumer-centric” approach that complements our strong relationships with our specialty retail partners. As part of this, Black Diamond is engaging on a limited basis outside partners and global retailers to build well-branded and retail-appropriate branding kits, fixturing, and window kits. As a regular part of our marketing program, we use various promotions, on both a local and global level, as well as public relations campaigns to promote our brands.

For the past 25 years, we’ve established and maintained ongoing relationships with professional athletes who excel at the sports of climbing, mountaineering, skiing, and cycling. These top athletes evaluate our products in the field with demanding use and under punishing conditions, providing valuable feedback and suggestions to our designers. They also promote our products at events, tradeshows and while in the field pursuing their sports. Finally, we believe they are invaluable at establishing brand authenticity with customers.

Our award-winning online marketing campaign is designed to increase consumer demand and awareness by connecting directly with our customer base as well as potential customers through www.blackdiamondequipment.com, www.pocsports.com, www.pieps.com, and a variety of social media outlets. Our online flagship marketing vehicles are www.blackdiamondequipment.com and www.pocsports.com, where we seek to give consumers in depth insight into our research and technology efforts, including helmet and protection design in the POC Lab, educate consumers, drive excitement for our products, and provide a memorable ecommerce experience for core athletes and beginners alike.

We continue to focus heavily on evolving our approach to social media and online marketing (email, paid and organic search) with the goal of increasing qualified visitation to our websites. The broader goal is and remains to offer our customer a best-in-class, intuitive, consistent, two-way conversation that enables them to interact with our brands in a manner consistent with the expectations set by the very products that have founded the Company. Part of this effort includes the development and nurturing of social media outlets as stand-alone Black Diamond® brand outposts. These outposts engage our most enthusiastic brand advocates with product updates, information regarding our sponsored athletes, their accomplishments and in turn, better help us create a sense of brand community while reinforcing brand identity. This past year has seen Black Diamond grow its Facebook “Likes” by 46% to 207,000, and the progress in our online marketing programs enabled the online business to achieve growth of 103% year-over-year.

Our social media strategy is to lever the strength of our growing fan bases as extremely well-targeted segments for brand-rich communications. We will seek to increase Facebook fan bases for all of the Company’s brands, curating original content uniquely suited to our communities, Facebook advertising and the launch of Facebook-exclusive interactive applications and raffles. We are seeking to increase our Twitter followers by posting unique and timely content, including product updates and information as well as posts regarding our sponsored athletes and their endeavors.

Manufacturing, Sourcing, Quality Assurance and Distribution

Manufacturing

The core of Black Diamond Equipment is based on our history as a manufacturer of precisely engineered rock climbing equipment. As we have grown in both capacity and capability, we have increased our professionalism and today our manufacturing operations are based on LEAN manufacturing principles. We still maintain the notion of craftsmanship melded into engineering as a driving force for what we manufacture.

Our objective is to deliver high quality products on-time, in the most cost efficient manner, and to support innovation to market. To achieve this, everybody in the organization is involved to continuously improve how we operate.

We currently operate three manufacturing facilities. The first, located in Salt Lake City, Utah, specializes in the fabrication of highly engineered components and a short-list of finished products. We have made significant investments in sophisticated, automated, and custom built equipment, including cold and hot-forging, laser cutting, heat-treating, CNC turning, machining and milling, tool making and semi-automated assembly. Our research and development and design teams are primarily situated at this facility.

The second facility, located in Zhuhai, China, specializes in finishing operations and assembly for the vast majority of products that we manufacture ourselves.

As part of a strategic initiative to improve the effectiveness of our global operations we will consolidate our manufacturing operations and ramp down our manufacturing operations in Zhuhai, China. The majority of activities will be transferred to our Salt Lake City manufacturing facility or to our current vendors in Asia or Europe. The objective is to become closer to the market, leverage economies of scale, reduce transportation and processing and shorten innovation to market. Our presence in Asia will transition to a compact 3PL cross-dock supply chain service center.

All the Black Diamond manufacturing and distribution operations are ISO 9001–2008 certified by an independent certifying agency and are audited yearly by an independent certifying body to ensure Black Diamond’s quality management system meets the requirements of ISO 9001–2008 and to ensure that Black Diamond’s certified products meet all necessary certification requirements.

Our third facility is our small, but efficient, PIEPS managed transceiver assembly facility, attached to PIEPS’ headquarters in Leibring, Austria.

We manufacture approximately 20% to 25% of our products, including nearly all climbing hard goods, in our facilities in the United States and Asia. The remaining approximately 75% to 80% of our products are also manufactured to our specifications in third-party, independently-owned facilities. We keep employees and agents on-site or via regular visits at these third-party, independently owned facilities to ensure that our products are manufactured to meet our specifications. While we do not maintain a long-term manufacturing contract with those facilities, we believe that our long-term relationships with them will help to ensure that a sufficient supply of goods built to our specification are available in a timely manner and on satisfactory economic terms in the future.

Sourcing

We source raw materials and components from a variety of suppliers. Our primary raw materials include aluminum, steel, nylon, corrugated cardboard for packaging, electrical components, plastic resin, urethane, and various textiles, foams, and fabrics. The raw materials used in the manufacture of our products are generally available from numerous suppliers in quantities sufficient to meet normal requirements.

We source packaging materials both domestically as well as from sources in Asia and Europe. We believe that all of our purchased products and materials could be readily obtained from alternative sources at comparable costs.

Quality Assurance

Quality assurance at Black Diamond has two primary functions:

- The first is to ensure that the product that we design and develop is manufactured to meet or exceed Black Diamond’s own standards and international regulatory standards. This involves creating inspection documentation, reviewing manufacturing processes with our various vendor-partners, and inspecting finished product to assure it meets the rigorous standards required by our customers. These activities take place globally, wherever product is manufactured.
- The second function is to provide real and meaningful input to the new product development process. Quality assurance professionals interact closely with the design team and bring knowledge and expertise to the design process, ensuring that the products we bring to market truly meet the criteria established by the category director when a new product is envisioned.

The engineering prowess of the quality assurance group (much like that of the manufacturing team) is a core competency that Black Diamond seeks to leverage across all product lines and brands.

Global Distribution

We conduct our global distribution and quality control operations as part of our Asian based activities. Having these functions located close to the source of much of our product allows us to aggregate, inspect, warehouse, and then distribute goods coming from an extremely diverse group of small to mid-size vendor partners. Our distribution model allows us to ship a broad cross-section of our product line in smaller quantities to our own global distribution centers and to those of our Independent Global Distributors (IGD) more frequently and at lower transportation and logistics costs.

Competition

Because of the diversity of our product offerings, we compete by niche with a variety of companies. Our products must stand up to the high standards set by the world’s elite mountain climbers, alpine skiers, adventurers, and cyclists. In the outdoor industry, quality and durability are paramount among these athletes who rely on our products to withstand some of the world’s most extreme conditions. In addition to extreme adventurers and racers, we believe all outdoor enthusiasts benefit from the high-quality standards of our products. We also believe our products compete favorably on the basis of product innovation, product performance, marketing support, and price.

The popularity of various outdoor activities and changing design trends affect the desirability of our products. Therefore, we seek to anticipate and respond to trends and shifts in consumer preferences by adjusting the mix of available product offerings by developing new products with innovative performance features and designs, and by marketing our products in a persuasive and memorable fashion to drive consumer awareness and demand. Failure to anticipate or respond to consumer needs and preferences in a timely and adequate manner could have a material adverse effect on our sales and profitability.

We compete with niche, privately-owned companies as well as a number of brands owned by large multinational companies, such as those set forth below.

- **Climb:** Our climbing products and accessories, such as belay devices, carabiners, and harnesses, compete with products from companies such as Arc’Teryx, Petzl, and Mammut.
- **Ski:** Our skiing apparel, equipment and accessories, such as technical apparel, skis, ski bindings, poles, transceivers, and boots, compete with products from competitors such as Atomic, Arc’Teryx, Backcountry Access, Dynafit (Salewa), Dynastar (Lange), K2, Marker, Nordica, Ortovox, Rossignol, Salomon, Scarpa, Scott, and Volkl.
- **Mountain:** Our mountaineering products, such as backpacks, trekking poles, headlamps, and tents, compete with products from companies such as Petzl, Mammut, Deuter, Kelty, Leki, Komperdell, Marmot, Mountain Hardwear, Mountainsmith, Osprey, Dakine, Sierra Designs, and The North Face.
- **Wheels:** Our wheels products, such as helmets, body armor, goggles, eyewear, and gloves, compete with products from companies such as Giro, Smith, K2, Uvex, and Oakley.

In addition, we compete with certain of our large wholesale customers who focus on the outdoor market, such as REI, Mountain Equipment Co-op and Decathlon, which manufacture, market and distribute their own climbing, mountaineering, and skiing products under their own private labels.

Intellectual Property

We believe our registered and pending word and icon trademarks worldwide, including the Black Diamond and Diamond “C” logos, Black Diamond®, ATC®, Camalot®, AvaLung®, FlickLock®, Ascension™, Time is Life®, Hexentric®, Stopper®, Dawn Patrol®, Bibler®, “Use.Design.Build.Engineer.Repeat”™, POC™, and PIEPS™, create international brand recognition for our products.

We believe our brands have an established reputation for high quality, reliability, and value, and accordingly, we actively monitor and police our brands against infringement to ensure their viability and enforceability.

In addition to trademarks, we hold over 100 patents and patents pending worldwide for a wide variety of technologies across our product lines.

Our success with our proprietary products is generally derived from our “first mover” advantage in the market as well as our commitment to protecting our current and future proprietary technologies and products, which acts as a deterrent to infringement of our intellectual property rights. While we believe our patent and trademark protection policies are robust and effective, if we fail to adequately protect our intellectual property rights, competitors may manufacture and market products similar to ours. Our principal intellectual property rights include our patents and trademarks but also include products containing proprietary trade secrets.

We cannot be sure that we will receive patents for any of our patent applications or that any existing or future patents that we receive or license will provide competitive advantages for our products. While we actively monitor our competitors to ensure that we do not compromise the intellectual property of others, we cannot be sure that competitors will not challenge, invalidate or avoid the application of any existing or future patents that we receive or license. In addition, patent rights may not prevent our competitors from developing, using or selling products that are in similar product niches as ours.

Seasonality

Our products are outdoor recreation related, which results in seasonal variations in sales and profitability. On a calendar year basis, we generally experience our greatest sales in the first and second quarters for certain of our products, including rock climbing gear, body armor, eyewear, goggles, headlamps, helmets, lanterns, packs, trekking poles, and tents and in the third and fourth quarters for our technical apparel, ski, glove, avalanche safety, and ice climbing products. Sales of these products may be negatively affected by unfavorable weather conditions and other market trends. The fall/winter season represents approximately 59% of our sales while spring/summer represents approximately 41% of our sales.

Working capital requirements vary throughout the year. We fund our working capital through the use of our line of credit facilities. Working capital increases during the first and third quarters of the year as inventory builds to support peak shipping periods and then decreases during the second and fourth quarters of the year as those inventories are sold and accounts receivable are collected, which cash collected is then used to pay down the outstanding amounts on the line of credit. As of December 31, 2014, we had no amounts outstanding on our Zions First National Bank line of credit.

Environmental Matters

Our operations are subject to federal, state, and local environmental, health and safety laws and regulations, including those that impose workplace standards and regulate the discharge of pollutants into the environment and establish standards for the handling, generation, emission, release, discharge, treatment, storage, and disposal of materials and substances including solid and hazardous wastes. We believe that we are in material compliance with such laws and regulations. Further, the cost of maintaining compliance has not, and we believe in the future, will not have a material adverse effect on our business, consolidated results of operations, and consolidated financial condition. Due to the nature of our operations and the frequently changing nature of environmental compliance standards and technology, we cannot predict with any certainty that future material capital or operating expenditures will not be required in order to comply with applicable environmental laws and regulations.

Employees

As of December 31, 2014, we had over 700 employees worldwide. None of our employees are represented by unions or covered by any collective bargaining agreements. We have not experienced any work stoppages or employee-related slowdowns and believe that our relationship with employees is satisfactory.

Executive Officers of the Registrant

The executive officers of our Company as of December 31, 2014 are as follows:

Warren B. Kanders, 57, our Executive Chairman, has served as one of our directors since June 2002 and as Executive Chairman of our Board of Directors since December 2002. Since 1990, Mr. Kanders has served as the President of Kanders & Company, Inc., a private investment firm principally owned and controlled by Mr. Kanders, which makes investments in and provides consulting services to public and private entities. From January 1996 until its sale to BAE Systems plc (“BAE Systems”) on July 31, 2007, Mr. Kanders served as the Chairman of the Board of Directors, and from April 2003 as the Chief Executive Officer, of Armor Holdings, Inc. (“Armor Holdings”), formerly a New York Stock Exchange-listed company and a manufacturer and supplier of military vehicles, armored vehicles, and safety and survivability products and systems to the aerospace and defense, public safety, homeland security, and commercial markets. Mr. Kanders received an A.B. degree in Economics from Brown University.

Robert R. Schiller, 52, has served as our Executive Vice Chairman since May 2010. Mr. Schiller served as Vice Chairman of the Board of Directors of Gregory Mountain Products from March 2008 until May 2010. From July 1996 until its sale to BAE Systems on July 31, 2007, Mr. Schiller served in a variety of capacities at Armor Holdings, including as a Director from June 2005, President from January 2004, Chief Operating Officer from April 2003, and Chief Financial Officer and Secretary from November 2000 to March 2004. Mr. Schiller graduated with a B.A. in Economics from Emory University in 1985 and received an M.B.A. from Harvard Business School in 1991.

Peter R. Metcalf, 59, has served as our President, Chief Executive Officer and director since May 2010. Mr. Metcalf served as the Chief Executive Officer and Chairman of the Board of Directors of Black Diamond Equipment since co-founding it in 1989 until the completion of the Company’s acquisition of Black Diamond Equipment in May 2010. He is a graduate of the University of Colorado, with a major in Political Science. He also earned a Certificate in Management from the Peter Drucker Center of Management.

Zeena A. Freeman, 47, has served as our President since August 2014. Ms. Freeman was Principal of Freeman Global LLC, advising clients on global retail strategy, digital and multi-channel innovation from January 2012 to August 2014. From November 2009 to November 2011, Ms. Freeman served at Sony Corporation as General Manager of Global Retail responsible for Sony’s worldwide store and e-commerce businesses; she also served as the Senior Vice President of Consumer Business Development for Sony Corporation of America, and was a member of the Global Sales and Marketing team in Tokyo. From July 2007 to June 2009, Freeman served as CEO of PEOPLE, an Indian fashion and lifestyle retail business that is part of the multi-national Aditya Birla Group. From August 1997 to April 2007, Ms. Freeman held a variety of senior merchandising and management roles principally at Gap, Inc., where she was Vice President and General Merchandise Manager of Banana Republic Factory Stores, Divisional Merchandise Manager, babyGap, and Divisional Merchandise Manager, Old Navy Canada. She also served as the special business assistant to Gap, Inc.’s CEO from January 1999 to June 2000. Ms. Freeman received her B.A. degree from Hamilton College and her MBA from New York University.

Aaron J. Kuehne, 36, is our Chief Financial Officer, Secretary and Treasurer. Mr. Kuehne previously served as the Company’s interim Chief Financial Officer, in addition to serving as its Vice President of Finance, principal financial officer and principal accounting officer. Before joining the Company in September 2010, Mr. Kuehne served as the Corporate Controller of Certiport from August 2009 to September 2010. From July 2004 to August 2009, Mr. Kuehne served in various capacities with KPMG LLP, most recently as Audit Manager. Mr. Kuehne graduated with a Bachelor of Arts degree in Accounting from University of Utah – David Eccles School of Business in 2002 and with an M.B.A. degree from University of Utah – David Eccles School of Business in 2004.

Available Information

Our Internet address is www.blackdiamond-inc.com. We make available free of charge on or through our website our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, and the proxy statement for our annual meeting of stockholders as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission. Forms 3, 4 and 5 filed with respect to our equity securities under Section 16(a) of the Securities Exchange Act of 1934, as amended, are also available on our website. All of the foregoing materials are located at the "SEC Filings" tab under the section titled "Investor Relations." The information found on our website shall not be deemed incorporated by reference by any general statement incorporating by reference this report into any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, and shall not otherwise be deemed filed under such Acts.

Materials we file with the Securities and Exchange Commission may be read and copied at the Securities and Exchange Commission's Public Reference Room at 100 F Street, Room 1580, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Securities and Exchange Commission's Public Reference Room by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Securities and Exchange Commission also maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Securities and Exchange Commission at www.sec.gov. In addition, you may request a copy of any such materials, without charge, by submitting a written request to: Black Diamond, Inc., c/o the Secretary, 2084 East 3900 South, Salt Lake City, UT 84124. The contents of the websites identified above are not incorporated into this Annual Report on Form 10-K.

ITEM 1A. RISK FACTORS

In addition to other information contained in this Annual Report on Form 10-K, the following risk factors should be carefully considered in evaluating our business, because such factors may have a significant impact on our business, operating results, liquidity and financial condition. As a result of the risk factors set forth below, actual results could differ materially from those mentioned in any forward-looking statements. Additional risks and uncertainties not presently known to us, or that we currently consider to be immaterial, may also impact our business, operating results, liquidity and financial condition. If any of the following risks occur, our business, operating results, liquidity and financial condition, and the price of our common stock, could be materially adversely affected.

Risks Related to Our Industry

Many of the products we sell are used for inherently risky mountain and outdoor pursuits and could give rise to product liability or product warranty claims and other loss contingencies, which could affect our earnings and financial condition.

Many of our products are used in applications and situations that involve high levels of risk of personal injury and death. As a result, we maintain a staff, including an in-house legal counsel, who focus on the appropriate disclaimers and markings and testing and seek to assure the quality and safety of our products. We stay current with the law to seek to provide thorough and protective disclaimers and instructions on all of our products and packaging. Furthermore, our technical climbing and avalanche safety equipment and our operations meet and are certified to International Personal Protective Equipment (PP) standards set by the EEC or ISO 9001 quality system standards. Failure to use our products for their intended purposes, failure to use or care for them properly, or their malfunction, or, in some limited circumstances, even correct use of our products, could result in serious bodily injury or death.

We remain exposed to product liability claims by the nature of the products we produce. Exposure occurs if one of our products is alleged to have resulted in property damage, bodily injury or other adverse effects. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product or activities associated with the product, negligence, strict liability, and a breach of warranties. Although we maintain product liability insurance in amounts that we believe are reasonable, there can be no assurance that we will be able to maintain such insurance on acceptable terms, if at all, in the future or that product liability claims will not exceed the amount of insurance coverage. Additionally, we do not maintain product recall insurance. As a result, product recalls or product liability claims could have a material adverse effect on our business, results of operations and financial condition.

As a manufacturer and distributor of consumer products, we are subject to the Consumer Products Safety Act, which empowers the Consumer Products Safety Commission to exclude from the market products that are found to be unsafe or hazardous. Under certain circumstances, the Consumer Products Safety Commission could require us to repurchase or recall one or more of our products. Additionally, laws regulating certain consumer products exist in some cities and states, as well as in other countries in which we sell our products, and more restrictive laws and regulations may be adopted in the future. Any repurchase or recall of our products could be costly to us and could damage our reputation. If we were required to remove, or we voluntarily removed, our products from the market, our reputation could be tarnished and we might have large quantities of finished products that we could not sell.

We spend substantial resources ensuring compliance with governmental and other applicable standards. However, compliance with these standards does not necessarily prevent individual or class action lawsuits, which can entail significant cost and risk. We do not maintain insurance against many types of claims involving alleged defects in our products that do not involve personal injury or property damage. As a result, these types of claims could have a material adverse effect on our business, results of operations, and financial condition.

Our product liability insurance program is an occurrence-based program based on our current and historical claims experience and the availability and cost of insurance. We carry both general and umbrella liability policies that insure us for product liability claims. The policy has a small retention, which enables us to manage and control our product liability claims. Historically, product liability awards have not exceeded our individual per occurrence self-insured retention. We cannot assure you, however, that our future product liability experience will be consistent with our past experience.

A substantial portion of our sales and gross profit is derived from a small number of large customers, none of whom are contractually obligated to continue buying our products. The loss of any of these customers could substantially reduce our profits.

A customer accounts for a significant portion of revenues. In the year ended December 31, 2014, REI accounted for approximately 11% of sales. Sales are generally on a purchase order basis, and we do not have long-term agreements with any of our customers. A decision by any of our major customers to decrease significantly the number of products purchased from us could substantially reduce sales and have a material adverse effect on our business, financial condition and results of operations. Moreover, in recent years, the retail industry has experienced consolidation and other ownership changes. In the future, retailers may further consolidate, undergo restructurings or reorganizations, realign their affiliations or reposition their stores' target market. These developments could result in a reduction in the number of stores that carry our products, increased ownership concentration within the retail industry, increased credit exposure, and increased retailer leverage over their suppliers. These changes could impact our opportunities in the market and increase our reliance on a smaller number of large customers.

We are subject to risks related to our dependence on the strength of retail economies in various parts of the world and our performance may be affected by general economic conditions.

Our business depends on the strength of the retail economies in various parts of the world, primarily in North America, Europe and to a lesser extent, Asia, Central and South America. These retail economies are affected primarily by factors such as consumer demand and the condition of the retail industry, which, in turn, are affected by general economic conditions and specific events such as natural disasters, terrorist attacks, and political unrest. The impact of these external factors is difficult to predict, and one or more of the factors could adversely impact our business, results of operations, and financial condition.

Purchases of many consumer products are discretionary and tend to be highly correlated with the cycles of the levels of disposable income of consumers. As a result, any substantial deterioration in general economic conditions could adversely affect consumer discretionary spending patterns, our sales, and our results of operations. In particular, decreased consumer confidence or a reduction in discretionary income as a result of unfavorable macroeconomic conditions may negatively affect our business. If the macroeconomic environment worsens, consumers may reduce or delay their purchases of our products. Any such reduction in purchases could have a material adverse effect on our business, financial condition, and results of operations.

Changes in the retail industry and markets for consumer products affecting our customers or retailing practices could negatively impact existing customer relationships and our results of operations.

We sell our products to retailers, including sporting goods and specialty retailers, as well as direct to consumers. A significant deterioration in the financial condition of our major customers could have a material adverse effect on our sales and profitability. We regularly monitor and evaluate the credit status of our customers and attempt to adjust sales terms as appropriate. Despite these efforts, a bankruptcy filing by a key customer could have a material adverse effect on our business, results of operations, and financial condition.

In addition, as a result of the desire of retailers to more closely manage inventory levels, there is a growing trend among retailers to make purchases on a "just-in-time" basis. This requires us to shorten our lead time for production in certain cases and more closely anticipate demand, which could in the future require us to carry additional inventories.

We may be negatively affected by changes in the policies of our retailer customers, such as inventory destocking, limitations on access to and time on shelf space, use of private label brands, price demands, payment terms, and other conditions, which could negatively impact our results of operations.

There is a growing trend among retailers in the U.S. and in foreign markets to undergo changes that could decrease the number of stores that carry our products or increase the concentration of ownership within the retail industry, including:

- consolidating their operations;
- undergoing restructurings or store closings;
- undergoing reorganizations; or
- realigning their affiliations.

These consolidations could result in a shift of bargaining power to the retail industry and in fewer outlets for our products. Further consolidations could result in price and other competition that could reduce our margins and our net sales.

Seasonality and weather conditions may cause our operating results to vary from quarter to quarter.

Sales of certain of our products are seasonal. Sales of our outdoor recreation products such as carabineers, harnesses, and related climbing equipment products increase during warm weather months and decrease during winter, while sales of our apparel line and winter sports equipment such as our POC helmets and our skis, boots, bindings, and related ski equipment increase during the cold weather months and decrease during summer. Weather conditions may also negatively impact sales. For instance, milder temperatures could prevent the formation of ice, which may negatively affect demand for our ice climbing products, and mild winter weather with less snowfall may negatively impact sales of our winter sports products. These factors could have a material adverse effect on our business, results of operations, and financial condition.

Our results of operations could be materially harmed if we are unable to accurately forecast demand for our products.

We often schedule internal production and place orders for products with independent manufacturers before our customers' orders are firm. Therefore, if we fail to accurately forecast customer demand, we may experience excess inventory levels or a shortage of product to deliver to our customers. Factors that could affect our ability to accurately forecast demand for our products include:

- an increase or decrease in consumer demand for our products or for products of our competitors;
- our failure to accurately forecast customer acceptance of new products;
- new product introductions by competitors;
- unanticipated changes in general market conditions or other factors, which may result in cancellations of orders or a reduction or increase in the rate of reorders placed by retailers;
- weak economic conditions or consumer confidence, which could reduce demand for discretionary items such as our products; and
- terrorism or acts of war, or the threat of terrorism or acts of war, which could adversely affect consumer confidence and spending or interrupt production and distribution of product and raw materials.

Inventory levels in excess of customer demand may result in inventory write-downs and the sale of excess inventory at discounted prices, which could have an adverse effect on our business, results of operations, and financial condition. On the other hand, if we underestimate demand for our products, our manufacturing facilities or third party manufacturers may not be able to produce products to meet customer requirements, and this could result in delays in the shipment of products and lost revenues, as well as damage to our reputation and customer relationships. There can be no assurance that we will be able to successfully manage inventory levels to exactly meet future order and reorder requirements.

Competition in our industries may hinder our ability to execute our business strategy, achieve profitability, or maintain relationships with existing customers.

We operate in a highly competitive industry. In this industry, we compete against numerous other domestic and foreign companies. Competition in the markets in which we operate is based primarily on product quality, product innovation, price, and customer service and support, although the degree and nature of such competition vary by location and product line. Some of our competitors are more established in their industries and have substantially greater revenue or resources than we do. Our competitors may take actions to match new product introductions and other initiatives. Since many of our competitors also source their products from third parties, our ability to obtain a cost advantage through sourcing is reduced. Certain of our competitors may be willing to reduce prices and accept lower profit margins to compete with us. Further, retailers often demand that suppliers reduce their prices on existing products. Competition could cause price reductions, reduced profits or losses or loss of market share, any of which could have a material adverse effect on our business, results of operations, and financial condition.

To compete effectively in the future in the consumer products industry, among other things, we must:

- maintain strict quality standards;
- develop new and innovative products that appeal to consumers;
- deliver products on a reliable basis at competitive prices;
- anticipate and respond to changing consumer trends in a timely manner;
- maintain favorable brand recognition; and
- provide effective marketing support.

Our inability to do any of these things could have a material adverse effect on our business, results of operations and financial condition.

If we fail to expand existing or develop new customer relationships, our ability to grow our business will be impaired.

Our growth depends to a significant degree upon our ability to expand existing relationships with current customers or develop new customer relationships. We cannot guarantee that new customers will be found, that any such new relationships will be successful when we do get them, or that business with current customers will increase. Failure to develop and expand such relationships could have a material adverse effect on our business, results of operations, and financial condition.

If we fail to adequately protect our intellectual property rights, competitors may manufacture and market products similar to ours, which could adversely affect our market share and results of operations.

Our success with our proprietary products depends, in part, on our ability to protect our current and future technologies and products and to defend our intellectual property rights. If we fail to adequately protect our intellectual property rights, competitors may manufacture and market products similar to ours. Our principal intellectual property rights include our trademarks, patents, and trade secrets.

We hold numerous patents for the invention of new or improved technologies, which are known as utility patents, and pending patent applications covering a wide variety of products. We cannot be sure that we will receive patents for any of our patent applications or that any existing or future patents that we receive or license will provide competitive advantages for our products. We also cannot be sure that competitors will not challenge, invalidate or avoid the application of any existing or future patents that we receive or license. In addition, patent rights may not prevent our competitors from developing, using or selling products that are similar or functionally equivalent to our products.

Third parties may have patents, or may be awarded new patents, that may materially adversely affect our ability to market, distribute and sell our products. Accordingly, our products, including, but not limited to, our technical climbing and backpack products, may become subject to patent infringement claims or litigation, any adverse determination of which could have a material adverse effect on our business, results of operations, and financial condition.

Changes in foreign, cultural, political, and financial market conditions could impair our international operations and financial performance.

Some of our operations are conducted or products are sold in countries where economic growth has slowed, such as Japan or where economies have suffered economic, social and/or political instability or hyperinflation, or where the ability to repatriate funds has been delayed or impaired in recent years, such as China. Current government economic and fiscal policies, including stimulus measures and currency exchange rates and controls in these economies may not be sustainable and, as a result, our sales or profits related to those countries may decline. The economies of other foreign countries important to our operations, including other countries in Asia and Europe, could also suffer slower economic growth or economic, social and/or political instability or hyperinflation in the future. International operations, including manufacturing and sourcing operations (and the international operations of our customers), are subject to inherent risks which could adversely affect us, including, among other things:

- protectionist policies restricting or impairing the manufacturing, sales or import and export of our products;
- new restrictions on access to markets;
- lack of developed infrastructure;
- inflation or recession;
- devaluations or fluctuations in the value of currencies;
- changes in and the burdens and costs of compliance with a variety of foreign laws and regulations, including tax laws, accounting standards, environmental laws and occupational health and safety laws;
- social, political or economic instability;
- acts of war and terrorism;
- natural disasters or other crises;
- reduced protection of intellectual property rights in some countries;
- increases in duties and taxation; and
- restrictions on transfer of funds and/or exchange of currencies; expropriation of assets; and other adverse changes in policies, including monetary, tax and/or lending policies, relating to foreign investment or foreign trade by our host countries.

Should any of these risks occur, our ability to sell or export our products or repatriate profits could be impaired and we could experience a loss of sales and profitability from our international operations, which could have a material adverse impact on our business.

If we cannot continue to develop new products in a timely manner, and at favorable margins, we may not be able to compete effectively.

We believe that our future success will depend, in part, upon our ability to continue to introduce innovative design extensions for our existing products and to develop, manufacture, and market new products. We cannot assure you that we will be successful in the introduction, manufacturing, and marketing of any new products or product innovations, or develop and introduce, in a timely manner, innovations to our existing products that satisfy customer needs or achieve market acceptance. Our failure to develop new products and introduce them successfully and in a timely manner, and at favorable margins, would harm our ability to successfully grow our business and could have a material adverse effect on our business, results of operations, and financial condition.

Our operating results can be adversely affected by changes in the cost or availability of raw materials.

Pricing and availability of raw materials for use in our businesses can be volatile due to numerous factors beyond our control, including general, domestic, and international economic conditions, labor costs, production levels, competition, consumer demand, import duties, and tariffs and currency exchange rates. This volatility can significantly affect the availability and cost of raw materials for us, and may therefore have a material adverse effect on our business, results of operations, and financial condition.

During periods of rising prices of raw materials, there can be no assurance that we will be able to pass any portion of such increases on to customers. Conversely, when raw material prices decline, customer demands for lower prices could result in lower sale prices and, to the extent we have existing inventory, lower margins. We currently do not hedge against our exposure to changing raw material prices. As a result, fluctuations in raw material prices could have a material adverse effect on our business, results of operations, and financial condition.

Supply shortages or changes in availability for any particular type of raw material can delay production or cause increases in the cost of manufacturing our products. We may be negatively affected by changes in availability and pricing of raw materials, which could negatively impact our results of operations.

Our operations in international markets, and earnings in those markets, may be affected by legal, regulatory, political, and economic risks.

Our ability to maintain the current level of operations in our existing international markets and to capitalize on growth in existing and new international markets is subject to risks associated with international operations. These include the burdens of complying with a variety of foreign laws and regulations, unexpected changes in regulatory requirements, new tariffs or other barriers to some international markets.

We cannot predict whether quotas, duties, taxes, exchange controls or other restrictions will be imposed by the United States, the European Union or other countries upon the import or export of our products in the future, or what effect any of these actions would have on our business, financial condition or results of operations. We cannot predict whether there might be changes in our ability to repatriate earnings or capital from international jurisdictions. Changes in regulatory and geopolitical policies and other factors may adversely affect our business or may require us to modify our current business practices.

Approximately 60% of our sales for the year ended December 31, 2014 were earned in international markets. We are exposed to risks of changes in U.S. policy for companies having business operations outside the United States, which could have a material adverse effect on our business, results of operations, and financial condition.

We use foreign suppliers and manufacturing facilities for a significant portion of our raw materials and finished products, which poses risks to our business operations.

A significant portion of our products sold were produced by and purchased from independent manufacturers primarily located in Asia, with substantially all of the remainder produced by our manufacturing facilities located in Utah and China. Although no single supplier and no one country controls a majority of our production needs, any of the following could materially and adversely affect our ability to produce or deliver our products and, as a result, have a material adverse effect on our business, financial condition, and results of operations:

- political or labor instability in countries where our facilities, contractors, and suppliers are located;
- political or military conflict, which could cause a delay in the transportation of raw materials and products to us and an increase in transportation costs;
- heightened terrorism security concerns, which could subject imported or exported goods to additional, more frequent or more lengthy inspections, leading to delays in deliveries or impoundment of goods for extended periods or could result in decreased scrutiny by customs officials for counterfeit goods, leading to lost sales, increased costs for our anti-counterfeiting measures and damage to the reputation of our brands;
- disease epidemics and health-related concerns, such as the H1N1 virus, bird flu, SARS, mad cow, and hoof-and-mouth disease outbreaks in recent years, which could result in closed factories, reduced workforces, scarcity of raw materials, and scrutiny or embargo of our goods produced in infected areas;
- imposition of regulations and quotas relating to imports and our ability to adjust timely to changes in trade regulations, which, among other things, could limit our ability to produce products in cost-effective countries that have the labor and expertise needed;
- imposition of duties, taxes and other charges on imports; and
- imposition or the repeal of laws that affect intellectual property rights.

Our business is subject to foreign, national, state, and local laws and regulations for environmental, employment, safety, and other matters. The costs of compliance with, or the violation of, such laws and regulations by us or by independent suppliers who manufacture products for us could have an adverse effect on our business, results of operations and financial condition.

Numerous governmental agencies in the United States and in other countries in which we have operations, enforce comprehensive national, state, and local laws and regulations on a wide range of environmental, employment, health, safety, and other matters. We could be adversely affected by costs of compliance or violations of those laws and regulations. In addition, the costs of products purchased by us from independent contractors could increase due to the costs of compliance by those contractors. Further, violations of such laws and regulations could affect the availability of inventory, thereby affecting our net sales.

We may incur significant costs in order to comply with environmental remediation obligations.

Environmental laws also impose obligations on various entities to clean up contaminated properties or to pay for the cost of such remediation, often upon parties that did not actually cause the contamination. Accordingly, we may be liable, either contractually or by operation of law, for remediation costs even if the contaminated property is not presently owned or operated by us, is a landfill or other location where we have disposed wastes, or if the contamination was caused by third parties during or prior to our ownership or operation of the property. Given the nature of the past industrial operations conducted by us and others at these properties, there can be no assurance that all potential instances of soil or groundwater contamination have been identified, even for those properties where an environmental site assessment has been conducted. Future events, such as changes in existing laws or policies or their enforcement, or the discovery of currently unknown contamination, may give rise to additional remediation liabilities that may have a material adverse effect upon our business, results of operations or financial condition.

Risks Related to our Business

Recent turmoil across various sectors of the financial markets may negatively impact the Company's business, financial condition, and/or operating results as well as our ability to effectively execute our acquisition strategy.

Recently, the various sectors of the credit markets and the financial services industry have been experiencing a period of unprecedented turmoil and upheaval characterized by disruption in the credit markets and availability of credit and other financing, the failure, bankruptcy, collapse or sale of various financial institutions and an unprecedented level of intervention from the United States federal government. While the ultimate outcome of these events cannot be predicted, they may have a material adverse effect on our ability to obtain financing necessary to effectively execute acquisitions, the ability of our customers and suppliers to continue to operate their businesses or the demand for our products, which could have a material adverse effect on the market price of our common stock and our business, financial condition, and results of operations.

We may not be able to adequately manage our growth.

We have expanded, and are seeking to continue to expand, our business. This growth has placed significant demands on our management, administrative, operating, and financial resources as well as our manufacturing capacity capabilities. The continued growth of our customer base, the types of products offered and the geographic markets served can be expected to continue to place a significant strain on our resources. Personnel qualified in the production and marketing of our products are difficult to find and hire, and enhancements of information technology systems to support growth are difficult to implement. Our future performance and profitability will depend in large part on our ability to attract and retain additional management and other key personnel, as well as our ability to increase and maintain our manufacturing capacity capabilities to meet the needs of our current and future customers. Any failure to adequately manage our growth could have a material adverse effect on the market price of our common stock and our business, financial condition, and results of operations.

Although we have limited experience in developing new products outside of our core markets of rock-climbing, mountaineering, and skiing equipment, our plans call for significant investments in a short period of time to allow us to enter into new lines, such as apparel, and these investments and our plans in general may be delayed.

We plan to expand our brand into new categories such as apparel over the next five years. We launched our first apparel line in fall 2013. We have limited experience in developing apparel products. Our ability to develop apparel products, for instance, is dependent upon our making significant investments to attract and retain executives with the skills and expertise to develop, launch, and sell an apparel line and to establish the necessary design, manufacturing, and testing processes. If we are unable to attract the necessary talent, or otherwise fail to set up the necessary processes for our apparel line, or for other new lines contemplated by our business plan, our growth plans may be delayed or diminished, which could have a material adverse effect on the market price of our common stock and our business, financial condition, and results of operations.

The Company's existing credit agreement contains financial and restrictive covenants that may limit our ability to operate our business.

The agreement governing the Company's credit facility contains, and any of its other future debt agreements may contain, covenant restrictions that limit its ability to operate its business, including restrictions on its ability to:

- incur debt (including secured debt) or issue guarantees;
- grant liens on its assets;
- sell substantially all of our assets; and
- enter into certain mergers or consolidations or make certain acquisitions.

In addition, the Company's credit facility contains other affirmative and negative covenants, including the requirements to maintain a minimum level of earnings before interest, tax, depreciation, and amortization, tangible net worth and asset coverage. The Company's ability to comply with these covenants is dependent on its future performance, which will be subject to many factors, some of which are beyond its control, including prevailing economic conditions. Any failure to comply with the restrictions of our credit facility or any subsequent financing agreements may result in an event of default. An event of default may allow the creditors, if the agreements so provide, to accelerate the related debt as well as any other debt to which a cross-acceleration or cross-default provision applies. In addition, the lender under our credit facility may be able to terminate any commitments it had made to supply us with further funds. If we default on the financial covenants in our credit facility, our lender could exercise all rights and remedies available to it, which could have a material adverse effect on our business, results of operations and financial condition.

As a result of these covenants, the Company's ability to respond to changes in business and economic conditions and to obtain additional financing, if needed, may be significantly restricted, and the Company may be prevented from engaging in transactions or making acquisitions of a business that might otherwise be beneficial to it.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

Borrowings under the revolving portion of our credit facility are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income and cash flows would decrease.

Currency devaluations or fluctuations may significantly increase our expenses and affect our results of operations as well as the carrying value of international assets on our balance sheet, especially where the currency is subject to intense political and other outside pressures, such as in the case of the Euro and the Swiss Franc.

While we transact business predominantly in U.S. dollars and most of our revenues are collected in U.S. dollars, a substantial portion of our assets, revenues, costs, and earnings are denominated in other currencies, such as the Euro and the Swiss Franc. Changes in the relation of these and other currencies to the U.S. dollar will affect the carrying value of our international assets as well as our sales and profitability and could result in exchange losses. For example, a devaluation of the Euro would negatively impact the carrying value of our assets in Europe and our results of operations because the earnings and assets in Europe would be reduced when translated into U.S. dollars.

Additionally, as the Company has substantial operations and assets located outside the United States, foreign operations expose us to foreign currency devaluations or fluctuations that could have a material adverse impact on our business, results of operations and financial condition based on the movements of the applicable foreign currency exchange rates in relation to the U.S. dollar, both for purposes of actual conversion and financial reporting purposes. The impact of future exchange rate devaluations or fluctuations on our results of operations cannot be accurately predicted. There can be no assurance that the U.S. dollar foreign exchange rates will be stable in the future or that fluctuations in financial or foreign markets will not have a material adverse effect on our business, results of operations, and financial condition.

Compliance with changing laws, regulations and standards of corporate governance and public disclosure may result in additional expenses.

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002 (the "Sarbanes Oxley Act"), the Dodd-Frank Wall Street Reform and Consumer Protection Act, new Securities and Exchange Commission regulations and NASDAQ rules, are creating uncertainty for companies such as ours. These new or changed laws, regulations, and standards are subject to varying interpretations, in many cases due to their lack of specificity. As a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We are committed to maintaining high standards of corporate governance and public disclosure. As a result, our efforts to comply with evolving laws, regulations, and standards have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

We will face particular challenges in maintaining and reporting on our internal control over financial reporting.

Section 404 of the Sarbanes-Oxley Act requires that we evaluate and report on our system of internal control over financial reporting and requires that we have our internal control over financial reporting audited. If we fail to maintain adequate internal controls, we could be subject to regulatory scrutiny, civil or criminal penalties and/or stockholder litigation. Any inability to provide reliable financial reports could harm our business and the trading price of our common stock. Section 404 of the Sarbanes-Oxley Act also requires that our independent registered public accounting firm report on the effectiveness of the Company's internal control over financial reporting. In addition, acquisition targets may not be in compliance with the provisions of the Sarbanes-Oxley Act regarding adequacy of their internal controls. The development of the internal controls of any such entity to achieve compliance with the Sarbanes-Oxley Act may increase the time and costs necessary to complete any such acquisition.

If we identify any material weaknesses or significant deficiencies in our internal control over financial reporting, we may need to take costly steps to implement improved controls and may be subject to sanctions for failure to comply with the requirements of the Sarbanes-Oxley Act. Such remedial costs or sanctions could have a material adverse effect on our results of operations and financial condition. Further, we would be required to disclose any material weakness in internal control over financial reporting, and we would receive an adverse opinion on our internal control over financial reporting from our independent auditors. These factors could cause investors to lose confidence in our reported financial information and could have a negative effect on the trading price of our stock.

There are significant risks associated with acquiring and integrating businesses.

An element of our general growth strategy is the acquisition of businesses and assets that will complement our current business, increase size, expand our geographic scope of operations and otherwise offer growth opportunities. We may not be able to successfully identify attractive acquisition opportunities, obtain financing for acquisitions, make acquisitions on satisfactory terms, or successfully acquire and/or integrate identified targets. In identifying, evaluating and selecting a target business for a potential acquisition, we expect to encounter intense competition from other entities, including blank check companies, private equity groups, venture capital funds, leveraged buyout funds, and operating businesses seeking strategic acquisitions. Many of these entities are well-established and have extensive experience identifying and effecting business combinations directly or through affiliates. Moreover, many of these competitors possess greater financial, technical, human and other resources than us which will give them a competitive advantage in pursuing the acquisition of certain target businesses.

Our ability to implement our acquisition strategy is also subject to other risks and costs, including:

- loss of key employees, customers or suppliers of acquired businesses;
- diversion of management’s time and attention from our core businesses;
- adverse effects on existing business relationships with suppliers and customers;
- our ability to secure necessary financing;
- our ability to realize operating efficiencies, synergies, or other benefits expected from an acquisition;
- risks associated with entering markets in which we have limited or no experience;
- risks associated with our ability to execute successful due diligence; and
- assumption of contingent or undisclosed liabilities of acquisition targets.

Any of the above risks could have a material adverse effect on the market price of our common stock and our business, financial condition and results of operations.

Our Board of Directors and executive officers have significant influence over our affairs.

The members of our Board of Directors and our executive officers, which includes Messrs. Warren B. Kanders, Peter Metcalf and Robert R. Schiller as well as Ms. Zeena A. Freeman, beneficially own approximately 31% of our outstanding common stock as of March 10, 2015. As a result, our Board of Directors and executive officers, to the extent they vote their shares in a similar manner, have influence over our affairs and could exercise such influence in a manner that is not in the best interests of our other stockholders, including by attempting to delay, defer or prevent a change of control transaction that might otherwise be in the best interests of our stockholders.

We may be unable to realize the benefits of our net operating losses and tax credit carryforwards.

Net operating losses (“NOLs”) may be carried forward to offset federal and state taxable income in future years and eliminate income taxes otherwise payable on such taxable income, subject to certain adjustments. Based on current federal corporate income tax rates, our NOL and other carryforwards could provide a benefit to us, if fully utilized, of significant future tax savings. However, our ability to use these tax benefits in future years will depend upon the amount of our otherwise taxable income. If we do not have sufficient taxable income in future years to use the tax benefits before they expire, we will lose the benefit of these NOL carryforwards permanently.

Additionally, if we underwent an ownership change, the NOL carryforward limitations would impose an annual limit on the amount of the taxable income that may be offset by our NOL generated prior to the ownership change. If an ownership change were to occur, we may be unable to use a significant portion of our NOL to offset taxable income. In general, an ownership change occurs when, as of any testing date, the aggregate of the increase in percentage points of the total amount of a corporation's stock owned by one or more "5-percent shareholders" within the meaning of Section 382 of the Internal Revenue Code ("Code") whose percentage ownership of the stock has increased as of such date over the aggregate of the lowest percentage of the stock owned by such 5-percent shareholder at any time during the three-year period preceding such date is more than 50 percentage points. In general, persons who own 5% or more of a corporation's stock are 5-percent shareholders, and all stock owned by persons who are not 5-percent shareholders is treated as owned by one 5-percent shareholder. The issuance of a large number of shares of common stock in connection with any acquisitions could result in a limitation of the use of our NOLs.

Further, our certificate of incorporation provides for blank check preferred stock, which allows the Board to issue preferred stock at any time with rights and designations set forth by the Board. Section 382 of the Code generally excludes preferred stock when calculating ownership percentages as they relate to our NOLs if the preferred stock satisfies all of the following criteria: it is not entitled to vote, it is limited and preferred as to dividends and does not participate in corporate growth to any significant extent, it has redemption and liquidation rights which do not exceed the issue price of such stock (except for a reasonable redemption or liquidation premium), and it is not convertible into another class of stock. Our Board may authorize and issue preferred stock that does not meet these criteria, and such preferred stock would count towards determining ownership change under Section 382 of the Code. Therefore the issuance of any preferred stock could increase the likelihood of a limitation of the use of our NOLs.

Moreover, if a corporation experiences an ownership change and does not satisfy the continuity of business enterprise, or COBE, requirement (which generally requires that the corporation continue its historic business or use a significant portion of its historic business assets in a business for the two-year period beginning on the date of the ownership change), it cannot, subject to certain exceptions, use any NOL from a pre-change period to offset taxable income in post-change years.

The actual ability to utilize the tax benefit of any existing NOLs will be subject to future facts and circumstances with respect to meeting the above described COBE requirements at the time NOLs are being utilized on a tax return. The realization of NOLs and the recognition of asset and valuation allowances for deferred taxes require management to make estimates and judgments about the Company's future profitability which are inherently uncertain. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. If, in the opinion of management, it becomes more likely than not that some portion or all of the deferred tax assets will not be realized, deferred tax assets would be reduced by a valuation allowance and any such reduction could have a material adverse effect on the financial condition of the Company.

The amount of NOL and tax credit carryforwards that we have claimed has not been audited or otherwise validated by the U.S. Internal Revenue Service (the "IRS"). The IRS could challenge our calculation of the amount of our NOL or our determinations as to when a prior change in ownership occurred, and other provisions of the Code may limit our ability to carry forward our NOL to offset taxable income in future years. If the IRS were successful with respect to any such challenge, the potential tax benefit of the NOL carryforwards to us could be substantially reduced.

Certain protective measures implemented by us to preserve our NOL may not be effective or may have some unintended negative effects.

On July 24, 2003, at our Annual Meeting of Stockholders, our stockholders approved an amendment (the "Amendment") to our Amended and Restated Certificate of Incorporation to restrict certain acquisitions of our securities in order to help assure the preservation of our NOL. The Amendment generally restricts direct and indirect acquisitions of our equity securities if such acquisition will affect the percentage of the Company's capital stock that is treated as owned by a "5% stockholder." Additionally, on February 7, 2008, our Board of Directors approved a rights agreement which is designed to assist in limiting the number of 5% or more owners and thus reduce the risk of a possible "change of ownership" under Section 382 of the Code.

Although the transfer restrictions imposed on our capital stock and the rights agreement are intended to reduce the likelihood of an impermissible ownership change, there is no guarantee that such protective measures would prevent all transfers that would result in an impermissible ownership change. These protective measures also will require any person attempting to acquire a significant interest in us to seek the approval of our Board of Directors. This may have an "anti-takeover" effect because our Board of Directors may be able to prevent any future takeover. Similarly, any limits on the amount of capital stock that a stockholder may own could have the effect of making it more difficult for stockholders to replace current management. Additionally, because protective measures implemented by us to preserve our NOL will have the effect of restricting a stockholder's ability to acquire our common stock, the liquidity and market value of our common stock might suffer.

The loss of any member of our senior management or certain other key executives could significantly harm our business.

Our ability to maintain our competitive position is dependent to a large degree on the efforts and skills of our senior management team, including Warren B. Kanders, Peter Metcalf, Zeena Freeman and Robert R. Schiller. If we were to lose the services of any member of our senior management, our business may be significantly impaired. In addition, many of our senior executives have strong industry reputations, which aid us in identifying acquisition and borrowing opportunities, and having such opportunities brought to us. The loss of the services of these key personnel could materially and adversely affect our operations because of diminished relationships with lenders, existing and prospective tenants, property sellers and industry personnel.

Our Board of Directors may change significant corporate policies without stockholder approval.

Our investment, financing, borrowing and dividend policies and our policies with respect to all other activities, including growth, debt, capitalization and operations, will be determined by our Board of Directors. These policies may be amended or revised at any time and from time to time at the discretion of the Board of Directors without a vote of our stockholders. In addition, the Board of Directors may change our policies with respect to conflicts of interest provided that such changes are consistent with applicable legal requirements. A change in these policies could have an adverse effect on our financial condition, results of operations, cash flow, per share trading price of our common stock and ability to satisfy our debt service obligations and to pay dividends to our stockholders.

Compensation awards to our management may not be tied to or correspond with our improved financial results or share price.

The compensation committee of our Board of Directors is responsible for overseeing our compensation and employee benefit plans and practices, including our executive compensation plans and our incentive compensation and equity-based compensation plans. Our compensation committee has significant discretion in structuring compensation packages and may make compensation decisions based on any number of factors. As a result, compensation awards may not be tied to or correspond with improved financial results for the Company or the share price of our common stock.

Risks Related to our Common Stock

Our Amended and Restated Certificate of Incorporation authorizes the issuance of shares of preferred stock.

Our Amended and Restated Certificate of Incorporation provides that our Board of Directors will be authorized to issue from time to time, without further stockholder approval, up to 5,000,000 shares of preferred stock in one or more series and to fix or alter the designations, preferences, rights and any qualifications, limitations or restrictions of the shares of each series, including the dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, including sinking fund provisions, redemption price or prices, liquidation preferences and the number of shares constituting any series or designations of any series. Such shares of preferred stock could have preferences over our common stock with respect to dividends and liquidation rights. We may issue additional preferred stock in ways which may delay, defer or prevent a change in control of the Company without further action by our stockholders. Such shares of preferred stock may be issued with voting rights that may adversely affect the voting power of the holders of our common stock by increasing the number of outstanding shares having voting rights, and by the creation of class or series voting rights.

We do not expect to pay dividends on our common stock in the foreseeable future.

Although our stockholders may receive dividends if, as and when declared by our Board of Directors, we do not intend to pay dividends on our common stock in the foreseeable future. Therefore, you should not purchase our common stock if you need immediate or future income by way of dividends from your investment. In addition, upon an event of default under our credit facility, we are prohibited from declaring or paying any dividends on our common stock or generally making other distributions to our stockholders.

The price of our common stock has been and is expected to continue to be volatile, which could affect a stockholder's return on investment.

There has been significant volatility in the stock market and in particular in the market price and trading volume of securities, which has often been unrelated to the performance of the companies. The market price of our common stock has been subject to significant fluctuations, and we expect it to continue to be subject to such fluctuations for the foreseeable future. We believe the reasons for these fluctuations include, in addition to general market volatility, the relatively thin level of trading in our stock, and the relatively low public float. Therefore, variations in financial results, announcements of material events, technological innovations or new products by us or our competitors, our quarterly operating results, changes in general conditions in the economy or the health care industry, other developments affecting us or our competitors or general price and volume fluctuations in the market are among the many factors that could cause the market price of our common stock to fluctuate substantially.

Shares of our common stock have been thinly traded in the past.

The trading volume of our common stock has not been significant, and there may not be an active trading market for our common stock in the future. As a result of the thin trading market or “float” for our stock, the market price for our common stock may fluctuate significantly more than the stock market as a whole. Without a large float, our common stock is less liquid than the stock of companies with broader public ownership and, as a result, the trading prices of our common stock may be more volatile. In the absence of an active public trading market, an investor may be unable to liquidate his investment in our common stock. Trading of a relatively small volume of our common stock may have a greater impact on the trading price for our stock than would be the case if our public float were larger. We cannot predict the prices at which our common stock will trade in the future.

The sale of a substantial amount of our common stock in the public market could adversely affect the prevailing market price of our common stock.

We have outstanding an aggregate of 32,704,171 shares of our common stock as of March 10, 2015. This includes 7,835,284 shares of common stock that are beneficially owned by Mr. Kanders, our Chairman of the Board, of which he has 5,647,367 hypothecated and/or pledged as security for loans from financial institutions, and that may be sold by such financial institutions in the event of a foreclosure of these loans. The sale of a significant amount of shares at any given time, or the perception that such sales could occur, including sales of the shares beneficially owned by Mr. Kanders, could adversely affect the prevailing market price of our common stock.

We may issue a substantial amount of our common stock in the future, which could cause dilution to current investors and otherwise adversely affect our stock price.

We may issue additional shares of common stock as consideration for such acquisition. These issuances could be significant. To the extent that we make acquisitions and issue our shares of common stock as consideration, your equity interest in us will be diluted. Any such issuance will also increase the number of outstanding shares of common stock that will be eligible for sale in the future. Persons receiving shares of our common stock in connection with these acquisitions may be more likely to sell off their common stock, which may influence the price of our common stock. In addition, the potential issuance of additional shares in connection with anticipated acquisitions could lessen demand for our common stock and result in a lower price than might otherwise be obtained. We may issue common stock in the future for other purposes as well, including in connection with financings, for compensation purposes, in connection with strategic transactions or for other purposes. The issuance of a large number of shares of common stock in connection with an acquisition could also have a negative effect on our ability to use our NOLs.

The announcement of our exploration of a full range of strategic alternatives may negatively impact our business, financial condition and results of operations.

On March 16, 2015, the Company announced that it has engaged Rothschild Inc. and Robert W. Baird & Co., Incorporated as financial advisors to lead an exploration of a full range of strategic alternatives for each of the Company’s brands, Black Diamond, POC and PIEPS. There can be no assurance as to the outcome of the strategic alternatives process, that any particular strategic alternative will be pursued or that any transaction will occur. In addition, the exploration of strategic alternatives may create perceived uncertainties as to our future direction and may result in the loss of employees, customers or business partners.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate headquarters, as well as our primary research and manufacturing facility, is located in a facility owned by the Company in Salt Lake City, Utah. In addition, at December 31, 2014, the Company and its subsidiaries lease or own facilities throughout the U.S., Europe and Asia. In general, our properties are well maintained, considered adequate and being utilized for their intended purposes.

The following table identifies and provides certain information regarding our principal facilities:

<u>Activity</u>	<u>Location</u>	<u>Owned/Leased</u>
Corporate Headquarters:	Salt Lake City, Utah	Owned
U.S. Distribution and Manufacturing Facilities:	Salt Lake City, Utah	Owned/Leased
China Distribution and Manufacturing Facilities:	Free Trade Zone, Zhuhai City, Guangdong Providence, PR China	Leased
Black Diamond European Sales, Marketing and Distribution Office:	Reinach, Switzerland	Leased
POC Sales and Marketing Office:	Stockholm, Sweden	Leased
POC Europe Service Center:	Salzburg, Austria	Leased
PIEPS Sales and Marketing Office:	Lebring, Austria	Leased

ITEM 3. LEGAL PROCEEDINGS

Legal Proceedings

The Company is involved in various legal disputes and other legal proceedings that arise from time to time in the ordinary course of business. Based on currently available information, the Company does not believe that the disposition of any of the legal disputes the Company or its subsidiaries is currently involved in will have a material adverse effect upon the Company's consolidated financial condition, results of operations or cash flows. It is possible that, as additional information becomes available, the impact on the Company of an adverse determination could have a different effect.

Litigation

The Company is involved in various lawsuits arising from time to time that the Company considers ordinary routine litigation incidental to its business. Amounts accrued for litigation matters represent the anticipated costs (damages and/or settlement amounts) in connection with pending litigation and claims and related anticipated legal fees for defending such actions. The costs are accrued when it is both probable that a liability has been incurred and the amount can be reasonably estimated. The accruals are based upon the Company's assessment, after consultation with counsel (if deemed appropriate), of probable loss based on the facts and circumstances of each case, the legal issues involved, the nature of the claim made, the nature of the damages sought and any relevant information about the plaintiffs and other significant factors that vary by case. When it is not possible to estimate a specific expected cost to be incurred, the Company evaluates the range of probable loss and records the minimum end of the range. Based on current information, the Company believes that the ultimate conclusion of the various pending litigations of the Company, in the aggregate, will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

Product Liability

As a consumer goods manufacturer and distributor, the Company faces the risk of product liability and related lawsuits involving claims for substantial money damages, product recall actions and higher than anticipated rates of warranty returns or other returns of goods. The Company is therefore vulnerable to various personal injury and property damage lawsuits relating to its products and incidental to its business.

Based on current information, there are no pending product liability claims and lawsuits of the Company, which the Company believes in the aggregate, will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

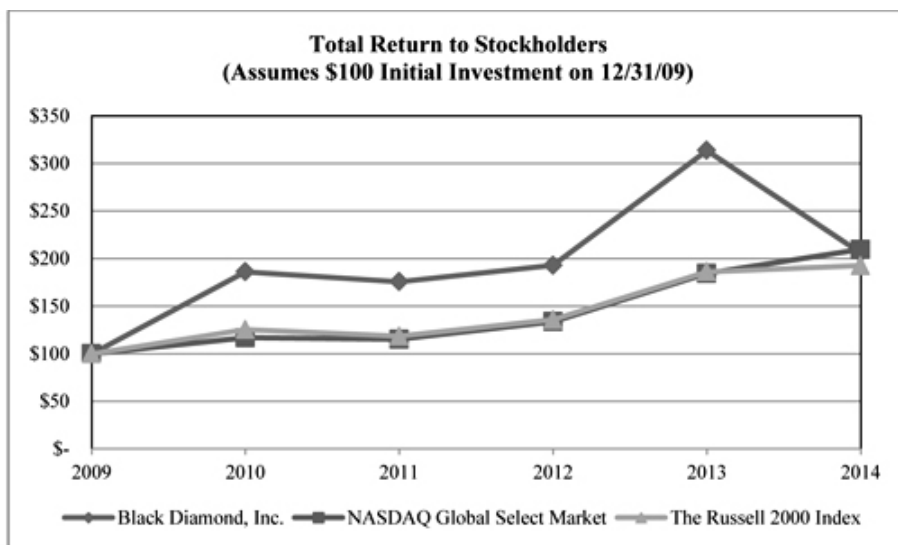
Our common stock is listed for trading on NASDAQ Global Select Market under the trading symbol “BDE”. The following table sets forth the reported high and low sale prices for the periods indicated:

	High	Low
Year ended December 31, 2014		
First Quarter	\$ 14.55	\$ 9.14
Second Quarter	\$ 12.60	\$ 10.30
Third Quarter	\$ 11.42	\$ 7.50
Fourth Quarter	\$ 9.50	\$ 7.11
Year ended December 31, 2013		
First Quarter	\$ 9.20	\$ 7.55
Second Quarter	\$ 10.11	\$ 8.59
Third Quarter	\$ 12.68	\$ 9.16
Fourth Quarter	\$ 15.15	\$ 11.93

Performance Graph

Set forth below is a line graph comparing the yearly percentage change in the cumulative total stockholder return on our common stock to the cumulative total return of the NASDAQ Global Select Market Composite and the Russell 2000 Index for the period commencing on December 31, 2009 and ending on December 31, 2014 (the “Measuring Period”). The graph assumes that the value of the investment in our common stock and the indexes was \$100 on December 31, 2009. The yearly change in cumulative total return is measured by dividing (1) the sum of (i) the cumulative amount of dividends for the Measuring Period, assuming dividend reinvestment, and (ii) the change in share price between the beginning and end of the Measuring Period, by (2) the share price at the beginning of the Measuring Period.

Historical stock price performance should not be relied on as indicative of future stock price performance.



Total Return Analysis

	12/31/2009	12/31/2010	12/31/2011	12/31/2012	12/31/2013	12/31/2014
Black Diamond, Inc.	\$ 100.00	\$ 186.12	\$ 175.76	\$ 192.94	\$ 313.65	\$ 205.88
The Russell 2000 Index	\$ 100.00	\$ 125.31	\$ 118.47	\$ 135.81	\$ 186.07	\$ 192.63
NASDAQ Global Select Market	\$ 100.00	\$ 116.78	\$ 115.28	\$ 133.65	\$ 184.43	\$ 209.70

Stockholders

On March 10, 2015, the last reported sales price for our common stock was \$7.11 per share. As of March 10, 2015, there were 115 holders of record of our common stock.

Dividends

We currently anticipate that we will retain all future earnings for use in our business and do not anticipate that we will pay any cash dividends in the foreseeable future. The payment of any future dividends will be at the discretion of our Board of Directors and will depend upon, among other things, our results of operations, capital requirements, general business conditions, contractual restrictions on payment of dividends, if any, legal and regulatory restrictions on the payment of dividends, and other factors our Board of Directors deems relevant.

Recent Sales of Unregistered Securities

None.

Recent Purchases of our Registered Equity Securities

During the year ended December 31, 2014, the Company's Board of Directors authorized a 10% stock repurchase program. During the third quarter 2014, the Company purchased 21,576 shares of the Company's common stock for \$183,827 with a purchase price of \$8.52 per share. No other repurchases of shares of the Company's common stock occurred during the year ended December 31, 2014.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth certain information regarding our equity plans as of December 31, 2014:

Plan Category	(A) Number of securities to be issued upon exercise of outstanding, warrants and rights	(B) Weighted-average exercise price of outstanding options, warrants and rights	(C) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A))
Equity compensation plans approved by security holders (1)	2,880,250	\$ 9.82	6,405,085
Equity compensation plans not approved by security holders (2) (3)	800,000	\$ 8.75	-
Total	3,680,250	\$ 9.59	6,405,085

(1) Consists of stock options and restricted stock awards issued under the Amended and Restated Stock Incentive Plan of Clarus Corporation (the "2000 Plan"). Also consists of stock options issued and issuable under the 2005 Plan.

(2) Includes options granted to the Company's Executive Chairman Warren B. Kanders on December 20, 2003 to purchase 400,000 shares of common stock, having an exercise price of \$7.50 per share.

(3) Includes options granted to the Company's Executive Chairman Warren B. Kanders on December 20, 2003 to purchase 400,000 shares of common stock, having an exercise price of \$10.00 per share.

ITEM 6. SELECTED FINANCIAL DATA

Our selected financial information set forth below have been derived from our audited consolidated financial statements and should be read in conjunction with our consolidated financial statements, including the notes thereto and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of Item 7 of Part II of this Annual Report on Form 10-K. On May 28, 2010, we acquired Black Diamond Equipment, Ltd. (“Black Diamond Equipment”) and Gregory Mountain Products. Because the Company had no operations at the time of our acquisition of Black Diamond Equipment, Black Diamond Equipment is considered to be our predecessor company (the “Predecessor”) for financial reporting purposes. The Predecessor does not include Gregory Mountain Products. On July 23, 2014, the Company completed the sale of certain assets of Gregory Mountain Products. The activities of Gregory have been segregated and reported as discontinued operations for all periods presented.

	Year Ended December 31,				
	2014	2013	2012	2011	2010
(in thousands, except per share amounts)					
Statement of Operations Data:					
Sales	\$ 193,140	\$ 168,109	\$ 145,323	\$ 116,756	\$ 62,313
Gross profit	74,898	61,057	55,564	44,753	19,557
(Loss) income from continuing operations	(9,191)	(11,132)	(862)	2,564	52,686
Net income (loss)	14,007	(5,870)	1,952	4,892	51,190
(Loss) income from continuing operations per share:					
Basic	\$ (0.28)	\$ (0.35)	\$ (0.03)	\$ 0.12	\$ 2.66
Diluted	(0.28)	(0.35)	(0.03)	0.12	2.63
Income (loss) from discontinued operations per share:					
Basic	0.71	0.17	0.10	0.10	(0.08)
Diluted	0.71	0.17	0.10	0.10	(0.07)
Net income (loss) per share:					
Basic	0.43	(0.18)	0.07	0.22	2.58
Diluted	0.43	(0.18)	0.07	0.22	2.56
Weighted average common shares outstanding for earnings per share:					
Basic	32,567	32,007	29,817	21,845	19,815
Diluted	32,567	32,007	29,817	22,046	20,022
	December 31,				
	2014	2013	2012	2011	2010
Balance Sheet Data:					
Total current assets	\$ 158,560	\$ 106,381	\$ 104,542	\$ 76,997	\$ 62,603
Total assets	315,513	321,423	320,786	227,727	212,679
Long-term obligations, net of current	25,780	44,914	46,543	38,536	30,241
Total liabilities	58,320	74,173	72,780	55,553	49,757
Total stockholders' equity	257,193	247,250	248,006	172,174	162,922

**Predecessor
Company**
**Period from
July 1, 2009 to
May 28,
2010**
(in thousands)

Statement of Operations Data:

Sales	\$	87,081
Gross profit		33,920
Operating income		7,708
Net income		6,242

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

Please note that in this Annual Report on Form 10-K we may use words such as “appears,” “anticipates,” “believes,” “plans,” “expects,” “intends,” “future,” and similar expressions which constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are made based on our expectations and beliefs concerning future events impacting the Company and therefore involve a number of risks and uncertainties. We caution that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements.

Potential risks and uncertainties that could cause the actual results of operations or financial condition of the Company to differ materially from those expressed or implied by forward-looking statements in this Annual Report on Form 10-K include, but are not limited to, the overall level of consumer spending on our products; general economic conditions and other factors affecting consumer confidence; disruption and volatility in the global capital and credit markets; the financial strength of the Company's customers; the Company's ability to implement its growth strategy, including its ability to organically grow each of its historical product lines, its new apparel line and its recently acquired businesses; the results of the Company's review of strategic alternatives; the Company's ability to successfully integrate and grow acquisitions; the Company's exposure to product liability of product warranty claims and other loss contingencies; stability of the Company's manufacturing facilities and foreign suppliers; the Company's ability to protect trademarks, patents and other intellectual property rights; fluctuations in the price, availability and quality of raw materials and contracted products; foreign currency fluctuations; our ability to utilize our net operating loss carryforwards; and legal, regulatory, political and economic risks in international markets. More information on potential factors that could affect the Company's financial results can be found under Item 1A.—Risk Factors of this Annual Report on Form 10-K. All forward-looking statements included in this Annual Report on Form 10-K are based upon information available to the Company as of the date of this Annual Report on Form 10-K, and speak only as the date hereof. We assume no obligation to update any forward-looking statements to reflect events or circumstances after the date of this Annual Report on Form 10-K.

Overview

Black Diamond, Inc. (which may be referred to as “Black Diamond,” “Company,” “we,” “our” or “us”) is a global leader in designing, manufacturing, and marketing innovative active outdoor performance equipment and apparel for climbing, mountaineering, backpacking, skiing, cycling, and a wide range of other year-round outdoor recreation activities. Our principal brands include Black Diamond®, POC™ and PIEPS™ and are targeted not only to the demanding requirements of core climbers, skiers and cyclists, but also to the more general outdoor performance enthusiasts and consumers interested in outdoor-inspired gear for their backcountry and urban activities. Our Black Diamond®, POC™ and PIEPS™ brands are iconic in the active outdoor, ski and cycling industries and linked intrinsically with the modern history of the sports we serve. We believe our brands are synonymous with the performance, innovation, durability and safety that the outdoor and action sports communities rely on and embrace in their active lifestyle.

We offer a broad range of products including: high performance apparel (such as jackets, shells, pants and bibs) rock-climbing equipment (such as carabiners, protection devices, harnesses, belay devices, helmets, and ice-climbing gear); technical backpacks and high-end day packs; tents; trekking poles; headlamps and lanterns; and gloves and mittens. We also offer advanced design helmets, body armor, and goggles for skiing, mountain and road cycling, as well as eyewear, skis, ski poles, ski bindings, ski boots, ski skins, and ski safety products, including avalanche transceivers, shovels, and probes.

On May 28, 2010, we acquired Black Diamond Equipment, Ltd. (which may be referred to as “Black Diamond Equipment” or “BDEL”) and Gregory Mountain Products, LLC (which may be referred to as “Gregory Mountain Products”, “Gregory” or “GMP”). On January 20, 2011, the Company changed its name from Clarus Corporation to Black Diamond, Inc., which we believe more accurately reflects our current business. In July 2012 we acquired POC Sweden AB and its subsidiaries (collectively, “POC”) and in October 2012 we acquired PIEPS Holding GmbH and its subsidiaries (collectively, “PIEPS”).

On July 23, 2014, the Company and Gregory Mountain Products, its then wholly-owned subsidiary, completed the sale of certain assets to Samsonite LLC (“Samsonite”) comprising Gregory's business of designing, manufacturing, marketing, distributing and selling technical, alpine, backpacking, hiking, mountaineering and active trail products and accessories as well as outdoor-inspired lifestyle bags (the “Business”) pursuant to the terms of that certain Asset Purchase Agreement (the “GMP Purchase Agreement”), dated as of June 18, 2014, by and among the Company, Gregory and Samsonite. Under the terms of the GMP Purchase Agreement, Samsonite paid \$84,135,000 in cash for Gregory's assets comprising the Business and assumed certain specified liabilities (the “GMP Sale”). The activities of Gregory have been segregated and reported as discontinued operations for all periods presented. See Note 4. Discontinued Operations to the notes to consolidated financial statements.

Critical Accounting Policies and Use of Estimates

Management's discussion of financial condition and results of operations is based on the consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The preparation of the consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting periods. We continually evaluate our estimates and assumptions including those related to derivatives, revenue recognition, income taxes and valuation of long-lived assets, goodwill and other intangible assets. We base our estimates on historical experience and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

We believe the following critical accounting policies include the more significant estimates and assumptions used in the preparation of our consolidated financial statements. Our accounting policies are more fully described in Note 1 of our consolidated financial statements.

- We use derivative instruments to hedge currency rate movements on foreign currency denominated sales. We enter into forward contracts, option contracts, and non-deliverable forwards to manage the impact of foreign currency fluctuations on a portion of our forecasted sales denominated in foreign currencies. These derivatives are carried at fair value on our consolidated balance sheets in other assets and accrued liabilities. Changes in fair value of the derivatives not designated as hedge instruments are included in the determination of net income. For derivative contracts designated as hedge instruments, the effective portion of gains and losses resulting from changes in fair value of the instruments are included in accumulated other comprehensive income and reclassified to earnings in the period the underlying hedged item is recognized in earnings.

We use operating budgets and cash flow forecasts to estimate future sales and to determine the level and timing of derivative transactions intended to mitigate such risks in accordance with our risk management policies. If the forecasted sales levels are not reached, our derivative instruments may be deemed to be not effective which may result in foreign currency gains and losses being recorded in our statement of comprehensive income, which could materially affect our financial position and results of operations.

- We sell our products pursuant to customer orders or sales contracts entered into with our customers. Revenue is recognized when title and risk of loss pass to the customer and when collectability is reasonably assured. Charges for shipping and handling fees are included in net sales and the corresponding shipping and handling expenses are included in cost of sales in the accompanying consolidated statements of operations.

At the time of revenue recognition, we also provide for estimated sales returns and miscellaneous claims from customers as reductions to revenues. The estimates are based on historical rates of product returns and claims. However, actual returns and claims in any future period are inherently uncertain and thus may differ from these estimates. If actual or expected returns and claims are significantly greater or lower than the allowances that we have established, we will record a reduction or increase to sales in the period in which we make such a determination.

- We account for income taxes using the asset and liability method. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carryforwards. We make assumptions, judgments and estimates to determine our current provision for income taxes, our deferred tax assets and liabilities, and our uncertain tax positions. Our judgments, assumptions and estimates relative to the current provision for income tax take into account current tax laws, our interpretation of current tax laws, and possible outcomes of current and future audits conducted by foreign and domestic tax authorities. Changes in tax law or our interpretation of tax laws and the resolution of current and future tax audits could significantly affect the amounts provided for income taxes in our consolidated financial statements. Our assumptions, judgments and estimates relative to the realizability of a deferred tax asset take into account predictions of the amount and category of expected future taxable income. Actual operating results and the underlying amount and category of income in future years could cause our current assumptions, judgments and estimates of recoverable net deferred taxes to be inaccurate. Changes in any of the assumptions, judgments and estimates mentioned above related to the realizability of deferred tax assets, could materially affect our financial position and results of operations.
- We make ongoing estimates of potential excess, close-out or slow moving inventory. We evaluate our inventory on hand considering our purchase commitments, sales forecasts, and historical experience to identify excess, close-out or slow moving inventory and make provisions as necessary to properly reflect inventory value at the lower of cost or estimated market value.

- Indefinite-lived intangible assets, consisting of trademarks are not subject to amortization. Rather, we qualitatively evaluate those assets for possible impairment on an annual basis or more frequently if events or changes in circumstances indicate that it is more likely than not that the carrying value of an asset may exceed its fair value. If our analysis leads us to believe that it is more likely than not that the carrying value of an asset may exceed its fair value, we perform a quantitative analysis based on an income approach using the relief-from-royalty method. Under this method, forecasted revenues for a trademark are assigned a royalty rate that would be charged to license the trademark (in lieu of ownership) from an independent party, and fair value is the present value of those forecasted royalties avoided by owning the trademark. If the fair value of the trademark intangible asset exceeds its carrying value, there is no impairment charge. If the fair value of the asset is less than its carrying value, an impairment charge would be recognized for the difference.
- We assess the recoverability of our one reporting unit's carrying value of goodwill by making a qualitative or quantitative assessment. If we begin with a qualitative assessment and are able to support the conclusion that it is not more likely than not that the fair value of the Company is less than its carrying value, we are not required to perform the two-step impairment test. Otherwise, using the two-step approach is required. In the first step of the goodwill impairment test, we compare the carrying value the Company, including its recorded goodwill, to the estimated fair value. We estimate the fair value using an equity-value based and enterprise-value based methodology. The principal method used is an equity-value based method in which the Company's market-cap is compared to the net book value. In the enterprise-value based method, the fair value of the Company is estimated by taking its market-cap plus interest bearing debt, which equals the enterprise value, and applying a control premium. The control premium is what a third party would be willing to pay to obtain a controlling interest. This value is then compared to total assets, less non-interest bearing debt. If the fair value of the Company exceeds its carrying value, the goodwill is not impaired and no further review is required. However, if the fair value of the reporting unit is less than its carrying value, we perform the second step of the goodwill impairment test to determine the amount of the impairment charge, if any. The second step involves a hypothetical allocation of the fair value of the Company to its net tangible and intangible assets (excluding goodwill) as if the business unit were newly acquired, which results in an implied fair value of goodwill. The amount of the impairment charge is the excess of the recorded goodwill over the implied fair value of goodwill.

Recent Accounting Pronouncements

See "Recent Accounting Pronouncements" in Note 1 to the notes to consolidated financial statements.

Results of Operations (In Thousands)

Consolidated Year Ended December 31, 2014 Compared to Consolidated Year Ended December 31, 2013

The following presents a discussion of consolidated operations for the year ended December 31, 2014, compared with the year ended December 31, 2013:

	Year Ended December 31,	
	2014	2013
Sales		
Domestic sales	\$ 77,403	\$ 68,227
International sales	115,737	99,882
Total sales	<u>193,140</u>	<u>168,109</u>
Cost of goods sold		
Cost of goods sold	<u>118,242</u>	<u>107,052</u>
Gross profit	74,898	61,057
Operating expenses		
Selling, general and administrative	81,077	74,537
Restructuring charge	3,583	175
Merger and integration	-	565
Transaction costs	<u>-</u>	<u>54</u>
Total operating expenses	<u>84,660</u>	<u>75,331</u>
Operating loss	<u>(9,762)</u>	<u>(14,274)</u>
Other (expense) income		
Interest expense, net	(2,684)	(2,577)
Other, net	<u>(296)</u>	<u>350</u>
Total other expense, net	<u>(2,980)</u>	<u>(2,227)</u>
Loss before income tax	(12,742)	(16,501)
Income tax benefit	<u>(3,551)</u>	<u>(5,369)</u>
Loss from continuing operations	<u>(9,191)</u>	<u>(11,132)</u>
Discontinued operations, net of tax	<u>23,198</u>	<u>5,262</u>
Net income (loss)	<u>\$ 14,007</u>	<u>\$ (5,870)</u>

Sales

Consolidated sales increased \$25,031, or 14.9%, to \$193,140 during the year ended December 31, 2014 compared to consolidated sales of \$168,109 during the year ended December 31, 2013. The increase in sales was primarily attributable to an increase in the quantity of new and existing mountain, climb, ski, and wheels products sold during the period, which included the addition of apparel sold by Black Diamond Equipment and the launch of POC's road cycling collection. This increase was partially offset by a decrease in sales of \$1,560 due to the strengthening of the U.S. dollar against foreign currencies during the year ended December 31, 2014.

Consolidated domestic sales increased \$9,176, or 13.4%, to \$77,403 during the year ended December 31, 2014 compared to consolidated domestic sales of \$68,227 during the year ended December 31, 2013. The increase in domestic sales was primarily attributable to an increase in the quantity of new and existing mountain, climb, ski, and wheels products sold during the period, which included the addition of apparel sold by Black Diamond Equipment and the launch of POC's road cycling collection.

Consolidated international sales increased \$15,855, or 15.9%, to \$115,737 during the year ended December 31, 2014 compared to consolidated international sales of \$99,882 during the year ended December 31, 2013. The increase in international sales was primarily attributable to an increase in the quantity of new and existing mountain, climb, ski, and wheels products sold during the period, which included the addition of apparel sold by Black Diamond Equipment and the launch of POC's road cycling collection. This increase was partially offset by a decrease in sales of \$1,560 due to the strengthening of the U.S. dollar against foreign currencies during the year ended December 31, 2014.

Cost of Goods Sold

Consolidated cost of goods sold increased \$11,190, or 10.5%, to \$118,242 during the year ended December 31, 2014 compared to consolidated cost of goods sold of \$107,052 during the year ended December 31, 2013. The increase in cost of goods sold was primarily attributable to an increase in sales. The consolidated cost of goods sold for the year ended December 31, 2013, included the impact of the voluntary recall by PIEPS of all of its PIEPS VECTOR avalanche transceivers resulting in a charge of \$1,541 in cost of goods sold during such period.

Gross Profit

Consolidated gross profit increased \$13,841 or 22.7%, to \$74,898 during the year ended December 31, 2014 compared to consolidated gross profit of \$61,057 during the year ended December 31, 2013. Consolidated gross margin was 38.8% during the year ended December 31, 2014 compared to a consolidated gross margin of 36.3% during the year ended December 31, 2013, which included the impact of the voluntary recall of all of the PIEPS VECTOR avalanche transceivers of \$1,541. Consolidated gross margin during the year ended December 31, 2014 increased compared to the prior year due to a favorable product mix in higher margin products and channel distribution, lower level of close-out and promotional activity, as well as the absence of the voluntary recall of all of the PIEPS VECTOR avalanche transceivers.

Selling, General and Administrative

Consolidated selling, general, and administrative expenses increased \$6,540, or 8.8%, to \$81,077 during the year ended December 31, 2014 compared to consolidated selling, general, and administrative expenses of \$74,537 during the year ended December 31, 2013. The increase in selling, general and administrative expenses was attributable to the Company's investments in its strategic initiatives, such as Black Diamond Equipment apparel, the transition of certain distributors into our in-house operations for POC, and the launch of POC's road cycling collection. This was offset by stock based compensation expense which was higher during the year ended December 31, 2013 compared to the year ended December 31, 2014, as a result of the Company issuing more fully vested stock option awards in the prior year.

Restructuring Charges

Consolidated restructuring expense increased \$3,408, or 1,947.4%, to \$3,583 during the year ended December 31, 2014 compared to consolidated restructuring expense of \$175 during the year ended December 31, 2013. The restructuring expenses incurred during the year ended December 31, 2014 relate to impairment of assets of \$2,056, benefits provided to employees who were or will be terminated due to the Company's reduction-in-force as part of its continued realignment of resources within the organization of \$813, and other restructuring costs of \$714. The restructuring expenses incurred during the year ended December 31, 2013, related to the relocation of POC's Portsmouth, NH facility to the Company's U.S. distribution facilities in Salt Lake City, UT.

Merger and Integration Costs

Consolidated merger and integration expense decreased to \$0 during the year ended December 31, 2014 compared to consolidated merger and integration expense of \$565 during the year ended December 31, 2013, which consisted of expenses related to the integration of POC and PIEPS.

Transaction Costs

Consolidated transaction expense decreased to \$0 during the year ended December 31, 2014 compared to consolidated transaction expense of \$54 during the year ended December 31, 2013, which consisted of professional accounting fees in 2013 related to the Company's acquisitions of POC and PIEPS.

Interest Expense, net

Consolidated interest expense increased \$107, or 4.2%, to \$2,684 during the year ended December 31, 2014 compared to consolidated interest expense of \$2,577 during the year ended December 31, 2013. The increase in interest expense, net, was primarily attributable to higher average outstanding debt amounts during the year ended December 31, 2014, compared to the same period in 2013.

Other, net

Consolidated other, net, decreased to expense of \$296 during the year ended December 31, 2014 compared to a consolidated other, net income of \$350 during the year ended December 31, 2013. The decrease in other, net, was primarily attributable to losses on mark-to-market adjustments on non-hedged foreign currency contracts partially off-set by remeasurement gains recognized on the Company's foreign denominated accounts receivable and accounts payable.

Income Taxes

Consolidated income tax benefit decreased \$1,818, or 33.9%, to \$3,551 during the year ended December 31, 2014 compared to consolidated income tax benefit of \$5,369 during the same period in 2013. The decrease in tax benefit is due to the decrease in the effective tax rate and the decrease in loss before income tax recorded during the year ended December 31, 2014, compared to the same period in 2013.

Our effective income tax rate was 27.9% for the year ended December 31, 2014 compared to an effective income tax rate of 32.5% for the same period in 2013. During the year ended December 31, 2013, a benefit of \$230 was recorded as a discrete event for the 2012 federal research credit that was retroactively reinstated in 2013. There were no meaningful discrete events recorded in the Company's effective income tax rate calculation for the year ended December 31, 2014.

Discontinued Operations

The Company sold the assets and liabilities of Gregory for \$84,135 effective July 23, 2014 and as a result we recognized a pre-tax gain of \$39,491. Discontinued operations increased \$17,936, to \$23,198 during the year ended December 31, 2014, compared to discontinued operations of \$5,262 during the year ended December 31, 2013. The increase was due primarily to recording the gain on sale net of tax of \$20,067 in discontinued operations in our December 31, 2014 condensed consolidated financial statements as a result of the GMP Sale.

Consolidated Year Ended December 31, 2013 Compared to Consolidated Year Ended December 31, 2012

The following presents a discussion of consolidated operations for the year ended December 31, 2013 compared with the consolidated year ended December 31, 2012:

	Year Ended December 31,	
	2013	2012
Sales		
Domestic sales	\$ 68,227	\$ 61,703
International sales	99,882	83,620
Total sales	168,109	145,323
Cost of goods sold		
Cost of goods sold	107,052	89,759
Gross profit	61,057	55,564
Operating expenses		
Selling, general and administrative	74,537	55,946
Restructuring charge	175	73
Merger and integration	565	244
Transaction costs	54	2,029
Total operating expenses	75,331	58,292
Operating loss	(14,274)	(2,728)
Other (expense) income		
Interest expense, net	(2,577)	(2,467)
Other, net	350	869
Total other expense, net	(2,227)	(1,598)
Loss before income tax	(16,501)	(4,326)
Income tax benefit	(5,369)	(3,464)
Loss from continuing operations	(11,132)	(862)
Discontinued operations, net of tax	5,262	2,814
Net (loss) income	\$ (5,870)	\$ 1,952

Sales

Consolidated sales increased \$22,786, or 15.7%, to \$168,109 during the year ended December 31, 2013 compared to consolidated sales of \$145,323 during the year ended December 31, 2012. The increase in sales was attributable to the inclusion of POC and PIEPS for the full year ended December 31, 2013, and the addition of apparel sales by Black Diamond Equipment. Sales also increased due to an increase in the quantity and average sales price of new and existing climb, mountain, and ski products sold during the period, partially offset by evolving industry purchasing trends during the year ended December 31, 2013. We also experienced an increase in sales of \$278 due to the strengthening of foreign currencies against the U.S. dollar during the year ended December 31, 2013.

Consolidated domestic sales increased \$6,524, or 10.6%, to \$68,227 during the year ended December 31, 2013 compared to consolidated domestic sales of \$61,703 during the year ended December 31, 2012. The increase in domestic sales was primarily attributable to the inclusion of POC for the full year ended December 31, 2013 and the addition of apparel sales by Black Diamond Equipment, partially offset by evolving industry purchasing trends during the year ended December 31, 2013.

Consolidated international sales increased \$16,262, or 19.4%, to \$99,882 during the year ended December 31, 2013 compared to consolidated international sales of \$83,620 during the year ended December 31, 2012. The increase in international sales was primarily attributable to the inclusion of POC and PIEPS for the full year ended December 31, 2013, and the addition of apparel sales by Black Diamond Equipment. We also experienced an increase in sales of \$278 due to the strengthening of foreign currencies against the U.S. dollar during the year ended December 31, 2013.

Cost of Goods Sold

Consolidated cost of goods sold increased \$17,293, or 19.3%, to \$107,052 during the year ended December 31, 2013 compared to consolidated cost of goods sold of \$89,759 during the year ended December 31, 2012. The increase in cost of goods sold was primarily attributable to an increase in sales both organically and from the inclusion of POC and PIEPS for the full year ended December 31, 2013 as well as the impact of the voluntary recall of all of the PIEPS VECTOR avalanche transceivers of \$1,541.

Gross Profit

Consolidated gross profit increased \$5,493 or 9.9%, to \$61,057 during the year ended December 31, 2013 compared to consolidated gross profit of \$55,564 during the year ended December 31, 2012. Consolidated gross margin was 36.3% during the year ended December 31, 2013 compared to a consolidated gross margin of 38.2% during the year ended December 31, 2012. Consolidated gross margin during the year ended December 31, 2013 was negatively impacted by 0.9% by the voluntary recall of all of the PIEPS VECTOR avalanche transceivers of \$1,541. A higher level of close-out and promotional activity also negatively impacted the consolidated gross margin for the year ended December 31, 2013 compared to the year ended December 31, 2012.

Selling, General and Administrative

Consolidated selling, general, and administrative expenses increased \$18,591, or 33.2%, to \$74,537 during the year ended December 31, 2013 compared to consolidated selling, general, and administrative expenses of \$55,946 during the year ended December 31, 2012. The increase in selling, general, and administrative expenses was primarily attributable to the inclusion of POC and PIEPS for the full year ended December 31, 2013, the addition of our Black Diamond Japan GK operations, the Company's investments in its strategic initiatives, such as apparel sold by Black Diamond Equipment, and infrastructure to support both current and anticipated future growth, as well as an increase in stock based compensation expense of \$1,321 as a result of the Company issuing fully vested stock option awards.

Restructuring Charges

Consolidated restructuring expense increased \$102, or 139.7%, to \$175 during the year ended December 31, 2013 compared to consolidated restructuring expense of \$73 during the year ended December 31, 2012. The restructuring expenses incurred during the year ended December 31, 2013 relate to the relocation of POC's Portsmouth, NH facility to the Company's U.S. distribution facilities in Salt Lake City, UT.

Merger and Integration Costs

Consolidated merger and integration expense increased \$321, or 131.6%, to \$565 during the year ended December 31, 2013 compared to consolidated merger and integration expense of \$244 during the year ended December 31, 2012, which consisted of expenses related to the integration of POC and PIEPS.

Transaction Costs

Consolidated transaction expense decreased \$1,975, or 97.3%, to \$54 during the year ended December 31, 2013 compared to consolidated transaction expense of \$2,029 during the year ended December 31, 2012, which consisted of professional fees and expenses in 2013 related to the Company's acquisitions of POC and PIEPS.

Interest Expense, net

Consolidated interest expense increased \$110, or 4.5%, to \$2,577 during the year ended December 31, 2013 compared to consolidated interest expense of \$2,467 during the year ended December 31, 2012. The increase in interest expense was primarily attributable to higher average outstanding debt amounts during the year ended December 31, 2013 compared to the same period in 2012.

Other, net

Consolidated other, net, decreased to income of \$350 during the year ended December 31, 2013 compared to a consolidated other, net income of \$869 during the year ended December 31, 2012. The decrease in other, net, was primarily attributable to a decrease in remeasurement gains recognized on the Company's foreign denominated accounts receivable and accounts payable, partially offset by an increase in gains on mark-to-market adjustments on non-hedged foreign currency contracts.

Income Taxes

Consolidated income tax benefit increased \$1,905, or 55.0%, to a benefit of \$5,369 during the year ended December 31, 2013 compared to consolidated income tax benefit of \$3,464 during the same period in 2012. The increase in income tax benefit is due to an increase in loss before income tax recorded during the year ended December 31, 2013, compared to the same period in 2012.

Our effective income tax rate was 32.5% for the year ended December 31, 2013 compared to an effective income tax rate of 80.1% for the same period in 2012. During the year ended December 31, 2013, a benefit of \$230 was recorded as a discrete event for the 2012 federal research credit that was retroactively reinstated in 2013. The decrease in the effective income tax rate is primarily attributable to a release of valuation allowance and changes in foreign statutory tax rates during the year ended December 31, 2012.

Discontinued Operations

Discontinued operations increased \$2,448, to \$5,262 during the year ended December 31, 2013 compared to discontinued operations of \$2,814 during the year ended December 31, 2012. The increase was due to an increase in sales and gross margin recorded by Gregory during the year ended December 31, 2013 compared to the same period in 2012.

Liquidity and Capital Resources

Consolidated Year ended December 31, 2014 Compared to Consolidated Year ended December 31, 2013

The following presents a discussion of cash flows for the consolidated year ended December 31, 2014 compared with the consolidated year ended December 31, 2013. Our primary ongoing funding requirements are for working capital, expansion of our operations, and general corporate needs, as well as investing activities associated with the expansion into new product categories. We plan to fund our future expansion of operations and investing activities through a combination of our future operating cash flows, revolving credit facilities, and the net proceeds from the GMP Sale. We believe that our liquidity requirements for at least the next 12 months will be adequately covered by existing cash, marketable securities, cash provided by operations and our existing revolving credit facilities. At December 31, 2014, we had total cash of \$31,034 and marketable securities of \$9,902 compared to a cash balance of \$4,478 at December 31, 2013, which were substantially controlled by the Company's U.S. entities. The increase in cash and marketable securities as of December 31, 2014 was mainly due to the sale of Gregory. At December 31, 2014, the Company had \$1,562 of the \$31,034 in cash held by foreign entities; however, this cash is available for repatriation without significant tax consequence.

	Year Ended December 31,	
	2014	2013
Net cash (used in) provided by operating activities	\$ (28,675)	\$ 7,471
Net cash provided by (used in) investing activities	68,279	(5,076)
Net cash used in financing activities	(12,851)	(2,525)
Effect of foreign exchange rates on cash	(197)	(503)
Change in cash	26,556	(633)
Cash, beginning of period	4,478	5,111
Cash, end of period	<u>\$ 31,034</u>	<u>\$ 4,478</u>

Net Cash From Operating Activities

Consolidated net cash used in operating activities was \$28,675 during the year ended December 31, 2014 compared to consolidated net cash provided by operating activities of \$7,471 during the year ended December 31, 2013. The increase in net cash used in operating activities during 2014 is primarily due an increase in net operating assets or non-cash working capital of \$24,222 during the year ended December 31, 2014 compared to the same period in 2013.

Free cash flow, defined as net cash (used in) provided by operating activities less capital expenditures, was free cash flows used of \$31,554 during the year ended December 31, 2014 compared to free cash flows generated of \$3,107 during the same period in 2013. The Company believes that the non-GAAP measure, free cash flow, provides an understanding of the capital required by the Company to expand its asset base. A reconciliation of free cash flows to comparable GAAP financial measures is set forth below:

	Year Ended December 31,	
	2014	2013
Net cash (used in) provided by operating activities	\$ (28,675)	\$ 7,471
Purchase of property and equipment	(2,879)	(4,364)
Free cash flow	<u>\$ (31,554)</u>	<u>\$ 3,107</u>

Net Cash From Investing Activities

Consolidated net cash provided by investing activities increased by \$73,355 to \$68,279 during the year ended December 31, 2014 compared to consolidated net cash used in investing activities of \$5,076 during the year ended December 31, 2013. The increase in investing activities in the current year relates to the \$81,140 of net proceeds we received for the sale of Gregory partially offset by the purchase of marketable securities of \$9,994. Investing activities during the year ended December 31, 2013 included the Company's acquisition of Gregory's Japanese distribution assets from Kabushiki Kaisha A&F, the prior distributor of Gregory's products in Japan, for \$750. These activities, as well as a decrease in capital expenditures generated an increase in net cash provided by investing activities compared to the year ended December 31, 2013.

Net Cash From Financing Activities

Consolidated net cash used in financing activities was \$12,851 during the year ended December 31, 2014, compared to consolidated net cash used in financing activities of \$2,525 during the year ended December 31, 2013. The financing activities during the year ended December 31, 2014 includes repayments of long-term debt of \$9,453. The financing activities during the year ended December 31, 2013 included proceeds from issuance of long-term debt of \$10,216. The additional repayments of long-term debt and the absence of the proceeds during the year ended December 31, 2014 generated an increase in net cash used in financing compared to the year ended December 31, 2013.

Net Operating Loss

As of December 31, 2014, the Company had net operating loss, research and experimentation credit and alternative minimum tax credit carryforwards for U.S. federal income tax purposes of \$167,303 (\$294, relates to excess tax benefits related to share based payment compensation, which will not be realized until an income tax payable exists), \$1,337 and \$56, respectively. The Company believes its U.S. Federal net operating loss ("NOL") will substantially offset its future U.S. Federal income taxes, excluding the amount subject to U.S. Federal Alternative Minimum Tax ("AMT"). AMT is calculated as 20% of AMT income. For purposes of AMT, a maximum of 90% of income is offset by available NOLs. The majority of the Company's pre-tax income is currently earned and expected to be earned in the U.S., or taxed in the U.S. as Subpart F income and will be offset with the NOL. \$167,009 of net operating losses available to offset taxable income does not expire until 2021 or later, subject to compliance with Section 382 of the Internal Revenue Code of 1986, as amended.

As of December 31, 2014, the Company's gross deferred tax asset was \$73,465. The Company has recorded a valuation allowance of \$16,081, resulting in a net deferred tax asset of \$57,384, before deferred tax liabilities of \$21,644. The Company has provided a valuation allowance against a portion of the net deferred tax assets as of December 31, 2014, because the ultimate realization of those assets does not meet the more likely than not criteria. The ultimate realization of U.S. deferred tax assets is dependent upon the generation of approximately \$137,000 of future U.S. taxable income during the periods in which those temporary differences become deductible and net operating loss and credit carryforwards expire; approximately \$117,000 of future U.S. taxable income must be generated by 2022 to realize the net recorded deferred tax asset for net operating loss carryforwards.

On July 23, 2014, the Company completed the GMP Sale and will utilize approximately \$48,273 of its net operating loss carryforwards in the transaction, leaving a balance of approximately \$167,303 for future utilization.

Revolving Credit Facility

On October 31, 2014, the Company together with its direct and indirect domestic subsidiaries entered into a second amended and restated loan agreement (the "Second Amended and Restated Loan Agreement") with Zions First National Bank (the "Lender"), which matures on April 1, 2017. Under the Second Amended and Restated Loan Agreement, the Company has a \$30,000 revolving line of credit (the "Revolving Line of Credit") pursuant to a second amended and restated promissory note (revolving loan) (the "Revolving Line of Credit Promissory Note") which is inclusive of a \$10,000 accordion option (the "Accordion") available to the Company to increase the Revolving Line of Credit on a seasonal or permanent basis for funding general corporate needs including working capital, capital expenditures, permitted loans or investments in subsidiaries, and the issuance of letters of credit. Also pursuant to the Second Amended and Restated Loan Agreement, the Company terminated its outstanding term loan facility which previously allowed the Company to borrow up to \$10,000 and certain additional changes were made to the original amended and restated loan agreement and the covenants contained therein.

All debt associated with the Second Amended and Restated Loan Agreement bears interest at one-month London Interbank Offered Rate (“LIBOR”) plus an applicable margin as determined by the ratio of Total Senior Debt to Trailing Twelve Month EBITDA as follows: (i) one month LIBOR plus 4.00% per annum at all times that Total Senior Debt to Trailing Twelve Month EBITDA ratio is greater than or equal to 2.00; (ii) one month LIBOR plus 3.00% per annum at all times that Total Senior Debt to Trailing Twelve Month EBITDA ratio is greater than 1.00 and less than 2.00; and (iii) one month LIBOR plus 2.00% per annum at all times that Total Senior Debt to Trailing Twelve Month EBITDA ratio is less than 1.00 or if the Company has cash or marketable securities equal to or greater than \$30,000. The Second Amended and Restated Loan Agreement requires the payment of any unused commitment fee of (i) .6% per annum at all times that Total Senior Debt to Trailing Twelve Month EBITDA ratio is greater than or equal to 2.00; (ii) .5% per annum at all times that Total Senior Debt to Trailing Twelve Month EBITDA ratio is greater than 1.00 and less than 2.00; and (iii) .4% per annum at all times that Total Senior Debt to Trailing Twelve Month EBITDA ratio is less than 1.00.

The Second Amended and Restated Loan Agreement contains certain restrictive debt covenants that require the Company and its subsidiaries to maintain an EBITDA based minimum Trailing Twelve Month EBITDA, a minimum net worth, a positive amount of asset coverage, and limitations on capital expenditures all as calculated in the Second Amended and Restated Loan Agreement. In addition, the Second Amended and Restated Loan Agreement contains covenants restricting the Company and its subsidiaries from pledging or encumbering their assets, with certain exceptions, and from engaging in acquisitions other than acquisitions permitted by the Second Amended and Restated Loan Agreement. The Second Amended and Restated Loan Agreement contains customary events of default (with grace periods where customary) including, among other things, failure to pay any principal or interest when due; any materially false or misleading representation, warranty, or financial statement; failure to comply with or to perform any provision of the Second Amended and Restated Loan Agreement; and default on any debt or agreement in excess of certain amounts.

5% Senior Subordinated Notes due May 28, 2017

As part of the consideration payable to the stockholders of Gregory when the Company acquired Gregory, the Company issued \$14,517, \$7,539, and \$554 in 5% Unsecured Subordinated Notes due May 28, 2017 (the “Merger Consideration Subordinated Notes”) to Kanders GMP Holdings, LLC, Schiller Gregory Investment Company, LLC, and five former employees of Gregory, respectively. Mr. Warren B. Kanders, the Company’s Executive Chairman and a member of its Board of Directors, is a majority member and a trustee of the manager of Kanders GMP Holdings, LLC. The sole manager of Schiller Gregory Investment Company, LLC is Mr. Robert R. Schiller, the Company’s Executive Vice Chairman and a member of its Board of Directors. The principal terms of the Merger Consideration Subordinated Notes are as follows: (i) the principal amount is due and payable on May 28, 2017 and is prepayable by the Company at any time; (ii) interest will accrue on the principal amount at the rate of 5% per annum and shall be payable quarterly in cash; (iii) the default interest rate shall accrue at the rate of 10% per annum during the occurrence of an event of default; and (iv) events of default, which can only be triggered with the consent of Kanders GMP Holdings, LLC, are: (a) the default by the Company on any payment due under a Merger Consideration Subordinated Note; (b) the Company’s failure to perform or observe any other material covenant or agreement contained in the Merger Consideration Subordinated Notes; or (c) the Company’s instituting or becoming subject to a proceeding under the Bankruptcy Code (as defined in the Merger Consideration Subordinated Notes). The Merger Consideration Subordinated Notes are junior to all senior indebtedness of the Company, except that payments of interest continue to be made under the Merger Consideration Subordinated Notes as long as no event of default exists under any senior indebtedness.

Given the below market interest rate for comparably secured notes and the relative illiquidity of the Merger Consideration Subordinated Notes, we have discounted the notes to \$8,640, \$4,487 and \$316, respectively, at the date of acquisition. We are accreting the discount on the Merger Consideration Subordinated Notes to interest expense using the effective interest method over the term of the Merger Consideration Subordinated Notes.

On April 7, 2011, Schiller Gregory Investment Company, LLC transferred its Merger Consideration Subordinated Note in equal amounts to the Robert R. Schiller Cornerstone Trust and the Deborah Schiller 2005 Revocable Trust. On June 24, 2013, the Robert R. Schiller Cornerstone Trust dated September 9, 2010 transferred its Merger Consideration Subordinated Note in the amount of \$3,769 to the Robert R. Schiller 2013 Cornerstone Trust dated June 24, 2013. During the year ended December 31, 2014, \$726 in interest was paid to Kanders GMP Holdings, LLC, and \$377 in interest was paid to the Robert R. Schiller 2013 Cornerstone Trust and the Deborah Schiller 2005 Revocable Trust pursuant to the outstanding Merger Consideration Subordinated Notes.

On May 29, 2012 and August 13, 2012, five former employees of Gregory exercised certain sales rights and sold Merger Consideration Subordinated Notes in the aggregate principal amount of approximately \$365 to Kanders GMP Holdings, LLC and in the aggregate principal amount of approximately \$189 to Schiller Gregory Investment Company, LLC. During the year ended December 31, 2014, \$18 in interest was paid to Kanders GMP Holdings, LLC, and \$10 in interest was paid to Schiller Gregory Investment Company, LLC, pursuant to these outstanding Merger Consideration Subordinated Notes.

Off-Balance Sheet Arrangements

We do not engage in any transactions or have relationships or other arrangements with unconsolidated entities. These include special purpose and similar entities or other off-balance sheet arrangements. We also do not engage in energy, weather or other commodity-based contracts.

Contractual Obligations

The following summarizes our contractual obligations and commercial commitments at December 31, 2014, excluding note discounts of \$4,119, with initial or remaining terms of one or more years, and the effect such obligations are expected to have on our liquidity and cash flow in future periods:

	Payments due by period				
	Total	Less than 1 year	1-3 years (in thousands)	3-5 years	More than 5 years
Contractual Obligations:					
Recorded liabilities:					
Long-term debt (1)	\$ 22,712	\$ 31	\$ 22,681	\$ -	\$ -
Line of credit facilities (2)	3,844	3,844	-	-	-
Other long-term liabilities (3)	2,142	-	11	-	2,131
Unrecorded commitments:					
Interest payment obligations (4)	2,742	1,141	1,601	-	-
Operating leases (5)	4,829	1,578	2,249	502	500
	<u>\$ 36,269</u>	<u>\$ 6,594</u>	<u>\$ 26,542</u>	<u>\$ 502</u>	<u>\$ 2,631</u>

- (1) Long-term debt consists of required principal payments on long-term debt.
- (2) Line of credit facilities represents required principal payments on the Company's foreign credit facilities and receivable securitization securities.
- (3) Other long-term liabilities represent payments due for other noncurrent liabilities in the Company's consolidated balance sheet primarily related to a pension liability of the benefit plan for the Company's Swiss employees.
- (4) Interest payment obligations represent required interest payments on long-term debt, long-term credit facilities, and the interest portion of payments on long-term capital leases. Amounts exclude bank fees and accretion of debt discount that would be included in interest expense in the consolidated financial statements.
- (5) Operating leases represent required minimum lease payments.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In general, we can be exposed to market risks including fluctuations in interest rates, foreign currency exchange rates and certain commodity prices, and that can affect the cost of operating, investing, and financing under those conditions. The Company believes it has moderate exposure to these risks. We assess market risk based on changes in interest rates, foreign currency rates, and commodity prices utilizing a sensitivity analysis that measures the potential loss in earnings, fair values, and cash flows based on a hypothetical 10% change in these rates and prices.

Interest Rate Risks

Our primary exposure to market risk is interest rate risk associated with our \$20,000 unsecured revolving credit facility (the "Loan"). We have cash flow exposure on the Loan since the interest is indexed to LIBOR. As of December 31, 2014, the applicable interest rate for the outstanding borrowings under the Loan would have been 2.15%.

Foreign Currency Risks

While we transact business predominantly in U.S. dollars and most of our revenues are collected in U.S. dollars, a portion of our revenues and operating costs are denominated in other currencies. Changes in the relation of these and other currencies to the U.S. dollar will affect our sales and profitability and could result in exchange losses. For the year ending December 31, 2014, approximately 50% of our sales were denominated in foreign currencies, the most significant of which were the Euro, Canadian Dollar, British Pound, Norwegian Kroner, Swedish Krona, Japanese Yen and Swiss Franc. The primary purpose of our foreign currency hedging activities is to mitigate the foreign currency exchange rate exposure on the cash flows related to forecasted inventory purchases and sales. A hypothetical 10% change in foreign currency rates would not have a material effect on foreign currency gains and losses related to the foreign currency derivatives or the net fair value of the Company's foreign currency derivatives.

Derivative Instrument Risks

We employ a variety of practices to manage these market risks, including operating and financing activities and, where deemed appropriate, the use of derivative instruments. Derivative instruments are used only for risk management purposes and not for speculation or trading. Derivatives are such that a specific debt instrument, contract, or anticipated purchase determines the amount, maturity, and other specifics of the hedge. If a derivative contract is entered into, we either determine that it is an economic hedge or we designate the derivative as a cash flow or fair value hedge. We do not hold derivative financial investments, derivative commodity investments, engage in foreign currency hedging or other transactions that expose us to material market risks.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

BLACK DIAMOND, INC. AND SUBSIDIARIES

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of Black Diamond, Inc.:

We have audited the accompanying consolidated balance sheets of Black Diamond, Inc. and subsidiaries (the “Company”) as of December 31, 2014 and 2013, and the related consolidated statements of comprehensive income (loss), stockholders’ equity, and cash flows for each of the years in the three-year period ended December 31, 2014. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements 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 are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. 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 Black Diamond, Inc. and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Black Diamond, Inc.’s internal control over financial reporting as of December 31, 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 March 16, 2015 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

/s/ KPMG LLP

Salt Lake City, UT
March 16, 2015

BLACK DIAMOND, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share amounts)

	December 31,	
	2014	2013
Assets		
Current assets		
Cash	\$ 31,034	\$ 4,478
Marketable securities	9,902	-
Accounts receivable, net	38,734	40,316
Inventories	64,481	54,054
Prepaid and other current assets	6,111	4,797
Income tax receivable	5,333	49
Deferred income taxes	2,965	2,687
Total current assets	158,560	106,381
Property and equipment, net	13,760	17,401
Other intangible assets, net	24,912	35,530
Indefinite lived intangible assets	35,600	51,679
Goodwill	41,983	57,703
Deferred income taxes	37,877	50,666
Other long-term assets	2,821	2,063
Total assets	\$ 315,513	\$ 321,423
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 28,639	\$ 27,349
Deferred income taxes	26	-
Current portion of long-term debt	3,875	1,910
Total current liabilities	32,540	29,259
Long-term debt	18,562	36,131
Deferred income taxes	5,076	6,786
Other long-term liabilities	2,142	1,997
Total liabilities	58,320	74,173
Stockholders' Equity		
Preferred stock, \$.0001 par value; 5,000 shares authorized; none issued	-	-
Common stock, \$.0001 par value; 100,000 shares authorized; 32,801 and 32,526 issued and 32,704 and 32,451 outstanding	3	3
Additional paid in capital	482,985	477,890
Accumulated deficit	(223,197)	(237,204)
Treasury stock, at cost	(186)	(2)
Accumulated other comprehensive (loss) income	(2,412)	6,563
Total stockholders' equity	257,193	247,250
Total liabilities and stockholders' equity	\$ 315,513	\$ 321,423

See accompanying notes to consolidated financial statements.

BLACK DIAMOND, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands, except per share amounts)

	Year Ended December 31,		
	2014	2013	2012
Sales			
Domestic sales	\$ 77,403	\$ 68,227	\$ 61,703
International sales	115,737	99,882	83,620
Total sales	<u>193,140</u>	<u>168,109</u>	<u>145,323</u>
Cost of goods sold	118,242	107,052	89,759
Gross profit	<u>74,898</u>	<u>61,057</u>	<u>55,564</u>
Operating expenses			
Selling, general and administrative	81,077	74,537	55,946
Restructuring charge	3,583	175	73
Merger and integration	-	565	244
Transaction costs	-	54	2,029
Total operating expenses	<u>84,660</u>	<u>75,331</u>	<u>58,292</u>
Operating loss	<u>(9,762)</u>	<u>(14,274)</u>	<u>(2,728)</u>
Other (expense) income			
Interest expense, net	(2,684)	(2,577)	(2,467)
Other, net	(296)	350	869
Total other expense, net	<u>(2,980)</u>	<u>(2,227)</u>	<u>(1,598)</u>
Loss before income tax	(12,742)	(16,501)	(4,326)
Income tax benefit	(3,551)	(5,369)	(3,464)
Loss from continuing operations	<u>(9,191)</u>	<u>(11,132)</u>	<u>(862)</u>
Discontinued operations, net of tax	23,198	5,262	2,814
Net income (loss)	<u>14,007</u>	<u>(5,870)</u>	<u>1,952</u>
Other comprehensive (loss) income, net of tax:			
Unrealized loss on marketable securities	(59)	-	-
Foreign currency translation adjustment	(11,418)	1,294	3,642
Unrealized income (loss) on hedging activities	2,502	(442)	(675)
Other comprehensive (loss) income	<u>(8,975)</u>	<u>852</u>	<u>2,967</u>
Comprehensive income (loss)	<u>\$ 5,032</u>	<u>\$ (5,018)</u>	<u>\$ 4,919</u>
Loss from continuing operations per share:			
Basic	\$ (0.28)	\$ (0.35)	\$ (0.03)
Diluted	(0.28)	(0.35)	(0.03)
Net income (loss) per share:			
Basic	\$ 0.43	\$ (0.18)	\$ 0.07
Diluted	0.43	(0.18)	0.07
Weighted average shares outstanding:			
Basic	32,567	32,007	29,817
Diluted	32,567	32,007	29,817

See accompanying notes to consolidated financial statements.

BLACK DIAMOND, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2014	2013	2012
Cash Flows From Operating Activities:			
Net income (loss)	\$ 14,007	\$ (5,870)	\$ 1,952
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities:			
Depreciation of property and equipment	4,292	4,696	3,685
Amortization of intangible assets	3,202	3,583	2,268
Impairment of long-lived assets	2,056	-	-
Gain on sale of Gregory Mountain Products	(39,491)	-	-
Accretion of notes payable	1,337	1,162	1,025
Loss on disposition of assets	46	59	39
Stock-based compensation	1,853	3,010	1,766
Deferred income taxes and income tax receivable	4,977	(1,847)	(2,540)
Changes in operating assets and liabilities:			
Accounts receivable	(7,866)	(8,903)	(4,976)
Inventories	(20,685)	7,430	(2,391)
Prepaid and other current assets	1,583	(312)	(2,782)
Accounts payable and accrued liabilities	5,424	4,463	(1,487)
Other	590	-	-
Net cash (used in) provided by operating activities	<u>(28,675)</u>	<u>7,471</u>	<u>(3,441)</u>
Cash Flows From Investing Activities:			
Purchase of marketable securities	(9,994)	-	-
Proceeds from the sale of Gregory Mountain Products	81,140	-	-
Purchase of businesses, net of cash received	-	-	(50,327)
Purchase of intangible assets	-	(750)	-
Proceeds from disposition of property and equipment	12	38	31
Purchase of property and equipment	(2,879)	(4,364)	(5,496)
Net cash provided by (used in) investing activities	<u>68,279</u>	<u>(5,076)</u>	<u>(55,792)</u>
Cash Flows From Financing Activities:			
Net repayments of revolving credit facilities	(6,456)	(12,771)	(1,497)
Repayments of long-term debt	(9,453)	(1,158)	(1,585)
Proceeds from issuance of long-term debt	-	10,216	-
Purchase of treasury stock	(184)	-	-
Proceeds from exercise of stock options	1,558	1,188	2,761
Excess tax benefits from share-based payment arrangements	1,684	-	-
Proceeds from the sale of common stock, net	-	-	62,562
Net cash (used in) provided by financing activities	<u>(12,851)</u>	<u>(2,525)</u>	<u>62,241</u>
Effect of foreign exchange rates on cash	(197)	(503)	(297)
Change in cash	26,556	(633)	2,711
Cash, beginning of period	4,478	5,111	2,400
Cash, end of period	<u>\$ 31,034</u>	<u>\$ 4,478</u>	<u>\$ 5,111</u>
Supplemental Disclosure of Cash Flow Information:			
Cash paid (received) for income taxes	\$ 10,355	\$ (301)	\$ 881
Cash paid for interest	\$ 2,087	\$ 2,320	\$ 1,834
Supplemental Disclosures of Non-Cash Investing and Financing Activities:			
Stock issued for acquisitions	\$ -	\$ -	\$ 3,791
Property and equipment purchased with accounts payable	\$ 567	\$ 185	\$ -

See accompanying notes to consolidated financial statements.

BLACK DIAMOND, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Treasury Stock		Accumulated Other Comprehensive Income	Total Stockholders' Equity
	Shares	Amount			Shares	Amount		
Balance, December 31, 2011	21,839	\$ 2	\$ 402,716	\$ (233,286)	(75)	\$ (2)	\$ 2,744	\$ 172,174
Net income	-	-	-	1,952	-	-	-	1,952
Other comprehensive income	-	-	-	-	-	-	2,967	2,967
Stock compensation plans, net	626	-	4,527	-	-	-	-	4,527
Shares issued in acquisition of POC	460	-	3,791	-	-	-	-	3,791
Issuance of common stock	8,913	1	62,561	-	-	-	-	62,562
Tax benefit from employee stock options	-	-	33	-	-	-	-	33
Balance, December 31, 2012	<u>31,838</u>	<u>\$ 3</u>	<u>\$ 473,628</u>	<u>\$ (231,334)</u>	<u>(75)</u>	<u>\$ (2)</u>	<u>\$ 5,711</u>	<u>\$ 248,006</u>
Net loss	-	-	-	(5,870)	-	-	-	(5,870)
Other comprehensive income	-	-	-	-	-	-	852	852
Stock compensation plans, net	688	-	4,198	-	-	-	-	4,198
Tax benefit from employee stock options	-	-	64	-	-	-	-	64
Balance, December 31, 2013	<u>32,526</u>	<u>\$ 3</u>	<u>\$ 477,890</u>	<u>\$ (237,204)</u>	<u>(75)</u>	<u>\$ (2)</u>	<u>\$ 6,563</u>	<u>\$ 247,250</u>
Net income	-	-	-	14,007	-	-	-	14,007
Other comprehensive loss	-	-	-	-	-	-	(8,975)	(8,975)
Purchase of treasury stock	-	-	-	-	(22)	(184)	-	(184)
Stock compensation plans, net	275	-	3,411	-	-	-	-	3,411
Tax benefit from employee stock options	-	-	1,684	-	-	-	-	1,684
Balance, December 31, 2014	<u>32,801</u>	<u>\$ 3</u>	<u>\$ 482,985</u>	<u>\$ (223,197)</u>	<u>(97)</u>	<u>\$ (186)</u>	<u>\$ (2,412)</u>	<u>\$ 257,193</u>

See accompanying notes to consolidated financial statements.

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share amounts)

NOTE 1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying audited consolidated financial statements of Black Diamond, Inc. and subsidiaries (“Black Diamond” or the “Company,” which may be referred to as “we,” “our” or “us”) have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”).

Nature of Business

Black Diamond, Inc. is a global leader in designing, manufacturing and marketing innovative active outdoor performance equipment and apparel for climbing, mountaineering, backpacking, skiing, cycling and a wide range of other year-round outdoor recreation activities. Our principal brands include Black Diamond®, POC™ and PIEPS™ and are targeted not only to the demanding requirements of core climbers, skiers and cyclists, but also to the more general outdoor performance enthusiasts and consumers interested in outdoor-inspired gear for their backcountry and urban activities. Our Black Diamond®, POC™ and PIEPS™ brands are iconic in the active outdoor ski and cycling industries and linked intrinsically with the modern history of the sports we serve. We believe our brands are synonymous with the performance, innovation, durability and safety that the outdoor and action sports communities rely on and embrace in their active lifestyle.

On May 28, 2010, we acquired Black Diamond Equipment, Ltd. (which may be referred to as “Black Diamond Equipment” or “BDEL”) and Gregory Mountain Products, LLC (which may be referred to as “Gregory Mountain Products”, “Gregory” or “GMP”). On January 20, 2011, the Company changed its name from Clarus Corporation to Black Diamond, Inc., which we believe more accurately reflects our current business. In July 2012 we acquired POC Sweden AB and its subsidiaries (collectively, “POC”) and in October 2012 we acquired PIEPS Holding GmbH and its subsidiaries (collectively, “PIEPS”).

On July 23, 2014, the Company and Gregory Mountain Products, its then wholly-owned subsidiary, completed the sale of certain assets to Samsonite LLC (“Samsonite”) comprising Gregory’s business of designing, manufacturing, marketing, distributing and selling technical, alpine, backpacking, hiking, mountaineering and active trail products and accessories as well as outdoor-inspired lifestyle bags (the “Business”) pursuant to the terms of that certain Asset Purchase Agreement (the “GMP Purchase Agreement”), dated as of June 18, 2014, by and among the Company, Gregory and Samsonite. Under the terms of the GMP Purchase Agreement, Samsonite paid \$84,135 in cash for Gregory’s assets comprising the Business and assumed certain specified liabilities (the “GMP Sale”). The activities of Gregory have been segregated and reported as discontinued operations for all periods presented. See Note 4. Discontinued Operations to the notes to consolidated financial statements.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The more significant estimates relate to derivatives, revenue recognition, income taxes, and valuation of long-lived assets, goodwill, and other intangible assets. We base our estimates on historical experience and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of Black Diamond and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Foreign Currency Transactions and Translation

The accounts of the Company’s international subsidiaries’ financial statements are translated into U.S. dollars using the exchange rate at the balance sheet dates for assets and liabilities and the weighted average exchange rate for the periods for revenues, expenses, gains and losses. Foreign currency translation adjustments are recorded as a separate component of accumulated other comprehensive income. Foreign currency transaction gains and losses are included in other (expense) income in the consolidated statements of comprehensive income (loss).

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(in thousands, except per share amounts)

Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. At December 31, 2014 and 2013, the Company did not hold any amounts that were considered to be cash equivalents.

Marketable Securities

Marketable securities consist of an exchange-traded fund. The Company accounts for its marketable securities as available-for-sale. Available-for-sale securities have been recorded at fair value and related unrealized gains and losses have been excluded from earnings and are reported as a separate component of accumulated other comprehensive (loss) income until realized. The cost basis of the exchange traded fund is \$9,994 and the unrealized losses were \$59, net of taxes of \$33, as of December 31, 2014.

Accounts Receivable and Allowance for Doubtful Accounts

The Company records its trade receivables at sales value and establishes a non-specific allowance for estimated doubtful accounts based on a percentage of outstanding trade receivables. In addition, specific allowances are established for customer accounts as known collection problems occur due to insolvency, disputes or other collection issues. The amounts of these specific allowances are estimated by management based on the customer's financial position, the age of the customer's receivables and the reasons for any disputes. The allowance for doubtful accounts is reduced by any write-off of uncollectible customer accounts. Interest is charged on trade receivables that are outstanding beyond the payment terms and is recognized as it is charged. The allowance for doubtful accounts was \$724 and \$641 at December 31, 2014 and 2013. There were no significant write-offs of the Company's accounts receivable during the years ended December 31, 2014, 2013, and 2012.

Inventories

Inventories are stated at the lower of cost (using the first-in, first-out method "FIFO") or market value. Elements of cost in the Company's manufactured inventories generally include raw materials, direct labor, manufacturing overhead and freight in. The Company periodically reviews its inventories for excess, close-out, or slow moving items and makes provisions as necessary to properly reflect inventory values.

Property and Equipment

Property and equipment is stated at historical cost, less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives. The principal estimated useful lives are: building improvements, 20 years; computer hardware and software and machinery and equipment, 3-10 years – except for certain tooling costs, which are based on units of production; furniture and fixtures, 5 years. Leasehold improvements are amortized over the lesser of the estimated useful life of the improvement, or the life of the lease. Equipment under capital leases are stated at the present value of minimum lease payments. Major replacements, which extend the useful lives of equipment, are capitalized and depreciated over the remaining useful life. Normal maintenance and repair items are expensed as incurred.

Goodwill and Other Intangible Assets

Goodwill resulted from acquisitions and represents the difference between the purchase price and the fair value of the identifiable tangible and intangible net assets. Goodwill and indefinite lived intangible assets are not amortized, but rather tested for impairment on an annual basis or more often if events or circumstances indicate a potential impairment exists. Other intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts of such assets may not be recoverable.

Derivative Financial Instruments

The Company uses derivative instruments to hedge currency rate movements on foreign currency denominated sales. The Company enters into forward contracts, option contracts and non-deliverable forwards to manage the impact of foreign currency fluctuations on a portion of its forecasted foreign currency exposure. These derivatives are carried at fair value on the Company's consolidated balance sheets in prepaid and other current assets, other long-term assets, accounts payable and accrued liabilities, and other long-term liabilities. Changes in fair value of the derivatives not designated as hedge instruments are included in the determination of net income. For derivative contracts designated as hedge instruments, the effective portion of gains and losses resulting from changes in fair value of the instruments are included in accumulated other comprehensive income and reclassified to sales in the period the underlying hedged item is recognized in earnings. The Company uses operating budgets and cash flow forecasts to estimate future economic exposure and to determine the level and timing of derivative transactions intended to mitigate such exposures in accordance with its risk management policies.

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(in thousands, except per share amounts)

Stock-Based Compensation

The Company records compensation expense for all share-based awards granted based on the fair value of the award at the time of the grant. The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model that uses assumptions and estimates that the Company believes are reasonable. Stock-based compensation costs for stock awards and restricted stock awards is measured based on the closing fair market value of the Company's common stock on the date of the grant. The Company recognizes the cost of the share-based awards on a straight-line basis over the requisite service period of the award.

Revenue Recognition

The Company sells its products pursuant to customer orders or sales contracts entered into with its customers. Revenue is recognized when title and risk of loss pass to the customer and when collectability is reasonably assured. Charges for shipping and handling fees billed to customers are included in net sales and the corresponding shipping and handling expenses are included in cost of sales in the accompanying consolidated statements of comprehensive income (loss).

At the time of revenue recognition, we also provide for estimated sales returns and miscellaneous claims from customers as reductions to revenues. The estimates are based on historical rates of product returns and claims. However, actual returns and claims in any future period are inherently uncertain and thus may differ from these estimates. If actual or expected future returns and claims are significantly greater or lower than the allowances that we have established, we will record a reduction or increase to sales in the period in which we make such a determination. Over the three-year period ended December 31, 2014, our actual annual sales returns have been less than 3 percent of net sales. The allowance for outstanding sales returns from customers is insignificant to the consolidated financial statements.

Cost of Sales

The expenses that are included in cost of sales include all direct product costs and costs related to shipping, handling, duties and importation fees. Product warranty costs and specific provisions for excess, close-out, or slow moving inventory are also included in cost of sales. During 2013, PIEPS implemented a voluntary recall of all of its PIEPS VECTOR avalanche transceivers due to functional issues that may not be readily apparent to a user of this product. As a result of the voluntary recall the Company incurred a charge of \$1,541 in costs of sales during the year ended December 31, 2013 and does not anticipate incurring any further charges as a result of the recall.

Selling, General and Administrative Expense

Selling, general and administrative expense includes personnel-related costs, product development, selling, advertising, depreciation and amortization, and other general operating expenses. Advertising costs are expensed in the period incurred. Total advertising expense for continuing operations was \$3,310, \$3,142, and \$1,689 for the years ended December 31, 2014, 2013, and 2012, respectively.

Product Warranty

Some of the Company's products carry warranty provisions for defects in quality and workmanship. Warranty repairs and replacements are recorded in cost of sales and a warranty reserve is established at the time of sale to cover estimated costs based on the Company's history of warranty repairs and replacements. The Company has not experienced significant warranty claims on its products.

Reporting of Taxes Collected

Taxes collected from customers and remitted to government authorities are reported on the net basis and are excluded from sales.

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(in thousands, except per share amounts)

Research and Development

Research and development costs are charged to expense as incurred, and are included in selling, general and administrative expenses in the accompanying consolidated statements of operations. Total research and development costs for continuing operations were \$9,037, \$8,897, and \$4,239 for the years ended December 31, 2014, 2013, and 2012, respectively.

Income Taxes

Income Taxes are based on amounts of taxes payable or refundable in the current year and on expected future tax consequences of events that are recognized in the financial statements in different periods than they are recognized in tax returns. As a result of timing of recognition and measurement differences between financial accounting standards and income tax laws, temporary differences arise between amounts of pretax financial statement income and taxable income and between reported amounts of assets and liabilities in the Consolidated Balance Sheets and their respective tax bases. Deferred income tax assets and liabilities reported in the Consolidated Balance Sheets reflect estimated future tax effects attributable to these temporary differences and to net operating loss and net capital loss carryforwards, based on enacted tax rates expected to be in effect for years in which the differences are expected to be settled or realized. Realization of deferred tax assets is dependent on future taxable income in specific jurisdictions. Valuation allowances are used to reduce deferred tax assets to amounts considered likely to be realized. U.S. deferred income taxes are not provided on undistributed income of foreign subsidiaries where such earnings are considered to be permanently invested.

Concentration of Credit Risk and Sales

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash and accounts receivable. Risks associated with cash within the United States are mitigated by banking with federally insured, creditworthy institutions. Accordingly, the Company performs ongoing credit evaluations of its customers and maintains allowances for possible losses as considered necessary by management.

During the years ended December 31, 2014, 2013 and 2012, Recreational Equipment, Inc. ("REI") accounted for approximately 11%, 11% and 12%, respectively, of the Company's sales for continuing operations.

Fair Value Measurements

The carrying value of cash, accounts receivable, accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature and liquidity of these financial instruments. Marketable securities are recorded at fair value based on quoted market prices. Derivative financial instruments are recorded at fair value based on current market pricing models. The Company estimates that, based on current market conditions, the fair value of its long-term debt obligations under its revolving credit facility and senior subordinated notes payable approximate the carrying values at December 31, 2014.

Segment Information

The Company has determined that during 2014, 2013, and 2012, the Company operated in one principal business segment.

Recent Accounting Pronouncements

Accounting Pronouncements Adopted During 2014

In February 2013, the Financial Accounting Standards Board (the "FASB"), issued Accounting Standards Updated ("ASU") No. 2013-04, Liabilities (Topic 405): *Obligations Resulting from Joint and Several Liability Arrangements for which the Total Amount of the Obligation Is Fixed at the Reporting Date*. This ASU addresses the recognition, measurement, and disclosure of certain obligations resulting from joint and several arrangements including debt arrangements, other contractual obligations, and settled litigation and judicial rulings. This standard is effective for public entities for fiscal years, and interim periods within those years, beginning after December 15, 2013 (for us this was our 2014 first quarter). The Company adopted the provisions of this update during the three months ended March 31, 2014, but it did not have a material effect on the Company's consolidated financial position, results of operations or cash flows.

In March 2013, the FASB issued ASU No. 2013-05, *Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity*. This standard defines the treatment of the release of cumulative translation adjustments upon derecognition of certain subsidiaries or groups of assets within a foreign entity or of an investment in a foreign entity. This standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013 (for us this was our 2014 first quarter). The Company adopted the provisions of this update during the three months ended March 31, 2014, but it did not have a material effect on the Company's consolidated financial position, results of operations or cash flows.

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(in thousands, except per share amounts)

In July 2013, the FASB issued ASU No. 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*, which states that entities should present the unrecognized tax benefit as a reduction of the deferred tax asset for a net operating loss (“NOL”) or similar tax loss or tax credit carryforward rather than as a liability when the uncertain tax position would reduce the NOL or other carryforward under the tax law. This standard is effective for public entities for fiscal years, and interim periods within those years, beginning after December 15, 2013 (for us this was our 2014 first quarter). The Company adopted the provisions of this update during the three months ended March 31, 2014, but it did not have a material effect on the Company’s consolidated financial position, results of operations or cash flows.

Accounting Pronouncements Not Yet Adopted

In April 2014, the FASB issued ASU No. 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*. Under ASU 2014-08, only disposals representing a strategic shift in operations should be presented as discontinued operations. Those strategic shifts should have a major effect on the organization’s operations and financial results. Additionally, ASU 2014-08 requires expanded disclosures about discontinued operations that will provide financial statement users with more information about the assets, liabilities, income and expenses of discontinued operations. ASU 2014-08 is effective for fiscal and interim periods beginning on or after December 15, 2014. We do not believe the adoption of this guidance will have a significant impact the Company’s consolidated statements and related disclosures.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for the Company on January 1, 2017. Early adoption is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

In June 2014, the FASB issued ASU 2014-12, *Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period*. This guidance requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition of the award. A reporting entity should apply existing guidance in Accounting Standards Codification Topic 718, *Compensation-Stock Compensation*, as it relates to such awards. The guidance is effective for fiscal years beginning after December 15, 2015, and may be applied prospectively or retrospectively. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company’s consolidated statements and related disclosures.

In August 2014, the FASB issued ASU 2014-15, *Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern*. The guidance requires an entity to evaluate whether there are conditions or events, in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the financial statements are available to be issued when applicable) and to provide related footnote disclosures in certain circumstances. The guidance is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. Early application is permitted. We do not believe the adoption of this guidance will have a significant impact the Company’s consolidated statements and related disclosures.

NOTE 2. PUBLIC OFFERING

On February 22, 2012, Black Diamond consummated the closing of a public offering (the “Offering”) of 7,750 shares of the Company’s common stock, plus an additional 1,163 shares of common stock to cover an over-allotment option granted to the underwriters, at a price to the public of \$7.50 per share (the “Offering Price”). Included in the total number of shares of common stock sold in the Offering were 1,333 shares of common stock purchased at the Offering Price by certain of the Company’s officers, directors and employees (the “Reserved Shares”). The Reserved Shares were subject to lock-up agreements restricting the sales of such shares for a period of 90 days, subject to extension under certain circumstances. The underwriters received an underwriting discount of 6%, or \$0.45 per share, in connection with the sale of the shares of common stock in the Offering, other than with respect to the sale of the Reserved Shares, for which the underwriters did not receive any underwriting discount. The underwriters exercised the over-allotment option in full at the closing of the Offering. The net proceeds to the Company from the Offering, before expenses, were approximately \$63,400. The common stock was offered and sold pursuant to a prospectus dated February 1, 2011, a preliminary prospectus supplement filed with the Commission on February 15, 2012 and a prospectus supplement filed with the SEC on February 17, 2012, in connection with a takedown from the Company’s shelf registration statement on Form S-3 (File No. 333-171164) declared effective by the SEC on February 1, 2011.

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(in thousands, except per share amounts)

NOTE 3. ACQUISITIONS

POC Sweden AB

On July 2, 2012, the Company acquired all of the issued and outstanding shares of capital stock of POC Sweden AB (“POC”), a Stockholm-based developer and manufacturer of protective gear for action sports athletes pursuant to the terms of the Share Transfer Agreement dated as of June 7, 2012, and as amended on July 2, 2012, by and among the Company, Ember Scandinavia AB, a Swedish corporation and a wholly owned subsidiary of the Company, and the shareholders of POC.

PIEPS Holding GmbH

On October 1, 2012, the Company acquired all of the issued and outstanding shares of capital stock of PIEPS Holding GmbH and its subsidiaries PIEPS GmbH and Pieps Corporation (collectively, “PIEPS”), a leading Austrian designer and marketer of avalanche beacons and snow safety products pursuant to the terms of the Share Purchase Agreement dated as of September 24, 2012, by and among the Company, ADMIN BG Holding GmbH (now named Black Diamond Austria GmbH), an Austrian corporation and a wholly-owned subsidiary of the Company, and the Seidel Privatstiftung.

NOTE 4. DISCONTINUED OPERATIONS

As discussed above in Note 1, during the year ended December 31, 2014, the Company and Gregory, its then wholly-owned subsidiary, completed the GMP Sale pursuant to the terms of the GMP Purchase Agreement. The Company received \$84,135 in cash for the GMP Sale and paid \$2,995 in transaction fees for net proceeds of \$81,140. The Company recognized a pre-tax gain on such sale of \$39,491 and tax expense of \$19,424. Summarized results of discontinued operations are as follows:

	Year Ended December 31,		
	2014	2013	2012
Sales	20,684	34,927	30,554
Income from operations of GMP	4,138	8,558	4,414
Gain on sale of GMP	39,491	-	-
Income tax expense	(20,431)	(3,296)	(1,600)
Income from discontinued operations, net of tax	\$ 23,198	\$ 5,262	\$ 2,814

In connection with the GMP Sale, all interest related to outstanding debt that was required to be repaid pursuant to the terms of the Company’s amended and restated loan agreement with Zions First National Bank is allocated to discontinued operations in our consolidated financial statements. Total interest expense allocated to discontinued operations for the years ended December 31, 2014, 2013, and 2012, was \$635, \$1,008 and \$495, respectively.

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
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NOTE 5. INVENTORIES

Inventories, as of December 31, 2014 and December 31, 2013, were as follows:

	December 31,	
	2014	2013
Finished goods	\$ 53,274	\$ 45,734
Work-in-process	1,177	891
Raw materials and supplies	10,030	7,429
	<u>\$ 64,481</u>	<u>\$ 54,054</u>

NOTE 6. PROPERTY AND EQUIPMENT

Property and equipment, net as of December 31, 2014 and December 31, 2013, were as follows:

	December 31,	
	2014	2013
Land	\$ 2,850	\$ 2,850
Building and improvements	4,167	4,999
Furniture and fixtures	4,412	4,680
Computer hardware and software	5,154	6,773
Machinery and equipment	11,892	13,868
Construction in progress	547	1,218
	<u>29,022</u>	<u>34,388</u>
Less accumulated depreciation	(15,262)	(16,987)
	<u>\$ 13,760</u>	<u>\$ 17,401</u>

Depreciation expense for continuing operations was \$4,253, \$4,558, and \$3,448 for the years ended December 31, 2014, 2013, and 2012, respectively.

NOTE 7. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

There was a decrease in goodwill during the year ended December 31, 2014 from \$57,703 to \$41,983 due to the GMP Sale and the impact of foreign currency exchange rates. There was an increase in goodwill during the year ended December 31, 2013 from \$57,481 to \$57,703 due to the impact of foreign currency exchange rates. Based on the results of the Company's annual impairment tests completed during the fourth quarter, the Company determined that goodwill was not impaired. The following table summarizes the changes in goodwill:

Balance at December 31, 2012	<u>\$ 57,481</u>
Impact of foreign currency exchange rates	<u>222</u>
Balance at December 31, 2013	<u>\$ 57,703</u>
Decrease due to the GMP Sale	(12,620)
Impact of foreign currency exchange rates	<u>(3,100)</u>
Balance at December 31, 2014	<u>\$ 41,983</u>

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Indefinite Lived Intangible Assets

The Company owns certain tradenames and trademarks which provide Black Diamond Equipment, Ltd., POC and PIEPS with the exclusive and perpetual rights to manufacture and sell their respective products. Tradenames and trademarks will not be amortized, but reviewed annually for impairment or upon the existence of a triggering event. There was a decrease in tradenames and trademarks during the year ended December 31, 2014 due to the GMP Sale and the impact of foreign currency exchange rates. Based on the results of the Company's annual impairment tests, the Company determined that indefinite lived intangible assets were not impaired. The following table summarizes the changes in indefinite lived intangible assets:

Balance at December 31, 2013	\$ 51,679
Decrease due to the GMP Sale	(13,050)
Impact of foreign currency exchange rates	(3,029)
Balance at December 31, 2014	\$ 35,600

Other Intangible Assets, net

Intangible assets such as certain customer relationships, core technologies and product technologies are amortizable over their estimated useful lives. There was a decrease in gross other intangible assets subject to amortization during the year ended December 31, 2014 due to the GMP Sale and the impact of foreign currency exchange rates. The following table summarizes the changes in gross other intangible assets:

Gross balance at December 31, 2013	\$ 43,552
Decrease due to the GMP Sale	(6,233)
Impact of foreign currency exchange rates	(3,882)
Gross balance at December 31, 2014	\$ 33,437

Intangible assets, net of amortization as of December 31, 2014 and December 31, 2013, were as follows:

	December 31, 2014			
	<u>Gross</u>	<u>Accumulated Amortization</u>	<u>Net</u>	<u>Weighted Average Useful Life</u>
Intangibles subject to amortization				
Customer relationships	\$ 23,096	\$ (6,533)	\$ 16,563	14.4 years
Product technologies	7,530	(1,325)	6,205	15.4 years
Trade name	1,864	(233)	1,631	20.0 years
Core technologies	947	(434)	513	10.0 years
	<u>\$ 33,437</u>	<u>\$ (8,525)</u>	<u>\$ 24,912</u>	<u>14.8 years</u>
	December 31, 2013			
	<u>Gross</u>	<u>Accumulated Amortization</u>	<u>Net</u>	<u>Weighted Average Useful Life</u>
Intangibles subject to amortization				
Customer relationships	\$ 30,809	\$ (6,217)	\$ 24,592	14.1 years
Product technologies	8,992	(1,048)	7,944	15.3 years
Trade name	2,246	(168)	2,078	20.0 years
Core technologies	1,505	(589)	916	9.3 years
	<u>\$ 43,552</u>	<u>\$ (8,022)</u>	<u>\$ 35,530</u>	<u>14.5 years</u>

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
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Amortization expense for continuing operations for the years ended December 31, 2014, 2013, and 2012, was \$2,985, \$3,063, and \$1,798, respectively. Future amortization expense for other intangible assets as of December 31, 2014 is as follows:

	2015	\$	2,426
	2016		2,007
	2017		2,007
	2018		2,007
	2019		2,007
	Thereafter		14,458
		\$	24,912

NOTE 8. LONG-TERM DEBT

Long-term debt, net as of December 31, 2014 and December 31, 2013, was as follows:

	December 31,	
	2014	2013
Revolving credit facilities (a)	\$ -	\$ 10,320
Foreign credit facilities (b)	3,844	997
5% Senior Subordinated Notes due 2017 (c)	18,491	17,154
Capital leases (d)	-	47
Term notes (e)	102	9,523
	<u>22,437</u>	<u>38,041</u>
Less current portion	<u>(3,875)</u>	<u>(1,910)</u>
	<u>\$ 18,562</u>	<u>\$ 36,131</u>

- (a) As of December 31, 2014, the Company had drawn \$0 on a \$20,000 revolving credit facility with Zions First National Bank (the "Lender") with a maturity date of April 1, 2017. On July 23, 2014, upon the closing of the GMP Sale, the Company paid off amounts outstanding under the revolving credit facility with the Lender in full.

On February 28, 2014, the Company together with its direct and indirect domestic subsidiaries entered into a first amendment (the "Amendment") to the amended and restated loan agreement dated March 8, 2013 (the "Loan Agreement") with the Lender to reduce its existing Term Facility from \$15,000 to \$10,000 pursuant to an amended and restated term loan promissory note (the "Amended and Restated Term Loan Promissory Note"). Also pursuant to the Amendment, the Company terminated its outstanding Acquisition Facility which previously allowed the Company to borrow up to \$10,000 to fund permitted acquisitions and amended certain covenants.

On October 31, 2014, the Company together with its direct and indirect domestic subsidiaries entered into a second amended and restated loan agreement (the "Second Amended and Restated Loan Agreement") with the Lender, which matures on April 1, 2017. Under the Second Amended and Restated Loan Agreement, the Company has a \$30,000 revolving line of credit (the "Revolving Line of Credit") pursuant to a second amended and restated promissory note (revolving loan) (the "Revolving Line of Credit Promissory Note") which is inclusive of a \$10,000 accordion option (the "Accordion") available to the Company to increase the Revolving Line of Credit on a seasonal or permanent basis for funding general corporate needs including working capital, capital expenditures, permitted loans or investments in subsidiaries, and the issuance of letters of credit.

All debt associated with the Second Amended and Restated Loan Agreement bears interest at one-month London Interbank Offered Rate ("LIBOR") plus an applicable margin as determined by the ratio of Total Senior Debt to Trailing Twelve Month EBITDA as follows: (i) one month LIBOR plus 4.00% per annum at all times that Total Senior Debt to Trailing Twelve Month EBITDA ratio is greater than or equal to 2.00; (ii) one month LIBOR plus 3.00% per annum at all times that Total Senior Debt to Trailing Twelve Month EBITDA ratio is greater than 1.00 and less than 2.00; and (iii) one month LIBOR plus 2.00% per annum at all times that Total Senior Debt to Trailing Twelve Month EBITDA ratio is less than 1.00 or if the Company has cash or marketable securities equal to or greater than \$30,000. The Second Amended and Restated Loan Agreement requires the payment of any unused commitment fee of (i) .6% per annum at all times that Total Senior Debt to Trailing Twelve Month EBITDA ratio is greater than or equal to 2.00; (ii) .5% per annum at all times that Total Senior Debt to Trailing Twelve Month EBITDA ratio is greater than 1.00 and less than 2.00; and (iii) .4% per annum at all times that Total Senior Debt to Trailing Twelve Month EBITDA ratio is less than 1.00.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
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The Second Amended and Restated Loan Agreement contains certain restrictive debt covenants that require the Company and its subsidiaries to maintain an EBITDA based minimum Trailing Twelve Month EBITDA, a minimum net worth, a positive amount of asset coverage, and limitations on capital expenditures all as calculated in the Second Amended and Restated Loan Agreement. In addition, the Second Amended and Restated Loan Agreement contains covenants restricting the Company and its subsidiaries from pledging or encumbering their assets, with certain exceptions, and from engaging in acquisitions other than acquisitions permitted by the Second Amended and Restated Loan Agreement. The Second Amended and Restated Loan Agreement contains customary events of default (with grace periods where customary) including, among other things, failure to pay any principal or interest when due; any materially false or misleading representation, warranty, or financial statement; failure to comply with or to perform any provision of the Second Amended and Restated Loan Agreement; and default on any debt or agreement in excess of certain amounts.

- (b) The Company's foreign subsidiaries have revolving credit facilities with various financial institutions. As of December 31, 2014 and 2013, the credit limit on these facilities was approximately \$7,684 and \$1,956, respectively, and the Company's foreign subsidiaries had drawn \$3,844 and \$314, respectively, on these facilities. The outstanding facility as of December 31, 2014 has a variable interest rate of 2.61% with a maturity of January 31, 2015. The facilities are secured by certain assets of the foreign subsidiaries. The Company had \$0 and \$340 in letters of credit as of December 31, 2014 and 2013, respectively.

Liabilities assumed through the Company's acquisition of POC included a receivable securitization facility with a foreign financial institution, which was utilized in the normal course of business as part of managing cash flows. The facility was closed during the year ended December 31, 2014. As of December 31, 2013, the Company had utilized \$683 of the available \$2,314 on this facility. The Company's obligation to the financial institution was collateralized by accounts receivable. At December 31, 2013, the Company's consolidated balance sheet included \$683 receivables that were securitized and \$683 of associated liabilities.

- (c) In connection with the Company's acquisition of Gregory on May 2010, \$22,056 and \$554 in subordinated notes were issued to the Gregory Stockholders. The notes have a seven year term, 5% stated interest rate payable quarterly, and are prepayable at any time. Given the below market interest rate for comparably secured notes and the relative illiquidity of the notes, we discounted the notes to \$13,127 and \$316, respectively, at date of acquisition. We are accreting the discount on the notes to interest expense using the effective interest method over the term of the notes. During the years ended December 31, 2014, 2013 and 2012, \$1,337, \$1,162 and \$1,012, respectively, of the discounts were accreted and recorded as interest expense in the accompanying statements of comprehensive income (loss).
- (d) The various capital leases payable to banks were paid off during the year ended December 31, 2014.
- (e) The Loan Agreement provided for a Term Facility pursuant to which the Lender made available \$15,000 for funding permanent working capital, of which \$10,000 was used upon the close of the Loan Agreement to reduce amounts owed on the already existing revolving credit facility. On February 28, 2014, the Loan Agreement was amended to eliminate the remaining \$5,000 of unused term debt. On July 23, 2014, upon the closing of the GMP Sale, the Company paid off amounts outstanding under the Term Facility with the Lender, which was \$8,954 as of June 30, 2014. On October 31, 2014, pursuant to the Second Amended and Restated Loan Agreement, the Company terminated its outstanding term loan facility. Other various term loans are payable to financial institutions and a government entity with interest rates ranging from 0.75% to 5.50% monthly installments ranging from \$0 to \$3. The notes mature between January 2016 and March 2017 and are secured by certain equipment.

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
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The aggregate maturities of long-term debt and revolving lines of credit for the years subsequent to December 31, 2014 are as follows:

	2015	\$	3,875
	2016		3
	2017		22,678
	2018		-
	2019		-
	Thereafter		-
Total future long-term debt payments			26,556
Less amount representing debt discounts			(4,119)
Total carrying amount of long-term debt			22,437
Less current portion			(3,875)
Long-term debt obligations		\$	<u>18,562</u>

Property held under capital leases as of December 31, 2014 and 2013, was \$0 and \$228, respectively, and accumulated amortization was \$0 and \$98, respectively.

NOTE 9. OTHER LONG-TERM LIABILITIES

Other long-term liabilities were \$2,142 and \$1,997 as of December 31, 2014 and 2013, respectively, with \$2,131 and \$1,621 of the balance as of December 31, 2014 and 2013, respectively, relating to a pension liability with respect to the benefit plan maintained for the benefit of the Company's employees in Switzerland that, under U.S. GAAP, is considered to be a defined benefit plan. The Company also has an insurance policy whereby any underfunded amounts related to the pension liability are expected to be recoverable. The Company has recorded a receivable of \$2,131 and \$1,621 as other long-term assets for the underfunded amount as of December 31, 2014 and 2013, respectively.

NOTE 10. DERIVATIVE FINANCIAL INSTRUMENTS

The Company's primary exchange rate risk management objective is to mitigate the uncertainty of anticipated cash flows attributable to changes in exchange rates. The Company primarily focuses on mitigating changes in cash flows resulting from sales denominated in currencies other than the U.S. dollar. The Company manages this risk primarily by using currency forward and option contracts. If the anticipated transactions are deemed probable, the resulting relationships are formally designated as cash flow hedges.

At December 31, 2014, the Company's derivative contracts had a remaining maturity of one and a half years or less. The counterparty to these transactions had both long-term and short-term investment grade credit ratings. The maximum net exposure of the Company's credit risk to the counterparty is generally limited to the aggregate unrealized loss of all contracts with that counterparty. At December 31, 2014 there was no such exposure to the counterparty. The Company's exposure to the counterparty credit risk is limited to the aggregate unrealized gain of \$3,422 at December 31, 2014. The Company's derivative counterparty has strong credit ratings and as a result, the Company does not require collateral to facilitate transactions.

The Company held the following contracts designated as hedged instruments as of December 31, 2014 and 2013:

	December 31, 2014	
	Notional Amount	Latest Maturity
Foreign exchange contracts - Canadian Dollars	12,053	February-16
Foreign exchange contracts - British Pounds	2,739	February-16
Foreign exchange contracts - Euros	36,673	February-16
Foreign exchange contracts - Swiss Francs	31,344	February-16

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
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	December 31, 2013	
	Notional Amount	Latest Maturity
Foreign exchange contracts - Canadian Dollars	1,062	February-14
Foreign exchange contracts - Norwegian Kroner	9,253	August-14
Foreign exchange contracts - British Pounds	2,626	February-15
Foreign exchange contracts - Euros	26,806	February-15
Foreign exchange contracts - Swiss Francs	30,698	February-15
Foreign exchange contracts - Japanese Yen	792,696	February-15

The Company accounts for these contracts as cash flow hedges and tests effectiveness by determining whether changes in the expected cash flow of the derivative offset, within a range, changes in the expected cash flow of the hedged item. For contracts that qualify as effective hedge instruments, the effective portion of gains and losses resulting from changes in fair value of the instruments are included in accumulated other comprehensive (loss) income and reclassified to sales in the period the underlying hedge item is recognized in earnings. Gains of \$228 and \$804 were reclassified to sales during the years ended December 31, 2014 and 2013, respectively.

As of December 31, 2013, the Company reported an accumulated derivative instrument loss of \$611. During the year ended December 31, 2014, the Company reported an adjustment to accumulated other comprehensive income of \$2,502, as a result of the change in fair value of these contracts and reclassifications to sales, resulting in an accumulated derivative instrument gain of \$1,891 reported as of December 31, 2014.

The following table presents the balance sheet classification and fair value of derivative instruments as of December 31, 2014 and 2013:

	Classification	December 31, 2014	December 31, 2013
Derivative instruments in asset positions:			
Forward exchange contracts	Prepaid and other current assets	\$ 3,066	\$ 682
Forward exchange contracts	Other long-term assets	\$ 446	\$ 76
Derivative instruments in liability positions:			
Forward exchange contracts	Accounts payable and accrued liabilities	\$ 79	\$ 1,492
Forward exchange contracts	Other long-term liabilities	\$ 11	\$ 230

NOTE 11. ACCUMULATED OTHER COMPREHENSIVE INCOME

Accumulated other comprehensive (loss) income ("AOCI") primarily consists of unrealized losses in our marketable securities, foreign currency translation adjustments and changes in our forward foreign exchange contracts. The components of AOCI, net of tax, were as follows:

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
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	<u>Unrealized Losses on Marketable Securities</u>	<u>Foreign Currency Translation Adjustments</u>	<u>Unrealized Gains (Losses) on Cash Flow Hedges</u>	<u>Total</u>
Balance as of December 31, 2013	\$ -	\$ 7,174	\$ (611)	\$ 6,563
Other comprehensive (loss) income before reclassifications	(59)	(11,418)	2,741	(8,736)
Amounts reclassified from other comprehensive (loss) income	-	-	(239)	(239)
Net current period other comprehensive (loss) income	(59)	(11,418)	2,502	(8,975)
Balance as of December 31, 2014	<u>\$ (59)</u>	<u>\$ (4,244)</u>	<u>\$ 1,891</u>	<u>\$ (2,412)</u>

The effects on net income of amounts reclassified from unrealized gains on cash flow hedges for foreign exchange contracts for the year ended December 31, 2014 were as follows:

<u>Affected line item in the Consolidated Statement of Comprehensive Income (Loss)</u>	<u>Gains reclassified from AOCI to the Consolidated Statement of Comprehensive Income (Loss)</u>
Sales	\$ 228
Other, net	153
Less: Income tax expense	142
Amount reclassified, net of tax	<u>\$ 239</u>

NOTE 12. FAIR VALUE OF MEASUREMENTS

We measure certain financial assets and liabilities at fair value on a recurring basis. Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants, under a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value as follows:

Level 1- inputs to the valuation methodology are quoted market prices for identical assets or liabilities in active markets.

Level 2- inputs to the valuation methodology include quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3- inputs to the valuation methodology are based on prices or valuation techniques that are unobservable.

Assets and liabilities measured at fair value on a recurring basis at December 31, 2014 and December 31, 2013 were as follows:

	<u>December 31, 2014</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
Marketable securities	\$ 9,902	\$ -	\$ -	\$ 9,902
Forward exchange contracts	-	3,512	-	3,512
	<u>\$ 9,902</u>	<u>\$ 3,512</u>	<u>\$ -</u>	<u>\$ 13,414</u>
Liabilities				
Forward exchange contracts	\$ -	\$ 90	\$ -	\$ 90
	<u>\$ -</u>	<u>\$ 90</u>	<u>\$ -</u>	<u>\$ 90</u>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
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	December 31, 2013			
	Level 1	Level 2	Level 3	Total
Assets				
Forward exchange contracts	\$ -	\$ 758	\$ -	\$ 758
	\$ -	\$ 758	\$ -	\$ 758
Liabilities				
Forward exchange contracts	\$ -	\$ 1,722	\$ -	\$ 1,722
	\$ -	\$ 1,722	\$ -	\$ 1,722

Non-recurring Fair Value Measurements

The Company has certain assets that are measured at fair value on a non-recurring basis when impairment indicators are present. The assets are adjusted to fair value only when the carrying values exceed the fair values. The categorization of the framework used to estimate the fair value of the assets is considered a Level 3, due to the subjective nature of the unobservable inputs used to determine the fair value. The Company concluded based on its restructuring plan, that long-lived assets, which consisted primarily of property, plant and equipment, required an impairment analysis. We determined that the carrying value of our Asian manufacturing and Asian distribution operations as well as our sales, marketing, and distribution office in Japan were above their fair values of \$781. The Company utilized quoted values of similar assets and other estimated unobservable inputs to determine fair value of the property, plant and equipment. As a result, we recognized impairment charges of \$2,056 as of December 31, 2014, which related to property, plant and equipment.

NOTE 13. EARNINGS PER SHARE

Basic earnings (loss) per share is computed by dividing earnings by the weighted average number of common shares outstanding during each period. Diluted earnings per share is computed by dividing earnings by the total of the weighted average number of shares of common stock outstanding during each period, plus the effect of dilutive outstanding stock options and unvested restricted stock grants. Potentially dilutive securities are excluded from the computation of diluted earnings per share if their effect is anti-dilutive to the loss from continuing operations.

The following table is a reconciliation of basic and diluted shares of common stock outstanding used in the calculation of earnings per share:

	Year Ended December 31,		
	2014	2013	2012
Weighted average shares outstanding - basic	32,567	32,007	29,817
Effect of dilutive stock awards	-	-	-
Weighted average shares outstanding - diluted	32,567	32,007	29,817
Loss from continuing operations per share:			
Basic	\$ (0.28)	\$ (0.35)	\$ (0.03)
Diluted	(0.28)	(0.35)	(0.03)
Income from discontinued operations per share:			
Basic	\$ 0.71	\$ 0.17	\$ 0.10
Diluted	0.71	0.17	0.10
Net income (loss) per share:			
Basic	\$ 0.43	\$ (0.18)	\$ 0.07
Diluted	0.43	(0.18)	0.07

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For the year ended December 31, 2014, basic loss from continuing operations per share, income from discontinued operations per share, and net income per share were the same as diluted loss from continuing operations per share, income from discontinued operations per share, and net income per share, because all potentially dilutive securities were anti-dilutive due to the loss from continuing operations for the period. For the year ended December 31, 2014, options to purchase 1,868 shares of common stock and 19 shares of restricted stock were outstanding and anti-dilutive due to the loss from continuing operations for the year ended December 31, 2014. Additionally, options to purchase 1,184 shares of common stock and 17 shares of restricted stock were outstanding and anti-dilutive because the exercise prices were higher than the average market price of the Company's common stock for the year ended December 31, 2014, and 503 shares of unvested restricted stock were outstanding and excluded as their required performance or market conditions were not met.

For the year ended December 31, 2013, basic loss from continuing operations per share, income from discontinued operations per share, and net loss per share were the same as diluted loss from continuing operations per share, income from discontinued operations per share, and net loss per share, because all potentially dilutive securities were anti-dilutive due to the loss from continuing operations for the period. For the year ended December 31, 2013, options to purchase 2,095 shares of common stock and 11 shares of restricted stock were outstanding and anti-dilutive due to the loss from continuing operations for the year ended December 31, 2013. Additionally, options to purchase 711 shares of common stock were outstanding and anti-dilutive because the exercise prices were higher than the average market price of the Company's common stock for the year ended December 31, 2013, and 322 shares of unvested restricted stock were outstanding and excluded as their required performance or market conditions were not met.

For the year ended December 31, 2012, basic loss from continuing operations per share, income from discontinued operations per share, and net income per share were the same as diluted loss from continuing operations per share, income from discontinued operations per share, and net income per share, because all potentially dilutive securities were anti-dilutive due to the loss from continuing operations for the period. For the year ended December 31, 2012, options to purchase 2,047 shares of common stock were outstanding and anti-dilutive due to the loss from continuing operations for the year ended December 31, 2012. Additionally, options to purchase 696 shares of common stock were outstanding and anti-dilutive because the exercise prices were higher than the average market price of the Company's common stock for the year ended December 31, 2012, and 750 shares of unvested restricted stock were outstanding and excluded as their required performance or market conditions were not met.

NOTE 14. STOCK-BASED COMPENSATION PLAN

Under the Company's 2005 Stock Incentive Plan (the "2005 Plan"), the Company's Board of Directors (the "Board of Directors") has flexibility to determine the type and amount of awards to be granted to eligible participants, who must be employees, directors, officers or consultants of the Company or its subsidiaries. The 2005 Plan allows for grants of incentive stock options, nonqualified stock options, restricted stock awards, stock appreciation rights, and restricted units. The aggregate number of shares of common stock that may be granted through awards under the 2005 Plan to any employee in any calendar year may not exceed 500 shares. The 2005 Plan will continue in effect until June 2015 unless terminated sooner. As of December 31, 2014, the number of shares authorized and reserved for issuance under the 2005 Plan is 6,405, subject to automatic annual increase equal to 4% of the total number of shares of the Company's outstanding common stock.

Options Granted:

During the year ended December 31, 2014, the Company issued 529 stock options, under the Company's 2005 Plan, to directors and employees of the Company. Of the 529 options issued, 30 will vest in four equal consecutive quarterly tranches from the date of grant. 300 will vest in four equal consecutive annual tranches starting December 31, 2015. The remaining 199 options will vest in three installments as follows: 80 shall vest on December 31, 2016, and the remaining shares shall vest equally on December 31, 2017 and December 31, 2018.

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For computing the fair value of the stock-based awards, the fair value of each option grant has been estimated as of the date of grant using the Black-Scholes option-pricing model with the following assumptions:

	2014	2013		2012	
Number of options	529	143	485	270	500
Option vesting period	1-5 Years	1-5 Years	Immediate	1-5 Years	3-6 Years
Grant price	\$7.36 - \$14.02	\$8.02 - \$13.38	\$10.40 - \$14.71	\$7.64 - \$9.89	\$13.00 - \$16.00
Dividend yield	0.0%	0.0%	0.0%	0.0%	0.0%
Expected volatility (a)	45.7% - 55.1%	52.8% - 55.2%	51.6% - 53.9%	53.3% - 59.2%	50.3% - 58.6%
Risk-free interest rate	1.63% - 2.31%	1.04% - 2.45%	1.36% - 1.62%	.71% - 1.44%	.39% - 1.04%
Expected life (years)	5.31 - 6.95 (b)	5.31 - 7.08 (b)	5.00 (c)	5.31 - 7.08 (b)	3.25 - 6.25 (b)
Discount for post-vesting restrictions (d)	0.0%	0.0%	11.5% - 35.0%	0.0%	0.0%
Weighted average fair value	\$3.89 - \$7.82	\$4.23 - \$7.53	\$1.59 - \$5.25	\$4.40 - \$5.34	\$2.64 - \$3.94

- (a) Since the Company's historical volatility was not representative of the ongoing future business, the Company's historical volatility was based on a combination of the Company's volatility and the historical volatility of a peer group of companies within similar industries and similar size as the Company.
- (b) Because the Company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate the expected term for these grants, the Company utilized the simplified method in developing an estimate of the expected term of these options.
- (c) The Company considered the applicable employee groups as well as the anticipated exercise behavior over the contractual term of the award in developing an estimate of the expected term of these options.
- (d) Because options with post-vesting restrictions create a lack of marketability, the Company discounted the market price used in the Black-Scholes option-pricing model. The Company utilized the Finnerty and Forward Sale models to calculate the discount.

Using these assumptions, the fair value of the stock options granted during the years ended December 31, 2014, 2013, and 2012 was \$2,747, \$2,303, and \$3,011, respectively, which will be amortized over the vesting period of the options.

Restricted Stock Awards:

On August 11, 2014, the Company issued and granted to an employee a restricted stock award of 300 restricted shares under the 2005 Plan, of which (i) 50 restricted shares vested and become nonforfeitable on August 25, 2014; (ii) 205 restricted shares will vest and become nonforfeitable as follows: (A) 45 restricted shares will vest if, on or before June 30, 2017, the Fair Market Value (as defined in the Plan) of the Company's common stock shall have equaled or exceeded \$15.00 per share for five consecutive trading days; (B) 80 restricted shares will vest if, on or before December 31, 2019, the Fair Market Value of the Company's common stock shall have equaled or exceeded \$20.00 per share for five consecutive trading days; (C) 80 restricted shares will vest if, on or before December 31, 2019, the Fair Market Value of the Company's common stock shall have equaled or exceeded \$22.00 per share for five consecutive trading days; and (iii) 15 restricted shares will vest and become nonforfeitable on each of December 31, 2015, December 31, 2016 and December 31, 2017. All vested restricted shares will be subject to a lock-up provision restricting sales, dispositions, pledges and transfers of such shares through December 31, 2016. For computing the fair value of the 205 restricted shares with a market condition, the fair value of each restricted stock award grant has been estimated as of the date of grant using the Monte-Carlo pricing model with the assumptions below. The restricted stock awards of 95 that vest over time were valued at \$7.74 per share, which includes a discount for the lock-up provision.

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(in thousands, except per share amounts)

Market Condition Restricted Shares Granted on August 11, 2014

Number issued	45	80	80
Vesting period	\$15.00 stock price target	\$20.00 stock price target	\$22.00 stock price target
Grant price	\$8.87	\$8.87	\$8.87
Dividend yield	0.0%	0.0%	0.0%
Expected volatility	38.2%	38.2%	38.2%
Risk-free interest rate	0.93%	1.62%	1.62%
Expected term (years)	1.32	2.64	2.89
Weighted average fair value	\$4.63	\$4.72	\$4.22

Using these assumptions, the fair value of the market condition restricted stock awards granted on August 11, 2014 was approximately \$923, which is being amortized over the expected life of the awards.

The total non-cash stock compensation expense related to stock options and restricted stock awards recorded by the Company was as follows:

	Year Ended December 31,		
	2014	2013	2012
Restricted stock awards	\$ 589	\$ 81	\$ 739
Stock options	1,264	2,904	1,027
Stock awards	-	25	-
Total	<u>\$ 1,853</u>	<u>\$ 3,010</u>	<u>\$ 1,766</u>

For the years ended December 31, 2014, 2013, and 2012, the majority of stock-based compensation costs were classified as selling, general and administrative expense. A summary of changes in outstanding options and restricted stock awards during the year ended December 31, 2014 is as follows:

	Options	Weighted Average Exercise Price	Aggregate Intrinsic Value	Restricted Stock Awards
Outstanding at December 31, 2013	3,081	\$ 9.33	\$ 12,320	340
Granted	529	9.79		300
Exercised or vested	(225)	6.92		(50)
Expired	(93)	9.89		-
Forfeited	(172)	8.55		(30)
Outstanding at December 31, 2014	<u>3,120</u>	<u>\$ 9.58</u>	<u>\$ -</u>	<u>560</u>
Options exercisable at December 31, 2014	2,028	\$ 8.56	\$ 385	

The following table summarizes the exercise price range, weighted average exercise price, and remaining contractual lives by significant ranges for options outstanding and exercisable as of December 31, 2014:

Exercise Price Range	Outstanding	Exercisable	Remaining Life In Years	Weighted Average Exercise Price
\$4.00 - \$10.03	2,055	1,563	5.9	\$ 7.98
\$10.04 - \$16.00	1,065	465	8.8	\$ 10.51
	<u>3,120</u>	<u>2,028</u>	6.9	\$ 8.56

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(in thousands, except per share amounts)

The fair value of unvested restricted stock awards is determined based on the market price of our shares of common stock on the grant date or using the Monte-Carlo pricing model. As of December 31, 2014, there were 1,092 unvested stock options and unrecognized compensation cost of \$3,384 related to unvested stock options, as well as 560 unvested restricted stock awards and unrecognized compensation cost of \$1,112 related to unvested restricted stock awards.

NOTE 15. RESTRUCTURING

The Company initiated a restructuring plan during 2014 to realign resources within the organization and anticipates completing the plan in 2015. Based on the Company's restructuring plan, we determined that long-lived assets in certain asset groups required an impairment analysis. As of the year ended December 31, 2014, the carrying values of our Asian manufacturing and Asian distribution operations as well as our sales, marketing, and distribution office in Japan were above their fair values. We incurred \$3,583 of restructuring charges during the year ended December 31, 2014. During the year ended December 31, 2014, we incurred restructuring charges of \$2,056 related to impairment of long-lived assets, \$813 related to benefits provided to employees who were or will be terminated due to the Company's reduction-in-force as part of its continued realignment of resources within the organization, and \$714 other restructuring costs. We estimate that we will incur restructuring costs related to employee-related costs and facility exit costs during the year 2015.

The following table summarizes the restructuring charges, payments and the remaining accrual related to employee termination costs:

Balance at December 31, 2013	\$	-
Charges to expense:		
Employee termination benefits		813
Asset impairment		2,056
Other costs		714
Total restructuring charges		<u>3,583</u>
Cash payments and non-cash charges:		
Cash payments		(1,328)
Asset impairment		(2,056)
Balance at December 31, 2014	\$	<u><u>199</u></u>

As of December 31, 2014, termination costs and restructuring costs remained in accrued liabilities and are expected to be paid throughout 2015. During the year ended December 31, 2013, the Company incurred \$175 related to the relocation of POC's Portsmouth, NH facility to the Company's U.S. distribution facilities in Salt Lake City, UT.

NOTE 16. COMMITMENTS AND CONTINGENCIES

The Company is involved in various legal disputes and other legal proceedings that arise from time to time in the ordinary course of business. Based on currently available information, the Company does not believe that it is reasonably possible that the disposition of any of the legal disputes the Company or its subsidiaries is currently involved in will have a material adverse effect upon the Company's consolidated financial condition, results of operations or cash flows. It is possible that, as additional information becomes available, the impact on the Company could have a different effect.

The Company leases office, warehouse and distribution space under non-cancelable operating leases. As leases expire, it can be expected that, in the normal course of business, certain leases will be renewed or replaced. Certain lease agreements include escalating rents over the lease terms. The Company expenses rent on a straight-line basis over the lease term which commences on the date the Company has the right to control the property. The cumulative expense recognized on a straight-line basis in excess of the cumulative payments is included in accounts payable and accrued liabilities and other long-term liabilities in the accompanying consolidated balance sheets.

Total rent expense of the Company for the years ended December 31, 2014, 2013, and 2012 was \$2,354, \$2,321, and \$1,944, respectively.

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(in thousands, except per share amounts)

Future minimum lease payments required under noncancelable operating leases that have initial or remaining noncancelable lease term in excess of one year at December 31, 2014 are as follows:

2015	\$	1,578
2016		1,377
2017		872
2018		368
2019		134
Thereafter		500
	\$	4,829

NOTE 17. INCOME TAXES

Income taxes are accounted for under the asset and liability method. Deferred income 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 and operating loss and tax credit carryforwards. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company is subject to income taxes in certain foreign jurisdictions which creates deferred tax assets and liabilities in these jurisdictions. The Company has netted these deferred tax assets and deferred tax liabilities by jurisdiction. Deferred income tax assets are reviewed for recoverability and valuation allowances are provided when it is more likely than not that a deferred tax asset is not realizable in the future.

Tax positions are recognized in the financial statements when it is more-likely-than-not that the position will be sustained upon examination by the tax authorities. As of December 31, 2014, the Company had no uncertain tax positions that qualify for either recognition or disclosure in the financial statements. The Company conducts its business globally. As a result, the Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions, and are subject to examination for the open tax years in the U.S. federal and state jurisdictions of 2011-2013 and in the foreign jurisdictions of 2005-2013.

The Company's foreign operations that are considered to be permanently reinvested have statutory tax rates of approximately 19% - 38%.

The Company recognizes interest expense and penalties related to income tax matters in income tax expense. No amounts were recorded related to interest expense and penalties related to income tax matters by the Company during the years ended December 31, 2014, 2013, and 2012, respectively.

Consolidated loss from continuing operations before income taxes consists of the following:

	Year Ended December 31,		
	2014	2013	2012
U.S. operations	\$ (9,779)	\$ (7,576)	\$ (1,225)
Foreign operations	(2,963)	(8,925)	(3,101)
Loss before income tax	<u>\$ (12,742)</u>	<u>\$ (16,501)</u>	<u>\$ (4,326)</u>

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(in thousands, except per share amounts)

The components of the provision (benefit) for income taxes consist of the following:

	Year Ended December 31,		
	2014	2013	2012
Current:			
Federal	\$ (1,080)	\$ 24	\$ 10
State and local	12	71	(20)
Foreign	54	140	3
	<u>(1,014)</u>	<u>235</u>	<u>(7)</u>
Deferred:			
Federal	(1,517)	(2,912)	651
State and local	(171)	(424)	(1,200)
Foreign	(1,005)	(2,268)	(1,608)
	<u>(2,693)</u>	<u>(5,604)</u>	<u>(2,157)</u>
Change in valuation allowance for deferred income taxes	156	-	(1,300)
	<u>(2,537)</u>	<u>(5,604)</u>	<u>(3,457)</u>
Income tax benefit	<u>\$ (3,551)</u>	<u>\$ (5,369)</u>	<u>\$ (3,464)</u>

The allocation of income tax expense was as follows:

	Year Ended December 31,		
	2014	2013	2012
Continuing operations	\$ (3,551)	\$ (5,369)	\$ (3,464)
Discontinued operations	20,431	3,296	1,600
	<u>\$ 16,880</u>	<u>\$ (2,073)</u>	<u>\$ (1,864)</u>

During the year ended December 31, 2012, the Company's deferred foreign benefit for income taxes included a benefit of \$1,025 related to changes in enacted foreign statutory tax rates.

The following is a reconciliation of the normal expected statutory federal income tax rate to the effective rate reported in the Company's financial statements:

	Year Ended December 31,		
	2014	2013	2012
Computed "expected" income tax benefit	(34.0)%	(34.0)%	(34.0)%
Increase (decrease) in income taxes resulting from:			
Foreign taxes	0.4	4.0	2.9
State income taxes, net of federal income taxes	(1.6)	(0.8)	0.5
Income tax credits	(1.0)	(3.5)	(1.4)
Incentive stock options	1.4	1.7	5.2
Transactions costs	-	-	13.7
Change in effective state rate	1.0	-	(15.6)
Change in enacted foreign statutory rates	-	-	(23.7)
Foreign sourced unearned income	1.8	-	5.2
Undistributed earnings of foreign subsidiaries	3.7	-	-
Other	(0.8)	0.1	(2.4)
Change in valuation allowance	1.2	-	(30.5)
Income tax benefit	<u>(27.9)%</u>	<u>(32.5)%</u>	<u>(80.1)%</u>

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(in thousands, except per share amounts)

Deferred income tax assets and liabilities are determined based on the difference between the financial reporting carrying amounts and tax bases of existing assets and liabilities and operating loss and tax credit carryforwards. Significant components of the Company's existing deferred income tax assets and liabilities as of December 31, 2014 and 2013 are as follows:

	December 31,	
	2014	2013
Deferred tax assets:		
Net operating loss, capital loss amount and research & experimentation credit carryforwards	\$ 65,415	\$ 82,820
Non-cash compensation	2,441	2,304
Accrued liabilities	2,342	2,100
Reserves and other	2,986	3,318
Intangibles	281	2,056
	<u>73,465</u>	<u>92,598</u>
Valuation allowance	(16,081)	(17,120)
Net deferred tax assets	57,384	75,478
Deferred tax liabilities:		
Depreciation	(893)	(1,057)
Discount on notes	(1,502)	(1,967)
Intangibles	(17,627)	(25,746)
Other	(1,622)	(141)
	<u>(21,644)</u>	<u>(28,911)</u>
Total	<u>\$ 35,740</u>	<u>\$ 46,567</u>

As of December 31, 2014, the Company's gross deferred tax asset was \$73,465. The Company has recorded a valuation allowance of \$16,081, resulting in a net deferred tax asset of \$57,384, before deferred tax liabilities of \$21,644. The Company has provided a valuation allowance against a portion of the net deferred tax assets as of December 31, 2014, because the ultimate realization of those assets does not meet the more likely than not criteria.

In assessing the realizability of deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible and net operating loss and credit carryforwards expire. In order to utilize the recorded U.S. deferred tax assets the Company will need to generate approximately \$137,000 of future U.S. taxable income, of which approximately \$117,000 will need to be generated by 2022 to utilize the net operating losses that management considers realizable. The estimates and judgments associated with the Company's valuation allowance on deferred tax assets are considered critical due to the amount of deferred tax assets recorded by the Company on its consolidated balance sheet and the judgment required in determining the Company's future taxable income. The Company's conclusion that the deferred tax assets are more likely than not to be realized reflects, among other things, its ability to generate taxable income to utilize the available net operating loss and credit carryforwards. The ability of the Company to generate taxable income and meet management's projections of future taxable income are dependent upon the growth of U.S. based sales, including apparel sales; the maintaining of gross margins and the controlling of other operating expenses in order to increase the U.S. based taxable income; and/or the execution of certain tax planning strategies available to the Company in the future. While the Company believes that its estimate of future taxable income is reasonable, it is inherently uncertain. If the Company's taxable income does not grow as management currently projects over an extended time period, or if the Company realizes unforeseen significant losses in the future, additions to the valuation allowance which reduce the deferred tax assets could be recorded. Moreover, because the majority of the Company's deferred tax assets consist of net operating loss carryforwards for federal tax purposes, if change in control events occur which could limit the availability of the net operating loss carryforwards under Section 382 of the Internal Revenue Code of 1986 ("Code"), as amended, additions to the valuation allowance which would reduce the deferred tax assets could also be recorded. Management has provided a valuation allowance against some of the net deferred income tax assets as of December 31, 2014, because the ultimate realization of those benefits and assets does not meet the more likely than not criteria.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(in thousands, except per share amounts)

The net change in the valuation allowance for deferred income tax assets was \$1,039, \$490, and \$894 during the years ended December 31, 2014, 2013, and 2012, respectively. A roll forward of our valuation allowance for deferred income tax assets for the years ended December 31, 2014, 2013, and 2012 is as follows:

	<u>Balance at Beginning of Year</u>	<u>Charged (Credited) to Costs and Expenses</u>	<u>Other Adjustments (a)</u>	<u>Balance at End of Year</u>
2012	\$ 18,504	\$ (1,300)	\$ 406	\$ 17,610
2013	17,610	-	(490)	17,120
2014	\$ 17,120	\$ 156	\$ (1,195)	\$ 16,081

(a) During the years ended December 31, 2014 and 2013, the decrease in valuation allowance is due to the expiration of state NOL's that had a full valuation allowance. During the year ended December 31, 2012, the increase in valuation allowance is due to the acquisition of certain deferred tax assets where the more likely than not criteria was not met.

As of December 31, 2014, the Company had net operating loss, research and experimentation credit and alternative minimum tax credit carryforwards for U.S. federal income tax purposes of \$167,303 (\$294 relates to excess tax benefits related to share based payment compensation, which will not be realized until an income tax payable exists), \$1,337 and \$56, respectively. The Company believes its U.S. Federal net operating loss ("NOL") will substantially offset its future U.S. Federal income taxes, excluding the amount subject to U.S. Federal Alternative Minimum Tax ("AMT"). AMT is calculated as 20% of AMT income. For purposes of AMT, a maximum of 90% of income is offset by available NOLs. The majority of the Company's pre-tax income is currently earned and expected to be earned in the U.S., or taxed in the U.S. as Subpart F. income and will be offset with the NOL.

NOLs available to offset taxable income, subject to compliance with Section 382 of the Code, begin to expired based upon the following schedule:

Net Operating Loss Carryforward Expiration Dates
December 31, 2014

<u>Expiration Dates December 31,</u>	<u>Net Operating Loss Amount</u>
2021	\$ 32,428
2022	115,000
2023	5,712
2024	3,566
2025 and beyond	10,597
Total	167,303
Excess stock based payment tax deductions	(294)
After limitations	\$ 167,009

NOTE 18. RELATED PARTY TRANSACTIONS

5% Unsecured Subordinated Notes due May 28, 2017

As part of the consideration payable to the stockholders of Gregory when the Company acquired Gregory, the Company issued \$14,517, \$7,539, and \$554 in 5% Unsecured Subordinated Notes due May 28, 2017 (the "Merger Consideration Subordinated Notes") to Kanders GMP Holdings, LLC, Schiller Gregory Investment Company, LLC, and five former employees of Gregory, respectively. Mr. Warren B. Kanders, the Company's Executive Chairman and a member of its Board of Directors, is a majority member and a trustee of the manager of Kanders GMP Holdings, LLC. The sole manager of Schiller Gregory Investment Company, LLC is Mr. Robert R. Schiller, the Company's Executive Vice Chairman and a member of its Board of Directors. The principle terms of the Merger Consideration Subordinated Notes are as follows: (i) the principal amount is due and payable on May 28, 2017 and is prepayable by the Company at any time; (ii) interest will accrue on the principal amount at the rate of 5% per annum and shall be payable quarterly in cash; (iii) the default interest rate shall accrue at the rate of 10% per annum during the occurrence of an event of default; and (iv) events of default, which can only be triggered with the consent of Kanders GMP Holdings, LLC, are: (a) the default by the Company on any payment due under a Merger Consideration Subordinated Note; (b) the Company's failure to perform or observe any other material covenant or agreement contained in the Merger Consideration Subordinated Notes; or (c) the Company's instituting or becoming subject to a proceeding under the Bankruptcy Code (as defined in the Merger Consideration Subordinated Notes). The Merger Consideration Subordinated Notes are junior to all senior indebtedness of the Company, except that payments of interest continue to be made under the Merger Consideration Subordinated Notes as long as no event of default exists under any senior indebtedness.

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(in thousands, except per share amounts)

Given the below market interest rate for comparably secured notes and the relative illiquidity of the Merger Consideration Subordinated Notes, we have discounted the notes to \$8,640, \$4,487, and \$316, respectively, at the date of acquisition. We are accreting the discount on the Merger Consideration Subordinated Notes to interest expense using the effective interest method over the term of the Merger Consideration Subordinated Notes.

On April 7, 2011, Schiller Gregory Investment Company, LLC transferred its Merger Consideration Subordinated Note in equal amounts to the Robert R. Schiller Cornerstone Trust and the Deborah Schiller 2005 Revocable Trust. On June 24, 2013, the Robert R. Schiller Cornerstone Trust dated September 9, 2010 transferred its Merger Consideration Subordinated Note in the amount of \$3,769 to the Robert R. Schiller 2013 Cornerstone Trust dated June 24, 2013. During the year ended December 31, 2014, \$726 in interest was paid to Kanders GMP Holdings, LLC, and \$377 in interest was paid to the Robert R. Schiller 2013 Cornerstone Trust and the Deborah Schiller 2005 Revocable Trust pursuant to the outstanding Merger Consideration Subordinated Notes.

On May 29, 2012 and August 13, 2012, five former employees of Gregory exercised certain sales rights and sold Merger Consideration Subordinated Notes in the aggregate principal amount of approximately \$365 to Kanders GMP Holdings, LLC and in the aggregate principal amount of approximately \$189 to Schiller Gregory Investment Company, LLC. During the year ended December 31, 2014, \$18 in interest was paid to Kanders GMP Holdings, LLC, and \$10 in interest was paid to Schiller Gregory Investment Company, LLC, pursuant to these outstanding Merger Consideration Subordinated Notes.

NOTE 19. SUBSEQUENT EVENT

On March 16, 2015, the Company announced that it has engaged Rothschild Inc. and Robert W. Baird & Co., Incorporated as financial advisors to lead an exploration of a full range of strategic alternatives for each of the Company's brands, Black Diamond, POC and PIEPS. There can be no assurance as to the outcome of the strategic alternatives process, that any particular strategic alternative will be pursued or that any transaction will occur.

BLACK DIAMOND, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(in thousands, except per share amounts)

SUPPLEMENTARY DATA – QUARTERLY FINANCIAL DATA (Unaudited)

The following table sets forth selected quarterly data for the years ended December 31, 2014 and 2013. Certain amounts have been revised from those previously reported in the Company's quarterly reports on Form 10-Q in order to present the results of the GMP Sale as discontinued operations. The operating results are not indicative of results for any future period.

	Year Ended December 31, 2014			
	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
	(in thousands, except per share amounts)			
Net sales	\$ 44,432	\$ 34,422	\$ 54,861	\$ 59,425
Gross profit	16,642	12,344	22,721	23,191
Loss from continuing operations	(3,402)	(4,443)	(419)	(927)
Discontinued operations, net of tax	2,075	(540)	20,822	841
Net (loss) income	(1,327)	(4,983)	20,403	(86)
Loss from continuing operations per share:				
Basic	\$ (0.10)	\$ (0.14)	\$ (0.01)	\$ (0.03)
Diluted	(0.10)	(0.14)	(0.01)	(0.03)
Income (loss) from discontinued operations per share:				
Basic	\$ 0.06	\$ (0.01)	\$ 0.64	\$ 0.03
Diluted	0.06	(0.01)	0.64	0.03
Net (loss) income per share:				
Basic	\$ (0.04)	\$ (0.15)	\$ 0.63	\$ (0.00)
Diluted	(0.04)	(0.15)	0.63	(0.00)

	Year Ended December 31, 2013			
	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
	(in thousands, except per share amounts)			
Net sales	\$ 40,617	\$ 29,162	\$ 44,181	\$ 54,149
Gross profit	14,786	10,549	15,459	20,263
(Loss) income from continuing operations	(3,851)	(4,181)	(3,646)	546
Discontinued operations, net of tax	819	1,913	2,340	190
Net (loss) income	(3,032)	(2,268)	(1,306)	736
(Loss) income from continuing operations per share:				
Basic	\$ (0.12)	\$ (0.13)	\$ (0.11)	\$ 0.02
Diluted	(0.12)	(0.13)	(0.11)	0.02
Income from discontinued operations per share:				
Basic	\$ 0.02	\$ 0.06	\$ 0.07	\$ -
Diluted	0.02	0.06	0.07	-
Net (loss) income per share:				
Basic	\$ (0.10)	\$ (0.07)	\$ (0.04)	\$ 0.02
Diluted	(0.10)	(0.07)	(0.04)	0.02

The net loss for the three months ended September 30, 2013, included cost of sales of \$1,541 related to the voluntary recall of all of the PIEPS VECTOR avalanche transceivers. Absent this recall, the Company would have reported net income of \$235 for the three months ended September 30, 2013.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company's management carried out an evaluation, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, its principal executive officer and principal financial officer, respectively, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2014, pursuant to Exchange Act Rule 13a-15. Such disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company is accumulated and communicated to the appropriate management on a basis that permits timely decisions regarding disclosure. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures as of December 31, 2014, were effective.

Management's Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). The Company's internal control over financial reporting 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 the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with US GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- 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 required by Section 404 of the Sarbanes-Oxley Act of 2002, management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2014. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control-Integrated Framework (1992)*.

Based on our assessment and those criteria, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2014. The Company's independent registered public accounting firm, KPMG LLP, has issued an audit report on the Company's internal control over financial reporting, which is included herein.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
of Black Diamond, Inc.:

We have audited Black Diamond, Inc.'s internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Black Diamond, Inc.'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.

In our opinion, Black Diamond, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Black Diamond, Inc. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of comprehensive income (loss), stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2014, and our report dated March 16, 2015 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Salt Lake City, UT
March 16, 2015

BLACK DIAMOND, INC.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information regarding executive officers is included in Part I of this Annual Report on Form 10-K as permitted by General Instruction G(3).

The Company has adopted a code of ethics that applies to its principal executive officer and principal financial officer, and to all of its other officers, directors and employees. The code of ethics may be accessed at www.blackdiamond-inc.com, our Internet website, at the tab "Corporate Governance" under the section called "Investor Relations." The Company intends to disclose future amendments to, or waivers from, certain provisions of its code of ethics, if any, on the above website within five business days following the date of such amendment or waiver.

Other information required by Item 10, including information regarding directors, membership and function of the audit committee, including the financial expertise of its members, and Section 16(a) compliance, appearing under the captions "Election of Directors", "Information Regarding Board of Directors and Committees" and "Other Matters" in our Proxy Statement used in connection with our 2015 Annual Meeting of Stockholders, is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information set forth under the caption "Executive Compensation" in our Proxy Statement used in connection with our 2015 Annual Meeting of Stockholders, is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information set forth under the caption "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" in our Proxy Statement used in connection with our 2015 Annual Meeting of Stockholders, is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information set forth under the caption "Certain Relationships and Related Transactions, and Director Independence" in our Proxy Statement used in connection with our 2015 Annual Meeting of Stockholders, is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information set forth under the caption "Principal Accountant Fees and Services" in our Proxy Statement used in connection with our 2015 Annual Meeting of Stockholders, is incorporated herein by reference.

BLACK DIAMOND, INC.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Financial Statements, Financial Statement Schedules and Exhibits

(a)(1) The Financial Statements. The Financial Statements of Black Diamond, Inc. are included in Item 8 above.

(a)(2) Financial Statement Schedules. No schedules are included because the required information is inapplicable, not required or are presented in the financial statements or the related notes thereto.

(a)(3) The following Exhibits are hereby filed as part of this Annual Report on Form 10-K:

Exhibit Number	Exhibit
2.1	Agreement and Plan of Merger dated as of May 7, 2010 by and among Clarus Corporation, Everest/Sapphire Acquisition, LLC, Sapphire Merger Corp., Black Diamond Equipment, Ltd. and Ed McCall, as Stockholders' Representative (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K, filed with the Commission on May 10, 2010 and incorporated herein by reference).
2.2	Agreement and Plan of Merger dated as of May 7, 2010 by and among Clarus Corporation, Everest/Sapphire Acquisition LLC, Everest Merger I Corp., Everest Merger II, LLC, Gregory Mountain Products, Inc. and Kanders GMP Holdings, LLC, Schiller Gregory Investment Company, LLC (filed as Exhibit 2.2 to the Company's Current Report on Form 8-K, filed with the Commission on May 10, 2010 and incorporated herein by reference).
2.3	Asset Purchase Agreement by and among Samsonite LLC, Black Diamond, Inc. and Gregory Mountain Products, LLC, dated as of June 18, 2014 (filed as Exhibit 2.2 to the Company's Current Report on Form 8-K, filed with the Commission on June 23, 2014 and incorporated herein by reference).
3.1	Amended and Restated Certificate of Incorporation of the Company (filed as Appendix C to the Company's Definitive Proxy Statement, filed with the Commission on November 6, 2002 and incorporated herein by reference).
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 3.1 of the Company's Current Report on Form 8-K, filed with the Commission on July 31, 2003 and incorporated herein by reference).
3.3	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Commission on January 24, 2011 and incorporated herein by reference).
3.4	Amended and Restated Bylaws of the Company (filed as Appendix D to the Company's Definitive Proxy Statement, filed with the Commission on November 6, 2002 and incorporated herein by reference).
3.5	Amendment No. 1 to the Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.4 of the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2003).
3.6	Amendment No. 2 to the Amended and Restated By-Laws of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Commission on June 4, 2010 and incorporated herein by reference).
3.7	Amendment No. 3 to the Amended and Restated By-Laws of the Company (filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on August 9, 2010 and incorporated herein by reference).

BLACK DIAMOND, INC.

Exhibit Number	Exhibit
3.8	Form of Certificate of Designation of Series A Junior Participating Preferred Stock (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Commission on February 13, 2008 and incorporated herein by reference).
4.1	See Exhibits 3.1, 3.2, 3.3, 3.4, 3.5, 3.6, 3.7 and 3.8 for provisions of the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of the Company defining rights of the holders of Common Stock of the Company.
4.2	Company's Specimen Common Stock Certificate.
4.3	Rights Agreement, dated as of February 12, 2008, by and between Clarus Corporation and American Stock Transfer & Trust Company (filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, filed with the Commission on February 13, 2008 and incorporated herein by reference).
4.4	Form of Rights Certificate (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the Commission on February 13, 2008 and incorporated herein by reference).
10.1	Form of Indemnification Agreement for Directors and Executive Officers of the Company (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on December 23, 2002 and incorporated herein by reference).
10.2	Employment Agreement between the Company and Peter Metcalf, dated as of June 5, 2013 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on June 6, 2013 and incorporated herein by reference).*
10.3	Employment Agreement between the Company and Warren B. Kanders, dated as of June 5, 2013 (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the Commission on June 6, 2013 and incorporated herein by reference).*
10.4	Employment Agreement between the Company and Robert R. Schiller, dated as of June 5, 2013 (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the Commission on June 6, 2013 and incorporated herein by reference).*
10.5	Employment Agreement, dated as of August 11, 2014, between Black Diamond, Inc. and Zeena Freeman (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on August 15, 2014 and incorporated herein by reference).*
10.6	Letter Agreement, dated as of August 11, 2014, between Black Diamond, Inc. and Peter Metcalf (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the Commission on August 15, 2014 and incorporated herein by reference).*
10.7	Company's 2005 Stock Incentive Plan (filed as Appendix A of the Company's Definitive Proxy Statement, filed with the Commission on May 2, 2005 and incorporated herein by reference).*
10.8	Amendment No. 1 to the Company's 2005 Stock Incentive Plan (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on September 7, 2010 and incorporated herein by reference).*
10.9	Form of Stock Option Agreement for the Clarus Corporation 2005 Stock Incentive Plan (filed as Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 3, 2005 and incorporated herein by reference).*
10.10	Amendment to the Form of Stock Option Agreement for the Clarus Corporation 2005 Stock Incentive Plan (filed as Exhibit 10.1 of the Company's Current Report on Form 8-K, filed with the Commission on January 6, 2006 and incorporated herein by reference).*

BLACK DIAMOND, INC.

Exhibit Number	Exhibit
10.11	Amended and Restated Loan Agreement, effective as of March 8, 2013, by and among Zions First National Bank, a national banking association, as Lender, and Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; Pieps Corporation; PIEPS Service, LLC; and BD European Holdings, LLC, as Borrowers (filed as Exhibit 10.35 to the Company's Annual Report on Form 10-K, filed with the Commission on March 12, 2013 and incorporated herein by reference).
10.12	Promissory Note (Term Loan) dated as of March 8, 2013, by and among Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; Pieps Corporation; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.36 to the Company's Annual Report on Form 10-K, filed with the Commission on March 12, 2013 and incorporated herein by reference).
10.13	Promissory Note (Revolving Loan) dated as of March 8, 2013, by and among Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; Pieps Corporation; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.37 to the Company's Annual Report on Form 10-K, filed with the Commission on March 12, 2013 and incorporated herein by reference).
10.14	Promissory Note (Acquisition Loan) dated as of March 8, 2013, by and among Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; Pieps Corporation; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.38 to the Company's Annual Report on Form 10-K, filed with the Commission on March 12, 2013 and incorporated herein by reference).
10.15	Subordination Agreement dated as of March 8, 2013, by and among Deborah Schiller 2005 Revocable Trust Dated September 27, 2005; Robert R. Schiller Cornerstone Trust Dated September 9, 2010; Schiller Gregory Investment Company, LLC; Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; Pieps Corporation; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.39 to the Company's Annual Report on Form 10-K, filed with the Commission on March 12, 2013 and incorporated herein by reference).
10.16	Subordination Agreement dated as of March 8, 2013, by and among Kanders GMP Holdings, LLC; Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; Pieps Corporation; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.40 to the Company's Annual Report on Form 10-K, filed with the Commission on March 12, 2013 and incorporated herein by reference).
10.17	First Amendment dated as of February 28, 2014, to Amended and Restated Loan Agreement, dated effective as of March 8, 2013, by and among Zions First National Bank, a national banking association, as Lender, and Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; PIEPS Service, LLC; and BD European Holdings, LLC, as Borrowers (filed as Exhibit 10.34 to the Company's Annual Report on Form 10-K, filed with the Commission on March 4, 2014 and incorporated herein by reference).
10.18	Amended and Restated Promissory Note (Term Loan) dated as of February 28, 2014, by and among Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.35 to the Company's Annual Report on Form 10-K, filed with the Commission on March 4, 2014 and incorporated herein by reference).
10.19	Form of 5% Unsecured Subordinated Note due May 28, 2017 (filed as Exhibit 10.9 to the Company's Current Report on Form 8-K, filed with the Commission on June 4, 2010 and incorporated herein by reference).

BLACK DIAMOND, INC.

Exhibit Number	Exhibit
10.20	Second Amended and Restated Loan Agreement, effective as of October 31, 2014, by and among Zions First National Bank, a national banking association, as Lender, and Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; BD North American Holdings, LLC; POC USA, LLC; PIEPS Service, LLC; and BD European Holdings, LLC, as Borrowers (filed as Exhibit 10.3 to the Company's Annual Report on Form 10-K, filed with the Commission on November 4, 2014 and incorporated herein by reference).
10.21	Second Amended and Restated Promissory Note (Revolving Loan) dated effective as of October 31, 2014, by and among Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; BD North American Holdings, LLC; POC USA, LLC; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.4 to the Company's Annual Report on Form 10-K, filed with the Commission on November 4, 2014 and incorporated herein by reference).
21.1	Subsidiaries of the Registrant.**
23.1	Consent of Independent Registered Public Accounting Firm.**
31.1	Certification of Principal Executive Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
31.2	Certification of Principal Financial Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
32.1	Certification of Principal Executive Officer, pursuant to 18. U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley of 2002.***
32.2	Certification of Principal Financial Officer, pursuant to 18. U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley of 2002.***
101.INS	XBRL Instance Document **
101.SCH	XBRL Taxonomy Extension Schema Document **
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document **
101.LAB	XBRL Taxonomy Extension Label Linkbase Document **
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document **
*	Management contract or compensatory plan or arrangement.
**	Filed herewith
***	Furnished herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BLACK DIAMOND, INC.

Date: March 16, 2015

By: /s/ Aaron J. Kuehne

Aaron J. Kuehne,
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

<u>Name</u>	<u>Title</u>
<u>/s/ Warren B. Kanders</u> Warren B. Kanders	Executive Chairman and Director
<u>/s/ Robert R. Schiller</u> Robert R. Schiller	Executive Vice Chairman and Director
<u>/s/ Peter R. Metcalf</u> Peter R. Metcalf	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Zeena A. Freeman</u> Zeena A. Freeman	President and Director
<u>/s/ Aaron J. Kuehne</u> Aaron J. Kuehne	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Donald L. House</u> Donald L. House	Director
<u>/s/ Nicholas Sokolow</u> Nicholas Sokolow	Director
<u>/s/ Michael A. Henning</u> Michael A. Henning	Director

BLACK DIAMOND, INC.

EXHIBIT INDEX

Exhibit Number	Exhibit
21.1	Subsidiaries of Black Diamond, Inc.**
23.1	Consent of Independent Registered Public Accounting Firm.**
31.1	Certification of Principal Executive Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
31.2	Certification of Principal Financial Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
32.1	Certification of Principal Executive Officer, pursuant to 18. U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.***
32.2	Certification of Principal Financial Officer, pursuant to 18. U.S.C. Section 1350 as adopted pursuant to Section 302 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.LAB	XBRL Taxonomy Extension Label Linkbase Document **
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document **
**	Filed herewith
***	Furnished herewith

BLACK DIAMOND, INC.

EXHIBIT 21.1

SUBSIDIARIES OF BLACK DIAMOND, INC.

The following are subsidiaries of Black Diamond, Inc. as of December 31, 2014 and the jurisdictions in which they are organized.

<u>Company</u>	<u>State or Jurisdiction of Incorporation/Organization</u>
Everest/Sapphire Acquisition, LLC	Delaware
Black Diamond Equipment, Ltd.	Delaware
Black Diamond Retail, Inc.	Delaware
Black Diamond Equipment AG	Switzerland
Black Diamond Equipment Asia Ltd. (a/k/a Black Diamond Sporting Equipment (ZFTZ) Co. Ltd.)	China
BD European Holdings, LLC	Delaware
Ember Scandinavia AB	Sweden
POC Sweden AB	Sweden
POC Austria	Austria
POC France	France
POC USA LLC	Delaware
Black Diamond Austria GmbH	Austria
PIEPS GmbH	Austria
PIEPS Service LLC	Delaware
Black Diamond Japan G.K.	Japan
BD North American Holdings, LLC	Delaware

BLACK DIAMOND, INC.

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

**The Board of Directors and Stockholders
Black Diamond, Inc.:**

We consent to the incorporation by reference in the registration statement (No. 333-127686) on Form S-8 of our reports dated March 16, 2015, with respect to the consolidated balance sheets of Black Diamond, Inc. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2014 and the effectiveness of internal control over financial reporting as of December 31, 2014, which reports appear in the December 31, 2014 annual report on Form 10-K of Black Diamond, Inc.

/s/ KPMG LLP

Salt Lake City, UT
March 16, 2015

BLACK DIAMOND, INC.

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Peter R. Metcalf, certify that:

1. I have reviewed this annual report on Form 10-K of Black Diamond, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2015

By: /s/ Peter R. Metcalf

Name: Peter R. Metcalf

Title: President and Chief Executive Officer

BLACK DIAMOND, INC.

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Aaron Kuehne certify that:

1. I have reviewed this annual report on Form 10-K of Black Diamond, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2015

By: /s/ Aaron J. Kuehne

Name: Aaron J. Kuehne

Title: Chief Financial Officer

BLACK DIAMOND, INC.

EXHIBIT 32.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Peter R. Metcalf, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Black Diamond, Inc. on Form 10-K for the year ended December 31, 2014, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report on Form 10-K fairly presents in all material respects the financial condition and results of operations of Black Diamond, Inc.

A signed original of this written statement required by Section 906 has been provided to Black Diamond, Inc. and will be retained by Black Diamond, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: March 16, 2015

By: /s/ Peter R. Metcalf

Name: Peter R. Metcalf

Title: President and Chief Executive Officer

BLACK DIAMOND, INC.

EXHIBIT 32.2

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Aaron Kuehne, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Black Diamond, Inc. on Form 10-K for the year ended December 31, 2014 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report on Form 10-K fairly presents in all material respects the financial condition and results of operations of Black Diamond, Inc.

A signed original of this written statement required by Section 906 has been provided to Black Diamond, Inc. and will be retained by Black Diamond, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: March 16, 2015

By: /s/ Aaron J. Kuehne

Name: Aaron J. Kuehne

Title: Chief Financial Officer

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

FORM 10-K/A
(Amendment No. 1)

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

For the fiscal year ended: **December 31, 2014**

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

For the transition period from _____ to _____

Commission File Number: **001-34767**

BLACK DIAMOND, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

58-1972600
(I.R.S. Employer
Identification Number)

2084 East 3900 South
Salt Lake City, Utah
(Address of principal executive offices)

84124
(Zip code)

(801) 278-5552
(Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	NASDAQ Global Select Market

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

None
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. YES NO

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES 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 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.

Large accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>
Accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

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 and non-voting common equity held by non-affiliates of the Registrant at June 30, 2014 was approximately \$261.4 million based on \$11.22 per share, the closing price of the common stock as quoted on the NASDAQ Global Select Market.

As of April 16, 2015, there were 32,711,671 shares of common stock, par value \$0.0001, outstanding.

EXPLANATORY NOTE

This Form 10-K/A, Amendment No. 1, is being filed in order to add the information required by Items 10 through 14 of Part III, which was originally intended to be incorporated into the Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission (the "Commission") on March 16, 2014 ("Original Filing") by reference to the information to be included in the registrant's Proxy Statement for the 2015 Annual Meeting of Stockholders. Except for the inclusion of the information described above, no other changes have been made to the Original Filing. The Original Filing continues to apply as of the date of the Original Filing and the registrant has not updated the disclosure contained therein to reflect any events which occurred subsequent to the filing of the Original Filing or to modify the disclosure contained in the Original Filing, except to the extent of the information included herein.

References in this report to "Black Diamond," "Company," "we," "our," and "us," refer to Black Diamond, Inc.

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BLACK DIAMOND, INC.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Board of Directors of the Registrant

Set forth below are the names of the persons who are the directors of the Company, their ages and respective business backgrounds, including directorships of other public companies:

Warren B. Kanders, 57, our Executive Chairman, has served as one of our directors since June 2002 and as Executive Chairman of our Board of Directors since December 2002. Since 1990, Mr. Kanders has served as the President of Kanders & Company, Inc. (“Kanders & Co.”), a private investment firm principally owned and controlled by Mr. Kanders, that makes investments in and provides consulting services to public and private entities. From January 1996 until its sale to BAE Systems plc (“BAE Systems”) on July 31, 2007, Mr. Kanders served as the Chairman of the Board of Directors, and as the Chief Executive Officer from April 2003, of Armor Holdings, Inc. (“Armor Holdings”), formerly a New York Stock Exchange-listed company and a manufacturer and supplier of military vehicles, armored vehicles and safety and survivability products and systems to the aerospace and defense, public safety, homeland security and commercial markets. Mr. Kanders served as Chairman of the Board of Directors of Gregory Mountain Products (“Gregory”) from March 2008 until May 2010. Mr. Kanders served as a director of Highlands Acquisition Corp. (“Highlands”), a publicly-held blank check company from May 2007 until September 2009. From April 2004 until October 2006, he served as the Executive Chairman, and from October 2006 until September 2009, served as the Non-Executive Chairman of the Board of Directors of Stamford Industrial Group, Inc., which was an independent manufacturer of steel counterweights. Since November 2004, Mr. Kanders has served as the Chairman of the Board of Directors of Personal Care Group, Inc., a manufacturer of personal care products. From October 1992 to May 1996, Mr. Kanders served as Vice Chairman of the Board of Directors of Benson Eyecare Corporation, a formerly publicly-listed manufacturer and distributor of eye care products and services. Mr. Kanders graduated with an A.B. degree in Economics from Brown University. Mr. Kanders also serves on the board of trustees of the Whitney Museum of American Art, the Choate Rosemary Hall School and the Winston Churchill Foundation. Based upon Mr. Kanders’ role as Executive Chairman of the Company, service as a chairman and a director of a wide range of other public companies, financial background and education, as well as his extensive investment, capital raising, acquisition and operating expertise, the Company believes that Mr. Kanders has the requisite set of skills to serve as a Board member of the Company.

Robert R. Schiller, 52, has served as our Executive Vice Chairman since May 2010. Mr. Schiller served as Vice Chairman of the Board of Directors of Gregory Mountain Products from March 2008 until May 2010. From July 1996 until its sale to BAE Systems on July 31, 2007, Mr. Schiller served in a variety of capacities at Armor Holdings, including as a Director from June 2005, President from January 2004, Chief Operating Officer from April 2003, and Chief Financial Officer and Secretary from November 2000 to March 2004. Mr. Schiller graduated with a B.A. in Economics from Emory University in 1985 and received an M.B.A. from Harvard Business School in 1991. Based upon Mr. Schiller’s role as Executive Vice Chairman of the Company as well as his extensive experience as an executive officer and director, together with his educational experience and his extensive operational, acquisition, corporate governance, financial and transactional expertise, the Company believes that Mr. Schiller has the requisite set of skills to serve as a Board member of the Company.

Peter R. Metcalf, 59, has served as Chief Executive Officer and director since May 2010. Mr. Metcalf previously served as our President from May 2010 until August 2014. Mr. Metcalf served as the Chief Executive Officer and Chairman of the Board of Directors of Black Diamond Equipment since co-founding it in 1989 until the completion of the Company’s acquisition of Black Diamond Equipment in May 2010. He is a graduate of the University of Colorado, with a major in Political Science. He also earned a Certificate in Management from the Peter Drucker Center of Management. Based upon Mr. Metcalf’s role as Chief Executive Officer of the Company as well as being the co-founder of Black Diamond Equipment which provides Mr. Metcalf with an extensive knowledge of Black Diamond Equipment’s history, products, strategies and culture, the Company believes that Mr. Metcalf has the requisite set of skills to serve as a Board member of the Company.

Zeena A. Freeman, 47, has served as our President and a director since August 2014. Ms. Freeman was Principal of Freeman Global LLC, advising clients on global retail strategy, digital and multi-channel innovation from January 2012 to August 2014. From November 2009 to November 2011, Ms. Freeman served at Sony Corporation as General Manager of Global Retail responsible for Sony’s worldwide store and e-commerce businesses; she also served as the Senior Vice President of Consumer Business Development for Sony Corporation of America, and was a member of the Global Sales and Marketing team in Tokyo. From July 2007 to June 2009, Freeman served as CEO of PEOPLE, an Indian fashion and lifestyle retail business that is part of the multinational Aditya Birla Group. From August 1997 to April 2007, Ms. Freeman held a variety of senior merchandising and management roles principally at Gap, Inc., where she was Vice President and General Merchandise Manager of Banana Republic Factory Stores, Divisional Merchandise Manager, babyGap, and Divisional Merchandise Manager, Old Navy Canada. She also served as the special business assistant to Gap, Inc.’s CEO from January 1999 to June 2000. Ms. Freeman received her B.A. degree from Hamilton College and her MBA from New York University. Based upon Ms. Freeman’s role as President of the Company and her extensive brand management, and consumer product and omni-channel expertise, the Company believes that Ms. Freeman has the requisite set of skills to serve as a Board member of the Company.

Donald L. House, 73, has served as one of our directors since January 1993. Mr. House served as Chairman of our Board of Directors from January 1994 until December 1997 and as our President from January 1993 until December 1993. Mr. House also served as a member of the Board of Directors of Carreker Corporation from May 1998 until March 2007. Mr. House is a private investor and he serves on the board of directors as well as the Chairman and Co-Chairman of several privately-held companies. Mr. House graduated with B.S. and M.S. degrees from the Georgia Institute of Technology. Based upon Mr. House's role as the Chairman of the Compensation Committee of the Company's Board of Directors, prior experience as a chairman and an executive officer of companies in a variety of industries, financial expertise and extensive experience serving as a member of the boards of directors and committees of other public companies, the Company believes that Mr. House has the requisite set of skills to serve as a Board or Board committee member of the Company.

Nicholas Sokolow, 65, has served as one of our directors since June 2002. From January 1996 until its sale to BAE Systems on July 31, 2007, Mr. Sokolow served as a member of the Board of Directors of Armor Holdings. Mr. Sokolow served as a member of the Board of Directors of Stamford Industrial Group, Inc. from October 2006 until September 2009. Since 2007, Mr. Sokolow has been practicing law at the firm of Lebow & Sokolow LLP. From 1994 to 2007, Mr. Sokolow was a partner at the law firm of Sokolow, Carreras & Partners. From June 1973 until October 1994, Mr. Sokolow was an associate and partner at the law firm of Coudert Brothers. Mr. Sokolow graduated with Economics and Finance degrees from the Institut D'Etudes Politiques, a Law degree from the Faculte de Droit and a Masters of Comparative Law degree from the University of Michigan. Based upon Mr. Sokolow's role as the Chairman of the Nominating/Corporate Governance Committee of the Company's Board of Directors, education, legal background involving mergers and acquisitions, corporate governance expertise and extensive experience serving as a member of the boards of directors and committees of other public companies, the Company believes that Mr. Sokolow has the requisite set of skills to serve as a Board or Board committee member of the Company.

Michael A. Henning, 74, has served as one of our directors since May 2010. Mr. Henning served as a director and the Chairman of the Audit Committee of the Board of Directors of Highlands from May 2007 until September 2009. Since 2000, Mr. Henning has been the Chairman of the Audit Committee and member of the Compensation Committee, and has previously served as the Vice Chairman of the Finance Committee, of the Board of Directors of CTS Corporation, a NYSE-listed company that provides electronic components to auto, wireless and PC businesses. In December 2002, he joined the Board of Directors of Omnicom Group Inc., a global communications company, where he also serves on the Audit Committee and the Compensation Committee. Mr. Henning is also a member of the Board of Directors, and serves on the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, of Landstar System, Inc., a NASDAQ-listed transportation and logistics services company. Mr. Henning retired as Deputy Chairman from Ernst & Young in 2000 after forty years with the firm. Mr. Henning was the inaugural Chief Executive Officer of Ernst & Young International, serving from 1993 to 1999. From 1991 to 1993, he served as Vice Chairman of Tax Services at Ernst & Young. Mr. Henning was also the Managing Partner of the firm's New York office, from 1985 to 1991, and the Partner in charge of International Tax Services, from 1978 to 1985. From 1994 to 2000, Mr. Henning served as a Co-Chairman of the Foreign Investment Advisory Board of Russia, where he co-chaired a panel of 25 chief executive officers from the G-7 countries who advised the Russian government in adopting international accounting and tax standards. Mr. Henning graduated with a B.B.A. degree from St. Francis College and received a Certificate from the Harvard University Advanced Management Program. Mr. Henning is a Certified Public Accountant. Based upon Mr. Henning's role as the Chairman of the Audit Committee of the Company's Board of Directors, his accounting and financial expertise and extensive experience serving as a member of the boards of directors and committees of other public companies, the Company believes that Mr. Henning has the requisite set of skills to serve as a Board or Board committee member of the Company.

EXECUTIVE OFFICERS

The following table sets forth the name, age and position of each of our executive officers as of the date hereof. Our executive officers are appointed by and serve at the discretion of the Board of Directors of Black Diamond.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Warren B. Kanders	57	Executive Chairman of the Board of Directors
Robert R. Schiller	52	Executive Vice Chairman of the Board of Directors
Peter R. Metcalf	59	Chief Executive Officer
Zeena A. Freeman	47	President
Aaron J. Kuehne	36	Chief Financial Officer, Secretary and Treasurer
Mark Ritchie	56	Chief Operating Officer

See "Board of Directors of the Registrant" for biographical information with respect to Warren B. Kanders, Robert R. Schiller, Peter R. Metcalf and Zeena A. Freeman

Aaron J. Kuehne, 36, has served as our Chief Financial Officer, Secretary and Treasurer since March 2013. From March 2013 to November 2013, Mr. Kuehne served as the Company's interim chief financial officer, and has been with the Company since September 2010. Before joining the Company in September 2010, Mr. Kuehne served as the Corporate Controller of Certiport from August 2009 to September 2010. From July 2004 to August 2009, Mr. Kuehne served in various capacities with KPMG LLP, most recently as Audit Manager. Mr. Kuehne graduated with a Bachelor of Arts degree in Accounting from University of Utah – David Eccles School of Business in 2002 and with a M.B.A. degree from University of Utah – David Eccles School of Business in 2004. He has also been a Certified Public Accountant since 2005.

Mark Ritchie, 56, has served as our Chief Operating Officer since August 2012. Mr. Ritchie had been the Vice President of Operations, from 2004 to 2012, Director Planning Purchasing and Logistics, from 1995 to 2004, and Production Planner from 1994 to 1995, of Black Diamond Equipment, Ltd. Mr. Ritchie previously served as Chief Financial Officer of Sierra South from 1985 to 1992. Mr. Ritchie graduated with a Bachelor of Science in Economics from California State University, Los Angeles in 1983 and received an M.B.A. from Pepperdine University, The George L. Graziadio School of Business and Management in 1994.

There are no family relationships between our executive officers and any director of the Company.

Section 16(A) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") requires our directors and executive officers and any persons who own more than 10% of our capital stock to file with the US Securities and Exchange Commission (the "SEC") (and, if such security is listed on a national securities exchange, with such exchange) various reports as to ownership of such capital stock. Such persons are required by the SEC's regulations to furnish us with copies of all Section 16(a) forms they file.

Based solely upon reports and representations submitted by the directors, executive officers and holders of more than 10% of our capital stock, all Forms 3, 4 and 5 showing ownership of and changes of ownership in our capital stock during the 2014 fiscal year were timely filed with the SEC.

Corporate Governance Guidelines and Documents

The Code of Ethics for Senior Executive and Financial Officers, the Code of Business Conduct and Ethics for Directors, Officers and Employees, Complaint Procedures for Accounting and Auditing Matters, the Corporate Governance Guidelines, the Audit Committee Pre-Approval Policy, and the Charters of our Audit, Compensation and Nominating/Corporate Governance Committees were adopted by Black Diamond for the purpose of promoting honest and ethical conduct, promoting full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed by Black Diamond, and promoting compliance with all applicable rules and regulations that apply to Black Diamond and its officers and directors. Our Codes of Ethics and Conduct, the Complaint Procedures for Accounting and Auditing Matters, the Corporate Governance Guidelines, and the Charters of our Audit, Compensation and Nominating/Corporate Governance Committees are available on our Internet website, at www.blackdiamond-inc.com under the tab "Corporate Governance" within the section called "Investor Relations." In addition, you may request a copy of any such materials, without charge, by submitting a written request to: Black Diamond, Inc., Attention: Secretary, 2084 East 3900 South, Salt Lake City, UT 84124.

Audit Committee

Our Audit Committee is currently comprised of Messrs. Henning, House and Sokolow, with Mr. Henning serving as the Chairman. All of the members of our Audit Committee were determined by the Board of Directors to be independent of Black Diamond based on NASDAQ's definition of "independence" and are able to read and understand the Company's fundamental financial statements. The Board of Directors has determined that Mr. Henning qualifies as an audit committee financial expert (as such term is defined under the Sarbanes-Oxley Act of 2002 and the rules and regulations promulgated thereunder) and that his simultaneous service on the audit committees of more than two other public companies does not impair his ability to effectively serve on the Company's Audit Committee.

ITEM 11. EXECUTIVE COMPENSATION

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview

The Compensation Committee of the Board of Directors (the "Compensation Committee") establishes the salaries and other compensation of the Company's Chief Executive Officer and Chief Financial Officer and assists the Board of Directors in establishing compensation packages for Black Diamond's other Named Executive Officers, its key employees and non-employee directors as well as administering Black Diamond's incentive plans. The Compensation Committee is generally responsible for setting and administering the policies which govern annual salaries of executive officers, raises and bonuses and certain awards of stock options and common stock under the Company's 2005 Stock Incentive Plan and otherwise, and, where applicable, compliance with the requirements of Section 162(m) of the Code and such responsibility is generally limited to the actions taken by the Compensation Committee, although at times the full Board of Directors has determined annual executive salaries, raises and, where the Company has determined that compliance with the provisions of Section 162(m) of the Code is not required, bonuses as well as grants of stock options and common stock without having first received recommendations from the Compensation Committee. From time to time, the Compensation Committee reviews our compensation packages to ensure that they remain competitive with the compensation packages offered by similarly-situated companies and continue to incentivize management and align management's interests with those of our stockholders. Although we do not target executive compensation to any peer group median, we strive to provide a compensation package that is competitive in the market and rewards each executive's performance.

The Compensation Committee is comprised of three directors, each of whom has considerable experience in executive compensation issues. Each member of the Compensation Committee meets the independence requirements specified by NASDAQ and by Section 162(m) of the Code. No member of the Compensation Committee has ever been an officer or employee of the Company, nor is there a direct or indirect relationship between any of the members of the Committee and any of the Company's executive officers. The Compensation Committee operates under a written charter adopted by the Board of Directors that is available on our Internet website, at www.blackdiamond-inc.com under the tab "Corporate Governance" within the section called "Investor Relations."

Executive Compensation Philosophy and Objectives

The Compensation Committee continues to examine and refine our compensation philosophy, objectives and strategy throughout the fiscal year as part of our ongoing efforts to maintain "best practices" in this area and corporate governance in general. The general philosophy of our executive compensation program is to attract and retain talented management that are enthusiastic about our mission and culture while ensuring that our executive officers are compensated in a way that advances the interests of our stockholders. In pursuing these objectives, the Compensation Committee believes that it is critical that a substantial portion of each executive officer's compensation be contingent upon our overall performance and the growth of the Company. The Compensation Committee is also guided by the principles that our compensation packages must be competitive, must support our overall strategy and objectives, must provide significant rewards for outstanding financial performance while establishing clear consequences for underperformance and must align management's interests with the interests of stockholders by linking compensation with performance. Annual bonuses and long-term awards for our executive officers should take into account not only objective financial goals, but also individual performance goals that reinforce our core values, which include leadership, accountability, ethics and corporate governance. It is the Compensation Committee's responsibility to determine the performance goals for the performance-based compensation payable to our Named Executive Officers in compliance with Section 162(m) of the Code, subject to ratification by the Board of Directors, and to certify compliance with such goals before such compensation is paid. Subject to this limitation, the Compensation Committee may also make recommendations to the Board of Directors with respect to Chief Executive Officer and Chief Financial Officer compensation and, either alone or with the other independent members of our Board of Directors, to determine and approve our Chief Executive Officer's and Chief Financial Officer's compensation.

In determining the compensation packages for our other Named Executive Officers, key employees and non-employee directors, the Compensation Committee and the Board of Directors have evaluated the history and performance of the Company, previous compensation practices and packages awarded to the Company's executive officers, key employees and non-employee directors, and compensation policies and packages awarded to executive officers, key employees and non-employee directors at similarly-situated companies.

Use of Outside Consultants

The Compensation Committee has the authority to retain and terminate any independent compensation consultant and to obtain independent advice and assistance from internal and external legal, accounting and other advisors. In 2014, the Compensation Committee did not engage any such consultants to determine or recommend the amount or form of executive and director compensation discussed herein.

Compensation Program Components

Our executive compensation program emphasizes company performance, individual performance and an increase in stockholder value over time in determining executive pay levels. Our executive compensation program consists of three key elements: (i) annual base salaries; (ii) a performance-based annual bonus; and (iii) periodic grants of stock options and restricted stock. The Compensation Committee believes that this three-part approach best serves our and our stockholders' interests by motivating executive officers to improve our financial position, holding executives accountable for the performance of the organizations for which they are responsible and by attracting key executives into our service. Under our compensation program, annual compensation for Named Executive Officers are composed of a significant portion of pay that is "at risk" – specifically, the annual bonus, stock options and restricted stock.

For the fiscal year ended December 31, 2014, the components of compensation for Named Executive Officers were: (i) cash compensation; (ii) equity-based compensation; and (iii) perquisites and other personal and additional benefits. Additional details on each element of our compensation program are outlined below.

Cash Compensation

Base Salary. In reviewing and approving the base salaries of our Named Executive Officers, the Compensation Committee considers the scope of work and responsibilities and other individual-specific factors; the recommendations of our Executive Chairman and Executive Vice Chairman (except in the case of their own respective compensation); compensation for similar positions at similarly-situated companies; and the executive's experience. Except where an existing agreement establishes an executive's salary, the Compensation Committee generally reviews executive officer and key employee salaries annually at the end of the fiscal year and establishes the base salaries for the upcoming fiscal year in connection with establishing the Company's budget for the upcoming fiscal year.

For 2014, base salaries for the Company's Executive Chairman, Executive Vice Chairman, Chief Executive Officer and President were established pursuant to their respective employment agreements (described below under the heading "Employment Agreements"). Effective April 1, 2014, Mr. Metcalf's salary was increased from \$250,000 to \$260,000 in accordance with the terms of his employment agreement. In establishing the base salary of our Chief Executive Officer, the Compensation Committee considered Mr. Metcalf's extensive knowledge of the Company's history, products, strategies, technologies and culture, as well as the additional responsibilities and duties required by his role as chief executive officer of a public company. For 2014, the base salary for Ms. Freeman was \$500,000. In establishing the base salary of our President, the Compensation Committee considered Ms. Freeman's extensive brand management, and consumer product and omni-channel expertise as well as the additional responsibilities and duties required by her role as president of a public company.

The base salaries for the Company's Executive Chairman and Executive Vice Chairman are subject to annual review by the Compensation Committee and were not modified in 2014 and remained at \$175,000, respectively. In establishing the salaries of our Executive Chairman and Executive Vice Chairman, the Compensation Committee considered their respective extensive investment, capital raising, acquisition and operating expertise, as well as the scope of their respective responsibilities. Our Executive Chairman and Executive Vice Chairman devote only as much of their time as is necessary to the affairs of the Company and also serve in various capacities with other public and private entities, including not-for-profit entities.

As Mr. Kuehne, our Chief Financial Officer, did not have an employment agreement, his employment with the Company is "at will." Mr. Kuehne previously served as the Company's Interim Chief Financial Officer following the resignation of Robert Peay, the Company's previous Chief Financial Officer, on March 15, 2013. Mr. Kuehne was appointed as the Company's Chief Financial Officer effective November 1, 2013. In connection with Mr. Kuehne's appointment as Chief Financial Officer, the Company increased Mr. Kuehne's salary from \$160,000 to \$210,000 per year effective as of January 1, 2014. In establishing Mr. Kuehne's base salary, the Compensation Committee considered, among other things, the compensation for similar positions at similarly-situated companies, as well as the additional responsibilities and duties required by his role as chief financial officer of a public company.

As Mr. Ritchie, our Chief Operating Officer, did not have an employment agreement, his employment with the Company is "at will." Effective April 1, 2014, Mr. Ritchie's salary was increased from \$240,000 to \$245,000. In establishing Mr. Ritchie's base salary, the Company considered, among other things, the compensation for similar positions at similarly-situated companies, as well as the additional responsibilities and duties required by his role as chief operating officer of a public company.

Performance-Based Annual Bonus. With regard to the compensation of any Named Executive Officer that is subject to Section 162(m) of the Code, the Compensation Committee establishes the performance goals and then certifies the satisfaction of such performance goals prior to the payment of the performance-based bonus compensation. In reviewing and approving the annual performance-based bonus for our executive officers, the Compensation Committee may also consider an executive's contribution to the overall performance of Black Diamond, as well as annual bonuses awarded to persons holding similar positions at similarly-situated companies.

In addition, cash bonuses may be awarded at the discretion of the Board of Directors, the Compensation Committee or the executive management of the Company for exceptional performance related to other corporate activity undertaken by the Company in any year.

The Compensation Committee and the Board of Directors determined to award our Chief Executive Officer and President discretionary cash bonuses in the amount of \$1,000 each for the performance of their services in 2014. In determining to award discretionary cash bonuses to our Chief Executive Officer and President, the Compensation Committee took into account, among other things, their respective contributions to the Company's financial results for the year ended December 31, 2014, as well as their respective efforts towards implementing the Company's strategic pivot.

The Compensation Committee and the Board of Directors also determined to award our Chief Financial Officer and Chief Operating Officer discretionary cash bonuses in the amount of \$51,000 each for the performance of their services in 2014. In determining to award discretionary cash bonuses to our Chief Financial Officer and Chief Operating Officer, the Compensation Committee took into account, among other things, their respective contributions to the Company's financial results for the year ended December 31, 2014, as well as their respective efforts towards implementing the Company's strategic pivot.

Base salary, incentive compensation and the amount of discretionary bonus (total cash compensation) earned in 2014 by the Named Executive Officers are reflected in the "Salary," and "Bonus," columns in the Summary Compensation Table set forth on page 9 of this report.

Equity-Based Compensation

We believe that equity-based compensation is the most effective means of creating a long-term link between the compensation provided to officers and other key management personnel and the returns realized by the stockholders. In 2014, the Company maintained the 2005 Stock Incentive Plan to incentivize executive officers and other key employees. The 2005 Stock Incentive Plan is designed to give the Board of Directors discretion and flexibility in designing incentive compensation packages to align the goals of management with those of our stockholders and to motivate executive officers and key employees to improve the operations of the Company, thereby maximizing stockholder value. Pursuant to the plans, the Board of Directors may issue to employees, officers, directors, consultants, independent contractors and advisors of the Company and its subsidiaries incentive stock options, nonqualified stock options, and restricted stock.

Awards under the 2005 Stock Incentive Plan help relate a significant portion of an employee's long-term remuneration directly to stock price appreciation realized by all our stockholders and align an employee's interests with that of our stockholders. The Compensation Committee believes equity-based incentive compensation aligns executive and stockholder interests because (i) the use of a multi-year lock-up or vesting schedule or milestone based vesting schedule for equity awards encourages executive retention and emphasizes long-term growth, and (ii) paying a significant portion of management's compensation in our equity provides management with a powerful incentive to increase stockholder value over the long-term. The specific types and size of awards to be granted (other than options granted to non-employee directors) and the terms and conditions of such awards are determined by the Compensation Committee subject to the provisions of the 2005 Stock Incentive Plan.

The timing of our equity award grants is not designed to have any relationship with our release of material, non-public information. Awards are generally granted at previously scheduled meetings of the Board of Directors and Compensation Committee and as required by our 2005 Stock Incentive Plan, options and stock awards are granted with an exercise price and valued equal to the fair market value of the Company's common stock which is the closing price on the date of such grant. The Compensation Committee may also approve any equity-based grants in connection with the hiring or promotion of an executive officer.

On August 11, 2014, in connection with Ms. Freeman's appointment as President of the Company and pursuant to the terms of her employment agreement, the Company issued and granted to Ms. Freeman an option to purchase 300,000 shares of the Company's common stock pursuant to the Company's 2005 Stock Incentive Plan, having an exercise price of \$8.87 per share, of which 75,000 shares of common stock will vest and become exercisable on each of December 31, 2015, December 31, 2016, December 31, 2017, and December 31, 2018. Ms. Freeman's employment agreement also provides that within three business days of Ms. Freeman's appointment as the Company's Chief Executive Officer, the Company will issue and grant to Ms. Freeman an option to purchase 100,000 shares of the Company's common stock pursuant to the 2005 Stock Incentive Plan, having an exercise price of equal to the closing price of the Company's common stock on the date of grant, of which 33,334 shares of common stock will vest and become exercisable on December 31, 2015, and 33,333 shares of common stock will vest and become exercisable on each of December 31, 2016, and December 31, 2017.

Also on August 11, 2014, in connection with Ms. Freeman's appointment as President of the Company and pursuant to the terms of her employment agreement, the Company issued and granted to Ms. Freeman a restricted stock award of 300,000 restricted shares under the Company's 2005 Stock Incentive Plan, of which (i) 50,000 restricted shares vested and became nonforfeitable on August 25, 2014; (ii) 205,000 restricted shares will vest and become nonforfeitable as follows: (A) 45,000 restricted shares will vest if, on or before June 30, 2017, the fair market value (as defined in the Company's 2005 Stock Incentive Plan) of the Company's common stock shall have equaled or exceeded \$15.00 per share for five consecutive trading days; (B) 80,000 restricted shares will vest if, on or before December 31, 2019, the fair market value of the Company's common stock shall have equaled or exceeded \$20.00 per share for five consecutive trading days; (C) 80,000 restricted shares will vest if, on or before December 31, 2019, the fair market value of the Company's common stock shall have equaled or exceeded \$22.00 per share for five consecutive trading days; and (iii) 15,000 restricted shares will vest and become nonforfeitable on each of December 31, 2015, December 31, 2016 and December 31, 2017. All vested restricted shares will be subject to a lock-up provision restricting sales, dispositions, pledges and transfers of such shares through December 31, 2016.

Perquisites and Other Personal and Additional Benefits

Executive officers participate in other employee benefit plans generally available to all employees on the same terms as similarly-situated employees.

The Company maintains qualified 401(k) plans that provide for discretionary Company contributions up to the applicable Internal Revenue Service limits.

The Company also provides Named Executive Officers with perquisites and other personal benefits that the Company and the Compensation Committee believe are reasonable and consistent with its overall compensation program to better enable the Company to attract and retain superior employees for key positions. The Compensation Committee periodically reviews the levels of perquisites and other personal benefits provided to our Named Executive Officers.

The costs to the Company associated with providing these benefits for executive officers named in the Summary Compensation Table are reflected in the "All Other Compensation" column of the Summary Compensation Table set forth on page 9 of this report.

Accounting and Tax Considerations

Section 162(m) of the Code generally disallows a tax deduction to public corporations for compensation other than performance-based compensation over \$1,000,000 paid for any fiscal year to an individual who, on the last day of the taxable year, was (i) the Chief Executive Officer or (ii) among the four other highest compensated executive officers whose compensation is required to be reported in the Summary Compensation Table contained herein. Compensation programs generally will qualify as performance-based if (1) compensation is based on pre-established objective performance targets, (2) the programs' material features have been approved by stockholders, and (3) there is no discretion to increase payments after the performance targets have been established for the performance period. With regard to the compensation of any Named Executive Officer that is subject to Section 162(m) of the Code, the Compensation Committee establishes the performance goals and then certifies the satisfaction of such performance goals prior to the payment of the performance-based bonus compensation. The Compensation Committee desires to maximize deductibility of compensation under Section 162(m) of the Code to the extent practicable while maintaining a competitive, performance-based compensation program. However, the Compensation Committee also believes that it must reserve the right to award compensation which it deems to be in the best interests of our stockholders but which may not be tax deductible under Section 162(m) of the Code.

Policy on Stock Trading

We do not permit our executives and other employees to buy or sell put or call options on the Company's common stock, or sell the Company's common stock short.

Post-Employment and Other Events

Retirement, death, disability and change-in-control events trigger the payment of certain compensation to the Named Executive Officers that is not available to all salaried employees. Such compensation is discussed under the headings "Employment Agreements" and "Potential Payments Upon Termination or Change in Control."

Role of Executive Officers in Compensation Decisions

The Compensation Committee determines the total compensation of our Chief Executive Officer and Chief Financial Officer and oversees the design and administration of compensation and benefit plans for all of the Company's employees. Certain executive officers, including our Executive Chairman, Executive Vice Chairman, Chief Executive Officer, President and Chief Financial Officer, may attend a portion of most regularly scheduled Compensation Committee meetings, excluding executive sessions, to present topical issues for discussion and education as well as specific recommendations for review. The Compensation Committee also obtains input from our legal, finance and tax advisors, as appropriate.

Summary

The Compensation Committee believes that the total compensation package has been designed to motivate key management to improve the operations and financial performance of the Company, thereby increasing the market value of our common stock. The tables in this Executive Compensation section reflect the compensation structure established by the Compensation Committee.

Compensation Committee Report

Our Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this report with management. Based on our Compensation Committee's review of and the discussions with management with respect to the Compensation Discussion and Analysis, our Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this report for filing with the SEC.

Submitted by the Members of the Compensation Committee of the Board of Directors:

Donald House (Chairman)
Nicholas Sokolow

The Report of the Compensation Committee does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates the Report of the Compensation Committee by reference therein.

Summary Compensation Table

The following summary compensation table sets forth information concerning the annual and long-term compensation earned for the periods presented below by our executive officers and persons as to whom disclosure is required under the applicable rules of the SEC (collectively, the “Named Executive Officers”).

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$) ⁽²⁾	Non-Equity Deferred Compensation Earnings	Non-qualified Deferred Compensation Earnings	All Other Compensation (\$)	Total (\$)
Warren B. Kanders	2014	175,000 ⁽³⁾	-	-	-	-	-	46,737 ⁽⁴⁾	221,737
Executive Chairman	2013	175,000	-	-	-	-	-	47,030	222,030
	2012	175,000	-	-	-	-	-	38,946	213,946
Robert R. Schiller	2014	175,000 ⁽⁵⁾	-	-	-	-	-	38,818 ⁽⁶⁾	213,818
Executive Vice	2013	175,000	-	-	-	-	-	38,403	213,403
Chairman	2012	175,000	-	-	-	-	-	38,745	213,745
Peter R. Metcalf	2014	256,308 ⁽⁷⁾	1,000	-	-	-	-	9,970 ⁽⁸⁾	267,278
Chief Executive Officer	2013	247,308	-	-	-	-	-	9,278	256,856
	2012	235,384	11,870	-	-	-	-	15,201	262,455
Zeena A. Freeman	2014	192,308 ⁽⁹⁾	1,000	1,658,293	1,389,930	-	-	33,550 ⁽¹⁰⁾	3,275,081
President									
Aaron J. Kuehne	2014	210,000 ⁽¹¹⁾	51,000	-	-	-	-	14,902 ⁽¹²⁾	275,902
Chief Financial Officer, Secretary & Treasurer	2013	157,308	-	25,000	165,090	-	-	10,149	357,547
Mark Ritchie	2014	243,654 ⁽¹³⁾	51,000	-	-	-	-	14,660 ⁽¹⁴⁾	309,314
Chief Operating Officer	2013	236,135	-	312,000	224,700	-	-	9,991	782,826
	2012	219,039	20,038	-	-	-	-	11,849	250,926

(1) Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for awards made during the applicable year. For discussions on the relevant assumptions, see footnote 14, “Stock-Based Compensation Plans” in the financial statements contained in the Annual Reports on Form 10-K for the years ended December 31, 2014, December 31, 2013 and December 31, 2012.

(2) Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for awards made during the applicable year. For discussions on the relevant assumptions, see footnote 14, “Stock-Based Compensation Plans” in the financial statements contained in the Annual Reports on Form 10-K for the years ended December 31, 2014, December 31, 2013 and December 31, 2012.

(3) Mr. Kanders is compensated pursuant to the terms of his employment agreement with the Company dated June 5, 2013, which is discussed under the heading “Employment Agreements” in this report. Such employment agreement replaced his previously existing employment agreement with the Company dated May 28, 2010. Mr. Kanders is required to devote only as much time as is necessary to perform his duties for the Company.

(4) “All Other Compensation” amount for Mr. Kanders in 2014 consists of the following items: 401(k) matching contributions, \$2,625, health, short-term and long-term disability, and AD&D, \$37,331; and life insurance, \$6,781.

(5) Mr. Schiller is compensated pursuant to the terms of his employment agreement with the Company dated June 5, 2013, which is discussed under the heading “Employment Agreements” in this report. Mr. Schiller is required to devote only as much time as is necessary to perform his duties for the Company.

(6) “All Other Compensation” amount for Mr. Schiller in 2014 consists of the following items: 401(k) matching contributions, \$2,625, health, short-term and long-term disability, and AD&D, \$35,200; and life insurance, \$993.

(7) Mr. Metcalf is compensated pursuant to the terms of his employment agreement with the Company dated June 5, 2013, which is discussed under the heading “Employment Agreements” in this report.

(8) “All Other Compensation” amount for Mr. Metcalf in 2014 consists of the following items: health, short-term and long-term disability, and AD&D, \$9,682; and life insurance, \$288.

(9) Ms. Freeman is compensated pursuant to the terms of her employment agreement with the Company dated August 11, 2014, which is discussed under the heading “Employment Agreements” in this report.

(10) “All Other Compensation” amount for Ms. Freeman in 2014 consists of the following items: relocation costs \$31,160, health, short-term and long-term disability, and AD&D, \$2,294; and life insurance, \$96.

(11) On November 1, 2013, in connection with Mr. Kuehne’s appointment as Chief Financial Officer, the Company increased Mr. Kuehne’s salary from \$160,000 to \$210,000 per year effective as of January 1, 2014.

(12) “All Other Compensation” amount for Mr. Kuehne in 2014 consists of the following items: 401(k) matching contributions, \$3,182, health, short-term and long-term disability, and AD&D, \$11,312; and life insurance, \$408.

(13) On April 1, 2014, the Company increased Mr. Ritchie’s salary from \$240,000 to \$245,000.

(14) “All Other Compensation” amount for Mr. Ritchie’s in 2014 consists of the following items: 401(k) matching contributions, \$3,721, health, short-term and long-term disability, and AD&D, \$10,531; and life insurance, \$408.

Grants of Plan-Based Awards

There were no grants of plan-based awards in fiscal year 2014 to our Named Executive Officers during the fiscal year ended December 31, 2014.

Outstanding Equity Awards at Fiscal Year End

The following table sets forth information concerning stock options and stock awards held by the Named Executive Officers at December 31, 2014:

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Warren B. Kanders	400,000 ⁽¹⁾	-	-	7.50	5/31/20 ⁽¹⁾	-	-	-	-
	400,000 ⁽¹⁾	-	-	10.00	5/31/20 ⁽¹⁾	-	-	-	-
	-	-	-	-	-	250,000 ⁽²⁾	2,187,500	-	-
Robert R. Schiller	-	-	-	-	-	-	-	-	-
Peter R. Metcalf	75,000 ⁽³⁾	-	-	6.85	5/28/20	-	-	-	-
Zeena A. Freeman	-	300,000 ⁽⁴⁾	-	8.87	8/11/24	-	-	-	-
	-	-	-	-	-	250,000 ⁽⁵⁾	2,187,500	-	-
Aaron J. Kuehne	25,000 ⁽⁶⁾	-	-	10.40	11/7/23	-	-	-	-
	-	7,500 ⁽⁷⁾	-	8.20	1/1/23	-	-	-	-
	12,500 ⁽⁸⁾	-	-	6.25	9/12/20	-	-	-	-
Mark D. Ritchie	75,000 ⁽⁹⁾	-	-	10.40	8/30/23	-	-	-	-
	25,000 ⁽¹⁰⁾	-	-	6.85	5/28/20	-	-	-	-
	-	-	-	-	-	30,000 ⁽¹¹⁾	262,500	-	-

(1) Fully vested non-plan stock option award. The Company’s Compensation Committee and Board of Directors approved, effective as of May 28, 2010, the extension of the expiration date for such stock option awards from December 20, 2012 to May 31, 2020.

(2) A seven-year restricted stock award granted under the Company’s 2005 Stock Incentive Plan on January 17, 2011 of 250,000 restricted shares which will vest and become nonforfeitable on the date the closing price of the Company’s common stock shall have equaled or exceeded \$14.00 per share for 20 consecutive trading days.

(3) Stock option award granted pursuant to the Company's 2005 Stock Incentive Plan. Options to purchase 30,000, 22,500 and 22,500 shares of common stock became exercisable on December 31, 2012, 2013 and 2014, respectively.

(4) Stock option award granted pursuant to the Company's 2005 Stock Incentive Plan. Options to purchase 300,000 shares of common stock shall vest and become exercisable as follows: options to purchase 75,000 shares of common stock shall vest on each of December 31, 2015, December 31, 2016, December 31, 2017, and December 31, 2018. Upon Ms. Freeman's appointment as the Chief Executive Officer of the Company, the Company within three business days of such appointment shall grant and issue to Ms. Freeman an additional stock option award pursuant to the 2005 Stock Incentive Plan to purchase 100,000 shares of common stock at an exercise price equal to the closing price of the Company's common stock on the date of grant, which shall vest as follows: (i) options to purchase 33,334 shares of common stock shall vest on December 31, 2015 and (ii) options to purchase 33,333 shares of common stock shall vest on each of December 31, 2016 and December 31, 2017.

(5) Restricted stock award of 250,000 shares of common stock granted pursuant to the Company's 2005 Stock Incentive Plan will vest and become nonforfeitable as follows: (A) 45,000 restricted shares shall vest if, on or before June 30, 2017, the fair market value (as defined in the 2005 Stock Incentive Plan) of the Company's common stock shall have equaled or exceeded \$15.00 per share for five consecutive trading days; (B) 80,000 restricted shares shall vest if, on or before December 31, 2019, the fair market value of the Company's common stock shall have equaled or exceeded \$20.00 per share for five consecutive trading days; (C) 80,000 restricted shares shall vest if, on or before December 31, 2019, the fair market value of the Company's common stock shall have equaled or exceeded \$22.00 per share for five consecutive trading days; and (D) 15,000 restricted shares shall vest on each of December 31, 2015, December 31, 2016 and December 31, 2017. All vested restricted shares will be subject to certain transfer restrictions through December 31, 2016.

(6) Stock option award granted pursuant to the Company's 2005 Stock Incentive Plan. Options to purchase 25,000 are immediately exercisable. The shares of common stock underlying the stock option will be subject to certain transfer restrictions through and including December 31, 2017, provided, that upon any termination of Mr. Kuehne's employment with the Company for any reason (including, but not limited to, death, Disability or Termination by the Company without Cause (each as defined in the 2005 Stock Incentive Plan)), the transfer restrictions shall continue to apply through and including December 31, 2022.

(7) Stock option award granted pursuant to the Company's 2005 Stock Incentive Plan. Options to purchase 3,000 shares of common stock shall vest and become exercisable on December 31, 2015 and options to purchase 2,250 shares of common stock shall vest and become exercisable on each of December 31, 2016 and December 31, 2017.

(8) Stock option award granted pursuant to the Company's 2005 Stock Incentive Plan. Options to purchase 5,000, 3,750 and 3,750 shares of common stock vested and became exercisable on each of December 31, 2012, 2013 and 2014, respectively.

(9) Stock option award granted pursuant to the Company's 2005 Stock Incentive Plan. Options to purchase 75,000 are immediately exercisable. The shares of common stock underlying the stock option will be subject to certain transfer restrictions through and including December 31, 2017, provided, that upon any termination of Mr. Ritchie's employment with the Company for any reason (including, but not limited to, death, Disability or Termination by the Company without Cause (each as defined in the 2005 Stock Incentive Plan)), the transfer restrictions shall continue to apply through and including December 31, 2022.

(10) Stock option award granted pursuant to the Company's 2005 Stock Incentive Plan. Options to purchase 10,000, 7,500 and 7,500 shares of common stock vested and became exercisable on December 31, 2012, 2013 and 2014, respectively.

(11) Restricted stock award of 30,000 shares of common stock granted under the Company's 2005 Stock Incentive Plan will vest and become nonforfeitable as follows: (i) 10,000 shares shall immediately vest and become nonforfeitable if: (A) during any calendar year ending prior to and including December 31, 2015, the Company's apparel products achieve certain net revenue targets in such calendar year; and (B) Mr. Ritchie is employed as a full time employee by the Company or one of its subsidiaries as of March 31, 2016; (ii) 10,000 shares shall immediately vest and become nonforfeitable if: (A) during any calendar year ending prior to and including December 31, 2017, the Company's apparel products achieve certain net revenue targets such calendar year; and (B) Mr. Ritchie is employed as a full time employee by the Company or one of its subsidiaries as of March 31, 2018; and (iii) 10,000 shares shall immediately vest and become nonforfeitable if: (A) during any calendar year ending prior to and including December 31, 2018, the Company's apparel products achieve certain net revenue targets in such calendar year; and (B) Mr. Ritchie is employed as a full time employee by the Company or one of its subsidiaries as of March 31, 2019; provided, however, in the event that the Company fails to achieve a net revenue target in an applicable calendar year but Mr. Ritchie remains employed as a full time employee by the Company or one of its subsidiaries as of the applicable employment date for such period, then 2,000 restricted shares with respect to such period shall become fully vested and the remaining 8,000 unvested restricted shares with respect to such period shall be forfeited effective as of such applicable employment date.

Option Exercises and Stock Vested During Fiscal 2014

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Warren B. Kanders	-	-	-	-
Robert R. Schiller	-	-	-	-
Peter R. Metcalf	-	-	-	-
Zeena A. Freeman	-	-	50,000	426,000
Aaron J. Kuehne	-	-	-	-
Mark Ritchie	-	-	-	-

Pension Benefits – Fiscal 2014

There were no pension benefits earned by our Named Executive Officers during the fiscal year ended December 31, 2014.

Non-qualified Defined Contribution and Other Non-qualified Deferred Compensation Plans

The Company does not have any non-qualified defined contribution or other non-qualified deferred compensation plans covering its Named Executive Officers.

Potential Payments Upon Termination or Change of Control

The tables below reflect the amount of compensation payable to each of the Named Executive Officers of the Company in the event of termination of such executive's employment. The amount of compensation payable to each Named Executive Officer upon voluntary termination; retirement; involuntary not-for-cause termination; involuntary for cause termination; termination following a change of control; retention following a change of control; and in the event of disability or death of the executive is shown below. The amounts shown assume that such termination was effective as of December 31, 2014. The amounts shown thus include amounts earned through such times and are estimates of the amounts which would be paid out to the executives upon their termination. The actual amounts to be paid out can only be determined at the time of such executive's separation from the Company.

Payments Made Upon Termination

Regardless of the manner in which a Named Executive Officer's employment terminates, he may be entitled to receive amounts earned during his term of employment.

Payments Made Upon Retirement

In the event of the retirement of a Named Executive Officer, no additional benefits are paid.

Payments Made Upon a Change of Control

Pursuant to the terms of the employment agreements between the Company and each of Messrs. Kanders, Schiller and Metcalf, upon the termination of employment by such executive due to the occurrence of a change in control, such terminating executive will receive one year of annual salary in one lump sum and all granted but unvested stock options held by the executive will automatically vest and become exercisable.

Pursuant to the terms of the employment agreements between the Company and Ms. Freeman, upon the termination of employment by such executive due to the occurrence of a change in control, in addition to any accrued payments owed to Ms. Freeman pursuant to her employment agreement, Ms. Freeman will receive one year of annual salary in one lump sum, all granted but unvested stock options held by her will automatically vest and become exercisable, and the unvested portion of previously granted shares of restricted stock that are subject to time based vesting would be accelerated pursuant to the terms of her employment agreement. Additionally, the unvested portion of previously granted shares of restricted stock that are subject to stock price based vesting targets would be accelerated if the price per share received by the Company in such change in control equals or exceeds the applicable vesting stock price targets set forth in her employment agreement.

Pursuant to the employment agreements between the Company and each of Messrs. Kanders, Schiller and Metcalf as well as Ms. Freeman, a change of control is deemed to occur in the event that:

- the members of the Board of Directors as of cease to constitute a majority of the Board of Directors provided, however, that any individual becoming a director subsequent to June 5, 2013 (August 11, 2014 with respect to Ms. Freeman), whose election, or nomination for election by the Company’s stockholders, was approved by a vote of at least a majority of the directors then comprising the Board shall be considered as though such individual was a member of the Board as of June 5, 2013 (August 11, 2014 with respect to Ms. Freeman);
- the Company shall have been sold by either (i) a sale of all or substantially all its assets; (ii) a merger or consolidation, other than any merger or consolidation pursuant to which the Company acquires another entity or (iii) a tender offer, whether solicited or unsolicited; or
- any party, other than the Company, is or becomes the “beneficial owner” (as defined in the Exchange Act), directly or indirectly, of voting securities representing 50% or more of the total voting power of the Company.

Warren B. Kanders

The following table shows the potential payments upon termination or a change of control of the Company for Warren B. Kanders, the Company’s Executive Chairman, which includes payments payable pursuant to the terms of his employment agreement dated June 5, 2013, which is discussed under the heading “Employment Agreements” in this report.

Executive Benefits and Payments Upon Separation	Voluntary Termination on 12/31/14 (\$)	For Cause Termination on 12/31/14 (\$)	Without Cause Termination on 12/31/14 (\$)	Change-in-Control and Termination on 12/31/14 (\$)	Change-in-Control 12/31/14 (\$)	Disability on 12/31/14 (\$)	Death on 12/31/14 (\$)
Compensation							
Cash Severance - Salary	-	-	175,000 ⁽¹⁾	175,000 ⁽¹⁾	-	-	-
Stock Options	-	-	-	-	-	-	-
Restricted Stock	-	-	-	-	2,187,500 ⁽²⁾	-	-
Benefits & Perquisites							
Life Insurance	-	-	-	-	-	-	2,250,000 ⁽³⁾
Disability Income	-	-	-	-	-	-	-
Total			<u>175,000</u>	<u>175,000</u>	<u>2,187,500</u>		<u>2,250,000</u>

- (1) Mr. Kanders would be entitled to receive one year of his annual base salary of \$175,000 in one lump sum pursuant to the terms of his employment agreement which is discussed under the heading “Employment Agreements” in this report.
- (2) The invested portion of 250,000 shares of restricted common stock awarded to Mr. Kanders pursuant to the terms of a restricted stock agreement dated January 17, 2011, would vest and become nonforfeitable. Valued using the December 31, 2014, market price of \$8.75 per share.
- (3) Upon Mr. Kanders’ death, his designees would be entitled to receive \$2,000,000 pursuant to the terms of his employment agreement which is discussed under the heading “Employment Agreements” in this report, and an additional \$250,000 from a Company group term life policy that is maintained for the benefit of all of the Company’s employees.

Robert R. Schiller

The following table shows the potential payments upon termination or a change of control of the Company for Robert R. Schiller, the Company's Executive Vice Chairman, which includes payments payable pursuant to the terms of his employment agreement dated June 5, 2013, which is discussed under the heading "Employment Agreements" in this report.

Executive Benefits and Payments Upon Separation	Voluntary Termination on 12/31/14 (\$)	For Cause Termination on 12/31/14 (\$)	Without Cause Termination on 12/31/14 (\$)	Change-in-Control and Termination on 12/31/14 (\$)	Disability on 12/31/14 (\$)	Death on 12/31/14 (\$)
Compensation						
Cash Severance - Salary	-	-	175,000 ⁽¹⁾	175,000 ⁽¹⁾	-	-
Stock Options	-	-	-	-	-	-
Restricted Stock	-	-	-	-	-	-
Benefits & Perquisites						
Life Insurance	-	-	-	-	-	225,000 ⁽²⁾
Disability Income	-	-	-	-	-	-
Total			<u>175,000</u>	<u>175,000</u>		<u>225,000</u>

- (1) Mr. Schiller would be entitled to receive one year of his annual base salary of \$175,000 in one lump sum pursuant to the terms of his employment agreement which is discussed under the heading "Employment Agreements" in this report.
- (2) Upon Mr. Schiller's death, his beneficiary would be entitled to receive \$225,000 from a Company group term life policy that is maintained for the benefit of all of the Company's employees.

Peter R. Metcalf

The following table shows the potential payments upon termination or a change of control of the Company for Peter R. Metcalf, the Company's Chief Executive Officer, which includes payments payable pursuant to the terms of his employment agreement dated June 5, 2013, which is discussed under the heading "Employment Agreements" in this report.

Executive Benefits and Payments Upon Separation	Voluntary Termination on 12/31/14 (\$)	For Cause Termination on 12/31/14 (\$)	Without Cause Termination on 12/31/14 (\$)	Change-in-Control and Termination on 12/31/14 (\$)	Disability on 12/31/14 (\$)	Death on 12/31/14 (\$)
Compensation						
Cash Severance - Salary	-	-	260,000 ⁽¹⁾	260,000 ⁽¹⁾	-	-
Stock Options	-	-	-	-	-	-
Restricted Stock	-	-	-	-	-	-
Benefits & Perquisites						
Life Insurance	-	-	-	-	-	200,000 ⁽²⁾
Disability Income	-	-	-	-	-	-
Total			<u>260,000</u>	<u>260,000</u>		<u>200,000</u>

- (1) Mr. Metcalf would be entitled to receive one year of his annual base salary of \$260,000 in one lump sum pursuant to the terms of his employment agreement which is discussed under the heading "Employment Agreements" in this report.
- (2) Upon Mr. Metcalf's death, his beneficiary would be entitled to receive \$200,000 from a Company group term life policy that is maintained for the benefit of all of the Company's employees.

Zeena A. Freeman

The following table shows the potential payments upon termination or a change of control of the Company for Zeena A. Freeman, the Company's President, which includes payments payable pursuant to the terms of her employment agreement dated August 11, 2014, which is discussed under the heading "Employment Agreements" in this report.

Executive Benefits and Payments Upon Separation	Voluntary Termination on 12/31/14 (\$)	For Cause Termination on 12/31/14 (\$)	Without Cause Termination on 12/31/14 (\$)	Change-in-Control and Termination on 12/31/14 (\$)	Disability on 12/31/14 (\$)	Death on 12/31/14 (\$)
Compensation						
Cash Severance - Salary	500,000 ⁽¹⁾	-	500,000 ⁽²⁾	500,000 ⁽³⁾	500,000 ⁽²⁾	500,000 ⁽²⁾
Stock Options	(4)	-	(5)	(5)	(5)	(5)
Restricted Stock	831,250 ⁽⁶⁾	-	831,250 ⁽⁷⁾	831,250 ⁽⁷⁾⁽⁸⁾	831,250 ⁽⁷⁾	831,250 ⁽⁷⁾
Benefits & Perquisites						
Life Insurance	-	-	-	-	-	200,000 ⁽⁹⁾
Disability Income	-	-	-	-	-	-
Total	<u>1,331,250</u>	-	<u>1,331,250</u>	<u>1,331,250</u>	<u>1,331,250</u>	<u>1,531,250</u>

- (1) In the event of Ms. Freeman's voluntary termination of employment for certain reasons set forth in her employment agreement, Ms. Freeman would be entitled to receive one year of her annual base salary of \$500,000 in accordance with the Company's normal payroll practices pursuant to the terms of her employment agreement which is discussed under the heading "Employment Agreements" in this report.
- (2) Ms. Freeman would be entitled to receive one year of her annual base salary of \$500,000 in accordance with the Company's normal payroll practices pursuant to the terms of her employment agreement which is discussed under the heading "Employment Agreements" in this report.
- (3) Ms. Freeman would be entitled to receive one year of her annual base salary of \$500,000 in one lump sum pursuant to the terms of her employment agreement which is discussed under the heading "Employment Agreements" in this report.
- (4) In the event of Ms. Freeman's voluntary termination of employment for certain reasons set forth in her employment agreement, the unvested portion of 300,000 options to purchase shares of the Company's common stock would be accelerated pursuant to the terms of her employment agreement which is discussed under the heading "Employment Agreements" in this report. Valued using the December 31, 2014, market price of \$8.75, which is lower than the grant price of \$8.87 resulting in no value to Ms. Freeman as of such date.
- (5) The unvested portion of 300,000 options to purchase shares of the Company's common stock would be accelerated pursuant to the terms of her employment agreement which is discussed under the heading "Employment Agreements" in this report. Valued using the December 31, 2014, market price of \$8.75, which is lower than the grant price of \$8.87 resulting in no value to Ms. Freeman as of such date.
- (6) In the event of Ms. Freeman's voluntary termination of employment for certain reasons set forth in her employment agreement, the unvested portion of 95,000 shares of restricted stock subject to time based vesting would be accelerated pursuant to the terms of her employment agreement which is discussed under the heading "Employment Agreements" in this report. Valued using the December 31, 2014, market price of \$8.75.
- (7) The unvested portion of 95,000 shares of restricted stock subject to time based vesting would be accelerated pursuant to the terms of her employment agreement which is discussed under the heading "Employment Agreements" in this report. Valued using the December 31, 2014, market price of \$8.75.
- (8) The unvested portion of 205,000 shares of restricted stock subject to stock price targets pursuant to the terms of her employment agreement which is discussed under the heading "Employment Agreements" in this report, shall be deemed vested if the purchase price per share in a "Change in Control" (as defined in Ms. Freeman's employment agreement) exceeds the applicable vesting stock price targets. Valued using the December 31, 2014, market price of \$8.75. Because the value of the Company's common stock as of December 31, 2014, does not exceed the applicable vesting stock price targets set forth in her employment agreement, the unvested portion of 205,000 shares of restricted stock subject to stock price targets shares would not vest and there is no value to Ms. Freeman as of such date.

- (9) Upon Ms. Freeman's death, her beneficiary would be entitled to receive \$200,000 from a Company group term life policy that is maintained for the benefit of all of the Company's employees.

Aaron Kuehne

The following table shows the potential payments upon termination or a change of control of the Company for Aaron Kuehne, the Company's Chief Financial Officer, Secretary and Treasurer.

Executive Benefits and Payments Upon Separation	Voluntary Termination on 12/31/14 (\$)	For Cause Termination on 12/31/14 (\$)	Without Cause Termination on 12/31/14 (\$)	Change-in-Control and Termination on 12/31/14 (\$)	Disability on 12/31/14 (\$)	Death on 12/31/14 (\$)
Compensation						
Cash Severance – Salary	-	-	-	-	-	-
Stock Options	-	-	-	-	-	-
Restricted Stock	-	-	-	-	-	-
Benefits & Perquisites						
Life Insurance	-	-	-	-	-	200,000 ⁽¹⁾
Disability Income	-	-	-	-	-	-
Total						<u>200,000</u>

- (1) Upon Mr. Kuehne's death, his beneficiary would be entitled to receive \$200,000 from a Company group term life policy that is maintained for the benefit of all of the Company's employees.

Mark Ritchie

The following table shows the potential payments upon termination or a change of control of the Company for Mark Ritchie, the Company's Chief Operating Officer.

Executive Benefits and Payments Upon Separation	Voluntary Termination on 12/31/14 (\$)	For Cause Termination on 12/31/14 (\$)	Without Cause Termination on 12/31/14 (\$)	Change-in-Control and Termination on 12/31/14 (\$)	Disability on 12/31/14 (\$)	Death on 12/31/14 (\$)
Compensation						
Cash Severance – Salary	-	-	-	-	-	-
Stock Options	-	-	-	-	-	-
Restricted Stock	-	-	-	-	-	-
Benefits & Perquisites						
Life Insurance	-	-	-	-	-	200,000 ⁽¹⁾
Disability Income	-	-	-	-	-	-
Total						<u>200,000</u>

- (1) Upon Mr. Ritchie's death, his beneficiary would be entitled to receive \$200,000 from a Company group term life policy that is maintained for the benefit of all of the Company's employees.

EMPLOYMENT AGREEMENTS

Warren B. Kanders

On June 5, 2013, the Company entered into an employment agreement with Warren B. Kanders (the “Kanders Employment Agreement”), in connection with the expiration of his previously existing employment agreement with the Company, dated May 28, 2010. The Kanders Employment Agreement provides for his employment as Executive Chairman of the Company for a term of three years, subject to certain termination rights, during which time he will receive an annual base salary of \$175,000, subject to annual review by the Company. In addition, Mr. Kanders is entitled, at the discretion of the Compensation Committee of the Company’s Board of Directors, to receive performance bonuses, which may be based upon a variety of factors, and stock options and to participate in other bonus plans of the Company. Mr. Kanders will also be entitled, in the sole and absolute discretion of the Compensation Committee of the Company’s Board of Directors, to bonuses in the form of cash, stock options and/or restricted stock awards based upon his provision of strategic advice to the Company in connection with capital markets transactions, financings, capital structure optimization and mergers and acquisitions transactions. The Company also agreed to maintain term life insurance on Mr. Kanders in the amount of \$2,000,000 for the benefit of his designees (the “Kanders Life Insurance”).

The Kanders Employment Agreement contains a non-competition covenant and non-interference (relating to the Company’s customers) and non-solicitation (relating to the Company’s employees) provisions effective during the term of his employment and for a period of three years after termination of the Kanders Employment Agreement.

In the event that Mr. Kanders’ employment is terminated (i) by the Company without “cause” (as such term is defined in the Kanders Employment Agreement); (ii) by Mr. Kanders for certain reasons set forth in the Kanders Employment Agreement; or (iii) by Mr. Kanders upon a “change in control” (as such term is defined in the Kanders Employment Agreement), Mr. Kanders will be entitled to receive an amount equal to one year of his base salary in one lump sum payment within five days after the effective date of such termination and all unvested stock options held by Mr. Kanders will immediately vest and become exercisable. In the event that Mr. Kanders fails to comply with any of his post-employment obligations under the Kanders Employment Agreement, including, without limitation, the non-competition covenant and the non-interference and non-solicitation provisions, Mr. Kanders will be required to repay such lump sum payment as of the date of such failure to comply and he will have no further rights in or to such lump sum payment. In the event that Mr. Kanders’ employment is terminated upon his death, Mr. Kanders’ designees will be entitled to receive the proceeds of the Kanders Life Insurance. The Kanders Employment Agreement may also be terminated by the Company for “cause.” In the event that Mr. Kanders’ employment is terminated by the Company for “cause,” all stock options, whether vested or unvested, will terminate and be null and void.

On January 17, 2011, Mr. Kanders was awarded 250,000 shares of restricted stock, which the Company’s Board of Directors in May 2010 had determined to award to Mr. Kanders if he was an employee and/or a director of the Company or any of its subsidiaries as of the time of the award. Such restricted stock award will vest and become nonforfeitable on the date the closing price of the Company’s common stock shall have equaled or exceeded \$14.00 per share for twenty consecutive trading days. Pursuant to the terms of the restricted stock agreement dated January 17, 2011, by and between the Company and Mr. Kanders, all of such shares of restricted common stock would vest and become nonforfeitable upon the occurrence of a change in control (as defined in Mr. Kanders’ employment agreement).

Robert R. Schiller

On June 5, 2013, the Company entered into an employment agreement with Robert R. Schiller (the “Schiller Employment Agreement”) in connection with the expiration of his previously existing employment agreement with the Company, dated May 28, 2010. The Schiller Employment Agreement provides for his employment as Executive Vice Chairman of the Company for a term of three years, subject to certain termination rights, during which time he will receive an annual base salary of \$175,000, subject to annual review by the Company. In addition, Mr. Schiller is entitled, at the discretion of the Compensation Committee of the Company’s Board of Directors, to receive performance bonuses, which may be based upon a variety of factors, and stock options and to participate in other bonus plans of the Company. Mr. Schiller will also be entitled, in the sole and absolute discretion of the Compensation Committee of the Company’s Board of Directors, to bonuses in the form of cash, stock options and/or restricted stock awards based upon his provision of strategic advice to the Company in connection with capital markets transactions, financings, capital structure optimization and mergers and acquisitions transactions.

The Schiller Employment Agreement contains a non-competition covenant and non-interference (relating to the Company’s customers) and non-solicitation (relating to the Company’s employees) provisions effective during the term of his employment and for a period of three years after termination of the Schiller Employment Agreement.

In the event that Mr. Schiller's employment is terminated (i) by the Company without "cause" (as such term is defined in the Schiller Employment Agreement); (ii) by Mr. Schiller for certain reasons set forth in the Schiller Employment Agreement; or (iii) by Mr. Schiller upon a "change in control" (as such term is defined in the Schiller Employment Agreement), Mr. Schiller will be entitled to receive an amount equal to one year of his base salary in one lump sum payment within five days after the effective date of such termination and all unvested stock options held by Mr. Schiller will immediately vest and become exercisable. In the event that Mr. Schiller fails to comply with any of his post-employment obligations under the Schiller Employment Agreement, including, without limitation, the non-competition covenant and the non-solicitation provisions, Mr. Schiller will be required to repay such lump sum payment as of the date of such failure to comply and he will have no further rights in or to such lump sum payment. The Schiller Employment Agreement may also be terminated by the Company for "cause." In the event that Mr. Schiller's employment is terminated by the Company for "cause," all stock options, whether vested or unvested, will terminate and be null and void.

Peter R. Metcalf

On June 5, 2013, the Company entered into an employment agreement with Peter R. Metcalf (the "Metcalf 2013 Employment Agreement") in connection with the expiration of his previously existing employment agreement with the Company, dated May 7, 2010. On August 11, 2014, the Company entered into a letter agreement with Mr. Metcalf (the "Metcalf Letter Agreement", together with the Metcalf 2013 Employment Agreement (the "Metcalf Employment Agreement")). In the Metcalf Letter Agreement, Mr. Metcalf consented to the Company's appointment of Ms. Freeman as the Company's President and to any appointment of Ms. Freeman as the Company's Chief Executive Officer. Mr. Metcalf also acknowledged and agreed in the Metcalf Letter Agreement that the Company's appointment of Ms. Freeman as the Company's President and any appointment of Ms. Freeman as the Company's Chief Executive Officer, does not and will not provide Mr. Metcalf with the right to terminate the Metcalf 2013 Employment Agreement.

The Metcalf Employment Agreement provides for his employment as Chief Executive Officer of the Company for a term of three years, subject to certain termination rights, at an annual base salary of \$250,000, subject to annual review by the Company. Effective April 1, 2015, Mr. Metcalf's salary was increased from \$260,000 to \$275,000 pursuant to the terms of the Metcalf Employment Agreement. In addition, Mr. Metcalf is entitled, at the discretion of the Compensation Committee of the Company's Board of Directors, to receive performance bonuses, which may be based upon a variety of factors, and stock options and to participate in other bonus plans of the Company. The Compensation Committee awarded Mr. Metcalf a discretionary cash bonus in the amount of \$1,000 for his services in 2014.

Upon the closing of the acquisition of Black Diamond Equipment, pursuant to Mr. Metcalf's previously existing employment agreement, the Company issued and granted to Mr. Metcalf an option to purchase 75,000 shares of the Company's common stock, having an exercise price equal to \$6.85 per share, and vesting in three installments as follows: 30,000 options on December 31, 2012, and 22,500 options on each of December 31, 2013 and December 31, 2014, provided that any of these 75,000 options that are unvested will immediately vest if his employment agreement is not renewed upon expiration of the three-year term.

The Metcalf Employment Agreement contains a non-competition covenant and non-interference (relating to the Company's customers) and non-solicitation (relating to the Company's employees) provisions effective during the term of his employment and for a period of two years after termination of the Metcalf Employment Agreement.

In the event that Mr. Metcalf's employment is terminated (i) by the Company without "cause" (as such term is defined in the Metcalf Employment Agreement); (ii) by Mr. Metcalf for certain reasons set forth in the Metcalf Employment Agreement; or (iii) by Mr. Metcalf upon a "change in control" (as such term is defined in the Metcalf Employment Agreement), Mr. Metcalf will be entitled to receive an amount equal to one year of his base salary in one lump sum payment within five days after the effective date of such termination and all unvested stock options held by Mr. Metcalf will immediately vest and become exercisable. In addition, in the event that Mr. Metcalf's employment is terminated for any reason other than by the Company for "cause" (as such term is defined in the Metcalf Employment Agreement), the Company has agreed, during the period commencing with such termination and ending on his sixty-fifth birthday, to provide Mr. Metcalf with the same form of medical and dental insurance as the Company may make available to, or have in effect for, its senior executive officers from time to time.

In the event that Mr. Metcalf fails to comply with any of his post-employment obligations under the Metcalf Employment Agreement, including, without limitation, the non-competition covenant and the non-interference and non-solicitation provisions, Mr. Metcalf will be required to repay such lump sum payment as of the date of such failure to comply and he will have no further rights in or to such lump sum payment and the Company's obligation to provide the medical and dental insurance benefits described above will terminate and be null and void as of such date. The Metcalf Employment Agreement may also be terminated by the Company for "cause." In the event that Mr. Metcalf's employment is terminated by the Company for "cause," all stock options, whether vested or unvested, will terminate and be null and void.

Zeena A. Freeman

On August 11, 2014, the Company entered into an employment agreement with Zeena A. Freeman (the "Freeman Employment Agreement"), which provides for Ms. Freeman's employment as President of the Company for a term expiring on December 31, 2019, subject to certain termination rights, during which time she will receive an annual base salary at the rate of \$500,000.

Under the terms of the Freeman Employment Agreement, the Company issued and granted to Ms. Freeman an option to purchase 300,000 shares of the Company's common stock pursuant to the Company's 2005 Stock Incentive Plan, having an exercise price of \$8.87 per share, of which (i) 75,000 shares of common stock vest and become exercisable on December 31, 2015; and (ii) 75,000 shares of common stock will vest and become exercisable on each of, December 31, 2016, December 31, 2017, and December 31, 2018. The Freeman Employment Agreement also provides that within three business days of Ms. Freeman's appointment as the Company's Chief Executive Officer, the Company will issue and grant to Ms. Freeman an option to purchase 100,000 shares of the Company's common stock pursuant to the 2005 Stock Incentive Plan, having an exercise price of equal to the closing price of the Company's common stock on the date of grant, of which 33,334 shares of common stock will vest and become exercisable on December 31, 2015, and 33,333 shares of common stock will vest and become exercisable on each of December 31, 2016, and December 31, 2017.

Also under the terms of the Freeman Employment Agreement, the Company issued and granted to Ms. Freeman a restricted stock award of 300,000 restricted shares under the 2005 Stock Incentive Plan, of which (i) 50,000 restricted shares vested and became nonforfeitable on August 25, 2014; (ii) 205,000 restricted shares will vest and become nonforfeitable as follows: (A) 45,000 restricted shares will vest if, on or before June 30, 2017, the Fair Market Value (as defined in the 2005 Stock Incentive Plan) of the Company's common stock shall have equaled or exceeded \$15.00 per share for five consecutive trading days; (B) 80,000 restricted shares will vest if, on or before December 31, 2019, the Fair Market Value of the Company's common stock shall have equaled or exceeded \$20.00 per share for five consecutive trading days; (C) 80,000 restricted shares will vest if, on or before December 31, 2019, the Fair Market Value of the Company's common stock shall have equaled or exceeded \$22.00 per share for five consecutive trading days; and (iii) 15,000 restricted shares will vest and become nonforfeitable on each of December 31, 2015, December 31, 2016 and December 31, 2017. All vested restricted shares will be subject to a lock-up provision restricting sales, dispositions, pledges and transfers of such shares through December 31, 2016.

In addition, Ms. Freeman is entitled, at the sole and absolute discretion of the Compensation Committee of the Company's Board of Directors, to receive performance bonuses, which may be based upon a variety of factors, with an annual bonus opportunity targeted at 30% of Ms. Freeman's annual base salary. Ms. Freeman will also be entitled, at the sole and absolute discretion of the Compensation Committee of the Company's Board of Directors, to participate in other bonus plans of the Company. The Compensation Committee awarded Ms. Freeman a discretionary cash bonus in the amount of \$1,000 for her services in 2014.

In the event that Ms. Freeman's employment is terminated (i) as a result of her death or disability, (ii) by the Company without "cause" (as such term is defined in the Freeman Employment Agreement), (iii) by Ms. Freeman for certain reasons set forth in the Freeman Employment Agreement or (iv) by Ms. Freeman upon a "change in control" (as such term is defined in the Freeman Employment Agreement), Ms. Freeman will, subject to the provisions of the Freeman Employment Agreement, generally be entitled to receive, among other things, an amount equal to one year of her base salary, payment of COBRA premiums for a period of one year, earned but unpaid annual incentive bonuses, and in each case any unvested stock options or shares of restricted stock subject to time based vesting held by Ms. Freeman shall immediately vest, and any such vested shares of restricted stock shall cease to be subject to any lock-up provisions. In addition, upon a "change in control", the unvested portion of 205,000 shares of restricted stock subject to stock price targets, shall be deemed vested if the purchase price per share in a "change in control" exceeds the applicable vesting stock price targets set forth in the Freeman Employment Agreement.

In the event that Ms. Freeman fails to comply with any of her obligations under the Freeman Employment Agreement, including, without limitation, the non-competition covenant and the non-interference and non-solicitation provisions, Ms. Freeman will be required to repay previous post termination payments paid to her pursuant to the Freeman Employment Agreement as of the date of such failure to comply and she will have no further rights in or to such payments payable to her pursuant to the Freeman Employment Agreement.

Aaron J. Kuhne

Effective as of November 1, 2013, Mr. Aaron J. Kuhne was appointed to serve as the Company's Chief Financial Officer. Mr. Kuhne was serving as the Company's interim Chief Financial Officer since March 15, 2013, in connection with the resignation of Mr. Peay, in addition to serving as its Vice President of Finance, principal financial officer and principal accounting officer. Mr. Kuhne's employment with the Company is "at-will." During the year ended December 31, 2014, the Company paid Mr. Kuhne an annual base salary of \$210,000. The Compensation Committee awarded Mr. Kuhne a discretionary cash bonus in the amount of \$51,000 for his services in 2014. In connection with Mr. Kuhne's appointment as the Company's Chief Financial Officer, on November 8, 2013, awarded to him stock options under the Company's 2005 Stock Incentive Plan to purchase 25,000 shares of the Company's common stock at an exercise price of \$10.40 per share.

Mark Ritchie

Effective as of August 3, 2012, Mr. Mark Ritchie was appointed to serve as the Company's Chief Operating Officer. Mr. Ritchie's employment with the Company is "at-will." Effective April 1, 2014, Ritchie's base salary was increased from \$240,000 to \$245,000. The Compensation Committee awarded Mr. Ritchie a discretionary cash bonus in the amount of \$51,000 for his services in 2014.

Director Summary Compensation Table

The following table summarizes the compensation earned by our non-employee directors for the fiscal year ended December 31, 2014:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Philip N. Duff	15,500 ⁽³⁾	-	-	-	-	-	15,500
Michael A. Henning	49,000	-	46,820 ⁽⁴⁾	-	-	-	95,820
Donald L. House	47,000	-	46,820 ⁽⁵⁾	-	-	-	93,820
Nicholas Sokolow	47,000	-	46,820 ⁽⁶⁾	-	-	-	93,820

(1) Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for awards made during the applicable year. For discussions on the relevant assumptions, see footnote 14, "Stock-Based Compensation Plan" in the financial statements contained in the Annual Report on Form 10-K for the year ended December 31, 2014.

(2) Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for awards made during the applicable year. For discussions on the relevant assumptions, see footnote 14, "Stock-Based Compensation Plan" in the financial statements contained in the Annual Report on Form 10-K for the year ended December 31, 2014.

(3) Mr. Duff ceased serving as a member of the Board of Directors of the Company effective as of June 5, 2014.

(4) Mr. Henning's option award includes the grant of options on June 4, 2014, valued at \$46,820 and fully vested on March 31, 2015.

(5) Mr. House's option award includes the grant of options on June 4, 2014, valued at \$46,820 and fully vested on March 31, 2015.

(6) Mr. Sokolow's option award includes the grant of options on June 4, 2014, valued at \$46,820 and fully vested on March 31, 2015.

Discussion of Director Compensation

We pay four primary components of compensation to our non-management directors: an annual cash retainer, meeting fees, committee chairman fees, and equity awards, generally comprising of stock equity awards such as stock options. In setting director compensation, the Company considers the significant amount of time that directors expend in fulfilling their duties on our Board of Directors and its committees as well as the skill level required by the Company of members of the Board of Directors and the need to continue to attract highly qualified candidates to serve on our Board of Directors. Director compensation arrangements are reviewed annually to maintain such standards.

Members of our Board of Directors are compensated as follows: (i) the non-employee directors will receive an annual stock option grant at the Annual Meeting of Stockholders of 10,000 shares at an exercise price equal to the closing price of the Company's common stock on the date of such grant, and vesting and becoming exercisable in four equal consecutive quarterly tranches; (ii) the non-employee directors will receive an annual retainer of \$25,000 payable quarterly; (iii) chairmen of the committees of the Board of Directors, other than the Audit Committee, will receive an additional annual payment of \$10,000 payable quarterly; (iv) the chairman of the Board of Directors' Audit Committee will receive an additional annual payment of \$15,000 payable quarterly; and (v) each committee member will receive an additional \$1,000 per committee meeting attended.

Our employee directors (Messrs. Kanders, Metcalf, Schiller and Freeman) are compensated pursuant to their employment agreements (which are described below under the heading "Employment Agreements").

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth, as of April 16, 2015, certain information regarding the beneficial ownership of the common stock outstanding by (i) each person known to us to own or control 5% or more of our common stock, (ii) each of our directors, (iii) each of our “Named Executive Officers” (as defined in Item 402(a)(3) of Regulation S-K), and (iv) our Named Executive Officers and directors and nominees as a group. Unless otherwise indicated, each person named in the table below has sole voting and investment power with respect to the shares beneficially owned. Unless otherwise indicated, the address of each person named in the table below is c/o Black Diamond, Inc., 2084 East 3900 South, Salt Lake City, UT 84124.

<u>Name</u>	<u>Common Stock Beneficially Owned ⁽¹⁾</u>	<u>Percentage (%) of Common Stock ⁽²⁾</u>
Warren B. Kanders	7,835,284 ⁽³⁾	23.4
Robert R. Schiller	1,558,962 ⁽⁴⁾	4.8
Nicholas Sokolow	582,567 ⁽⁵⁾	1.8
Donald L. House	334,861 ⁽⁶⁾	1.0
Peter R. Metcalf	153,883 ⁽⁷⁾	*
Michael A. Henning	80,000 ⁽⁸⁾	*
Aaron J. Kuehne	46,317 ⁽⁹⁾	*
Zeena A. Freeman	28,424 ⁽¹⁰⁾	*
Mark Ritchie	114,967 ⁽¹¹⁾	*
All directors and named executive officers as a group (8 persons)	10,735,265 ⁽¹²⁾	31.4

* Denotes less than one percent.

- (1) As used in this table, a beneficial owner of a security includes any person who, directly or indirectly, through contract, arrangement, understanding, relationship or otherwise has or shares within 60 days of April 16, 2015, (a) the power to vote, or direct the voting of, such security or (b) investment power which includes the power to dispose, or to direct the disposition of, such security.
- (2) Applicable percentage of beneficial ownership is based on 32,711,671 shares of our common stock outstanding as of April 16, 2015.
- (3) Includes (i) Mr. Kanders’ options to purchase 800,000 shares of common stock that are presently exercisable or exercisable within 60 days of April 16, 2015; (ii) 2,419,490 shares of common stock held by Kanders GMP Holdings, LLC, of which Mr. Kanders is a majority member and a trustee of the manager; (iii) 13,900 shares of common stock that Mr. Kanders may be deemed to beneficially own as UTMA custodian for his children and (v) 124,667 shares of common stock held by Mr. Kanders’ spouse in a UTA Trust Account of which Mr. Kanders is the sole trustee. Of the 7,835,284 shares of common stock included in Mr. Kanders’ beneficial ownership, 5,919,017 shares are hypothecated and/or pledged as security for loans from financial institutions. Excludes (i) 100,000 shares of common stock that are beneficially owned by Mr. Kanders’ spouse, as to all of which he disclaims any beneficial ownership; and (ii) a seven-year restricted stock award granted on January 17, 2011 under the Company’s 2005 Stock Incentive Plan of which 250,000 restricted shares will vest and become nonforfeitable if, on or before January 17, 2018, the closing price of the Company’s common stock shall have equaled or exceeded \$14.00 per share for twenty consecutive trading days.

- (4) Includes (i) 35,333 shares of common stock held directly by Mr. Schiller through an IRA account; (ii) 1,296,429 shares of common stock held by Schiller Gregory Investment Company, LLC; (iii) 18,532 shares of common stock that Mr. Schiller may be deemed to beneficially own as UTMA custodian for his children; (iv) 1,200 shares of common stock held by Schiller Family Foundation, Inc., of which Mr. Schiller is the President, and has the power to vote and dispose of such shares; and (v) 207,468 shares of common stock held by the Robert R. Schiller Revocable Trust. Excludes: (i) 500 shares of common stock that are beneficially owned by Mr. Schiller's spouse through an IRA account; and (ii) 40,000 shares of common stock that may be deemed to be beneficially owned by Mr. Schiller's spouse as trustee of the Robert R. Schiller Cornerstone Trust. Mr. Schiller disclaims beneficial ownership of the shares of common stock that are or may be deemed to be beneficially owned by his spouse.
- (5) Includes (i) Mr. Sokolow's options to purchase 165,000 shares of common stock that are presently exercisable or exercisable within 60 days of April 16, 2015; and (ii) 310,900 shares of common stock held by ST Investors Fund, LLC, of which Mr. Sokolow is the General Manager.
- (6) Includes Mr. House's options to purchase 205,000 shares of common stock that are presently exercisable or exercisable within 60 days of April 16, 2015.
- (7) Includes Mr. Metcalf's options to purchase 75,000 shares of common stock that are presently exercisable or exercisable within 60 days of April 16, 2015.
- (8) Includes Mr. Henning's options to purchase 70,000 shares of common stock that are presently exercisable or exercisable within 60 days of April 16, 2015.
- (9) Includes Mr. Kuehne's options to purchase 37,500 shares of common stock that are presently exercisable or exercisable within 60 days of April 16, 2015, of which options to purchase 25,000 shares of common stock are subject to certain transfer restrictions through and including December 31, 2017. Excludes (i) Mr. Kuehne's options to purchase 7,500 shares of common stock that are not presently exercisable and not exercisable within 60 days of April 16, 2015; and (ii) 805 shares of common stock that are beneficially owned by Mr. Kuehne's spouse, as to all of which he disclaims any beneficial ownership.
- (10) Excludes (i) Ms. Freeman's options to purchase 300,000 shares of common stock that are not presently exercisable and not exercisable within 60 days of April 16, 2015; and (ii) 250,000 restricted shares, of which (i) 205,000 restricted shares that will vest and become nonforfeitable as follows: (A) 45,000 restricted shares that will vest if, on or before June 30, 2017, the fair market value (as defined in the Company's 2005 Stock Incentive Plan(the "Plan")) of the Company's common stock shall have equaled or exceeded \$15.00 per share for five consecutive trading days; (B) 80,000 restricted shares that will vest if, on or before December 31, 2019, the fair market value of the Company's common stock shall have equaled or exceeded \$20.00 per share for five consecutive trading days; (C) 80,000 restricted shares that will vest if, on or before December 31, 2019, the fair market value of the Company's common stock shall have equaled or exceeded \$22.00 per share for five consecutive trading days; and (ii) 15,000 restricted shares that will vest and become nonforfeitable on each of December 31, 2015, December 31, 2016 and December 31, 2017.
- (11) Includes Mr. Ritchie's options to purchase 100,000 shares of common stock that are presently exercisable or exercisable within 60 days of April 16, 2015. Excludes 30,000 restricted shares that will vest and become nonforfeitable as follows: (i) 10,000 shares shall immediately vest and become nonforfeitable if: (A) during any calendar year ending prior to and including December 31, 2015, the Company's apparel products achieve certain net revenue targets of at least \$35 million in such calendar year; and (B) Mr. Ritchie is employed as a full time employee by the Company or one of its subsidiaries as of March 31, 2016; (ii) 10,000 shares shall immediately vest and become nonforfeitable if: (A) during any calendar year ending prior to and including December 31, 2017, the Company's apparel products achieve certain net revenue targets in such calendar year; and (B) Mr. Ritchie is employed as a full time employee by the Company or one of its subsidiaries as of March 31, 2018; and (iii) 10,000 shares shall immediately vest and become nonforfeitable if: (A) during any calendar year ending prior to and including December 31, 2018, the Company's apparel products achieve certain net revenue targets in such calendar year; and (B) Mr. Ritchie is employed as a full time employee by the Company or one of its subsidiaries as of March 31, 2019; provided, however, in the event that the Company fails to achieve a net revenue target in an applicable calendar year but Mr. Ritchie remains employed as a full time employee by the Company or one of its subsidiaries as of the applicable employment date for such period, then 2,000 restricted shares with respect to such period shall become fully vested and the remaining 8,000 unvested restricted shares with respect to such period shall be forfeited effective as of such applicable employment date.
- (12) Includes options to purchase 1,452,500 shares of common stock that are presently exercisable or exercisable within 60 days of April 16, 2015. Excludes options to purchase 307,500 shares of common stock that are not presently exercisable and not exercisable within 60 days of April 16, 2015.

We are not aware of any material proceedings to which any of our directors, nominees for director, executive officers, affiliates of the foregoing persons or any security holder, including any owner of record or beneficially of more than five percent (5%) of any class of our voting securities, is a party adverse to us or has a material interest adverse to us.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

As part of the consideration payable to the stockholders of Gregory Mountain Products when the Company acquired Gregory Mountain Products, the Company issued \$14,517,000, \$7,539,000, and \$554,000 in 5% Unsecured Subordinated Notes due May 28, 2017 (the “Merger Consideration Subordinated Notes”) to Kanders GMP Holdings, LLC, Schiller Gregory Investment Company, LLC, and five former employees of Gregory Mountain Products, respectively. Mr. Warren B. Kanders, the Company’s Executive Chairman and a member of its Board of Directors, is a majority member and a trustee of the manager of Kanders GMP Holdings, LLC. The sole manager of Schiller Gregory Investment Company, LLC is Mr. Robert R. Schiller, the Company’s Executive Vice Chairman and a member of its Board of Directors. The principle terms of the Merger Consideration Subordinated Notes are as follows: (i) the principal amount is due and payable on May 28, 2017 and is prepayable by the Company at any time; (ii) interest will accrue on the principal amount at the rate of 5% per annum and shall be payable quarterly in cash; (iii) the default interest rate shall accrue at the rate of 10% per annum during the occurrence of an event of default; and (iv) events of default, which can only be triggered with the consent of Kanders GMP Holdings, LLC, are: (a) the default by the Company on any payment due under a Merger Consideration Subordinated Note; (b) the Company’s failure to perform or observe any other material covenant or agreement contained in the Merger Consideration Subordinated Notes; or (c) the Company’s instituting or becoming subject to a proceeding under the Bankruptcy Code (as defined in the Merger Consideration Subordinated Notes). The Merger Consideration Subordinated Notes are junior to all senior indebtedness of the Company, except that payments of interest continue to be made under the Merger Consideration Subordinated Notes as long as no event of default exists under any senior indebtedness.

On April 7, 2011, Schiller Gregory Investment Company, LLC transferred its Merger Consideration Subordinated Note in equal amounts to the Robert R. Schiller Cornerstone Trust and the Deborah Schiller 2005 Revocable Trust. On June 24, 2013, the Robert R. Schiller Cornerstone Trust dated September 9, 2010 transferred its Merger Consideration Subordinated Note in the amount of \$3,769,000 to the Robert R. Schiller 2013 Cornerstone Trust dated June 24, 2013. During the year ended December 31, 2014, \$726,000 in interest was paid to Kanders GMP Holdings, LLC, and \$377,000 in interest was paid to the Robert R. Schiller 2013 Cornerstone Trust and the Deborah Schiller 2005 Revocable Trust pursuant to the outstanding Merger Consideration Subordinated Notes.

On May 29, 2012 and August 13, 2012, five former employees of Gregory Mountain Products exercised certain sales rights and sold Merger Consideration Subordinated Notes in the aggregate principal amount of approximately \$365,000 to Kanders GMP Holdings, LLC and in the aggregate principal amount of approximately \$189,000 to Schiller Gregory Investment Company, LLC. During the year ended December 31, 2014, \$18,000 in interest was paid to Kanders GMP Holdings, LLC, and \$10,000 in interest was paid to Schiller Gregory Investment Company, LLC, pursuant to these outstanding Merger Consideration Subordinated Notes.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Aggregate fees for professional services rendered for Black Diamond by KPMG LLP for the fiscal years ended December 31, 2014 and 2013, were:

	<u>Fiscal 2014</u>	<u>Fiscal 2013</u>
Audit Fees	\$ 1,028,357	\$ 890,937
Audit Related Fees	\$ 24,050	\$ 24,354
Tax Fees	\$ 90,330	\$ 31,803
All Other Fees	-	-
Total	\$ 1,142,737	\$ 947,094

Audit Fees. KPMG LLP was engaged as our independent registered public accounting firm to audit our financial statements for the years ended December 31, 2014 and 2013, to audit our internal control over financial reporting as of December 31, 2014 and 2013, to review our 2014 and 2013 interim financial statements, and to perform services in connection with our registration statements.

Audit Related Fees.

In 2014, KPMG billed us \$24,050 for services rendered in connection with our sale of certain assets comprising Gregory Mountain Products' business. In 2013, KPMG billed us \$24,354 in connection with services rendered in relation to a transaction.

Tax Fees. The amounts KPMG LLP billed us for professional services rendered for compliance, tax advice or tax planning was \$90,330 and \$31,803 for the fiscal years ended December 31, 2014 and 2013, respectively.

All Other Fees. There were no other fees for the fiscal year ended December 31, 2014 and 2013, respectively.

Auditor Independence. The Audit Committee has considered the non-audit services provided by KPMG LLP and determined that the provision of such services had no effect on KPMG LLP's independence from Black Diamond.

Audit Committee Pre-Approval Policy and Procedures.

The Audit Committee must review and pre-approve all audit and non-audit services provided by KPMG LLP, our independent registered public accounting firm, and has adopted a Pre-Approval Policy. In conducting reviews of audit and non-audit services, the Audit Committee will determine whether the provision of such services would impair the auditor's independence. The term of any pre-approval is twelve months from the date of pre-approval, unless the Audit Committee specifically provides for a different period. Any proposed services exceeding pre-approved fee ranges or limits must be specifically pre-approved by the Audit Committee.

Requests or applications to provide services that require pre-approval by the Audit Committee must be accompanied by a statement of the independent auditors as to whether, in the auditor's view, the request or application is consistent with the SEC's and the Public Company Accounting Oversight Board's rules on auditor independence. Each pre-approval request or application must also be accompanied by documentation regarding the specific services to be provided.

Since the adoption of the Pre-Approval Policy by the Audit Committee on March 11, 2004, the Audit Committee has not waived the pre-approval requirement for any services rendered by KPMG LLP to Black Diamond. All of the services provided by KPMG LLP to Black Diamond described above were pre-approved by the Audit Committee.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Financial Statements, Financial Statement Schedules and Exhibits

(a)(3) The following Exhibits are hereby filed as part of this Amendment No. 1 to Form 10-K/A:

Exhibit Number	Exhibit
2.1	Agreement and Plan of Merger dated as of May 7, 2010 by and among Clarus Corporation, Everest/Sapphire Acquisition, LLC, Sapphire Merger Corp., Black Diamond Equipment, Ltd. and Ed McCall, as Stockholders' Representative (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K, filed with the Commission on May 10, 2010 and incorporated herein by reference).
2.2	Agreement and Plan of Merger dated as of May 7, 2010 by and among Clarus Corporation, Everest/Sapphire Acquisition LLC, Everest Merger I Corp., Everest Merger II, LLC, Gregory Mountain Products, Inc. and Kanders GMP Holdings, LLC, Schiller Gregory Investment Company, LLC (filed as Exhibit 2.2 to the Company's Current Report on Form 8-K, filed with the Commission on May 10, 2010 and incorporated herein by reference).
2.3	Asset Purchase Agreement by and among Samsonite LLC, Black Diamond, Inc. and Gregory Mountain Products, LLC, dated as of June 18, 2014 (filed as Exhibit 2.2 to the Company's Current Report on Form 8-K, filed with the Commission on June 23, 2014 and incorporated herein by reference).
3.1	Amended and Restated Certificate of Incorporation of the Company (filed as Appendix C to the Company's Definitive Proxy Statement, filed with the Commission on November 6, 2002 and incorporated herein by reference).
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 3.1 of the Company's Current Report on Form 8-K, filed with the Commission on July 31, 2003 and incorporated herein by reference).
3.3	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Commission on January 24, 2011 and incorporated herein by reference).
3.4	Amended and Restated Bylaws of the Company (filed as Appendix D to the Company's Definitive Proxy Statement, filed with the Commission on November 6, 2002 and incorporated herein by reference).
3.5	Amendment No. 1 to the Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.4 of the Company's Annual Report on Form 10-K, filed with the Commission on March 31, 2003).
3.6	Amendment No. 2 to the Amended and Restated By-Laws of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Commission on June 4, 2010 and incorporated herein by reference).
3.7	Amendment No. 3 to the Amended and Restated By-Laws of the Company (filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on August 9, 2010 and incorporated herein by reference).
3.8	Form of Certificate of Designation of Series A Junior Participating Preferred Stock (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Commission on February 13, 2008 and incorporated herein by reference).
4.1	See Exhibits 3.1, 3.2, 3.3, 3.4, 3.5, 3.6, 3.7 and 3.8 for provisions of the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of the Company defining rights of the holders of Common Stock of the Company.
4.2	Company's Specimen Common Stock Certificate (filed as Exhibit 4.2 to the Company's annual report on Form 10-K, filed with the Commission on March 15, 2011 and incorporated herein by reference).

Exhibit Number	Exhibit
4.3	Rights Agreement, dated as of February 12, 2008, by and between Clarus Corporation and American Stock Transfer & Trust Company (filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, filed with the Commission on February 13, 2008 and incorporated herein by reference).
4.4	Form of Rights Certificate (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the Commission on February 13, 2008 and incorporated herein by reference).
10.1	Form of Indemnification Agreement for Directors and Executive Officers of the Company (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on December 23, 2002 and incorporated herein by reference).
10.2	Employment Agreement between the Company and Peter Metcalf, dated as of June 5, 2013 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on June 6, 2013 and incorporated herein by reference).*
10.3	Employment Agreement between the Company and Warren B. Kanders, dated as of June 5, 2013 (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the Commission on June 6, 2013 and incorporated herein by reference).*
10.4	Employment Agreement between the Company and Robert R. Schiller, dated as of June 5, 2013 (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the Commission on June 6, 2013 and incorporated herein by reference).*
10.5	Employment Agreement, dated as of August 11, 2014, between Black Diamond, Inc. and Zeena Freeman (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on August 15, 2014 and incorporated herein by reference). *
10.6	Letter Agreement, dated as of August 11, 2014, between Black Diamond, Inc. and Peter Metcalf (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the Commission on August 15, 2014 and incorporated herein by reference). *
10.7	Company's 2005 Stock Incentive Plan (filed as Appendix A of the Company's Definitive Proxy Statement, filed with the Commission on May 2, 2005 and incorporated herein by reference).*
10.8	Amendment No. 1 to the Company's 2005 Stock Incentive Plan (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on September 7, 2010 and incorporated herein by reference).*
10.9	Form of Stock Option Agreement for the Clarus Corporation 2005 Stock Incentive Plan (filed as Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 3, 2005 and incorporated herein by reference).*
10.10	Amendment to the Form of Stock Option Agreement for the Clarus Corporation 2005 Stock Incentive Plan (filed as Exhibit 10.1 of the Company's Current Report on Form 8-K, filed with the Commission on January 6, 2006 and incorporated herein by reference).*
10.11	Amended and Restated Loan Agreement, effective as of March 8, 2013, by and among Zions First National Bank, a national banking association, as Lender, and Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; Pieps Corporation; PIEPS Service, LLC; and BD European Holdings, LLC, as Borrowers (filed as Exhibit 10.35 to the Company's Annual Report on Form 10-K, filed with the Commission on March 12, 2013 and incorporated herein by reference).
10.12	Promissory Note (Term Loan) dated as of March 8, 2013, by and among Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; Pieps Corporation; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.36 to the Company's Annual Report on Form 10-K, filed with the Commission on March 12, 2013 and incorporated herein by reference).

Exhibit Number	Exhibit
10.13	Promissory Note (Revolving Loan) dated as of March 8, 2013, by and among Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; Pieps Corporation; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.37 to the Company's Annual Report on Form 10-K, filed with the Commission on March 12, 2013 and incorporated herein by reference).
10.14	Promissory Note (Acquisition Loan) dated as of March 8, 2013, by and among Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; Pieps Corporation; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.38 to the Company's Annual Report on Form 10-K, filed with the Commission on March 12, 2013 and incorporated herein by reference).
10.15	Subordination Agreement dated as of March 8, 2013, by and among Deborah Schiller 2005 Revocable Trust Dated September 27, 2005; Robert R. Schiller Cornerstone Trust Dated September 9, 2010; Schiller Gregory Investment Company, LLC; Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; Pieps Corporation; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.39 to the Company's Annual Report on Form 10-K, filed with the Commission on March 12, 2013 and incorporated herein by reference).
10.16	Subordination Agreement dated as of March 8, 2013, by and among Kanders GMP Holdings, LLC; Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; Pieps Corporation; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.40 to the Company's Annual Report on Form 10-K, filed with the Commission on March 12, 2013 and incorporated herein by reference).
10.17	First Amendment dated as of February 28, 2014, to Amended and Restated Loan Agreement, dated effective as of March 8, 2013, by and among Zions First National Bank, a national banking association, as Lender, and Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; PIEPS Service, LLC; and BD European Holdings, LLC, as Borrowers (filed as Exhibit 10.34 to the Company's Annual Report on Form 10-K, filed with the Commission on March 4, 2014 and incorporated herein by reference).
10.18	Amended and Restated Promissory Note (Term Loan) dated as of February 28, 2014, by and among Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; Gregory Mountain Products, LLC; POC USA, LLC; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.35 to the Company's Annual Report on Form 10-K, filed with the Commission on March 4, 2014 and incorporated herein by reference).
10.19	Form of 5% Unsecured Subordinated Note due May 28, 2017 (filed as Exhibit 10.9 to the Company's Current Report on Form 8-K, filed with the Commission on June 4, 2010 and incorporated herein by reference).
10.20	Second Amended and Restated Loan Agreement, effective as of October 31, 2014, by and among Zions First National Bank, a national banking association, as Lender, and Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; BD North American Holdings, LLC; POC USA, LLC; PIEPS Service, LLC; and BD European Holdings, LLC, as Borrowers (filed as Exhibit 10.3 to the Company's Annual Report on Form 10-K, filed with the Commission on November 4, 2014 and incorporated herein by reference).
10.21	Second Amended and Restated Promissory Note (Revolving Loan) dated effective as of October 31, 2014, by and among Black Diamond, Inc.; Black Diamond Equipment, Ltd.; Black Diamond Retail, Inc.; Everest/Sapphire Acquisition, LLC; BD North American Holdings, LLC; POC USA, LLC; PIEPS Service, LLC; and BD European Holdings, LLC (filed as Exhibit 10.4 to the Company's Annual Report on Form 10-K, filed with the Commission on November 4, 2014 and incorporated herein by reference).
21.1	Subsidiaries of the Registrant (filed as Exhibit 21.1 to the Company's Annual Report on Form 10-K, filed with the Commission on March 16, 2015 and incorporated herein by reference).

Exhibit Number	Exhibit
23.1	Consent of Independent Registered Public Accounting Firm (filed as Exhibit 23.1 to the Company's Annual Report on Form 10-K, filed with the Commission on March 16, 2015 and incorporated herein by reference).
31.1	Certification of Principal Executive Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
31.2	Certification of Principal Financial Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
32.1	Certification of Principal Executive Officer, pursuant to 18. U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.***
32.2	Certification of Principal Financial Officer, pursuant to 18. U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.***
101.INS	XBRL Instance Document (filed as Exhibit 101.INS to the Company's Annual Report on Form 10-K, filed with the Commission on March 16, 2015 and incorporated herein by reference).
101.SCH	XBRL Taxonomy Extension Schema Document (filed as Exhibit 101.SCH to the Company's Annual Report on Form 10-K, filed with the Commission on March 16, 2015 and incorporated herein by reference).
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (filed as Exhibit 101.CAL to the Company's Annual Report on Form 10-K, filed with the Commission on March 16, 2015 and incorporated herein by reference).
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (filed as Exhibit 101.LAB to the Company's Annual Report on Form 10-K, filed with the Commission on March 16, 2015 and incorporated herein by reference).
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (filed as Exhibit 101.PRE to the Company's Annual Report on Form 10-K, filed with the Commission on March 16, 2015 and incorporated herein by reference).
*	Management contract or compensatory plan or arrangement.
**	Filed herewith
***	Furnished herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BLACK DIAMOND, INC.

Date: April 30, 2015

By: /s/ Aaron J. Kuehne
Aaron J. Kuehne,
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

<u>Name</u>	<u>Title</u>
<u>/s/ Warren B. Kanders</u> Warren B. Kanders	Executive Chairman and Director
<u>/s/ Robert R. Schiller</u> Robert R. Schiller	Executive Vice Chairman and Director
<u>/s/ Peter R. Metcalf</u> Peter R. Metcalf	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Zeena A. Freeman</u> Zeena A. Freeman	President and Director
<u>/s/ Aaron J. Kuehne</u> Aaron J. Kuehne	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Donald L. House</u> Donald L. House	Director
<u>/s/ Nicholas Sokolow</u> Nicholas Sokolow	Director
<u>/s/ Michael A. Henning</u> Michael A. Henning	Director

EXHIBIT INDEX

Exhibit Number	Exhibit
31.1	Certification of Principal Executive Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. **
31.2	Certification of Principal Financial Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. **
32.1	Certification of Principal Executive Officer, pursuant to 18. U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. ***
32.2	Certification of Principal Financial Officer, pursuant to 18. U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. ***
**	Filed herewith
***	Furnished herewith

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Peter R. Metcalf, certify that:

1. I have reviewed this annual report on Amendment No. 1 to Annual Report on Form 10-K/A of Black Diamond, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2015

By: /s/ Peter R. Metcalf
Name: Peter R. Metcalf
Title: Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Aaron Kuehne certify that:

1. I have reviewed this annual report on Amendment No. 1 to Annual Report on Form 10-K/A of Black Diamond, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2015

By: /s/ Aaron J. Kuehne
Name: Aaron J. Kuehne
Title: Chief Financial Officer

EXHIBIT 32.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Peter R. Metcalf, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Amendment No. 1 to Annual Report on Form 10-K/A of Black Diamond, Inc. for the year ended December 31, 2014, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Amendment No. 1 to Annual Report on Form 10-K/A fairly presents in all material respects the financial condition and results of operations of Black Diamond, Inc.

A signed original of this written statement required by Section 906 has been provided to Black Diamond, Inc. and will be retained by Black Diamond, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: April 30, 2015

By: /s/ Peter R. Metcalf
Name: Peter R. Metcalf
Title: Chief Executive Officer

EXHIBIT 32.2

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Aaron Kuehne, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Amendment No. 1 to Annual Report on Form 10-K/A of Black Diamond, Inc. for the year ended December 31, 2014, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Amendment No. 1 to Annual Report on Form 10-K/A fairly presents in all material respects the financial condition and results of operations of Black Diamond, Inc.

A signed original of this written statement required by Section 906 has been provided to Black Diamond, Inc. and will be retained by Black Diamond, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: April 30, 2015

By: /s/ Aaron J. Kuehne
Name: Aaron J. Kuehne
Title: Chief Financial Officer

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AWARDS



JetForce Technology

Backpacker Editors' Choice
Forbes.com "Top 5" Gear for Winter



National Geographic Adventure Magazine Gear of the Year

ISPO Award Gold Winner

Skiing Magazine SIA Hot Gear



Outside Magazine
 OR Gear of the Show

Mission Pant

ISPO Award Gold Winner

Boundary 107 Ski

Powder Magazine Skier's Choice

Backcountry Magazine

Gear Guide Select

Freeskier Magazine Editor's Pick

Magnetron Carabiner

Climbing Magazine Editor's Choice

Men's Journal Gear of the Year

iF Design Awards Golden Award

Front Point Shell

Outside China Magazine
 Gear of the Year

ISPO Award Gold Winner
 (Cohaesive System)

ANNUAL MEETING

The Annual Meeting of Stockholders will be held on Friday, December 11, 2015 at 8:00 a.m. Eastern Standard Time at the Dolby Screening Room located at 1350 Avenue of the Americas, New York, NY 10019. Detailed information about the meeting is contained in the Notice of Annual Meeting and Proxy Statement sent with a copy of this Annual Report.

CORPORATE INFORMATION

Board of Directors

Warren B. Kanders
Executive Chairman

Robert R. Schiller
Executive Vice Chairman

Michael A. Henning
Financial Consultant

Donald L. House
Financial Consultant

Nicholas Sokolow
Partner
Lebow & Sokolow, LLP

Management

Peter R. Metcalf
Chief Executive Officer

Mark Ritchie
Chief Operating Officer

Aaron J. Kuehne
*Chief Financial Officer,
 Secretary and Treasurer*

STOCKHOLDER INFORMATION

Headquarters

Black Diamond, Inc.
 2084 East 3900 South
 Salt Lake City, UT 84124
 (801) 278-5552

Investor Relations Contact

Liolios Group, Inc.
 Scott Liolios or Cody Slach
 (949) 574-3860
 BDE@liolios.com

Securities Listing

The Company's common stock is listed on the NASDAQ Global Select Market under the symbol BDE.

Registrar and Transfer Agent

American Stock Transfer & Trust Co.
 New York, NY

Independent Accountants

KPMG, LLP
 Salt Lake City, UT

Legal Counsel

Kane Kessler, P.C.
 New York, NY

BLACK DIAMOND, INC. 2014 ANNUAL REPORT

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