

CLARUS

2020 ANNUAL REPORT



**CLARUS
CORPORATION**
2020 Annual Report

**ANNUAL
MEETING**

The Annual Meeting of Stockholders will be held on Wednesday, June 2, 2021 at 10:00 a.m. Eastern Daylight Savings Time in a virtual-only meeting format via live webcast. Detailed information about the meeting and instructions on how to participate in this year's virtual meeting are 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

Michael A. Henning
Financial Consultant

Donald L. House
Financial Consultant

Nicholas Sokolow
Partner
Lebow & Sokolow, LLP

Management

John C. Walbrecht
President

Aaron J. Kuehne
Executive Vice President
Chief Financial Officer
Secretary and Treasurer

**STOCKHOLDER
INFORMATION**

Headquarters

Clarus Corporation
2084 East 3900 South
Salt Lake City, UT 84124
(801) 278-5552

Investor Relations Contact

Gateway Investor Relations
Cody Slach
(949) 574-3860
CLAR@gatewayir.com

Securities Listing

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

Registrar and Transfer Agent

American Stock Transfer & Trust Co.
New York, NY

Independent Accountants

Deloitte & Touche LLP
Salt Lake City, UT

Legal Counsel

Kane Kessler, P.C.
New York, NY



DEAR FELLOW CLARUS SHAREHOLDERS:

Our performance in 2020 reflects the resilience of our “super-fan” brand strategy.

One year ago, the World Health Organization declared COVID-19 a pandemic and governments world-wide implemented safety measures including travel restrictions and business lockdowns. In response, many of our retail partners shut their doors and our employees adapted to new working conditions. With no idea of what was to come or how long this would last, we made a commitment to the well-being and health of our employees, the preservation of brand equity, and maximizing liquidity. I am extremely proud of how we addressed these three focus areas during 2020.

While the pandemic has had an immeasurable impact on the way we all live and interact, it seems clear that people’s desire to get outdoors and participate in a variety of leisure activities with greater frequency is here to stay. Whether from people migrating out of major cities, spending a greater share of discretionary income on consumer activities (rather than service-oriented travel, dining, etc.), or a renewed focus on individual wellness, Clarus’s leading brand portfolio stands to benefit from this “new normal.”

Through the pandemic we stuck to our “innovate and accelerate” growth strategy, knowing that we had an opportunity to continue developing best-in-class products and enhance brand awareness across the portfolio. Within our Black Diamond® brand we brought 250 new products to market and our innovations were recognized through more than 125 product awards received during the year, a 30%+ lift from 2019. In our bullet business, we drove record growth through new product initiatives and investments to increase daily capacity, complemented by our acquisition of Barnes® in October 2020. We believe that this acquisition has already proven to be successful, and our team looks forward to leading Barnes to its full potential.

After the retail environment rapidly deteriorated in March as the scope of the pandemic became clear, our performance steadily improved through the remainder of the year and we ended 2020 just 2% shy of our strong 2019 results. The dynamic environment necessitated prioritization of our direct sales channels, while also balancing our continued commitment to the needs of our wholesale partners. We invested in improving our e-commerce presence and experience, resulting in a 14% increase in our DTC business. While our wholesale business was resilient with 3% growth, our distributor business was down 36%, partly due to our transition from a distributor model and into a brand-direct strategy in our U.K. and Spain markets. By brand, Black Diamond sales decreased 14% while Sierra was up 57% from the prior year.

The pandemic also brought on unforeseen supply challenges for raw materials and components, as well as logistics challenges associated with the geographic imbalance of container availability and port congestion. We responded to these challenges and leveraged our strong relationships with our vendors and key retail partners to maintain consistent in-stock positions and outperform the market in 2020.

Our gross margin and adjusted EBITDA performance tell nearly the same story. While these metrics fell slightly for the full year, each improved sequentially from the second to fourth quarters, demonstrating the strength of our brands, our ability to fulfill demand, and the execution of our disciplined pricing strategy.

As challenging as those early days were, we dealt with them effectively and ended the year on a positive note with a 56% year over year increase in fourth quarter adjusted EBITDA.

Free cash flow increased more than 4x to \$24.0 million compared to \$5.4 million in 2019. I am especially proud of this metric, as it highlights the discipline and ability of our management team to deliver strong financial results in the face of significant adversity.

In addition, we track return on invested capital (ROIC) to measure our performance and to hold ourselves accountable for how we deploy cash. ROIC is calculated by comparing Adjusted EBITDA for each of the businesses to their respective acquisition prices, plus or minus any additional capital required or generated on a cumulative basis. We believe this metric aligns profitability targets within the entire organization and represents our true invested capital in our different businesses. ***In 2020, our ROIC exceeded 15%, punctuating our ability to identify businesses that exhibit superior returns and manage them effectively amidst broader market turmoil.***

From a capital allocation perspective, we paid \$1.5 million in cash dividends and \$1.5 million in stock dividends. We temporarily suspended our share repurchase program as a proactive measure in response to the COVID-19 pandemic, which we have since reinstated, and we have \$10.8 million remaining on our \$30.0 million buy-back authorization. For 2021, we expect to continue paying cash dividends and we anticipate being opportunistic in resuming our buy-back program.

EXECUTING ON OUR GOALS

	OUR GOALS	STRONG 2020 RESULTS	
1	Accelerate Brand Growth	250 New Products	125+ Product Awards
2	Improve Profitability	3% Y/Y Increase in Adj. Net Income Before Non-Cash Items	~\$24 Million in Free Cash Flow Generated (~\$5M in 2019)
3	Deploy Capital to Drive Shareholder Returns	>15% ROIC	13% Share Price Appreciation

I am proud of our continued progression and the strides we made in 2020 to further deliver substantial value to shareholders. The challenges of 2020 were unforeseen, but our team adapted and found new ways to push our super-fan brand strategy forward.

Brand Highlights

Black Diamond – Our leading climbing, mountain, and snow sports equipment brand with six decades of heritage.

Our Black Diamond strategy focuses on market leadership through new product introductions across our Climb, Mountain, and Snow categories, which include our customer’s core activities like climbing, alpinism, mountaineering, trail running, backcountry skiing and snowboarding. We continued to build brand momentum in 2020 with strong results across each of our product categories and channels despite market disruptions.

We did not aggressively discount products at the onset of the pandemic and we believe that this has strengthened our long-term competitive position by preserving brand equity and the value proposition our products represent. In addition, we continued to increase market share during 2020 by improving the customer experience and raising brand awareness by focusing on digital advertising.

In our Climb category, we continually ranked as one of the top equipment brands. In January 2021, we were given the distinction by SNEWS’ 2020 Retailer Survey of being the #1 brand for hardware and harnesses, #2 for climbing ropes and #3 for climbing shoes, which we only introduced in 2018. We continued to show innovation through the release of our new engineered chalk, the redesign of our entire carabiner and quickdraw collection,



the launching of new Z4™ cams, the Vision™ helmet, and the award-winning Air-Net™ harness. We also continued the evolution of our performance footwear initiative, expanding our offering into performance and lifestyle approach shoes. This extension complements our climbing shoe line and further supports a category that we expect to grow into an initial \$50 million business.

Our Mountain category remained strong in 2020, maintaining our market leading position in most sub-categories due to our unmatched expertise in creating highly engineered products. We continue to innovate in lighting and trekking poles, while expanding our offering in both gloves and packs. We believe these categories provide great access points to the brand for a wide range of end consumers, while furthering our relationships with key retail partners.

Our Ski category was up 3% for the year, despite uncertainty around resort openings, driven by surging demand for snow safety products for the backcountry, such as beacons, JetForce® packs, skins, and bindings.



Our apparel initiative made significant strides in 2020, driving significant interest and product recognition from media. We continue to treat apparel like our equipment businesses, employing technical rich features as points of differentiation. For example, our stretch rainwear, stretch denim and backcountry ski apparel have

seen an incredible surge of growth that we expect to continue in 2021. We are especially proud of our 2020 new releases including the Crag™ Denim line and our Highline™ Stretch Shell, a three-season alpine stretch shell. We expect to grow apparel into a \$100 million business over time by focusing on next-generation

material innovation and broadening our collection to match our equipment's use cases.

Sierra and Barnes – Our leading, specialty premium bullet and ammunition platform.

With strong domestic demand ahead of and following the 2020 U.S. election, and increased participation in outdoor hunting and indoor shooting ranges, we saw great results in our bullet and ammunition product lines.



As mentioned earlier, Sierra sales were up 57% for the year. The market momentum and our continued investment in brand awareness helped support our recently released ammunition products, including GameChanger®, Prairie Enemy®, Sports Master® and Outdoor Master®. We acquired Sierra in 2017 with strong confidence that we could optimize and grow the 70-plus year-old leading sport bullet manufacturer. Our performance exhibits our ability to execute on this plan, as we build on our vision of being a leader in the premium bullet and ammunition market.

Our success with Sierra allowed us to be opportunistic in acquiring Barnes, another super-fan brand, manufacturing some of the world's most technologically advanced lead-free bullets and premium hunting, self-defense and tactical ammunition. As we do for all acquisitions, we evaluated Barnes on its ability to meet the following criteria: 1) leading market share in a key product, 2) a history of innovation, 3) significant brand awareness among the core consumer, and 4) an opportunity for global growth through a sound go-to-market strategy.

When the acquisition closed our team acted quickly to deploy our playbook to maximize Barnes's untapped go-to-market potential. Since October, we leveraged Sierra's leadership team to support the excellent existing team at Barnes in order to increase daily output, navigate industry material shortages, and effectively lift each brand's ability to meet and exceed customer demand. Our combined order book for 2021 continues to quickly fill up, as we get closer to our stated goal of delivering \$100 million in sales over the long-term, with approximately 30% adjusted EBITDA margins and high free cash flow conversion.

Looking Forward to 2021

In 2021, as always, our focus is on maximizing the growth and profitability of our brands to create even greater shareholder value. While there remains global uncertainty across retail channels and broader supply chain constraints, we are confident that our approach in 2020 will lay the foundation for success this year. 2020 shined a light on our potential to be an omni-channel business. In 2021, we will seek every opportunity to get closer to our end-users through a focus on digital marketing initiatives, owned-retail expansion, and strengthened offerings with our retail partners that worked tirelessly to deliver in difficult times. We fully expect that 2021 will be a record year for our company as we look to build on the momentum of the second half of 2020.

I hope that each one of you are safe and healthy and as always, thank you for your confidence, partnership, and support.

Sincerely,

Warren B. Kandors
Executive Chairman of Clarus Corporation

**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, 2020

**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**

CLARUS CORPORATION

(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	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$.0001 per share	CLAR	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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES NO

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

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

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

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

The aggregate market value of the voting stock and non-voting common equity held by non-affiliates of the Registrant at June 30, 2020 was approximately \$266.4 million based on \$11.56 per share, the closing price of the common stock as quoted on the NASDAQ Global Select Market.

As of March 3, 2021, there were 31,304,181 shares of common stock, par value \$0.0001, outstanding.

DOCUMENT INCORPORATED BY REFERENCE

Portions of our Proxy Statement for the 2021 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission within 120 days of the Registrant's 2020 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

Headquartered in Salt Lake City, Utah, Clarus Corporation (which may be referred to as the “Company,” “Clarus,” “we,” “our” or “us”), a company focused on the outdoor and consumer industries, is seeking opportunities to acquire and grow businesses that can generate attractive shareholder returns. The Company has net operating tax loss carryforwards which it is seeking to redeploy to maximize shareholder value. Clarus’ primary business is as a leading designer, developer, manufacturer and distributor of outdoor equipment and lifestyle products focused on the climb, ski, mountain, sport and skincare markets. The Company’s products are principally sold under the Black Diamond®, Sierra®, Barnes®, PIEPS® and SKINourishment® brand names through outdoor specialty and online retailers, distributors and original equipment manufacturers throughout the U.S. and internationally.

Through our Black Diamond, PIEPS, and SKINourishment brands, we offer a broad range of products including: high-performance, activity-based apparel (such as shells, insulation, midlayers, pants and logowear); rock-climbing footwear and equipment (such as carabiners, protection devices, harnesses, belay devices, helmets, and ice-climbing gear); technical backpacks and high-end day packs; trekking poles; headlamps and lanterns; gloves and mittens; and skincare and other sport-enhancing products. We also offer advanced skis, ski poles, ski skins, and snow safety products, including avalanche airbag systems, avalanche transceivers, shovels, and probes. Through our Sierra and Barnes brands, we manufacture a wide range of high-performance bullets and ammunition for both rifles and pistols that are used for precision target shooting, hunting and military and law enforcement purposes.

Clarus, incorporated in Delaware in 1991, acquired Black Diamond Equipment, Ltd. (“Black Diamond Equipment”) in May 2010 and changed its name to Black Diamond, Inc. in January 2011. In October 2012, we acquired PIEPS Holding GmbH and its subsidiaries (collectively, “PIEPS”).

On August 14, 2017, the Company changed its name from Black Diamond, Inc. to Clarus Corporation and its stock ticker symbol from “BDE” to “CLAR” on the NASDAQ stock exchange. On August 21, 2017, the Company acquired Sierra Bullets, L.L.C. (“Sierra”). On November 6, 2018, the Company acquired the assets of SKINourishment, Inc. (“SKINourishment”).

On October 2, 2020, the Company completed the acquisition of certain assets and liabilities constituting the Barnes business (“Barnes”) for a purchase price of \$30,500,000.

On August 6, 2018, the Company announced that its Board of Directors approved the initiation of a quarterly cash dividend program of \$0.025 per share of the Company’s common stock (the “Quarterly Cash Dividend”) or \$0.10 per share on an annualized basis. The declaration and payment of future dividends is subject to the discretion of and approval of the Company’s Board of Directors. On May 1, 2020, the Company announced that, in light of the operational impact of the COVID-19 pandemic, its Board of Directors temporarily replaced its Quarterly Cash Dividend with a stock dividend (the “Quarterly Stock Dividend”). In 2020, 2019 and 2018, our total Quarterly Cash Dividends were \$1,520,000, \$2,987,000 and \$1,488,000, respectively. In 2020, our total Quarterly Stock Dividends were \$1,533,000. On January 29, 2021, the Company announced that its Board of Directors approved the payment on February 19, 2021 of the Quarterly Cash Dividend to the record holders of shares of the Company’s common stock as of the close of business on February 8, 2021.

Impact of COVID-19

The global outbreak of COVID-19 was declared a pandemic by the World Health Organization and a national emergency by the U.S. government in March 2020, with governments world-wide implementing safety measures restricting travel and requiring citizen lockdowns and self-confinements for quarantining purposes. This has negatively affected the U.S. and global economy, disrupted global supply chains, and resulted in significant transport restrictions and disruption of financial markets. The impact of this pandemic has created significant uncertainty in the global economy and has affected our business, employees, retail and distribution partners, suppliers, and customers.

We experienced a decline in retail demand within our Black Diamond segment beginning in the second half of March 2020 through December 2020, which negatively impacted our sales and profitability for the first, second, third and fourth quarters of 2020. We also expect a continued impact on the Company’s sales and profitability in future periods. The duration of these trends and the magnitude of such impacts cannot be precisely estimated at this time, as they are affected by a number of factors (some of which are outside management’s control), including those presented in Item 1A. Risk Factors.

We have mitigated some of the negative impacts to our operating results by taking significant actions to improve our current operating results and liquidity position, including drawing on the credit facility, suspending share repurchases, temporarily suspending cash dividends, postponing non-essential capital expenditures, reducing operating costs, modulating production in line with demand, and substantially reducing discretionary spending. We will continue to adjust mitigation measures as needed related to health and safety. Those measures have and might continue to include temporarily suspending manufacturing or retail operations, modifying workspaces, continuing social distancing policies, implementing new personal protective equipment or health screening policies at our facilities, or such other industry best practices needed to continue maintain a healthy and safe environment for our employees amidst the pandemic.

These countermeasures partially mitigated the impacts of COVID-19 on our full year 2020 financial results. As the impact of the COVID-19 pandemic on the economy and our operations evolves, we will continue to assess the impact on the Company and respond accordingly.

Sustained adverse impacts to the Company, certain of its suppliers, dealers or customers may also affect the Company's future cash flows, liquidity, and valuation of certain assets and therefore may increase the likelihood of an impairment charge, write-off, or reserve associated with such assets, including goodwill, indefinite and finite-lived intangible assets, property and equipment, inventories, accounts receivable, net deferred tax assets, and other assets.

Market Overview

Our primary target customers are outdoor-oriented consumers who enjoy active, outdoor-focused lifestyles. The users of our products are made up of a wide range of outdoor enthusiasts, including climbers, mountaineers, trail runners, skiers, mountain bikers, backpackers and campers, competitive shooters, hunters and other outdoor-inspired consumers. We believe we have a strong reputation for innovation, style, quality, design, safety, and durability in our core product lines.

As the variety of outdoor sports activities continue to grow and proliferate, and existing outdoor sports evolve and become ever more specialized, we believe other outdoor companies are failing to address the unique technical and performance needs of enthusiasts involved in such specialized activities. We believe we have been able to help address this void in the marketplace by seeking to leverage our user intimacy and improving on our existing product lines by expanding our product offerings into new niche categories and products, and by incorporating innovative industrial design and engineering and performance tolerances into our products. We believe the credibility and authenticity of our brands expands our potential market beyond committed outdoor athletes to those outdoor generalist consumers who desire to lead active, outdoor-focused lifestyles.

Growth Strategies

Our growth strategies are to achieve sustainable, profitable growth organically while seeking to expand our business through targeted, strategic acquisitions. We intend to create innovative new products, increase consumer and retailer awareness and demand for our products, and build stronger emotional brand connections with consumers over time across a growing number of geographic markets.

Continue to Service and Grow Existing Accounts. We continue to seek to develop strong relationships with our key retail, distributor and original equipment manufacturer ("OEM") partners through a mutual respect and admiration for the sports we serve. Through our various corporate initiatives, a focus on being easy to do business with, the extension of our existing product portfolios, and an emphasis on quality, on-time deliveries, brand awareness and marketing, we plan to grow our existing accounts as well as foster new relationships.

Broaden Distribution Footprint. We believe there is a significant opportunity to expand the presence and penetration of each of our brands 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 PIEPS as a global brand with European roots. We believe there is also a significant opportunity to expand our Sierra and Barnes brands more extensively outside the U.S. market through additional sales and marketing investments.

New Product Development and Innovation. To drive organic growth within our existing businesses, we intend to leverage our strong brand names, customer relationships, proven capacity to develop new innovative products and product extensions in each of our existing product categories, and to expand into new product categories. Our new technologies are generally inspired by our continuing commitment to maximize the enjoyment and efficacy of the products for the outdoor sports for which we design.

Acquisition of Complementary Businesses. We expect to target acquisitions as a viable opportunity to gain access to new product groups, customer channels, and increase penetration of existing markets. We may also pursue acquisitions that diversify the Company within the outdoor and consumer markets. To the extent we pursue future acquisitions, we intend to focus on "super-fan" businesses with leading brands, recurring revenue, sustainable margins and strong cash flow. We anticipate financing future acquisitions prudently through a combination of cash on hand, operating cash flow, bank financings, private placements and new capital markets offerings.

Competitive Strengths

Authentic Portfolio of Iconic Brands. We believe that our brands are iconic among devoted, active-outdoor enthusiasts with a strong reputation for innovation, style, quality, design, safety and durability. Our Black Diamond brand traces its roots to 1957 and has continuously been synonymous with the sports it serves. Our PIEPS brand traces its history to 1967 and has come to represent premium alpine performance in emergency situations. Our Sierra brand was founded in 1947 and we believe represents the most precise and accurate bullets and ammunition available for the shooting enthusiast. Our Barnes brand was founded in 1932 and produces some of the most technologically advanced lead-free bullets and premium ammunition. Our climbOn® brand included in SKINourishment was founded in 1996, providing fully sustainable, synthetic-free, athlete tested, performance-driven skincare products. Our brands also appeal to everyday customers seeking high-quality products for outdoor or urban and suburban living. Our focus on innovation, safety and style differentiates us from our competitors.

Black Diamond

Black Diamond Equipment: Black Diamond Equipment is a global innovator in climbing, trail running, skiing and mountain sports equipment. The brand is synonymous with innovation, performance, safety and durability. Headquartered in Salt Lake City at the base of the Wasatch Mountains, Black Diamond products are created and tested locally on its alpine peaks, slopes, crags and trails. Black Diamond's products are sold in approximately 50 countries around the world.

In 2020, Black Diamond Equipment received over 125 product awards. Black Diamond's engineering team introduced award-winning products, with the Climb category receiving 21 awards, Mountain category receiving 40 awards, Ski category winning 29 awards and Apparel category winning 37 awards. Across the Climb category, Black Diamond's Vision MIPS climbing helmet, notably earned a Gear of the Show from Men's Journal magazine at Outdoor Retailer's Snow Show. Climbing magazine also recognized the Vision MIPS climbing helmet, Technician approach shoes and Hot Forge Hybrid quickdraw with Editor's Choice awards. SNEWS recognized Black Diamond as one of the bestselling climbing equipment brands from its 2020 retailer survey. In the Mountain category, Black Diamond's traction launch earned Best in Show at Outdoor Retailer Snow Show, as well as collecting awards from Women's Running, Women's Health and Podium Runner magazines. Black Diamond's Distance 4 hydration vest won an Editor's Choice from Runner's World magazine while its Distance 8 and 15 packs were recognized by Outside and Trail Runner magazines. Black Diamond headlamps and trekking poles collected nearly 20 product awards including media outlets like GearJunkie.com, OutdoorGearLab.com and Backpacker magazine. For Ski, Black Diamond managed to secure Editor's Choice awards from Backcountry, Freeskier, Powder and SKI magazines. Products included Black Diamond gloves, avalanche transceivers, ski poles, climbing skins and JetForce avalanche airbags. Award winning skis include the Helio Carbon 88, 95, 104, Cirque 84 and Boundary Pro 115. In its Apparel category, Black Diamond earned an ISPO GOLD award for its Dawn Patrol Hybrid Hoody. Backpacker magazine named the Dawn Patrol Hybrid Hoody the "Most Protective Softshell of 2020," while Popular Mechanics called it one of the coolest products it saw at Outdoor Retailer. In the Spring, Outside magazine named Black Diamond's HighLine Stretch Shell as Gear of the Year.

PIEPS: Headquartered in Lebring, Steiermark, Austria, PIEPS is widely recognized as an innovator and technology leader in alpine sport and safety equipment, focused on 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, avalanche airbags, 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 and Bluetooth beacon technology platforms.

SKINourishment: SKINourishment offers organic, 100% food-grade, plant-based skin products that are safe, effective, cruelty-free, non-GMO, vegetarian, and vegan, and some are gluten free. Its synthetic-free skincare products are made with food grade ingredients, are effective for adults, children and animals, and use renewable resources. The most significant brand, climbOn®, has expanded the product line to include lotion bars, lotion crème, lip balm, soap, hand sanitizer, insect repellent, and muscle balm.



Sierra: Founded in 1947 and headquartered in Sedalia, Missouri, Sierra Bullets has been dedicated to manufacturing the highest-quality, most accurate bullets and ammunition in the world. From local and international shooting competitions to sport and hunting, Sierra offers best-in-class accuracy and precision that hunting and sport shooting enthusiasts have come to depend on. This performance is born from a proprietary manufacturing process that enables the achievement of the tightest tolerances in the industry. Sierra's bullets and ammunition are used for precision target shooting, hunting and defense purposes. In addition to a wide base of retailers, Sierra's customers include distributors, law enforcement and industry OEMs. Sierra's products have cultivated a significant consumer following recognized by its iconic "green box" packaging and include globally recognized bullet brands such as Sierra® MatchKing®, Sierra® GameKing®, and Sierra® BlitzKing® and ammunition brands such as GameChanger®, Prairie Enemy™, Outdoor Master®, and Sport Master®.

Barnes: Headquartered in Mona, Utah, Barnes Bullets has been an industry leader in bullet technology and innovation since 1932. The company manufactures some of the world's most technologically advanced lead-free bullets and premium hunting, self-defense and tactical ammunition. Barnes has earned its strong reputation through unrivaled performance and results. This reputation is defined by innovative design, advanced manufacturing techniques and a core focus on the end-user. As a result, Barnes has generated a strong consumer following supported by its globally recognized bullet brands such as Barnes® TSX®, X Bullet®, Varmint Grenade®, and Expander® and ammunition brands VOR-TX® and TAC-XPB®. With its products being sold through its online store, a variety of retailers and international distributors, Barnes's customers include hunters, range shooters, military and law enforcement professionals around the world.

Strong Base of Business. Our outdoor products business benefits from a strong reputation for paradigm-changing, high-quality, innovative products that make us a leader in the outdoor industry with particular strength in product categories such as climbing, trail running, skiing, mountaineering, hunting and competitive shooting. Underlying our innovative product lines is a strong stable of intellectual property, with multiple patents and patent applications, as well as valuable brands and trademarks. In addition, our user intimacy, strong retailer partnerships, operations and execution acumen and leadership as a champion in the access, education, and stewardship issues that affect our customers contribute to the robustness of our business.

Product Innovation and Development Capabilities. We have a long history of technical innovation and product development, with over 100 patents and patents pending worldwide. Our employees' passion and intimacy with our core outdoor activities fosters new and innovative ideas and products, which we believe provides a significant advantage that will drive our Company to new levels. We seek to design products that enhance our customers' personal performance 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 and integrity 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 markets we serve.

Diversified Portfolio by Product, Geography and Channel. Our business is highly diversified across products, geographies, and channels. We operate a multi-brand business with Black Diamond, PIEPS, Sierra, Barnes and SKINourishment branded products spanning 34 single product categories addressing four primary categories of climbing, skiing, mountain, and sport. Our bullet product category is the only product category that accounts for more than 15% of annual sales on a pro forma basis for the year ended December 31, 2020. 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 61% of our sales on a pro forma basis for the year ended December 31, 2020 generated in over 50 countries outside the United States. We believe that our product, geographic, and distribution channel diversity allows us to maximize the reach of our brand portfolio while reducing the risk associated with any single product category or point of distribution.

Experienced and Incentivized Senior Management Team. The members of our Board of Directors and our executive officers, including Mr. Warren Kandors, are substantial stockholders of the Company, and beneficially own approximately 28% of our outstanding common stock as of March 3, 2021, which we believe aligns the interests of our Board of Directors and our executive officers with that of our stockholders.

Growth-oriented Capital Structure. Our capital structure provides us with the capacity to fund future growth and our net operating loss and tax credit carryforwards are expected to offset our net taxable income, which is expected to allow us to retain cash flow for future growth.

Operating Segments

We operate our business structure within two segments. These segments are defined based on the internal financial reporting used by our chief operating decision maker to allocate resources and assess performance. Certain significant selling and general and administrative expenses are not allocated to the segments. Each segment is described below:

- Our Black Diamond segment, which includes Black Diamond Equipment, PIEPS, and SKINourishment, is a global leader in designing, manufacturing, and marketing innovative outdoor engineered equipment and apparel for climbing, mountaineering, trail running, backpacking, skiing, and a wide range of other year-round outdoor recreation activities. Our Black Diamond segment offers a broad range of products including: high-performance, activity-based apparel (such as shells, insulation, midlayers, pants and logowear); rock-climbing footwear and equipment (such as carabiners, protection devices, harnesses, belay devices, helmets, and ice-climbing gear); technical backpacks and high-end day packs; trekking poles; headlamps and lanterns; gloves and mittens; and skincare and other sport-enhancing products. We also offer advanced skis, ski poles, ski skins, and snow safety products, including avalanche airbag systems, avalanche transceivers, shovels, and probes.

- Our Sierra segment, which includes Sierra and Barnes, includes two iconic American manufacturers of a wide range of high-performance bullets and ammunition for both rifles and pistols. These bullets are used for precision target shooting, hunting and military and law enforcement purposes.

See Note 16 to our consolidated and combined financial statements for financial information regarding our segments.

Products

Our products span 34 single product categories and include a wide variety of technical outdoor equipment and lifestyle products for a wide range of outdoor enthusiasts, including climbers, mountaineers, trail runners, skiers, backpackers and campers, competitive shooters, hunters and other outdoor-inspired consumers. We design many of our products for extreme applications, such as high-altitude mountaineering, ice and rock climbing, as well as backcountry skiing and alpine touring. We also manufacture high-quality bullets and ammunition with the tightest tolerances in the industry that enhance the performance of competitive shooters and hunters. We have also developed skincare products, such as lotions, lip balm, and sunscreen, as well as sport-enhancing supplements, nutrition, and other products using natural, organic or alternative ingredients. Generally, we divide our product offerings into the following four primary categories:

- **Climb:** Our climb line consists of apparel, footwear, and equipment such as belay/rappel devices, bouldering products, carabiners, climbing packs, crampons, harnesses, ice axes, protection devices, a bouldering line of technical apparel, and various other climbing accessories and skincare products. Our climb line represented approximately 26% of our sales on a pro forma basis during the year ended December 31, 2020.
- **Mountain:** Our mountain line consists of apparel, gloves, packs, headlamps, lights, tents, trekking poles, and various other hiking and mountaineering accessories. Our mountain line represented approximately 26% of our sales on a pro forma basis during the year ended December 31, 2020.
- **Ski:** Our ski line consists of technical apparel, avalanche airbags, packs, bindings, poles, skis, snow gloves, avalanche safety devices, and other skiing accessories. Our ski line represented approximately 19% of our sales on a pro forma basis during the year ended December 31, 2020.
- **Sport:** Our sport line consists of premium quality high-precision bullets and ammunition used in competitive shooting, hunting and other applications and environments. Our sport line represented approximately 29% of our sales on a pro forma basis during the year ended December 31, 2020.



Product Design and Development

We conduct our product research, evaluation, and design activities at our locations in Salt Lake City, Utah, Sedalia, Missouri, Mona, Utah, Lebring, Austria, and Wimberly, Texas.

We typically bring new products from concept to market in approximately 18 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 in selling, general, and administrative expenses. As of December 31, 2020, we had 80 employees dedicated to research and development.

Customers

We market and distribute our products in over 50 countries, primarily through independent specialty stores and specialty chains, premium sporting goods and outdoor recreation stores, distributors and OEMs in the United States, Canada, Europe, Middle East, Asia, Australia, New Zealand, Africa, and South America. Outside of North America and Europe, we sell our products through independent global distributors into specialty retail stores. We also sell our products directly to customers through our various websites.

Our end users include a broad range of consumers, including mountain, rock, ice, and gym climbers, winter-outdoor enthusiasts, trail runners, backpackers, competitive shooters, hunters, and outdoor-inspired consumers. Such consumers demand high-quality, reliable, and high-precision products to enhance their performance and, in some cases, safety in a multitude of outdoor activities. 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.

Sales and Marketing

Our sales force is generally deployed by geographic region: Canada, Europe, Asia Pacific, Latin America, and the United States. Our focus is on providing our products to a broad spectrum of outdoor enthusiasts. Within each of our brands, we strive to create a unique look for our products and to communicate those differences to the consumer. In addition, we are continuously exploring uses for brand and market research. We also regularly utilize various promotions and public relations campaigns.

We have consistently established relationships with professional athletes and influencers to help evaluate, promote and establish product performance and authenticity with customers. Such brand endorsers are one of many elements in our array of marketing materials, including instore displays, catalogs, workbooks, social media, and digital campaigns via our websites.

Manufacturing, Sourcing, Quality Assurance and Distribution

Manufacturing

Our objective is to deliver on-time the highest quality of products in the safest and most cost-efficient manner. Our culture of continuous improvement and implementation of industry best practices, allows us to continue to increase productivity, reduce costs, and bring new innovative products to the market.

The Black Diamond Equipment and PIEPS manufacturing and distribution operations are ISO 9001–2015 certified and are audited annually by an independent certifying agency to ensure Black Diamond Equipment’s and PIEPS’ quality management systems meet the requirements of ISO 9001–2015, and to ensure that Black Diamond Equipment’s and PIEPS’ certified products meet all necessary performance certification requirements. Sierra and Barnes are members of the Sporting Arms & Ammunition Manufacturers’ Institute and employ best-in-class proprietary manufacturing processes with respect to each one of its products. These processes are performed in-house and includes control of bullet jacket wall concentricity utilizing strict quality control standards overseen by experienced employees, yielding what we believe to be the tightest tolerances in the industry.

We manufactured approximately 30% to 35% of our products, including nearly all protection devices for climbing and all bullets, in our facilities in the United States. The remaining approximately 65% to 70% 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 copper, lead, aluminum, steel, nylon, corrugated cardboard for packaging, metal, plastic and electrical components, and various textiles, foams, and fabrics. The raw materials and components used to manufacture 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 the Company has two primary functions:

- The first is to ensure that the products that we design and develop are manufactured to meet or exceed the Company'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 our products are 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 and engineering teams and bring knowledge and expertise to the design process, ensuring that the products we bring to market truly meet the criteria established when a new product is envisioned.

The engineering prowess of the quality assurance group is a core competency that the Company seeks to leverage across all product lines and brands.

Global Distribution

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 end users in each category where quality, durability and performance are paramount. We 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 apparel, footwear, protection, carabiners, helmets, and harnesses, compete with products from companies such as La Sportiva, Prana, Patagonia, Petzl, CAMP, EDELRID, and Mammut.
- **Mountain:** Our mountaineering products and accessories, such as backpacks, trekking poles, headlamps, and tents, compete with products from companies such as Petzl, Deuter, Leki, Komperdell, Marmot, Mountain Hardwear, Hestra, Osprey, Salomon, and The North Face.
- **Ski:** Our skiing products and accessories, such as technical apparel, skis, poles, avalanche airbags and transceivers, compete with products from competitors such as Arc'Teryx, Backcountry Access, Dynafit (Salewa), Atomic, Mammut, Marker, Ortovox, Salomon, Scarpa, Scott, and Volkl.
- **Sport:** We sell both bullets and ammunition to both retailers and distributors for sale to consumers but also supply bullets to OEMs who also sometimes manufacture bullets as well. Such companies include Vista (Federal Ammunition, CCI, and Remington), Nammo, Hornady, Fiocchi, and Olin (Winchester).

In addition, in certain categories 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"®, Sierra®, Sierra® MatchKing®, Sierra® GameKing®, Sierra® BlitzKing®, Barnes®, TSX®, X Bullet®, VOR-TX® and PIEPS®, create international brand recognition for our products.

Solely for convenience, our trademarks and tradenames referred to in this report may appear without the ® and ™ symbols, but those references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights, or the right of the applicable licensor to these trademarks and tradenames.

We believe our brands have an established reputation for innovation, style, quality, design, safety, and durability, 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 and manufacturing know-how.

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 void 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

The Company’s products are outdoor activity-based, 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, footwear, and harnesses, and in the third and fourth quarters for our ski, glove, ice climbing and snow safety products. Sales of these products may be negatively affected by unfavorable weather conditions and other market trends. During 2020, the fall/winter season represents approximately 61% of our sales on a pro forma basis while spring/summer represents approximately 39% of our sales on a pro forma basis. Sales of other products such as headlamps, lanterns, trekking poles, packs and bullets are generally balanced throughout the year.

Working capital requirements vary throughout the year. Working capital generally increases to support peak shipping periods and then generally decreases during the second quarter of the year as accounts receivable are collected.

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, 2020, we had over 600 employees worldwide. 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, 2020 are as follows:

Warren B. Kanders, 63, 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 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., 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.

John C. Walbrecht, 53, has served as the President of the Company since October 2017, and President of BDEL since October 2016. Before joining the Company, Mr. Walbrecht served as the President of Mountain Hardwear from March 2016 to October 2016. Prior to Mountain Hardwear, Mr. Walbrecht served as the President and Chief Executive Officer of Fenix Outdoors NA from January 2012 until March 2016. Mr. Walbrecht has also served in various senior roles with Brandbase, Spyder, Dr. Martens/Airwair, and Timberland. Mr. Walbrecht holds a Master of Business Administration and a Bachelor of Science in Economics from Brigham Young University, a Bachelor of Arts in Marketing from the University of Maryland and under studies in International Trade and Finance at Cambridge University - Trinity College.

Aaron J. Kuehne, 42, has served as our Chief Financial Officer, Secretary and Treasurer, since 2013 and as our Chief Administrative Officer since May 2016. 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 received an M.B.A. degree from the University of Utah – David Eccles School of Business in 2004 and graduated with a Bachelor of Arts degree in Accounting from University of Utah – David Eccles School of Business in 2002. He also has been a Certified Public Accountant since 2005.

Available Information

Our Internet address is www.claruscorp.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.

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: Clarus Corporation, 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 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 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 related 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.

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 skis 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.

Global climate change trends could affect our suppliers and customers and result in increased regulation.

The effects of climate change, such as intensified rainfalls and flooding, prolonged droughts, wildfires, rising sea levels and increasing heat and humidity, can have an adverse effect not only to our operations, but also that of our suppliers and customers, and can lead to increased regulations and changes in consumer preferences, which could adversely affect 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;
- disease epidemics and health-related concerns, which could adversely affect consumer spending; 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, including, for example, the uncertainty related to the United Kingdom's withdrawal from the European Union (commonly known as "Brexit"), which may have an impact on our business, particularly in the United Kingdom and in Europe. Furthermore, events such as Brexit and political uncertainty around the effects of current or future 'trade wars' may create global economic uncertainty, which may cause consumers to reduce their spending.

Additionally, some of our operations are conducted or products are sold in countries where the ability to repatriate funds has been delayed or impaired in recent years. 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.

Changes in effective tax rates could adversely affect our results.

On December 22, 2017, the Tax Cuts and Jobs Act (the “Tax Act”) was enacted. The Tax Act significantly revised United States corporate income tax law by, among other things, reducing the corporate income tax rate to 21%. Prior to the 2020 U.S. election, President Biden proposed an increase in the U.S. corporate income tax rate from 21% to 28%, doubling the rate of tax on certain earnings of foreign subsidiaries, the creation of a 10% penalty on certain imports and a 15% minimum tax on worldwide book income. If any or all of these (or similar) proposals are ultimately enacted into law, in whole or in part, they could have a negative impact on our effective tax rate, which could have a material adverse effect on our business, results of operations, and financial condition.

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. For example, any future withdrawal or renegotiation of trade agreements, and the prosecution of trade disputes or the imposition of tariffs, duties, taxes and other charges on imports or exports between the United States and countries like China may adversely affect our ability to operate our business and execute our growth strategy. In addition, it may be more difficult for us to enforce agreements, collect receivables, receive dividends and repatriate earnings through foreign legal systems.

We cannot predict whether quotas, duties, taxes, exchange controls or other restrictions will be imposed by the United States, China, or other countries upon the import or export of our products and the commodities and components used to manufacture our products, 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 39% of our sales on a pro forma basis for the year ended December 31, 2020 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.

Our business, financial condition and results of operations and cash flows, as well as the trading price of our common stock may be negatively impacted by the effects of a disease outbreak, epidemic, pandemic, or similar widespread public health concern, such as travel restrictions or recommendations or mandates from governmental authorities to avoid large gatherings or to self-quarantine, whether as a result of the COVID-19 or coronavirus global pandemic or otherwise.

These impacts include, but are not limited to:

- Significant reductions in demand or significant volatility in demand for one or more of our products, which may be caused by, among other things: the temporary inability of consumers to purchase our products due to illness, quarantine or other travel restrictions, financial hardship or adverse economic conditions, or the closure of retail stores that market our products;
- Disruptions in our manufacturing and supply arrangements caused by constrained workforce capacity or the loss or disruption of other essential manufacturing and supply elements such as raw materials or other finished product components, transportation, or other manufacturing and distribution capability;
- Failure of third parties on which we rely, including our suppliers, manufacturers, distributors, customers, retailers or other service providers to meet their obligations to the Company;
- Significant changes in the political conditions in the markets in which we operate and/or manufacture, sell or distribute our products, including quarantines, import/export restrictions, price controls, or governmental or regulatory actions, closures or travel restrictions; or
- Our ability to maintain adequate liquidity and/or meet debt covenants contained in the Company's credit agreement if the Company is unable to resume normal operations in a timely fashion.

Our failure to effectively manage and remedy these impacts on the Company, could have a material adverse effect on our business, financial condition, results of operations and cash flows, as well as the trading price of our common stock.

We use foreign suppliers and manufacturing facilities for a significant portion of our raw materials and finished products, and disruptions to international trade, such as disease epidemics or potential 'trade wars,' pose a risk to our business operations.

A majority of our products sold were produced by and purchased from independent manufacturers primarily located in Asia and Eastern Europe, with substantially all of the remainder produced by our manufacturing facilities located in Utah and Missouri. 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 coronavirus, 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 tariffs, duties, taxes and other charges on imports and/or exports; 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.

Changes in governmental regulation, legislation or public opinion regarding the manufacture and sale of bullets, or the possession and use of firearms and ammunition, could adversely affect our Sierra segment and overall financial results.

The manufacture and sale of bullets by our Sierra segment, and the possession and use of firearms and ammunition by our customers, is subject to significant governmental regulation. We hold all licenses necessary for the legal manufacture and sale of our bullets. However, federal, state or local legislatures may enact further legislation regarding the manufacture and sale of bullets, and the possession and use of firearms and ammunition by our customers, such as point-of-sale background checks, age and other restrictions on ammunition purchases or further licensing of ammunition dealers. Such legislation, if enacted, could materially and adversely affect the sale of bullets that we manufacture.

The manufacture and sale of bullets, and the possession and use of firearms and ammunition, is also the subject of significant public interest and debate. If public opinion should worsen, it may lead to boycotts of certain of our products and decreased demand for the bullets and other products we manufacture by consumers and the other constituencies with which we deal, including suppliers, distributors and retailers, all of which could be a catalyst for potentially adverse reactions from our shareholders.

We cannot assure you that governmental regulation, legislation or public opinion regarding the manufacture and sale of bullets, or the possession and use of firearms and ammunition, will not become more restrictive or worsen in the future. We also cannot assure you that any such negative public opinion relating to our Sierra segment would not affect our Black Diamond segment, nor can we assure you that any such changes in governmental regulation, legislation or public opinion will not have a material adverse effect on our business, results of operations or financial condition.

Our SKINourishment business is subject to substantial government regulation relating to personal care products that could have a material adverse effect on our business.

Government regulation in the United States and other countries is a significant factor affecting the research, development, formulation, manufacture and marketing of our SKINourishment skincare products. In the United States, the Food and Drug Administration's (the "FDA") has broad authority to regulate the design, manufacture, formulation, marketing and sale of our SKINourishment skincare products. FDA's regulation of personal care products includes ingredient, quality, and labeling requirements. Also in the United States, the Federal Trade Commission (the "FTC") has broad authority over all product advertising to ensure statements are truthful and non-misleading. Overseas, these activities are subject to foreign governmental regulation, which is in many respects similar to regulation in the United States but which vary from country to country. United States and foreign regulation continues to evolve, which could result in additional burdens on our SKINourishment business. If we fail to comply with applicable regulations we may be subject to, among other things, fines, suspension or withdrawal of regulatory approvals, product recalls, operating restrictions, and criminal prosecution. Additionally, the cost of maintaining personnel and systems necessary to comply with applicable regulations is substantial and increasing.

If the FDA or FTC disagrees with our characterization of our SKINourishment skincare products or product claims and determines that they are drug products, this could result in a variety of enforcement actions which could require the reformulation or relabeling of any such products, the submission of information in support of the products' claims or the safety and effectiveness of any such products, or more punitive action, all of 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 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

There are significant risks associated with acquiring and integrating businesses.

An element of our general growth strategy is the acquisition of or investment in businesses and assets that will diversify 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 or investment 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 or assets for a potential acquisition or investment, 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 previously announced growth strategy may negatively impact our business, financial condition and results of operations.

The Company announced that it is seeking to invest in high-quality, durable, cash flow-producing assets in order to diversify our business within the outdoor and consumer markets and potentially monetize our substantial net operating losses as part of our previously announced growth strategy. There can be no assurance as to the outcome of the growth strategy, that any particular acquisition or investment opportunities will be consummated, that any transaction will occur, or that our net operating losses will be monetized. In addition, our growth strategy may create perceived uncertainties as to our future direction and may result in the loss of employees, customers or business partners.

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 growth strategy.

Various sectors of the credit markets and the financial services industry have experienced 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 future recurrence 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.

Our credit agreement contains financial and restrictive covenants that may limit our ability to operate our business.

The credit agreement that we and certain of our subsidiaries entered into with JPMorgan Chase Bank, N.A. on May 3, 2019 (the "Credit Agreement") contains, and any of our other future debt agreements may contain, covenant restrictions that limit our ability to operate our business, including, without limitation, restrictions on our and our subsidiaries' ability to:

- incur additional debt or create liens;
- engage in mergers, consolidations, certain divisions, liquidations or dissolutions other than in certain permitted instances described in the Credit Agreement;
- substantially change the business conducted by us or our subsidiaries; and
- pay dividends or make distributions or other restricted payments if certain conditions in the Credit Agreement are not fulfilled.

In addition, the Credit Agreement contains other customary affirmative and negative covenants, including limitations on our and our subsidiaries' ability to perform the following, subject to certain customary exceptions, qualifications and "baskets": make certain investments, loans, advances, guarantees and acquisitions other than in certain permitted instances as described in the Credit Agreement; sell assets; prepay other indebtedness; engage in certain transactions with affiliates; enter into agreements that restrict dividends from subsidiaries or the ability of subsidiaries to grant liens upon their assets; amend certain charter documents and material agreements governing subordinated indebtedness; and deviate from certain financial ratios described further in the Credit Agreement.

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

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

Our borrowings under 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, Canadian Dollar and Great British Pound.

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, Canadian dollar, and Great British pound. 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 could 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.

Breaches of our information systems could adversely affect our reputation, disrupt our operations, and result in increased costs and loss of revenue.

There have been an increasing number of recent global cyber security incidents affecting companies, including us. These incidents are expected to be more prevalent as a result of work-from-home policies instituted in response to the COVID-19 global pandemic, and could cause operational failures or compromise sensitive or confidential corporate and personal data. Because we are interconnected with and dependent on third-party vendors, we could also be adversely affected if we or any of our vendors are subject to a successful cyber-attack or other information security event. Such cyber security incidents may result in the loss or compromise of customer, financial, or operational data; disruption of billing, collections, or normal operating activities; disruption of electronic monitoring and control of operational systems; and delays in financial reporting and other management functions, and our acquisition activities could increase such risk. There can be no guarantees that such a cyber incident would not result in the unauthorized access to or the disclosure of customer data, our trade secrets or other intellectual property, or personal information of our employees. There can be no guarantee that the disclosure of any of this information would not have a material adverse effect on our business, reputation, financial condition, and results of operations. We continually evaluate our systems and may implement further controls and additional preventative actions to further strengthen our systems against attacks. We cannot assure you that such measures will provide absolute security, that we will be able to react in a timely manner, or that our remediation efforts following past or future attacks will be successful. Possible impacts associated with a cyber security incident may include, among other things, business interruption, ransom payments, the identification of material weaknesses or significant deficiencies, remediation costs related to lost, stolen, or compromised data; repairs to data processing systems; increased cyber security protection costs; reputational damage; and adverse effects on our compliance with privacy and other laws and regulations that are applicable to us. We have insurance coverage to protect us against losses from certain cyber security incidents, including liability for third-party vendors who mishandle our information. However, there can be no guarantee that every potential loss due to cyber-attack or theft of information has been insured against, nor that the limits of the insurance we have acquired will be sufficient to cover all such losses.

Adverse publicity about the Company and/or its brands, including without limitation, through social media or in connection with brand damaging events and/or public perception could negatively impact our business.

Negative claims or publicity involving us, our board of directors, our brands, our products, services and experiences, consumer data, or any of our key employees, endorsers, or suppliers could seriously damage our reputation and the image of our brands, regardless of whether such claims are accurate.

Social media, which accelerates and potentially amplifies the scope of negative publicity, can increase the challenges of responding to negative claims. Adverse publicity could also damage our reputation and the image of our brands, undermine consumer confidence in us and reduce long-term demand for our products, even if such adverse publicity is unfounded or not material to our operations. If the reputation, culture or image of any of our brands is tarnished or if we receive negative publicity, then our sales, financial condition and results of operations could be materially and adversely affected.

Interruptions in the proper functioning of our information systems or other issues with our enterprise resource planning systems could cause disruption to our operations.

We heavily rely on our information systems to manage our various business operations, including our ordering, pricing, billing, inventory management, supply chain, accounting and other processes. Our systems may be subject to damage or interruption from a variety of sources, including power outages, computer and telecommunications failures, computer viruses, cyber security breaches, vandalism, severe weather conditions, catastrophic events, terrorism, and human error. Although we do maintain disaster recovery measures in place which we believe to be adequate, we cannot assure you that our disaster recovery measures can account for all eventualities. If our systems are damaged, fail to function properly, or otherwise become compromised or unavailable, we may incur substantial costs to repair or replace them, and we may experience loss of critical data and interruptions or delays in our ability to perform critical functions, which could adversely affect our business, results of operations and financial condition.

Our information technology systems require periodic modifications, upgrades, and replacement that subject us to costs and risks, including potential disruption to our internal control structure, substantial capital expenditures, additional administration and operating expenses, retention of sufficiently skilled personnel or outside firms to implement and operate existing or new systems, and other risks and costs of delays or difficulties in transitioning to new or modified systems or of integrating new or modified systems into our current systems. In addition, challenges implementing new or modified technology systems may cause disruptions in our business operations and have an adverse effect on our business operations if not anticipated and appropriately mitigated.

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 Mr. Warren B. Kanders, beneficially own approximately 28% of our outstanding common stock as of March 3, 2021. As a result, our Board of Directors and executive officer, 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. Kandors. 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.

Our payment of future quarterly dividends on our common stock is subject to the discretion and approval of our Board of Directors.

On August 6, 2018, the Company announced that its Board of Directors approved the initiation of the Quarterly Cash Dividend program of \$0.025 per share of the Company's common stock or \$0.10 per share on an annualized basis. We temporarily replaced the Quarterly Cash Dividend with a Quarterly Stock Dividend during portions of the 2020 fiscal year in light of the operational impact of the COVID-19 pandemic. While we intend to pay regular Quarterly Cash Dividends for the foreseeable future, all subsequent dividends will be reviewed quarterly and declared at the discretion and approval of our Board of Directors and will depend upon, among other things, our results of operations, capital requirements, general business conditions, contractual restrictions under our credit facility on the payment of dividends, legal and regulatory restrictions on the payment of dividends, and other factors our Board of Directors deems relevant. 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.

Shares of our common stock have been, and may continue to be, thinly traded, which may contribute to volatility in our stock price and less liquidity for investors.

The trading volume of our common stock has varied, and at times may be characterized as thinly traded. As a result of this thin trading market or "float" for our common stock, our common stock has been, and may continue to be, less liquid than the common stock of companies with broader public ownership. If our common stock is thinly traded, the trading of a relatively small volume of our common stock may have a greater impact on the trading price of our common stock than would be the case if our float were larger. As a result, the trading prices of our common stock may be more volatile than the common stock of companies with broader public ownership, and an investor to be unable to liquidate an investment in our common stock at attractive prices.

We cannot predict the prices at which our common stock will trade in the future. Variations in financial results, announcements of material events, changes in our dividend policy, technological innovations or new products by us or our competitors, our quarterly operating results, changes in general conditions in the economy or the outdoor and consumer industries, 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.

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 31,304,181 shares of our common stock as of March 3, 2021. This includes 6,361,903 shares of common stock that are beneficially owned by Mr. Kanders, our Chairman of the Board, of which he has 5,340,971 hypothecated and/or pledged as security for loans from financial institutions, which hypothecation has been in place for over ten years, 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.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate headquarters, as well as our primary research, evaluation and design studios, is located in a facility owned by the Company in Salt Lake City, Utah. In addition, at December 31, 2020, the Company and its subsidiaries lease or own facilities throughout the U.S. and Europe. 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>
Black Diamond Segment		
Corporate Headquarters:	Salt Lake City, Utah	Owned
Black Diamond U.S. Distribution and Manufacturing Facilities:	Salt Lake City, Utah	Leased/Owned
Black Diamond European Sales and Marketing Office:	Innsbruck, Austria	Leased
PIEPS Sales and Marketing Office:	Lebring, Austria	Leased
Sierra Segment		
Sierra U.S. Distribution and Manufacturing Facilities:	Sedalia, Missouri	Owned
Barnes U.S. Distribution and Manufacturing Facilities:	Mona, Utah	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, which legal fees are expensed as incurred. 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 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. There is a reasonable possibility of loss from contingencies in excess of the amounts accrued by the Company in the accompanying consolidated balance sheets; however, the actual amounts of such possible losses cannot currently be reasonably estimated by the Company at this time. It is possible that, as additional information becomes available, the impact on the Company could have a different effect.

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

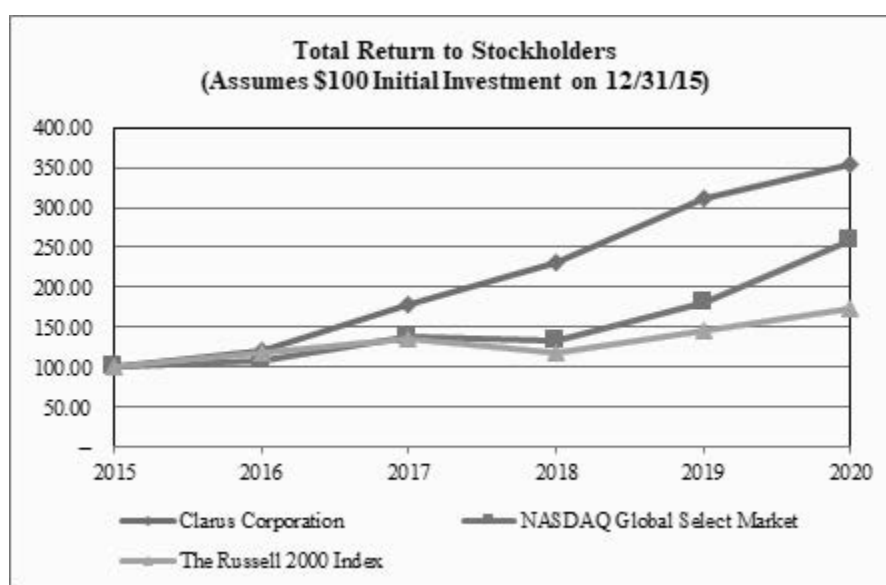
ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed for trading on NASDAQ Global Select Market under the trading symbol "CLAR".

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, 2015 and ending on December 31, 2020 (the "Measuring Period"). The graph assumes that the value of the investment in our common stock and the indexes was \$100 on December 31, 2015. 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

	12/31/2015	12/31/2016	12/31/2017	12/31/2018	12/31/2019	12/31/2020
Clarus Corporation	\$ 100.00	\$ 121.04	\$ 177.60	\$ 230.09	\$ 310.58	\$ 355.01
The Russell 2000 Index	\$ 100.00	\$ 119.48	\$ 135.18	\$ 118.72	\$ 146.89	\$ 173.86
NASDAQ Global Select Market	\$ 100.00	\$ 107.59	\$ 138.18	\$ 133.10	\$ 180.49	\$ 258.17

Stockholders

On March 3, 2021, the last reported sales price for our common stock was \$18.06 per share. As of March 3, 2021, there were 76 holders of record of our common stock.

Dividends

On August 6, 2018, the Company announced that its Board of Directors approved the initiation of a Quarterly Cash Dividend program of \$0.025 per share of the Company's common stock or \$0.10 per share on an annualized basis. On May 1, 2020, the Company announced that, in light of the operational impact of the COVID-19 pandemic, its Board of Directors temporarily replaced its Quarterly Cash Dividend with a Quarterly Stock Dividend. In 2020, 2019 and 2018, our total Quarterly Cash Dividends were \$1,520,000, \$2,987,000 and \$1,488,000, respectively. In 2020, our total Quarterly Stock Dividends were \$1,533,000.

On January 29, 2021, the Company announced that its Board of Directors approved the payment on February 19, 2021 of the Quarterly Cash Dividend to the record holders of shares of the Company's common stock as of the close of business on February 8, 2021. The payment of any future Quarterly Cash 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

On November 9, 2015, the Company announced that its Board of Directors authorized a stock repurchase program that allows the repurchase of up to \$30,000,000 of the Company's outstanding common stock. No repurchases of shares of the Company's common stock occurred during the three months ended December 31, 2020.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth certain information regarding our equity plans as of December 31, 2020:

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)	4,501,997	\$ 10.06	6,800,093
Total	4,501,997	\$ 10.06	6,800,093

(1) Consists of stock options and restricted stock awards issued and issuable under the 2005 Stock Incentive Plan and the 2015 Stock Incentive Plan.

ITEM 6. SELECTED FINANCIAL DATA

Our selected financial information set forth below has 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. The Company acquired equity of, or certain assets or liabilities relating to, Sierra, SKINourishment and the Barnes brand of bullets on August 21, 2017, November 6, 2018 and October 2, 2020, respectively. See Note 2. Acquisition to the notes to consolidated financial statements.

	Year Ended December 31,				
	2020	2019	2018	2017	2016
(in thousands, except per share amounts)					
Statement of Operations Data:					
Sales	\$ 224,007	\$ 229,437	\$ 212,141	\$ 170,687	\$ 148,189
Gross profit	77,795	80,291	73,962	53,810	43,684
Net income (loss)	5,545	18,972	7,301	(673)	(8,978)
Net income (loss) per share:					
Basic	0.18	0.64	0.24	(0.02)	(0.30)
Diluted	0.18	0.61	0.24	(0.02)	(0.30)
Cash dividends declared per share	\$ 0.05	\$ 0.10	\$ 0.05	\$ –	\$ –
Stock dividends declared per share	\$ 0.05	\$ –	\$ –	\$ –	\$ –
Weighted average common shares outstanding for earnings per share:					
Basic	30,175	29,820	29,915	30,022	30,397
Diluted	31,225	30,993	30,255	30,022	30,397
December 31,					
	2020	2019	2018	2017	2016
Balance Sheet Data:					
Total current assets	\$ 142,122	\$ 120,872	\$ 108,501	\$ 99,444	\$ 166,945
Total assets	280,691	230,265	213,128	207,449	210,457
Long-term obligations, net of current	36,476	24,509	25,183	24,683	9,042
Total liabilities	76,097	49,073	46,923	44,467	49,649
Total stockholders' equity	204,594	181,192	166,205	162,982	160,808

Gross profit for the years ended December 31, 2018 and 2017, included costs of \$1,049 and \$2,098, respectively, related to the sale of Sierra inventory that was recorded at fair value, less cost to sell, in purchase accounting. Gross profit for the year ended December 31, 2020, included costs of \$360 related to the sale of Barnes inventory that was recorded at fair value, less cost to sell, in purchase accounting.

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 Clarus Corporation (which may be referred to as the "Company," "Clarus," "we," "our" or "us") 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 demand on our products; general economic conditions and other factors affecting consumer confidence, preferences, and behavior; disruption and volatility in the global currency, capital and credit markets; the financial strength of the Company's customers; the Company's ability to implement its business strategy; the ability of the Company to execute and integrate acquisitions; changes in governmental regulation, legislation or public opinion relating to the manufacture and sale of bullets and ammunition by our Sierra segment, and the possession and use of firearms and ammunition by our customers; the Company's exposure to product liability or product warranty claims and other loss contingencies; disruptions and other impacts to the Company's business, as a result of the COVID-19 global pandemic and government actions and restrictive measures implemented in response; stability of the Company's manufacturing facilities and suppliers, as well as consumer demand for our products, in light of disease epidemics and health-related concerns such as the COVID-19 global pandemic; the impact that global climate change trends may have on the Company and its suppliers and customers; the Company's ability to protect patents, trademarks and other intellectual property rights; any breaches of, or interruptions in, our information systems; the ability of our information technology systems or information security systems to operate effectively, including as a result of security breaches, viruses, hackers, malware, natural disasters, vendor business interruptions or other causes; our ability to properly maintain, protect, repair or upgrade our information technology systems or information security systems, or problems with our transitioning to upgraded or replacement systems; the impact of adverse publicity about the Company and/or its brands, including without limitation, through social media or in connection with brand damaging events and/or public perception; fluctuations in the price, availability and quality of raw materials and contracted products as well as foreign currency fluctuations; our ability to utilize our net operating loss carryforwards; changes in tax laws and liabilities, tariffs, legal, regulatory, political and economic risks; and the Company's ability to maintain a quarterly dividend. 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

Headquartered in Salt Lake City, Utah, Clarus, a company focused on the outdoor and consumer industries, is seeking opportunities to acquire and grow businesses that can generate attractive shareholder returns. The Company has net operating tax loss carryforwards which it is seeking to redeploy to maximize shareholder value. Clarus' primary business is as a leading designer, developer, manufacturer and distributor of outdoor equipment and lifestyle products focused on the climb, ski, mountain, sport and skincare markets. The Company's products are principally sold under the Black Diamond®, Sierra®, Barnes®, PIEPS® and SKINourishment® brand names through outdoor specialty and online retailers, distributors and original equipment manufacturers throughout the U.S. and internationally.

Through our Black Diamond, PIEPS, and SKINourishment brands, we offer a broad range of products including: high-performance, activity-based apparel (such as shells, insulation, midlayers, pants and logowear); rock-climbing footwear and equipment (such as carabiners, protection devices, harnesses, belay devices, helmets, and ice-climbing gear); technical backpacks and high-end day packs; trekking poles; headlamps and lanterns; gloves and mittens; and skincare and other sport-enhancing products. We also offer advanced skis, ski poles, ski skins, and snow safety products, including avalanche airbag systems, avalanche transceivers, shovels, and probes. Through our Sierra and Barnes brands, we manufacture a wide range of high-performance bullets and ammunition for both rifles and pistols that are used for precision target shooting, hunting and military and law enforcement purposes.

Clarus, incorporated in Delaware in 1991, acquired Black Diamond Equipment, Ltd. ("Black Diamond Equipment") in May 2010 and changed its name to Black Diamond, Inc. in January 2011. In October 2012, we acquired PIEPS Holding GmbH and its subsidiaries (collectively, "PIEPS").

On August 14, 2017, the Company changed its name from Black Diamond, Inc. to Clarus Corporation and its stock ticker symbol from “BDE” to “CLAR” on the NASDAQ stock exchange. On August 21, 2017, the Company acquired Sierra Bullets, L.L.C. (“Sierra”). On November 6, 2018, the Company acquired the assets of SKINourishment, Inc. (“SKINourishment”).

On October 2, 2020, the Company completed the acquisition of certain assets and liabilities constituting the Barnes business (“Barnes”) for a purchase price of \$30,500,000.

On August 6, 2018, the Company announced that its Board of Directors approved the initiation of a quarterly cash dividend program of \$0.025 per share of the Company’s common stock (the “Quarterly Cash Dividend”) or \$0.10 per share on an annualized basis. The declaration and payment of future Quarterly Cash Dividends is subject to the discretion of and approval of the Company’s Board of Directors. On May 1, 2020, the Company announced that, in light of the operational impact of the COVID-19 pandemic, its Board of Directors temporarily replaced its Quarterly Cash Dividend with a stock dividend (the “Quarterly Stock Dividend”). In 2020, 2019 and 2018, our total Quarterly Cash Dividends were \$1,520,000, \$2,987,000 and \$1,488,000, respectively. In 2020, our total Quarterly Stock Dividends were \$1,533,000. On January 29, 2021, the Company announced that its Board of Directors approved the payment on February 19, 2021 of the Quarterly Cash Dividend to the record holders of shares of the Company’s common stock as of the close of business on February 8, 2021.

Impact of COVID-19

The global outbreak of COVID-19 was declared a pandemic by the World Health Organization and a national emergency by the U.S. government in March 2020, with governments world-wide implementing safety measures restricting travel and requiring citizen lockdowns and self-confinements for quarantining purposes. This has negatively affected the U.S. and global economy, disrupted global supply chains, and resulted in significant transport restrictions and disruption of financial markets. The impact of this pandemic has created significant uncertainty in the global economy and has affected our business, employees, retail and distribution partners, suppliers, and customers.

We experienced a decline in retail demand within our Black Diamond segment beginning in the second half of March 2020 through December 2020, which negatively impacted our sales and profitability for the first, second, third and fourth quarters of 2020. We also expect a continued impact on the Company’s sales and profitability in future periods. The duration of these trends and the magnitude of such impacts cannot be precisely estimated at this time, as they are affected by a number of factors (some of which are outside management’s control), including those presented in Item 1A. Risk Factors.

We have mitigated some of the negative impacts to our operating results by taking significant actions to improve our current operating results and liquidity position, including drawing on the credit facility, suspending share repurchases, temporarily suspending cash dividends, postponing non-essential capital expenditures, reducing operating costs, modulating production in line with demand, and substantially reducing discretionary spending. We will continue to adjust mitigation measures as needed related to health and safety. Those measures have and might continue to include temporarily suspending manufacturing or retail operations, modifying workspaces, continuing social distancing policies, implementing new personal protective equipment or health screening policies at our facilities, or such other industry best practices needed to continue maintain a healthy and safe environment for our employees amidst the pandemic.

These countermeasures partially mitigated the impacts of COVID-19 on our full year 2020 financial results. As the impact of the COVID-19 pandemic on the economy and our operations evolves, we will continue to assess the impact on the Company and respond accordingly.

Sustained adverse impacts to the Company, certain of its suppliers, dealers or customers may also affect the Company’s future cash flows, liquidity, and valuation of certain assets and therefore may increase the likelihood of an impairment charge, write-off, or reserve associated with such assets, including goodwill, indefinite and finite-lived intangible assets, property and equipment, inventories, accounts receivable, net deferred tax assets, and other assets.

Critical Accounting Policies and Use of Estimates

Management’s discussion of our 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.

- *Fair value of net assets acquired in business combinations* – We allocate the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values. The excess of the purchase price over these fair values is recorded as goodwill. We engage independent third-party valuation specialists to assist us in determining the fair values of certain assets acquired and liabilities assumed. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. Different valuation approaches are used to value different types of intangible assets. The income approach is a valuation technique that capitalizes anticipated income associated with the asset being valued. This approach is predicated on developing net income and cash flow projections which are discounted for risk and the time value of money. This approach is generally the principal approach to the valuation of most intangible assets. The market approach involves the compilation and analysis of recent acquisitions of similar assets in the open market. A fair value can be estimated after adjustments are made to reflect comparability differences between the assets sold and those being valued. This method of valuation applies primarily to the valuation of owned land and certain intangible assets. The cost approach estimates the amount that would be required to replace the service capacity of an asset (often referred to as current replacement cost). We typically apply all three approaches to estimate the fair value of our tangible and intangible assets depending on the type of asset acquired.

Significant estimates in valuing certain intangible assets include but are not limited to the projected financial information related to each individual asset, particularly forecasted sales growth rates, cash flows, market-based royalty rates and estimated discount rates. Developed technology and trademarks are valued using the relief-from-royalty method, and customer relationships are valued using the multi-period excess earnings model. The relief-from-royalty method is used to estimate the cost savings that accrue to the owner of an intangible asset who would otherwise have to pay royalties or license fees on revenues earned through the use of the asset. The multi-period excess earnings method supposes that the owner of the intangible asset is able to achieve a return in excess of that received without the intangible asset through enhanced revenues or cost savings. Our discounted cash flow estimates use discount rates that correspond to a weighted-average cost of capital consistent with a market-participant view. The discount rates are consistent with those used for investment decisions and take into account our operating plans and strategies. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable. If we do not achieve the results reflected in the assumptions and estimates, our goodwill impairment evaluations could be adversely affected, and we may impair a portion or all of our intangible assets, which would adversely affect our operating results in the period of impairment.

- *Income taxes* – 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 may make assumptions, judgments and estimates in order to determine the future taxable income available to support the recoverability of deferred tax assets at a more-likely-than-not threshold. The sources of future taxable income include 1) future reversal of existing taxable temporary differences, 2) taxable income in carryback years if carryback is permitted, 3) future taxable income from future operations, and 4) tax planning strategies. The degree and subjectivity and judgment increases as the source of future taxable income becomes more inherently subjective. 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.
- *Goodwill and intangible assets* – We assess the recoverability of our one reporting unit's carrying value of goodwill by performing a qualitative assessment and/or a quantitative goodwill impairment test. At a minimum, we perform an annual assessment of possible goodwill impairment as of each December 31. Management may perform an interim goodwill impairment assessment whenever events or circumstances make it more likely than not that an impairment may have occurred, such as a significant adverse change in the business climate or a decision to sell or dispose of the reporting unit. 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 reporting unit is less than its carrying value, we are not required to perform the quantitative goodwill impairment test. Otherwise, we are required to perform the quantitative goodwill impairment test which compares the reporting unit's carrying value including goodwill to its estimated fair value. We estimate the reporting unit's fair value using either the income approach based upon projected discounted cash flows of the reporting unit or the market approach based upon comparable market acquisition transactions. If the estimated fair value of the reporting entity exceeds the carrying value, the goodwill is not impaired, and no further review is required. However, if the carrying value exceeds the estimated fair value of the reporting unit, an impairment expense should be recognized for the excess of the carrying value over the fair value.

Under the income approach, the estimated discounted cash flows are based on the best information available to us at the time, including supportable assumptions and projections we believe are reasonable. Our discounted cash flow estimates use discount rates that correspond to a weighted-average cost of capital consistent with a market-participant view. The discount rates are consistent with those used for investment decisions and take into account our operating plans and strategies. Certain other key assumptions utilized, including revenue projections, costs of goods sold, operating expenses and effective tax rates, are based on estimates consistent with those utilized in our annual budgeting and planning process that we believe are reasonable. However, if we do not achieve the results reflected in the assumptions and estimates, our goodwill impairment evaluations could be adversely affected, and we may impair a portion or all of our goodwill, which would adversely affect our operating results in the period of impairment.

The market approach identifies the EBITDA multiples of recent industry and competitor acquisitions. The reporting unit's current EBITDA is multiplied by the median industry and competitor acquisition market multiple to estimate its current estimated fair value. If the market multiples or EBITDA value assumptions are incorrect, our goodwill impairment evaluation could also be adversely affected, and we may impair a portion or all of our goodwill, which would adversely affect our operating results in the period of impairment. As a result of the current wide swings in market multiples resulting from industry acquisitions, management believes that the income approach provides for a more accurate estimate of the reporting unit's fair value.

No impairment was recorded during the years ended December 31, 2020, 2019, and 2018. During the first quarter of 2019, we early adopted Accounting Standards Update 2017-04, *Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*, which removed the requirement to perform the previous two-step goodwill impairment test.

We also test indefinite-lived intangible assets for impairment at least annually during the fourth quarter, generally on December 31. Management may perform an interim indefinite-lived intangible asset impairment assessment whenever events or circumstances make it more likely than not that an impairment may have occurred, such as a significant adverse change in the business climate or a decision to sell or dispose of the reporting unit. If the carrying value of the indefinite-lived asset is higher than its fair value, then the asset is deemed to be impaired and the impairment charge is estimated as the difference. The Company calculates the fair value of its indefinite-lived intangible assets using the income approach, specifically the relief-from-royalty method. The relief-from-royalty method is used to estimate the cost savings that accrue to the owner of an intangible asset who would otherwise have to pay royalties or license fees on revenues earned through the use of the asset. Internally forecasted revenues, which the Company believes reasonably approximate market participant assumptions, are multiplied by a royalty rate to arrive at the estimated net after tax cost savings. The royalty rate used in the analysis is based on an analysis of empirical, market-derived royalty rates for comparable intangible assets. The net after tax cost savings are discounted using the same weighted-average cost of capital discount rate developed for purposes of the Company's quantitative goodwill impairment test. The key uncertainties in these calculations are the assumptions used in determining the revenue associated with each indefinite-lived intangible asset and the royalty rate. If we do not achieve the results reflected in the assumptions and estimates, our indefinite-lived intangibles impairment evaluations could be adversely affected, and we may impair a portion or all of their carrying values, which would adversely affect our operating results in the period of impairment.

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, 2020 Compared to Consolidated Year Ended December 31, 2019

The following presents a discussion of consolidated operations for the year ended December 31, 2020, compared with the consolidated year ended December 31, 2019:

	Year Ended December 31,	
	2020	2019
Sales		
Domestic sales	\$ 132,226	\$ 121,751
International sales	91,781	107,686
Total sales	224,007	229,437
Cost of goods sold	146,212	149,146
Gross profit	77,795	80,291
Operating expenses		
Selling, general and administrative	71,428	68,680
Restructuring charge	-	13
Transaction costs	2,433	166
Total operating expenses	73,861	68,859
Operating income	3,934	11,432
Other (expense) income		
Interest expense, net	(1,261)	(1,358)
Other, net	912	(93)
Total other expense, net	(349)	(1,451)
Income before income tax	3,585	9,981
Income tax benefit	(1,960)	(8,991)
Net income	\$ 5,545	\$ 18,972

Sales

Consolidated sales decreased \$5,430, or 2.4%, to \$224,007 during the year ended December 31, 2020, compared to consolidated sales of \$229,437 during the year ended December 31, 2019. We believe lower consumer demand related to the COVID-19 pandemic drove a decrease in the quantity of new and existing climb, mountain, and ski products sold during the period. These decreases were partially offset by an increase in the quantity of new and existing sport products sold by Sierra of \$16,729 and the inclusion of Barnes, which contributed \$6,556. We also experienced an increase in sales of \$606 due to the weakening of the U.S. dollar against foreign currencies during the year ended December 31, 2020 compared to the prior period.

Consolidated domestic sales increased \$10,475, or 8.6%, to \$132,226 during the year ended December 31, 2020, compared to consolidated domestic sales of \$121,751 during the year ended December 31, 2019. The increase in sales was attributable to the increase in the quantity of new and existing sport products sold by Sierra of \$17,873 and the inclusion of Barnes, which contributed \$6,179. We believe this increase was partially offset by a decrease in domestic sales due to lower consumer demand related to the COVID-19 pandemic, which drove a decrease in the quantity of new and existing climb, mountain, and ski products sold during the period.

Consolidated international sales decreased \$15,905, or 14.8%, to \$91,781 during the year ended December 31, 2020, compared to consolidated international sales of \$107,686 during the year ended December 31, 2019. We believe the decrease in international sales was attributable to lower consumer demand related to the COVID-19 pandemic, which drove a decrease in the quantity of new and existing climb, mountain, and ski products sold during the period. We also experienced a decrease in the quantity of new and existing sport products sold by Sierra of \$1,143. These decreases were partially offset by the inclusion of Barnes, which contributed \$376. We also experienced an increase in sales of \$606 due to the weakening of the U.S. dollar against foreign currencies during the year ended December 31, 2020 compared to the prior period.

Cost of Goods Sold

Consolidated cost of goods sold decreased \$2,934, or 2.0%, to \$146,212 during the year ended December 31, 2020, compared to consolidated cost of goods sold of \$149,146 during the year ended December 31, 2019. The decrease in cost of goods sold was primarily attributable to a decrease in the number of units sold due to lower consumer demand related to the COVID-19 pandemic.

Gross Profit

Consolidated gross profit decreased \$2,496 or 3.1%, to \$77,795 during the year ended December 31, 2020, compared to consolidated gross profit of \$80,291 during the year ended December 31, 2019. Consolidated gross margin was 34.7% during the year ended December 31, 2020, compared to a consolidated gross margin of 35.0% during the year ended December 31, 2019. Consolidated gross margin during the year ended December 31, 2020, decreased compared to the prior year due to unfavorable impacts on our supply chain and logistic activities due to the COVID-19 pandemic. Gross margin benefited from the inclusion of Barnes; however, this benefit was offset by a decrease in gross margin of 0.2% due to the sale of inventory that was recorded at its preliminary fair value in purchase accounting during the year ended December 31, 2020.

Selling, General and Administrative

Consolidated selling, general, and administrative expenses increased \$2,748, or 4.0%, to \$71,428 during the year ended December 31, 2020, compared to consolidated selling, general and administrative expenses of \$68,680 during the year ended December 31, 2019. The increase in selling, general and administrative expenses is due to the inclusion of Barnes, which contributed \$1,698, and an increase of stock compensation of \$3,842 during the year ended December 31, 2020 compared to the prior year. The increase was partially offset by the cost-saving initiatives implemented in response to the COVID-19 pandemic, primarily related to reductions within sales, marketing, and logistics.

Restructuring Charges

Consolidated restructuring expense decreased to \$0 during the year ended December 31, 2020, compared to consolidated restructuring expense of \$13 during the year ended December 31, 2019. Restructuring expenses incurred during the year ended December 31, 2019, related to costs associated with the formal closure and liquidation of the Company's Black Diamond Equipment manufacturing operations in Zhuhai, China.

Transaction Costs

Consolidated transaction expense increased to \$2,433 during the year ended December 31, 2020, compared to consolidated transaction costs of \$166 during the year ended December 31, 2019, which consisted of expenses related to the Company's various acquisition efforts and capital-raising activities, including acquiring Barnes and completing a registered direct offering (the "Offering").

Interest Expense, net

Consolidated interest expense, net during the year ended December 31, 2020 remained relatively consistent with consolidated interest expense, net, during the year ended December 31, 2019.

Other, net

Consolidated other, net, increased \$1,005, or 1,080.6%, to income of \$912 during the year ended December 31, 2020, compared to consolidated other, net expense of \$93 during the year ended December 31, 2019. The increase in other, net, was primarily attributable to an increase in remeasurement gains recognized on the Company's foreign denominated accounts receivable and accounts payable. This increase was partially offset by losses on mark-to-market adjustments on non-hedged foreign currency contracts.

Income Taxes

Consolidated income tax benefit decreased \$7,031, or 78.2%, to \$1,960 during the year ended December 31, 2020, compared to a consolidated income tax benefit of \$8,991 during the same period in 2019. Our effective income tax rate was a benefit of 54.7% for the year ended December 31, 2020, and differed compared to the statutory tax rates due to a release of a partial valuation allowance of the deferred tax assets and discrete charges recorded during the period. For the year ended December 31, 2019, our effective income tax rate was a benefit of 90.1% and differed compared to the statutory tax rates due to a release of certain valuation allowances and a discrete benefit associated with stock compensation windfall. Factors that could cause our annual effective tax rate to differ materially from our quarterly effective tax rates include changes in the geographic mix of taxable income and discrete events that may occur.

Consolidated Year Ended December 31, 2019 Compared to Consolidated Year Ended December 31, 2018

The following presents a discussion of consolidated operations for the year ended December 31, 2019 compared with the consolidated year ended December 31, 2018:

	Year Ended December 31,	
	2019	2018
Sales		
Domestic sales	\$ 121,751	\$ 112,537
International sales	107,686	99,604
Total sales	229,437	212,141
Cost of goods sold	149,146	138,179
Gross profit	80,291	73,962
Operating expenses		
Selling, general and administrative	68,680	65,151
Restructuring charge	13	137
Transaction costs	166	503
Total operating expenses	68,859	65,791
Operating income	11,432	8,171
Other expense		
Interest expense, net	(1,358)	(1,339)
Other, net	(93)	(359)
Total other expense, net	(1,451)	(1,698)
Income before income tax	9,981	6,473
Income tax benefit	(8,991)	(828)
Net income	\$ 18,972	\$ 7,301

Sales

Consolidated sales increased \$17,296, or 8.2%, to \$229,437 during the year ended December 31, 2019, compared to consolidated sales of \$212,141 during the year ended December 31, 2018. The increase in sales was attributable to the increase in the quantity of new and existing climb, mountain, and ski products sold during the period. These increases were partially offset by a decrease in the quantity of new and existing sport products sold during the period and a decrease in sales of \$2,603 due to the strengthening of the U.S. dollar against foreign currencies during the year ended December 31, 2019 compared to the prior period.

Consolidated domestic sales increased \$9,214, or 8.2%, to \$121,751 during the year ended December 31, 2019, compared to consolidated domestic sales of \$112,537 during the year ended December 31, 2018. The increase in domestic sales was attributable to an increase in the quantity of new and existing climb, mountain, and ski products sold during the year ended December 31, 2019. These increases were partially offset by a decrease in the quantity of new and existing sport products sold during the period.

Consolidated international sales increased \$8,082, or 8.1%, to \$107,686 during the year ended December 31, 2019, compared to consolidated international sales of \$99,604 during the year ended December 31, 2018. The increase in international sales was attributable to the increase in the quantity of new and existing climb, mountain, and ski products sold during the year ended December 31, 2019. These increases were partially offset by a decrease in the quantity of new and existing sport products sold during the period and a decrease in sales of \$2,603 due to the strengthening of the U.S. dollar against foreign currencies during the year ended December 31, 2019 compared to the prior period.

Cost of Goods Sold

Consolidated cost of goods sold increased \$10,967, or 7.9%, to \$149,146 during the year ended December 31, 2019, compared to consolidated cost of goods sold of \$138,179 during the year ended December 31, 2018. The increase in cost of goods sold was attributable to an increase in the number of units sold.

Gross Profit

Consolidated gross profit increased \$6,329, or 8.6%, to \$80,291 during the year ended December 31, 2019, compared to consolidated gross profit of \$73,962 during the year ended December 31, 2018. Consolidated gross margin was 35.0% during the year ended December 31, 2019, compared to a consolidated gross margin of 34.9% during the year ended December 31, 2018. Consolidated gross margin during the year ended December 31, 2019, increased compared to the prior year due to a favorable product mix in higher margin products. Gross margin during the year ended December 31, 2018 included a decrease in gross margin of 0.5% due to the sale of inventory that was recorded at its fair value in purchase accounting.

Selling, General and Administrative

Consolidated selling, general, and administrative expenses increased \$3,529, or 5.4%, to \$68,680 during the year ended December 31, 2019, compared to consolidated selling, general and administrative expenses of \$65,151 during the year ended December 31, 2018. The increase in selling, general and administrative expenses was attributable to the Company's continued investments in the brand related activities of research and development, marketing, direct-to-consumer, and warehousing and logistics, focused on supporting its strategic initiatives around new product introductions, elevating brand awareness, and being easier to do business with. Stock compensation also increased \$297 during the year ended December 31, 2019 compared to the prior year.

Restructuring Charges

Consolidated restructuring expense decreased \$124, or 90.5%, to \$13 during the year ended December 31, 2019, compared to consolidated restructuring expense of \$137 during the year ended December 31, 2018. Restructuring expenses incurred during the year ended December 31, 2019 and 2018, related to costs associated with the formal closure and liquidation of the Company's Black Diamond Equipment manufacturing operations in Zhuhai, China.

Transaction Costs

Consolidated transaction expense decreased to \$166 during the year ended December 31, 2019, compared to consolidated transaction costs of \$503 during the year ended December 31, 2018, which consisted of expenses related to the Company's acquisition of Sierra.

Interest Expense, net

Consolidated interest expense, net increased \$19, or 1.4%, to \$1,358 during the year ended December 31, 2019, compared to consolidated interest expense, net, of \$1,339 during the year ended December 31, 2018. Interest expense recognized during the year ended December 31, 2019 was primarily associated with the average outstanding debt amounts during the period. Interest expense recognized during the year ended December 31, 2018 was primarily attributable to the write-off of previously capitalized origination costs and interest expense associated with the average outstanding debt amounts during the period.

Other, net

Consolidated other, net, decreased \$266, or 74.1%, to expense of \$93 during the year ended December 31, 2019, compared to consolidated other, net expense of \$359 during the year ended December 31, 2018. The decrease in other, net, was primarily attributable to a decrease in remeasurement losses recognized on the Company's foreign denominated accounts receivable and accounts payable and a decrease in gains on mark-to-market adjustments on non-hedged foreign currency contracts. During the year ended December 31, 2018, the expense included losses related to recognition of cumulative translation adjustments due to the substantial liquidation of a foreign entity.

Income Taxes

Consolidated income tax benefit increased \$8,163, or 985.9%, to \$8,991 during the year ended December 31, 2019, compared to a consolidated income tax benefit of \$828 during the same period in 2018. The tax benefit recorded during the year ended December 31, 2019 includes a release of certain valuation allowances of \$13,490 and a discrete benefit associated with stock compensation windfall for \$368.

Our effective income tax rate was a benefit of 90.1% for the year ended December 31, 2019, compared to a benefit of 12.8% for the same period in 2018. The primary reasons for the effective income tax rate changes are due to differing levels of income before income tax, release of a partial valuation allowance of the deferred tax assets, and discrete charges recorded during the respective periods. Factors that could cause our annual effective tax rate to differ materially from our quarterly effective tax rates include changes in the geographic mix of taxable income and discrete events that may occur.

Liquidity and Capital Resources (In Thousands)

Consolidated Year ended December 31, 2020 Compared to Consolidated Year ended December 31, 2019

Our primary ongoing funding requirements are for working capital, expansion of our operations (both organically and through acquisitions) and general corporate needs, as well as investing activities associated with the expansion into new product categories. We plan to fund these activities through a combination of our future operating cash flows and revolving credit facility which had approximately \$44,400 available to borrow at December 31, 2020. We believe that our liquidity requirements for at least the next 12 months will be adequately covered by cash provided by operations and our existing revolving credit facility. However, as the impact of the COVID-19 pandemic on the economy and our operations evolves, we will continue to assess our liquidity needs. The COVID-19 pandemic has negatively affected the U.S. and global economies, disrupted global supply chains, and resulted in significant travel and transport restrictions and disruption of financial markets. An extended period of global supply chain and economic disruption could materially affect our business, results of operations, ability to meet debt covenants, access to sources of liquidity and financial condition. Given the economic uncertainty as a result of the pandemic, we have taken actions to improve our current liquidity position, including drawing on the credit facility, suspending share repurchases and cash dividends, postponing nonessential capital expenditures, reducing operating costs, modulating production in line with demand, initiating workforce reductions and furloughs, and substantially reducing discretionary spending.

Further, on April 30, 2020, we borrowed \$20,000 under the term loan portion of the Credit Agreement (as defined below) to increase our overall liquidity. The Company is required to repay the term loan through quarterly payments of \$1,000 each beginning with September 30, 2020, and any remaining obligations will be repaid in full on the maturity date of the Credit Agreement of May 3, 2024. On November 12, 2020, the Company and certain of its direct and indirect domestic subsidiaries (each, a “Borrower” and, collectively, the “Borrowers”) entered into Amendment No. 2 (the “Amendment No. 2”) to that certain Credit Agreement, dated May 3, 2019 with JPMorgan Chase Bank, N.A., as administrative agent, and the lenders from time to time party thereto (as amended, the “Credit Agreement”). Amendment No. 2 increased the maximum consolidated total leverage ratio permitted under the Credit Agreement to 4.00:1.00 from 3.00:1.00. In addition, Amendment No. 2 permits, among other things, the issuance by the Company of debt securities, that may be convertible into equity interests of the Company, in an aggregate principal amount of up to \$125,000, and eliminates the requirement that the proceeds therefrom be used to prepay any revolving loans or term loans under the Credit Agreement.

Additionally, during the year ended December 31, 2020, the Company entered into a Securities Purchase Agreement (the “Securities Purchase Agreement”) with three existing stockholders of the Company. Pursuant to the Securities Purchase Agreement, the Company sold its common stock in the Offering. The net proceeds to the Company from the Offering were \$11,151, after deducting estimated Offering expenses payable by the Company, and were used to pay down amounts outstanding on our revolving loan commitment. The Offering was made pursuant to the Company’s effective registration statement on Form S-3 (File No. 333-218751), previously filed with and declared effective by the Securities and Exchange Commission.

At December 31, 2020, we had total cash of \$17,789, compared to a cash balance of \$1,703 at December 31, 2019, which was substantially controlled by the Company’s U.S. entities. At December 31, 2020, the Company had \$4,859 of the \$17,789 in cash held by foreign entities, of which \$1,396 is considered permanently reinvested.

The following presents a discussion of cash flows for the consolidated year ended December 31, 2020 compared with the consolidated year ended December 31, 2019.

	Year Ended December 31,	
	2020	2019
Net cash provided by operating activities	\$ 29,392	\$ 9,522
Net cash used in investing activities	(35,582)	(4,096)
Net cash provided by (used in) financing activities	22,254	(6,286)
Effect of foreign exchange rates on cash	22	77
Change in cash	16,086	(783)
Cash, beginning of year	1,703	2,486
Cash, end of year	<u>\$ 17,789</u>	<u>\$ 1,703</u>

Net Cash From Operating Activities

Consolidated net cash provided by operating activities was \$29,392 during the year ended December 31, 2020 compared to consolidated net cash provided by operating activities of \$9,522 during the year ended December 31, 2019. The increase in net cash provided by operating activities during 2020 is primarily due to an increase in net operating assets, or non-cash working capital, of \$22,652, stock compensation of \$3,842, and deferred taxes of \$5,794 partially offset by a decrease in net income during the year ended December 31, 2020, compared to the same period in 2019.

Free cash flow, defined as net cash provided by operating activities less capital expenditures, of \$23,981 was generated during the year ended December 31, 2020 compared to \$5,406 generated during the same period in 2019. 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,	
	2020	2019
Net cash provided by operating activities	\$ 29,392	\$ 9,522
Purchase of property and equipment	(5,411)	(4,116)
Free cash flow	<u>\$ 23,981</u>	<u>\$ 5,406</u>

Net Cash From Investing Activities

Consolidated net cash used in investing activities was \$35,582 during the year ended December 31, 2020 compared to consolidated net cash used in investing activities of \$4,096 during the year ended December 31, 2019. The increase in cash used during the year ended December 31, 2020 is primarily due to the \$30,498 used for the purchase of the Barnes Purchased Assets, net of cash acquired as well as an increase in purchases of property and equipment, compared to the same period in 2019.

Net Cash From Financing Activities

Consolidated net cash provided by financing activities was \$22,254 during the year ended December 31, 2020, compared to consolidated net cash used in financing activities of \$6,286 during the year ended December 31, 2019. The increase in cash provided during the year ended December 31, 2020 compared to the same period in 2019 was primarily due to the proceeds of \$20,000 borrowed under the term loan and the net proceeds from the Offering of \$11,151. These increases were partially offset by net repayments to the revolving line of credit and repayments of the term loan.

Net Operating Loss

As of December 31, 2020, the Company had net operating loss carryforwards (“NOLs”) and research and experimentation credit for U.S. federal income tax purposes of \$120,309 and \$1,889, respectively. The Company believes its U.S. Federal NOLs will substantially offset its future U.S. Federal income taxes until expiration. 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 NOLs. \$120,309 of net operating losses available to offset taxable income does not expire until 2022 or later, subject to compliance with Section 382 of the Internal Revenue Code of 1986, as amended.

As of December 31, 2020, the Company’s gross deferred tax asset was \$40,538. The Company has recorded a valuation allowance of \$22,348, resulting in a net deferred tax asset of \$18,190, before deferred tax liabilities of \$8,304. The Company has provided a valuation allowance against a portion of the net deferred tax assets as of December 31, 2020, because the ultimate realization of those assets does not meet the more-likely-than-not criteria. The majority of the Company’s deferred tax assets consist of net operating loss carryforwards for federal tax purposes. If a change in control were to occur, these could be limited under Section 382 of the Internal Revenue Code of 1986 (“Code”), as amended.

Credit Agreement

On May 3, 2019, the Company, Borrowers and the other loan parties party thereto entered into the Credit Agreement for borrowings of up to \$60,000 under a revolving credit facility (including up to \$5,000 for letters of credit), and borrowings of up to \$40,000 under a term loan facility that is available to be drawn until May 3, 2020. The Credit Agreement also permits the Borrowers, subject to certain requirements, to arrange with lenders for an aggregate of up to \$50,000 of additional revolving and/or term loan commitments (both of which are currently uncommitted), for potential aggregate revolving and term loan commitments under the Credit Agreement of up to \$150,000. The Credit Agreement matures on May 3, 2024.

On November 12, 2020, the Borrowers entered into Amendment No. 2 of the Credit Agreement. Amendment No. 2 increased the maximum consolidated total leverage ratio permitted under the Credit Agreement to 4.00:1.00 from 3.00:1.00. In addition, Amendment No. 2 permits, among other things, the issuance by the Company of debt securities, that may be convertible into equity interests of the Company, in an aggregate principal amount of up to \$125,000, and eliminates the requirement that the proceeds therefrom be used to prepay any revolving loans or term loans under the Credit Agreement.

The Borrowers may elect to have the revolving and term loans under the Credit Agreement bear interest at an alternate base rate or a Eurodollar rate plus an applicable rate. The applicable rate for these borrowings will range from 0.50% to 1.25% per annum, in the case of alternate base rate borrowings, and 1.50% to 2.25% per annum, in the case of Eurodollar borrowings. The applicable rate was initially 0.875% per annum, in the case of alternate base rate borrowings, and 1.875% per annum, in the case of Eurodollar borrowings; however, it may be adjusted from time to time based upon the level of the Company's consolidated total leverage ratio. The Credit Agreement also requires the Borrowers to pay a commitment fee on the unused portion of the revolving and term loan commitments. Such commitment fee will range between 0.15% and 0.25% per annum, and is also based upon the level of the Company's consolidated total leverage ratio.

All obligations under the Credit Agreement are secured by 100% of our domestic, and 65% of our foreign, subsidiary equity interests, as well as accounts receivable, inventory, intellectual property and certain other assets owned by the Company. The Credit Agreement contains restrictions on the Company's ability to pay dividends or make distributions or other restricted payments if certain conditions in the Credit Agreement are not fulfilled. The Credit Agreement includes customary affirmative and negative covenants, including financial covenants relating to the Company's consolidated total leverage ratio and fixed charge coverage ratio. The Company was in compliance with the debt covenants set forth in the Credit Agreement as of December 31, 2020.

As of December 31, 2020, the Company had drawn approximately \$15,579 of the \$60,000 revolving loan commitment that was available for borrowing under the Credit Agreement, and \$18,000 outstanding under the term loan commitment. As of December 31, 2020, the interest rate for each loan was 2.0625%. On April 30, 2020, the Company borrowed \$20,000 under the term loan facility and used the proceeds to pay down amounts outstanding under the revolving portion of the Credit Agreement. The Company is required to repay the term loan through quarterly payments of \$1,000 each beginning with September 30, 2020, and any remaining obligations will be repaid in full on the maturity date of the Credit Agreement of May 3, 2024.

On May 3, 2019, concurrent with entering into the Credit Agreement, the Company's previous credit facility with JPMorgan Chase Bank, N.A., which provided for a revolving commitment of up to \$75,000, was paid in full and terminated.

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, 2020 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	3-5 years	More than 5 years
(in thousands)					
Contractual Obligations:					
Recorded liabilities:					
Long-term debt (1)	\$ 19,042	\$ 4,000	\$ 9,042	\$ 6,000	\$ -
Revolving credit facility (2)	15,579	-	-	15,579	-
Operating leases (3)	5,817	1,067	1,546	1,134	2,070
Other long-term liabilities (4)	209	-	90	-	119
Unrecorded commitments:					
Interest payment obligations (5)	1,905	676	1,080	149	-
Purchase obligations (6)	77,726	77,726	-	-	-
	<u>\$ 120,278</u>	<u>\$ 83,469</u>	<u>\$ 11,758</u>	<u>\$ 22,862</u>	<u>\$ 2,189</u>

(1) Long-term debt represents required principal payments under the Credit Agreement related to the term loan facility as well as payment under the foreign credit facilities.

- (2) Revolving credit facility represents required principal payments under the Credit Agreement.
- (3) Operating leases represent required minimum lease payments.
- (4) Other long-term liabilities represent payments due for other noncurrent liabilities in the Company's consolidated balance sheet.
- (5) Interest payment obligations represent required interest payments on the revolving credit facility. Amounts exclude bank fees that would be included in interest expense in the consolidated financial statements.
- (6) Purchase obligations represent an agreement to purchase goods or services.

The Company has uncertain tax positions of \$427 as of December 31, 2020, however the specific timing of the settlement is uncertain and has been excluded from the table above.

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 change in these rates and prices.

Interest Rate Risks

Our primary exposure to market risk is interest rate risk associated with our credit facility, since the interest is indexed to LIBOR. We entered into our current credit facility on May 3, 2019, and simultaneously terminated our previous credit facility. The applicable interest rate for the outstanding borrowings under our applicable credit facility as of December 31, 2020 and 2019 was 2.0625% and 3.3125%, respectively. Amounts outstanding as of December 31, 2020 and 2019 were \$15,579,000 and \$22,670,000, respectively. An increase of 100-basis points in market interest rates would not cause a material effect on interest expense.

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. Given the current political uncertainty surrounding the European Union and other economic uncertainties worldwide, 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, 2019, approximately 28% of our pro forma sales were denominated in foreign currencies (compared to 29% in the prior year), the most significant of which were the Euro, Canadian Dollar, Norwegian Kroner, 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. We have not held a material amount of foreign assets during the years ended December 31, 2020, 2019 and 2018, and do not believe our foreign assets expose us to a material foreign currency risk.

Derivative Instruments

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

CLARUS CORPORATION AND SUBSIDIARIES

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Clarus Corporation:

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Clarus Corporation and subsidiaries (the "Company") as of December 31, 2020 and 2019, the related consolidated statements of comprehensive income, stockholders' equity, and cash flows, for each of the three years in the period ended December 31, 2020, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 8, 2021, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Acquisitions — Refer to Note 2 to the financial statements

Critical Audit Matter Description

On October 2, 2020, the Company completed the acquisition of certain assets and liabilities constituting the Barnes business ("Barnes") for \$30.5 million. The Company accounted for this acquisition as a business combination. Accordingly, the purchase price was allocated to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values, including trademarks of \$5.6 million and customer relationships of \$5.7 million. The Company utilized a relief-from-royalty valuation methodology for trademarks and a multi-period excess earnings valuation methodology for customer relationships. The determination of the fair value of these intangible assets required management to make significant estimates and assumptions related to forecasted sales growth rates, cash flows, market-based royalty rates, and estimated discount rates.

We identified the valuation of the trademarks and customer relationships acquired as a critical audit matter because of the significant estimates and assumptions management made to determine the fair value of these assets. This required a high degree of auditor judgment and an increased extent of effort, including the involvement of our fair value specialists, when performing audit procedures to evaluate the reasonableness of forecasted sales growth rates, cash flows, market-based royalty rates, and estimated discount rates.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the forecasted future sales growth rates, cash flows, market-based royalty rates, and estimated discount rates for the acquired Barnes trademarks and customer relationships included the following, among others:

- We tested the effectiveness of internal controls over the valuation of the intangible assets, including those over forecasted sales growth rates and cash flows, and the selection of market-based royalty rates and estimated discount rates.
- We assessed the reasonableness of management’s forecasted sales growth rates and cash flows by comparing the forecasts to historical results of Barnes, industry publications, and external data.
- With the assistance of our fair value specialists, we evaluated the reasonableness of the relief-from-royalty and multi-period excess earnings valuation methodologies, and the market-based royalty rates and estimated discount rates by:
 - Evaluating whether the valuation methodologies are appropriate in the circumstances and in accordance with generally accepted valuation principles.
 - Comparing the source information underlying the determination of the estimated discount rates to external data and testing the mathematical accuracy of the calculation.
 - Developing a range of independent estimates for the discount rates and comparing those to the estimated discount rates selected by management.
 - Comparing the selected market-based royalty rate to comparable licensing agreements.
- We evaluated whether the forecasted sales growth rates and cash flows were consistent with evidence obtained in other areas of the audit, including a retrospective review of actual post-acquisition financial results.
- We compared the estimated weighted average return on assets, internal rate of return, and the discount rates used in the valuation models and evaluated whether they were consistent with each other.

Income Taxes — Refer to Notes 1 and 15 to the financial statements

Critical Audit Matter Description

The Company accounts 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. The majority of the Company’s deferred tax assets consist of net operating loss carryforwards (“NOLs”) for U.S. Federal tax purposes, totaling \$120.3 million as of December 31, 2020. Valuation allowances are used to reduce deferred tax assets to amounts considered more-likely-than-not to be realized. The Company believes its U.S. Federal NOLs will substantially offset its future U.S. Federal income taxes until their expiration, which begins in 2022. The Company has provided a valuation allowance against its deferred tax assets as of December 31, 2020, primarily because the Company believes that a portion of U.S. Federal NOLs will expire before their utilization. The Company’s valuation allowance recorded on deferred tax assets as of December 31, 2020 was \$22.3 million.

We identified the Company’s determination of the need for and amount of valuation allowance recorded on U.S. Federal NOL deferred tax assets as a critical audit matter because of the significant estimates and judgments made by the Company to assess the realizability of its U.S. Federal NOL deferred tax assets prior to expiration. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve our income tax specialists, to evaluate the reasonableness of management’s estimates of future taxable income and the determination of whether it is more likely than not that the U.S. Federal NOL deferred tax assets will be realized.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the valuation allowance for income taxes and the determination of whether it is more likely than not that the U.S. Federal NOL deferred tax assets will be realized prior to expiration included the following, among others:

- We tested the effectiveness of controls over the valuation allowance for income taxes, including management’s controls over the estimates of future taxable income and the determination of whether it is more likely than not that the U.S. Federal NOL deferred tax assets will be realized.
- With the assistance of income tax specialists, we evaluated the reasonableness of the methods, assumptions, and judgments used by management to determine whether a valuation allowance was necessary.

- We evaluated management’s ability to accurately estimate future taxable income available to realize its U.S. Federal NOL deferred tax assets by comparing actual results to management’s historical estimates and evaluating whether there have been any changes that would affect management’s ability to accurately estimate future taxable income.
- We evaluated the reasonableness of management’s estimates of future taxable income available to realize U.S. Federal NOL deferred tax assets by comparing the estimates to historical taxable income as adjusted for nonrecurring items.
- We evaluated whether the estimates of future taxable income were consistent with evidence obtained in other areas of the audit.

/s/ Deloitte & Touche LLP

Salt Lake City, Utah

March 8, 2021

We have served as the Company's auditor since 2018.

CLARUS CORPORATION
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share amounts)

	December 31,	
	2020	2019
Assets		
Current assets		
Cash	\$ 17,789	\$ 1,703
Accounts receivable, net	50,475	41,628
Inventories	68,356	73,432
Prepaid and other current assets	5,385	3,787
Income tax receivable	117	322
Total current assets	142,122	120,872
Property and equipment, net	26,956	22,919
Other intangible assets, net	19,416	15,816
Indefinite-lived intangible assets	47,523	41,630
Goodwill	26,715	18,090
Deferred income taxes	11,113	7,904
Other long-term assets	6,846	3,034
Total assets	\$ 280,691	\$ 230,265
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 34,665	\$ 24,304
Income tax payable	956	260
Current portion of long-term debt	4,000	-
Total current liabilities	39,621	24,564
Long-term debt	30,621	22,670
Deferred income taxes	1,227	1,224
Other long-term liabilities	4,628	615
Total liabilities	76,097	49,073
Stockholders' Equity		
Preferred stock, \$0.0001 par value per share; 5,000 shares authorized; none issued	-	-
Common stock, \$0.0001 par value per share; 100,000 shares authorized; 35,198 and 33,615 issued and 31,228 and 29,760 outstanding, respectively	4	3
Additional paid in capital	513,979	492,353
Accumulated deficit	(286,100)	(288,592)
Treasury stock, at cost	(23,789)	(22,269)
Accumulated other comprehensive income (loss)	500	(303)
Total stockholders' equity	204,594	181,192
Total liabilities and stockholders' equity	\$ 280,691	\$ 230,265

See accompanying notes to consolidated financial statements.

CLARUS CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands, except per share amounts)

	Year Ended December 31,		
	2020	2019	2018
Sales			
Domestic sales	\$ 132,226	\$ 121,751	\$ 112,537
International sales	91,781	107,686	99,604
Total sales	224,007	229,437	212,141
Cost of goods sold	146,212	149,146	138,179
Gross profit	77,795	80,291	73,962
Operating expenses			
Selling, general and administrative	71,428	68,680	65,151
Restructuring charge	-	13	137
Transaction costs	2,433	166	503
Total operating expenses	73,861	68,859	65,791
Operating income	3,934	11,432	8,171
Other (expense) income			
Interest expense, net	(1,261)	(1,358)	(1,339)
Other, net	912	(93)	(359)
Total other expense, net	(349)	(1,451)	(1,698)
Income before income tax	3,585	9,981	6,473
Income tax benefit	(1,960)	(8,991)	(828)
Net income	5,545	18,972	7,301
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustment	1,766	(359)	(832)
Unrealized (loss) gain on hedging activities	(963)	(421)	810
Other comprehensive income (loss)	803	(780)	(22)
Comprehensive income	\$ 6,348	\$ 18,192	\$ 7,279
Net income per share:			
Basic	\$ 0.18	\$ 0.64	\$ 0.24
Diluted	0.18	0.61	0.24
Weighted average shares outstanding:			
Basic	30,175	29,820	29,915
Diluted	31,225	30,993	30,255

See accompanying notes to consolidated financial statements.

CLARUS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2020	2019	2018
Cash Flows From Operating Activities:			
Net income	\$ 5,545	\$ 18,972	\$ 7,301
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation of property and equipment	4,801	4,550	4,423
Amortization of other intangible assets	4,070	3,552	3,873
Amortization of debt issuance costs	311	283	436
Loss on disposition of property and equipment	104	62	15
Noncash lease expense	898	728	-
Loss from removal of accumulated translation adjustment	-	-	199
Stock-based compensation	6,791	2,949	2,652
Deferred income taxes	(3,201)	(8,995)	(1,098)
Changes in operating assets and liabilities, net of acquisition:			
Accounts receivable	(7,665)	(6,163)	(766)
Inventories	11,007	(9,145)	(7,203)
Prepaid and other assets	(1,849)	856	(827)
Accounts payable and accrued liabilities	7,721	2,130	2,524
Income taxes	859	(257)	(136)
Net cash provided by operating activities	29,392	9,522	11,393
Cash Flows From Investing Activities:			
Purchase of business, net of cash received	(30,498)	-	(720)
Proceeds from disposition of property and equipment	327	20	6
Purchase of property and equipment	(5,411)	(4,116)	(3,365)
Net cash used in investing activities	(35,582)	(4,096)	(4,079)
Cash Flows From Financing Activities:			
Proceeds from revolving credit facilities	49,571	132,215	153,556
Repayments on revolving credit facilities	(55,501)	(131,607)	(152,336)
Repayments of long-term debt	(2,000)	(31)	(39)
Proceeds from issuance of long-term debt	20,000	-	-
Payment of debt issuance costs	(79)	(709)	(1,032)
Purchase of treasury stock	(1,520)	(4,167)	(5,687)
Proceeds from exercise of stock options	2,152	1,000	467
Cash dividends paid	(1,520)	(2,987)	(1,488)
Proceeds from the sale of common stock	11,476	-	-
Common stock issuance costs	(325)	-	-
Net cash provided by (used in) financing activities	22,254	(6,286)	(6,559)
Effect of foreign exchange rates on cash	22	77	(125)
Change in cash	16,086	(783)	630
Cash, beginning of year	1,703	2,486	1,856
Cash, end of year	\$ 17,789	\$ 1,703	\$ 2,486
Supplemental Disclosure of Cash Flow Information:			
Cash paid for income taxes	\$ 426	\$ 209	\$ 418
Cash paid for interest	\$ 970	\$ 1,086	\$ 950
Supplemental Disclosures of Non-Cash Investing and Financing Activities:			
Property and equipment purchased with accounts payable	\$ 173	\$ 408	\$ 219
Property and equipment acquired through a capital lease	\$ -	\$ -	\$ 123
Lease liabilities arising from obtaining right of use assets	\$ 622	\$ 1,889	\$ -
Stock dividends	\$ 1,533	\$ -	\$ -

See accompanying notes to consolidated financial statements.

CLARUS CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands, except per share amounts)

	<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	<u>Treasury Stock</u>		<u>Accumulated</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid-In</u>	<u>Deficit</u>	<u>Shares</u>	<u>Amount</u>	<u>Other</u>	<u>Stockholders'</u>
			<u>Capital</u>				<u>Income (Loss)</u>	<u>Equity</u>
Balance, December 31, 2017	32,917	\$ 3	\$ 485,285	\$ (310,390)	(2,875)	\$ (12,415)	\$ 499	\$ 162,982
Net income	-	-	-	7,301	-	-	-	7,301
Other comprehensive loss	-	-	-	-	-	-	(22)	(22)
Cash dividends (\$0.05 per share)	-	-	-	(1,488)	-	-	-	(1,488)
Purchase of treasury stock	-	-	-	-	(621)	(5,687)	-	(5,687)
Stock compensation expense	-	-	2,652	-	-	-	-	2,652
Proceeds from exercise of options	327	-	467	-	-	-	-	467
Balance, December 31, 2018	33,244	\$ 3	\$ 488,404	\$ (304,577)	(3,496)	\$ (18,102)	\$ 477	\$ 166,205
Net income	-	-	-	18,972	-	-	-	18,972
Other comprehensive loss	-	-	-	-	-	-	(780)	(780)
Cash dividends (\$0.10 per share)	-	-	-	(2,987)	-	-	-	(2,987)
Purchase of treasury stock	-	-	-	-	(359)	(4,167)	-	(4,167)
Stock compensation expense	-	-	2,949	-	-	-	-	2,949
Proceeds from exercise of options	371	-	1,000	-	-	-	-	1,000
Balance, December 31, 2019	33,615	\$ 3	\$ 492,353	\$ (288,592)	(3,855)	\$ (22,269)	\$ (303)	\$ 181,192
Net income	-	-	-	5,545	-	-	-	5,545
Other comprehensive income	-	-	-	-	-	-	803	803
Cash dividends (\$0.05 per share)	-	-	-	(1,520)	-	-	-	(1,520)
Stock dividends (\$0.05 per share)	133	-	1,533	(1,533)	-	-	-	-
Purchase of treasury stock	-	-	-	-	(115)	(1,520)	-	(1,520)
Stock-based compensation expense	244	-	6,791	-	-	-	-	6,791
Proceeds from exercise of options	306	-	2,152	-	-	-	-	2,152
Issuance of common stock, net of issuance costs	900	1	11,150	-	-	-	-	11,151
Balance, December 31, 2020	35,198	\$ 4	\$ 513,979	\$ (286,100)	(3,970)	\$ (23,789)	\$ 500	\$ 204,594

See accompanying notes to consolidated financial statements.

CLARUS CORPORATION
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 Clarus Corporation and subsidiaries (which may be referred to as the “Company,” “Clarus,” “we,” “our” or “us”) have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Nature of Business

Headquartered in Salt Lake City, Utah, Clarus, a company focused on the outdoor and consumer industries, is seeking opportunities to acquire and grow businesses that can generate attractive shareholder returns. The Company has net operating tax loss carryforwards which it is seeking to redeploy to maximize shareholder value. Clarus’ primary business is as a leading designer, developer, manufacturer and distributor of outdoor equipment and lifestyle products focused on the climb, ski, mountain, sport and skincare markets. The Company’s products are principally sold under the Black Diamond®, Sierra®, Barnes®, PIEPS® and SKINourishment® brand names through outdoor specialty and online retailers, distributors and original equipment manufacturers throughout the U.S. and internationally.

Through our Black Diamond, PIEPS, and SKINourishment brands, we offer a broad range of products including: high-performance, activity-based apparel (such as shells, insulation, midlayers, pants and logowear); rock-climbing footwear and equipment (such as carabiners, protection devices, harnesses, belay devices, helmets, and ice-climbing gear); technical backpacks and high-end day packs; trekking poles; headlamps and lanterns; gloves and mittens; and skincare and other sport-enhancing products. We also offer advanced skis, ski poles, ski skins, and snow safety products, including avalanche airbag systems, avalanche transceivers, shovels, and probes. Through our Sierra and Barnes brands, we manufacture a wide range of high-performance bullets and ammunition for both rifles and pistols that are used for precision target shooting, hunting and military and law enforcement purposes.

Clarus Corporation, incorporated in Delaware in 1991, acquired Black Diamond Equipment, Ltd. (“Black Diamond Equipment”) in May 2010 and changed its name to Black Diamond, Inc. in January 2011. In October 2012, we acquired PIEPS Holding GmbH and its subsidiaries (collectively, “PIEPS”).

On August 14, 2017, the Company changed its name from Black Diamond, Inc. to Clarus Corporation and its stock ticker symbol from “BDE” to “CLAR” on the NASDAQ stock exchange. On August 21, 2017, the Company acquired Sierra Bullets, L.L.C. (“Sierra”). On November 6, 2018, the Company acquired the assets of SKINourishment, Inc. (“SKINourishment”).

On October 2, 2020, the Company completed the acquisition of certain assets and liabilities constituting the Barnes business (“Barnes”) for a purchase price of \$30,500.

Impact of COVID-19

The global outbreak of COVID-19 was declared a pandemic by the World Health Organization and a national emergency by the U.S. government in March 2020, with governments world-wide implementing safety measures restricting travel and requiring citizen lockdowns and self-confinements for quarantining purposes. This has negatively affected the U.S. and global economy, disrupted global supply chains, and resulted in significant transport restrictions and disruption of financial markets. The impact of this pandemic has created significant uncertainty in the global economy and has affected our business, employees, retail and distribution partners, suppliers, and customers.

We experienced a decline in retail demand within our Black Diamond segment beginning in the second half of March 2020 through December 2020, which negatively impacted our sales and profitability. We also expect a continued impact on the Company’s sales and profitability in future periods. The duration of these trends and the magnitude of such impacts cannot be precisely estimated at this time, as they are affected by a number of factors (some of which are outside management’s control), including those presented in Item 1A. Risk Factors.

We have mitigated some of the negative impacts to our operating results by taking significant actions to improve our current operating results and liquidity position, including drawing on the credit facility, suspending share repurchases, temporarily suspending cash dividends, postponing non-essential capital expenditures, reducing operating costs, modulating production in line with demand, and substantially reducing discretionary spending. We will continue to adjust mitigation measures as needed related to health and safety. Those measures have and might continue to include temporarily suspending manufacturing or retail operations, modifying workspaces, continuing social distancing policies, implementing new personal protective equipment or health screening policies at our facilities, or such other industry best practices needed to continue maintain a healthy and safe environment for our employees amidst the pandemic.

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

These countermeasures partially mitigated the impacts of COVID-19 on our full year 2020 financial results. As the impact of the COVID-19 pandemic on the economy and our operations evolves, we will continue to assess the impact on the Company and respond accordingly.

Sustained adverse impacts to the Company, certain of its suppliers, dealers or customers may also affect the Company's future cash flows, liquidity, and valuation of certain assets and therefore may increase the likelihood of an impairment charge, write-off, or reserve associated with such assets, including goodwill, indefinite and finite-lived intangible assets, property and equipment, inventories, accounts receivable, net deferred tax assets, and other assets.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was signed into law. The CARES Act established a program with provisions to allow U.S. companies to defer the employer's portion of social security taxes between March 27, 2020 and December 31, 2020 and pay such taxes in two installments in 2021 and 2022. As permitted by the CARES Act, we have deferred payment of the employer's portion of social security payroll tax payments.

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 the fair value of assets acquired in business combinations, excess or obsolete inventory, allowance for credit losses and doubtful accounts, and valuation of deferred tax assets. We base our estimates on historical experience, projected future cash flows, 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 Clarus Corporation and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Foreign Currency Transactions and Translation

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

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, 2020 and 2019, the Company did not hold any amounts that were considered to be cash equivalents.

Accounts Receivable and Allowance for Credit Losses and Doubtful Accounts

The Company records its trade receivables at sales value. The trade receivables do not bear interest. The Company performs on-going credit evaluations of its customers and adjusts credit limits based upon payment history and the customer's current credit worthiness, as determined by the review of their current credit information. The Company evaluates the collectability of its accounts receivable and determines the appropriate allowance for credit losses and doubtful accounts based on a combination of factors. A non-specific allowance for estimated doubtful accounts is recorded based on historical experience of collectability. 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 credit losses and doubtful accounts is reduced by subsequent collections of the specific allowances or by any write-off of customer accounts that are deemed uncollectible. The allowance for credit losses and doubtful accounts was \$1,433 and \$494 at December 31, 2020 and 2019, respectively. There were no significant write-offs during the years ended December 31, 2020, 2019, and 2018.

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

Inventories

Inventories are stated at the lower of cost (using the first-in, first-out method “FIFO”) or net realizable value. Elements of cost in the Company’s manufactured inventories generally include raw materials, direct labor, manufacturing overhead and freight in. The Company 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: buildings, 30 years; building improvements, 20 years; computer hardware and software and machinery and equipment, 3-15 years; 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 finance 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. Property and equipment are reviewed for impairment whenever events or changes in circumstances exist that indicate the carrying amount of an asset may not be recoverable. Long-lived assets located outside of the United States are not considered material.

Lease Accounting (Right-of-Use Assets)

Lease assets and lease liabilities are recognized at the commencement of an arrangement where it is determined at inception that a lease exists. Lease assets represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments arising from the lease. These assets and liabilities are initially recognized based on the present value of lease payments over the lease term calculated using our incremental borrowing rate. Lease terms include options to extend or terminate the lease when it is reasonably certain that those options will be exercised.

Variable lease payments are generally expensed as incurred and include certain non-lease components, such as common area maintenance and other services provided by the lessor, and other charges such as utilities, insurance and property taxes included in the lease. Leases with an initial term of 12 months or less are not recorded on the balance sheet, and the expense for these short-term leases and for operating leases is recognized on a straight-line basis over the lease term. Non-lease components are excluded from the right-of-use (“ROU”) asset and lease liability present value computations. The Company’s lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Goodwill

Goodwill represents the excess of the purchase price over the fair market value of identifiable net assets of acquired companies. Goodwill is not amortized, but rather is tested at the reporting unit level at least annually for impairment or more frequently if triggering events or changes in circumstances indicate impairment. The Company has the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Some of these qualitative factors may include macroeconomic conditions, industry and market considerations, a change in financial performance, entity-specific events, a sustained decrease in share price, and consideration of the difference between the fair value and carrying amount of a reporting unit as determined in the most recent quantitative assessment. If, through this qualitative assessment, the conclusion is made that it is more likely than not that a reporting unit's fair value is less than its carrying amount, a quantitative impairment analysis is performed. The quantitative impairment analysis involves estimating the fair value of the reporting unit based upon an acceptable valuation method under Accounting Standards Codification (“ASC”) 820, *Fair Value Measurement*. If the fair value of the reporting unit is less than its carrying amount, an impairment loss is recognized for the excess carrying amount over the fair value computation. Based on the results of the Company’s annual impairment tests completed during the fourth quarter, the Company determined that goodwill was not impaired. No impairment was recorded during the years ended December 31, 2020, 2019, and 2018.

Intangible Assets

Intangible assets represent other intangible assets and indefinite-lived intangible assets acquired. The Company’s other intangible assets, such as certain customer lists and relationships, product technologies, tradenames, trademarks and core technologies are amortized over their estimated useful lives. Other intangible assets are reviewed for impairment whenever events or changes in circumstances exist that indicate the carrying amount of an asset may not be recoverable.

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

The Company's indefinite-lived intangible assets consists of certain tradenames and trademarks that provide Black Diamond Equipment, PIEPS, Sierra and Barnes with the exclusive and perpetual rights to manufacture and sell their respective products. Indefinite-lived intangible assets are not amortized; however, they are tested at least annually for impairment or more frequently if events or changes in circumstances exist that may indicate impairment. The Company has the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. If, through this qualitative assessment, the conclusion is made that it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount, or the Company elects to bypass the qualitative assessment, a quantitative impairment analysis is performed by comparing the indefinite-lived intangible asset's book value to its estimated fair value. The fair value for indefinite-lived intangible assets is determined through an income approach using the relief-from-royalty method. The amount of any impairment is measured as the difference between the carrying amount and the fair value of the impaired asset. Based on the results of the Company's annual impairment tests during the years ended December 31, 2020, 2019, and 2018, no impairment of indefinite-lived intangible assets was recorded.

Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities include, but are not limited to, vendor trade payables, accrued payrolls, accrued interest, derivative instruments and other estimated expenses. Accrued liabilities as of December 31, 2020 and 2019 were \$13,182 and \$9,559, respectively.

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 (loss) and reclassified to sales in the period the underlying hedged item is recognized in earnings.

For all hedging relationships, the Company formally documents the hedging relationship and its risk-management objective and strategy for undertaking the hedge, the hedging instrument, the hedged transaction, the nature of the risk being hedged, how the hedging instrument's effectiveness in offsetting the hedged risk will be assessed prospectively and retrospectively, and a description of the method used to measure ineffectiveness. The Company also formally assesses, both at the inception of the hedging relationship and on an ongoing basis, whether the derivatives that are used in hedging relationships are highly effective in offsetting changes in cash flows of hedged transactions. The Company uses operating budgets and cash flow forecasts to estimate future foreign currency cash flow exposures and to determine the level and timing of derivative transactions intended to mitigate such exposures in accordance with its risk management policies. The Company discontinues hedge accounting prospectively when it determines that the derivative is no longer effective in offsetting cash flows attributable to the hedged risk, the derivative expires or is sold, terminated, or exercised, the cash flow hedge is dedesignated because a forecasted transaction is not probable of occurring, or management determines to remove the designation of the cash flow hedge. The Company does not enter into derivative instruments for any purpose other than cash flow hedging. The Company does not speculate using derivative instruments.

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 market value of the Company's common stock on the date of the grant. For restricted stock awards subject to market conditions, the fair value of each restricted stock award has been estimated as of the date of grant using the Monte-Carlo pricing model. The Company recognizes the cost of the share-based awards on a straight-line basis over the requisite service period of the award and recognizes forfeitures in the period they occur. Stock options granted have contractual terms of up to ten years. Upon exercise of stock options or vesting of restricted stock awards, the Company issues shares from those authorized and reserved for issuance.

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

Revenue Recognition

The Company recognizes revenue when a contract exists with a customer that specifies the goods and services to be provided at an agreed upon sales price and when the performance obligation is satisfied by transferring the goods or service to the customer. The performance obligation is considered complete when control transfers, which is determined when products are shipped or delivered to the customer depending on the terms of the contract. Sales are made on normal and customary short-term credit terms or upon delivery of point of sale transactions.

The Company enters into contractual arrangements with customers in the form of individual customer orders which specify the goods, quantity, pricing, and associated order terms. The Company does not have long-term contracts that are satisfied over time. Due to the nature of the contracts, no significant judgment exists in relation to the identification of the customer contract, satisfaction of the performance obligation, or transaction price. The Company expenses incremental costs of obtaining a contract due to the short-term nature of the contracts.

The Company's contract terms or historical business practices can give rise to variable consideration such as term discounts and customer cooperative payments. We estimate the expected term discounts based on an analysis of historical experience and record cash discounts as a reduction to revenue. Through cooperative advertising programs, the Company reimburses its wholesale customers for some of their costs of advertising the Company's products. The Company records such costs as a reduction of revenue, where the fair value cannot be reasonably estimated or where costs exceed the fair value of the services.

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. The Company accrues for such estimated returns and claims with an estimated accrual and associated reduction of revenue. Additionally, the Company records inventory that it expects to be returned as an other current asset, with a corresponding reduction of cost of goods sold.

Sales commissions are expensed as incurred. These costs are recorded in selling, general and administrative. Taxes collected from customers and remitted to government authorities are reported on the net basis and are excluded from sales.

Deferred revenue is recorded as a component of accounts payable and accrued liabilities when customers remit cash payments in advance of us satisfying performance obligations which are satisfied at a future point of time. Deferred revenue was not material at December 31, 2020 and totaled \$141 at December 31, 2019. Contract liabilities are derecognized when the performance obligation is satisfied. Revenue recognized from satisfaction of performance obligations relating to the advanced payments during the year ended December 31, 2020 were not material and were \$90 during the year ended December 31, 2019.

Cost of Sales

The expenses that are included in cost of sales include all direct product costs and costs related to shipping, certain warehousing or 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. Certain warehousing or handling costs which are not associated with the manufacturing of goods for sale are excluded from cost of sales.

Selling, General and Administrative Expense

Selling, general and administrative expense includes personnel-related costs, product development, selling, advertising, visual merchandise, depreciation and amortization, and other general operating expenses. Advertising costs are expensed in the period incurred. Total advertising expense, including cooperative advertising costs, were \$3,833, \$4,588, and \$4,016 for the years ended December 31, 2020, 2019, and 2018, respectively.

Through cooperative advertising programs, the Company reimburses its wholesale customers for some of their costs of advertising the Company's products based on various criteria, including the value of purchases from the Company and various advertising specifications. Cooperative advertising costs were not material for the year ended December 31, 2020. Cooperative advertising costs were \$287, and \$338 for the years ended December 31, 2019 and 2018, respectively, and were included in selling, general, and administrative expense because the Company receives an identifiable benefit in exchange for the cost, the advertising may be obtained from a party other than the customer, and the fair value of the advertising benefit can be reasonably estimated.

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

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 liability is established at the time of sale to cover estimated costs based on the Company's history of warranty repairs and replacements. The Company recorded a liability for product warranties totaling \$1,354 and \$1,155 as of December 31, 2020 and 2019, respectively. For the years ended December 31, 2020, 2019, and 2018, the Company experienced warranty claims on its products of \$1,201, \$1,123, and \$999, respectively.

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 comprehensive income. Total research and development costs were \$10,159, \$10,575, and \$9,471 for the years ended December 31, 2020, 2019, and 2018, respectively.

Transaction Costs

Transaction costs consists of expenses related to the Company's various acquisition efforts and capital-raising activities, including acquiring Sierra and Barnes and completing a registered direct offering (the "Offering").

Income Taxes

Income taxes are accounted for under the asset and liability method. 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 pre-tax 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. The Company has netted these deferred tax assets and deferred tax liabilities by jurisdiction. 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 more likely than not 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.

The Company releases residual tax effects in accumulated other comprehensive income (loss) through continuing operations as the underlying asset matures or expires. The Company recognizes interest expense and penalties related to income tax matters in income tax benefit.

The Company recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. The Company recognizes interest and penalties related to unrecognized tax benefits in income tax benefit. Unrecognized tax benefits that reduce a net operating loss, similar tax loss or tax credit carryforward, are presented as a reduction to deferred income taxes.

Concentration of Credit Risk and Sales

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash, accounts receivable, and aggregate unrealized gains (losses) on derivative contracts. Risks associated with cash within the United States are mitigated by banking with federally insured, creditworthy institutions; however, there are balances with these institutions that are greater than the Federal Deposit Insurance Corporation insurance limit. 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, 2020, 2019 and 2018, Recreational Equipment, Inc. ("REI") accounted for approximately 10%, 14% and 12%, respectively, of the Company's sales and is included in the Black Diamond segment. No other single customer contributed more than 10% of our sales during those periods. As of December 31, 2020 and 2019, REI accounted for approximately 11% and 14% of the Company's accounts receivable, respectively.

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

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. Derivative financial instruments are recorded at fair value based on current market pricing models. The Company estimates that, due to the variable interest rates reflecting current market rates, the fair value of its long-term debt obligations under its revolving credit facility and term note approximate the carrying value at December 31, 2020 and 2019.

Segment Information

We operate our business structure within two segments. These segments are defined based on the internal financial reporting used by our chief operating decision maker to allocate resources and assess performance. Certain significant selling and general and administrative expenses are not allocated to the segments. The accounting policies of the segments are the same as those described above.

Recent Accounting Pronouncements

Accounting Pronouncements not yet adopted

In March 2020, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. This ASU provides temporary optional expedients and exceptions to existing guidance on contract modifications and hedge accounting to facilitate the market transition from existing reference rates, such as the London Inter-Bank Offered Rate (“LIBOR”) which is being phased out in 2021, to alternate reference rates, such as the Secured Overnight Financing Rate (“SOFR”). The standard is currently effective and upon adoption may be applied prospectively to contract modifications made on or before December 31, 2022. The provisions have impact as contract modifications and other changes occur while LIBOR is phased out. The Company is in the process of evaluating the optional relief guidance provided within this ASU. Management will continue its assessment and monitor regulatory developments during the LIBOR transition period.

NOTE 2. ACQUISITIONS

Barnes

On September 30, 2020, Sierra entered into an Asset Purchase Agreement (the “Barnes Asset Purchase Agreement”) with Remington Outdoor Company, Inc. and certain of its subsidiaries (the “Seller”), pursuant to which Sierra agreed to (i) acquire certain assets of the Seller constituting the Barnes business (“Barnes”), including equipment, inventory, intellectual property (including exclusive use of Barnes’ intellectual property in the all-copper and powdered metallurgy ammunition fields as well as its trademarks) and a leasehold interest in certain real property located in Mona, Utah (collectively, the “Barnes Purchased Assets”) and (ii) assume certain liabilities related to the Barnes Purchased Assets in a transaction to be effected in Seller’s bankruptcy proceeding under Chapter 11 of title 11 of the United States Code, §§ 101 et seq. (the “Bankruptcy Code”) which commenced on July 27, 2020 in the United States Bankruptcy Court for the Northern District of Alabama (the “Bankruptcy Court”). Pursuant to the Barnes Asset Purchase Agreement, the purchase price to be paid for the Barnes Purchased Assets is \$30,500 (the “Barnes Purchase Price”). On October 2, 2020, Sierra completed the acquisition of the Barnes Purchased Assets. Acquisition-related costs for the Barnes acquisition, which were included in transaction costs during the year ended December 31, 2020 were \$922. The acquisition was accounted for as a business combination.

The Company believes the acquisition of Barnes is expected to provide the Company with a greater combined global revenue base, increased gross margins, profitability and free cash flows, and access to increased liquidity to further acquire and grow businesses.

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

The following table is a reconciliation to the fair value of the purchase consideration and how the purchase consideration is allocated to assets acquired and liabilities assumed which have been estimated at their fair values. The excess of purchase consideration over the assets acquired and liabilities assumed is recorded as goodwill. Goodwill is included in the Sierra segment.

	<u>Barnes</u> <u>Estimated Fair Value</u>
Total Purchase Consideration	<u>\$ 30,500</u>
Assets Acquired and Liabilities Assumed	
Assets	
Cash	\$ 2
Inventories	4,535
Prepaid and other current assets	612
Property and equipment	4,036
Other intangible assets	7,500
Indefinite-lived intangible assets	5,600
Goodwill	8,625
Other long-term assets	4,355
Total Assets	<u>35,265</u>
Liabilities	
Accounts payable and accrued liabilities	842
Other long-term liabilities	3,923
Total Liabilities	<u>4,765</u>
Net Book Value Acquired	<u>\$ 30,500</u>

The estimated fair value of inventory was recorded at expected sales price less cost to sell plus a reasonable profit margin for selling efforts.

In connection with the acquisition, the Company acquired exclusive rights to Barnes' trademarks, customer relationships, and product technologies. The amounts assigned to each class of intangible asset, other than goodwill acquired, and the related average useful lives are as follows:

	Gross	Average Useful Life
Intangibles subject to amortization		
Customer relationships	\$ 5,700	10.0 years
Product technologies	1,800	10.0 years
Intangibles not subject to amortization		
Trademarks	5,600	N/A
	<u>\$ 13,100</u>	<u>10.0 years</u>

The goodwill consists largely of the synergies expected from combining operations. The acquisition of Barnes is treated as a purchase of assets for tax purposes. As such, the basis in the assets of Barnes is equal for both book and tax, which results in no initial recognition of deferred tax assets or liabilities. Furthermore, the full amount of goodwill recorded of \$8,625 is expected to be deductible for tax purposes. No pre-existing relationships existed between the Company and the Sellers prior to the acquisition. Total revenue of \$6,556 and net income of \$871 of Barnes were included in the Company's consolidated statements of comprehensive income from the date of acquisition to December 31, 2020. Barnes revenue and operating income were included in the Sierra segment.

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

The following unaudited pro forma results are based on the individual historical results of the Company and Barnes, with adjustments to give effect as if the acquisition and borrowings used to finance the acquisition had occurred on January 1, 2019, after giving effect to certain adjustments including the amortization of intangible assets, depreciation of fixed assets, interest expense and taxes and assumes the purchase price was allocated to the assets purchased and liabilities assumed based on their fair market values at the date of purchase.

	Year Ended December 31,	
	2020	2019
Sales	\$ 242,360	\$ 249,783
Net income	\$ 9,748	\$ 17,361
Net income per share - basic	\$ 0.32	\$ 0.58
Net income per share - diluted	\$ 0.31	\$ 0.56

The unaudited pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results that would have occurred had the transaction been consummated as of January 1, 2019. Furthermore, such pro forma information is not necessarily indicative of future operating results of the combined companies and should not be construed as representative of the operating results of the combined companies for any future dates or periods.

Material nonrecurring adjustments excluded from the unaudited pro forma financial information above consists of \$922 transaction costs and the \$721 step up of Barnes' inventory to its preliminary fair value, which is expected to be recorded as an unfavorable adjustment to cost of goods sold during the six months following the acquisition date.

SKINourishment

On November 6, 2018, the Company purchased the assets of SKINourishment and was accounted for as a business combination. The assets purchased were not significant to the consolidated financial statements. Pro forma results of SKINourishment have not been presented as the results are insignificant to our consolidated financial statements. Additionally, revenues and earnings of SKINourishment, since the acquisition date, are insignificant to our consolidated financial statements.

NOTE 3. INVENTORIES

Inventories, as of December 31, 2020 and 2019, were as follows:

	December 31, 2020	December 31, 2019
Finished goods	\$ 50,132	\$ 59,452
Work-in-process	6,429	7,474
Raw materials and supplies	11,795	6,506
	<u>\$ 68,356</u>	<u>\$ 73,432</u>

NOTE 4. PROPERTY AND EQUIPMENT

Property and equipment, net as of December 31, 2020 and 2019, were as follows:

	December 31, 2020	December 31, 2019
Land	\$ 3,160	\$ 3,160
Building and improvements	7,324	6,964
Furniture and fixtures	5,715	5,255
Computer hardware and software	5,707	5,298
Machinery and equipment	26,848	21,578
Construction in progress	3,042	1,690
	<u>51,796</u>	<u>43,945</u>
Less accumulated depreciation	(24,840)	(21,026)
	<u>\$ 26,956</u>	<u>\$ 22,919</u>

Depreciation expense was \$4,801, \$4,550, and \$4,423 for the years ended December 31, 2020, 2019, and 2018, respectively.

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

NOTE 5. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

The following table summarizes the changes in goodwill by segment:

	<u>Black Diamond</u>	<u>Sierra</u>	<u>Total</u>
Balance at December 31, 2018	\$ -	\$ 18,090	\$ 18,090
Balance at December 31, 2019	-	18,090	18,090
Increase due to acquisition of Barnes	-	8,625	8,625
Balance at December 31, 2020	\$ -	\$ 26,715	\$ 26,715

Indefinite-Lived Intangible Assets

The following table summarizes the changes in indefinite-lived intangible assets:

Balance at December 31, 2019	\$ 41,630
Increase due to acquisition of Barnes	5,600
Impact of foreign currency exchange rates	293
Balance at December 31, 2020	\$ 47,523

Other Intangible Assets, net

The following table summarizes the changes in gross other intangible assets:

Gross balance at December 31, 2019	\$ 32,917
Increase due to acquisition of Barnes	7,500
Impact of foreign currency exchange rates	423
Gross balance at December 31, 2020	\$ 40,840

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

Other intangible assets, net of amortization as of December 31, 2020 and 2019, were as follows:

	December 31, 2020			Weighted Average Useful Life
	Gross	Accumulated Amortization	Net	
Intangibles subject to amortization				
Customer relationships	\$ 31,930	\$ (16,783)	\$ 15,147	14.2 years
Product technologies	6,700	(3,151)	3,549	11.5 years
Tradename / trademark	1,263	(543)	720	9.4 years
Core technologies	947	(947)	-	10.0 years
	<u>\$ 40,840</u>	<u>\$ (21,424)</u>	<u>\$ 19,416</u>	<u>13.5 years</u>

	December 31, 2019			Weighted Average Useful Life
	Gross	Accumulated Amortization	Net	
Customer relationships	\$ 25,995	\$ (13,392)	\$ 12,603	15.2 years
Product technologies	4,712	(2,416)	2,296	11.9 years
Tradename / trademark	1,263	(386)	877	9.4 years
Core technologies	947	(907)	40	10.0 years
	<u>\$ 32,917</u>	<u>\$ (17,101)</u>	<u>\$ 15,816</u>	<u>14.3 years</u>

Amortization expense for the years ended December 31, 2020, 2019, and 2018, was \$4,070, \$3,552, and \$3,873, respectively. Future amortization expense for other intangible assets as of December 31, 2020 is as follows:

Years Ending December 31,	Amortization Expense
2021	\$ 4,794
2022	3,810
2023	3,068
2024	2,507
2025	2,109
Thereafter	3,128
	<u>\$ 19,416</u>

NOTE 6. LONG-TERM DEBT

Long-term debt as of December 31, 2020 and 2019, was as follows:

	December 31, 2020	December 31, 2019
Revolving credit facility (a)	\$ 15,579	\$ 22,670
Foreign credit facilities (b)	1,042	-
Term note (c)	18,000	-
	<u>34,621</u>	<u>22,670</u>
Less current portion	(4,000)	-
	<u>\$ 30,621</u>	<u>\$ 22,670</u>

- (a) As of December 31, 2020, the Company had drawn \$15,579 on the \$60,000 revolving commitment that was available under the credit agreement with JPMorgan Chase Bank, N.A., with a maturity date of May 3, 2024. The Company pays interest monthly on any borrowings on the Credit Agreement (as defined below). As of December 31, 2020 and 2019, the interest rate was 2.0625% and 3.3125%, respectively.

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

On November 12, 2020, the Borrowers entered into Amendment No. 2 (the “Amendment No. 2”) to that certain Credit Agreement, dated May 3, 2019 and as amended by Amendment No. 1 dated May 28, 2019 (the “Amendment No. 1”), with JPMorgan Chase Bank, N.A., as administrative agent, and the lenders from time to time party thereto (collectively, the “Credit Agreement”). The Credit Agreement as amended by Amendment No. 2, increased the maximum consolidated total leverage ratio permitted under the Credit Agreement to 4.00:1.00 from 3.00:1.00. In addition, Amendment No. 2 permits, among other things, the issuance by the Company of debt securities, that may be convertible into equity interests of the Company, in an aggregate principal amount of up to \$125,000 (the “Notes”), and eliminates the requirement that the proceeds therefrom be used to prepay any revolving loans or term loans under the Credit Agreement.

All obligations under the Credit Agreement are secured by 100% of our domestic, and 65% of our foreign, subsidiary equity interests, as well as accounts receivable, inventory, intellectual property and certain other assets owned by the Company. The Credit Agreement contains restrictions on the Company’s ability to pay dividends or make distributions or other restricted payments if certain conditions in the Credit Agreement are not fulfilled. The Credit Agreement includes customary affirmative and negative covenants, including financial covenants relating to the Company’s consolidated total leverage ratio and fixed charge coverage ratio. The Company was in compliance with the debt covenants set forth in the Credit Agreement as of December 31, 2020.

- (b) A foreign subsidiary of the Company has a revolving credit facility with a financial institution which matures on March 31, 2022. The foreign subsidiary pays interest monthly on any borrowings on the credit facility. As of December 31, 2020, the rate was 1.3387%.
- (c) Under the Credit Agreement, the Company had access to a term loan facility that was available for drawdown until May 3, 2020. On April 30, 2020, the Company borrowed \$20,000 under such term loan facility. The Company is required to repay the term loan through quarterly payments of \$1,000 each beginning with September 30, 2020, and any remaining obligations will be repaid in full on the maturity date of the Credit Agreement of May 3, 2024. The Company pays interest monthly on any borrowings on the Credit Agreement. As of December 31, 2020, the rate was 2.0625%.

The aggregate maturities of the revolving credit facility for the years subsequent to December 31, 2020 are as follows:

2021	\$	4,000
2022		5,042
2023		4,000
2024		21,579
Total future long-term debt payments		34,621
Less current portion		(4,000)
Long-term debt obligations	\$	<u>30,621</u>

NOTE 7. 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 foreign currency 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. 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.

At December 31, 2020, the Company’s derivative contracts had remaining maturities of less than one and one-half years. The counterparties 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 counterparties is generally limited to the aggregate unrealized loss of all contracts with that counterparty, which is \$1,629 as of December 31, 2020. The Company’s exposure of counterparty credit risk is limited to the aggregate unrealized gain on all contracts. At December 31, 2020, there was no such exposure to the counterparties. The Company’s derivative counterparties have strong credit ratings and as a result, the Company does not require collateral to facilitate transactions.

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

The Company held the following contracts designated as hedged instruments as of December 31, 2020 and 2019:

	December 31, 2020	
	<u>Notional Amount</u>	<u>Latest Maturity</u>
Foreign exchange contracts - Canadian Dollars	\$14,587	February 2022
Foreign exchange contracts - Euros	€ 24,481	February 2022
	December 31, 2019	
	<u>Notional Amount</u>	<u>Latest Maturity</u>
Foreign exchange contracts - Canadian Dollars	\$15,932	February 2021
Foreign exchange contracts - Euros	€ 18,168	February 2021
Foreign exchange contracts - Swiss Francs	CHF 661	August 2020

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 income (loss) and reclassified to sales in the period the underlying hedged transaction is recognized. Gains (losses) of \$(139) and \$1,017 were reclassified to sales during the years ended December 31, 2020 and 2019, respectively.

The following table presents the balance sheet classification and fair value of derivative instruments as of December 31, 2020 and 2019:

<u>Classification</u>	<u>December 31, 2020</u>	<u>December 31, 2019</u>
Derivative instruments in asset positions:		
Prepaid and other current assets		
Forward exchange contracts	\$ -	\$ 226
Derivative instruments in liability positions:		
Accounts payable and accrued liabilities		
Forward exchange contracts	\$ 1,539	\$ 152
Other long-term liabilities		
Forward exchange contracts	\$ 90	\$ 29

NOTE 8. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

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

	<u>Foreign Currency Translation Adjustments</u>	<u>Unrealized Gains (Losses) on Cash Flow Hedges</u>	<u>Total</u>
Balance as of December 31, 2019	\$ (286)	\$ (17)	\$ (303)
Other comprehensive income (loss) before reclassifications	1,766	(1,069)	697
Amounts reclassified from other comprehensive income (loss)	-	106	106
Net current period other comprehensive income (loss)	1,766	(963)	803
Balance as of December 31, 2020	\$ 1,480	\$ (980)	\$ 500

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

	<u>Foreign Currency Translation Adjustments</u>	<u>Unrealized Gains (Losses) on Cash Flow Hedges</u>	<u>Total</u>
Balance as of December 31, 2018	\$ 73	\$ 404	\$ 477
Other comprehensive income (loss) before reclassifications	(359)	487	128
Amounts reclassified from other comprehensive income (loss)	-	(908)	(908)
Net current period other comprehensive loss	(359)	(421)	(780)
Balance as of December 31, 2019	\$ (286)	\$ (17)	\$ (303)

The effects on net income of amounts reclassified from unrealized gains (losses) on cash flow hedges for foreign exchange contracts and foreign currency translation adjustments for the years ended December 31, 2020 and 2019 were as follows:

<u>Affected line item in the Consolidated Statements of Comprehensive Income</u>	<u>Gains (losses) reclassified from AOCI to the Consolidated Statements of Comprehensive Income</u>	
	<u>Twelve Months Ended</u>	
	<u>December 31, 2020</u>	<u>December 31, 2019</u>
Foreign exchange contracts:		
Sales	\$ (139)	\$ 1,017
Less: Income tax (benefit) expense	(33)	109
Amount reclassified, net of tax	\$ (106)	\$ 908
Total reclassifications from AOCI	\$ (106)	\$ 908

The Company's policy is to classify reclassifications of cumulative foreign currency translation from AOCI to Other, net.

NOTE 9. FAIR VALUE 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.

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

Assets and liabilities measured at fair value on a recurring basis at December 31, 2020 and 2019 were as follows:

	December 31, 2020			
	Level 1	Level 2	Level 3	Total
Assets				
Forward exchange contracts	\$ -	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -	\$ -
Liabilities				
Forward exchange contracts	\$ -	\$ 1,629	\$ -	\$ 1,629
	\$ -	\$ 1,629	\$ -	\$ 1,629
	December 31, 2019			
	Level 1	Level 2	Level 3	Total
Assets				
Forward exchange contracts	\$ -	\$ 226	\$ -	\$ 226
	\$ -	\$ 226	\$ -	\$ 226
Liabilities				
Forward exchange contracts	\$ -	\$ 181	\$ -	\$ 181
	\$ -	\$ 181	\$ -	\$ 181

Derivative financial instruments are recorded at fair value based on current market pricing models. No nonrecurring fair value measurements existed at December 31, 2020 and 2019.

NOTE 10. STOCKHOLDERS' EQUITY

On August 6, 2018, the Company announced that its Board of Directors approved the initiation of a quarterly cash dividend program of \$0.025 per share of the Company's common stock (the "Quarterly Cash Dividend") or \$0.10 per share on an annualized basis. The declaration and payment of future Quarterly Cash Dividends is subject to the discretion of and approval of the Company's Board of Directors. On May 1, 2020, the Company announced that, in light of the operational impact of the COVID-19 pandemic, its Board of Directors temporarily replaced its Quarterly Cash Dividend with a stock dividend (the "Quarterly Stock Dividend"). In 2020, 2019 and 2018, our total Quarterly Cash Dividends were \$1,520, \$2,987 and \$1,488, respectively. In 2020, our total Quarterly Stock Dividends were \$1,533. On January 29, 2021, the Company announced that its Board of Directors approved the payment on February 19, 2021 of the Quarterly Cash Dividend of \$0.025 to the record holders of shares of the Company's common stock as of the close of business on February 8, 2021.

During the year ended December 31, 2020, the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with three existing stockholders of the Company. Pursuant to the Purchase Agreement, the Company sold 900,000 shares of its common stock in a registered direct offering (the "Offering"). The proceeds to the Company from the Offering were \$11,476.

On May 7, 2018, the Company announced a "modified Dutch auction" tender offer for Clarus' common stock, as well as the preferred share purchase rights associated with such shares (collectively, the "Shares"). On July 11, 2018, the tender offer expired, following which the Company announced it would accept 417,237 Shares for purchase at a price of \$8.00 per Share, for an aggregate cost of approximately \$3,338, excluding fees and expenses. The Company purchased shares of the Company's common stock for \$4,167 and \$2,349 under the Company's authorized stock repurchase program during the years ended December 31, 2019 and 2018, respectively.

NOTE 11. EARNINGS PER SHARE

Basic earnings 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.

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

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,		
	2020	2019	2018
Weighted average shares outstanding - basic	30,175	29,820	29,915
Effect of dilutive stock awards	1,050	1,173	340
Weighted average shares outstanding - diluted	<u>31,225</u>	<u>30,993</u>	<u>30,255</u>
Net income per share:			
Basic	\$ 0.18	\$ 0.64	\$ 0.24
Diluted	0.18	0.61	0.24

For the years ended December 31, 2020, 2019, and 2018, equity awards of 868, 702, and 1,164, respectively, were outstanding and anti-dilutive and therefore not included in the calculation of net income per share for these periods.

NOTE 12. STOCK-BASED COMPENSATION PLAN

Under the Company's current 2015 Stock Incentive Plan (the "2015 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 2015 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 2015 Plan to any employee in any calendar year may not exceed 500 shares. The 2015 Plan will continue in effect until December 2025 unless terminated sooner. As of December 31, 2020, the number of shares authorized and reserved for issuance under the 2015 Plan is 6,800 shares, subject to automatic annual increase equal to 5% of the total number of shares of the Company's outstanding common stock.

Options Granted:

During the year ended December 31, 2020, the Company issued stock options for an aggregate of 1,098 shares under the 2015 Plan to directors and employees of the Company. The options issued during the year ended December 31, 2020 generally vest and become exercisable over a period of one year to five years and expire ten years from the date of the grant.

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:

	2020	2019	2018
Number of options	1,098	188	1,938
Option vesting period	1 - 5 Years	1 - 3 Years	1 - 5 Years
Grant price (per share)	\$9.99 - \$16.93	\$13.21	\$6.80 - \$10.21
Dividend yield	0.59% - 1.00%	0.76%	0.00% - 1.09%
Expected volatility (a)	40.9% - 44.2%	41.0% - 41.2%	40.6% - 42.5%
Risk-free interest rate	0.41% - 0.65%	1.88% - 1.93%	2.65% - 3.09%
Expected life (years) (b)	5.31 - 6.50	5.31 - 6.00	5.00 - 6.50
Weighted average fair value (per share)	\$3.72 - \$6.89	\$4.87 - \$5.13	\$2.77 - \$4.08

- (a) Expected volatility is based upon the Company's historical volatility.
- (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.

Using these assumptions, the fair value of the stock options granted during the years ended December 31, 2020, 2019, and 2018 was \$5,310, \$952, and \$6,059, respectively, which will be amortized as stock-based compensation expense over the vesting period of the options.

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

Stock Award Granted:

On September 14, 2020, the Company issued and granted to the Executive Chairman a stock award of 244 shares under the 2015 Plan which vested immediately. The fair value of the stock award was calculated as of the date of grant using the closing market price. The grant date fair value of the stock award granted during the year ended December 31, 2020 was \$3,314, which was immediately recognized to selling, general and administrative expenses.

Market Condition Restricted Shares Granted:

On August 27, 2020, the Company issued and granted to an employee a restricted stock award of 100 restricted shares under the 2015 Plan, of which 100 restricted shares will vest if, on or before August 27, 2023, 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 twenty consecutive trading days. For computing the fair value of the 100 restricted shares with a market condition, the fair value of the restricted stock award grant has been estimated as of the date of grant using the Monte-Carlo pricing model with the assumptions below. Subsequent to year end, the market-based condition was met and the restricted shares became fully vested.

On January 7, 2019, the Company issued and granted to an employee a restricted stock award of 350 restricted shares under the 2015 Plan, that will vest as follows: (A) the stock award will vest and become nonforfeitable if, on or before January 7, 2024, the closing price of the Company's common stock shall have equaled or exceeded \$15.00 per share for twenty consecutive trading days (such 20th day being the "Price Trigger Date"); and (B) once the Price Trigger Date occurs, (i) 117 shares of the Company's common stock shall vest on each of the first and second anniversary of the Price Trigger Date; and (ii) 116 shares of the Company's common stock shall vest on the third anniversary of the Price Trigger Date. For computing the fair value of the 350 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. Subsequent to year end, the market-based condition was met and the Price Trigger Date occurred.

On January 7, 2019, the Company issued and granted to an employee a restricted stock award of 150 restricted shares under the 2015 Plan, that will vest as follows: (A) the stock award will vest and become nonforfeitable if, on or before January 7, 2024, the closing price of the Company's common stock shall have equaled or exceeded \$15.00 per share for twenty consecutive trading days (such 20th day being the Price Trigger Date); and (B) once the Price Trigger Date occurs, the shares shall equally vest on each of the first, second, third and fourth anniversary of the Price Trigger Date. For computing the fair value of the 150 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. Subsequent to year end, the market-based condition was met and the Price Trigger Date occurred.

	<u>August 27, 2020</u>	<u>January 7, 2019</u>
Number issued	100	500
Vesting period	\$15.00 stock price target	\$15.00 stock price target
Grant price (per share)	\$12.72	\$10.21
Dividend yield	0.79%	0.0%
Expected volatility	41.1%	42.4%
Risk-free interest rate	0.19%	2.53%
Expected term (years)	0.52	4.28 - 5.28
Weighted average fair value (per share)	\$9.91	\$7.92

Using these assumptions, the fair value of the market condition restricted stock awards granted on August 27, 2020 was approximately \$991 and January 7, 2019 was approximately \$3,753.

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

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,		
	2020	2019	2018
Restricted stock awards	\$ 1,488	\$ 1,058	\$ 1,158
Stock options	1,989	1,891	1,494
Stock awards	3,314	-	-
Total	\$ 6,791	\$ 2,949	\$ 2,652

For the years ended December 31, 2020, 2019, and 2018, 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, 2020 is as follows:

	Options	Weighted Average Exercise Price	Aggregate Intrinsic Value	Restricted Stock Awards
Outstanding at December 31, 2019	3,911	\$ 7.72	\$ 22,840	600
Granted	1,098	13.89		100
Exercised or vested	(308)	7.00		-
Expired	(800)	8.75		(100)
Cancelled	-	-		-
Forfeited	-	-		-
Outstanding at December 31, 2020	3,901	\$ 9.30	\$ 23,802	600
Options exercisable at December 31, 2020	2,088	7.48	\$ 16,536	

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, 2020:

Exercise Price Range	Outstanding	Exercisable	Remaining Life In Years		Weighted Average Exercise Price
			Outstanding	Exercisable	
\$4.38 - \$12.51	2,868	1,990	5.4	5.4	\$ 7.20
\$12.51 - \$16.93	1,033	98	9.0	7.4	\$ 13.23
	3,901	2,088	6.0	5.5	\$ 7.48

The intrinsic value of options exercised was \$2,006, \$607, and \$315 during the years ended December 31, 2020, 2019, and 2018, respectively. The intrinsic value of restricted stock awards vested was \$0, \$3,252, and \$2,720 during the years ended December 31, 2020, 2019, and 2018, respectively. Total fair value of options vested during the years ended December 31, 2020, 2019, and 2018 was \$1,722, \$1,610, and \$1,757, respectively. Total fair value of restricted stock awards vested during the years ended December 31, 2020, 2019, and 2018 was \$0, \$919, and \$1,076, respectively.

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, 2020, there were 1,814 unvested stock options and unrecognized compensation cost of \$7,413 related to unvested stock options, as well as 600 unvested restricted stock awards and unrecognized compensation cost of \$2,430 related to unvested restricted stock awards. Unrecognized compensation cost of unvested stock options and restricted stock awards are expected to be recognized over the weighted average period of 2.6 years and 2.3 years, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
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NOTE 13. RESTRUCTURING

As part of the conclusion of the Company's review of strategic alternatives, the Company initiated restructuring activities in efforts to further realign resources within the organization (the "2015 Restructuring Plan") and completed the plan in 2018 with a final payment in 2019. During the year ended December 31, 2019 and 2018, we incurred \$13 and \$137, respectively, of restructuring charges related to the 2015 Restructuring Plan. We have incurred \$2,694 of cumulative restructuring charges since the commencement of the 2015 Restructuring Plan.

NOTE 14. COMMITMENTS AND CONTINGENCIES

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.

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. There is a reasonable possibility of loss from contingencies in excess of the amounts accrued by the Company in the accompanying consolidated balance sheets; however, the actual amounts of such possible losses cannot currently be reasonably estimated by the Company at this time. It is possible that, as additional information becomes available, the impact on the Company could have a different effect.

NOTE 15. INCOME TAXES

Consolidated income before income taxes consists of the following:

	Year Ended December 31,		
	2020	2019	2018
U.S. operations	\$ 362	\$ 8,553	\$ 8,998
Foreign operations	3,223	1,428	(2,525)
Income before income tax	<u>\$ 3,585</u>	<u>\$ 9,981</u>	<u>\$ 6,473</u>

The components of the benefit for income taxes consist of the following:

	Year Ended December 31,		
	2020	2019	2018
Current:			
Federal	\$ 34	\$ (41)	\$ (74)
State and local	390	179	41
Foreign	863	111	295
	<u>1,287</u>	<u>249</u>	<u>262</u>
Deferred:			
Federal	3,084	1,133	2,645
State and local	44	(156)	326
Foreign	(91)	3,273	(575)
	<u>3,037</u>	<u>4,250</u>	<u>2,396</u>
Change in valuation allowance for deferred income taxes	<u>(6,284)</u>	<u>(13,490)</u>	<u>(3,486)</u>
	<u>(3,247)</u>	<u>(9,240)</u>	<u>(1,090)</u>
Income tax benefit	<u>\$ (1,960)</u>	<u>\$ (8,991)</u>	<u>\$ (828)</u>

The Company's foreign operations that are considered to be permanently reinvested have statutory tax rates of approximately 25%.

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

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

	Year Ended December 31,		
	2020	2019	2018
Statutory income tax expense	21.0 %	21.0 %	21.0 %
Increase (decrease) in income taxes resulting from:			
Foreign taxes	3.6	0.2	(0.9)
State income taxes, net of federal income taxes	10.2	1.9	3.4
Income tax credits	(17.1)	(5.6)	(6.8)
Incentive stock options	9.9	(3.7)	1.3
Change in effective state rate	2.3	(0.1)	0.3
Deferred tax asset write-offs	73.1	31.4	21.7
Executive compensation limitation	15.6	-	-
Other	2.1	0.7	1.1
Change in valuation allowance	(175.4)	(135.9)	(53.9)
Income tax benefit	<u>(54.7)%</u>	<u>(90.1)%</u>	<u>(12.8)%</u>

The deferred tax asset write-offs relate to historical research and development tax credits and certain investments that were fully offset by a release in the valuation allowance.

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, 2020 and 2019 are as follows:

	December 31,	
	2020	2019
Deferred tax assets:		
Net operating loss, capital loss amount and research & experimentation credit carryforwards	\$ 37,206	\$ 40,949
Non-cash compensation	1,528	1,622
Accrued liabilities	274	263
Reserves and other	1,462	1,027
Intangibles	68	84
	<u>40,538</u>	<u>43,945</u>
Valuation allowance	(22,348)	(28,632)
Net deferred tax assets	<u>18,190</u>	<u>15,313</u>
Deferred tax liabilities:		
Depreciation	(1,074)	(1,091)
Intangibles	(7,529)	(7,542)
Other	299	-
	<u>(8,304)</u>	<u>(8,633)</u>
Total	<u>\$ 9,886</u>	<u>\$ 6,680</u>

Certain deferred income tax balances are not netted as they represent deferred amounts applicable to different taxing jurisdictions. The Company has provided a valuation allowance against a portion of the deferred tax assets as of December 31, 2020, because the ultimate realization of those assets does not meet the more-likely-than-not criteria. The majority of the Company's deferred tax assets consist of net operating loss carryforwards for federal tax purposes. If a change in control were to occur, these could be limited under Section 382 of the Internal Revenue Code of 1986 ("Code"), as amended.

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. The estimates and judgments associated with the Company's valuation allowance on deferred tax assets

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

are considered critical due to the amount of deferred tax assets recorded by the Company on its consolidated balance sheets and the judgment required in determining the Company's potential for future taxable income. The need for a valuation allowance is reassessed at each reporting period.

The net change in the valuation allowance for deferred income tax assets was (\$6,284), (\$13,490), and (\$3,689) during the years ended December 31, 2020, 2019, and 2018, respectively. A roll forward of our valuation allowance for deferred income tax assets for the years ended December 31, 2020, 2019, and 2018 is as follows:

	<u>Balance at Beginning of Year</u>	<u>Charged to Costs and Expenses</u>	<u>Other Adjustments</u>	<u>Balance at End of Year</u>
2018	\$ 45,811	\$ (3,486)	\$ (203)	\$ 42,122
2019	\$ 42,122	\$ (13,473)	\$ (17)	\$ 28,632
2020	\$ 28,632	\$ (6,284)	\$ -	\$ 22,348

As of December 31, 2020, the Company has net operating loss carryforwards ("NOLs") and research and experimentation credit for U.S. federal income tax purposes of \$120,309 and \$1,889, respectively. The Company believes its U.S. Federal NOLs will substantially offset its future U.S. Federal income taxes until expiration. 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 NOLs.

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

Net Operating Loss Carryforward Expiration Dates
December 31, 2020

<u>Expiration Dates December 31,</u>	<u>Net Operating Loss Amount</u>
2022	\$ 99,596
2023	5,853
2024	3,566
2025 and beyond	11,294
Total	\$ 120,309

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. 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 2015-2019 and in the foreign jurisdictions of 2007-2019. The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense.

A reconciliation of the beginning and ending amount of total unrecognized tax benefits for the years ended December 31, 2020, 2019 and 2018 are follows:

	<u>December 31,</u>		
	<u>2020</u>	<u>2019</u>	<u>2018</u>
Balance, beginning of year	\$ 561	\$ 545	\$ 476
Additions for current year tax positions	87	77	69
Additions for prior year tax positions	12	11	-
Reductions for prior year tax positions	(233)	(72)	-
Balance, end of year	\$ 427	\$ 561	\$ 545

Included in the balance of total unrecognized tax benefits at December 31, 2020 and 2019, are potential benefits of \$427 and \$561, respectively, that if recognized, would affect the effective rate, subject to impact of valuation allowance, on income from continuing operations. Unrecognized tax benefits that reduce a net operating loss, similar tax loss or tax credit carryforward are presented as a reduction to deferred income taxes. As a result, the Company classified \$292 and \$462 of its unrecognized tax benefit as a reduction to deferred tax assets as of December 31, 2020 and 2019, respectively.

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

Interest and penalty expense recognized related to uncertain tax positions were not significant during the years ending December 31, 2020, 2019, and 2018, respectively. Total accrued interest and penalties as of December 31, 2020 were not significant and \$4 as of December 31, 2019 and were included in accounts payable and accrued liabilities.

NOTE 16. SEGMENT INFORMATION

We operate our business structure within two segments. These segments are defined based on the internal financial reporting used by our chief operating decision maker to allocate resources and assess performance. Certain significant selling and general and administrative expenses are not allocated to the segments including non-cash stock compensation expense. Each segment is described below:

- Our Black Diamond segment, which includes Black Diamond Equipment, PIEPS, and SKINourishment, is a global leader in designing, manufacturing, and marketing innovative outdoor engineered equipment and apparel for climbing, mountaineering, trail running, backpacking, skiing, and a wide range of other year-round outdoor recreation activities. Our Black Diamond segment offers a broad range of products including: high-performance, activity-based apparel (such as shells, insulation, midlayers, pants and logowear); rock-climbing footwear and equipment (such as carabiners, protection devices, harnesses, belay devices, helmets, and ice-climbing gear); technical backpacks and high-end day packs; trekking poles; headlamps and lanterns; gloves and mittens; and skincare and other sport-enhancing products. We also offer advanced skis, ski poles, ski skins, and snow safety products, including avalanche airbag systems, avalanche transceivers, shovels, and probes.
- Our Sierra segment, which includes Sierra and Barnes, includes two iconic American manufacturers of a wide range of high-performance bullets and ammunition for both rifles and pistols. These bullets are used for precision target shooting, hunting and military and law enforcement purposes.

As noted above, the Company has a wide variety of technical outdoor equipment and lifestyle products focused on the climb, ski, mountain and sport product categories that are sold to a variety of customers in multiple end markets. While there are multiple products sold, the terms and nature of revenue recognition policy is similar for all segments. The sport product category represents the Sierra segment revenue.

We divide our product offerings into four primary categories of climb, mountain, ski and sport. Revenue by category as a percentage of total consolidated revenues is as follows:

	Year Ended December 31,		
	2020	2019	2018
Climb	28 %	31 %	30 %
Mountain	28 %	34 %	34 %
Ski	20 %	22 %	19 %
Sport	24 %	13 %	17 %

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

Financial information for our segments is as follows:

	Year Ended December 31,		
	2020	2019	2018
Sales to external customers:			
Black Diamond			
Domestic sales	\$ 86,717	\$ 100,294	\$ 86,432
International sales	84,514	99,652	90,314
Total Black Diamond	<u>171,231</u>	<u>199,946</u>	<u>176,746</u>
Sierra			
Domestic sales	45,509	21,457	26,105
International sales	7,267	8,034	9,290
Total Sierra	<u>52,776</u>	<u>29,491</u>	<u>35,395</u>
Total sales to external customers	<u>224,007</u>	<u>229,437</u>	<u>212,141</u>
Segment operating income:			
Black Diamond	5,933	15,553	11,102
Sierra	12,924	4,008	5,808
Total segment operating income	<u>18,857</u>	<u>19,561</u>	<u>16,910</u>
Restructuring charge	-	(13)	(137)
Transaction costs	(2,433)	(166)	(503)
Corporate and other expenses	(11,578)	(8,043)	(8,458)
Interest expense, net	(1,261)	(1,358)	(1,339)
Income before income tax	<u>\$ 3,585</u>	<u>\$ 9,981</u>	<u>\$ 6,473</u>

There were no intercompany sales between the Black Diamond and Sierra segments for the periods presented. Restructuring charges for the periods presented relate to the Black Diamond segment.

Total assets by segment, as of December 31, 2020 and 2019, were as follows:

	December 31,	
	2020	2019
Black Diamond	\$ 141,746	\$ 147,261
Sierra	113,430	72,104
Corporate	25,515	10,900
	<u>\$ 280,691</u>	<u>\$ 230,265</u>

Capital expenditures, depreciation and amortization by segment is as follows.

	Year Ended December 31,		
	2020	2019	2018
Capital expenditures:			
Black Diamond	\$ 3,376	\$ 2,636	\$ 2,560
Sierra	2,035	1,480	805
Total capital expenditures	<u>\$ 5,411</u>	<u>\$ 4,116</u>	<u>\$ 3,365</u>
Depreciation:			
Black Diamond	\$ 2,782	\$ 2,645	\$ 2,469
Sierra	2,019	1,905	1,954
Total depreciation	<u>\$ 4,801</u>	<u>\$ 4,550</u>	<u>\$ 4,423</u>
Amortization:			
Black Diamond	\$ 1,061	\$ 1,111	\$ 1,099
Sierra	3,009	2,441	2,774
Total amortization	<u>\$ 4,070</u>	<u>\$ 3,552</u>	<u>\$ 3,873</u>

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

NOTE 17. LEASES

The Company has entered into leases for certain facilities, vehicles and other equipment. Our operating leases have remaining contractual terms of up to nine years, some of which include options to extend the leases for up to ten years. Our operating lease costs are primarily related to facility leases for inventory warehousing, administration offices and vehicles. The Company's finance leases are immaterial.

Operating lease ROU assets and liabilities as of December 31, 2020 and 2019, were as follows:

	Balance Sheet Classification	December 31, 2020	December 31, 2019
Assets			
Operating lease ROU assets	Other long-term assets	\$ 5,334	\$ 1,200
Liabilities			
Current operating lease liabilities	Accounts payable and accrued liabilities	\$ 973	\$ 681
Noncurrent operating lease liabilities	Other long-term liabilities	\$ 4,414	\$ 500

Operating lease costs were as follows:

	Affected line item in the Consolidated Statements of Comprehensive Income	Year Ended December 31, 2020	December 31, 2019
Lease costs	Cost of goods sold, Selling, general and administrative	\$ 940	\$ 750
Variable lease costs	Cost of goods sold, Selling, general and administrative	194	208
Short-term lease costs	Cost of goods sold, Selling, general and administrative	189	228
		<u>\$ 1,323</u>	<u>\$ 1,186</u>

The maturity of operating lease liabilities as of December 31, 2020 are as follows:

Years Ending December 31,	Operating Lease Payments
2021	\$ 1,067
2022	814
2023	732
2024	586
2025 and thereafter	<u>2,618</u>
Total future lease payments	5,817
Less: amount representing interest	<u>(430)</u>
Present value of future lease payments	5,387
Less: current lease obligations	<u>(973)</u>
Long-term lease obligations	<u>\$ 4,414</u>

As of December 31, 2020, our operating leases have a weighted-average remaining lease term of 4.32 years and a weighted-average discount rate of 2.24%. Total rent expense of the Company for the year ended December 31, 2018 was \$838, as determined prior to the adoption of ASC 842.

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

NOTE 18. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2020, the Company entered into a Securities Purchase Agreement (the “Purchase Agreement”) with three existing stockholders of the Company. Pursuant to the Purchase Agreement, the Company sold its common stock in a registered direct offering (the “Offering”). Upon the Company’s closing of the Offering, the Company paid a fee in the amount of \$250 to Kanders & Company, Inc. (“Kanders & Company”), which were deducted from the net proceeds, in consideration of the significant support received by the Company from Kanders & Company in sourcing, structuring, and negotiating the Offering. Mr. Warren B. Kanders, the Company’s Executive Chairman of the Board of Directors is a member of the Board of Directors and sole stockholder of Kanders & Company.

Upon the Company’s acquisition of Barnes, on October 2, 2020, the Company paid a fee in the amount of \$500 to Kanders & Company, which is included in transaction costs, in consideration of the significant support received by the Company from Kanders & Company in sourcing, structuring, performing due diligence and negotiating the acquisition of Barnes.

SUPPLEMENTARY DATA – QUARTERLY FINANCIAL DATA (Unaudited)

The following table sets forth selected quarterly data for the years ended December 31, 2020 and 2019. The operating results are not indicative of results for any future period.

	Year Ended December 31, 2020			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(in thousands, except per share amounts)			
Net sales	\$ 53,555	\$ 30,014	\$ 64,491	\$ 75,947
Gross profit	18,512	10,636	21,669	26,978
Operating income (loss)	892	(4,037)	1,555	5,524
Net income (loss)	36	(2,743)	1,183	7,069
Net income (loss) per share:				
Basic	\$ 0.00	\$ (0.09)	\$ 0.04	\$ 0.23
Diluted	0.00	(0.09)	0.04	0.22

	Year Ended December 31, 2019			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(in thousands, except per share amounts)			
Net sales	\$ 61,218	\$ 46,994	\$ 60,203	\$ 61,022
Gross profit	22,056	15,992	20,557	21,686
Operating income (loss)	4,417	(1,241)	4,077	4,179
Net income (loss)	3,787	(694)	3,492	12,387
Net income (loss) per share:				
Basic	\$ 0.13	\$ (0.02)	\$ 0.12	\$ 0.42
Diluted	0.12	(0.02)	0.11	0.40

Basic and diluted net income (loss) per share are computed independently for each of the quarters presented. Therefore, the sum of the quarterly amounts may not equal the total computed for the year.

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 Executive Chairman 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, 2020, 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 Executive Chairman and Chief Financial Officer concluded that the Company's disclosure controls and procedures as of December 31, 2020, 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, 2020. 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 (2013)*.

The Company acquired certain assets and liabilities constituting the Barnes business ("Barnes") on October 2, 2020. Management excluded Barnes from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2020. Barnes' financial statements constitute 14% of total assets and 3% of total sales of the consolidated financial statement amounts as of and for the year ended December 31, 2020.

Based on our assessment and those criteria, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2020. The Company's independent registered public accounting firm, Deloitte & Touche LLP, has issued an audit report on the Company's internal control over financial reporting, which is included herein.

Changes in Internal Control Over Financial Reporting

On October 2, 2020, the Company acquired Barnes. Because Barnes utilizes separate information and accounting systems, the Company has implemented internal controls over financial reporting for acquisition-related accounting and disclosures. The acquisition of Barnes represents a material change in internal control over financial reporting since management's last assessment of the Company's internal control over financial reporting, which was completed as of December 31, 2019.

CLARUS CORPORATION

The Company's management is reviewing and evaluating its internal control procedures and the design of those control procedures related to the Barnes' acquisition and evaluating when it will complete an evaluation and review of Barnes' internal controls over financial reporting.

Except as described above, there has been no change in our internal control over financial reporting that occurred during our fiscal quarter ended December 31, 2020, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

CLARUS CORPORATION

Report of Independent Registered Public Accounting Firm

To the stockholders and the Board of Directors of Clarus Corporation:

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Clarus Corporation and subsidiaries (the “Company”) as of December 31, 2020, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2020, of the Company and our report dated March 8, 2021, expressed an unqualified opinion on those financial statements.

As described in Management’s Report on Internal Control Over Financial Reporting, management excluded from its assessment the internal control over financial reporting at Barnes, which was acquired on October 2, 2020, and whose financial statements constitute 14% of total assets and 3% of total sales of the consolidated financial statement amounts as of and for the year ended December 31, 2020. Accordingly, our audit did not include the internal control over financial reporting at Barnes.

Basis for Opinion

The Company’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 are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. 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, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

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.

/s/ Deloitte & Touche LLP

Salt Lake City, Utah

March 8, 2021

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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 business conduct and ethics may be accessed at www.claruscorp.com, our Internet website, at the tab “Governance” under the section called “Governance Documents.” The Company intends to disclose future amendments to, or waivers from, certain provisions of its code of business conduct and 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 2021 Annual Meeting of Stockholders, is incorporated herein by reference. The Company intends to file its Proxy Statement with the Securities Exchange Commission (the “SEC”) not later than 120 days after December 31, 2020.

ITEM 11. EXECUTIVE COMPENSATION

The information set forth under the caption “Executive Compensation” in our Proxy Statement used in connection with our 2021 Annual Meeting of Stockholders, is incorporated herein by reference. The Company intends to file its Proxy Statement with the SEC not later than 120 days after December 31, 2020.

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 2021 Annual Meeting of Stockholders, is incorporated herein by reference. The Company intends to file its Proxy Statement with the SEC not later than 120 days after December 31, 2020.

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 2021 Annual Meeting of Stockholders, is incorporated herein by reference. The Company intends to file its Proxy Statement with the SEC not later than 120 days after December 31, 2020.

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 2021 Annual Meeting of Stockholders, is incorporated herein by reference. The Company intends to file its Proxy Statement with the SEC not later than 120 days after December 31, 2020.

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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 the Company 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 Purchase and Sale Agreement by and among Everest/Sapphire Acquisition, LLC Sierra Bullets L.L.C., BHH Management, Inc. and Lumber Management, Inc., dated as of August 21, 2017 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on August 25, 2017 and incorporated herein by reference).
- 2.2 Stock Purchase Agreement dated March 10, 2020, by and among Everest/Sapphire Acquisition, LLC, the Company, S.K.B. Corporation, David Sanderson and Steven Kottman (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on March 13, 2020 and incorporated herein by reference).
- 2.3 Letter Agreement dated April 30, 2020, by and among Everest/Sapphire Acquisition, LLC, the Company, S.K.B. Corporation, David Sanderson, Steven Kottman and Steven Kottman, as Sellers' Representative (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on May 1, 2020 and incorporated herein by reference).
- 2.4 Asset Purchase Agreement dated September 30, 2020, by and among Sierra Bullets, L.L.C., as Buyer, and Remington Outdoor Company, Inc., certain of its subsidiaries, as Seller (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on October 2, 2020 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 SEC 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 SEC 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 SEC on January 24, 2011 and incorporated herein by reference).
- 3.4 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 SEC on August 14, 2017 and incorporated herein by reference).
- 3.5 Amended and Restated Bylaws of the Company (filed as Appendix D to the Company's Definitive Proxy Statement, filed with the SEC on November 6, 2002 and incorporated herein by reference).
- 3.6 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 SEC on March 31, 2003).
- 3.7 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 SEC on June 4, 2010 and incorporated herein by reference).
- 3.8 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 SEC on August 9, 2010 and incorporated herein by reference).
- 3.9 Amendment No. 4 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 SEC on June 9, 2016 and incorporated herein by reference).
- 3.10 Amendment No. 5 to the Amended and Restated By-Laws of the Company (filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 7, 2017 and incorporated herein by reference).
- 3.11 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 SEC 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, 3.8, 3.9, 3.10 and 3.11 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 the Company and American Stock Transfer & Trust Company (filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, filed with the SEC 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 SEC 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 SEC on December 23, 2002 and incorporated herein by reference).

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Exhibit

Number Exhibit

- 10.2 Employment Agreement between the Company and Warren B. Kanders, dated as of June 1, 2017 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 6, 2017 and incorporated herein by reference). +
- 10.3 Employment Agreement, dated as of August 27, 2020, between the Company and Aaron Kuehne (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on September 1, 2020 and incorporated herein by reference).+
- 10.4 Employment Agreement between the Company and John Walbrecht, dated as of January 1, 2021 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 6, 2021 and incorporated herein by reference). +
- 10.5 Company's 2005 Stock Incentive Plan (filed as Appendix A of the Company's Definitive Proxy Statement, filed with the SEC on May 2, 2005 and incorporated herein by reference). +
- 10.6 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 SEC on September 7, 2010 and incorporated herein by reference). +
- 10.7 Company's 2015 Stock Incentive Plan (filed as Appendix A to the Company's Proxy Statement, filed with the SEC on November 9, 2015 and incorporated herein by reference). +
- 10.8 Form of Stock Option Agreement for the Company's 2015 Stock Incentive Plan (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on December 17, 2015 and incorporated herein by reference). +
- 10.9 Form of Stock Award Agreement for the Company's 2015 Stock Incentive Plan (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the SEC on December 17, 2015 and incorporated herein by reference). +
- 10.10 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 SEC on June 4, 2010 and incorporated herein by reference).
- 10.11 Credit Agreement, effective as of May 3, 2019, by and among the Company, Black Diamond Retail, Inc., Black Diamond Retail – Alaska, LLC, Sierra Bullets, L.L.C., SKINourishment, LLC, the other loan parties party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the other lenders from time to time party thereto (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on May 6, 2019 and incorporated herein by reference).
- 10.12 Pledge and Security Agreement, effective as of May 3, 2019, by and among the Company, Black Diamond Equipment, Ltd., Black Diamond Retail, Inc., Sierra Bullets, L.L.C., Everest/Sapphire Acquisition, LLC, BD European Holdings, LLC, SKINourishment, LLC, Black Diamond Retail – Alaska, LLC, the other grantors party thereto, and JPMorgan Chase Bank, N.A. (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on May 6, 2019 and incorporated herein by reference).
- 10.13 Amendment No. 2 to Credit Agreement dated as of November 12, 2020, by and among the Company, Black Diamond Retail, Inc., Black Diamond Retail – Alaska, LLC, Sierra Bullets, L.L.C., SKINourishment, LLC, Black Diamond Retail – Colorado, LLC, Black Diamond Retail – Montana, LLC, Barnes Bullets – Mona, LLC, the other loan parties party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the other lenders from time to time party thereto (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on November 17, 2020 and incorporated herein by reference)..
- 10.14 Letter to Kennedy Capital Management, Inc. dated September 18, 2017 (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on September 22, 2017 and incorporated herein by reference).
- 10.15 Letter to Greenhouse Funds LLLP dated November 7, 2017 (filed as Exhibit 99.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2017 and incorporated herein by reference).
- 10.16 Letter to Brown Advisory Incorporated dated September 25, 2020 (filed as Exhibit 99.2 to the Company's Current Report on Form 8-K filed with the SEC on September 29, 2020 and incorporated herein by reference).
- 10.17 Letter to ArrowMark Colorado Holdings, LLC dated January 25, 2019 (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on January 31, 2019 and incorporated herein by reference).
- 10.18 Letter to TT Investimentos Ltda. dated March 23, 2020 (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on March 24, 2020 and incorporated herein by reference).
- 10.19 Securities Purchase Agreement, September 25, 2020, by and between the Company and the Purchasers thereto (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on September 29, 2020 and incorporated herein by reference).

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21.1	<u>Subsidiaries of the Company.</u> **
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u> **
31.1	<u>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.</u> **
31.2	<u>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.</u> **
32.1	<u>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.</u> ***
32.2	<u>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.</u> ***
101.INS	<u>XBRL Instance Document.</u> **
101.SCH	<u>XBRL Taxonomy Extension Schema Document.</u> **
101.CAL	<u>XBRL Taxonomy Extension Calculation Linkbase Document.</u> **
101.LAB	<u>XBRL Taxonomy Extension Label Linkbase Document.</u> **
101.PRE	<u>XBRL Taxonomy Extension Presentation Linkbase Document.</u> **
+	Management contract or compensatory plan or arrangement.
**	Filed herewith
***	Furnished herewith

CLARUS CORPORATION

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.

CLARUS CORPORATION

Date: March 8, 2021

By: /s/ Aaron J. Kuehne

Aaron J. Kuehne

Executive Vice President and

Chief Financial Officer

(Principal Financial Officer and

Principal Accounting Officer)

<u>Name</u>
<u>/s/ Warren B. Kanders</u> Warren B. Kanders
<u>/s/ Aaron J. Kuehne</u> Aaron J. Kuehne
<u>/s/ Donald L. House</u> Donald L. House
<u>/s/ Nicholas Sokolow</u> Nicholas Sokolow
<u>/s/ Michael A. Henning</u> Michael A. Henning

<u>Title</u>
Executive Chairman and Director (Principal Executive Officer)
Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
Director
Director
Director

SUBSIDIARIES OF CLARUS CORPORATION

The following are subsidiaries of Clarus Corporation as of December 31, 2020 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 Retail – Alaska, LLC	Delaware
Black Diamond Retail – Colorado, LLC	Delaware
Black Diamond Retail – Montana, LLC	Delaware
Black Diamond Equipment Europe GmbH	Austria
Black Diamond Equipment Retail GmbH	Austria
BD European Holdings, LLC	Delaware
Black Diamond Austria GmbH	Austria
PIEPS GmbH	Austria
SKINourishment, LLC	Delaware
Sierra Bullets, L.L.C.	Delaware
Barnes Bullets – Mona, LLC	Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-218754 on Form S-8 of our reports dated March 8, 2021, relating to the financial statements of Clarus Corporation and the effectiveness of Clarus Corporation's internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ Deloitte & Touche LLP

Salt Lake City, Utah
March 8, 2021

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Warren B. Kanders, certify that:

1. I have reviewed this annual report on Form 10-K of Clarus Corporation;

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 8, 2021

By: /s/ Warren B. Kanders

Name: Warren B. Kanders

Title: Executive Chairman

(Principal Executive Officer)

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Aaron J. Kuehne certify that:

1. I have reviewed this annual report on Form 10-K of Clarus Corporation;

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 8, 2021

By: /s/ Aaron J. Kuehne

Name: Aaron J. Kuehne

Title: Executive Vice President and
Chief Financial Officer

(Principal Financial Officer)

**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, Warren B. Kanders, 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 Clarus Corporation on Form 10-K for the year ended December 31, 2020, 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 Clarus Corporation.

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

Date: March 8, 2021

By: /s/ Warren B. Kanders

Name: Warren B. Kanders

Title: Executive Chairman

(Principal Executive Officer)

**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 J. 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 Clarus Corporation on Form 10-K for the year ended December 31, 2020 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 Clarus Corporation.

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

Date: March 8, 2021

By: /s/ Aaron J. Kuehne

Name: Aaron J. Kuehne

*Title: Executive Vice President and
Chief Financial Officer*

(Principal Financial Officer)

**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, 2020

**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**

CLARUS CORPORATION

(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	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$.0001 per share	CLAR	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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES NO

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

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

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C.7262(b)) by the registered public accounting firm that prepared or issued its audit report. x

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, 2020 was approximately \$266.4 million based on \$11.56 per share, the closing price of the common stock as quoted on the NASDAQ Global Select Market.

As of April 2, 2021, there were 31,314,181 shares of common stock, par value \$0.0001, outstanding.

EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K (this “Amendment”) amends the Annual Report on Form 10-K for the fiscal year ended December 31, 2020 (the “2020 Form 10-K”) originally filed on March 8, 2021 (the “Original Filing”) by Clarus Corporation, a Delaware corporation (which may be referred to as the “Company,” “Clarus,” “we,” “our” or “us”). We are filing this Amendment to present the information required by Part III of Form 10-K.

Except as described above, no other changes have been made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing, and we have not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the Original Filing.

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CLARUS CORPORATION

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Clarus' directors and executive officers and their ages as of April 2, 2021 are as follows:

Name	Age	Position
Executive Officers		
Warren B. Kanders	63	Executive Chairman of the Board of Directors
John C. Walbrecht	53	President
Aaron J. Kuehne	42	Executive Vice President, Chief Financial Officer, Secretary and Treasurer
Non-Employee Directors		
Donald L. House ⁽¹⁾⁽²⁾⁽³⁾	79	Director
Nicholas Sokolow ⁽¹⁾⁽²⁾⁽³⁾	71	Director
Michael A. Henning ⁽¹⁾	80	Director

- (1) Member of the audit committee.
- (2) Member of the compensation committee.
- (3) Member of the nominating and corporate governance committee.

Executive Officers

Warren B. Kanders, 63, 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. 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.

John C. Walbrecht, 53, has served as the President of the Company since October 2017, and President of BDEL since October 2016. Before joining the Company, Mr. Walbrecht served as the President of Mountain Hardwear from March 2016 to October 2016. Prior to Mountain Hardwear, Mr. Walbrecht served as the President and Chief Executive Officer of Fenix Outdoors NA from January 2012 until March 2016. Mr. Walbrecht has also served in various senior roles with Brandbase, Spyder, Dr. Martens/Airwair, and Timberland. Mr. Walbrecht holds a Master of Business Administration and a Bachelor of Science in Economics from Brigham Young University, a Bachelor of Arts in Marketing from the University of Maryland and understudies in International Trade and Finance at Cambridge University - Trinity College.

Aaron J. Kuehne, 42, has served as our Chief Financial Officer, Secretary and Treasurer, since 2013 and as our Executive Vice President since March 2021. Mr. Kuehne previously served as the Company's Chief Administrative Officer, 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. He has also been a Certified Public Accountant since 2005.

Non-Employee Directors

Donald L. House, 79, 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 is currently a private investor, and in the past, he has served on a number of Boards of Directors of public and private companies, including a position as a member of the Board of Directors of Carreker Corporation from May 1998 until March 2007, and as Chairman of Version One, Inc. from January 2003 until August 2017. 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, 71, has served as one of our directors since June 2002, and has been designated as the “lead independent director” of the Company’s Board of Directors since June 2016. 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. From 2007 until December 31, 2014, Mr. Sokolow practiced 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. Mr. Sokolow is also an honorary member of the French Bar. 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, 80, 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 Acquisition Corp. from May 2007 until September 2009. From 2000 to May 2015, Mr. Henning had served as the Chairman of the Audit Committee and member of the Compensation Committee, and had 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. From December 2002 to May 2017, Mr. Henning served on the Board of Directors of Omnicom Group Inc., a NYSE-listed global communications company, where he also served on the Audit Committee and the Compensation Committee. From 2007 to May 2017, Mr. Henning served on the Board of Directors of Landstar System, Inc., a NASDAQ-listed transportation and logistics services company, and served on committees such as the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. 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.

Code of Ethics

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 business conduct and ethics may be accessed at www.claruscorp.com, under the tab “Governance Documents” within the section called “Governance.” In addition, you may request a copy of any such materials, without charge, by submitting a written request to: Clarus Corporation, Attention: Secretary, 2084 East 3900 South, Salt Lake City, UT 84124. The Company intends to disclose future amendments to, or waivers from, certain provisions of its code of business conduct and ethics, if any, on the above website within five business days following the date of such amendment or waiver.

Audit Committee

The Audit Committee is responsible for the oversight and evaluation of (i) the qualifications, independence and performance of our independent registered public accounting firm (“independent auditors”); (ii) the performance of our internal audit function; and (iii) the quality and integrity of our financial statements and the effectiveness of our internal control over financial reporting. In addition, the Audit Committee recommends to the Board of Directors the appointment of independent auditors and analyzes the reports and recommendations of such auditors. The Audit Committee also assesses major risk factors relating to the Company and its performance, and reviews measures to address and mitigate financial, legal and operational risks. The committee also prepares the Audit Committee report required by the rules of the U.S. Securities and Exchange Commission (the “SEC”).

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 Clarus 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).

ITEM 11. EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview

The Compensation Committee assists the independent members of the Board of Directors in establishing a compensation package for Clarus' Executive Chairman and assists the Board of Directors in establishing compensation packages for Clarus' other Named Executive Officers, its key employees and non-employee directors as well as administering Clarus' 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 2015 Stock Incentive Plan and otherwise, 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 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 two 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 Internal Revenue Code of 1986, as amended (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.claruscorp.com, under the tab "Governance Documents" within the section called "Governance."

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 generally the Compensation Committee's responsibility to determine the performance goals for the performance-based compensation payable to our Named Executive Officers, 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 compensation of the President and Chief Financial Officer and, either alone or with the other independent members of our Board of Directors, determine and approve the compensation of our Executive Chairman.

In determining the compensation packages for our 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 2020, 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, 2020, 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 (except in the case of his own 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. The employment agreements of our Named Executive Officers are described below under the heading "Employment Agreements".

In 2020, the annual base salary for Mr. Kanders was established pursuant to his current employment agreement (the "Kanders Employment Agreement"), under which he was paid an annual base salary of \$350,000. On November 13, 2020, Mr. Kanders' annual base salary was increased to \$425,000 effective as of January 1, 2021. In establishing the salary of Mr. Kanders, the Compensation Committee considered his extensive investment, capital raising, acquisition and operating expertise, as well as the responsibilities and duties required by his role as executive chairman of a public company. Mr. Kanders devotes only as much of his time as is necessary to the affairs of the Company and also serves in various capacities with other public and private entities, including not-for-profit entities.

In 2020, the annual base salary for Mr. Walbrecht was \$425,000. On January 1, 2021, the Company and Mr. Walbrecht entered into an employment agreement (the "Walbrecht Employment Agreement"), which provides for Mr. Walbrecht's employment as the Company's President for a term expiring on January 1, 2024, subject to certain termination rights, and an annual base salary of \$500,000, subject to annual review by the Company. In establishing Mr. Walbrecht's base salary, the Compensation Committee considered, among other things, the compensation for similar positions at similarly-situated companies, as well as the responsibilities and duties required by his role as president of a public company.

In 2020, the annual base salary for Mr. Kuehne was \$350,000. On August 27, 2020 the Company and Mr. Kuehne entered into an employment agreement (the "Kuehne Employment Agreement"), which provides for Mr. Kuehne's employment as the Company's Chief Administrative Officer, Chief Financial Officer, Secretary and Treasurer for a term expiring on August 27, 2023, subject to certain termination rights, and an annual base salary of \$350,000, subject to annual review by the Company. On November 13, 2020, Mr. Kuehne's annual base salary was increased to \$425,000 effective as of January 1, 2021. 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 responsibilities and duties required by his role as chief financial officer of a public company. In March 2021, Mr. Kuehne was appointed to also serve as the Company's Executive Vice President and ceased serving as the Company's Chief Administrative Officer.

Performance-Based Annual Bonus. With regard to the performance-based compensation of any Named Executive Officer, the Compensation Committee generally 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 Clarus, 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 President a discretionary cash bonus for the performance of his services in 2020, pursuant to which he was paid \$212,500. In determining to award a discretionary cash bonus

to our President, the Compensation Committee took into account, among other things, his contributions to the Company's financial results for the year ended December 31, 2020.

The Compensation Committee and the Board of Directors also determined to award our Executive Vice President and Chief Financial Officer a discretionary cash bonus for the performance of his services in 2020, pursuant to which he was paid \$175,000. In determining to award a discretionary cash bonus to our Executive Vice President and Chief Financial Officer, the Compensation Committee took into account, among other things, his contributions to the Company's financial results for the year ended December 31, 2020.

Base salary, incentive compensation and the amount of discretionary bonus (total cash compensation) earned in 2020 by the Named Executive Officers are reflected in the "Salary," and "Bonus," columns in the Summary Compensation Table set forth on page 7 of this Amendment.

Equity-Based Compensation

2005 Stock Incentive Plan and 2015 Stock Incentive Plan

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 2020, the Company maintained the 2005 Stock Incentive Plan and the 2015 Stock Incentive Plan (collectively, the "Incentive Plans") to incentivize executive officers and other key employees. The Incentive Plans are 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 Incentive 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 Incentive Plans 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 Incentive Plans.

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 the Incentive Plans, 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.

The Company's 2005 Stock Incentive Plan expired in accordance with its terms in June 2015 and any shares of common stock then remaining available for grant under the 2005 Stock Incentive Plan have been canceled. However, at December 31, 2020, 253,500 shares of common stock subject to outstanding awards granted under the 2005 Stock Incentive Plan prior to the expiration of the 2005 Stock Incentive Plan will remain available for issuance in accordance with their terms.

On September 14, 2020, the Company issued and granted a stock award to Mr. Kanders consisting of 244,003 shares of common stock under the 2015 Stock Incentive Plan that were fully vested as of the date of grant. The grant was issued to replace the value of the 800,000 vested options originally granted to Mr. Kanders in December 2002, of which 400,000 options had an exercise price of \$7.50 per share and 400,000 options had an exercise price of \$10.00 per share, all of which expired in accordance with their terms without being exercised.

On December 2, 2020, the Company issued and granted a stock option award to Mr. Kanders consisting of options to purchase 255,997 shares of common stock pursuant to the Company's 2015 Stock Incentive Plan, having an exercise price of \$14.39 per share, and vesting over a period of three years, with 85,331 options vesting and become exercisable on December 2, 2021 and 85,333 options vesting and becoming exercisable on each of December 2, 2022 and December 2, 2023. In granting this stock option award to Mr. Kanders, the Company's Compensation Committee considered, among other things, the leadership Mr. Kanders provided guiding the Company in 2020 through a challenging environment amidst the COVID-19 global pandemic. The Compensation Committee also took into account that the sole grant received by Mr. Kanders during 2020 was the grant of a stock award of 244,003 shares of common stock to compensate Mr. Kanders for the value of his vested and lapsed stock options to purchase an aggregate of 800,000 shares of the Company's common stock.

Under the terms of the Kuehne Employment Agreement, on August 27, 2020, the Company issued and granted to Mr. Kuehne an option to purchase 300,000 shares of the Company's common stock pursuant to the Company's 2015 Stock Incentive Plan, having an exercise price of \$15.00 per share, of which 100,000 shares of common stock will vest and become exercisable on each of August 27, 2021, August 27, 2022 and August 27, 2023. Also under the terms of the Kuehne Employment Agreement, on August 27, 2020, the Company issued and granted to Mr. Kuehne a restricted stock award of 100,000 restricted shares of the Company's common stock pursuant to the 2015 Stock Incentive Plan, all of which will vest if, on or before August 27, 2023, the closing share price of the Company's common stock shall have equaled or exceeded \$15.00 per share for twenty consecutive trading days.

Equity based compensation earned in 2020 by the Named Executive Officers are reflected in the "Stock Awards," and "Option Awards," columns in the Summary Compensation Table set forth on page 7 of this Amendment.

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 7 of this Amendment.

Accounting and Tax Considerations

Section 162(m) of the Code generally disallows a tax deduction to public corporations for compensation over \$1,000,000 paid for any fiscal year to an individual who was a Named Executive Officer. Under the rules in effect before 2018, compensation that qualified as "performance-based" under Section 162(m) of the Code was deductible without regard to this \$1 million limit. The Tax Cuts and Jobs Act of 2017, which became effective on January 1, 2018, eliminated the performance-based compensation exception under Section 162(m) of the Code, subject to a rule that "grandfathers" certain arrangements and awards in effect on or prior to November 2, 2017. As a result, compensation that we structured in prior years with the intent of utilizing the deduction for performance-based compensation under Section 162(m) may not be fully deductible if it is paid on or after January 1, 2018, dependent upon the applicability of the 162(m) grandfathering rules.

While the Tax Cuts and Jobs Act of 2017 will limit the deductibility of compensation paid to our Named Executive Officers, our Compensation Committee and Board of Directors will continue to design compensation programs that are in the best long-term interests of the Company and our shareholders, with deductibility of compensation being one of a variety of considerations taken into account.

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

Termination, 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 assists the Board of Directors in determining the total compensation of our Executive Chairman, President 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, 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 Amendment 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 Amendment 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, 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 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 Executive Chairman	2020	352,692	500	3,313,561	1,437,065	-	-	63,434 ⁽³⁾	5,167,252
	2019	351,346	500	2,630,770	769,125	-	-	58,395	3,810,136
	2018	351,346	500	-	1,546,950	-	-	58,576	1,957,372
John C. Walbrecht President	2020	428,269	212,500	-	-	-	-	27,745 ⁽⁴⁾	668,514
	2019	426,635	212,500	1,122,292	-	-	-	18,659	1,780,086
	2018	426,635	213,000	-	1,386,500	-	-	26,197	2,052,332
Aaron J. Kuehne Chief Financial Officer, Executive Vice President Treasurer	2020	352,692	175,000	990,754	1,297,620	-	-	26,362 ⁽⁵⁾	2,842,428
	2019	351,346	175,000	-	-	-	-	26,002	552,348
	2018	351,346	175,500	-	1,546,950	-	-	24,372	2,098,168

(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 the footnote titled "Stock-Based Compensation Plan" in the financial statements contained in the Annual Reports on Form 10-K for the years ended December 31, 2020, December 31, 2019 and December 31, 2018.

(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 the footnote titled "Stock-Based Compensation Plan" in the financial statements contained in the Annual Reports on Form 10-K for the years ended December 31, 2020, December 31, 2019 and December 31, 2018.

(3) “All Other Compensation” amount for Mr. Kanders in 2020 consists of the following items: health, short-term and long-term disability, and AD&D, \$55,661; and life insurance, \$7,773.

(4) “All Other Compensation” amount for Mr. Walbrecht in 2020 consists of the following items: 401(k) matching contributions, \$6,498; wellness time conversion, \$8,173; health, short-term and long-term disability, \$12,024; and life insurance and AD&D, \$1,050.

(5) “All Other Compensation” amount for Mr. Kuehne in 2020 consists of the following items: 401(k) matching contributions, \$5,351; wellness time conversion, \$6,731; health, short-term and long-term disability, \$13,620; and life insurance and AD&D, \$660.

Grants of Plan-Based Awards

The following table sets forth information concerning grants of plan-based awards in fiscal year 2020 to our Named Executive Officers.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)				
Aaron J. Kuehne	8/27/20	-	-	-	-	-	-	100,000 ⁽¹⁾	-	-	\$990,754
Aaron J. Kuehne	8/27/20	-	-	-	-	-	-	-	300,000 ⁽²⁾	\$15.00	\$1,297,620
Warren B. Kanders	9/14/20	-	-	-	-	-	-	244,003 ⁽¹⁾	-	-	\$3,313,561
Warren B. Kanders	12/2/20	-	-	-	-	-	-	-	255,997 ⁽²⁾	\$14.39	\$1,437,065

(1) Restricted stock award granted pursuant to the Company’s 2015 Stock Incentive Plan.

(2) Stock option award granted pursuant to the Company’s 2015 Stock Incentive Plan.

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, 2020:

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 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	300,000 ⁽¹⁾	200,000 ⁽¹⁾	-	6.80	3/9/28	-	-	-	-
	-	-	-	-	-	350,000 ⁽²⁾	5,390,000	-	-
	50,000 ⁽³⁾	100,000 ⁽³⁾	-	13.21	6/5/29	-	-	-	-
	-	255,997 ⁽⁴⁾	-	14.39	12/2/30	-	-	-	-
John C. Walbrecht	300,000 ⁽⁵⁾	200,000 ⁽⁵⁾	-	6.80	3/9/28	-	-	-	-
	-	-	-	-	-	150,000 ⁽⁶⁾	2,310,000	-	-
Aaron J. Kuehne	25,000 ⁽⁷⁾	-	-	10.40	11/7/23	-	-	-	-
	7,500 ⁽⁸⁾	-	-	8.20	1/1/23	-	-	-	-
	55,000 ⁽⁹⁾	-	-	4.63	12/16/25	-	-	-	-
	-	-	-	-	-	100,000 ⁽¹⁰⁾	1,540,000	-	-
	125,000 ⁽¹¹⁾	-	-	4.38	7/1/26	-	-	-	-
	50,000 ⁽¹²⁾	-	-	6.15	8/21/27	-	-	-	-
	300,000 ⁽¹³⁾	200,000 ⁽¹³⁾	-	6.80	3/9/28	-	-	-	-
	-	300,000 ⁽¹⁴⁾	-	15.00	8/27/30	-	-	-	-

- (1) Stock option award granted pursuant to the Company's 2015 Stock Incentive Plan. Options to purchase 100,000 shares of common stock vested and became exercisable on each of December 31, 2018, December 31, 2019, and December 31, 2020, respectively, and options to purchase 100,000 shares of common stock shall vest and become exercisable on each of December 31, 2021 and December 31, 2022, respectively.
- (2) Restricted stock award granted under the Company's 2015 Stock Incentive Plan on January 7, 2019, that will vest as follows: (A) the stock award will vest and become nonforfeitable if, on or before January 7, 2024, the closing price of the Company's common stock shall have equaled or exceeded \$15.00 per share for twenty consecutive trading days (such 20th day being the "Price Trigger Date"); and (B) once the Price Trigger Date occurs, (i) 116,667 shares of the Company's common stock shall vest on each of the first and second anniversaries of the Price Trigger Date, and (ii) 116,666 shares of the Company's common stock shall vest on the third anniversary of the Price Trigger Date.
- (3) Stock option award granted pursuant to the Company's 2015 Stock Incentive Plan. Options to purchase 50,000 shares of common stock vested and became exercisable on June 5, 2020 and options to purchase 50,000 shares of common stock shall vest and become exercisable on each of June 5, 2021 and June 5, 2022, respectively.
- (4) Stock option award granted pursuant to the Company's 2015 Stock Incentive Plan. Options to purchase 85,331 shares of common stock shall vest and become exercisable on December 2, 2021 and options to purchase 85,333 shares of common stock shall vest and become exercisable on each of December 2, 2022 and December 2, 2023, respectively.
- (5) Stock option award granted pursuant to the Company's 2015 Stock Incentive Plan. Options to purchase 100,000 shares of common stock vested and became exercisable on each of December 31, 2018, December 31, 2019 and December 31, 2020, respectively, and options to purchase 100,000 shares of common stock shall vest and become exercisable on each of December 31, 2021 and December 31, 2022, respectively.
- (6) Restricted stock award granted under the Company's 2015 Stock Incentive Plan on January 7, 2019, that will vest as follows: (A) the stock award will vest and become nonforfeitable if, on or before January 7, 2024, the closing price of the Company's common stock shall have equaled or exceeded \$15.00 per share for twenty consecutive trading days (such 20th day being the "Price Trigger Date"); and (B) once the Price Trigger Date occurs, (i) 37,500 shares of the Company's common stock shall vest on each of the first, second, third and fourth anniversaries of the Price Trigger Date.
- (7) Stock option award granted pursuant to the Company's 2005 Stock Incentive Plan. Options to purchase 25,000 shares of common stock were immediately exercisable on the date of the grant.

- (8) Stock option award granted pursuant to the Company's 2005 Stock Incentive Plan. Options to purchase 3,000 shares of common stock vested and became exercisable on December 31, 2015 and options to purchase 2,250 shares of common stock vested and became exercisable on each of December 31, 2016 and December 31, 2017, respectively.
- (9) Stock option award granted pursuant to the Company's 2015 Stock Incentive Plan. Options to purchase 22,000, 16,500 and 16,500 shares of common stock vested and became exercisable on each of December 31, 2017, 2018 and 2019, respectively.
- (10) Restricted stock award granted on August 27, 2020 under the Company's 2015 Stock Incentive Plan of which 100,000 restricted shares will vest and become nonforfeitable if, on or before August 27, 2023, the fair market value of the Company's common stock shall have equaled or exceeded \$15.00 per share for twenty consecutive trading days.
- (11) Stock option award granted pursuant to the Company's 2015 Stock Incentive Plan. Options to purchase 41,667, 41,667 and 41,666 shares of common stock vested and became exercisable on each of July 1, 2017, July 1, 2018 and July 1, 2019, respectively.
- (12) Stock option award granted pursuant to the Company's 2015 Stock Incentive Plan. Options to purchase 16,667, 16,667 and 16,666 shares of the common stock vested and became exercisable on each of December 31, 2017, 2018 and 2019, respectively.
- (13) Stock option award granted pursuant to the Company's 2015 Stock Incentive Plan. Options to purchase 100,000 shares of common stock vested and became exercisable on each of December 31, 2018, December 31, 2019 and December 31, 2020, respectively, and options to purchase 100,000 shares of common stock shall vest and become exercisable on each of December 31, 2021 and December 31, 2022, respectively.
- (14) Stock option award granted pursuant to the Company's 2015 Stock Incentive Plan. Options to purchase 100,000 shares of common stock shall vest and become exercisable on each of August 27, 2021, August 27, 2022 and August 27, 2023, respectively.

Option Exercises and Stock Vested During Fiscal 2020

The following table sets forth information concerning the vesting of stock option awards and vesting of stock awards in fiscal year 2020 to our Named Executive Officers.

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	-	-	244,003	3,313,561
Aaron J. Kuehne	12,500	86,125	-	-

Pension Benefits – Fiscal 2020

There were no pension benefits earned by our Named Executive Officers during the fiscal year ended December 31, 2020.

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-in-Control

The tables below reflect the amount of compensation payable to each of the current Named Executive Officers of the Company in the event of termination of such executive's employment. The amount of compensation payable to each current Named Executive Officer upon voluntary termination; retirement; involuntary not-for-cause termination; involuntary for cause termination; termination following a change-in-control; retention following a change-in-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, 2020. 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.

In the event that Mr. Kanders' employment is terminated by the Company without "cause" (as such term is defined in the Kanders Employment Agreement) or by Mr. Kanders for certain reasons set forth in the Kanders Employment Agreement, Mr. Kanders will be entitled to receive, among other things, an amount equal to five times his annual base salary in one lump sum payment, and in each case, any unvested stock options held by Mr. Kanders shall immediately vest and become exercisable and all unvested restricted stock awards held by Mr. Kanders shall immediately vest.

In the event that Mr. Walbrecht's or Mr. Kuehne's respective employment is terminated by the Company without "cause" (as defined in the Walbrecht Employment Agreement or the Kuehne Employment Agreement), the applicable executive will, subject to the provisions of his employment agreement, generally be entitled to receive an amount equal to one year of his base salary and reimbursement of any COBRA premium payments made by the applicable executive during such one-year period, in each case payable in accordance with the Company's normal payroll practices. In addition, all granted but unvested stock options and all unvested restricted stock will immediately vest.

Payments Made Upon Retirement

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

Payments Made Upon Permanent Disability or Death

In the event of Mr. Kanders' death, his designees would be entitled to \$200,000 from a Company group term life policy that is maintained for the benefit of all of the Company's employees. The Company also maintains term life insurance on Mr. Kanders in the amount of \$2,000,000 for the benefit of his designees. Additionally, in the event of his termination due to permanent disability or death, the Kanders Employment Agreement provides that all unvested stock options held by Mr. Kanders will immediately vest and become exercisable.

In the event of Mr. Walbrecht's or Mr. Kuehne's respective death, their respective beneficiary would be entitled to receive \$300,000 from a Company group term life policy that is maintained for the benefit of all of the Company's employees. Additionally, in the event of his termination due to permanent disability or death, their respective employment agreements provide that all unvested stock options and unvested restricted stock held by the applicable executive will immediately vest and become exercisable, as applicable.

Payments Made Upon a Change-in-Control

Pursuant to the terms of the Kanders Employment Agreement, in the event that Mr. Kanders' employment is terminated by Mr. Kanders upon a change-in-control, Mr. Kanders will be entitled to receive, among other things, an amount equal to five times his annual base salary in one lump sum payment, and any unvested stock options held by Mr. Kanders shall immediately vest and become exercisable and all unvested restricted stock awards held by Mr. Kanders shall immediately vest.

Pursuant to the terms of the Kanders Employment Agreement, a change-in-control is deemed to occur in the event that:

- the members of the Board of Directors as of June 1, 2017 cease to constitute a majority of the Board of Directors provided, however, that any individual becoming a director subsequent to such date 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 of Directors shall be considered as though such individual was a member of the Board of Directors as of such date;
- the Company shall have been sold by either (A) a sale of all or substantially all its assets, or (B) a merger or consolidation, other than any merger or consolidation pursuant to which the Company acquires another entity, or (C) a tender offer, whether solicited or unsolicited; or (iii) any party, other than the Company, is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of voting securities of the Company representing 50% or more of the total voting power of all the then-outstanding voting securities of the Company; or
- any party, other than the Company, is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of voting securities of the Company representing 50% or more of the total voting power of all the then-outstanding voting securities of the Company.

Pursuant to the terms of the Walbrecht Employment Agreement or the Kuehne Employment Agreement, upon the termination of employment by the applicable executive due to the occurrence of a change in control, such terminated executive will receive one year of annual salary in one lump sum, COBRA premium payments for one year, and all granted but unvested stock options held by the applicable executive will automatically vest and become exercisable and all unvested shares of restricted stock held by the applicable executive will automatically vest.

Pursuant to the Walbrecht Employment Agreement or the Kuehne Employment Agreement, a change-in-control is deemed to occur in the event that:

- the members of the Board of Directors as of the applicable effective date of such executive’s employment agreement cease to constitute a majority of the Board of Directors provided, however, that any individual becoming a director subsequent to the applicable effective date of such executive’s employment agreement, 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 the applicable effective date of such executive’s employment agreement;
- 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, permanent disability or death of Warren B. Kanders, the Company’s Executive Chairman, as well as a change-in-control of the Company, which includes payments payable pursuant to the terms of the Kanders Employment Agreement, which is discussed under the heading “Employment Agreements” in this Amendment.

Executive Benefits and Payments Upon Separation	Voluntary Termination on 12/31/20 (\$)	For Cause Termination on 12/31/20 (\$)	Without Cause Termination on 12/31/20 (\$)	Change-in-Control and Termination on 12/31/20 (\$)	Change-in-Control 12/31/20 (\$)	Disability on 12/31/20 (\$)	Death on 12/31/20 (\$)
Compensation							
Cash Severance – Salary	-	-	1,750,000 ⁽¹⁾	1,750,000 ⁽¹⁾	-	-	-
Stock Options	-	-	2,197,557 ⁽²⁾	2,197,557 ⁽²⁾	-	2,197,557 ⁽²⁾	2,197,557 ⁽²⁾
Restricted Stock	-	-	5,390,000 ⁽²⁾	5,390,000 ⁽²⁾	-	5,390,000 ⁽²⁾	5,390,000 ⁽²⁾
Benefits & Perquisites							
Life Insurance	-	-	-	-	-	-	2,200,000 ⁽³⁾
Disability Income	-	-	-	-	-	-	-
Total	-	-	9,337,557	9,337,557	-	7,587,557	9,787,557

- (1) Mr. Kanders would be entitled to receive an amount equal to five times his annual base salary of \$350,000 in one lump sum pursuant to the terms of the Kanders Employment Agreement, which is discussed under the heading “Employment Agreements” in this Amendment.
- (2) The unvested portion of an aggregate of options to purchase 555,997 shares of common stock would vest and become nonforfeitable, and 350,000 unvested shares of restricted common stock awarded to Mr. Kanders pursuant to the terms of a restricted stock agreement dated January 7, 2019 and under the terms of the Company’s 2015 Stock Incentive Plan would vest and become nonforfeitable. Valued using the December 31, 2020, market price of \$15.40 per share.
- (3) Upon Mr. Kanders’ death, his designees would be entitled to \$200,000 from a Company group term life policy that is maintained for the benefit of all of the Company’s employees. The Company also maintains term life insurance on Mr. Kanders in the amount of \$2,000,000 for the benefit of his designees.

John C. Walbrecht

The following table shows the potential payments upon termination, permanent disability or death of John C. Walbrecht, the Company’s President, as well as a change-in-control of the Company, which includes payments payable pursuant to the terms of the Walbrecht Employment Agreement, which is discussed under the heading “Employment Agreements” in this Amendment.

Executive Benefits and Payments Upon Separation	Voluntary Termination on 12/31/20 (\$)	For Cause Termination on 12/31/20 (\$)	Without Cause Termination on 12/31/20 (\$)	Change-in-Control and Termination on 12/31/20 (\$)	Change-in-Control 12/31/20 (\$)	Disability on 12/31/20 (\$)	Death on 12/31/20 (\$)
Compensation							
Cash Severance – Salary	-	-	425,000 ⁽¹⁾	425,000 ⁽¹⁾	-	-	-
Stock Options	-	-	1,720,000 ⁽²⁾	1,720,000 ⁽²⁾	-	1,720,000 ⁽²⁾	1,720,000 ⁽²⁾
Restricted Stock	-	-	2,310,000 ⁽²⁾	2,310,000 ⁽²⁾	-	2,310,000 ⁽²⁾	2,310,000 ⁽²⁾
Benefits & Perquisites							
Insurance & Life Insurance	-	-	18,060 ⁽³⁾	18,060 ⁽³⁾	-	-	300,000 ⁽⁴⁾
Disability Income	-	-	-	-	-	-	-
Total	-	-	4,473,060	4,473,060	-	4,030,000	4,330,000

- (1) Mr. Walbrecht would be entitled to receive one year of his annual base salary of \$425,000 in one lump sum pursuant to the terms of the Walbrecht Employment Agreement, which is discussed under the heading “Employment Agreements” in this Amendment.
- (2) The unvested portion of an aggregate of options to purchase 200,000 shares of common stock would vest and become nonforfeitable, and 150,000 unvested shares of restricted common stock awarded to Mr. Walbrecht pursuant to the terms of a restricted stock agreement dated January 7, 2019 and under the terms of the Company’s 2015 Stock Incentive Plan would vest and become nonforfeitable. Valued using the December 31, 2020, market price of \$15.40 per share.
- (3) Mr. Walbrecht will, subject to the provisions of the Walbrecht Employment Agreement, be entitled to receive reimbursement of any COBRA premium payments made by Mr. Walbrecht during a one-year period, in each case payable in accordance with the Company’s normal payroll practices. Calculated assuming that maximum reimbursements are provided.
- (4) Upon Mr. Walbrecht’s death, his beneficiary would be entitled to receive \$300,000 from a Company group term life policy that is maintained for the benefit of all of the Company’s employees.

Aaron J. Kuehne

The following table shows the potential payments upon termination, permanent disability or death of Aaron J. Kuehne, the Company’s Executive Vice President, Chief Financial Officer, Secretary and Treasurer, as well as a change-in-control of the Company, which includes payments payable pursuant to the terms of the Kuehne Employment Agreement, which is discussed under the heading “Employment Agreements” in this Amendment.

Executive Benefits and Payments Upon Separation	Voluntary Termination on 12/31/20 (\$)	For Cause Termination on 12/31/20 (\$)	Without Cause Termination on 12/31/20 (\$)	Change-in-Control and Termination on 12/31/20 (\$)	Change-in-Control 12/31/20 (\$)	Disability on 12/31/20 (\$)	Death on 12/31/20 (\$)
Compensation							
Cash Severance – Salary	-	-	350,000 ⁽¹⁾	350,000 ⁽¹⁾	-	-	-
Stock Options	-	-	1,840,000 ⁽²⁾	1,840,000 ⁽²⁾	-	1,840,000 ⁽²⁾	1,840,000 ⁽²⁾
Restricted Stock	-	-	1,540,000 ⁽²⁾	1,540,000 ⁽²⁾	-	1,540,000 ⁽²⁾	1,540,000 ⁽²⁾
Benefits & Perquisites							
Insurance & Life Insurance	-	-	18,060 ⁽³⁾	18,060 ⁽³⁾	-	-	300,000 ⁽⁴⁾
Disability Income	-	-	-	-	-	-	-
Total	-	-	3,748,060	3,748,060	-	3,380,000	3,680,000

- (1) Mr. Kuehne would be entitled to receive one year of his annual base salary of \$350,000 in one lump sum pursuant to the terms of the Kuehne Employment Agreement, which is discussed under the heading “Employment Agreements” in this Amendment.

- (2) The unvested portion of an aggregate of options to purchase 500,000 shares of common stock would vest and become nonforfeitable, and 100,000 shares of restricted common stock awarded to Mr. Kuehne pursuant to the terms of a restricted stock agreement dated August 27, 2020 would vest and become nonforfeitable. Valued using the December 31, 2020, market price of \$15.40 per share.
- (3) Mr. Kuehne will, subject to the provisions of the Kuehne Employment Agreement, be entitled to receive reimbursement of any COBRA premium payments made by Mr. Kuehne during a one-year period, in each case payable in accordance with the Company's normal payroll practices. Calculated assuming that maximum reimbursements are provided.
- (4) Upon Mr. Kuehne's death, his beneficiary would be entitled to receive \$300,000 from a Company group term life policy that is maintained for the benefit of all of the Company's employees.

Pay Ratio Disclosure

The 2020 annual total compensation of the median compensated of all our employees who were employed as of December 31, 2020, other than our Executive Chairman, was \$56,054. The 2020 annual total compensation of Mr. Kanders, our Executive Chairman, was \$5,167,252, and the ratio of these amounts was 92:1.

The SEC's rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. As a result, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

The pay ratio reported above is a reasonable estimate calculated in a manner consistent with SEC rules based on our payroll and employment records and the methodology described below. For these purposes, we identified the median compensated employee using total taxable wages paid to our employees in fiscal 2020, annualizing the salaries paid to new employees that did not work the full fiscal year. After identifying such median compensated employee, we calculated annual total compensation for such employee using the same methodology we used for our Executive Chairman and other Named Executive Officers. Using this methodology, the annual total compensation in 2020 for our median employee was \$56,054.

We determined our total workforce, excluding our Executive Chairman, to consist of 528 employees. During fiscal 2020, Clarus completed the acquisition of certain assets and liabilities constituting the Barnes business, which employs 99 employees that, pursuant to SEC rules, will be included in our pay ratio for fiscal 2021, but were not included in this year's calculation.

EMPLOYMENT AGREEMENTS

Warren B. Kanders

On June 1, 2017, the Company entered into the Kanders Employment Agreement with Mr. Warren B. Kanders, the Company's current Executive Chairman of the Company's Board of Directors, which provides for Mr. Kanders' employment as Executive Chairman of the Board of Directors for a term expiring on June 1, 2022, subject to certain termination rights, during which time he will receive an annual base salary of \$350,000. Mr. Kanders' annual base salary will be subject to annual review by the Compensation Committee of the Board of Directors as well as further review in light of any redeployment of assets transaction that the Company may engage in during the term of the Kanders Employment Agreement. On November 13, 2020, Mr. Kanders' annual base salary was increased to \$425,000 effective as of January 1, 2021.

Under the terms of the Kanders Employment Agreement, the Company issued and granted to Mr. Kanders a restricted stock award of 500,000 restricted shares of common stock pursuant to the Company's 2015 Stock Incentive Plan, of which (i) 250,000 vested after the closing share price of the Company's common stock equaled or exceeded \$10.00 per share for twenty consecutive trading days; and (ii) 250,000 vested after the closing share price of the Company's common stock equaled or exceeded \$12.00 per share for twenty consecutive trading days.

In addition, Mr. Kanders is entitled, at the sole and absolute discretion of the Compensation Committee, to receive performance bonuses, which may be based upon a variety of factors. Mr. Kanders will also be entitled, at the sole and absolute discretion of the Compensation Committee, to participate in other bonus plans of the Company. The Company will 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 Mr. Kanders' 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, among other things, an amount equal to five times his annual base salary in one lump sum payment, and in each case, any unvested stock options held by Mr. Kanders shall immediately vest and become exercisable and all unvested restricted stock awards held by Mr. Kanders shall immediately vest.

In the event that Mr. Kanders fails to comply with any of his 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, and unvested restricted stock awards will terminate and be null and void.

All payments and benefits provided under the Kanders Employment Agreement shall be subject to any compensation recovery or clawback policy as required under applicable law, rule or regulation or otherwise adopted by the Company from time to time.

John C. Walbrecht

On January 1, 2021, the Company and John Walbrecht entered into the Walbrecht Employment Agreement, which provides for Mr. Walbrecht's employment as the Company's President for a term expiring on January 1, 2024, subject to certain termination rights, and an annual base salary of \$500,000, subject to annual review by the Company. The Walbrecht Employment Agreement became effective on January 1, 2021.

In addition, at the sole and absolute discretion of the Company's Board of Directors or the Compensation Committee of the Company's Board of Directors, Mr. Walbrecht is entitled to receive annual performance bonuses, which may be based upon a variety of qualitative and quantitative factors, of up to 50% of Mr. Walbrecht's annual base salary. Mr. Walbrecht will also be entitled, at the sole and absolute discretion of the Company's Board of Directors or the Compensation Committee of the Company's Board of Directors, to participate in other bonus plans of the Company.

Under the terms of the Walbrecht Employment Agreement, on January 1, 2021, the Company issued and granted to Mr. Walbrecht an option to purchase 400,000 shares of the Company's common stock pursuant to the Company's 2015 Stock Incentive Plan, having an exercise price of \$15.15 per share (because the date of grant was not a trading day, the exercise price is equal to the closing price of the Company's common stock on the immediately succeeding trading day, January 4, 2021), which will vest and become exercisable as follows: (i) 133,334 shares on January 1, 2022, (ii) 133,333 shares on January 1, 2023, and (iii) 133,333 shares on January 1, 2024.

The Walbrecht Employment Agreement also contains confidentiality obligations as well as a non-competition covenant and non-interference (relating to the Company's customers), non-solicitation (relating to the Company's employees) and non-disparagement provisions effective during the term of his employment and for a period of two years after the termination of his employment with the Company.

In the event that Mr. Walbrecht's employment is terminated as a result of his death or disability, Mr. Walbrecht or his estate will, subject to the provisions of the Walbrecht Employment Agreement, be generally entitled to receive his accrued base salary through the date of such termination and earned but unpaid annual incentive bonus prorated for the portion of the year in which such termination occurred and all granted but unvested stock options and all unvested restricted stock shall immediately vest. In the event that Mr. Walbrecht's employment is terminated by the Company for "cause" (as defined in the Walbrecht Employment Agreement), Mr. Walbrecht will, subject to the provisions of the Walbrecht Employment Agreement, be entitled to receive his accrued base salary through the date of such termination. In addition, all stock options, whether vested or unvested, and granted but unvested restricted stock will be null and void, except that, in the event that Mr. Walbrecht is terminated as a result of his failure to perform any reasonable directive of the Company's Board of Directors, he will be entitled to retain any vested stock options.

In the event that Mr. Walbrecht's employment is terminated by the Company without "cause" (as defined in the Walbrecht Employment Agreement), Mr. Walbrecht will, subject to the provisions of the Walbrecht Employment Agreement, be entitled to receive an amount equal to one year of his base salary and reimbursement of any COBRA premium payments made by Mr. Walbrecht during such one-year period, in each case payable in accordance with the Company's normal payroll practices, provided that Mr. Walbrecht

executes a separation agreement and general release agreement that is satisfactory to the Company. In addition, all granted but unvested stock options and all unvested restricted stock will immediately vest.

In the event that Mr. Walbrecht's employment is terminated by Mr. Walbrecht other than as a result of a "change in control" (as defined in the Walbrecht Employment Agreement), Mr. Walbrecht will, subject to the provisions of the Walbrecht Employment Agreement, generally be entitled to receive his accrued base salary and benefits through the date of such termination. In addition, all granted but unvested stock options and all unvested restricted stock will be null and void.

In the event that Mr. Walbrecht's employment is terminated by either party within 30 days of a "change in control", Mr. Walbrecht will, subject to the provisions of the Walbrecht Employment Agreement, generally be entitled to receive an amount equal to one year of his base salary payable in one lump sum within five business days after such termination and reimbursement of any COBRA premium payments made by Mr. Walbrecht during such one-year period; provided that Mr. Walbrecht executes a separation agreement and general release agreement that is satisfactory to the Company, and provided further that, in the event the Company or the acquiror requests Mr. Walbrecht to provide consulting services described in the Walbrecht Employment Agreement, then the lump sum payment of an amount equal to one year of his base salary shall be payable upon the expiration of such consulting period, and during such consulting period, Mr. Walbrecht will be entitled to a consulting fee equal to what he would have otherwise been entitled to be paid under the Walbrecht Employment Agreement during such period. In addition, all granted but unvested stock options and all unvested restricted stock shall immediately vest.

In the event that Mr. Walbrecht fails to comply with any of his obligations under the Walbrecht Employment Agreement, including, without limitation, the non-competition covenant and the non-interference, non-solicitation and non-disparagement provisions, Mr. Walbrecht will be required to repay the one year of base salary paid to him pursuant to the Company termination without cause or change in control provisions of the Walbrecht Employment Agreement as of the date of such failure to comply and he will have no further rights in or to such payments payable to him pursuant to the Walbrecht Employment Agreement. All payments and benefits provided under the Walbrecht Employment Agreement shall be subject to any compensation recovery or clawback policy as required under applicable law, rule or regulation or otherwise adopted by the Company from time to time.

Aaron J. Kuehne

On August 27, 2020, the Company and Aaron Kuehne entered into the Kuehne Employment Agreement, which provides for Mr. Kuehne's employment as Chief Administrative Officer, Chief Financial Officer, Secretary and Treasurer of the Company for a term expiring on August 27, 2023, subject to certain termination rights, and an annual base salary of \$350,000, subject to annual review by the Company. In March 2021, Mr. Kuehne was appointed to also serve as the Company's Executive Vice President and ceased serving as the Company's Chief Administrative Officer. The Kuehne Employment Agreement became effective on August 27, 2020. On November 13, 2020, Mr. Kuehne's annual base salary was increased to \$425,000 effective as of January 1, 2021.

In addition, at the sole and absolute discretion of the Company's Board of Directors or the Compensation Committee of the Company's Board of Directors, Mr. Kuehne is entitled to receive annual performance bonuses, which may be based upon a variety of qualitative and quantitative factors, of up to 50% of Mr. Kuehne's annual base salary. Mr. Kuehne will also be entitled, at the sole and absolute discretion of the Company's Board of Directors or the Compensation Committee of the Company's Board of Directors, to participate in other bonus plans of the Company.

Under the terms of the Kuehne Employment Agreement, on August 27, 2020, the Company issued and granted to Mr. Kuehne an option to purchase 300,000 shares of the Company's common stock pursuant to the Company's 2015 Stock Incentive Plan, having an exercise price of \$15.00 per share, which will vest and become exercisable in equal installments of 100,000 shares of common stock on each of August 27, 2021, 2022 and 2023, respectively. Also under the terms of the Kuehne Employment Agreement, on August 27, 2020, the Company issued and granted to Mr. Kuehne a restricted stock award of 100,000 restricted shares pursuant to the Company's 2015 Stock Incentive Plan, all of which will vest if, on or before August 27, 2023, the closing share price of the Company's common stock shall have equaled or exceeded \$15.00 per share for twenty consecutive trading days.

The Kuehne Employment Agreement also contains confidentiality obligations as well as a non-competition covenant and non-interference (relating to the Company's customers), non-solicitation (relating to the Company's employees) and non-disparagement provisions effective during the term of his employment and for a period of two years after the termination of his employment with the Company.

In the event that Mr. Kuehne's employment is terminated as a result of his death or disability, Mr. Kuehne or his estate will, subject to the provisions of the Kuehne Employment Agreement, be generally entitled to receive his accrued base salary through the date of such termination and earned but unpaid annual incentive bonus prorated for the portion of the year in which such termination occurred and all granted but unvested stock options and all unvested restricted stock shall immediately vest. In the event that Mr. Kuehne's employment is terminated by the Company for "cause" (as defined in the Kuehne Employment Agreement), Mr. Kuehne will, subject to the provisions of the Kuehne Employment Agreement, be entitled to receive his accrued base salary through the date of such

termination. In addition, all stock options, whether vested or unvested, and granted but unvested restricted stock will be null and void, except that, in the event that Mr. Kuehne is terminated as a result of his failure to perform any reasonable directive of the Company's Board of Directors, he will be entitled to retain any vested stock options.

In the event that Mr. Kuehne's employment is terminated by the Company without "cause" (as defined in the Kuehne Employment Agreement), Mr. Kuehne will, subject to the provisions of the Kuehne Employment Agreement, be entitled to receive an amount equal to one year of his base salary and reimbursement of any COBRA premium payments made by Mr. Kuehne during such one-year period, in each case payable in accordance with the Company's normal payroll practices, provided that Mr. Kuehne executes a separation agreement and general release agreement that is satisfactory to the Company. In addition, all granted but unvested stock options and all unvested restricted stock will immediately vest.

In the event that Mr. Kuehne's employment is terminated by Mr. Kuehne other than as a result of a "change in control" (as defined in the Kuehne Employment Agreement), Mr. Kuehne will, subject to the provisions of the Kuehne Employment Agreement, generally be entitled to receive his accrued base salary and benefits through the date of such termination. In addition, all granted but unvested stock options and all unvested restricted stock will be null and void.

In the event that Mr. Kuehne's employment is terminated by either party within 30 days of a "change in control", Mr. Kuehne will, subject to the provisions of the Kuehne Employment Agreement, generally be entitled to receive an amount equal to one year of his base salary payable in one lump sum within five business days after such termination and reimbursement of any COBRA premium payments made by Mr. Kuehne during such one-year period; provided that Mr. Kuehne executes a separation agreement and general release agreement that is satisfactory to the Company, and provided further that, in the event the Company or the acquiror requests Mr. Kuehne to provide consulting services described in the Kuehne Employment Agreement, then the lump sum payment of an amount equal to one year of his base salary shall be payable upon the expiration of such consulting period, and during such consulting period, Mr. Kuehne will be entitled to a consulting fee equal to what he would have otherwise been entitled to be paid under the Kuehne Employment Agreement during such period. In addition, all granted but unvested stock options and all unvested restricted stock shall immediately vest.

In the event that Mr. Kuehne fails to comply with any of his obligations under the Kuehne Employment Agreement, including, without limitation, the non-competition covenant and the non-interference, non-solicitation and non-disparagement provisions, Mr. Kuehne will be required to repay the one year of base salary paid to him pursuant to the Company termination without cause or change in control provisions of the Kuehne Employment Agreement as of the date of such failure to comply and he will have no further rights in or to such payments payable to him pursuant to the Kuehne Employment Agreement. All payments and benefits provided under the Kuehne Employment Agreement shall be subject to any compensation recovery or clawback policy as required under applicable law, rule or regulation or otherwise adopted by the Company from time to time.

Compensation Committee Interlocks And Insider Participation

During the 2020 fiscal year, none of the members of our Compensation Committee (i) served as an officer or employee of the Company or its subsidiaries; (ii) was formerly an officer of the Company or its subsidiaries; or (iii) entered into any transactions with the Company or its subsidiaries. During the 2020 fiscal year, none of our executive officers (i) served as a member of the compensation committee (or other board committee performing similar functions or, in the absence of any such committee, the board of directors) of another entity, one of whose executive officers served on our Compensation Committee; (ii) served as director of another entity, one of whose executive officers served on our Compensation Committee; or (iii) served as member of the compensation committee (or other board committee performing similar functions or, in the absence of any such committee, the board of directors) of another entity, one of whose executive officers served as a director of the Company.

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

The following table sets forth, as of April 2, 2021, certain information regarding the beneficial ownership of the common stock outstanding by (i) each person known to us to own or control five percent (5%) or more of our common stock, (ii) each of our current directors and nominees, (iii) each of our current “Named Executive Officers” (as defined in Item 402(a)(3) of Regulation S-K) set forth in the summary compensation table on page 7 and (iv) our current 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 Clarus Corporation, 2084 East 3900 South, Salt Lake City, UT 84124.

Name	Common Stock Beneficially Owned ⁽¹⁾	Percentage (%) of Common Stock ⁽²⁾
Brown Advisory Incorporated	2,877,598 ⁽³⁾	9.2
Greenhouse Funds LLLP	2,684,667 ⁽⁴⁾	8.6
ArrowMark Colorado Holdings LLC	2,192,359 ⁽⁵⁾	7.0
TT Investimentos Ltda	2,141,630 ⁽⁶⁾	6.8
Warren B. Kanders	6,165,458 ⁽⁷⁾	19.5
Nicholas Sokolow	788,068 ⁽⁸⁾	2.5
Donald L. House	415,000 ⁽⁹⁾	1.3
Michael A. Henning	200,000 ⁽¹⁰⁾	*
John C. Walbrecht	442,351 ⁽¹¹⁾	1.4
Aaron J. Kuehne	653,656 ⁽¹²⁾	2.1
All current directors, nominees and named executive officers as a group (6 persons)	8,664,533 ⁽¹³⁾	26.2

* 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 2, 2021, (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 31,314,181 shares of our common stock outstanding as of April 2, 2021.
- (3) Based solely on a Schedule 13G filed with the SEC on February 8, 2021 by Brown Advisory Incorporated on its own behalf and on behalf of certain of its subsidiaries. In such filing, Brown Advisory Incorporated and its subsidiaries list their address as 901 South Bond Street, Suite 400, Baltimore, MD 21231, and indicate that, as of December 31, 2020, Brown Advisory Incorporated had sole voting power with respect to 2,503,090 shares of common stock, and that Brown Advisory Incorporated and its subsidiaries did not have shared voting power or sole dispositive power with respect to any shares of common stock and had shared dispositive power with respect to 2,877,598 shares of common stock.
- (4) Based solely on a Schedule 13G filed with the SEC on February 12, 2021 by Greenhouse Funds LLLP and certain of its affiliates. In such filing, Greenhouse Funds LLLP and its affiliates list their address as 650 S. Exeter St., Suite 1080, Baltimore, MD 21202,

and indicate that, as of December 31, 2020, they did not have sole voting or dispositive power with respect to any shares of common stock and had shared voting and dispositive power with respect to 2,684,667 shares of common stock.

- (5) Based solely on a Schedule 13G filed with the SEC on February 16, 2021 by ArrowMark Colorado Holdings LLC. In such filing, ArrowMark Colorado Holdings LLC lists its address as 100 Fillmore Street, Suite 325, Denver, Colorado 80206, and indicates that, as of December 31, 2020, it had sole voting and dispositive power with respect to 2,192,359 shares of common stock and did not have shared voting power or dispositive power with respect to any shares of common stock.
- (6) Based solely on a Schedule 13G filed with the SEC on October 5, 2020 filed on behalf of TT Investimentos Ltda, a Brazilian sociedad limitada (“TT Investimentos”), TT Global Equities, a fund duly registered in the Cayman Islands, and a Cayman Islands entity (“TT Global Equities”), Rocinante Fund, a fund duly registered in the Cayman Islands, and a Cayman Islands entity, (“Rocinante Fund”), and Mr. Antonio Fraga Baer Bahia, the principal of TT Investimentos. In such filing, TT Investimentos and Antonio Fraga Baer Bahia list their respective address as Av General San Matin 1002 SI 301b, Lebon, Rio de Janeiro, RJ, Brazil, and indicate that, as of September 28, 2020, TT Investimentos as the investment advisor to the accounts of certain private funds and managed accounts (collectively, the “TT Investimentos Accounts”) may direct the vote and disposition of the 2,141,630 shares of common stock held by the TT Investimentos Accounts, as well as of TT Global Equities and the Rocinante Fund. Antonio Fraga Baer Bahia, as the principal of TT Investimentos, may direct the vote and disposition of the 2,141,630 shares of common stock held by the TT Investimentos Accounts.
- (7) Includes (i) Mr. Kanders’ options to purchase 350,000 shares of common stock that are presently exercisable or exercisable within 60 days of April 2, 2021; (ii) 2,028,464 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) 10,851 shares of common stock that Mr. Kanders may be deemed to beneficially own as UTMA custodian for his children; (iv) 125,222 shares of common stock held by Mr. Kanders’ spouse in a UTA Trust Account of which Mr. Kanders is the sole trustee; and (v) 8,916 shares of common stock that Mr. Kanders may be deemed to beneficially own as joint tenancy with rights of survivorship. Of the 6,165,458 shares of common stock included in Mr. Kanders’ beneficial ownership, 5,340,971 shares are hypothecated and/or pledged as security for loans from financial institutions. Excludes (i) 100,444 shares of common stock that are beneficially owned by Mr. Kanders’ spouse, as to all of which he disclaims any beneficial ownership; (ii) options to purchase 555,997 shares of common stock that are not presently exercisable and not exercisable within 60 days of April 2, 2021; and (iv) a stock award of 350,000 shares of restricted common stock granted on January 7, 2019 under the Company’s 2015 Stock Incentive Plan of which (A) 116,667 shares of the Company’s common stock shall vest on each of January 28, 2022 and January 28, 2023; and (B) 116,666 shares of the Company’s common stock shall vest on January 28, 2023.
- (8) Includes (i) Mr. Sokolow’s options to purchase 192,500 shares of common stock that are presently exercisable or exercisable within 60 days of April 2, 2021; (ii) 32,500 shares of common stock held by Korsak Holdings, LLC, a limited liability company of which Mr. Sokolow is the general manager; (iii) 377,567 shares of common stock held by ST Investors Fund, LLC, a limited liability company of which Mr. Sokolow is the general manager; and (iv) 82,925 shares of common stock held by Madetys Investments, LLC, a limited liability company of which Mr. Sokolow is the general manager. Excludes Mr. Sokolow’s options to purchase 40,000 shares of common stock that are not presently exercisable and not exercisable within 60 days of April 2, 2021.
- (9) Includes Mr. House’s options to purchase 255,000 shares of common stock that are presently exercisable or exercisable within 60 days of April 2, 2021. Excludes Mr. House’s options to purchase 40,000 shares of common stock that are not presently exercisable and not exercisable within 60 days of April 2, 2021.
- (10) Includes Mr. Henning’s options to purchase 150,000 shares of common stock that are presently exercisable or exercisable within 60 days of April 2, 2021. Excludes Mr. Henning’s options to purchase 40,000 shares of common stock that are not presently exercisable and not exercisable within 60 days of April 2, 2021.
- (11) Includes Mr. Walbrecht’s options to purchase 300,000 shares of common stock that are presently exercisable or exercisable within 60 days of April 2, 2021. Excludes (i) Mr. Walbrecht’s options to purchase 600,000 shares of common stock that are not presently exercisable and not exercisable within 60 days of April 2, 2021; and (ii) a stock award of 150,000 shares of restricted common stock granted on January 7, 2019 under the Company’s 2015 Stock Incentive Plan of which 37,500 shares of the Company’s common stock shall vest on each of January 28, 2022, January 28, 2023; January 28, 2023 and January 28, 2024.
- (12) Includes Mr. Kuehne’s options to purchase 562,500 shares of common stock that are presently exercisable or exercisable within 60 days of April 2, 2021. Excludes Mr. Kuehne’s options to purchase 500,000 shares of common stock that are not presently exercisable and not exercisable within 60 days of April 2, 2021.
- (13) Includes options to purchase 1,810,000 shares of common stock that are presently exercisable or exercisable within 60 days of April 2, 2021. Excludes (i) options to purchase 1,775,997 shares of common stock that are not presently exercisable and not

exercisable within 60 days of April 2, 2021; and (ii) 500,000 shares of restricted common stock that are not presently vested and will not vest within 60 days of April 2, 2021.

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

Transactions with Certain Directors and Executive Officers

Under the SEC's rules, a related person is a director, officer, nominee for director, or five percent (5%) stockholder of the Company since the beginning of the last fiscal year and their immediate family members. In addition, under the SEC's rules, a related person transaction is a transaction or series of transactions in which the company is a participant and the amount involved exceeds \$120,000, and in which any related person had or will have a direct or indirect material interest.

During the year ended December 31, 2020, the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with three existing stockholders of the Company. Pursuant to the Purchase Agreement, the Company sold shares of its common stock in a registered direct offering (the "Offering"). Upon the Company's closing of the Offering, the Company paid a fee in the amount of \$250,000 to Kanders & Company, Inc. ("Kanders & Company"), which were deducted from the net proceeds, in consideration of the significant support received by the Company from Kanders & Company in sourcing, structuring, and negotiating the Offering. Mr. Warren B. Kanders, the Company's Executive Chairman of the Board of Directors is a member of the Board of Directors and sole stockholder of Kanders & Company.

Upon the Company's acquisition of the assets of Barnes, on October 2, 2020, the Company paid a fee in the amount of \$500,000 to Kanders & Company, which is included in transaction costs, in consideration of the significant support received by the Company from Kanders & Company in sourcing, structuring, performing due diligence and negotiating the acquisition of Barnes.

Review, Approval or Ratification of Transactions with Related Persons

The Audit Committee is responsible for reviewing and approving all related person transactions. In addition, the Board of Directors has a general practice of requiring directors interested in a transaction not to participate in deliberations or to vote upon transactions in which they have an interest, and to be sure that transactions with directors, executive officers and major stockholders are on terms that align the interests of the parties to such agreements with the interests of the stockholders.

These practices are undertaken pursuant to written policies and procedures contained in: (i) the Charter of the Audit Committee of the Company's Board of Directors, which vests the Audit Committee with the responsibility for the Company's compliance with legal and regulatory requirements; (ii) the Company's Amended and Restated Corporate Governance Guidelines, which vests in the Board and its committees the specific function of ensuring processes are in place for maintaining the integrity of compliance with law and ethics, and requiring that directors recuse themselves from any discussion or decision affecting their personal, business or professional interests; and (iii) the Company's Code of Business Conduct and Ethics, which requires compliance with applicable laws and regulations, the avoidance of conflicts of interest, and prohibits the taking of corporate opportunities for personal benefit. In addition, as a Delaware corporation, we are subject to Section 144 of the DGCL, which provides, among other things, that related party transactions involving the Company and our directors or officers need to be approved by a majority of disinterested directors or a duly authorized committee of the Board comprised of disinterested directors after disclosure of the material facts relating to the interested transaction in question.

Director Independence

The Board of Directors has evaluated each of its directors' independence from Clarus based on the definition of "independence" established by NASDAQ and has determined that Messrs. Henning, Sokolow and House are independent directors, constituting a majority of the Board of Directors. The Board of Directors has also determined that each of the members of our Audit Committee is "independent" for purposes of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

In its review of each director's independence from the Company, the Board of Directors reviewed whether any transactions or relationships currently exist or existed during the past year between each director and the Company and its subsidiaries, affiliates, equity investors or independent registered public accounting firm. The Board of Directors also examined whether there were any transactions or relationships between each director and members of the senior management of the Company or their affiliates.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Aggregate fees for professional services rendered for Clarus by Deloitte & Touche LLP for the fiscal years ended December 31, 2020 and 2019 were as follows:

	<u>Fiscal 2020</u>	<u>Fiscal 2019</u>
Audit Fees	\$ 999,657	\$ 829,566
Audit Related Fees	\$ 71,755	\$ -
Tax Fees	\$ 21,461	\$ 28,167
All Other Fees	<u>\$ -</u>	<u>\$ -</u>
Total	\$ 1,092,873	\$ 857,733

Audit Fees. Deloitte & Touche LLP was engaged as our independent registered public accounting firms to audit our financial statements for the years ended December 31, 2020 and 2019, to audit our internal control over financial reporting as of December 31, 2020 and 2019, and to perform services in connection with our registration statements.

Audit Related Fees. The amounts Deloitte & Touche LLP billed us for professional services rendered for audit related fees were \$71,755 and \$0, respectively for the fiscal years ended December 31, 2020 and 2019.

Tax Fees. The amounts Deloitte & Touche LLP billed us for professional services rendered for compliance, tax advice or tax planning were \$21,461 and \$28,167, respectively for the fiscal years ended December 31, 2020 and 2019.

All Other Fees. There were no other fees for the fiscal years ended December 31, 2020 and 2019.

Auditor Independence. The Audit Committee has considered the non-audit services provided by Deloitte & Touche LLP determined that the provision of such services had no effect on Deloitte & Touche LLP's independence from Clarus.

Audit Committee Pre-Approval Policy and Procedures.

The Audit Committee must review and pre-approve all audit and non-audit services provided by Deloitte & Touche 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 engagement of Deloitte & Touche LLP by the Company on June 11, 2018, the Audit Committee has not waived the pre-approval requirement for any services rendered by Deloitte & Touche LLP to Clarus. All of the services provided by Deloitte & Touche LLP to Clarus 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)(1) The Financial Statements. The Financial Statements of the Company are included in Item 8 of the Original Filing.

(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 Amendment:

Exhibit

Number Exhibit

<u>2.1</u>	<u>Purchase and Sale Agreement by and among Everest/Sapphire Acquisition, LLC Sierra Bullets L.L.C., BHH Management, Inc. and Lumber Management, Inc., dated as of August 21, 2017 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on August 25, 2017 and incorporated herein by reference).</u>
<u>2.2</u>	<u>Stock Purchase Agreement dated March 10, 2020, by and among Everest/Sapphire Acquisition, LLC, the Company, S.K.B. Corporation, David Sanderson and Steven Kottman (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on March 13, 2020 and incorporated herein by reference).</u>
<u>2.3</u>	<u>Letter Agreement dated April 30, 2020, by and among Everest/Sapphire Acquisition, LLC, the Company, S.K.B. Corporation, David Sanderson, Steven Kottman and Steven Kottman, as Sellers' Representative (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on May 1, 2020 and incorporated herein by reference).</u>
<u>2.4</u>	<u>Asset Purchase Agreement dated September 30, 2020, by and among Sierra Bullets, L.L.C., as Buyer, and Remington Outdoor Company, Inc., certain of its subsidiaries, as Seller (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on October 2, 2020 and incorporated herein by reference).</u>
<u>3.1</u>	<u>Amended and Restated Certificate of Incorporation of the Company (filed as Appendix C to the Company's Definitive Proxy Statement, filed with the SEC on November 6, 2002 and incorporated herein by reference).</u>
<u>3.2</u>	<u>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 SEC on July 31, 2003 and incorporated herein by reference).</u>
<u>3.3</u>	<u>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 SEC on January 24, 2011 and incorporated herein by reference).</u>
<u>3.4</u>	<u>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 SEC on August 14, 2017 and incorporated herein by reference).</u>
<u>3.5</u>	<u>Amended and Restated Bylaws of the Company (filed as Appendix D to the Company's Definitive Proxy Statement, filed with the SEC on November 6, 2002 and incorporated herein by reference).</u>
<u>3.6</u>	<u>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 SEC on March 31, 2003).</u>
<u>3.7</u>	<u>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 SEC on June 4, 2010 and incorporated herein by reference).</u>
<u>3.8</u>	<u>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 SEC on August 9, 2010 and incorporated herein by reference).</u>
<u>3.9</u>	<u>Amendment No. 4 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 SEC on June 9, 2016 and incorporated herein by reference).</u>
<u>3.10</u>	<u>Amendment No. 5 to the Amended and Restated By-Laws of the Company (filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 7, 2017 and incorporated herein by reference).</u>
<u>3.11</u>	<u>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 SEC on February 13, 2008 and incorporated herein by reference).</u>
<u>4.1</u>	<u>See Exhibits <u>3.1</u>, <u>3.2</u>, <u>3.3</u>, <u>3.4</u>, <u>3.5</u>, <u>3.6</u>, <u>3.7</u>, <u>3.8</u>, <u>3.9</u>, <u>3.10</u> and <u>3.11</u> 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.</u>
<u>4.2</u>	<u>Company's Specimen Common Stock Certificate.</u>
<u>4.3</u>	<u>Rights Agreement, dated as of February 12, 2008, by and between the Company and American Stock Transfer & Trust Company (filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, filed with the SEC on February 13, 2008 and incorporated herein by reference).</u>
<u>4.4</u>	<u>Form of Rights Certificate (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on February 13, 2008 and incorporated herein by reference).</u>
<u>10.1</u>	<u>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 SEC on December 23, 2002 and incorporated herein by reference).</u>

Exhibit
Number Exhibit

- 10.2 Employment Agreement between the Company and Warren B. Kanders, dated as of June 1, 2017 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 6, 2017 and incorporated herein by reference). +
- 10.3 Employment Agreement, dated as of August 27, 2020, between the Company and Aaron Kuehne (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on September 1, 2020 and incorporated herein by reference).+
- 10.4 Employment Agreement between the Company and John Walbrecht, dated as of January 1, 2021 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 6, 2021 and incorporated herein by reference). +
- 10.5 Company's 2005 Stock Incentive Plan (filed as Appendix A of the Company's Definitive Proxy Statement, filed with the SEC on May 2, 2005 and incorporated herein by reference). +
- 10.6 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 SEC on September 7, 2010 and incorporated herein by reference). +
- 10.7 Company's 2015 Stock Incentive Plan (filed as Appendix A to the Company's Proxy Statement, filed with the SEC on November 9, 2015 and incorporated herein by reference). +
- 10.8 Form of Stock Option Agreement for the Company's 2015 Stock Incentive Plan (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on December 17, 2015 and incorporated herein by reference). +
- 10.9 Form of Stock Award Agreement for the Company's 2015 Stock Incentive Plan (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the SEC on December 17, 2015 and incorporated herein by reference). +
- 10.10 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 SEC on June 4, 2010 and incorporated herein by reference).
- 10.11 Credit Agreement, effective as of May 3, 2019, by and among the Company, Black Diamond Retail, Inc., Black Diamond Retail – Alaska, LLC, Sierra Bullets, L.L.C., SKINourishment, LLC, the other loan parties party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the other lenders from time to time party thereto (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on May 6, 2019 and incorporated herein by reference).
- 10.12 Pledge and Security Agreement, effective as of May 3, 2019, by and among the Company, Black Diamond Equipment, Ltd., Black Diamond Retail, Inc., Sierra Bullets, L.L.C., Everest/Sapphire Acquisition, LLC, BD European Holdings, LLC, SKINourishment, LLC, Black Diamond Retail – Alaska, LLC, the other grantors party thereto, and JPMorgan Chase Bank, N.A. (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on May 6, 2019 and incorporated herein by reference).
- 10.13 Amendment No. 2 to Credit Agreement dated as of November 12, 2020, by and among the Company, Black Diamond Retail, Inc., Black Diamond Retail – Alaska, LLC, Sierra Bullets, L.L.C., SKINourishment, LLC, Black Diamond Retail – Colorado, LLC, Black Diamond Retail – Montana, LLC, Barnes Bullets – Mona, LLC, the other loan parties party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the other lenders from time to time party thereto (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on November 17, 2020 and incorporated herein by reference)..
- 10.14 Letter to Kennedy Capital Management, Inc. dated September 18, 2017 (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on September 22, 2017 and incorporated herein by reference).
- 10.15 Letter to Greenhouse Funds LLLP dated November 7, 2017 (filed as Exhibit 99.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 7, 2017 and incorporated herein by reference).
- 10.16 Letter to Brown Advisory Incorporated dated September 25, 2020 (filed as Exhibit 99.2 to the Company's Current Report on Form 8-K filed with the SEC on September 29, 2020 and incorporated herein by reference).
- 10.17 Letter to ArrowMark Colorado Holdings, LLC dated January 25, 2019 (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on January 31, 2019 and incorporated herein by reference).
- 10.18 Letter to TT Investimentos Ltda. dated March 23, 2020 (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on March 24, 2020 and incorporated herein by reference).
- 10.19 Securities Purchase Agreement, September 25, 2020, by and between the Company and the Purchasers thereto (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on September 29, 2020 and incorporated herein by reference).
- 21.1 Subsidiaries of the Company. (filed as Exhibit 21.1 to the Company's Annual Report on Form 10-K, filed with the SEC on March 8, 2021 and incorporated herein by reference).
- 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 SEC on March 8, 2021 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. (filed as Exhibit 31.1 to the Company's Annual Report on Form 10-K, filed with the SEC on March 8, 2021 and incorporated herein by reference).
- 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. (filed as Exhibit 31.2 to the Company's Annual Report on Form 10-K, filed with the SEC on March 8, 2021 and incorporated herein by reference).
- 31.3 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. **
- 31.4 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. **

Exhibit

Number 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 of 2002. (furnished as Exhibit 32.1 to the Company's Annual Report on Form 10-K, filed with the SEC on March 8, 2021 and incorporated herein by reference).

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 of 2002. (furnished as Exhibit 32.2 to the Company's Annual Report on Form 10-K, filed with the SEC on March 8, 2021 and incorporated herein by reference).

101.INS XBRL Instance Document. #

101.SCHXBRL Taxonomy Extension Schema Document. #

101.CALXBRL Taxonomy Extension Calculation Linkbase Document. #

101.LABXBRL Taxonomy Extension Label Linkbase Document. #

101.PREXBRL Taxonomy Extension Presentation Linkbase Document. #

+ Management contract or compensatory plan or arrangement.

** Filed herewith

Previously filed with the Original Filing.

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.

CLARUS CORPORATION

Date: April 5, 2021

By: /s/ Aaron J. Kuehne

Aaron J. Kuehne

*Executive Vice President and
Chief Financial Officer*

*(Principal Financial Officer and
Principal Accounting Officer)*

<u>Name</u>
<u>/s/ Warren B. Kanders</u> Warren B. Kanders
<u>/s/ Aaron J. Kuehne</u> Aaron J. Kuehne
<u>/s/ Donald L. House</u> Donald L. House
<u>/s/ Nicholas Sokolow</u> Nicholas Sokolow
<u>/s/ Michael A. Henning</u> Michael A. Henning

<u>Title</u>
Executive Chairman and Director (Principal Executive Officer)
Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
Director
Director
Director

EXHIBIT 31.3

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Warren B. Kanders, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A of Clarus Corporation; and
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 this Amendment No. 1 to the Annual Report on Form 10-K/A.

Date: April 5, 2021

By: /s/ Warren B. Kanders
Name: Warren B. Kanders
Title: Executive Chairman
(Principal Executive Officer)

EXHIBIT 31.4

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Aaron J. Kuehne certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A of Clarus Corporation; and
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 Amendment No. 1 to the Annual Report on Form 10-K/A.

Date: April 5, 2021

By: /s/ Aaron J. Kuehne
Name: Aaron J. Kuehne
Title: Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

**CLARUS
CORPORATION**
2020 Annual Report

**ANNUAL
MEETING**

The Annual Meeting of Stockholders will be held on Wednesday, June 2, 2021 at 10:00 a.m. Eastern Daylight Savings Time in a virtual-only meeting format via live webcast. Detailed information about the meeting and instructions on how to participate in this year's virtual meeting are 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

Michael A. Henning
Financial Consultant

Donald L. House
Financial Consultant

Nicholas Sokolow
Partner
Lebow & Sokolow, LLP

Management

John C. Walbrecht
President

Aaron J. Kuehne
Executive Vice President
Chief Financial Officer
Secretary and Treasurer

**STOCKHOLDER
INFORMATION**

Headquarters

Clarus Corporation
2084 East 3900 South
Salt Lake City, UT 84124
(801) 278-5552

Investor Relations Contact

Gateway Investor Relations
Cody Slach
(949) 574-3860
CLAR@gatewayir.com

Securities Listing

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

Registrar and Transfer Agent

American Stock Transfer & Trust Co.
New York, NY

Independent Accountants

Deloitte & Touche LLP
Salt Lake City, UT

Legal Counsel

Kane Kessler, P.C.
New York, NY



