

AMERICAN WOODMARK CORP

Form 11-K

June 29, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

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

For the fiscal year ended December 31, 2016

OR

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

For the transition period from _____ to _____

Commission File Number 000-14798

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

American Woodmark Corporation
Retirement Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

American Woodmark Corporation
3102 Shawnee Drive
Winchester, VA 22601

AMERICAN WOODMARK CORPORATION
RETIREMENT SAVINGS PLAN

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Report of Independent Registered Public Accounting Firm
The Pension Committee to the
American Woodmark Corporation Retirement Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the American Woodmark Corporation Retirement Savings Plan (the Plan) as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015, and changes in net assets available for benefits for the years then ended in conformity with U.S. generally accepted accounting principles.

The supplemental information in the accompanying schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2016, has been subjected to audit procedures performed in conjunction with the audit of the Plan's 2016 financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but includes supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2016, is fairly stated in all material respects in relation to the 2016 financial statements as a whole.

/s/ KPMG LLP

McLean, Virginia
June 29, 2017

AMERICAN WOODMARK CORPORATION
RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

	2016	2015
ASSETS		
Investments at fair value:		
Cash	\$ 195,359	\$ 139,356
Collective fund	1,666,989	3,037,476
Mutual funds	86,572,417	71,113,930
American Woodmark Corporation Stock Fund:		
Money market fund	977,135	1,041,847
Common stock - American Woodmark Corporation	52,225,608	59,595,258
Total investments, at fair value	141,637,508	134,927,867
Receivables:		
Employer's contributions	210,312	140,251
Participants' contributions	168,025	112,989
Notes receivable from participants	5,272,157	3,694,845
Total receivables	5,650,494	3,948,085
Total assets	147,288,002	138,875,952
LIABILITY		
Due to Broker	5,589	—
Net assets available for benefits	\$ 147,282,413	\$ 138,875,952

See accompanying notes to financial statements.

AMERICAN WOODMARK CORPORATION
RETIREMENT SAVINGS PLAN

Statements of Changes in Net Assets Available for
Benefits

Years ended December 31, 2016 and 2015

	2016	2015
ADDITIONS TO ASSETS		
ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair value of investments	\$1,014,452	\$27,432,554
Interest and dividends	2,299,769	2,828,497
Interest on notes receivable from participants	213,817	161,885
Total investment income	3,528,038	30,422,936
CONTRIBUTIONS:		
Participants' contributions	9,333,948	8,163,701
Rollovers	503,807	531,855
Employer's contributions	9,697,135	7,538,839
Total contributions	19,534,890	16,234,395