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

FORM 8-K

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

Date of report (Date of earliest event reported) July 21, 2015

MYERS INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

1-8524
(Commission
File Number)

34-0778636
(IRS Employer
Identification Number)

1293 South Main Street, Akron, OH
(Address of Principal Executive Offices)

44301
(Zip Code)

Registrant's Telephone Number, including area code (330) 253-5592

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions.

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. **Entry into a Material Definitive Agreement.**

On July 21, 2015, Myers Industries, Inc. (the “Company”) entered into a First Amendment to the Note Purchase Agreement (the “Note Purchase Amendment”) with the Subsidiary Guarantors identified therein and each of the institutions which is a signatory thereto. The Note Purchase Amendment revises the definition of “Change of Control”, effective as of November 1, 2014, to require beneficial ownership of 30% of the voting power of the Company in order for a Change of Control to occur.

The foregoing description of the Note Purchase Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Note Purchase Amendment attached to this Form 8-K as Exhibit 10.1 and incorporated herein by reference.

Item 2.02. **Results of Operations and Financial Condition**

On July 23, 2015, the Company issued a press release announcing earnings results for the fiscal quarter ended June 30, 2015. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K. In addition, a copy of the slide materials which will be discussed during the Company’s earnings conference call at 10:00 a.m. Eastern Time on July 23, 2015 is attached as Exhibit 99.2 to this Current Report on Form 8-K. Information about the call can be found in the press release attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this report (including the exhibit) is furnished pursuant to “Item 2.02. Results of Operations and Financial Condition” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, unless incorporated by specific reference in such filing.

Item 2.03. **Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of the Registrant.**

The disclosure in Item 1.01 regarding the Note Purchase Amendment and Exhibit 10.1 of this report are incorporated herein by reference.

Item 7.01. **Regulation FD Disclosure**

See “Item 2.02 Results of Operations and Financial Condition” above.

Item 9.01. **Financial Statements and Exhibits.**

(d) Exhibits

- 99.1 Press Release by the Company regarding earnings results dated July 23, 2015
- 99.2 Earnings Presentation Second Quarter 2015 by the Company dated July 23, 2015
- 10.1 First Amendment to the Note Purchase Agreement among the Subsidiary Guarantors identified therein and each of the institutions which is a signatory thereto, dated July 21, 2015.

SIGNATURE

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

Myers Industries, Inc.

(Registrant)

DATE July 23, 2015

By: /s/ Gregory W. Branning

Gregory W. Branning

Senior Vice President, Chief Financial Officer and Corporate Secretary

MYERS INDUSTRIES, INC.

FIRST AMENDMENT
Dated as of July 21, 2015

to the

NOTE PURCHASE AGREEMENT
Dated as of OCTOBER 22, 2013

Re: \$40,000,000 4.67% SENIOR NOTES, SERIES A, DUE JANUARY 15, 2021
\$11,000,000 5.25% SENIOR NOTES, SERIES B, DUE JANUARY 15, 2024
\$29,000,000 5.30% SENIOR NOTES, SERIES C, DUE JANUARY 15, 2024
AND
\$20,000,000 5.45% SENIOR NOTES, SERIES D, DUE JANUARY 15, 2026

FIRST AMENDMENT TO THE NOTE PURCHASE AGREEMENT

THIS FIRST AMENDMENT dated as of July 21, 2015 (the or this "First Amendment") to the Note Purchase Agreement dated as of October 22, 2013 is between MYERS INDUSTRIES, INC., an Ohio corporation (the "Company"), the Subsidiary Guarantors party hereto and each of the institutions which is a signatory to this First Amendment (collectively, the "Noteholders").

RECITALS:

A. The Company and each of the Noteholders have heretofore entered into the Note Purchase Agreement dated as of October 22, 2013 (the "Note Purchase Agreement"). Pursuant to the Note Purchase Agreement, the Company has heretofore issued (i) \$40,000,000 of the Company's 4.67% Senior Notes, Series A, due January 15, 2021 (the "Series A Notes"), (ii) \$11,000,000 of the Company's 5.25% Senior Notes, Series B, due January 15, 2024 (the "Series B Notes"), (iii) \$29,000,000 of the Company's 5.30% Senior Notes, Series C, due January 15, 2024 (the "Series C Notes") and (iv) \$20,000,000 of the Company's 5.45% Senior Notes, Series D, due January 15, 2026 (the "Series D Notes"; together with the Series A Notes, the Series B Notes and the Series C Notes, the "Notes"). The Noteholders are the holders of 100% of the outstanding principal amount of the Notes as required by Section 17.1 of the Note Purchase Agreement.

B. The Company and the Noteholders now desire to amend the Note Purchase Agreement in the respects, but only in the respects, hereinafter set forth.

C. Capitalized terms used herein shall have the respective meanings ascribed thereto in the Note Purchase Agreement unless herein defined or the context shall otherwise require.

D. All requirements of law have been fully complied with and all other acts and things necessary to make this First Amendment a valid, legal and binding instrument according to its terms for the purposes herein expressed have been done or performed.

NOW, THEREFORE, upon the full and complete satisfaction of the conditions precedent to the effectiveness of this First Amendment set forth in Section 3.1 hereof, and in consideration of good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the Company and the Noteholders do hereby agree as follows:

SECTION 1. AMENDMENTS.

Section 1.1. Effective as of November 1, 2014, Section 8.8(f) of the Note Purchase Agreement shall be and is hereby amended in its entirety to read as follows:

- "(f) *Certain Definitions*. "**Change in Control**" shall mean (i) a majority of the members of the Board of Directors of the Company shall not be Continuing Directors; or
- (ii) any Person including a "group" (within the meaning of Sections 13(d) and 14(d)(2) of the

Securities Exchange Act of 1934, as amended) which includes such Person, shall purchase or otherwise acquire, directly or indirectly, beneficial ownership of Voting Stock of the Company and, as a result of such purchase or acquisition, any such Person (together with its Affiliates), shall directly or indirectly beneficially own in the aggregate Voting Stock representing more than 30% of the combined voting power of the Company's Voting Stock."

Section 1.2 . Section 10.7 of the Note Purchase Agreement shall be and is hereby amended by replacing the phrase "within 18 months" with the phrase "within 18 months (starting 9 months prior to such sale and ending 9 months after such sale)" in the first paragraph thereof.

SECTION 2. REPRESENTATIONS AND WARRANTIES OF THE COMPANY .

Section 2.1 . To induce the Noteholders to execute and deliver this First Amendment (which representations shall survive the execution and delivery of this First Amendment), the Company represents and warrants to the Noteholders that:

(a) this First Amendment has been duly authorized, executed and delivered by it and this First Amendment constitutes the legal, valid and binding obligation, contract and agreement of the Company enforceable against it in accordance with its terms, except as enforcement may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws or equitable principles relating to or limiting creditors' rights generally;

(b) the Note Purchase Agreement, as amended by this First Amendment, constitute the legal, valid and binding obligations, contracts and agreements of the Company enforceable against it in accordance with their respective terms, except as enforcement may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws or equitable principles relating to or limiting creditors' rights generally;

(c) the execution, delivery and performance by the Company of this First Amendment (i) has been duly authorized by all requisite corporate action and, if required, shareholder action, (ii) does not require the consent or approval of any governmental or regulatory body or agency and (iii) will not (A) violate (1) any provision of law, statute, rule or regulation or the Company's certificate of incorporation or bylaws, (2) any order of any court or any rule, regulation or order of any other agency or government binding upon the Company or (3) any provision of any material indenture, agreement or other instrument to which the Company is a party or by which its properties or assets are or may be bound, including, without limitation, the Material Credit Facility, or (B) result in a breach or constitute (alone or with due notice or lapse of time or both) a default under any indenture, agreement or other instrument referred to in clause (iii)(A)(3) of this **Section 2.1(c)** ;

(d) neither the Company nor any of its Affiliates, in connection with amending the terms of the change of control provisions in any agreement evidencing

indebtedness or security of the Company or any Affiliate, has paid or agreed to pay any fees or other consideration, or given any additional security or collateral, or shortened the maturity or average life of any indebtedness or permanently reduced any borrowing capacity, in each case, in favor of or for the benefit of any holders of such indebtedness or security of the Company or any Affiliate;

(e) all Subsidiary Guarantors and all Pledgors have agreed to this First Amendment and are parties hereto;

(f) after giving effect to this First Amendment, no lender or holder of securities of the Company has rights in connection with a change of control that are more favorable to such lender or holder than the rights of the holders of the Notes; and

(g) as of the date hereof and after giving effect to this First Amendment, no Default or Event of Default has occurred which is continuing.

SECTION 3. CONDITIONS TO EFFECTIVENESS OF THIS FIRST AMENDMENT.

Section 3.1. This First Amendment shall not become effective until, and shall become effective when, each and every one of the following conditions shall have been satisfied:

(a) executed counterparts of this First Amendment, duly executed by the Company and the holders of 100% of the outstanding principal of the Notes, shall have been delivered to the Noteholders;

(c) the Noteholders shall have a copy of the Second Amendment to the Fourth Amended and Restated Loan Agreement dated as of May 19, 2015, between the Company, the foreign subsidiary borrowers party thereto, the lenders party thereto and JP Morgan Chase Bank, N.A., which is attached hereto as **Exhibit A** ;

(d) the representations and warranties of the Company set forth in **Section 2** hereof are true and correct on and with respect to the date hereof; and

(e) the fees and expenses of Chapman and Cutler, LLP, counsel to the Noteholders, shall have been paid by the Company, in connection with the negotiation, preparation, approval, execution and delivery of this First Amendment.

Upon receipt of all of the foregoing, this First Amendment shall become effective.

SECTION 4. MISCELLANEOUS.

Section 4.1. This First Amendment shall be construed in connection with and as part of the Note Purchase Agreement, and except as modified and expressly amended by this First Amendment, all terms, conditions and covenants contained in the Note Purchase Agreement and the Notes are hereby ratified and shall be and remain in full force and effect.

Section 4.2 . Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this First Amendment may refer to the Note Purchase Agreement without making specific reference to this First Amendment but nevertheless all such references shall include this First Amendment unless the context otherwise requires.

Section 4.3 . The descriptive headings of the various Sections or parts of this First Amendment are for convenience only and shall not affect the meaning or construction of any of the provisions hereof.

Section 4.4. **This First Amendment shall be governed by and construed in accordance with the law of the State of New York, excluding choice-of-law principles of the law of such State that would permit or require the application of the laws of a jurisdiction other than such State.**

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Myers Industries, Inc.

Section 4.5 . The execution hereof by you shall constitute a contract between us for the uses and purposes hereinabove set forth, and this First Amendment may be executed in any number of counterparts, each executed counterpart constituting an original, but all together only one agreement. The undersigned also confirms and ratifies all obligations it has under all Financing Agreements.

M Y E R S I N D U S T R I E S , I N C .

By /s/ Gregory W. Branning
Its Senior Vice President, Chief Financial Officer and Secretary

Myers Industries, Inc.

This Agreement is hereby accepted and agreed to as of the date hereof.

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

By: /s/ Jason Boe
Vice President

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY
PRUDENTIAL ARIZONA REINSURANCE UNIVERSAL COMPANY
PRUDENTIAL LEGACY INSURANCE COMPANY OF NEW JERSEY

By: Prudential Investment Management, Inc. (as Investment Manager)

By: /s/ Jason Boe
Vice President

PARU HARTFORD LIFE & ANNUITY COMFORT TRUST

By: Prudential Arizona Reinsurance Universal Company, Inc. (as Grantor)

By: Prudential Investment Management, Inc. (as Investment Manager)

By: /s/ Jason Boe
Vice President

PHYSICIANS MUTUAL INSURANCE COMPANY
BCBSM, INC. DBA BLUE CROSS AND BLUE SHIELD OF MINNESOTA
ZURICH AMERICAN INSURANCE COMPANY

By: Prudential Private Placement Investors, L.P. (as Investment Advisor)

By: Prudential Private Placement Investors, Inc. (as its General Partner)

By: /s/ Jason Boe
Vice President

Myers Industries, Inc.

This Agreement is hereby accepted and agreed to as of the date thereof.

C O N N E C T I C U T G E N E R A L L I F E I N S U R A N C E C O M P A N Y

By: CIGNA Investments, Inc. (authorized agent)

By /s/ Elisabeth V. Piker
Name: Elisabeth V. Piker
Title: Managing Director

L I F E I N S U R A N C E C O M P A N Y O F N O R T H A M E R I C A

By: CIGNA Investments, Inc. (authorized agent)

By /s/ Elisabeth V. Piker
Name: Elisabeth V. Piker
Title: Managing Director

C I G N A H E A L T H A N D L I F E I N S U R A N C E C O M P A N Y

By: CIGNA Investments, Inc. (authorized agent)

By /s/ Elisabeth V. Piker
Name: Elisabeth V. Piker
Title: Managing Director

Myers Industries, Inc.

This Agreement is hereby accepted and agreed to as of the date thereof.

THE GUARDIAN LIFE INSURANCE COMPANY OF AMERICA

By /s/ Brian Keating
Name: Brian Keating
Title: Managing Director

THE GUARDIAN INSURANCE & ANNUITY COMPANY, INC.

By /s/ Brian Keating
Name: Brian Keating
Title: Managing Director

Myers Industries, Inc.

This Agreement is hereby accepted and agreed to as of the date thereof.

A MERICAN F AMILY L IFE I NSURANCE C OMPANY

By: /s/ David L. Voge
Name: David L. Voge
Title: Fixed Income Portfolio Manager

Myers Industries, Inc.

Each of the undersigned approve and agree to the foregoing and confirm and ratify all obligations under all Financing Agreements to which it is a party as of the date first written above:

B UCKHORN I NC .

By: /s/ Gregory W. Branning
Name:
Title:

A MERI -K ART C ORP .

By: /s/ Gregory W. Branning
Name:
Title:

P ATCH R UBBER C OMPANY

By: /s/ Gregory W. Branning
Name:
Title:

M YERS T IRE S UPPLY D ISTRIBUTION , I NC .

By: /s/ Gregory W. Branning
Name:
Title:

Myers Industries, Inc.

Each of the undersigned approve and agree to the foregoing and confirm and ratify all obligations under all Financing Agreements to which it is a party as of the date first written above:

SCEPTER US HOLDING COMPANY

By: /s/ Gregory W. Branning
Name:
Title:

AMERIKART (MI) CORP.

By: /s/ Gregory W. Branning
Name:
Title:



News Release
NYSE: MYE

Contact(s):
Gregg Branning, Senior Vice President
& Chief Financial Officer (330) 761-6303

Monica Vinay, Vice President, Investor
Relations & Treasurer (330) 761-6212

Myers Industries Reports 2015 Second Quarter Results

Scepter Acquisition Continues to Deliver Strong Performance

July 23, 2015, Akron, Ohio - Myers Industries, Inc. (NYSE: MYE), a leading provider of material handling solutions and tire repair products to industrial end markets, today announced results for the second quarter ended June 30, 2015.

Financial Highlights

- Net sales of \$164.3 million included strong performance from Scepter, offset by weaker demand in the agricultural, industrial, recreational vehicle and marine end markets
- Gross profit margin increased to 30.8% driven by operational excellence initiatives, pricing actions, sales of new products and the incremental contribution from Scepter
- Income per diluted share from continuing operations as adjusted increased 45.5% to \$0.32 in the second quarter of 2015 compared with the same period last year
- Net sales and profits benefited from approximately \$5 million of customer orders that shifted into Q2 from Q3 2015

Summary

	<u>Quarter Ended June 30,</u>			<u>Six Months Ended June 30,</u>		
	<u>2015</u>	<u>2014</u>	<u>% Increase</u>	<u>2015</u>	<u>2014</u>	<u>% Increase</u>
			<u>(Decrease)</u>			<u>(Decrease)</u>
	(Unaudited dollars in thousands, except per share data)					
Net sales	\$164,335	\$152,784	7.6%	\$320,683	\$303,269	5.7%
Gross profit	\$ 50,581	\$ 42,532	18.9%	\$ 96,338	\$ 84,603	13.9%
Gross profit margin	30.8%	27.8%		30.0%	27.9%	
Income from continuing operations before income taxes	\$ 17,275	\$ 9,619	79.6%	\$ 21,289	\$ 16,918	25.8%
Income from continuing operations:						
Income	\$ 10,925	\$ 6,327	72.7%	\$ 13,547	\$ 11,090	22.2%
Income per diluted share	\$ 0.35	\$ 0.19	84.2%	\$ 0.43	\$ 0.33	30.3%
Income from continuing operations before income taxes as adjusted*	\$ 14,715	\$ 11,179	31.6%	\$ 20,678	\$ 19,035	8.6%
Income from continuing operations as adjusted*:						
Income	\$ 9,933	\$ 7,154	38.8%	\$ 13,958	\$ 12,182	14.6%
Income per diluted share	\$ 0.32	\$ 0.22	45.5%	\$ 0.45	\$ 0.36	25.0%

* Details regarding the pre-tax adjusted charges (benefits) are provided on the *Reconciliations of Non-GAAP Financial Measures* included in this release.

President and Chief Executive Officer John C. Orr commented, "Our Scepter business continues to be a very good acquisition as it delivered strong sales and operating performance again in the second quarter of 2015. Although we continued to experience reduced sales of our agricultural products during the second quarter, an acceleration of orders by a few of our customers in that end market led to higher than anticipated sales and profits from those products. Scepter's strong performance, the acceleration of orders, and pricing and cost reduction actions that we took during the quarter led to the significant improvement in adjusted earnings per diluted share from continuing operations as compared to the second quarter of last year."

Segment Results

The results below are as *adjusted* and *exclude restructuring and other unusual pre-tax charges (benefits)* as detailed on the *Reconciliation of Non-GAAP Financial Measures* included in this release.

Net sales in the **Material Handling Segment** for the second quarter of 2015 were \$115.8 million compared to \$103.0 million for the second quarter of 2014. Incremental sales of \$28.6 million from Scepter were partially offset by sales declines in the agricultural, industrial, recreational vehicle and marine end markets as compared to the second quarter of 2014. Material Handling's adjusted income before taxes was \$18.2 million for the second quarter of 2015 compared to \$12.2 million for the second quarter of 2014. The increase in adjusted income before taxes year-over-year was due mostly to Scepter's contribution and higher margin profile, but was also the result of pricing actions, reductions in labor costs, overhead and selling, general and administrative expenses.

Net sales in the **Distribution Segment** for the second quarter of 2015 were \$48.6 million compared to \$49.8 million for the second quarter of 2014. The sales decline in the second quarter was the result of weaker demand for some of the segment's tire repair and retread products. Distribution's adjusted income before taxes for the second quarter of 2015 was \$4.5 million compared to \$5.4 million for the second quarter of 2014. The decline in adjusted income before taxes as compared to the second quarter of last year was due mostly to the lower sales volumes and product mix.

Other Financial Items

For the six months ended June 30, 2015, cash flow used for continuing operations was \$3.0 million compared to \$6.8 million for the six months ended June 30, 2014.

Capital expenditures totaled \$9.4 million for the six months ended June 30, 2015 and are forecasted to be approximately \$30 million in 2015, of which, roughly 70% will be for new product development, growth, and productivity projects.

The Company did not purchase any shares of its common stock during the quarter. For the six months ended June 30, 2015, the Company purchased 370,200 shares of its common stock for a total of \$6.6 million. Approximately 4.1 million shares were available for repurchase at June 30, 2015 under the Company's current board authorization.

On July 2, 2015, the United States Court of Appeals for the Federal Circuit reversed an award of attorney fees and costs against the Company that had been previously awarded as part of a patent infringement lawsuit. As a result of the Court's decision, the Company reversed a previously recorded reserve of \$3.0 million. This benefit was recognized as a reduction of selling, general and administrative expenses in the second quarter of 2015. The reversal is included in the *Reconciliation of Non-GAAP Financial Measures* included in this release and is excluded from income from continuing operations as adjusted.

2015 Third Quarter and Full Year Outlook

Although the third quarter of 2015 will be impacted by the continued weakness of the agricultural market, the acceleration of orders that moved into the second quarter, and some continued soft demand in the Material Handling Segment's end markets, full year operating results should show the benefits of ongoing efforts to reduce costs and strengthen the Company, resulting in a strong foundation for continued earnings growth in the future.

Conference Call Details

The Company will host an earnings conference call and webcast for investors and analysts on Thursday, July 23, 2015 at 10:00 a.m. ET. The call is anticipated to last approximately one hour and may be accessed at (877) 407-8033. Callers are asked to sign on at least five minutes in advance. A live and archived webcast of the conference call can be accessed from the Investor Relations section of the Company's website at www.myersindustries.com. Click on the Investor Relations tab to access the webcast. Webcast attendees will be in a listen-only mode. An archived telephone replay of the call will also be available on the site shortly after the event. To listen to the telephone replay, callers should dial: (US) 877-660-6853 or (Int'l) 201-612-7415. The replay passcode is Conference ID #13614253.

About Myers Industries

Myers Industries, Inc. is an international manufacturer of polymer products for industrial, agricultural, automotive, commercial, and consumer markets. The Company is also the largest wholesale distributor of tools, equipment and supplies for the tire, wheel and undervehicle service industry in the U.S. Visit www.myersindustries.com to learn more.

Caution on Forward-Looking Statements

Statements in this release may include “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statement that is not of historical fact may be deemed “forward-looking”. Words such as “expect”, “believe”, “project”, “plan”, “anticipate”, “intend”, “objective”, “goal”, “view”, and similar expressions identify forward-looking statements. These statements are based on management’s current views and assumptions of future events and financial performance and involve a number of risks and uncertainties, many outside of the Company’s control that could cause actual results to materially differ from those expressed or implied. Risks and uncertainties include: changes in the markets for the Company’s business segments; changes in trends and demands in the markets in which the Company competes; unanticipated downturn in business relationships with customers or their purchases; competitive pressures on sales and pricing; raw material availability, increases in raw material costs, or other production costs; future economic and financial conditions in the United States and around the world; inability of the Company to meet future capital requirements; claims, litigation and regulatory actions against the Company; changes in laws and regulations affecting the Company; the Company’s ability to execute the components of its Strategic Business Evolution process; and other risks as detailed in the Company’s 10-K and other reports filed with the Securities and Exchange Commission. Such reports are available on the Securities and Exchange Commission’s public reference facilities and its web site at <http://www.sec.gov>, and on the Company’s Investor Relations section of its web site at <http://www.myersindustries.com>. Myers Industries undertakes no obligation to publicly update or revise any forward-looking statements contained herein. These statements speak only as of the date made.

MYERS INDUSTRIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(Dollars in thousands, except share data)

	For the Quarter Ended		For the Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Net sales	\$ 164,335	\$ 152,784	\$ 320,683	\$ 303,269
Cost of sales	113,754	110,252	224,345	218,666
Gross profit	50,581	42,532	96,338	84,603
Selling, general and administrative expenses	30,839	31,246	69,880	64,434
Operating income	19,742	11,286	26,458	20,169
Interest expense, net	2,467	1,667	5,169	3,251
Income from continuing operations before income taxes	17,275	9,619	21,289	16,918
Income tax expense	6,350	3,292	7,742	5,828
Income from continuing operations	10,925	6,327	13,547	11,090
Income (loss) from discontinued operations, net of income taxes	494	(578)	3,111	(4,661)
Net income	<u>\$ 11,419</u>	<u>\$ 5,749</u>	<u>\$ 16,658</u>	<u>\$ 6,429</u>
Income per common share from continuing operations:				
Basic	\$ 0.35	\$ 0.20	\$ 0.44	\$ 0.34
Diluted	\$ 0.35	\$ 0.19	\$ 0.43	\$ 0.33
Income (loss) per common share from discontinued operations:				
Basic	\$ 0.02	\$ (0.02)	\$ 0.10	\$ (0.14)
Diluted	\$ 0.02	\$ (0.02)	\$ 0.10	\$ (0.14)
Net income per common share:				
Basic	\$ 0.37	\$ 0.18	\$ 0.54	\$ 0.20
Diluted	\$ 0.37	\$ 0.17	\$ 0.53	\$ 0.19
Weighted Average Common Shares Outstanding				
Basic	30,968,269	32,425,994	31,004,779	32,892,864
Diluted	31,284,915	32,962,790	31,342,103	33,387,109

MYERS INDUSTRIES, INC.
SALES AND EARNINGS BY SEGMENT (UNAUDITED)
(Dollars in thousands)

	Quarter Ended June 30,			Six Months Ended June 30,		
	2015	2014	% Change	2015	2014	% Change
Net Sales from Continuing Operations						
Material Handling	\$115,774	\$103,046	12.4%	\$228,055	\$209,723	8.7%
Distribution	48,592	49,789	(2.4)%	92,697	93,672	(1.0)%
Inter-company Sales	(31)	(51)	—	(69)	(126)	—
Total	<u>\$164,335</u>	<u>\$152,784</u>	<u>7.6%</u>	<u>\$320,683</u>	<u>\$303,269</u>	<u>5.7%</u>
Income (Loss) from Continuing Operations Before Income Taxes						
Material Handling	\$ 20,846	\$ 11,533	80.8%	\$ 34,253	\$ 24,305	40.9%
Distribution	4,508	5,053	(10.8)%	7,999	8,583	(6.8)%
Corporate	(8,079)	(6,967)	—	(20,963)	(15,970)	—
Total	<u>\$ 17,275</u>	<u>\$ 9,619</u>	<u>79.6%</u>	<u>\$ 21,289</u>	<u>\$ 16,918</u>	<u>25.8%</u>

MYERS INDUSTRIES, INC.
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES
INCOME (LOSS) BEFORE INCOME TAXES BY SEGMENT (UNAUDITED)
(Dollars in millions, except per share data)

	<u>Quarter Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Material Handling				
Income from continuing operations before income taxes as reported	\$ 20.8	\$ 11.5	\$ 34.3	\$ 24.3
Litigation reserve reversal	(3.0)	—	(3.0)	—
Restructuring expenses and other adjustments	0.4	0.7	0.5	0.7
Income from continuing operations before income taxes as adjusted	<u>18.2</u>	<u>12.2</u>	<u>31.8</u>	<u>25.0</u>
Distribution				
Income from continuing operations before income taxes as reported	4.5	5.1	8.0	8.6
Restructuring expenses and other adjustments	—	0.3	0.1	0.8
Income from continuing operations before income taxes as adjusted	<u>4.5</u>	<u>5.4</u>	<u>8.1</u>	<u>9.4</u>
Corporate and interest expense				
(Loss) before income taxes as reported	(8.1)	(7.0)	(21.0)	(16.0)
Transaction costs	—	0.6	—	0.6
Professional and legal fees	—	—	1.8	—
Corporate and interest expense as adjusted	<u>(8.1)</u>	<u>(6.4)</u>	<u>(19.2)</u>	<u>(15.4)</u>
Continuing Operations				
Income from continuing operations before income taxes as reported	17.3	9.6	21.3	16.9
Litigation reserve reversal	(3.0)	—	(3.0)	—
Restructuring expenses and other adjustments	0.4	1.6	2.4	2.1
Income from continuing operations before income taxes as adjusted	<u>14.7</u>	<u>11.2</u>	<u>20.7</u>	<u>19.0</u>
Income taxes*	(4.8)	4.0	(6.7)	6.8
Income from continuing operations as adjusted	<u>\$ 9.9</u>	<u>\$ 7.2</u>	<u>\$ 14.0</u>	<u>\$ 12.2</u>
Adjusted earnings per diluted share from continuing operations	\$ 0.32	\$ 0.22	\$ 0.45	\$ 0.36

* Income taxes calculated using the normalized effective tax rate for each year.

Note on Reconciliation of Income and Earnings Data: Income (loss) excluding the items mentioned above in the text of this release and in this reconciliation chart is a non-GAAP financial measure that Myers Industries, Inc. calculates according to the schedule above, using GAAP amounts from the unaudited Consolidated Financial Statements. The Company believes that the excluded items are not primarily related to core operational activities. The Company believes that income (loss) excluding items that are not primarily related to core operating activities is generally viewed as providing useful information regarding a company's operating profitability. Management uses income (loss) excluding these items as well as other financial measures in connection with its decision-making activities. Income (loss) excluding these items should not be considered in isolation or as a substitute for net income (loss), income (loss) before taxes or other consolidated income data prepared in accordance with GAAP. The Company's method for calculating income (loss) excluding these items may not be comparable to methods used by other companies.

MYERS INDUSTRIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (UNAUDITED)
(Dollars in thousands)

	June 30,	December 31,
	2015	2014
Assets		
Current Assets		
Cash	\$ 3,887	\$ 4,676
Accounts receivable, net	98,503	90,664
Inventories	65,791	63,338
Assets held for sale	—	117,775
Prepaid and other	8,644	8,988
Total Current Assets	<u>176,825</u>	<u>285,441</u>
Other Assets	158,050	142,626
Property, Plant, & Equipment, Net	131,439	136,766
Total Assets	<u>\$466,314</u>	<u>\$ 564,833</u>
Liabilities & Shareholders' Equity		
Current Liabilities		
Accounts payable	\$ 69,249	\$ 77,320
Accrued expenses	40,145	49,372
Liabilities held for sale	—	27,122
Total Current Liabilities	<u>109,394</u>	<u>153,814</u>
Long-term debt, net	201,385	236,429
Other liabilities	12,310	13,738
Deferred income taxes	13,277	14,281
Total Shareholders' Equity	<u>129,948</u>	<u>146,571</u>
Total Liabilities & Shareholders' Equity	<u>\$466,314</u>	<u>\$ 564,833</u>

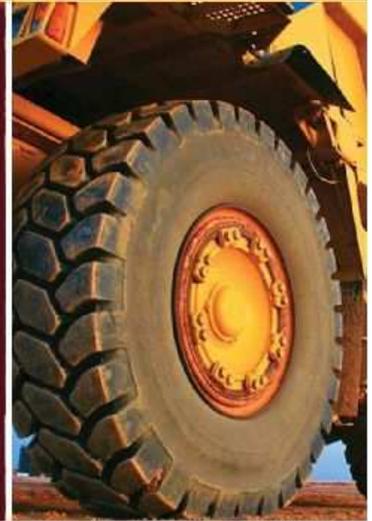
MYERS INDUSTRIES, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)
(Dollars in thousands)

	Six Months Ended	
	June 30, 2015	June 30, 2014
Cash Flows From Operating Activities		
Net income	\$ 16,658	\$ 6,429
Income (loss) from discontinued operations, net of income tax	3,111	(4,661)
Income from continuing operations	<u>\$ 13,547</u>	<u>\$ 11,090</u>
Items not affecting use of cash		
Depreciation	13,290	11,030
Amortization	5,279	1,461
Non-cash stock compensation	1,638	1,593
Provision for loss on accounts receivable	83	550
Deferred taxes	(1,673)	(73)
Other long-term liabilities	2,497	1,244
(Gain) loss from asset disposition	(56)	(139)
Tax benefit from options	(215)	(658)
Other	147	200
Payments on performance based compensation	(1,332)	(1,293)
Cash flow used for working capital, net of acquisitions:		
Accounts receivable	(12,918)	(10,386)
Inventories	(4,020)	(10,890)
Prepaid expenses	2,511	337
Accounts payable and accrued expenses	<u>(21,747)</u>	<u>(10,892)</u>
Net cash used for operating activities - continuing operations	(2,969)	(6,826)
Net cash used for operating activities - discontinued operations	<u>(11,672)</u>	<u>(14,200)</u>
Net cash used for operating activities	<u>(14,641)</u>	<u>(21,026)</u>
Cash Flows From Investing Activities		
Capital expenditures	(9,381)	(6,971)
Proceeds from sale of property, plant and equipment	36	85
Proceeds from sale of business	<u>69,787</u>	<u>—</u>
Net cash provided by (used for) investing activities - continuing operations	60,442	(6,886)
Net cash provided by (used for) investing activities - discontinued operations	<u>(581)</u>	<u>14,531</u>
Net cash provided by (used for) investing activities	<u>59,861</u>	<u>7,645</u>
Cash Flows From Financing Activities		
Proceeds from long-term debt	—	89,000
Net borrowing/(repayment) on credit facility	(31,548)	4,300
Cash dividends paid	(8,367)	(7,480)
Proceeds from issuance of common stock	1,515	2,126
Tax benefit from options	215	658
Repurchase of common stock	(6,577)	(44,399)
Shares withheld for employee taxes on equity awards	(975)	(1,083)
Deferred financing costs	<u>—</u>	<u>(538)</u>
Net cash provided by (used for) financing activities - continuing operations	(45,737)	42,584
Net cash used for financing activities - discontinued operations	<u>—</u>	<u>—</u>
Net cash provided by (used for) financing activities	<u>(45,737)</u>	<u>42,584</u>
Foreign exchange rate effect on cash	<u>(272)</u>	<u>50</u>
Net increase (decrease) in cash	(789)	29,253
Cash at January 1	4,676	6,539
Cash at June 30	<u>\$ 3,887</u>	<u>\$ 35,792</u>



July 23, 2015 | Myers Industries, Inc.

Second Quarter 2015 Earnings Presentation



Safe Harbor Statement



Statements in this presentation concerning the Company's goals, strategies, and expectations for business and financial results may be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and are based on current indicators and expectations. Whenever you read a statement that is not simply a statement of historical fact (such as when we describe what we "believe," "expect," or "anticipate" will occur, and other similar statements), you must remember that our expectations may not be correct, even though we believe they are reasonable. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). You should review this presentation with the understanding that actual future results may be materially different from what we expect. Many of the factors that will determine these results are beyond our ability to control or predict. You are cautioned not to put undue reliance on any forward-looking statement. We do not intend, and undertake no obligation, to update these forward-looking statements. These statements involve a number of risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the applicable statements. Such risks include:

- (1) Changes in the markets for the Company's business segments
- (2) Changes in trends and demands in the markets in which the Company competes
- (3) Unanticipated downturn in business relationships with customers or their purchases
- (4) Competitive pressures on sales and pricing
- (5) Raw material availability, increases in raw material costs, or other production costs
- (6) Harsh weather conditions
- (7) Future economic and financial conditions in the United States and around the world
- (8) Inability of the Company to meet future capital requirements
- (9) Claims, litigation and regulatory actions against the Company
- (10) Changes in laws and regulations affecting the Company
- (11) The Company's ability to execute the components of its Strategic Business Evolution process

Myers Industries, Inc. encourages investors to learn more about these risk factors. A detailed explanation of these factors is available in the Company's publicly filed quarterly and annual reports, which can be found online at www.myersind.com and at the SEC.gov web site.

Second Quarter 2015 Financial Summary



- Net sales increased due to the Scepter acquisition and new product sales, but were partially offset by decreased sales in the Material Handling Segment's agricultural, industrial, recreational vehicle and marine end markets
- Gross profit margin increased due to the contribution from Scepter, pricing actions, new product sales and ongoing cost reduction activities
- SG&A decreased due to the reversal of a litigation reserve, lower salaries and other employee related expenses and lower variable selling expenses, including freight, all of which more than offset the incremental SG&A expense from Scepter

Continuing Operations Highlights	Q2 2015	Q2 2014	% Change
Net sales	\$164.3	\$152.8	7.6%
Gross profit margin	30.8%	27.8%	
SG&A	\$30.8	\$31.2	(1.3)%
Income from continuing ops - adjusted ¹	\$9.9	\$7.2	38.8%
Effective tax rate	36.8%	34.2%	
Income per diluted share from continuing ops - adjusted ¹	\$0.32	\$0.22	45.5%

¹See Reconciliation of Non-GAAP measures on slide 9

Note: All figures except ratios and percents are \$Millions

First Half 2015 Financial Summary



Continuing Operations Cash Highlights	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
Cash used for continuing operations	(\$3.0)	(\$6.8)
Capital expenditures	\$9.4	\$7.0
Free cash flow	(\$12.4)	(\$13.8)
Dividends	\$8.4	\$7.5

Balance Sheet Highlights	June 30, 2015	December 31, 2014
Long-term debt	\$201.4	\$236.4
Debt - net of cash	\$197.5	\$231.8

Notes: All figures are \$Millions

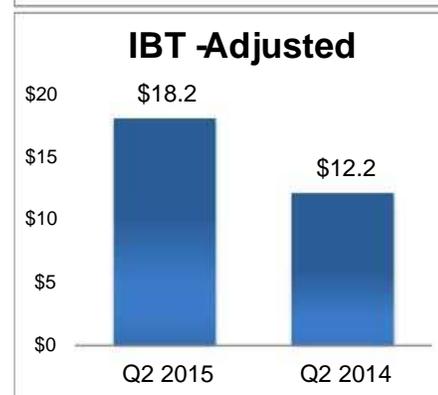
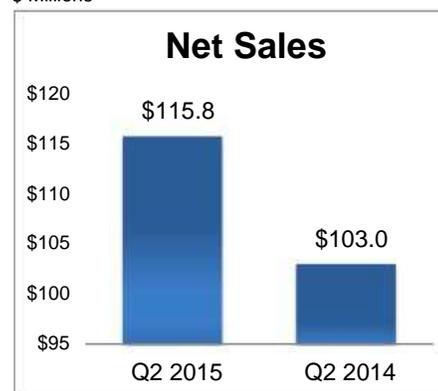
Free cash flow = cash flow from operations – capital expenditures

Second Quarter Results Material Handling



- Incremental sales of \$28.6 million from Scepter and new product sales were partially offset by sales declines in the agriculture, industrial, recreational vehicle and marine end markets as compared to Q2 2014, which resulted from weaker demand and a tough industrial economy
- Adjusted income before taxes (IBT) increased versus Q2 2014 due to the contribution from Scepter, pricing actions, reductions in labor and overhead costs and decreased selling, general and administrative expenses

\$ Millions



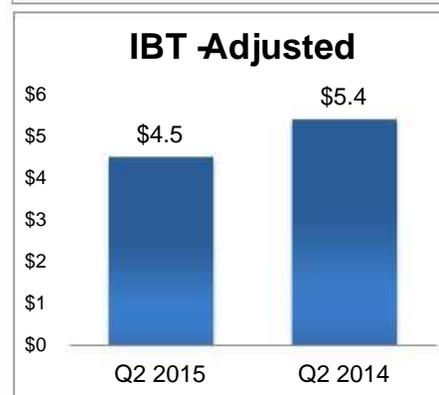
See Reconciliation of Non-GAAP measures on slide 9

Second Quarter Results Distribution



- The decrease in Distribution sales as compared to Q2 of last year was the result of decreased demand for some of the segment's tire repair and retread products due to soft market conditions
- The lower sales volume and a shift in product mix led to the decline in adjusted income before taxes year-over-year

\$ Millions



See Reconciliation of Non-GAAP measures on slide 9

- **Challenging market conditions in Material Handling expected to continue in 2015**
 - Decreased corn production and low crop prices are expected to continue to decrease demand for agricultural storage containers, but seeing signs that order activity may increase in second half
 - Shift of orders from Q3 into Q2 will add to anticipated decline in sales of agricultural storage containers in Q3 2015
 - Softer demand in industrial, recreational vehicle and marine end markets expected to continue for the near-term
- **Third quarter and full year 2015 results should benefit from re-introduction of legacy products which began in the third quarter of 2015**
 - Additional legacy product re-introductions have been identified and will be introduced early in 2016
- **Capital expenditures for continuing operations in 2015 are expected to be approximately \$30 million**
 - Approximately 70% of Capital Expenditures will be used for growth and productivity projects
- **Anticipate effective tax rate for full year 2015 will be approximately 32.5%**
 - A result of shift to more international earnings with a full year of Scepter in our results
- **Capital Allocation in near-term focused on investment in capital for growth and paying down debt to reduce leverage; long-term focus remains balanced:**
 - Organic growth investments in new products, process improvements and market development
 - Growth through acquisitions in both core and adjacent markets
 - Returning capital to stakeholders through debt reduction, dividends and share repurchases



Appendix



Reconciliation of Non-GAAP Measures



MYERS INDUSTRIES, INC.
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES
INCOME (LOSS) BEFORE INCOME TAXES BY SEGMENT (UNAUDITED)
(Dollars in millions, except per share data)

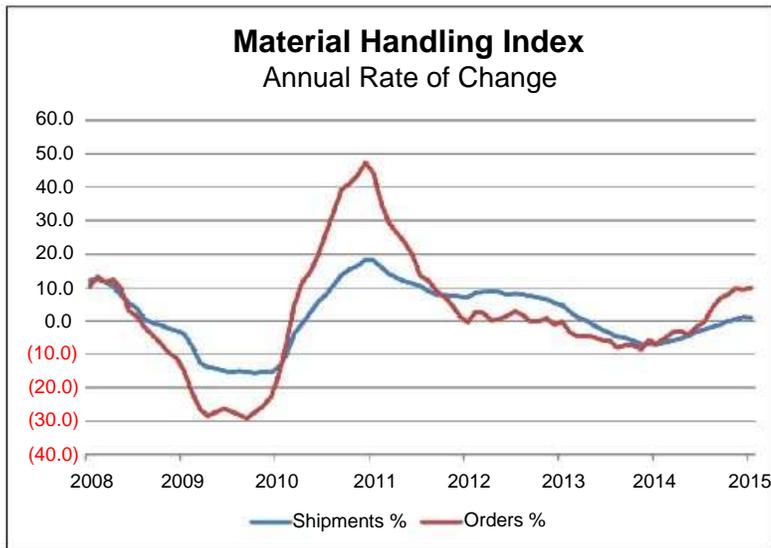
	Quarter Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Material Handling				
Income from continuing operations before income taxes as reported	\$ 20.8	\$ 11.5	\$ 34.3	\$ 24.3
Litigation reserve reversal	(3.0)	—	(3.0)	—
Restructuring expenses and other adjustments	0.4	0.7	0.5	0.7
Income from continuing operations before income taxes as adjusted	18.2	12.2	31.8	25.0
Distribution				
Income from continuing operations before income taxes as reported	4.5	5.1	8.0	8.6
Restructuring expenses and other adjustments	—	0.3	0.1	0.8
Income from continuing operations before income taxes as adjusted	4.5	5.4	8.1	9.4
Corporate and interest expense				
(Loss) before income taxes as reported	(8.1)	(7.0)	(21.0)	(16.0)
Transaction costs	—	0.6	—	0.6
Professional and legal fees	—	—	1.8	—
Corporate and interest expense as adjusted	(8.1)	(6.4)	(19.2)	(15.4)
Continuing Operations				
Income from continuing operations before income taxes as reported	17.3	9.6	21.3	16.9
Litigation reserve reversal	(3.0)	—	(3.0)	—
Restructuring expenses and other adjustments	0.4	1.6	2.4	2.1
Income from continuing operations before income taxes as adjusted	14.7	11.2	20.7	19.0
Income taxes*	(4.8)	4.0	(6.7)	6.8
Income from continuing operations as adjusted	\$ 9.9	\$ 7.2	\$ 14.0	\$ 12.2
Adjusted earnings per diluted share from continuing operations	\$ 0.32	\$ 0.22	\$ 0.45	\$ 0.36

*Income taxes calculated using the normalized effective tax rate for each year.

Note on Reconciliation of Income and Earnings Data: Income (loss) excluding the items mentioned above in the text of this release and in this reconciliation chart is a non-GAAP financial measure that Myers Industries, Inc. calculates according to the schedule above, using GAAP amounts from the unaudited Consolidated Financial Statements. The Company believes that the excluded items are not primarily related to core operational activities. The Company believes that income (loss) excluding items that are not primarily related to core operating activities is generally viewed as providing useful information regarding a company's operating profitability. Management uses income (loss) excluding these items as well as other financial measures in connection with its decision-making activities. Income (loss) excluding these items should not be considered in isolation or as a substitute for net income (loss), income (loss) before taxes or other consolidated income data prepared in accordance with GAAP. The Company's method for calculating income (loss) excluding these items may not be comparable to methods used by other companies.

Material Handling

- Orders grew an average of 9% in Q1 2015; shipments grew an average of 1% during the same period



Source: Material Handling Industry (MHI)

Material Handling

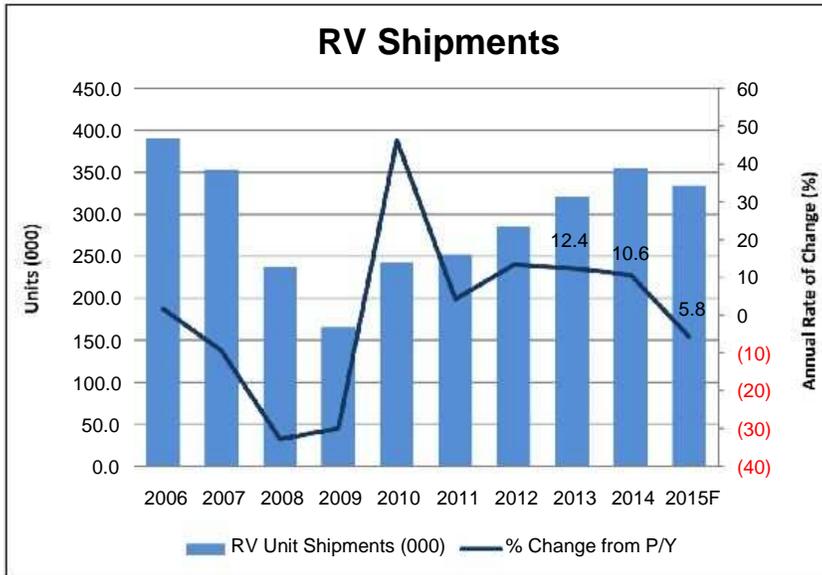
- The Outdoor Power Equipment Institute (OPEI) estimates that total outdoor power equipment shipments will increase by 3.6% in 2015.

	ACTUAL					FORECAST		
	2009	2010	2011	2012	2013	2014	2015	2016
Consumer Products	6,223,328	6,588,176	5,875,396	6,191,291	6,379,735	5,897,982	6,221,402	6,553,717
<i>Percent Change</i>	-10.6	5.9	-10.8	5.4	3.0	-7.6	5.5	5.3
Commercial Products	131,050	180,226	183,609	182,817	221,200	224,227	238,675	253,264
<i>Percent Change</i>	-34.4	37.5	1.9	-0.4	21.0	1.4	6.4	6.1
Handheld Products	10,558,563	10,825,352	10,365,472	10,921,443	10,909,630	11,149,771	11,430,870	11,679,547
<i>Percent Change</i>	-7.9	2.5	-4.2	5.4	-0.1	2.2	2.5	2.2
Total	16,912,941	17,593,754	16,424,477	17,295,551	17,510,565	17,271,980	17,890,947	18,486,528
	-9.1	4.0	-6.6	5.3	1.2	-1.4	3.6	3.3

Source: OPEI U.S. Econometric Forecast – December 2014

Material Handling

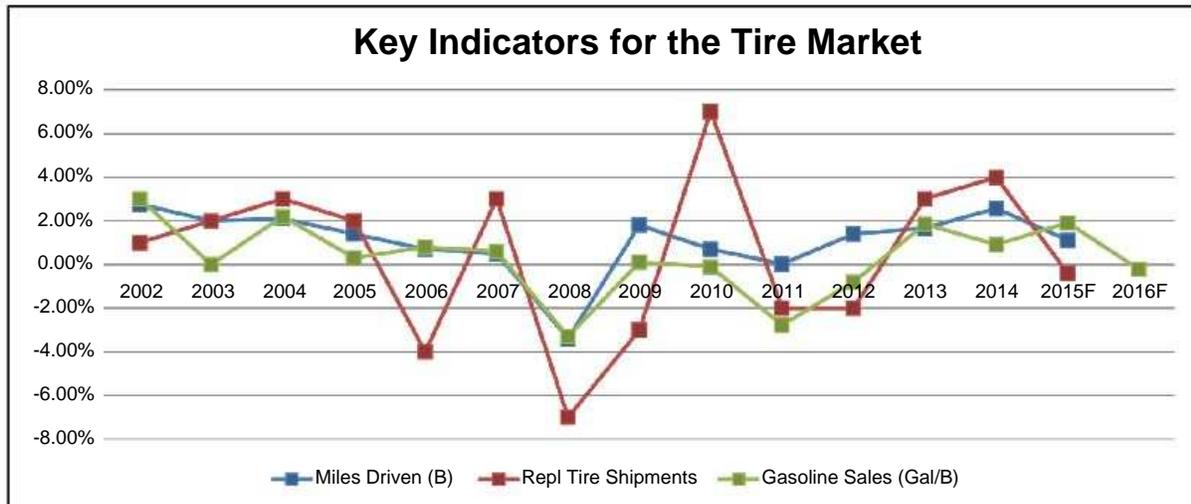
- Recreational vehicle shipments are forecasted to decline in 2015 vs. 2014 by almost 6%



Source: RVIA Release

Distribution

- The Rubber Manufacturers Association (RMA) projects a slight decrease in replacement tire shipments in 2015 (-0.4%); YTD shipments are down 2%



Source: JP Morgan, RMA

