

COSTAR GROUP INC  
Form 424B2  
May 26, 2011

**CALCULATION OF REGISTRATION FEE**

| <b>Title of each class of securities offered</b> | <b>Maximum aggregate offering price</b> | <b>Amount of registration fee</b> |
|--|---|-----------------------------------|
| Common Stock, par value \$0.01                   | \$258,750,000 (1)                       | \$30,040.88 (2)                   |

(1) Assuming exercise in full of the underwriters' over-allotment option.

(2) The filing fee of \$30,040.88 is calculated in accordance with Rule 457(r) of the Securities Act of 1933.

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**Filed Pursuant to Rule 424(b)(2)**  
**Registration No. 333-174407**

**Prospectus supplement**  
**To prospectus dated May 23, 2011**

*3,750,000 shares*

**CoStar Group, Inc.**

***Common stock***

We are offering 3,750,000 shares of our common stock, \$0.01 par value per share.

Our common stock is listed on the Nasdaq Global Select Market under the symbol CSGP. The last reported sale price of our common stock on the Nasdaq Global Select Market on May 25, 2011 was \$61.53 per share. You are urged to obtain current market data and should not use the market price as of May 25, 2011 as a prediction of the future market price of our common stock.

|  | <b>Per share</b> | <b>Total</b>   |
|--|------------------|----------------|
| Public offering price                  | \$ 60.00         | \$ 225,000,000 |
| Underwriting discounts and commissions | \$ 2.40          | \$ 9,000,000   |
| Proceeds, before expenses, to us       | \$ 57.60         | \$ 216,000,000 |

We have granted the underwriters an option for a period of 30 days from the date of this prospectus supplement to purchase up to 562,500 additional shares of common stock from us. If the underwriters exercise this option in full, the total underwriting discounts and commissions will be \$10.4 million and total proceeds to us, before discounts, commissions and expenses, will be \$258.8 million.

**Investing in our common stock involves risks. See Risk factors beginning on page S-8 of this prospectus supplement. You should also consider the risk factors described in the documents incorporated by reference into this prospectus supplement and the accompanying prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

The underwriters expect to deliver the shares of our common stock to purchasers on June 1, 2011.

**J.P. Morgan**

**Needham & Company, LLC**

**Stephens Inc.**

**William Blair & Company**

**JMP Securities**

The date of this prospectus supplement is May 25, 2011.

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### Prospectus

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You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus or that is contained in any free writing prospectus issued by us. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell the common stock in any jurisdiction where the offer or sale is not permitted. You should assume that

the information appearing in this prospectus supplement and the accompanying prospectus and in the documents incorporated by reference herein and therein or that is contained in any free writing prospectus issued by us is accurate only as of their respective dates. Our business, financial condition, results of operation and prospects may have changed since those dates.

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### **About this prospectus supplement**

We provide information to you about the common stock in two separate documents: (1) this prospectus supplement, which describes the specific terms of the common stock and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference in that prospectus and (2) the accompanying prospectus, which provides general information about securities we may offer from time to time, including securities other than the common stock being offered by this prospectus supplement. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement.

It is important for you to read and consider all of the information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. You also should read and consider the information in the documents we have referred you to in *Where you can find additional information* on page S-57 of this prospectus supplement and page 3 of the accompanying prospectus.

We include cross-references in this prospectus supplement and the accompanying prospectus to captions in these materials where you can find additional related discussions. The table of contents in this prospectus supplement provides the pages on which these captions are located.

Unless otherwise indicated or the context otherwise requires, references in this prospectus supplement to *Company*, *we*, *us* or *our* are to CoStar Group, Inc. and its consolidated subsidiaries, and *CoStar* refers to CoStar Group, Inc., a Delaware corporation. Unless otherwise indicated or the context otherwise requires, references in this prospectus supplement to *LoopNet* are to LoopNet, Inc., a Delaware corporation, and its consolidated subsidiaries, and the *acquisition* refers to our proposed acquisition of LoopNet.

**Cautionary statements regarding  
forward-looking statements**

Certain parts of this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and in the accompanying prospectus, contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements include information that is not purely historic fact and include, without limitation, statements concerning our financial outlook for 2011 and beyond, our possible or assumed future results of operations generally, and other statements and information regarding assumptions about our revenues, EBITDA, adjusted EBITDA, non-GAAP net income, non-GAAP net income per share, fully diluted net income, combined financial metrics related to the acquisition, taxable income, cash flow from operating activities, available cash, operating costs, amortization expense, intangible asset recovery, net income per share, diluted net income per share, weighted-average outstanding shares, capital and other expenditures, effective tax rate, equity compensation charges, future taxable income, purchase amortization, financing plans, geographic expansion, acquisitions, contract renewal rate, capital structure, contractual obligations, legal proceedings and claims, our database, database growth, services and facilities, employee relations, future economic performance, our ability to liquidate or realize our long-term investments, management's plans, goals and objectives for future operations, and growth and markets for our stock.

Our forward-looking statements are also identified by words such as "believes," "expects," "thinks," "anticipates," "intends," "estimates," "potential" or similar expressions. You should understand that these forward-looking statements are estimates reflecting our judgment, beliefs and expectations, not guarantees of future performance. They are subject to a number of assumptions, risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statements. The following important factors, in addition to those discussed or referred to under the heading "Risk factors," and other unforeseen events or circumstances, could affect our future results and could cause those results or other outcomes to differ materially from those expressed or implied in our forward-looking statements:

commercial real estate market conditions;

general economic and political conditions, natural disasters, health concerns, and technological developments;

volatility in the stock markets;

the financial performance of each of CoStar and LoopNet through the completion of the acquisition;

the possibility that the expected synergies from the acquisition will not be realized, or will not be realized within the anticipated time period or that the businesses will not be integrated successfully;

the possibility that the businesses of CoStar and LoopNet may not be combined successfully or in a timely and cost-efficient manner;

the possibility that the acquisition does not close, including, but not limited to, due to the failure to obtain approval of LoopNet's stockholders or the failure to obtain governmental approvals;

the possibility that business disruption relating to the acquisition may be greater than expected;

failure to obtain any required financing for the acquisition on favorable terms;

changes or consolidations within the commercial real estate industry;

our ability to retain customers;

our ability to attract new clients;

our ability to sell additional services to existing clients;

our ability to integrate our U.S. and international product offerings;

competition from products and services offered by our competitors;

foreign currency fluctuations;

our ability to obtain any required financing on favorable terms;

global credit market conditions affecting investments;

our ability to continue to expand successfully;

our ability to effectively penetrate the market for retail real estate information and gain acceptance in that market;

our ability to control costs;

litigation;

changes in accounting policies or practices;

release of new and upgraded services by us or our competitors;

data quality;

development of our sales force;

employee retention;

technical problems with our services;

managerial execution;

changes in relationships with real estate brokers and other strategic partners;



legal and regulatory issues; and

successful adoption of and training on our services.

Accordingly, you should not place undue reliance on forward-looking statements, which speak only as of, and are based on information available to us on, the date of the applicable document. All subsequent written and oral forward-looking statements attributable to us or any

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person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to update any such statements or release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this prospectus supplement or to reflect the occurrence of unanticipated events.

Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions, including the risk factors referred to above. Our future performance and actual results may differ materially from those expressed in forward-looking statements. Many of the factors that will determine these results are beyond our ability to control or predict. Forward-looking statements speak only as of the date that they are made, and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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**Market, ranking and other data**

In this prospectus supplement and the accompanying prospectus and in the documents incorporated by reference herein and therein, we refer to information regarding market position obtained from internal sources and publicly available information. This information is inherently uncertain, involves risks and uncertainties and is subject to change based on various factors, including those discussed under the caption **Risk factors** in this prospectus supplement.

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## Summary

*The following summary should be read together with the information contained in other parts of this prospectus supplement and the accompanying prospectus or incorporated by reference herein or therein. This summary highlights selected information from this prospectus supplement and the accompanying prospectus regarding the offering of the shares of common stock. You should read this prospectus supplement and the accompanying prospectus, including the documents we incorporate by reference, carefully to understand fully the terms of the offering as well as other considerations that are important to you in making a decision to invest in the shares. You should pay special attention to the Risk factors section beginning on page S-8 of this prospectus supplement, and the Risk Factors sections in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and in our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011 to determine whether an investment in the shares is appropriate for you. This prospectus supplement and the accompanying prospectus include and incorporate forward-looking statements that involve risks and uncertainties.*

### Our company

We are a leading provider of information and analytic services to the commercial real estate industry in the United States, United Kingdom and parts of France. Since our founding in 1987, we have provided commercial real estate professionals with critical knowledge. We provide value to our clients by supplying proprietary data that, combined with our analytic methods, creates essential decision-making support tools for professionals in the commercial real estate industry, which is estimated to be valued at \$11 trillion according to Ruijue Peng et al., A Comprehensive Approach to Commercial Real Estate Prices, ARES 2010.

We offer an efficient platform for commercial real estate professionals to exchange information, evaluate opportunities using standardized and accurate information, and interact with each other on a continuous basis. Our data and analytics solutions have been developed through substantial investment over 24 years and are deeply embedded within our clients' workflow as demonstrated by our long-term client relationships and high renewal rates. The contract renewal rate during the quarter ended March 31, 2011 for subscription-based services for U.S. clients that have been customers for five years or longer was 98%.

Our services are derived from our proprietary database of building-specific information and offer customers specialized tools for accessing, analyzing and using our information. CoStar Property Professional® is our flagship service and provides subscribers a comprehensive inventory of office, industrial, retail and multifamily properties and land in markets throughout the U.S., including for-lease and for-sale listings, historical data, building photographs, maps and floor plans. Our other services are marketed under various names and provide a wide range of additional data and analytics for commercial real estate professionals and others with commercial real estate information needs. We offer the most comprehensive commercial real estate database in the industry and have the largest research department in the industry.

We deliver our data and analytics solutions to our clients primarily via a branded integrated suite of online service offerings. As of January 31, 2011, our database of real estate information contained:

Approximately 1.5 million sale and lease listings;

Approximately 4 million total properties;



Approximately 11 billion square feet of sale and lease listings;

Approximately 9 million tenants;

Approximately 2 million sales transactions valued in the aggregate at approximately \$3.7 trillion; and

Approximately 11 million digital attachments, including building photographs, aerial photographs, plat maps and floor plans.

This highly complex database is comprised of hundreds of data fields, tracking critical categories such as:

|                              |                               |
|------------------------------|-------------------------------|
| Location                     | Tax assessments               |
| For-sale information         | Lease expirations             |
| Sales and lease comparables  | Ownership                     |
| Space availability           | Contact information           |
| Quoted rental rates          | Historical trends             |
| Site and zoning information  | Space requirements            |
| Building characteristics     | Demographic information       |
| Income and expense histories | Number of retail stores       |
| Tenant names                 | Mortgage and deed information |

We offer our services and solutions primarily through annual subscriptions that renew automatically, which represented over 94% of our revenues for the twelve months ended March 31, 2011.

### **The CoStar opportunity**

The commercial real estate and related business community generally has operated in an inefficient marketplace due to the fragmented approach to gathering and exchanging information. Each commercial real estate transaction has numerous participants and information requirements. As such, each constituent must have extensive, accurate and current information and analysis across a variety of data points, including space availability, properties for sale, rental rates, vacancy rates, tenant movements, sales comparables, supply, new construction and absorption rates.

Various organizations, including hundreds of brokerage firms, directory publishers, the government and local research companies, collect commercial real estate data on specific markets and develop software to analyze the information they have independently gathered. This highly fragmented methodology has resulted in duplication of effort in collecting and analyzing information, excessive internal cost and the creation of non-standardized data containing varying degrees of accuracy and comprehensiveness, resulting in a formidable information gap.

Our suite of service offerings supported by the most comprehensive database in the industry, the largest research department in the industry, approximately 900 research professionals and outside contractors who make thousands of daily database updates, in-house product developers and a team of analysts and economists helps our clients make critical business decisions in a more efficient and cost-effective manner. As a result, many of the key players in the commercial real estate industry rely on us to help them make better decisions faster and create value for their businesses.

We believe many companies, including our clients, are looking for real-time access to more granular levels of data and analytics to understand opportunities more quickly and precisely. This has resulted in a large and growing market for commercial real estate information based on the variety, volume and value of transactions in the industry. We believe the significant economic and competitive trends facing our clients provide a competitive advantage to our business and will enable us to capture a greater share of our significant market opportunity going forward.

### **Our competitive strengths**

We believe our competitive strengths include:

*Mission critical information and analytics.* Our solutions are deeply embedded in our clients' workflows. We provide a breadth of information and insights for commercial real estate professionals in the United States, the United Kingdom and parts of France. We combine our superior information and our deep knowledge of our customers' workflows with the latest innovative decision-support tools and technologies to enhance our clients' efficiency and increase productivity. In the U.S. commercial real estate industry, our solutions are a utility for our customers. For example, our 12-month trailing renewal rate at March 31, 2011 was 92%, which we believe reflects our customers' recognition of the reliability and comprehensiveness of our services and the high value they derive from our solutions.

*Strong, diversified client relationships.* We maintain long-standing relationships across the commercial real estate and business communities, with commercial real estate brokers, building owners, landlords, financial institutions, retailers, vendors, appraisers, investment banks, governmental agencies and other parties involved in commercial real estate. We have more than 17,000 subscription client sites, with no single client accounting for more than 5% of our total 2010 revenues. The depth of our client relationships provides a foundation for recurring revenues as well as a platform for growth as we continue to expand our portfolio of solutions.

*Deep expertise.* We maintain what we believe is the largest, most accurate, and most comprehensive commercial real estate database in the industry. We gather information through public and private sources and combine it with our proprietary content, our extensive industry insight and our analytics. We have invested approximately \$1 billion to build our platform with the object of creating the commercial real estate industry's most comprehensive source of information and analytic services. We believe our expertise, years of significant investment and comprehensive data assets and decision-support tools provide us with a competitive advantage in serving our clients.

*Culture of innovation.* Our continued focus on innovation has allowed us to develop solutions that assist our customers in obtaining critical knowledge to explore and complete real estate transactions. Our team includes approximately 900 research professionals and approximately 150 product development and database professionals who work together to help ensure the accuracy of our information, enhance our data and analytics offerings and create new, innovative solutions that can be sold across our client base.

*Scalable operating model.* We believe we have a scalable operating model due to the recurring nature of our revenues, the scalability of our solutions and the low capital intensity of our business.

## **Our growth strategy**

We believe we are well-positioned for growth. We intend to build on our position as a leading provider of mission-critical commercial real estate information, decision-support tools and related services by executing the following strategies:

*Attract new clients and expand existing relationships.* We intend to continue to work closely with our clients to understand their evolving needs and more deeply embed our offerings into their workflows. We believe that substantial opportunities exist both to attract new clients and to increase our revenue from existing clients. Building on our deep knowledge and the embedded position of our offerings, we expect to sell new and innovative solutions to our new and existing clients, increasing our importance to their decision-making processes.

*Enhance our proprietary data and analytics.* We plan to continue to augment our comprehensive collection of proprietary information by enhancing our data collection tools and processes, further strengthening our relationships with content providers and building new, sophisticated decision-support tools, including an expanded analytic offering that is expected to provide powerful capabilities for analyzing and forecasting investment and leasing trends in local markets. We also plan to continue to selectively acquire assets that enhance our services and geographic scope and strengthen our value proposition to our clients.

*Leverage operating model.* We derive over 94% of our revenue from annual subscription fees, while a large portion of our costs are fixed. As a result, we believe we can improve our operating margins by generating additional revenue as we further penetrate our existing customer base and add new customers.

*Integrate LoopNet.* As described below under “Our proposed acquisition of LoopNet,” we announced our entry into a definitive agreement to acquire LoopNet on April 27, 2011. LoopNet owns and operates an online marketplace for commercial real estate that enables commercial real estate agents, working on behalf of property owners and landlords, to list properties for sale or for lease and submit detailed information on property listings in order to find a buyer or tenant in the United States. We believe that by integrating LoopNet within our business, we will be able to deliver a higher quality marketing solution to LoopNet’s customers and a higher quality information solution to CoStar’s customers. We believe the combined company will be the premier online resource for researching, analyzing and marketing commercial real estate properties, and the combination of the two companies’ complementary services is expected to position the combined firm to provide even more comprehensive market coverage, deliver enhanced research, analysis and marketing options, and offer greater efficiencies for customers throughout the commercial real estate industry, ranging from large, national brokerage and institutional market players to small, local brokers and owners.

## **Our proposed acquisition of LoopNet**

On April 27, 2011, we signed a definitive agreement to acquire LoopNet, Inc. (NASDAQ: LOOP), a leading online commercial real estate marketplace. Pursuant to the merger agreement, LoopNet stockholders will receive \$16.50 in cash and 0.03702 shares of CoStar common stock for each share of LoopNet common stock, representing a total equity value of approximately \$860.0 million and an enterprise value of \$762.0 million. The boards of directors of both



companies have unanimously approved the acquisition, which is expected to close by the end of 2011. We have received a commitment letter from JPMorgan Chase Bank, N.A. for a fully committed term loan of \$415.0 million and a \$50.0 million revolving credit facility, of which \$37.5 million is committed, which will be available, subject to customary conditions, to fund the acquisition and our ongoing working capital needs following the acquisition. We refer to this term loan and revolving credit facility as the proposed credit facilities. If we consummate the acquisition using the net proceeds of this offering, we may correspondingly reduce the amount drawn under the term loan portion of the proposed credit facilities on the closing date of the acquisition. The acquisition is subject to customary closing conditions, including approval by the stockholders of LoopNet and certain governmental clearances or approvals, including expiration or termination of the applicable waiting period relating to the acquisition under the HSR Act. The acquisition is not subject to a financing condition. In certain circumstances set forth in the merger agreement, if the acquisition is not consummated or the agreement is terminated, LoopNet may be obligated to pay us a termination fee of \$25.8 million. Similarly, in certain circumstances set forth in the merger agreement, if the acquisition is not consummated or the agreement is terminated, we may be obligated to pay LoopNet a termination fee of \$51.6 million. This offering is not conditioned on the closing of the acquisition and there can be no assurance that the acquisition will be completed. The shares offered hereby will remain outstanding whether or not the acquisition is completed.

In light of our agreement to acquire LoopNet, we are currently evaluating how best to integrate the two businesses, and we expect that while we await final approval of the acquisition over the course of the coming months we will assess and finalize plans for additional investments in our business. At this time we intend to continue to develop and distribute new services within our current platform. For example, we expect to roll out an iPad application later this year. We also expect to continue our efforts to integrate the combined capabilities of CoStar's market and property information and Property and Portfolio Research Ltd.'s analytics and forecasting expertise with Resolve Technology, Inc.'s real estate investment software expertise. Pending the completion of the acquisition, we do not currently anticipate making any additional material acquisitions.

While we expect current service offerings to remain profitable, driving overall earnings during 2011 and providing substantial cash flow for our business, the acquisition and the eventual integration of our two businesses could reduce our profitability, cause us to generate losses and adversely affect our financial position. Further, we intend to enter into the proposed credit facilities if the acquisition is completed, which facilities we expect will contain covenants that will restrict our operations and use of our cash flow.

### The offering

*The following summary contains basic information about this offering. This summary is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus supplement and the accompanying prospectus. For a more complete description of the shares of common stock, see Description of Common Stock beginning on page 13 of the accompanying prospectus.*

|  |   |
|--|---|
| Issuer   | CoStar Group, Inc., a Delaware corporation.   |
| Common stock offered   | 3,750,000 shares. We have also granted the underwriters a 30-day option to purchase up to 562,500 additional shares.  |
| Common stock to be outstanding immediately following this offering | 24,723,775 shares (or 25,286,275 shares if the underwriters exercise their over-allotment option in full) (based on shares outstanding on May 25, 2011).  |
| Use of proceeds  | We estimate that the net proceeds from this offering will be approximately \$214.9 million (or approximately \$247.3 million if the underwriters exercise their over-allotment option in full) after deducting underwriting discounts, commissions and expenses. We expect to use the net proceeds from the sale of the shares to fund a portion of the cash consideration payable in connection with the acquisition and, to the extent that any proceeds remain thereafter, or the acquisition is not completed, for general corporate purposes. This offering is not conditioned on the closing of the acquisition and there can be no assurance that the acquisition will be completed. The shares offered hereby will remain outstanding whether or not the acquisition is completed. See Use of proceeds. |
| Trading symbol for our common stock                                | Our common stock is listed on the Nasdaq Global Select Market under the symbol CSGP.  |
| United States federal income tax considerations                    | For a discussion of certain United States federal income tax consequences of holding and disposing of shares of our common stock, see Certain United States federal income tax considerations.  |
| Risk factors   | You should carefully consider the information set forth in the section of this prospectus supplement entitled Risk factors as well as the other information included in or incorporated by reference into this prospectus supplement before deciding whether to invest in the shares.   |

Except as otherwise indicated, all information in this prospectus supplement:

assumes that the underwriters will not exercise their option to purchase up to 562,500 additional shares from the Company;

excludes 2,250,000 shares representing the maximum number of shares issuable upon consummation of the acquisition;

excludes 950,425 shares issuable upon the exercise of options outstanding as of May 25, 2011 with a weighted average exercise price of \$38.39 per share;

excludes an estimated 61,765 shares available for purchase under our Employee Stock Purchase Plan as of May 25, 2011; and

excludes an estimated 1,346,659 shares reserved for issuance pursuant to future grants of awards under our 2007 Stock Incentive Plan as of May 25, 2011.

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### **Risk factors**

*Investing in our common stock involves risks, including the risks described below that are specific to shares of our common stock and those that could affect us and our business. You should not purchase shares of our common stock unless you understand these investment risks. Please be aware that other risks may prove to be important in the future. New risks may emerge at any time and we cannot predict such risks or estimate the extent to which they may affect our financial performance. Before purchasing any shares of our common stock, you should consider carefully the risks and other information in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein.*

#### **Risks relating to the proposed acquisition of LoopNet**

***This offering is not conditioned upon the closing of the acquisition and there can be no assurance that the acquisition will be completed.***

In April 2011, we signed a definitive merger agreement under which we will acquire LoopNet in a stock and cash transaction. We expect the acquisition to close by the end of 2011, subject to customary closing conditions, including approval by the stockholders of LoopNet and certain governmental clearances and approvals, including expiration or termination of the applicable waiting period relating to the acquisition under the HSR Act. This offering is not conditioned on the closing of the acquisition and there can be no assurance that the acquisition will be completed. The shares offered hereby will remain outstanding whether or not the acquisition is completed.

***The failure to successfully integrate LoopNet's business and operations or fully realize synergies from the acquisition in the expected time frame may adversely affect our future results.***

The success of the acquisition will depend, in part, on our ability to successfully integrate LoopNet's business and operations and fully realize the anticipated benefits and synergies from combining our business with LoopNet's business. However, to realize these anticipated benefits and synergies, we must successfully combine these businesses. If we are unable to achieve these objectives following the acquisition, the anticipated benefits and synergies of the acquisition may not be realized fully or at all or may take longer to realize than expected. Any failure to timely realize these anticipated benefits could have a material adverse effect on our revenues, expenses and operating results.

We and LoopNet have operated and, until the completion of the acquisition, will continue to operate independently. It is possible that the integration process could result in the loss of key employees, loss of key clients, decreases in revenues and increases in operating costs, as well as the disruption of each company's ongoing businesses, any or all of which could limit our ability to achieve the anticipated benefits and synergies of the acquisition and have a material adverse effect on our revenues and operating results. Integration efforts between the two companies will also divert management attention and resources, which could also adversely affect our operating results.

***We and LoopNet may have difficulty attracting, motivating and retaining executives and other key employees in light of the acquisition.***

Uncertainty about the effect of the acquisition on our and LoopNet's employees may have an adverse effect on us or LoopNet and consequently the combined business resulting from the acquisition. This uncertainty may impair our and LoopNet's ability to attract, retain and motivate key personnel until the acquisition is completed, or longer for the combined entity. Employee retention may be particularly challenging during the pendency of the acquisition, as our and LoopNet's employees may experience uncertainty about their future roles with the combined business.

Additionally, LoopNet's officers and employees may own shares of LoopNet's common stock and/or have stock option or restricted stock unit grants and, if the acquisition is completed, may therefore be entitled to the acquisition consideration, the payment of which could provide sufficient financial incentive for certain officers and employees to no longer pursue employment with the combined business. If key employees of us or LoopNet depart because of issues relating to the uncertainty and difficulty of integration, financial incentives or a desire not to become employees of the combined business, we may have to incur significant costs in identifying, hiring and retaining replacements for departing employees, which could reduce our ability to realize the anticipated benefits of the acquisition.

***In order to complete the acquisition, we and LoopNet must obtain certain governmental approvals, and if such approvals are not granted or are granted with conditions that become applicable to the parties, the completion of the acquisition may be jeopardized or the anticipated benefits of the acquisition could be reduced.***

Completion of the acquisition is conditioned upon the receipt of certain governmental clearances or approvals, including, but not limited to, the expiration or termination of the applicable waiting period, or receipt of approval, under applicable antitrust laws, including the applicable waiting periods under the HSR Act. Although we and LoopNet have agreed to use reasonable best efforts to obtain the requisite governmental approvals, we cannot assure you that these approvals will be obtained or, if obtained, when. In addition, the governmental authorities from which these approvals are required have broad discretion in administering the governing regulations. On May 20, 2011, one of these governmental authorities, the Federal Trade Commission, requested that we provide documents and information to assist it in the conduct of its investigation of the acquisition. As a condition to approval of the acquisition, these governmental authorities may impose requirements, limitations or costs or require divestitures or place restrictions on the conduct of our or LoopNet's business after the completion of the acquisition. Under the terms of the merger agreement, we are not required to complete the acquisition if, among other things, the governmental approvals required to be received in connection with the acquisition include any conditions or restrictions that, individually or in the aggregate, are reasonably expected to impose a substantial detriment (as specified in the merger agreement) on us, though we can choose to waive this condition. If either we or LoopNet become subject to any term, condition, obligation or restriction (whether by consent or because the terms of the merger agreement require it), the imposition of such term, condition, obligation or restriction could adversely affect the ability to integrate LoopNet's operations into our operations, reduce the anticipated benefits of the acquisition or otherwise materially adversely affect our business and results of operations after the completion of the acquisition.

***Our and LoopNet's business relationships, including client relationships, may be subject to disruption due to uncertainty associated with the acquisition.***

Parties with which we or LoopNet do business may experience uncertainty associated with the acquisition, including with respect to current or future business relationships with us, LoopNet or the combined business. Our and LoopNet's business relationships may be subject to disruption as clients and others may attempt to negotiate changes in existing business relationships or consider entering into business relationships with parties other than us, LoopNet or the combined business. These disruptions could have a material adverse effect on the businesses, financial condition and results of operations of the combined business. The adverse effect of such disruptions could be exacerbated by a delay in the completion of the acquisition or termination of the merger agreement.

***The merger agreement may be terminated in accordance with its terms and the acquisition may not be completed.***

The merger agreement is subject to a number of conditions which must be fulfilled in order to complete the acquisition. Those conditions include: adoption of the merger agreement by LoopNet stockholders, the receipt of necessary antitrust approvals, absence of orders prohibiting the completion of the acquisition, effectiveness of a registration statement with respect to our stock to be issued in the acquisition, continued accuracy of the representations and warranties by both parties and the performance by both parties of their covenants and agreements.

In addition, both we and LoopNet have rights to terminate the merger agreement under certain circumstances specified in the merger agreement.

***We will incur significant transaction costs as a result of the acquisition.***

We expect to incur significant one-time transaction costs related to the acquisition. These transaction costs include investment banking, legal and accounting fees and expenses and filing fees, printing expenses and other related charges. The companies may also incur additional unanticipated transaction costs in connection with the acquisition. A portion of the transaction costs related to the acquisition will be incurred regardless of whether the acquisition is completed. Additional costs will be incurred in connection with integrating the two companies' businesses, such as severance and information technology integration expenses. Costs in connection with the acquisition and integration may be higher than expected. These costs could adversely affect the financial condition and results of operations of CoStar or the combined business.

***An adverse judgment in a lawsuit challenging the acquisition may prevent the acquisition from becoming effective or from becoming effective within the expected timeframe.***

One of the conditions to the closing of the acquisition is that no order, injunction or decree or other legal restraint or prohibition that prevents the completion of the acquisition be in effect. If any plaintiff were successful in obtaining an injunction prohibiting LoopNet or us from completing the acquisition on the agreed-upon terms, then such injunction may prevent the acquisition from becoming effective or from becoming effective within the expected timeframe. To date, LoopNet, LoopNet's board of directors and/or CoStar are named as defendants in two purported class action lawsuits brought by alleged LoopNet stockholders challenging the acquisition. Such stockholder actions allege, among other things, that (i) each member of

LoopNet's board of directors breached his fiduciary duties to LoopNet and its stockholders in authorizing the acquisition, (ii) the acquisition does not maximize value to LoopNet's stockholders and (iii) LoopNet and CoStar aided and abetted the breaches of fiduciary duty allegedly committed by the members of LoopNet's board of directors. Such stockholder actions seek class action certification and equitable relief, including an injunction against consummation of the acquisition.

***Failure to complete the acquisition in certain circumstances could require us to pay a termination fee or expenses.***

If the merger agreement is terminated under certain circumstances, we would be obligated to pay a \$51.6 million termination fee. Payment of the termination fee could materially adversely affect our results of operations or financial condition.

**Risks relating to LoopNet**

LoopNet is, and following completion of the acquisition, we and LoopNet will continue to be, subject to the risks with respect to LoopNet described in our Current Report on Form 8-K filed with the SEC on May 23, 2011, incorporated by reference into this prospectus supplement. You should read and consider these additional risk factors associated with the business of LoopNet because these risk factors may affect the operations and financial results of the combined company. See "Where you can find additional information" beginning on page S-57 of this prospectus supplement.

**Risks relating to our business**

***A downturn or consolidation in the commercial real estate industry may decrease customer demand for our services.***

A reversal of recent improvements in the commercial real estate industry's leasing activity and absorption rates or a renewed downturn in the commercial real estate market may affect our ability to generate revenues and may lead to more cancellations by our current or future customers, either of which could cause our revenues or our revenue growth rate to decline and reduce our profitability. A depressed commercial real estate market has a negative impact on our core customer base, which could decrease demand for our information, marketing and analytic services. Also, companies in this industry are consolidating, often in order to reduce expenses. Consolidation, or other cost-cutting measures by our customers, may lead to more cancellations of our information, marketing and analytic services by our customers, reduce the number of our existing clients, reduce the size of our target market or increase our clients' bargaining power, all of which could cause our revenues to decline and reduce our profitability.

***Negative general economic conditions could increase our expenses and reduce our revenues.***

Our business and the commercial real estate industry are particularly affected by negative trends in the general economy. The success of our business depends on a number of factors relating to general global, national, regional and local economic conditions, including perceived and actual economic conditions, recessions, inflation, deflation, exchange rates, interest rates, taxation policies, availability of credit, employment levels, and wage and salary levels. Negative general economic conditions could adversely affect our business by reducing our revenues and profitability. If we experience greater cancellations or reductions of services and failures to timely pay,

and we do not acquire new clients or sell new services to our existing clients, our revenues may decline and our financial position would be adversely affected. Adverse national and global economic events, as well as any significant terrorist attack, are likely to have a dampening effect on the economy in general, which could negatively affect our financial performance and our stock price. Market disruptions may also contribute to extreme price and volume fluctuations in the stock market that may affect our stock price for reasons unrelated to our operating performance. In addition, a significant increase in inflation could increase our expenses more rapidly than expected, the effect of which may not be offset by corresponding increases in revenue. Conversely, deflation resulting in a decline of prices could reduce our revenues. In the current economic environment, it is difficult to predict whether we will experience significant inflation or deflation in the near future. A significant increase in either could have an adverse effect on our results of operations.

***Our revenues and financial position will be adversely affected if we are not able to attract and retain clients.***

Our success and revenues depend on attracting and retaining subscribers to our information, marketing and analytic services. Our subscription-based information, marketing and analytic services generate the largest portion of our revenues. However, we may be unable to attract new clients, and our existing clients may decide not to add, not to renew or to cancel subscription services. In addition, in order to increase our revenue, we must continue to attract new customers, continue to keep our cancellation rate low and continue to sell new services to our existing customers. We may not be able to continue to grow our customer base, keep the cancellation rate for customers and services low or sell new services to existing customers as a result of several factors, including, without limitation: economic pressures, a decision that customers have no need for our services; a decision to use alternative services; customers' and potential customers' pricing and budgetary constraints; consolidation in the real estate and/or financial services industries; data quality; technical problems; or competitive pressures. If clients decide to cancel services or not to renew their subscription agreements, and we do not sell new services to our existing clients or attract new clients, then our renewal rate and revenues may decline.

***If we are not able to successfully identify, finance and/or integrate acquisitions, our business operations and financial position could be adversely affected.***

We have expanded our markets and services in part through acquisitions of complementary businesses, services, databases and technologies, and expect to continue to do so in the future. Our strategy to acquire complementary companies or assets depends on our ability to identify, and the availability of, suitable acquisition candidates. We may incur costs in the preliminary stages of an acquisition, but may ultimately be unable or unwilling to consummate the proposed transaction for various reasons. In addition, acquisitions involve numerous risks, including the ability to realize or capitalize on synergy created through combinations; managing the integration of personnel and products; managing geographically remote operations, such as SPN in Scotland, Grecam S.A.S. in France, CoStar U.K. Limited, Propex and Property and Portfolio Research Ltd. in the U.K.; the diversion of management's attention from other business concerns; the inherent risks in entering markets and sectors in which we have either limited or no direct experience; and the potential loss of key employees or clients of the acquired companies. We may not successfully integrate acquired businesses or assets and may not achieve anticipated benefits of an acquisition, including expected synergy. Acquisitions could result in dilutive



issuances of equity securities, the incurrence of debt, one-time write-offs of goodwill and substantial amortization expenses of other intangible assets. We may be unable to obtain financing on favorable terms, or at all, if necessary to finance future acquisitions making it impossible or more costly to acquire complementary businesses. If we are able to obtain financing, the terms may be onerous and restrict our operations.

***If we are unable to hire qualified persons for, or retain and continue to develop, our sales force, or if our sales force is unproductive, our revenues could be adversely affected.***

In order to support revenues and future revenue growth, we need to continue to develop, train and retain our sales force. Our ability to build and develop a strong sales force may be affected by a number of factors, including, without limitation: our ability to attract, integrate and motivate sales personnel; our ability to effectively train our sales force; the ability of our sales force to sell an increased number of services; our ability to manage effectively an outbound telesales group; the length of time it takes new sales personnel to become productive; the competition we face from other companies in hiring and retaining sales personnel; and our ability to effectively manage a multi-location sales organization. If we are unable to hire qualified sales personnel and develop and retain the members of our sales force, including sales force management, or if our sales force is unproductive, our revenues or growth rate could decline and our expenses could increase.

***Competition could render our services uncompetitive.***

The market for information systems and services in general is highly competitive and rapidly changing. Competition in this market may increase further as a result of current recessionary economic conditions, as customer bases and customer spending have decreased and service providers are competing for fewer customer resources. Our existing competitors, or future competitors, may have greater name recognition, larger customer bases, better technology or data, lower prices, easier access to data, greater user traffic or greater financial, technical or marketing resources than we have. Our competitors may be able to undertake more effective marketing campaigns, obtain more data, adopt more aggressive pricing policies, make more attractive offers to potential employees, subscribers, distribution partners and content providers or may be able to respond more quickly to new or emerging technologies or changes in user requirements. If we are unable to retain customers or obtain new customers, our revenues could decline. Increased competition could result in lower revenues and higher expenses, which would reduce our profitability.

***If we are unable to increase our revenues or our operating costs are higher than expected, our profitability may continue to decline and our operating results may fluctuate significantly.***

During periods of global economic uncertainty, we could experience declines in revenues, profitability and cash flow due to reduced orders, payment delays, supply chain disruptions or other factors caused by economic challenges faced by our customers, prospective customers and suppliers.

We manufacture and/or source products and materials from various countries throughout the world. A disruption in the availability, price, or quality of these products or materials could impact our operating results.

We use a variety of raw materials in the production of our products including steel, aluminum, brass, copper, bronze, zinc, nickel and plastics. We also purchase certain electrical and electronic components, including lighting ballasts, printed circuit boards and integrated circuit chips from third party providers. Significant shortages of these materials or price increases could increase our operating costs and adversely impact the competitive positions of our products which would directly impact our results of operations.

We continue to increase the amount of product materials, components and finished goods that are sourced from or manufactured in foreign countries including Mexico, China, and other countries in Asia. Political instability in any country where we do business could have an adverse impact on our results of operations. For example, Mexico has

recently experienced a period of increasing criminal violence. As a result, events could occur that could potentially restrict our ability to operate our Mexican manufacturing facilities and transport our products out of the country.

We rely on our suppliers to produce high quality materials, components and finished goods according to our specifications. Although we have quality control procedures in place, there is a risk that products may not meet our specifications which could impact our ability to ship high quality products to our customers on a timely basis and this could adversely impact our results of operations.

Changes in tax laws or exposure to additional income tax liabilities could have a material impact on our financial condition, results of operations and liquidity.

We are subject to income taxes as well as non-income based taxes, in both the United States and various foreign jurisdictions. We are subject to ongoing tax audits in various jurisdictions. Tax authorities may disagree with certain positions we have taken and assess additional taxes. We regularly assess the likely outcomes of these audits in order to determine the appropriateness of our tax provision. However, there can be no assurance that we will accurately predict the outcomes of these audits, and the actual outcomes of these audits could adversely affect our results of operations, financial condition and cash flows.

We engage in acquisitions and strategic investments and may encounter difficulty in obtaining appropriate acquisitions and in integrating these businesses.

We have pursued and will continue to seek potential acquisitions and other strategic investments to complement and expand our existing businesses within our core markets. The rate and extent to which appropriate acquisitions become available may impact our growth rate. The success of these transactions will depend on our ability to integrate these businesses into our operations. We may encounter difficulties in integrating acquisitions into our operations and in managing strategic investments. Therefore, we may not realize the degree or timing of expected synergies and benefits anticipated when we first enter into a transaction.

We are subject to risks surrounding our information systems.

The proper functioning of Hubbell's information systems is critical to the successful operation of our business. Although our information systems are protected with robust backup and security systems, these systems are still susceptible to outages due to fire, flood, power loss, telecommunications failures, viruses, break-ins and similar events or breaches of security. A failure of our information technology systems could impact our ability to process orders, maintain proper levels of inventory, collect accounts receivable and/or pay expenses; all of which could have an adverse effect on our results of operations, financial condition and cash flows.

We have continued to work on improving our understanding and utilization of our enterprise resource planning system, standardizing business processes and performing implementations at our remaining businesses. We expect to incur additional costs related to future implementations, process reengineering efforts as well as for enhancements and upgrades to the system. These system modifications/implementations could result in operating inefficiencies which could impact our operating results and/or our ability to perform necessary business transactions.

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A deterioration in the credit quality of our customers could have a material adverse effect on our operating results and financial condition.

We have an extensive customer base of distributors and wholesalers, electric utilities, OEMs, electrical contractors, telecommunications companies, and retail and hardware outlets. We are not dependent on a single customer, however, our top ten customers account for approximately one-third of our net sales. A deterioration in credit quality of several major customers could adversely affect our results of operations, financial condition and cash flows.

Inability to access capital markets may adversely affect our business.

Our ability to invest in our business and make strategic acquisitions may require access to the capital markets. If general economic and capital market conditions deteriorate significantly, it could adversely impact access to the capital markets. This could adversely affect our results of operations, financial condition and cash flows.

We have two classes of common stock with different voting rights, which results in a concentration of voting power of our common stock.

As of December 31, 2012, the holders of our Class A common stock (with 20 votes per share) held approximately 73% of the voting power represented by all outstanding shares of our common stock and approximately 11% of the Company's total equity value, and the Hubbell Trust and Roche Trust collectively held approximately 49% of our Class A common stock. The holders of the Class A common stock thus are in a position to influence matters that are brought to a vote of the holders of our common stock, including, among others, the election of the board of directors, any amendments to our charter documents, and the approval of material transactions. In order to further the interests of our shareholders, the Company routinely reviews various alternatives to meet its capital structure objectives, including equity, reclassification and debt transactions.

We are subject to litigation and environmental regulations that may adversely impact our operating results.

We are a party to a number of legal proceedings and claims, including those involving product liability, intellectual property and environmental matters, which could be significant. It is not possible to predict with certainty the outcome of every claim and lawsuit. We could in the future incur judgments or enter into settlements of lawsuits and claims that could have a material adverse effect on our results of operations and financial condition. In addition, while we maintain insurance coverage with respect to certain claims, such insurance may not provide adequate coverage against such claims. We establish reserves based on our assessment of contingencies, including contingencies related to legal claims asserted against us. Subsequent developments in legal proceedings may affect our assessment and estimates of the loss contingency recorded as a reserve and require us to make additional material payments, which could have an adverse effect on our results and/or operations.

We are also subject to various laws and regulations relating to environmental protection and the discharge of materials into the environment, and we could incur substantial costs as a result of the noncompliance with or liability for clean up or other costs or damages under environmental laws. In addition, we could be affected by future laws or regulations, including those imposed in response to climate change concerns. Compliance with any future laws and regulations could result in an adverse affect on our business and financial results.

New regulations related to conflict-free minerals may cause us to incur additional expenses and may create challenges with our customers.

The Dodd-Frank Wall Street Reform and Consumer Protection Act contains provisions to improve transparency and accountability regarding the use of "conflict" minerals mined from the Democratic Republic of Congo and adjoining

countries “(DRC)”. The SEC has established new annual disclosure and reporting requirements for those companies who use “conflict” minerals sourced from the DRC in their products. These new requirements could limit the pool of suppliers who can provide conflict-free minerals and as a result, we cannot ensure that we will be able to obtain these conflict-free minerals at competitive prices. Compliance with these new requirements may also increase our costs. In addition, we may face challenges with our customers if we are unable to sufficiently verify the origins of the minerals used in our products.

Health care reform could adversely affect our operating results.

In 2010, the United States federal government enacted comprehensive health care reform legislation. Due to the breadth and complexity of this legislation, as well as its phased-in nature of implementation and lack of interpretive guidance, it is difficult for the Company to predict the overall effects it will have on our business over the coming years. To date, the Company has not experienced material costs related to the health care reform legislation, however it is possible that our operating results could be adversely affected in the future by increased costs, expanded liability exposure and requirements that change the ways we provide healthcare and other benefits to our employees.

We face the potential harms of natural disasters, terrorism, acts of war, international conflicts or other disruptions to our operations.

Natural disasters, acts or threats of war or terrorism, international conflicts, and the actions taken by the United States and other governments in response to such events could cause damage to or disrupt our business operations, our suppliers or our customers, and could create political or economic instability, any of which could have an adverse effect on our business. Although it is not possible to predict such events or their consequences, these events could decrease demand for our products, make it difficult or impossible for us to deliver products, or disrupt our supply chain.

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None

**ITEM 2** Properties

Hubbell's manufacturing and warehousing facilities, classified by reporting segment, are located in the following countries. The Company believes its manufacturing and warehousing facilities are adequate to carry on its business activities.

| Segment            | Location       | Total Approximate Floor |               |                     |           |
|--------------------|----------------|-------------------------|---------------|---------------------|-----------|
|                    |                | Number of Facilities    |               | Area in Square Feet |           |
|                    |                | Warehouses              | Manufacturing | Owned               | Leased    |
| Electrical segment | United States  | 14                      | 27            | 3,098,900           | 1,610,700 |
|                    | Australia      | 1                       | 2             | —                   | 39,600    |
|                    | Brazil         | —                       | 1             | 123,200             | —         |
|                    | Canada         | 3                       | 1             | 178,700             | 22,400    |
|                    | Italy          | —                       | 1             | —                   | 8,200     |
|                    | Mexico         | 1                       | 3             | 658,600             | 43,300    |
|                    | China          | —                       | 1             | —                   | 185,900   |
|                    | Puerto Rico    | —                       | 1             | 162,400             | —         |
|                    | Singapore      | 1                       | —             | —                   | 6,700     |
|                    | Switzerland    | —                       | 1             | 94,900              | —         |
|                    | United Kingdom | 1                       | 3             | 133,600             | 51,400    |
| Power segment      | United States  | 1                       | 10            | 2,182,900           | 137,300   |
|                    | Brazil         | —                       | 1             | 103,000             | —         |
|                    | Canada         | —                       | 1             | 30,000              | —         |
|                    | Mexico         | —                       | 3             | 218,600             | 120,900   |
|                    | China          | 1                       | 1             | —                   | 64,900    |

**ITEM 3** Legal Proceedings

As described in Note 15 — Commitments and Contingencies in the Notes to Consolidated Financial Statements, the Company is involved in various legal proceedings, including intellectual property matters, as well as workers' compensation, product liability and environmental matters, including past production of product containing toxic substances, which have arisen in the normal course of its operations and with respect to which the Company is self-insured for certain incidents at various amounts. Management believes, considering its past experience, insurance coverage and reserves, that the final outcome of such matters will not 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.

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The Company's Class A and Class B Common Stock is principally traded on the New York Stock Exchange under the symbols "HUBA" and "HUBB". The following tables provide information on market prices, dividends declared, number of common shareholders, and repurchases by the Company of shares of its Class A and Class B Common Stock.

| Market Prices ( <i>Dollars Per Share</i> )      | Class A Common |       | Class B Common |       |       |
|---|----------------|-------|----------------|-------|-------|
| Years Ended December 31,                        | High           | Low   | High           | Low   |       |
| 2012 — Fourth quarter                           | 80.73          | 72.98 | 86.48          | 78.95 |       |
| 2012 — Third quarter                            | 78.91          | 72.91 | 83.34          | 78.85 |       |
| 2012 — Second quarter                           | 76.66          | 68.67 | 81.31          | 72.82 |       |
| 2012 — First quarter                            | 76.95          | 60.97 | 79.39          | 67.80 |       |
| 2011 — Fourth quarter                           | 61.00          | 42.35 | 67.85          | 46.81 |       |
| 2011 — Third quarter                            | 62.08          | 43.50 | 67.10          | 48.66 |       |
| 2011 — Second quarter                           | 72.12          | 54.49 | 73.05          | 61.55 |       |
| 2011 — First quarter                            | 67.06          | 55.25 | 71.26          | 58.43 |       |
| Dividends Declared ( <i>Dollars Per Share</i> ) | Class A Common |       | Class B Common |       |       |
| Years Ended December 31,                        | 2012           | 2011  | 2012           | 2011  |       |
| First quarter                                   | 0.41           | 0.38  | 0.41           | 0.38  |       |
| Second quarter                                  | 0.41           | 0.38  | 0.41           | 0.38  |       |
| Third quarter                                   | 0.41           | 0.38  | 0.41           | 0.38  |       |
| Fourth quarter                                  | 0.45           | 0.38  | 0.45           | 0.38  |       |
| Number of Common Shareholders of Record         |                |       |                |       |       |
| At December 31,                                 | 2012           | 2011  | 2010           | 2009  | 2008  |
| Class A   | 426            | 458   | 483            | 526   | 551   |
| Class B   | 2,389          | 2,549 | 2,731          | 2,860 | 3,055 |

Our dividends are declared at the discretion of our Board of Directors. During 2012, the quarterly dividend rate was increased twice. The first increase occurred in February 2012 when the quarterly dividend was increased from \$0.38 per share to \$0.41 per share, an increase of 8%. The second increase to the quarterly dividend occurred in December 2012 when the Board of Directors approved an increase to our quarterly dividend from \$0.41 per share to \$0.45 per share, an increase of 10%. This quarterly dividend was paid on December 26, 2012 to shareholders of record on December 14, 2012.

## Purchases of Equity Securities



In September 2011, the Board of Directors approved a stock repurchase program and authorized the repurchase of up to \$200 million of Class A and Class B Common Stock. During 2012, the Company spent \$75.6 million on the repurchase of Class B Common Stock, of which \$20.0 million was spent in the fourth quarter. As of December 31, 2012, approximately \$124.4 million remains authorized for future repurchases under this program. Depending upon numerous factors, including market conditions and alternative uses of cash, we may conduct discretionary repurchases through open market and privately negotiated transactions during our normal trading windows.

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The following table summarizes the Company's repurchase activity of Class B Common Stock during the quarter ended December 31, 2012:

| Period   | Total Number<br>of Class B<br>Shares<br>Purchased | Average Price<br>Paid per<br>Class B<br>Share | Approximate<br>Value of   |
|--|---|---|---|
|  |   |   | Shares that<br>May Yet<br>Be Purchased<br>Under<br>the Programs |
|  | (000's)   |   | (in millions)   |
| <b>BALANCE AS OF SEPTEMBER 30, 2012</b>                  |   | \$  | <b>144.4</b>  |
| October 2012   | -   | \$  | 144.4   |
| November 2012  | -   | \$  | 144.4   |
| December 2012  | 238   | \$ 83.87                                      | 124.4   |
| <b>TOTAL FOR THE QUARTER ENDED<br/>DECEMBER 31, 2012</b> | <b>238</b>  | <b>\$ 83.87</b>                               |   |

## Corporate Performance Graph

The following graph compares the total return to shareholders on the Company's Class B Common Stock during the five years ended December 31, 2012, with a cumulative total return on the (i) Standard & Poor's MidCap 400 ("S&P MidCap 400") and (ii) the Dow Jones U.S. Electrical Components & Equipment Index ("DJUSEC"). The Company is a member of the S&P MidCap 400. As of December 31, 2012, the DJUSEC reflects a group of nineteen company stocks in the electrical components and equipment market segment, and serves as the Company's peer group for purposes of this graph. The comparison assumes \$100 was invested on December 31, 2007 in the Company's Class B Common Stock and in each of the foregoing indices and assumes reinvestment of dividends.

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The following summary should be read in conjunction with the consolidated financial statements and notes contained herein (dollars and shares in millions, except per share amounts).

**OPERATIONS, years ended**

| <b>December 31,</b>   | <b>2012</b> | <b>2011</b> | <b>2010</b>               | <b>2009</b> | <b>2008</b> |
|---|-------------|-------------|---------------------------|-------------|-------------|
| Net sales   | \$ 3,044.4  | \$ 2,871.6  | \$ 2,541.2                | \$ 2,355.6  | \$ 2,704.4  |
| Gross profit  | \$ 1,012.2  | \$ 923.7    | \$ 828.7                  | \$ 725.9    | \$ 803.4    |
| Operating income  | \$ 471.8    | \$ 423.8    | \$ 367.8                  | \$ 294.7    | \$ 346.0    |
| Operating income as a % of sales  | 15.5 %      | 14.8 %      | 14.5 %                    | 12.5 %      | 12.8 %      |
| Loss on extinguishment of debt  | \$ -        | \$ -        | \$ (14.7 ) <sup>(1)</sup> | \$ -        | \$ -        |
| Net income attributable to Hubbell  | \$ 299.7    | \$ 267.9    | \$ 217.2 <sup>(1)</sup>   | \$ 180.1    | \$ 222.7    |
| Net income attributable to Hubbell as a % of net sales                            | 9.8 %       | 9.3 %       | 8.5 %                     | 7.6 %       | 8.2 %       |
| Net income attributable to Hubbell as a % of Hubbell shareholders' average equity | 19.2 %      | 18.3 %      | 15.8 %                    | 15.6 %      | 21.3 %      |
| Earnings per share — diluted  | \$ 5.00     | \$ 4.42     | \$ 3.59 <sup>(1)</sup>    | \$ 3.15     | \$ 3.93     |
| Cash dividends declared per common share  | \$ 1.68     | \$ 1.52     | \$ 1.44                   | \$ 1.40     | \$ 1.38     |
| Average number of common shares outstanding — diluted                             | 59.8        | 60.4        | 60.3                      | 57.0        | 56.5        |
| Cost of acquisitions, net of cash acquired  | \$ 90.7     | \$ 29.6     | \$ -                      | \$ 355.8    | \$ 267.4    |

**FINANCIAL POSITION, AT YEAR-END**

|   |               |               |               |               |               |
|---|---------------|---------------|---------------|---------------|---------------|
| Working capital                         | \$ 1,008.8    | \$ 861.4      | \$ 781.1      | \$ 492.8      | \$ 494.1      |
| Total assets                            | \$ 2,947.0    | \$ 2,846.5    | \$ 2,705.8    | \$ 2,402.8    | \$ 2,115.5    |
| Total debt                              | \$ 596.7      | \$ 599.2      | \$ 597.7      | \$ 497.2      | \$ 497.4      |
| Total Hubbell shareholders' equity      | \$ 1,661.2    | \$ 1,467.8    | \$ 1,459.2    | \$ 1,298.2    | \$ 1,008.1    |
| <b>NUMBER OF EMPLOYEES, AT YEAR-END</b> | <b>13,600</b> | <b>13,500</b> | <b>13,000</b> | <b>12,700</b> | <b>13,000</b> |

(1)

In 2010, the Company recorded a \$14.7 million pre-tax charge (\$9.1 million after-tax) related to its early extinguishment of debt. The earnings per diluted share impact of this charge was \$0.15.

**ITEM 7** Management's Discussion and Analysis of Financial Condition and Results of Operations

Executive Overview of the Business

The Company is primarily engaged in the design, manufacture and sale of quality electrical and electronic products for a broad range of non-residential and residential construction, industrial and utility applications. Products are either sourced complete, manufactured or assembled by subsidiaries in the United States, Canada, Switzerland, Puerto Rico, China, Mexico, Italy, the United Kingdom, Brazil and Australia. The Company also participates in joint ventures in Taiwan and Hong Kong, and maintains offices in Singapore, China, India, Mexico, South Korea and countries in the Middle East. The Company employs approximately 13,600 individuals worldwide and operates approximately 80 facilities in 11 countries.

During 2012, management changes were made as part of our succession planning program. Mr. David G. Nord was appointed President and Chief Operating Officer in June 2012 and assumed responsibility for oversight of business operations. Also in June 2012, Mr. William R. Sperry was named Senior Vice President and Chief Financial Officer. Effective January 1, 2013, Mr. Nord was appointed President and Chief Executive Officer succeeding Mr. Timothy H. Powers who remained the Company's Chairman of the Board of Directors. In September 2012, Mr. An-Ping Hsieh was appointed as Vice President, General Counsel of the Company.

The Company's reporting segments consist of the Electrical segment and the Power segment. Results for 2012, 2011 and 2010 by segment are included under "Segment Results" within this Management's Discussion and Analysis.

We believe our current strategy provides the means for the Company to continue to grow profits and deliver attractive returns to our shareholders. In 2012, we executed a business plan focused on:

Revenue

**Organic Demand:** The Company remains focused on expanding market share through an emphasis on new product introductions and more effective utilization of sales and marketing efforts across the organization. In 2012, organic demand was 5% higher than 2011 primarily due to strength in the utility market, the energy segment of the industrial market, the retrofit/relight segment within the non-residential market and the residential market.

**Acquisitions:** During 2012, the Company completed four acquisitions; three businesses and one product line, for \$90.7 million. Three of these acquisitions were added to the Electrical segment and one to the Power segment. The Electrical segment acquisitions consist of a manufacturer of connectors and boxes for harsh and hazardous locations, a manufacturer of motor controls and a designer of enclosures and boxes. The Power segment acquisition consists of a manufacturer of enclosures and switching products. In January 2013, the Company acquired the assets of Continental Industries for approximately \$37 million. This acquisition manufactures high quality exothermic welding and connector products and will be part of the Electrical segment. The Company continues to assess opportunities to expand sales through acquisitions of businesses that fill product line gaps or allow for expansion into new markets. See also Note 2 – Business Acquisitions in the Notes to Consolidated Financial Statements.

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## Price Realization

Our goal is to achieve parity between pricing and material cost increases. Commodity raw material costs, including steel, copper and aluminum, decreased in 2012, however costs for resins, chemicals and certain purchased finished goods and value added components increased. In addition, transportation costs continued to increase during 2012, reflecting higher levels of fuel costs. As a result, selective price increases were implemented throughout 2012 resulting in price realization being in excess of material cost increases for the year.

## Productivity

The Company continued to expand upon the benefits of our enterprise resource planning system, including standardizing best practices in inventory management, production planning and scheduling to improve manufacturing throughput and to reduce costs. Value-engineering efforts and product transfers, including those to our manufacturing operations in China, contributed to our productivity improvements. This continuing emphasis on operational improvements is expected to result in further reductions of lead times and improved service levels to our customers. We continued to expand our back office productivity by expanding our engineering and administrative support services offices in India.

## Outlook

For 2013, we expect our overall net sales to increase by three to five percent compared to 2012, including two percentage points of growth from the four acquisitions completed in 2012 and the one recently completed in 2013. The non-residential new construction market is expected to remain challenging in 2013 with the second half of the year growth forecasted to be stronger than the first half. Within the non-residential construction market, retrofit and relight projects are expected to increase in the six to eight percent range. The utility market is expected to grow in the two to four percent range with modest increases anticipated for maintenance and repair spending on distribution and transmission networks. We also anticipate the investments in transmission related projects will continue at high levels but the growth rate will slow. The industrial market is expected to be flat to slightly higher with modest increases in factory utilization and energy markets partially offset by lower demand for high voltage test equipment. For the residential market, we anticipate continued broad based strengthening in single and multi-family housing starts.

We plan to continue to work on productivity initiatives, including improved sourcing, product redesign and lean projects focused on both factory and back office efficiency. We anticipate cost increases from materials, including both commodities and purchased products, healthcare and other inflationary costs. We plan to continue to invest in people and resources to support our growth initiatives. Overall we expect to expand operating margin by approximately 40 basis points in 2013 compared to 2012. Additionally, we expect our 2013 tax rate to decrease slightly to approximately 31.5% primarily due to the reinstatement of the research and development tax credit partially offset by a higher mix of domestic income. We expect to increase our earnings in 2013 through higher sales, careful management of pricing relative to material costs and by continuing our productivity programs.

In 2013, we anticipate free cash flow (defined as cash flows from operations less capital expenditures) to approximate net income. Finally, with our strong financial position, we expect to continue to evaluate and pursue additional acquisitions to add to our portfolio.

## Results of Operations

Our operations are classified into two reportable segments: Electrical and Power. For a complete description of the Company's segments, see Part I, Item 1 of this Annual Report on Form 10-K. Within these segments, Hubbell primarily serves customers in the non-residential and residential construction, industrial and utility markets. The Company's served markets, in order of magnitude of net sales for the Company, are primarily non-residential construction, industrial, utility and to a lesser extent, residential construction.

In 2012, market conditions were mixed. Overall, the non-residential market was flat. Within the non-residential market, increases in private new construction spending were essentially offset by declines in public investment. Renovation and relight projects continued to drive demand. The industrial market improved modestly due to stronger demand for harsh and hazardous products and higher factory utilization partially offset by lower demand for high voltage test equipment. The utility market improved due to stronger transmission project spending and a slight increase in maintenance, repair and overhaul ("MRO") demand. The residential market increased substantially in 2012 primarily due to improvements in both single and multi-family housing starts.

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[Back to Contents](#)**SUMMARY OF CONSOLIDATED RESULTS (IN MILLIONS, EXCEPT PER SHARE DATA)**

| <b>For the Year Ending December 31,</b> |                |              |                |              |                |              |
|---|----------------|--------------|----------------|--------------|----------------|--------------|
|   |                | <b>% of</b>  |                | <b>% of</b>  |                | <b>% of</b>  |
|   |                | <b>Net</b>   |                | <b>Net</b>   |                | <b>Net</b>   |
|   | <b>2012</b>    | <b>sales</b> | <b>2011</b>    | <b>sales</b> | <b>2010</b>    | <b>sales</b> |
| Net sales                               | \$ 3,044.4     |              | \$ 2,871.6     |              | \$ 2,541.2     |              |
| Cost of goods sold                      | 2,032.2        |              | 1,947.9        |              | 1,712.5        |              |
| Gross profit                            | 1,012.2        | 33.2 %       | 923.7          | 32.2 %       | 828.7          | 32.6 %       |
| Selling & administrative expenses       | 540.4          | 17.7 %       | 499.9          | 17.4 %       | 460.9          | 18.1 %       |
| Operating income                        | 471.8          | 15.5 %       | 423.8          | 14.8 %       | 367.8          | 14.5 %       |
| Net income attributable to Hubbell      | 299.7          | 9.8 %        | 267.9          | 9.3 %        | 217.2          | 8.5 %        |
| <b>EARNINGS PER SHARE - DILUTED</b>     | <b>\$ 5.00</b> |              | <b>\$ 4.42</b> |              | <b>\$ 3.59</b> |              |

**2012 Compared to 2011****Net Sales**

Net sales for the year ended 2012 were \$3.0 billion, an increase of 6% over the year ended 2011 primarily due to higher organic volume. Volume added four percentage points to net sales in 2012 compared to 2011 while acquisitions and price realization increased net sales by two and one percentage points, respectively. Foreign currency translation decreased net sales by one percentage point.

**Cost of Goods Sold**

As a percentage of net sales, cost of goods sold decreased to 66.8% for 2012 compared to 67.8% in 2011. The decrease was primarily due to price realization, productivity improvements and slightly lower material costs. Lower costs for commodities such as copper, steel and aluminum were partially offset by higher costs for resins, chemicals, purchased finished goods and value added components.

**Gross Profit**

The gross profit margin for 2012 increased to 33.2% compared to 32.2% in 2011. The increase was primarily due to price realization, productivity improvements and slightly lower material costs. Lower costs for commodities such as copper, steel and aluminum were partially offset by higher costs for resins, chemicals, purchased finished goods and value added components.

**Selling & Administrative Expenses ("S&A")**

S&A expenses increased 8% compared to 2011 due to the impact of the businesses acquired and higher costs for wages, pensions and benefits. As a percentage of net sales, S&A expenses increased to 17.7% in 2012 compared to 17.4% in 2011.

## Operating Income

Operating income increased 11% to \$471.8 million primarily due to higher net sales and gross profit partially offset by higher selling and administrative costs. Operating margin of 15.5% in 2012 increased 70 basis points compared to 14.8% in 2011 as a result of productivity improvements, price realization, higher volume and lower material costs partially offset by other inflationary and spending increases, including pension and benefit related expenses.

## Total Other Expense

In 2012, total other expense decreased by \$4.0 million primarily due to lower net foreign currency transaction losses in 2012 compared to 2011.

## Income Taxes

The effective tax rate in 2012 was 31.6% compared to 30.7% in 2011. The increased tax rate for 2012 was due primarily to the federal research and development tax credit not being extended in 2012. Additional information related to our effective tax rate is included in Note 12 — Income Taxes in the Notes to Consolidated Financial Statements.

## Net Income attributable to Hubbell and Earnings Per Diluted Share

Net income attributable to Hubbell and earnings per diluted share in 2012 increased 12% and 13%, respectively, compared to 2011. These increases are due to higher net sales and operating income, lower other expense partially offset by a higher effective tax rate. In addition, earnings per diluted share reflect a decrease in the average number of shares outstanding in 2012 compared to 2011.

## Segment Results

### Electrical Segment

| <i>(In millions)</i> |    | <b>2012</b> |    | <b>2011</b> |
|----------------------|----|-------------|----|-------------|
| Net Sales            | \$ | 2,114.6     | \$ | 2,004.2     |
| Operating Income     | \$ | 303.7       | \$ | 282.0       |
| Operating Margin     |    | 14.4%       |    | 14.1%       |

Net sales in the Electrical segment increased 6% in 2012 compared with 2011. Volume added three percentage points while acquisitions and price realization added two and one percentage points, respectively, to net sales in 2012 compared to 2011. Foreign currency translation was essentially flat compared to 2011. Sales growth was due to strength in the energy markets, strong demand for retrofit and relight products and improvement in the residential market. Within the non-residential construction market, new construction remained weak with increases in private spending essentially offsetting lower public investment.

Within the segment, electrical systems products net sales increased 8% in 2012 compared to 2011 due to stronger underlying demand, acquisitions and price realization partially offset by unfavorable currency translation. Net sales of lighting products increased 1% in 2012 compared to 2011 due to price realization and higher sales in the residential market which were offset, in part, by lower sales in the commercial and industrial markets.

Operating income in 2012 increased 8% to \$303.7 million compared to 2011 while operating margin increased 30 basis points. Operating income and operating margin increased primarily due to productivity improvements, price



realization, lower material costs and higher volume. These benefits were partially offset by cost increases including wages, benefits and other personnel related costs along with a less favorable product mix.

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## Power Segment

| <i>(In millions)</i> |    | <b>2012</b> | <b>2011</b> |
|----------------------|----|-------------|-------------|
| Net Sales            | \$ | 929.8       | \$ 867.4    |
| Operating Income     | \$ | 168.1       | \$ 141.8    |
| Operating Margin     |    | 18.1%       | 16.3%       |

Net sales in the Power segment increased 7% in 2012 compared to 2011. Volume increased net sales by six percentage points due to higher transmission project sales, increased spending on distribution and transmission maintenance programs and strong international demand. Price realization added two percentage points to net sales while foreign currency translation reduced net sales by one percentage point.

Operating income increased 19% to \$168.1 million and operating margin improved 180 basis points to 18.1% in 2012 compared to 2011. The increase in operating income and operating margin was due to productivity improvements, higher volume and price realization partially offset by material costs and other cost increases including wages, benefits and other personnel related costs.

## 2011 Compared to 2010

## Net Sales

Net sales for the year ended 2011 were \$2.9 billion, an increase of 13% over the year ended 2010 primarily due to higher organic volume. Volume added ten points to net sales in 2011 compared to 2010 while price realization and foreign currency translation increased net sales by two and one percentage points, respectively.

## Cost of Goods Sold

As a percentage of net sales, cost of goods sold increased to 67.8% in 2011 compared to 67.4% in 2010. The increase was primarily due to higher commodity costs partially offset by price realization and productivity improvements.

## Gross Profit

The gross profit margin for 2011 decreased to 32.2% compared to 32.6% in 2010. The decrease was primarily due to higher commodity costs partially offset by price realization and productivity improvements.

## Selling &amp; Administrative Expenses

S&A expenses increased 8% compared to 2010. As a percentage of net sales, S&A expenses declined to 17.4% in 2011 compared to 18.1% in 2010 as we leveraged the higher sales volume by maintaining spending discipline.

## Operating Income

Operating income increased 15% to \$423.8 million primarily due to higher net sales and gross profit partially offset by higher selling and administrative costs. Operating margin of 14.8% in 2011 increased 30 basis points compared to 14.5% in 2010 as a result of higher volume; partially offset by commodity costs and other inflationary and spending increases, including those to support product development initiatives, in excess of price realization and productivity improvements.

## Total Other Expense

In 2011, total other expense decreased by \$13.4 million primarily due to the absence of \$14.7 million of costs associated with the 2010 early extinguishment of debt. In addition, net foreign currency transaction losses were \$2.2 million higher in 2011 compared to 2010, which were partially offset by higher levels of investment income.

## Income Taxes

The effective tax rate in 2011 was 30.7% compared to 31.7% in 2010. The decreased tax rate for 2011 was due primarily to the absence of tax expense recorded in 2010 related to the conclusion of an IRS audit of the Company's 2006 and 2007 federal income tax returns and a benefit resulting from a change in prior year estimates.

## Net Income attributable to Hubbell and Earnings Per Diluted Share

Net income attributable to Hubbell and earnings per diluted share in 2011 each increased 23% compared to 2010 as a result of higher net sales and operating income, the absence of costs for the early extinguishment of debt in 2010 and a lower effective tax rate. The impact of the early extinguishment of debt charge was \$0.15 on earnings per diluted share in 2010.

## Segment Results

## Electrical Segment

| <i>(In millions)</i> |    | <b>2011</b> |    | <b>2010</b> |
|----------------------|----|-------------|----|-------------|
| Net Sales            | \$ | 2,004.2     | \$ | 1,808.2     |
| Operating Income     | \$ | 282.0       | \$ | 248.7       |
| Operating Margin     |    | 14.1%       |    | 13.8%       |

Net sales in the Electrical segment increased 11% in 2011 compared with 2010. Volume added eight percentage points while foreign currency translation and price realization added two and one percentage points, respectively, to net sales in 2011 compared to 2010.

Within the segment, electrical systems products net sales increased 13% in 2011 compared to 2010 due to stronger underlying demand, price realization and favorable currency translation. Net sales of lighting products increased 8% in 2011 compared to 2010. Net sales of commercial and industrial lighting products increased 10% primarily driven by stronger demand in the retrofit and relight markets while net sales of residential lighting products decreased 3% compared to 2010 due to weakness in the single family residential construction market.

Operating income in 2011 increased 13% to \$282.0 million compared to 2010 while operating margin increased 30 basis points. Operating income and operating margin increased primarily due to sales volume leverage, price realization and productivity improvements, partially offset by commodity costs and other inflationary and spending increases.

## Power Segment

| <i>(In millions)</i> |    | <b>2011</b> |    | <b>2010</b> |
|----------------------|----|-------------|----|-------------|
| Net Sales            | \$ | 867.4       | \$ | 733.0       |
| Operating Income     | \$ | 141.8       | \$ | 119.1       |

|                  |       |       |
|------------------|-------|-------|
| Operating Margin | 16.3% | 16.2% |
|------------------|-------|-------|

Net sales in the Power segment increased 18% in 2011 compared to 2010. Volume increased net sales by fifteen percentage points due to higher net sales of distribution and transmission products, including international growth. Price realization added three percentage points to net sales.

Operating income increased 19% to \$141.8 million and operating margin improved 10 basis points to 16.3% in 2011 compared to 2010. The increase in operating income was due to higher volume, partially offset by commodity costs and other inflationary and spending increases, including those to support growth initiatives such as product development, in excess of price realization and productivity improvements. The margin improvement was primarily due to higher sales essentially offset by higher commodity costs in excess of price realization.

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## Financial Condition, Liquidity and Capital Resources

## Cash Flow

| <i>(In millions)</i>  | <b>December 31</b> |                |                 |
|---|--------------------|----------------|-----------------|
|   | <b>2012</b>        | <b>2011</b>    | <b>2010</b>     |
| Net cash provided by (used in):   |                    |                |                 |
| Operating activities  | \$ 349.1           | \$ 335.0       | \$ 266.2        |
| Investing activities  | (116.1 )           | (86.5 )        | (54.7 )         |
| Financing activities  | (161.7 )           | (198.3 )       | 45.5            |
| Effect of foreign currency exchange rate changes on cash and cash equivalents | 4.1                | (1.3 )         | 5.2             |
| <b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>                                | <b>\$ 75.4</b>     | <b>\$ 48.9</b> | <b>\$ 262.2</b> |

## 2012 Compared to 2011

Cash provided by operating activities for the year ended 2012 increased compared to 2011 primarily due to higher net income partially offset by higher working capital usage. Cash used for changes in working capital was \$45.3 million in 2012 compared to \$21.5 million of cash used in 2011. This higher level of working capital usage in 2012 was due to a deterioration in working capital days, primarily inventory and to a lesser extent accounts receivable, partially offset by an improvement in accounts payable.

Investing activities used cash of \$116.1 million in 2012 compared to cash used of \$86.5 million in 2011. The increase was primarily due to the increased spending on acquisitions in 2012 as compared to 2011, partially offset by higher net proceeds from sales of available-for-sale securities.

Financing activities used cash of \$161.7 million in 2012 compared to cash used of \$198.3 million in 2011. The decrease in cash used is due to a lower level of common share repurchases partially offset by higher dividend payments in 2012 as compared to 2011. In 2012, the Company made five dividend payments as compared to four dividend payments made in 2011.

## 2011 Compared to 2010

Cash provided by operating activities for the year ended 2011 increased compared to 2010. This increase was primarily a result of higher net income and lower working capital usage. Cash used for changes in working capital was \$21.5 million in 2011 compared to \$38.9 million of cash used in 2010. This lower level of working capital usage in 2011 was due to an improvement in working capital days, primarily accounts payable and to a lesser extent inventory.

Investing activities used cash of \$86.5 million in 2011 compared to cash used of \$54.7 million in 2010. The increase was primarily due to the spending on acquisitions and higher capital expenditures in 2011 as compared to 2010.

Financing activities used cash of \$198.3 million in 2011 compared to cash provided of \$45.5 million in 2010. The increase in cash used was due to a higher level of common share repurchases and lower proceeds from the exercise of stock options in 2011 as compared to 2010. Additionally, financing activities in 2010 included net proceeds associated with the November 2010 \$300 million debt offering, partially offset by the early extinguishment of \$200 million of long-term debt.

#### Investments in the Business

Investments in our business include both expenditures required to maintain the operation of our equipment and facilities as well as cash outlays in support of our strategic initiatives. During 2012, we used cash of \$49.1 million for capital expenditures, a decrease of \$6.3 million from 2011. In 2011, the Company purchased a facility in Switzerland that had previously been leased for approximately \$13 million.

During 2012, the Company invested \$90.7 million, net of cash acquired, on four acquisitions. Three of these acquisitions were added to the Electrical segment, while one was added to the Power segment. In January 2013, the Company acquired the assets of Continental Industries for approximately \$37 million. The Company intends to continue assessing opportunities to expand sales through acquisitions of businesses that fill product line gaps or allow for expansion into new markets. For more information refer to Note 2 – Business Acquisitions in the Notes to Consolidated Financial Statements.

In September 2011, the Board of Directors approved a stock repurchase program and authorized the repurchase of up to \$200 million of Class A and Class B Common Stock. During 2012, the Company spent \$75.6 million on the repurchase of Class B Common Stock. The Company did not repurchase any Class A Common Stock during 2012. Depending upon numerous factors, including market conditions and alternative uses of cash, we may conduct discretionary repurchases through open market and privately negotiated transactions during our normal trading windows.

Additional information with respect to future investments in the business can be found under “Outlook” within Management’s Discussion and Analysis.

#### Debt to Capital

At December 31, 2012 and 2011, the Company had \$596.7 million and \$596.3 million, respectively, of senior long-term notes, net of unamortized discount. The long-term fixed-rate notes, with amounts of \$300 million due in both 2018 and 2022, respectively, are callable with a make whole provision and are only subject to accelerated payment prior to maturity if we fail to meet certain non-financial covenants, all of which were met at December 31, 2012.

As of December 31, 2012, the Company has a credit agreement for a 5.9 million Brazilian Reais line of credit to fund its Brazilian operations. This line of credit expires in October 2013 and is not subject to annual commitment fees. At December 31, 2012, no borrowings were outstanding under this line of credit. At December 31, 2011, 5.5 million Brazilian Reais were outstanding (equivalent to \$2.9 million) under a previous line of credit.

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Net debt, defined as total debt less cash and investments, is a non-GAAP measure that may not be comparable to definitions used by other companies. We consider net debt to be a useful measure of our financial leverage for evaluating the Company's ability to meet its funding needs.

|                                    | December 31 |                |           |                |
|------------------------------------|-------------|----------------|-----------|----------------|
|                                    | 2012        |                | 2011      |                |
| <i>(In millions)</i>               |             |                |           |                |
| Total Debt                         | \$          | 596.7          | \$        | 599.2          |
| Total Hubbell Shareholders' Equity |             | 1,661.2        |           | 1,467.8        |
| <b>TOTAL CAPITAL</b>               | <b>\$</b>   | <b>2,257.9</b> | <b>\$</b> | <b>2,067.0</b> |
| Debt to Total Capital              |             | 26 %           |           | 29 %           |
| Cash and Investments               | \$          | 690.5          | \$        | 624.4          |
| <b>NET DEBT</b>                    | <b>\$</b>   | <b>(93.8 )</b> | <b>\$</b> | <b>(25.2)</b>  |
| Net Debt to Total Capital          |             | (4 %)          |           | (1 %)          |

In November 2010, the Company completed a public debt offering for \$300 million of long-term, senior, unsecured notes maturing in November 2022 ("2022 Notes") and bearing interest at a fixed rate of 3.625%. The Company received \$294.8 million in proceeds from the offering, net of discounts and debt issuance costs. Prior to the issuance of the 2022 Notes, the Company entered into a forward interest rate lock which resulted in a \$1.6 million loss. This amount was recorded in Accumulated other comprehensive loss, net of tax, and is being amortized over the life of the 2022 Notes.

Simultaneous with the November 2010 debt offering, the Company also announced a cash tender offer/redemption for all of its \$200 million (6.375%) senior notes that were scheduled to mature in May 2012 ("2012 Notes"). In conjunction with the early extinguishment of the 2012 Notes, the Company terminated its interest rate swap associated with these notes. The combined net loss on these transactions, (recorded as part of the Loss on extinguishment of debt in the Consolidated Statement of Income), was \$14.7 million. The net cash proceeds remaining from the 2022 Note issuance, subsequent to the tender/redemption of the 2012 Notes, were used for general corporate purposes.

In May 2008, the Company completed a public offering of \$300 million long-term senior, unsecured notes maturing in May 2018 (the "2018 Notes"). The 2018 Notes bear interest at a fixed rate of 5.95%. Prior to the issuance of the 2018 Notes, the Company entered into a forward interest rate lock which resulted in a \$1.2 million gain. This amount was recorded in Accumulated other comprehensive loss, net of tax, and is being amortized over the life of the notes.

The 2018 Notes and the 2022 Notes are both fixed rate indebtedness, are callable at any time with a make whole premium and are only subject to accelerated payment prior to maturity in the event of a default under the indenture governing the terms of the 2018 Notes and 2022 Notes, as modified by the supplemental indentures creating each such series, or upon a change in control event as defined in such indenture.

## Liquidity

We measure liquidity on the basis of our ability to meet short-term and long-term operational funding needs, fund additional investments, including acquisitions, and make dividend payments to shareholders. Significant factors affecting the management of liquidity are cash flows from operating activities, capital expenditures, cash dividend payments, stock repurchases, access to bank lines of credit and our ability to attract long-term capital with satisfactory terms.

The Company had \$645.0 million of cash and cash equivalents at December 31, 2012, of which approximately \$214.0 million was held outside of the United States. The Company's intent is to continue to indefinitely reinvest all of its undistributed international earnings and cash within its respective international subsidiaries.

As of December 31, 2012, the Company's \$500 million revolving credit facility had not been drawn against. The credit facility, which serves as a backup to our commercial paper program, is scheduled to expire in October 2016. The interest rate applicable to borrowing under the credit agreement is generally either the prime rate or a surcharge over LIBOR. The single financial covenant in the \$500 million credit facility, which the Company is in compliance with, requires that total debt not exceed 55% of total capitalization. Annual commitment fees to support availability under the credit facility are not material.

Although not the principal source of liquidity, we believe our credit facility is capable of providing significant financing flexibility at reasonable rates of interest. However, in the event of a significant deterioration in the results of our operations or cash flows, leading to deterioration in financial condition, our borrowing costs could increase and/or our ability to borrow could be restricted. We have not entered into any guarantees that could give rise to material unexpected cash requirements.

The Company also maintains other lines of credit that are primarily used to support the issuance of letters of credit. Interest rates and other terms of borrowing under these lines of credit vary from country to country, depending on local market conditions. At December 31, 2012 and 2011 these lines totaled \$55.4 million and \$64.7 million, respectively, of which \$36.6 million and \$27.3 million was unused. The annual commitment fees associated with these lines of credit are not material.

Internal cash generation together with currently available cash and investments, available borrowing facilities and credit lines, if needed, are expected to be sufficient to fund operations, the current rate of cash dividends, capital expenditures, and an increase in working capital that would be required to accommodate a higher level of business activity. We actively seek to expand by acquisition as well as through the growth of our current businesses. While a significant acquisition may require additional debt and/or equity financing, we believe that we would be able to obtain additional financing based on our favorable historical earnings performance and strong financial position.

#### Pension Funding Status

We have a number of funded and unfunded non-contributory U.S. and foreign defined benefit pension plans. Benefits under these plans are generally provided based on either years of service and final average pay or a specified dollar amount per year of service. The funded status of our qualified, defined benefit pension plans is dependent upon many factors including future returns on invested pension assets, the level of market interest rates, employee earnings and employee demographics.

Changes in the value of the defined benefit plan assets and liabilities will affect the amount of pension expense ultimately recognized. Although differences between actuarial assumptions and actual results are no longer deferred for balance sheet purposes, deferral is still permitted for pension expense purposes. Unrecognized gains and losses in excess of an annual calculated minimum amount (the greater of 10% of the projected benefit obligation or 10% of the market value of assets) are amortized and recognized in net periodic pension cost over the average remaining service period of our active employees, which approximates 10-12 years. During 2012 and 2011, we recorded \$17.4 million and \$8.4 million, respectively, of pension expense related to the amortization of these unrecognized losses. We expect to record \$13.7 million of expense related to unrecognized losses and prior service cost in 2013.

The actual return on our pension assets in 2012 and for the past ten year period has exceeded our expected return. However, there has been a significant decline in long-term interest rates and a resulting increase in our pension liabilities which has more than offset our favorable return on plan assets. Consequently, we contributed approximately



\$23 million in both 2012 and 2011 and \$24 million in 2010 to our qualified foreign and domestic defined benefit pension plans. These contributions have improved the funded status of all of our plans. We expect to make additional contributions of approximately \$3.3 million to our foreign plans during 2013. Although not required under the Pension Protection Act of 2006, we may make a voluntary contribution to the Company's qualified U.S. defined benefit plans in 2013. This level of funding is not expected to have any significant impact on our overall liquidity.

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## Assumptions

The following assumptions were used to determine projected pension and other benefit obligations at the measurement date and the net periodic benefit costs for the year:

|  | Pension Benefits |        | Other Benefits |        |
|--|------------------|--------|----------------|--------|
|  | 2012             | 2011   | 2012           | 2011   |
| <b>Weighted-average assumptions used to determine benefit obligations at December 31,</b>                    |                  |        |                |        |
| Discount rate  | 4.22 %           | 4.42 % | 4.20 %         | 4.40 % |
| Rate of compensation increase  | 3.11 %           | 3.53 % | 3.00 %         | 3.50 % |
| <b>Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31,</b> |                  |        |                |        |
| Discount rate  | 4.42 %           | 5.38 % | 4.40 %         | 5.40 % |
| Expected return on plan assets   | 6.50 %           | 7.00 % | N/A            | N/A    |
| Rate of compensation increase  | 3.53 %           | 3.56 % | 3.50 %         | 3.50 % |

At the end of each year, we estimate the expected long-term rate of return on pension plan assets based on the strategic asset allocation for our plans. In making this determination, we utilize expected rates of return for each asset class based upon current market conditions and expected risk premiums for each asset class. A one percentage point change in the expected long-term rate of return on pension fund assets would have an impact of approximately \$7.3 million on 2013 pretax pension expense. The expected long-term rate of return is applied to the fair market value of pension fund assets to produce the expected return on fund assets that is included in pension expense. The difference between this expected return and the actual return on plan assets was recognized at December 31, 2012 for balance sheet purposes, but continues to be deferred for expense purposes. The net deferral of past asset gains (losses) ultimately affects future pension expense through the amortization of gains (losses) with an offsetting adjustment to Hubbell shareholders' equity through Accumulated other comprehensive loss.

At the end of each year, we determine the discount rate to be used to calculate the present value of pension plan liabilities. This discount rate is determined by matching the expected cash flows associated with our benefit obligations to a yield curve based on high quality, fixed income debt instruments with maturities that closely match the expected funding period of our pension liability. In 2012, we reduced the population of bonds used to derive this yield curve with the adoption of a bond matching approach which incorporates a selection of bonds that align with our projected benefit obligations. We believe this change results in an estimated discount rate that more accurately reflects the settlement value for our plan obligations than the yield curve methodology used in previous years and it is more reflective of the process we would employ to settle our pension obligations.

As of December 31, 2012, we used a discount rate of 4.2% for our U.S. pension plans compared to a discount rate of 4.4% used in 2011. A similar methodology was utilized for our Canadian pension plan resulting in a discount rate of 4.1%. For our UK plan the discount rate was derived using a yield curve approach. The curve is fitted to the yields on AA bonds in the Barclays Capital Sterling Aggregate Corporate Index and uses sample plan cash flow data as a proxy to plan specific liability cash flows. The derived discount rate is the single discount rate equivalent to discounting these liability cash flows at the term-dependent spot rates of AA corporate bonds. This methodology resulted in a December 31, 2012 discount rate for the UK plan of 4.5%. An increase of one percentage point in the discount rate would lower 2013 pretax pension expense by approximately \$9.1 million. A discount rate decline of one percentage

point would increase 2013 pretax pension expense by approximately \$9.5 million.

#### Other Post Employment Benefits (“OPEB”)

The Company also has a number of health care and life insurance benefit plans covering eligible employees who reached retirement age while working for the Company. These benefits have been discontinued for substantially all future retirees. These plans are not funded and, therefore, no assumed rate of return on assets is required. In 2012, we changed the methodology used to derive the yield curve for our post employment benefit plan obligations to a method similar to the one used for our pension plans. This approach more accurately reflects the settlement value of these plan obligations. As of December 31, 2012, the Company used a discount rate of 4.2% to determine the projected benefit obligation compared to a discount rate of 4.4% used in 2011. In accordance with the accounting guidance for retirement benefits, we recorded a credit, net of tax, of approximately \$0.7 million in 2012 and a charge, net of tax, of approximately \$1.8 million in 2011 related to OPEB. These amounts were recorded to Accumulated other comprehensive loss, within Hubbell shareholders’ equity.

#### Off-Balance Sheet Arrangements

Off-balance sheet arrangements are defined as any transaction, agreement or other contractual arrangement to which an entity that is not included in our consolidated results is a party, under which we, whether or not a party to the arrangement, have, or in the future may have: (1) an obligation under a direct or indirect guarantee or similar arrangement, (2) a retained or contingent interest in assets or (3) an obligation or liability, including a contingent obligation or liability, to the extent that it is not fully reflected in the financial statements.

We do not have any off-balance sheet arrangements as defined above which have or are likely to have a material effect on our financial condition, results of operations or cash flows.

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## Contractual Obligations

A summary of our contractual obligations and commitments at December 31, 2012 is as follows (in millions):

|   |           | Payments due by period |                 |                |                | 2018 and        |
|---|-----------|------------------------|-----------------|----------------|----------------|-----------------|
|   |           | Total                  | 2013            | 2014-2015      | 2016-2017      | thereafter      |
| Debt obligations <sup>(a)</sup>               | \$        | 600.0                  | \$ -            | \$ -           | \$ -           | 600.0           |
| Expected interest payments                    |           | 204.1                  | 28.7            | 57.5           | 57.5           | 60.4            |
| Operating lease obligations                   |           | 49.8                   | 12.3            | 16.3           | 7.4            | 13.8            |
| Retirement and other benefits <sup>(b)</sup>  |           | 177.8                  | 7.2             | 14.4           | 14.8           | 141.4           |
| Purchase obligations                          |           | 212.7                  | 210.8           | 1.9            | -              | -               |
| Income tax payments                           |           | 8.7                    | 8.7             |                |                |                 |
| Obligations under customer incentive programs |           | 34.7                   | 34.7            | -              | -              | -               |
| <b>TOTAL</b>                                  | <b>\$</b> | <b>1,287.8</b>         | <b>\$ 302.4</b> | <b>\$ 90.1</b> | <b>\$ 79.7</b> | <b>\$ 815.6</b> |

(a)

Amounts exclude unamortized discount.

(b)

Amounts above reflect projected funding related to the Company's non-qualified defined benefit plans. Projected funding obligations of the Company's qualified defined benefit pension plans are excluded from the table as there are several significant factors, such as the future market value of plan assets and projected investment return rates, which could cause actual funding to differ materially from projected funding.

Our purchase obligations include amounts committed under legally enforceable contracts or purchase orders for goods and services with defined terms as to price, quantity, delivery and termination liability. These obligations primarily consist of inventory purchases made in the normal course of business to meet operational requirements, consulting arrangements and commitments for equipment purchases. As of December 31, 2012, we have \$13.5 million of uncertain tax positions included in long-term liabilities in our Consolidated Balance Sheet. We are unable to make a reasonable estimate regarding the timing of settlement of these uncertain tax positions and, as a result, they have been excluded from the table. See Note 12 — Income Taxes in the Notes to Consolidated Financial Statements.

## Critical Accounting Estimates

Note 1 — Significant Accounting Policies of the Notes to Consolidated Financial Statements describes the significant accounting policies used in the preparation of our financial statements.

## Use of Estimates

We are required to make assumptions and estimates and apply judgments in the preparation of our financial statements that affect the reported amounts of assets and liabilities, revenues and expenses and related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors deemed relevant by management. We continually review these estimates and their underlying assumptions to ensure they are appropriate for the circumstances. Changes in estimates and assumptions used by us could have a material impact on our financial results. We believe that the following estimates are among the most critical in fully understanding and evaluating our reported financial results. These items utilize assumptions and estimates about the effect of future events that are inherently uncertain and are based on our judgment.

#### Revenue Recognition

We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred, the price is determinable and collection is probable. Product is considered delivered to the customer once it has been shipped and title and risk of loss have been transferred. The majority of our revenue is recognized at the time of shipment. Certain of our businesses account for sales discounts and allowances based on sales volumes, specific programs and customer deductions as is customary in the electrical products industry. These items primarily relate to sales volume incentives, special pricing allowances, and returned goods. This requires us to estimate at the time of sale the amounts that should not be recorded as revenue as these amounts are not expected to be collected from customers. We principally rely on historical experience, specific customer agreements, and anticipated future trends to estimate these amounts at the time of shipment. Also see Note 1 — Significant Accounting Policies of the Notes to Consolidated Financial Statements.

#### Inventory Valuation

We routinely evaluate the carrying value of our inventories to ensure they are carried at the lower of cost or market value. Such evaluation is based on our judgment and use of estimates, including sales forecasts, gross margins for particular product groupings, planned dispositions of product lines, technological events and overall industry trends. In addition, the evaluation is based on changes in inventory management practices which may influence the timing of exiting products and method of disposing of excess inventory.

Excess inventory is generally identified by comparing future expected inventory usage to actual on-hand quantities. Inventory values are reduced for on-hand inventory in excess of pre-defined usage forecasts. Forecast usage is primarily determined by projecting historical (actual) sales and inventory usage levels forward to future periods. Changes in these estimates may necessitate future adjustments to inventory values.

#### Customer Credit and Collections

We maintain allowances for doubtful accounts receivable in order to reflect the potential uncollectability of receivables related to purchases of products on open credit. If the financial condition of our customers were to deteriorate, resulting in their inability to make required payments, we may be required to record additional allowances for doubtful accounts.

#### Accrued Insurance

We retain a significant portion of the risks associated with workers' compensation, medical, automobile and general liability insurance. We estimate self-insurance liabilities using a number of factors, including historical claims experience, demographic factors, severity factors and other actuarial assumptions. The accrued liabilities associated with these programs are based upon our estimates of ultimate costs to settle known claims incurred but not reported as of the balance sheet date. These assumptions are periodically reviewed with a third-party actuary to determine the adequacy of these self-insurance reserves. Changes in these assumptions may necessitate future adjustments to these self-insurance liabilities.

## Employee Benefits Costs and Funding

We sponsor domestic and foreign defined benefit pension, defined contribution and other postretirement plans. Major assumptions used in the accounting for these employee benefit plans include the discount rate, expected return on the pension fund assets, rate of increase in employee compensation levels and health care cost increase projections. These assumptions are determined based on Company data and appropriate market indicators, and are evaluated each year as of the plans' measurement date. Further discussion on the assumptions used in 2012 and 2011 are included above under "Pension Funding Status" and in Note 10 — Retirement Benefits of the Notes to Consolidated Financial Statements.

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## Taxes

We account for income taxes in accordance with the applicable accounting guidance which requires that deferred tax assets and liabilities be recognized using enacted tax rates for the effect of temporary differences between the book and tax basis of recorded assets and liabilities. Additionally, deferred tax assets are required to be reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax asset will not be realized. The factors used to assess the likelihood of realization of deferred tax assets are the forecast of future taxable income and available tax planning strategies that could be implemented to realize the net deferred tax assets. Failure to achieve forecasted taxable income can affect the ultimate realization of net deferred tax assets.

We operate within multiple taxing jurisdictions and are subject to audit in these jurisdictions. The Internal Revenue Service (“IRS”) and other tax authorities routinely review our tax returns. These audits can involve complex issues, which may require an extended period of time to resolve. The Company records uncertain tax positions only when it has determined that it is more-likely-than-not that a tax position will be sustained upon examination by taxing authorities based on the technical merits of the position. The Company uses the criteria established in the accounting guidance to determine whether an item meets the definition of more-likely-than-not. The Company’s policy is to recognize these uncertain tax positions when the more-likely-than-not threshold is met, when the statute of limitations has expired or upon settlement. In management’s opinion, adequate provision has been made for potential adjustments arising from any examinations. See also Note 12 — Income Taxes in the Notes to Consolidated Financial Statements.

## Contingent Liabilities

We are subject to proceedings, lawsuits, and other claims or uncertainties related to environmental, legal, product and other matters. We routinely assess the likelihood of an adverse judgment or outcome to these matters, as well as the range of potential losses. We record a liability when it is both probable that a liability has been incurred and the amount can be reasonably estimated. A determination of the reserves required, if any, is made after careful analysis, including consultations with outside advisors, where applicable. Where no amount within a range of estimates is more likely, the minimum is accrued. The required reserves may change in the future due to new developments.

## Valuation of Long-Lived Assets

Our long-lived assets include land, buildings, equipment, molds and dies, software, goodwill and other intangible assets. Long-lived assets, other than land, goodwill and indefinite-lived intangibles, are depreciated over their estimated useful lives. We review depreciable long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. If such a change in circumstances occurs, the related estimated future undiscounted cash flows expected to result from the use of the asset and its eventual disposition is compared to the carrying amount. If the sum of the expected cash flows is less than the carrying amount, an impairment charge is recorded. The impairment charge is measured as the amount by which the carrying amount exceeds the fair value of the asset. The fair value of impaired assets is determined using expected cash flow estimates, quoted market prices when available and appraisals as appropriate. We did not record any material impairment charges related to long-lived assets in 2012, 2011, or 2010.

Goodwill and indefinite-lived intangible assets are reviewed annually for impairment unless circumstances dictate the need for more frequent assessment. We perform our goodwill impairment testing as of April 1<sup>st</sup> of each year. The goodwill impairment testing requires judgment, including the identification of reporting units, assigning assets and liabilities to reporting units, and determining the fair value of each reporting unit. Significant judgments required to estimate the fair value of reporting units include estimating future cash flows, determining appropriate discount rates and other assumptions. We use internal discounted cash flow estimates to determine fair value. These cash flow estimates are derived from historical experience and future long-term business plans and the application of an

appropriate discount rate. Changes in these estimates and assumptions could materially affect the determination of fair value and/or goodwill impairment for each reporting unit. As of April 1, 2012, our goodwill impairment testing resulted in fair values for each reporting unit that substantially exceeded the reporting units carrying value. We have not recorded any goodwill impairments since the initial adoption of the accounting guidance in 2002.

The identification and measurement of impairment of indefinite-lived intangible assets involves testing that compares carrying values of assets to the estimated fair values of assets. These estimated fair values are determined using undiscounted cash flow estimates. If the carrying value of the indefinite-lived intangible exceeds the fair value, the carrying value will be reduced to the estimated fair value. We did not record any impairments related to indefinite-lived intangible assets in 2012, 2011, or 2010.

#### Stock-Based Compensation

We determine the grant date fair value of our stock-based compensation awards using either a lattice model or the Black-Scholes option pricing model. Both of these models require management to make certain assumptions with respect to selected model inputs. These inputs include assumptions for expected stock volatility, term, dividend yield and risk-free interest rate. Changes in these inputs impact fair value and could impact our stock-based compensation expense in the future. In addition, we are required to estimate the expected forfeiture rate and recognize expense only for those awards expected to meet the service and performance vesting conditions. If our actual forfeiture rate is different from our estimate, adjustments to stock-based compensation expense may be required. See also Note 17 – Stock-Based Compensation in the Notes to Consolidated Financial Statements.

#### Forward-Looking Statements

Some of the information included in this Management’s Discussion and Analysis of Financial Condition and Results of Operations, and elsewhere in this Form 10-K, contain “forward-looking statements” as defined by the Private Securities Litigation Reform Act of 1995. These include statements about capital resources, performance and results of operations and are based on our reasonable current expectations. In addition, all statements regarding anticipated growth or improvement in operating results, anticipated market conditions and economic recovery are forward looking. Forward-looking statements may be identified by the use of words, such as “believe”, “expect”, “anticipate”, “intend” “depend”, “should”, “plan”, “estimated”, “predict”, “could”, “may”, “subject to”, “continues”, “growing”, “prospective”, “fo” “purport”, “might”, “if”, “contemplate”, “potential”, “pending,” “target”, “goals”, “scheduled”, “will likely be”, and similar phrases. Discussions of strategies, plans or intentions often contain forward-looking statements. Factors, among others, that could cause our actual results and future actions to differ materially from those described in forward-looking statements include, but are not limited to:

- 

Changes in demand for our products, market conditions, product quality, or product availability adversely affecting sales levels.

- 

Changes in markets or competition adversely affecting realization of price increases.

- 

Failure to achieve projected levels of efficiencies, cost savings and cost reduction measures, including those expected as a result of our lean initiative and strategic sourcing plans.



- 

The expected benefits and the timing of other actions in connection with our enterprise resource planning system.

- 

Availability and costs of raw materials, purchased components, energy and freight.

- 

Changes in expected or future levels of operating cash flow, indebtedness and capital spending.

- 

General economic and business conditions in particular industries, markets or geographic regions, as well as inflationary trends.

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•

Regulatory issues, changes in tax laws or changes in geographic profit mix affecting tax rates and availability of tax incentives.

•

A major disruption in one or more of our manufacturing or distribution facilities or headquarters, including the impact of plant consolidations and relocations.

•

Changes in our relationships with, or the financial condition or performance of, key distributors and other customers, agents or business partners which could adversely affect our results of operations.

•

Impact of productivity improvements on lead times, quality and delivery of product.

•

Anticipated future contributions and assumptions including changes in interest rates and plan assets with respect to pensions.

•

Adjustments to product warranty accruals in response to claims incurred, historical experiences and known costs.

•

Unexpected costs or charges, certain of which might be outside of our control.

•

Changes in strategy, economic conditions or other conditions outside of our control affecting anticipated future global product sourcing levels.

•

Ability to carry out future acquisitions and strategic investments in our core businesses as well as the acquisition related costs.

•

Unanticipated difficulties integrating acquisitions as well as the realization of expected synergies and benefits anticipated when we first enter into a transaction.

•

The ability of governments to meet their financial obligations.

- 

Political unrest in foreign countries.

- 

Natural disasters.

- 

Future repurchases of common stock under our common stock repurchase program.

- 

Changes in accounting principles, interpretations, or estimates.

- 

The outcome of environmental, legal and tax contingencies or costs compared to amounts provided for such contingencies.

- 

Adverse changes in foreign currency exchange rates and the potential use of hedging instruments to hedge the exposure to fluctuating rates of foreign currency exchange on inventory purchases.

- 

Other factors described in our SEC filings, including the “Business”, “Risk Factors” and “Quantitative and Qualitative Disclosures about Market Risk” sections in this Annual Report on Form 10-K for the year ended December 31, 2012.

Any such forward-looking statements are not guarantees of future performances and actual results, developments and business decisions may differ from those contemplated by such forward-looking statements. The Company disclaims any duty to update any forward-looking statement, all of which are expressly qualified by the foregoing, other than as required by law.

#### ITEM 7A Quantitative and Qualitative Disclosures about Market Risk

In the operation of our business, we have various exposures to areas of risk related to factors within and outside the control of management. Significant areas of risk and our strategies to manage the exposure are discussed below.

We manufacture and/or assemble our products in the United States, Canada, Switzerland, Puerto Rico, Mexico, China, Italy, UK, Brazil and Australia and sell products in those markets as well as through offices in Singapore, China, India, Mexico, South Korea and countries in the Middle East. Hubbell also participates in joint ventures in Taiwan and Hong Kong. Shipments from non-U.S. subsidiaries as a percentage of the Company’s total net sales were 17% for each of the three years ended December 31, 2012, 2011 and 2010. Our Canada operations represent 29%, UK 23%, Brazil 12%, and all other countries 36% of total 2012 international sales. As such, our operating results could be affected by changes in foreign currency exchange rates or weak economic conditions in the foreign markets in which we sell our

products. To manage this exposure, we closely monitor the working capital requirements of our international units and may enter into forward foreign exchange contracts. Further discussion of forward exchange contracts can be found in Note 14 – Fair Value Measurement in the Notes to Consolidated Financial Statements.

Product purchases representing approximately 15% of our net sales are sourced from unaffiliated suppliers located outside the United States, primarily in China and other Asian countries, Europe and Brazil. We are continuously seeking to expand this activity, particularly related to purchases from low cost areas of the world. Foreign sourcing of products may result in unexpected fluctuations in product cost or increased risk of business interruption due to lack of product or component availability due to any one of the following:

- 

Political or economic uncertainty in the source country

- 

Fluctuations in the rate of exchange between the U.S. dollar and the currencies of the source countries

- 

Increased logistical complexity including supply chain interruption or delay, port of departure or entry disruption and overall time to market

- 

Loss of proprietary information

- 

Product quality issues outside the control of the Company

We have developed plans that address many of these risks. Such actions include careful selection of products to be outsourced and the suppliers selected; ensuring multiple sources of supply; limiting concentrations of activity by port, broker, freight forwarder, etc.; processes related to quality control; and maintaining control over operations, technologies and manufacturing deemed to provide competitive advantage. Many of our businesses have a dependency on certain basic raw materials needed to produce their products including steel, aluminum, brass, copper, bronze, plastics, phenols, zinc, nickel, elastomers and petrochemicals as well as purchased electrical and electronic components. Our financial results could be affected by the availability and changes in prices of these materials and components.

Certain of these materials are sourced from a limited number of suppliers. These materials are also key source materials for many other companies in our industry and within the universe of industrial manufacturers in general. As such, in periods of rising demand for these materials, we may experience both increased costs and/or limited supply. These conditions can potentially result in our inability to acquire these key materials on a timely basis to produce our products and satisfy our incoming sales orders. Similarly, the cost of these materials can rise suddenly and result in materially higher costs of producing our products. We believe we have adequate primary and secondary sources of supply for each of our key materials and that, in periods of rising prices, we expect to recover a majority of the increased cost in the form of higher selling prices. However, recoveries typically lag the effect of cost increases due to the nature of our markets.



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Our financial results are subject to interest rate fluctuations to the extent there is a difference between the amount of our interest-earning assets and the amount of interest-bearing liabilities. The principal objectives of our investment management activities are to preserve capital while earning net investment income that is commensurate with acceptable levels of interest rate, default and liquidity risk taking into account our funding needs. As part of our investment management strategy, we may use derivative financial products such as interest rate hedges and interest rate swaps.

From time to time or when required, we issue commercial paper, which exposes us to changes in interest rates. Our cash position includes amounts denominated in foreign currencies. We manage our worldwide cash requirements by considering available funds held by our subsidiaries and the cost effectiveness with which these funds can be accessed.

We continually evaluate risk retention and insurance levels for product liability, property damage and other potential exposures to risk. We devote significant effort to maintaining and improving safety and internal control programs, which are intended to reduce our exposure to certain risks. We determine the level of insurance coverage and the likelihood of a loss and believe that the current levels of risk retention are consistent with those of comparable companies in the industries in which we operate. There can be no assurance that we will not incur losses beyond the limits of our insurance. However, our liquidity, financial position and profitability are not expected to be materially affected by the levels of risk retention that we accept.

The following table presents cost information related to fixed rate interest risk sensitive instruments by maturity at December 31, 2012 (dollars in millions):

|                                |        |        |        |        |        |            |          |          | Fair<br>Value |
|--------------------------------|--------|--------|--------|--------|--------|------------|----------|----------|---------------|
|                                | 2013   | 2014   | 2015   | 2016   | 2017   | Thereafter | Total    | 12/31/12 |               |
| <b>ASSETS</b>                  |        |        |        |        |        |            |          |          |               |
| Available-for-sale investments | \$ 8.7 | \$ 8.7 | \$ 3.9 | \$ 3.7 | \$ 4.1 | \$ 9.4     | \$ 38.5  | \$ 39.7  |               |
| Average interest rate          | 3.70%  | 4.83%  | 5.00%  | 5.00%  | 5.00%  | 4.98%      |          |          |               |
| <b>LIABILITIES</b>             |        |        |        |        |        |            |          |          |               |
| Long-term debt                 | \$ -   | \$ -   | \$ -   | \$ -   | \$ -   | \$ 596.7   | \$ 596.7 | \$ 682.7 |               |
| Average interest rate          | -      | -      | -      | -      | -      | 4.79%      |          |          |               |

We use derivative financial instruments only if they are matched with a specific asset, liability, or proposed future transaction. We do not speculate or use leverage when trading a financial derivative product. See also Note 6 – Investments and Note 11 – Debt in the Notes to Consolidated Financial Statements.

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**ITEM 8** Financial Statements and Supplementary Data

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All other schedules are omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

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## Report of Management

### Report on Management's Responsibility for Financial Statements

Our management is responsible for the preparation, integrity and fair presentation of its published financial statements. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and include amounts based on informed judgments made by management.

We believe it is critical to provide investors and other users of our financial statements with information that is relevant, objective, understandable and timely, so that they can make informed decisions. As a result, we have established and maintain systems and practices and internal control processes designed to provide reasonable, but not absolute, assurance that transactions are properly executed and recorded and that our policies and procedures are carried out appropriately. Management strives to recruit, train and retain high quality people to ensure that controls are designed, implemented and maintained in a high-quality, reliable manner.

Our independent registered public accounting firm audited our financial statements and the effectiveness of our internal control over financial reporting in accordance with standards established by the Public Company Accounting Oversight Board (United States). Their report appears on the next page within this Annual Report on Form 10-K.

Our Board of Directors normally meets at least five times per year to provide oversight, to review corporate strategies and operations, and to assess management's conduct of the business. The Audit Committee of our Board of Directors (which meets approximately eight times per year) is comprised of at least three individuals all of whom must be "independent" under current New York Stock Exchange listing standards and regulations adopted by the SEC under the federal securities laws. The Audit Committee meets regularly with our internal auditors and independent registered public accounting firm, as well as management to review, among other matters, accounting, auditing, internal controls and financial reporting issues and practices. Both the internal auditors and independent registered public accounting firm have full, unlimited access to the Audit Committee.

### Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate systems of internal control over financial reporting as defined by Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Our 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 reporting purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2012. In making this assessment, management used the criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that our internal control over financial reporting was effective at a reasonable assurance level as of December 31, 2012.

The effectiveness of our internal control over financial reporting as of December 31, 2012 has been audited by PricewaterhouseCoopers LLP, our independent registered public accounting firm as stated in their report which is included on the next page within this Annual Report on Form 10-K.

/s/ DAVID G. NORD

**David G. Nord**

*President and Chief Executive  
Officer*

/s/ WILLIAM R. SPERRY

**William R. Sperry**

*Senior Vice President and Chief  
Financial Officer*

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Hubbell Incorporated:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Hubbell Incorporated and its subsidiaries (the “Company”) at December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for these financial statements and financial statement schedule, 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 Annual Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company’s internal control over financial reporting based on our integrated 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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/ PricewaterhouseCoopers LLP

Stamford, Connecticut

February 13, 2013

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## Consolidated Statement of Income

| <i>(in millions, except per share amounts)</i>           | Year Ended December 31, |                   |                   |
|--|-------------------------|-------------------|-------------------|
|  | 2012                    | 2011              | 2010              |
| <b>Net sales</b>   | <b>\$ 3,044.4</b>       | <b>\$ 2,871.6</b> | <b>\$ 2,541.2</b> |
| Cost of goods sold                                       | 2,032.2                 | 1,947.9           | 1,712.5           |
| <b>Gross profit</b>                                      | <b>1,012.2</b>          | <b>923.7</b>      | <b>828.7</b>      |
| Selling & administrative expenses                        | 540.4                   | 499.9             | 460.9             |
| <b>Operating income</b>                                  | <b>471.8</b>            | <b>423.8</b>      | <b>367.8</b>      |
| Interest expense   | (30.8 )                 | (30.9 )           | (31.1 )           |
| Loss on extinguishment of debt                           | -                       | -                 | (14.7 )           |
| Investment income  | 1.8                     | 1.3               | 0.1               |
| Other expense, net                                       | (1.0 )                  | (4.4 )            | (1.7 )            |
| <b>Total other expense</b>                               | <b>(30.0)</b>           | <b>(34.0 )</b>    | <b>(47.4 )</b>    |
| <b>Income before income taxes</b>                        | <b>441.8</b>            | <b>389.8</b>      | <b>320.4</b>      |
| Provision for income taxes                               | 139.7                   | 119.6             | 101.6             |
| <b>Net income</b>  | <b>302.1</b>            | <b>270.2</b>      | <b>218.8</b>      |
| Less: Net income attributable to noncontrolling interest | 2.4                     | 2.3               | 1.6               |
| <b>NET INCOME ATTRIBUTABLE TO HUBBELL</b>                | <b>\$ 299.7</b>         | <b>\$ 267.9</b>   | <b>\$ 217.2</b>   |
| <b>Earnings per share</b>                                |                         |                   |                   |
| Basic  | \$ 5.05                 | \$ 4.47           | \$ 3.61           |
| Diluted  | \$ 5.00                 | \$ 4.42           | \$ 3.59           |

See notes to consolidated financial statements.

## Consolidated Statement of Comprehensive Income

| <i>(in millions)</i>  | Year Ended December 31, |          |          |
|---|-------------------------|----------|----------|
|   | 2012                    | 2011     | 2010     |
| Net income  | \$ 302.1                | \$ 270.2 | \$ 218.8 |
| <b>Other comprehensive income (loss):</b>   |                         |          |          |
| Foreign currency translation adjustments  | 8.3                     | (12.1 )  | 11.9     |
| Pension and post retirement benefit plans' service costs and net actuarial gains (losses), net of taxes of \$14.2, \$36.0 and \$9.7 | 23.6                    | (58.1 )  | (23.9 )  |
| Unrealized (loss) gain on investments, net of taxes of \$0.1, \$0.3 and \$0.0   | (0.3 )                  | 0.5      | -        |
|   | (0.3 )                  | 0.6      | (0.5 )   |

Unrealized (loss) gain on cash flow hedges, net of taxes of \$0.2, \$0.3 and \$0.4

|  |                 |                 |                 |
|--|-----------------|-----------------|-----------------|
| <b>Other comprehensive income (loss)</b>                           | <b>31.3</b>     | <b>(69.1 )</b>  | <b>(12.5 )</b>  |
| <b>Comprehensive income</b>  | <b>333.4</b>    | <b>201.1</b>    | <b>206.3</b>    |
| Less: Comprehensive income attributable to noncontrolling interest | 2.4             | 2.3             | 1.6             |
| <b>COMPREHENSIVE INCOME ATTRIBUTABLE TO HUBBELL</b>                | <b>\$ 331.0</b> | <b>\$ 198.8</b> | <b>\$ 204.7</b> |

See notes to consolidated financial statements.

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## Consolidated Balance Sheet

| <i>(In millions, except share amounts)</i>   | <b>At December 31,</b> |                   |
|--|------------------------|-------------------|
|  | <b>2012</b>            | <b>2011</b>       |
| <b>ASSETS</b>  |                        |                   |
| <b>Current Assets</b>  |                        |                   |
| Cash and cash equivalents  | \$ 645.0               | \$ 569.6          |
| Short-term investments   | 8.8                    | 12.8              |
| Accounts receivable, net   | 405.2                  | 394.3             |
| Inventories, net   | 341.7                  | 318.3             |
| Deferred taxes and other   | 55.5                   | 58.5              |
| Total Current Assets   | 1,456.2                | 1,353.5           |
| <b>Property, Plant, and Equipment, net</b>   | <b>364.7</b>           | <b>359.6</b>      |
| <b>Other Assets</b>  |                        |                   |
| Investments  | 36.7                   | 42.0              |
| Goodwill   | 755.5                  | 727.3             |
| Intangible assets, net   | 288.1                  | 269.5             |
| Other long-term assets   | 45.8                   | 94.6              |
| <b>TOTAL ASSETS</b>  | <b>\$ 2,947.0</b>      | <b>\$ 2,846.5</b> |
| <b>LIABILITIES AND EQUITY</b>  |                        |                   |
| <b>Current Liabilities</b>   |                        |                   |
| Short-term debt  | \$ -                   | \$ 2.9            |
| Accounts payable   | 213.1                  | 215.7             |
| Accrued salaries, wages and employee benefits                                      | 75.4                   | 71.1              |
| Accrued insurance  | 39.6                   | 46.2              |
| Dividends payable  | -                      | 22.5              |
| Other accrued liabilities  | 119.3                  | 133.7             |
| Total Current Liabilities  | 447.4                  | 492.1             |
| <b>Long-term Debt</b>  | <b>596.7</b>           | <b>596.3</b>      |
| <b>Other Non-Current Liabilities</b>   | <b>235.0</b>           | <b>284.6</b>      |
| <b>TOTAL LIABILITIES</b>   | <b>1,279.1</b>         | <b>1,373.0</b>    |
| <b>Commitments and Contingencies (see Note 15)</b>                                 |                        |                   |
| <b>Hubbell Shareholders' Equity</b>  |                        |                   |
| Common stock, par value \$.01  |                        |                   |
| Class A - Authorized 50,000,000 shares, outstanding 7,167,506 and 7,167,506 shares | 0.1                    | 0.1               |

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|   |                   |                   |
|---|-------------------|-------------------|
| Class B - Authorized 150,000,000 shares, outstanding 52,069,205 and 52,071,067 shares | 0.5               | 0.5               |
| Additional paid-in capital  | 64.0              | 101.8             |
| Retained earnings   | 1,715.7           | 1,515.8           |
| Accumulated other comprehensive loss  | (119.1 )          | (150.4 )          |
| Total Hubbell Shareholders' Equity  | 1,661.2           | 1,467.8           |
| Noncontrolling interest   | 6.7               | 5.7               |
| Total Equity  | 1,667.9           | 1,473.5           |
| <b>TOTAL LIABILITIES AND EQUITY</b>   | <b>\$ 2,947.0</b> | <b>\$ 2,846.5</b> |

See notes to consolidated financial statements.

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## Consolidated Statement of Cash Flows

| <i>(In millions)</i>  | Year Ended December 31, |                |                |
|---|-------------------------|----------------|----------------|
|   | 2012                    | 2011           | 2010           |
| <b><i>Cash Flows from Operating Activities</i></b>                                |                         |                |                |
| Net income  | \$ 302.1                | \$ 270.2       | \$ 218.8       |
| Adjustments to reconcile net income to net cash provided by operating activities: |                         |                |                |
| Depreciation and amortization   | 66.8                    | 68.2           | 72.5           |
| Deferred income taxes   | 27.5                    | 18.8           | 25.0           |
| Stock-based compensation  | 15.8                    | 15.1           | 11.4           |
| Tax benefit on stock-based awards   | (15.6 )                 | (8.2 )         | (9.7 )         |
| Loss (gain) on sale of assets   | 0.4                     | (3.9 )         | 1.3            |
| Changes in assets and liabilities:  |                         |                |                |
| Increase in accounts receivable   | (1.8 )                  | (51.6 )        | (26.1 )        |
| Increase in inventories   | (11.8 )                 | (16.4 )        | (32.6 )        |
| (Decrease) increase in current liabilities  | (31.7 )                 | 46.5           | 19.8           |
| Changes in other assets and liabilities, net                                      | 20.7                    | 22.8           | 9.7            |
| Contributions to qualified defined benefit pension plans                          | (22.6 )                 | (22.7 )        | (23.7 )        |
| Other, net  | (0.7 )                  | (3.8 )         | (0.2 )         |
| <b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>                                  | <b>349.1</b>            | <b>335.0</b>   | <b>266.2</b>   |
| <b><i>Cash Flows from Investing Activities</i></b>                                |                         |                |                |
| Capital expenditures  | (49.1 )                 | (55.4 )        | (47.3 )        |
| Acquisitions, net of cash acquired  | (90.7 )                 | (29.6 )        | -              |
| Receipt of escrow funds from acquisition  | 6.8                     | -              | -              |
| Purchases of available-for-sale investments                                       | (9.5 )                  | (23.8 )        | (25.4 )        |
| Proceeds from sales of available-for-sale investments                             | 19.4                    | 9.4            | 14.9           |
| Proceeds from disposition of assets   | 4.8                     | 9.6            | 1.9            |
| Other, net  | 2.2                     | 3.3            | 1.2            |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>                                      | <b>(116.1 )</b>         | <b>(86.5 )</b> | <b>(54.7 )</b> |
| <b><i>Cash Flows from Financing Activities</i></b>                                |                         |                |                |
| Issuance of short-term debt   | 0.2                     | 1.4            | 3.4            |
| Payment of short-term debt  | (3.1 )                  | -              | (1.7 )         |
| Issuance of long-term debt, net   | -                       | -              | 297.5          |
| Payment of long-term debt   | -                       | -              | (200.0 )       |

|   |                 |                 |              |
|---|-----------------|-----------------|--------------|
| Debt issuance costs   | -               | (1.1 )          | (2.7 )       |
| Payment of dividends  | (122.3 )        | (90.1 )         | (85.6 )      |
| Payment of dividends to noncontrolling interest                               | (1.3 )          | (0.9 )          | (1.1 )       |
| Proceeds from exercise of stock options                                       | 24.8            | 21.9            | 49.3         |
| Tax benefit on stock-based awards   | 15.6            | 8.2             | 9.7          |
| Acquisition of common shares  | (75.6 )         | (137.7 )        | (23.3 )      |
| <b>NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES</b>                    | <b>(161.7 )</b> | <b>(198.3 )</b> | <b>45.5</b>  |
| Effect of foreign currency exchange rate changes on cash and cash equivalents | 4.1             | (1.3 )          | 5.2          |
| <b>Increase in cash and cash equivalents</b>                                  | <b>75.4</b>     | <b>48.9</b>     | <b>262.2</b> |
| Cash and cash equivalents, beginning of year                                  | 569.6           | 520.7           | 258.5        |
| Cash and cash equivalents, end of year  | \$ 645.0        | \$ 569.6        | \$ 520.7     |
| See notes to consolidated financial statements.                               |                 |                 |              |

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## Consolidated Statement of Changes in Equity

## For the Three Years Ended December 31, 2012, 2011 and 2010

|   |        |        | Additional |            | Accumulated   |         |               |             |
|---|--------|--------|------------|------------|---------------|---------|---------------|-------------|
|   | Class  | Class  |            |            |               | Other   | Total         | Non-        |
|   | A      | B      | Paid-In    |            | Comprehensive |         | Hubbell       | controlling |
| (In millions, except per share amounts)                         | Common | Common | Capital    | Paid-In    | Retained      | Income  | Shareholders' | interest    |
|   | Stock  | Stock  | Capital    | Earnings   |               | (Loss)  | Equity        |             |
| <b>BALANCE AT DECEMBER 31, 2009</b>                             | \$ 0.1 | \$ 0.5 | \$ 158.4   | \$ 1,208.0 | \$            | (68.8 ) | \$ 1,298.2    | \$ 3.8      |
| Net income  |        |        |            | 217.2      |               |         | 217.2         | 1.6         |
| Other comprehensive loss  |        |        |            |            |               | (12.5 ) | (12.5 )       |             |
| Stock-based compensation  |        |        | 11.4       |            |               |         | 11.4          |             |
| Exercise of stock options                                       |        |        | 49.3       |            |               |         | 49.3          |             |
| Income tax windfall from stock-based awards, net                |        |        | 9.4        |            |               |         | 9.4           |             |
| Acquisition/surrender of common shares                          |        |        | (27.2 )    |            |               |         | (27.2 )       |             |
| Cash dividends declared (\$1.44 per share Class A and B shares) |        |        |            | (86.6 )    |               |         | (86.6 )       |             |
| Dividends to noncontrolling interest                            |        |        |            |            |               |         |               | (1.1 )      |
| <b>BALANCE AT DECEMBER 31, 2010</b>                             | \$ 0.1 | \$ 0.5 | \$ 201.3   | \$ 1,338.6 | \$            | (81.3 ) | \$ 1,459.2    | \$ 4.3      |
| Net income  |        |        |            | 267.9      |               |         | 267.9         | 2.3         |
| Other comprehensive loss  |        |        |            |            |               | (69.1 ) | (69.1 )       |             |
| Stock-based compensation  |        |        | 15.1       |            |               |         | 15.1          |             |
| Exercise of stock options                                       |        |        | 21.9       |            |               |         | 21.9          |             |
| Income tax windfall from stock-based awards, net                |        |        | 8.1        |            |               |         | 8.1           |             |
| Acquisition/surrender of common shares                          |        |        | (144.6 )   |            |               |         | (144.6 )      |             |
| Cash dividends declared (\$1.52 per share Class A and B shares) |        |        |            | (90.7 )    |               |         | (90.7 )       |             |
| Dividends to noncontrolling interest                            |        |        |            |            |               |         |               | (0.9 )      |

|   |               |               |                 |                   |                    |                   |               |
|---|---------------|---------------|-----------------|-------------------|--------------------|-------------------|---------------|
| <b>BALANCE AT<br/>DECEMBER 31, 2011</b>                               | <b>\$ 0.1</b> | <b>\$ 0.5</b> | <b>\$ 101.8</b> | <b>\$ 1,515.8</b> | <b>\$ (150.4 )</b> | <b>\$ 1,467.8</b> | <b>\$ 5.7</b> |
| Net income  |               |               |                 | 299.7             |                    | 299.7             | 2.4           |
| Other comprehensive<br>income   |               |               |                 |                   | 31.3               | 31.3              |               |
| Stock-based compensation  |               |               | 15.4            |                   |                    | 15.4              |               |
| Exercise of stock options   |               |               | 24.8            |                   |                    | 24.8              |               |
| Income tax windfall from<br>stock-based awards, net                   |               |               | 15.1            |                   |                    | 15.1              |               |
| Acquisition/surrender of<br>common shares                             |               |               | (93.1 )         |                   |                    | (93.1 )           |               |
| Cash dividends declared<br>(\$1.68 per share Class A<br>and B shares) |               |               |                 | (99.8 )           |                    | (99.8 )           |               |
| Dividends to<br>noncontrolling interest                               |               |               |                 |                   |                    |                   | (1.4 )        |
| <b>BALANCE AT<br/>DECEMBER 31, 2012</b>                               | <b>\$ 0.1</b> | <b>\$ 0.5</b> | <b>\$ 64.0</b>  | <b>\$ 1,715.7</b> | <b>\$ (119.1 )</b> | <b>\$ 1,661.2</b> | <b>\$ 6.7</b> |

See notes to consolidated financial statements.

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Notes to Consolidated Financial Statements

**NOTE 1** Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

Reclassifications

Certain reclassifications have been made in prior year financial statements and notes to conform to the current year presentation.

Principles of Consolidation

The Consolidated Financial Statements include all subsidiaries. All significant intercompany balances and transactions have been eliminated. The Company participates in two joint ventures, one of which is accounted for using the equity method, the other has been consolidated in accordance with the consolidation accounting guidance. An analysis is performed to determine which reporting entity, if any, has a controlling financial interest in a variable interest entity (“VIE”) with a primarily qualitative analysis. The qualitative analysis is based on identifying the party that has both the power to direct the activities that most significantly impact the VIE’s economic performance (the “power criterion”) and the obligation to absorb losses from or the right to receive benefits of the VIE that could potentially be significant to the VIE (the “losses/benefit criterion”). The party that meets both these criteria is deemed to have a controlling financial interest. The party with the controlling financial interest is considered to be the primary beneficiary and as a result is required to consolidate the VIE. The Company has a 50% interest in a joint venture in Hong Kong, established as Hubbell Asia Limited (“HAL”). The principal objective of HAL is to manage the operations of its wholly-owned manufacturing company in China. Under the accounting guidance, the Company is the primary beneficiary of HAL and as a result consolidates HAL. This determination is based on the fact that HAL’s sole business purpose is to manufacture product exclusively for the Company (the power criterion) and the Company is financially responsible for ensuring HAL maintains a fixed operating margin (the losses/benefit criterion). The consolidation of HAL is not material to the Company’s consolidated financial statements.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts in the Consolidated Financial Statements and accompanying Notes to Consolidated Financial Statements. Actual results could differ from the estimates that are used.

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the price is determinable and collection is probable. Product is considered delivered to the customer once it has been shipped and title and risk of loss have been transferred. The majority of the Company's revenue is recognized at the time of shipment. The Company recognizes less than one percent of total annual consolidated net revenue from post shipment obligations and service contracts, primarily within the Electrical segment. Revenue is recognized under these contracts when the service is completed and all conditions of sale have been met. In addition, within the Electrical segment, certain businesses sell large and complex equipment which requires construction and assembly and occasionally has long lead times. It is customary in these businesses to require a portion of the selling price to be paid in advance of construction. These payments are treated as deferred revenue and are classified in Other accrued liabilities in the Consolidated Balance Sheet. Once the equipment is shipped to the customer and meets the revenue recognition criteria, the deferred revenue is recognized in the Consolidated Statement of Income.

Further, certain of our businesses account for sales discounts and allowances based on sales volumes, specific programs and customer deductions, as is customary in the electrical products industry. These items primarily relate to sales volume incentives, special pricing allowances, and returned goods. Sales volume incentives represent rebates with specific sales volume targets for specific customers. Certain distributors qualify for price rebates by subsequently reselling the Company's products into select channels of end users. Following a distributor's sale of an eligible product, the distributor submits a claim for a price rebate. Customers have a right to return goods under certain circumstances which are reasonably estimable by affected businesses. Customer returns have historically ranged from 1%-3% of gross sales.

These arrangements require us to estimate at the time of sale the amounts that should not be recorded as revenue as these amounts are not expected to be collected from customers. The Company principally relies on historical experience, specific customer agreements and anticipated future trends to estimate these amounts at the time of shipment.

#### Shipping and Handling Fees and Costs

The Company records shipping and handling costs as part of Cost of goods sold in the Consolidated Statement of Income. Any amounts billed to customers for reimbursement of shipping and handling are included in Net sales in the Consolidated Statement of Income.

#### Foreign Currency Translation

The assets and liabilities of international subsidiaries are translated to U.S. dollars at exchange rates in effect at the end of the year, and income and expense items are translated at average exchange rates in effect during the year. The effects of exchange rate fluctuations on the translated amounts of foreign currency assets and liabilities are included as translation adjustments in Accumulated other comprehensive loss within Hubbell shareholders' equity. Gains and losses from foreign currency transactions are included in results of operations.

#### Cash and Cash Equivalents

The carrying value of cash equivalents approximates fair value. Cash equivalents consist of highly liquid investments with original maturities of three months or less.

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## Investments

Investments in debt and equity securities are classified by individual security as available-for-sale, held-to-maturity or trading investments. Our available-for-sale investments, consisting of municipal bonds, are carried on the balance sheet at fair value with current period adjustments to carrying value recorded in Accumulated other comprehensive loss within Hubbell shareholders' equity, net of tax. Realized gains and losses are recorded in income in the period of sale. The Company's trading investments are carried on the balance sheet at fair value and consist primarily of debt and equity mutual funds. Gains and losses associated with these trading investments are reflected in the results of operations. The Company did not have any investments classified as held-to-maturity as of December 31, 2012 and 2011.

## Accounts Receivable and Allowances

Trade accounts receivable are recorded at the invoiced amount and generally do not bear interest. The allowance for doubtful accounts is based on an estimated amount of probable credit losses in existing accounts receivable. The allowance is calculated based upon a combination of historical write-off experience, fixed percentages applied to aging categories and specific identification based upon a review of past due balances and problem accounts. Account balances are charged off against the allowance when it is determined that internal collection efforts should no longer be pursued. The Company also maintains a reserve for credit memos, cash discounts and product returns which are principally calculated based upon historical experience, specific customer agreements, as well as anticipated future trends.

## Inventories

Inventories are stated at the lower of cost or market value. The cost of substantially all domestic inventories (approximately 84% of total net inventory value) is determined utilizing the last-in, first-out (LIFO) method of inventory accounting. The cost of foreign inventories and certain domestic inventories is determined utilizing average cost or first-in, first-out (FIFO) methods of inventory accounting. Reserves for excess and obsolete inventory are provided based on current assessments about future demand compared to on-hand quantities.

## Property, Plant, and Equipment

Property, plant and equipment values are stated at cost less accumulated depreciation. Maintenance and repair expenditures that do not significantly increase the life of an asset are charged to expense when incurred. Property, plant and equipment placed in service prior to January 1, 1999 are depreciated over their estimated useful lives, principally using accelerated methods. Assets placed in service subsequent to January 1, 1999 are depreciated over their estimated useful lives, using straight-line methods. Leasehold improvements are amortized over the shorter of their economic lives or the lease term. Gains and losses arising from the disposal of property, plant and equipment are included in Operating income in the Consolidated Statement of Income.

## Capitalized Computer Software Costs

Capitalized computer software costs, net of amortization, were \$8.7 million and \$8.4 million at December 31, 2012 and 2011, respectively. This balance is reflected in Other long-term assets in the Consolidated Balance Sheet.

Capitalized computer software costs primarily consist of purchased materials and services. Software is amortized on a straight-line basis over appropriate periods, generally five years. The Company recorded amortization expense of \$3.5 million, \$4.8 million and \$8.1 million in 2012, 2011 and 2010, respectively, relating to capitalized computer software.

### Goodwill and Other Intangible Assets

Goodwill represents costs in excess of fair values assigned to the underlying net assets of acquired companies. Indefinite-lived intangible assets and goodwill are subject to annual impairment testing using the specific guidance and criteria described in the accounting guidance. The Company performs its goodwill impairment testing as of April 1<sup>st</sup> of each year, unless circumstances dictate the need for more frequent assessments. Goodwill impairment testing involves a two-step process. Step 1 compares the fair value of the Company's reporting units to their carrying values. If the fair value of the reporting unit exceeds its carrying value, no further analysis is necessary. If the carrying value of the reporting unit exceeds its fair value, Step 2 must be completed to quantify the amount of impairment. In 2011, the Financial Accounting Standards Board ("FASB") amended the goodwill guidance by providing entities an option to use a qualitative approach to test goodwill for impairment. The Company elected to bypass the qualitative assessment option for its 2012 goodwill impairment testing and proceeded directly to Step 1 of the two step impairment process; however the Company may elect to use the qualitative assessment option in future years.

Goodwill impairment testing requires judgment, including the identification of reporting units, assigning assets and liabilities to reporting units and determining the fair value of each reporting unit. Significant judgments required to estimate the fair value of reporting units include estimating future cash flows, determining appropriate discount rates and other assumptions. The Company uses internal discounted cash flow estimates to determine fair value. These cash flow estimates are derived from historical experience and future long-term business plans and the application of an appropriate discount rate. The aggregate fair value of the Company's reporting units is compared to the Company's market capitalization on the valuation date to assess its reasonableness. Changes in these estimates and assumptions could materially affect the determination of fair value and/or goodwill impairment for each reporting unit.

As of April 1, 2012, the impairment testing resulted in fair values for each reporting unit that substantially exceeded the reporting unit's carrying value, including goodwill. The Company did not have any reporting units at risk of failing Step 1 of the impairment test as the excess of the estimated fair value over carrying value (expressed as a percentage of carrying value) ranged from approximately 75% to approximately 320% for the respective reporting units. Additionally, the Company did not have any reporting units with zero or negative carrying amounts. The Company has not recorded any goodwill impairments since the initial adoption of the accounting guidance in 2002. The Company also performed its annual impairment testing of indefinite-lived intangible assets which resulted in no impairment in 2012, 2011 or 2010. Intangible assets with definite lives are being amortized over periods generally ranging from 5-30 years.

### Other Long-Lived Assets

The Company reviews depreciable long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. If such a change in circumstances occurs, the related estimated future undiscounted cash flows expected to result from the use of the asset and its eventual disposition is compared to the carrying amount. If the sum of the expected cash flows is less than the carrying amount, an impairment charge is recorded. The impairment charge is measured as the amount by which the carrying amount exceeds the fair value of the asset. The fair value of impaired assets is determined using expected cash flow estimates, quoted market prices when available and appraisals as appropriate. The Company did not record any material impairment charges in 2012, 2011 or 2010.





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### Accrued Insurance

The Company retains a significant portion of the risks associated with workers' compensation, medical, automobile and general liability insurance. The Company estimates self-insurance liabilities using a number of factors, including historical claims experience, demographic factors, severity factors and other actuarial assumptions. The accrued liabilities associated with these programs are based on the Company's estimate of the ultimate costs to settle known claims as well as claims incurred but not reported as of the balance sheet date. The Company periodically reviews the assumptions with a third-party actuary to determine the adequacy of these self-insurance reserves.

### Income Taxes

The Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. The IRS and other tax authorities routinely review the Company's tax returns. These audits can involve complex issues which may require an extended period of time to resolve. The Company makes adequate provisions for best estimates of exposures on previously filed tax returns. Deferred income taxes are recognized for the tax consequence of differences between financial statement carrying amounts and the tax basis of assets and liabilities by applying the currently enacted statutory tax rates in accordance with the accounting guidance for income taxes. The effect of a change in statutory tax rates is recognized in the period that includes the enactment date. Additionally, deferred tax assets are required to be reduced by a valuation allowance if it is more-likely-than-not that some portion or all of the deferred tax asset will not be realized. The Company uses factors to assess the likelihood of realization of deferred tax assets such as the forecast of future taxable income and available tax planning strategies that could be implemented to realize the deferred tax assets.

In addition, the accounting guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of the tax position taken or expected to be taken in a tax return. For any amount of benefit to be recognized, it must be determined that it is more-likely-than-not that a tax position will be sustained upon examination by taxing authorities based on the technical merits of the position. The amount of benefit to be recognized is based on the Company's assertion of the most likely outcome resulting from an examination, including resolution of any related appeals or litigation processes. Companies are required to adjust their financial statements to reflect only those tax positions that are more-likely-than-not to be sustained. See also Note 12 — Income Taxes.

### Research and Development

Research and development expenditures represent costs to discover and/or apply new knowledge in developing a new product, process, or in bringing about a significant improvement to an existing product or process. Research and development expenses are recorded as a component of Cost of goods sold. Expenses for research and development were less than 2% of Cost of goods sold for each of the years 2012, 2011 and 2010.

### Retirement Benefits

The Company maintains various defined benefit pension plans for some of its U.S. and foreign employees. The accounting guidance for retirement benefits requires the Company to recognize the funded status of its defined benefit pension and postretirement plans as an asset or liability in the Consolidated Balance Sheet. Gains or losses, prior service costs or credits, and transition assets or obligations that have not yet been included in net periodic benefit cost

as of the end of the year are recognized as components of Accumulated other comprehensive loss, net of tax, within Hubbell shareholders' equity. The Company's policy is to fund pension costs within the ranges prescribed by applicable regulations. In addition to providing defined benefit pension benefits, the Company provides health care and life insurance benefits for some of its active and retired employees. The Company's policy is to fund these benefits through insurance premiums or as actual expenditures are made. See also Note 10 — Retirement Benefits.

### Earnings Per Share

The earnings per share accounting guidance requires use of the two-class method in determining earnings per share. The two-class method is an earnings allocation formula that determines earnings per share for common stock and participating securities. Restricted stock granted by the Company is considered a participating security since it contains a non-forfeitable right to dividends. Basic earnings per share is calculated as net income available to common shareholders divided by the weighted average number of shares of common stock outstanding. Earnings per diluted share is calculated as net income available to common shareholders divided by the weighted average number of shares outstanding of common stock plus the incremental shares outstanding assuming the exercise of dilutive stock options, stock appreciation rights and performance shares. See also Note 18 — Earnings Per Share.

### Stock-Based Compensation

The Company recognizes the grant-date fair value of all stock-based awards on a straight-line basis over their respective requisite service periods (generally equal to an award's vesting period). A stock-based award is considered vested for expense attribution purposes when retention of the award is no longer contingent on providing subsequent service. Accordingly, the Company recognizes compensation cost immediately for awards granted to retirement-eligible individuals or over the period from the grant date to the date retirement eligibility is achieved, if less than the stated vesting period. The expense is recorded in Cost of goods sold and S&A expense in the Consolidated Statement of Income based on the recipients' respective functions within the organization.

The Company records deferred tax assets for awards that will result in deductions on its tax returns, based upon the amount of compensation cost recognized and the statutory tax rate in the jurisdiction in which it will receive a deduction. Differences between the deferred tax assets recognized for financial reporting purposes and the actual tax deduction reported in the Company's tax return are recorded to Additional paid-in capital to the extent that previously recognized credits to paid-in capital are still available. See also Note 17 — Stock-Based Compensation.

### Derivatives

In order to limit financial risk in the management of its assets, liabilities and debt, the Company may use derivative financial instruments such as foreign currency hedges, commodity hedges, interest rate hedges and interest rate swaps. All derivative financial instruments are matched with an existing Company asset, liability or proposed transaction. The Company does not speculate or use leverage when trading a derivative product. Market value gains or losses on the derivative financial instrument are recognized in income when the effects of the related price changes of the underlying asset or liability are recognized in income. See Note 14 – Fair Value Measurement for more information regarding our derivative instruments.

### Recent Accounting Pronouncements

In May 2011, the FASB issued an amendment to provide a consistent definition of fair value and to ensure that the fair value measurement and disclosure requirements are similar between GAAP and International Financial Reporting

Standards (“IFRS”). This amendment changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This amendment was adopted by the Company effective January 1, 2012 and it did not have a material impact to its financial statements.

In June 2011, the FASB amended the guidance regarding the presentation of comprehensive income. The amended guidance requires an entity to present components of net income and other comprehensive income in one continuous statement or in two separate, but consecutive statements. Although the new guidance changes the presentation of comprehensive income, there are no changes to the components that are recognized in net income or other comprehensive income. The Company elected to report other comprehensive income and its components in a separate statement of comprehensive income and adopted the amendment effective January 1, 2012.

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In December 2011, the FASB amended the disclosure requirements regarding offsetting assets and liabilities of derivatives, sale and repurchase agreements, reverse sale and repurchase agreements and securities borrowing and securities lending arrangements. The enhanced disclosures will require entities to provide both gross and net information for these assets and liabilities. The amendment is effective for fiscal years beginning on or after January 1, 2013. The Company does not anticipate that this amendment will have a material impact on its financial statements.

In July 2012, the FASB amended its guidance related to indefinite-lived intangibles by providing entities an option to use a qualitative approach to test these assets for impairment. An entity will be able to first perform a qualitative assessment to determine whether it is more likely than not that the indefinite-lived intangible asset is impaired. If it is concluded that this is the case, then the entity must perform a quantitative impairment test. This amendment is effective for fiscal years beginning after September 15, 2012, with early adoption permitted. Adoption of this amendment will not have an impact on the Company's financial statements.

## NOTE 2 Business Acquisitions

The Company periodically reviews acquisition targets that it believes will be a complementary strategic fit to its existing product portfolio. During 2012, the Company completed four acquisitions totaling \$90.7 million, net of cash acquired. Three of these acquisitions were added to the Electrical segment, while one was added to the Power segment.

During the fourth quarter of 2012, the Company completed the acquisition of Vantage Technology, LLC ("Vantage") for \$10.4 million, net of cash received. Vantage manufactures connectors and boxes for use in harsh and hazardous locations. The acquisition of Vantage resulted in the recognition of intangible assets of \$3.8 million and goodwill of \$5.2 million. The \$3.8 million of intangible assets consists primarily of customer relationships, tradenames and non compete agreements that will be amortized over a weighted average period of 15 years. All of the intangible assets and goodwill are expected to be deductible for tax purposes.

The Company also completed the acquisition of an enclosure and switching product line for \$27.3 million, net of cash received, during the fourth quarter of 2012. This acquisition has been added to the Power Segment and has resulted in the recognition of intangible assets of \$8.7 million and goodwill of \$14.5 million. The \$8.7 million of intangible assets consists primarily of patents, tradenames and customer relationships that will be amortized over a weighted average period of 16 years. All of the intangible assets and goodwill are expected to be deductible for tax purposes.

During the second quarter of 2012, the Company completed the acquisition of the majority of the net assets of TayMac Corporation ("TayMac") for \$42.1 million, net of cash received. TayMac designs and sells enclosures and boxes. This acquisition has been added to the Electrical segment and has resulted in the recognition of intangible assets of \$18.4 million and goodwill of \$15.8 million. The \$18.4 million of intangible assets consists primarily of customer relationships, patents and tradenames that will be amortized over a weighted average period of 16 years. All of the intangible assets and goodwill are expected to be deductible for tax purposes.

The Company completed the acquisition of Cableform Inc. ("Cableform") for \$10.9 million, net of cash received, during the first quarter of 2012. Cableform designs and manufactures motor controls principally for the steel and mining industries. The Cableform acquisition has resulted in the recognition of intangible assets of \$4.5 million and goodwill of \$4.5 million. The \$4.5 million of intangible assets consists primarily of customer relationships and tradenames that are expected to be amortized over 20 years. None of the intangible assets or goodwill are expected to be deductible for tax purposes.

Each of these business acquisitions have been accounted for as business combinations and have resulted in the recognition of goodwill. The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition related to these transactions:

|                                      |           |             |
|--------------------------------------|-----------|-------------|
| Tangible assets acquired             | \$        | 22.3        |
| Intangible assets                    |           | 35.4        |
| Goodwill                             |           | 40.0        |
| Liabilities assumed                  |           | (7.0 )      |
| <b>TOTAL CASH CONSIDERATION, NET</b> | <b>\$</b> | <b>90.7</b> |

The Consolidated Financial Statements include the results of operations of the acquired businesses from their respective dates of acquisition. These acquisitions contributed approximately \$28 million to net sales during 2012, while earnings were not significant to the consolidated results. Pro forma information related to these acquisitions has not been included because the impact to the Company's consolidated results of operations was not material.

### NOTE 3 Receivables and Allowances

Receivables consist of the following components at December 31, (in millions):

|   |           | <b>2012</b>  |           | <b>2011</b>  |
|---|-----------|--------------|-----------|--------------|
| Trade accounts receivable                               | \$        | 421.2        | \$        | 407.7        |
| Non-trade receivables                                   |           | 10.2         |           | 12.4         |
| Accounts receivable, gross                              |           | 431.4        |           | 420.1        |
| Allowance for credit memos, returns, and cash discounts |           | (23.0 )      |           | (22.8 )      |
| Allowance for doubtful accounts                         |           | (3.2 )       |           | (3.0 )       |
| Total allowances  |           | (26.2 )      |           | (25.8 )      |
| <b>ACCOUNTS RECEIVABLE, NET</b>                         | <b>\$</b> | <b>405.2</b> | <b>\$</b> | <b>394.3</b> |

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#### NOTE 4 Inventories

Inventories are classified as follows at December 31, (in millions):

|                                     |           | <b>2012</b>  |           | <b>2011</b>  |
|-------------------------------------|-----------|--------------|-----------|--------------|
| Raw material                        | \$        | 118.4        | \$        | 122.2        |
| Work-in-process                     |           | 81.8         |           | 71.3         |
| Finished goods                      |           | 226.5        |           | 213.3        |
|                                     |           | 426.7        |           | 406.8        |
| Excess of FIFO over LIFO cost basis |           | (85.0 )      |           | (88.5 )      |
| <b>INVENTORIES, NET</b>             | <b>\$</b> | <b>341.7</b> | <b>\$</b> | <b>318.3</b> |

#### NOTE 5 Goodwill and Other Intangible Assets

Changes in the carrying amounts of goodwill for the years ended December 31, 2012 and 2011, by segment, were as follows (in millions):

|                                  |           | <b>Segment</b>    |                 |           | <b>Total</b> |
|----------------------------------|-----------|-------------------|-----------------|-----------|--------------|
|                                  |           | <b>Electrical</b> | <b>Power</b>    |           |              |
| <b>BALANCE DECEMBER 31, 2010</b> | <b>\$</b> | <b>448.2</b>      | <b>\$ 275.8</b> | <b>\$</b> | <b>724.0</b> |
| Acquisitions                     |           | 5.3               | -               |           | 5.3          |
| Translation adjustments          |           | (0.5 )            | (1.5 )          |           | (2.0 )       |
| <b>BALANCE DECEMBER 31, 2011</b> | <b>\$</b> | <b>453.0</b>      | <b>\$ 274.3</b> | <b>\$</b> | <b>727.3</b> |
| Acquisitions                     |           | 18.6              | 7.7             |           | 26.3         |
| Translation adjustments          |           | 3.0               | (1.1 )          |           | 1.9          |
| <b>BALANCE DECEMBER 31, 2012</b> | <b>\$</b> | <b>474.6</b>      | <b>\$ 280.9</b> | <b>\$</b> | <b>755.5</b> |

In 2012, the Company completed four acquisitions for \$90.7 million, net of cash received. These acquisitions have been accounted for as business combinations and have resulted in the recognition of \$40.0 million of goodwill. See also Note 2 -Business Acquisitions.

During 2012, the Company received \$6.8 million in cash from funds held in escrow related to a 2008 acquisition in the Power segment. In addition, the Company recorded a \$6.9 million reduction of goodwill primarily related to the recording of additional foreign tax credits. These foreign tax credits relate to a 2009 acquisition in the Electrical segment.

The Company has not recorded any goodwill impairments since the initial adoption of the accounting guidance in 2002.

Identifiable intangible assets are recorded in Intangible assets and other in the Consolidated Balance Sheet. Identifiable intangible assets are comprised of the following (in millions):

**December 31, 2012**

**December 31, 2011**

|   |           | <b>Gross</b>  | <b>Accumulated</b>  |           | <b>Gross</b>  | <b>Accumulated</b>  |
|---|-----------|---------------|---------------------|-----------|---------------|---------------------|
|   |           | <b>Amount</b> | <b>Amortization</b> |           | <b>Amount</b> | <b>Amortization</b> |
| <b>Definite-lived:</b>                  |           |               |                     |           |               |                     |
| Patents, tradenames and trademarks      | \$        | 102.8         | \$ (23.0 )          | \$        | 86.6          | \$ (19.0 )          |
| Customer/agent relationships and other  |           | 212.7         | (60.8 )             |           | 192.3         | (46.5 )             |
| <b>TOTAL DEFINITE-LIVED INTANGIBLES</b> |           | <b>315.5</b>  | <b>(83.8 )</b>      |           | <b>278.9</b>  | <b>(65.5 )</b>      |
| <b>Indefinite-lived:</b>                |           |               |                     |           |               |                     |
| Tradenames and other                    |           | 56.4          | -                   |           | 56.1          | -                   |
| <b>TOTAL INTANGIBLE ASSETS</b>          | <b>\$</b> | <b>371.9</b>  | <b>\$ (83.8 )</b>   | <b>\$</b> | <b>335.0</b>  | <b>\$ (65.5 )</b>   |

Amortization expense associated with these definite-lived intangible assets was \$18.1 million, \$16.6 million and \$16.5 million in 2012, 2011 and 2010, respectively. Amortization expense associated with these intangible assets is expected to be \$18.6 million in 2013, \$18.0 million in 2014, \$16.4 million in 2015, \$15.7 million in 2016 and \$14.5 million in 2017.



[Back to Contents](#)**NOTE 6** Investments

At December 31, 2012 and December 31, 2011, the Company had both available-for-sale and trading investments. The available-for-sale investments consisted entirely of municipal bonds while the trading investments were comprised primarily of debt and equity mutual funds. These investments are stated at fair market value based on current quotes.

The following table sets forth selected data with respect to the Company's investments at December 31, (in millions):

|                                | 2012           |               |             |                |                | 2011           |               |             |                |                |
|--------------------------------|----------------|---------------|-------------|----------------|----------------|----------------|---------------|-------------|----------------|----------------|
|                                | Gross          |               | Gross       |                |                | Gross          |               | Gross       |                |                |
|                                | Amortized      | Unrealized    | Unrealized  | Fair           | Carrying       | Amortized      | Unrealized    | Unrealized  | Fair           | Carrying       |
|                                | Cost           | Gains         | Losses      | Value          | Value          | Cost           | Gains         | Losses      | Value          | Value          |
| Available-For-Sale Investments | \$ 38.5        | \$ 1.2        | \$ -        | \$ 39.7        | \$ 39.7        | \$ 49.3        | \$ 1.5        | \$ -        | \$ 50.8        | \$ 50.8        |
| Trading Investments            | 4.7            | 1.1           | -           | 5.8            | 5.8            | 3.4            | 0.6           | -           | 4.0            | 4.0            |
| <b>TOTAL INVESTMENTS</b>       | <b>\$ 43.2</b> | <b>\$ 2.3</b> | <b>\$ -</b> | <b>\$ 45.5</b> | <b>\$ 45.5</b> | <b>\$ 52.7</b> | <b>\$ 2.1</b> | <b>\$ -</b> | <b>\$ 54.8</b> | <b>\$ 54.8</b> |

Contractual maturities of available-for-sale investments at December 31, 2012 were as follows (in millions):

|                                       | Amortized      |                |
|---------------------------------------|----------------|----------------|
|                                       | Cost           | Fair Value     |
| <b>Available-For-Sale Investments</b> |                |                |
| Due within 1 year                     | \$ 8.7         | \$ 8.8         |
| After 1 year but within 5 years       | 20.4           | 21.2           |
| After 5 years but within 10 years     | 8.4            | 8.7            |
| Due after 10 years                    | 1.0            | 1.0            |
| <b>TOTAL</b>                          | <b>\$ 38.5</b> | <b>\$ 39.7</b> |

At December 31, 2012 and 2011, the total net of tax unrealized gains recorded relating to available-for-sale securities were \$0.7 and \$1.0 million, respectively. These net unrealized gains have been included in Accumulated other comprehensive loss, net of tax. Net unrealized gains relating to trading investments have been reflected in the results of operations. The cost basis used in computing the gain or loss on these securities was through specific identification. Gains and losses for both available-for-sale and trading securities were not material in 2012, 2011 and 2010.

**NOTE 7** Property, Plant, and Equipment

Property, plant, and equipment, carried at cost, is summarized as follows at December 31, (in millions):

|   | <b>2012</b>     | <b>2011</b>     |
|---|-----------------|-----------------|
| Land                                      | \$ 43.2         | \$ 42.9         |
| Buildings and improvements                | 234.8           | 228.3           |
| Machinery, tools, and equipment           | 669.9           | 648.5           |
| Construction-in-progress                  | 24.5            | 17.8            |
| Gross property, plant, and equipment      | 972.4           | 937.5           |
| Less accumulated depreciation             | (607.7 )        | (577.9 )        |
| <b>NET PROPERTY, PLANT, AND EQUIPMENT</b> | <b>\$ 364.7</b> | <b>\$ 359.6</b> |

Depreciable lives on buildings range between 20-40 years. Depreciable lives on machinery, tools, and equipment range between 3-20 years. The Company recorded depreciation expense of \$44.1 million, \$45.8 million and \$47.1 million for 2012, 2011 and 2010, respectively.

[Back to Contents](#)**NOTE 8** Other Accrued Liabilities

Other accrued liabilities consists of the following at December 31, (in millions):

|                             |           | <b>2012</b>  |           | <b>2011</b>  |
|-----------------------------|-----------|--------------|-----------|--------------|
| Customer program incentives | \$        | 34.7         | \$        | 32.6         |
| Accrued income taxes        |           | 14.1         |           | 23.3         |
| Deferred revenue            |           | 16.4         |           | 18.1         |
| Other                       |           | 54.1         |           | 59.7         |
| <b>TOTAL</b>                | <b>\$</b> | <b>119.3</b> | <b>\$</b> | <b>133.7</b> |

**NOTE 9** Other Non-Current Liabilities

Other non-current liabilities consists of the following at December 31, (in millions):

|                               |           | <b>2012</b>  |           | <b>2011</b>  |
|-------------------------------|-----------|--------------|-----------|--------------|
| Pensions                      | \$        | 154.3        | \$        | 187.5        |
| Other postretirement benefits |           | 27.8         |           | 33.1         |
| Deferred tax liabilities      |           | 16.9         |           | 16.0         |
| Other                         |           | 36.0         |           | 48.0         |
| <b>TOTAL</b>                  | <b>\$</b> | <b>235.0</b> | <b>\$</b> | <b>284.6</b> |

[Back to Contents](#)**NOTE 10 Retirement Benefits**

The Company has funded and unfunded non-contributory U.S. and foreign defined benefit pension plans. Benefits under these plans are generally provided based on either years of service and final average pay or a specified dollar amount per year of service.

Effective January 1, 2004, the defined benefit pension plans for U.S. salaried and non-collectively bargained hourly employees were closed to employees hired on or after January 1, 2004. Effective January 1, 2006, the defined benefit pension plan for the Hubbell Canada salaried employees was closed to existing employees who did not meet certain age and service requirements as well as all new employees hired on or after January 1, 2006. Effective January 1, 2007 the defined benefit pension plan for Hubbell's UK operations was closed to all new employees hired on or after January 1, 2007. These U.S., Canadian and UK employees are eligible instead for defined contribution plans. On December 3, 2002, the Company closed its Retirement Plan for Directors to all new directors appointed after that date. Effective December 31, 2007, benefits accrued under this plan for eligible active directors were converted to an actuarial lump sum equivalent and transferred to the Company's Deferred Compensation Plan for Directors.

The Company also has a number of health care and life insurance benefit plans covering eligible employees who reached retirement age while working for the Company. These benefits have been discontinued for substantially all future retirees. The Company anticipates future cost-sharing changes for its discontinued plans that are consistent with past practices.

The Company uses a December 31 measurement date for all of its plans. There were no amendments made in 2012 or 2011 to the defined benefit pension plans which had a significant impact on the total pension benefit obligation.

The following table sets forth the reconciliation of beginning and ending balances of the benefit obligations and the plan assets for the Company's defined benefit pension and other benefit plans at December 31, (in millions):

|  | <b>Pension Benefits</b> |             | <b>Other Benefits</b> |             |
|--|-------------------------|-------------|-----------------------|-------------|
|  | <b>2012</b>             | <b>2011</b> | <b>2012</b>           | <b>2011</b> |
| <b>Change in benefit obligation</b>            |                         |             |                       |             |
| Benefit obligation at beginning of year        | \$ 832.4                | \$ 722.5    | \$ 33.7               | \$ 33.0     |
| Service cost                                   | 16.0                    | 13.6        | -                     | -           |
| Interest cost                                  | 36.5                    | 38.1        | 1.3                   | 1.6         |
| Plan participants' contributions               | 0.7                     | 0.7         | -                     | -           |
| Actuarial loss (gain)                          | 24.2                    | 90.6        | (2.4 )                | 1.8         |
| Currency impact                                | 3.9                     | (0.5 )      | -                     | -           |
| Other  | (0.5)                   | (1.0 )      | -                     | (0.3 )      |
| Benefits paid                                  | (33.7 )                 | (31.6 )     | (2.2 )                | (2.4 )      |
| Benefit obligation at end of year              | \$ 879.5                | \$ 832.4    | \$ 30.4               | \$ 33.7     |
| <b>Change in plan assets</b>                   |                         |             |                       |             |
| Fair value of plan assets at beginning of year | \$ 647.6                | \$ 622.0    | \$ -                  | \$ -        |

|  |                    |                    |                   |                   |
|--|--------------------|--------------------|-------------------|-------------------|
| Actual return on plan assets   | 82.8               | 31.7               | -                 | -                 |
| Employer contributions   | 25.1               | 25.4               | -                 | -                 |
| Plan participants' contributions   | 0.7                | 0.7                | -                 | -                 |
| Currency impact  | 3.8                | (0.6 )             | -                 | -                 |
| Benefits paid  | (33.7 )            | (31.6 )            | -                 | -                 |
| Fair value of plan assets at end of year   | \$ 726.3           | \$ 647.6           | \$ -              | \$ -              |
| <b>FUNDED STATUS</b>   | <b>\$ (153.2 )</b> | <b>\$ (184.8 )</b> | <b>\$ (30.4 )</b> | <b>\$ (33.7 )</b> |
| <b>Amounts recognized in the consolidated balance sheet consist of:</b>                |                    |                    |                   |                   |
| Prepaid pensions (included in Other long-term assets)                                  | \$ 5.6             | \$ 6.0             | \$ -              | \$ -              |
| Accrued benefit liability (short-term and long-term)                                   | (158.8 )           | (190.8 )           | (30.4 )           | (33.7 )           |
| <b>NET AMOUNT RECOGNIZED IN THE CONSOLIDATED BALANCE SHEET</b>                         | <b>\$ (153.2 )</b> | <b>\$ (184.8 )</b> | <b>\$ (30.4 )</b> | <b>\$ (33.7 )</b> |
| <b>Amounts recognized in Accumulated other comprehensive loss (income) consist of:</b> |                    |                    |                   |                   |
| Net actuarial loss   | \$ 208.9           | \$ 245.3           | \$ 0.4            | \$ 2.6            |
| Prior service cost (credit)  | 0.8                | 1.0                | (7.1 )            | (8.1 )            |
| <b>NET AMOUNT RECOGNIZED IN ACCUMULATED OTHER COMPREHENSIVE LOSS</b>                   | <b>\$ 209.7</b>    | <b>\$ 246.3</b>    | <b>\$ (6.7 )</b>  | <b>\$ (5.5 )</b>  |

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The accumulated benefit obligation for all defined benefit pension plans was \$824.1 million and \$773.0 million at December 31, 2012 and 2011, respectively. Information with respect to plans with accumulated benefit obligations in excess of plan assets is as follows, (in millions):

|                                |    | <b>2012</b> |    | <b>2011</b> |
|--------------------------------|----|-------------|----|-------------|
| Projected benefit obligation   | \$ | 765.9       | \$ | 764.0       |
| Accumulated benefit obligation | \$ | 725.0       | \$ | 717.6       |
| Fair value of plan assets      | \$ | 607.1       | \$ | 573.1       |

The following table sets forth the components of pension and other benefit costs for the years ended December 31, (in millions):

|   | <b>Pension Benefits</b> |             |             | <b>Other Benefits</b> |             |             |
|---|-------------------------|-------------|-------------|-----------------------|-------------|-------------|
|   | <b>2012</b>             | <b>2011</b> | <b>2010</b> | <b>2012</b>           | <b>2011</b> | <b>2010</b> |
| <b>Components of net periodic benefit cost:</b>                             |                         |             |             |                       |             |             |
| Service cost  | \$ 16.0                 | \$ 13.6     | \$ 12.7     | \$ -                  | \$ -        | \$ 0.3      |
| Interest cost   | 36.5                    | 38.1        | 37.8        | 1.3                   | 1.6         | 2.1         |
| Expected return on plan assets  | (39.9 )                 | (41.8 )     | (41.7 )     | -                     | -           | -           |
| Amortization of prior service cost/(credit)                                 | 0.2                     | 0.2         | 0.3         | (1.0 )                | (1.0 )      | (0.3 )      |
| Amortization of actuarial losses  | 17.4                    | 8.4         | 5.4         | -                     | -           | -           |
| Curtailment and settlement losses (gains)                                   | -                       | (0.1 )      | (0.1 )      | -                     | -           | (0.6 )      |
| Net periodic benefit cost   | \$ 30.2                 | \$ 18.4     | \$ 14.4     | \$ 0.3                | \$ 0.6      | \$ 1.5      |
| <b>Changes recognized in other comprehensive loss (income), before tax:</b> |                         |             |             |                       |             |             |
| Current year net actuarial (gain)/loss                                      | \$ (19.1 )              | \$ 99.8     | \$ 46.7     | \$ (2.5 )             | \$ 1.8      | \$ 2.1      |
| Current year prior service (cost)/credit                                    | -                       | -           | -           | -                     | -           | (7.6 )      |
| Amortization of prior service (cost)/credit                                 | (0.2 )                  | (0.2 )      | (0.3 )      | 1.0                   | 1.0         | 0.9         |
| Amortization of net actuarial loss  | (17.4 )                 | (8.4 )      | (5.4 )      | -                     | -           | -           |
| Currency impact   | (0.2 )                  | 0.1         | (3.3 )      | -                     | -           | -           |
| Other adjustments   | 0.3                     | -           | 0.5         | 0.3                   | -           | -           |
| Total recognized in accumulated other comprehensive (income) loss           | (36.6 )                 | 91.3        | 38.2        | (1.2 )                | 2.8         | (4.6 )      |
|   | \$ (6.4 )               | \$ 109.7    | \$ 52.6     | \$ (0.9 )             | \$ 3.4      | \$ (3.1 )   |

**TOTAL RECOGNIZED IN  
NET PERIODIC PENSION  
COST AND OTHER  
COMPREHENSIVE LOSS  
(INCOME)**

**Amortization expected to be  
recognized through income  
during 2013**

|   |        |           |
|---|--------|-----------|
| Amortization of prior service cost/(credit) | \$ 0.2 | \$ (1.0 ) |
|---|--------|-----------|

|                          |      |        |
|--------------------------|------|--------|
| Amortization of net loss | 13.5 | (0.1 ) |
|--------------------------|------|--------|

**TOTAL EXPECTED TO BE  
RECOGNIZED THROUGH  
INCOME DURING NEXT  
FISCAL YEAR**

|         |           |
|---------|-----------|
| \$ 13.7 | \$ (1.1 ) |
|---------|-----------|

The Company also maintains six defined contribution pension plans. The total cost of these plans was \$10.5 million in 2012, \$9.7 million in 2011 and \$6.1 million in 2010, excluding the employer match for the 401(k) plan. This cost is not included in the above net periodic benefit cost for the defined benefit pension plans.

In addition, the Company participates in four multiemployer defined benefit pension plans under the terms of collective-bargaining agreements that cover its union represented employees. Of these four plans, three are considered to be less than 65 percent funded. The Company's total contributions to these plans was \$0.7 million in each of the three years ended December 31, 2012, 2011 and 2010. These contributions represent more than five percent of the total contributions made to each of these plans during the past three years. After assessing future required contributions and/or the potential liabilities associated with withdrawing from these plans, the Company has concluded that none of these plans are significant.

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## Assumptions

The following assumptions were used to determine the projected benefit obligations at the measurement date and the net periodic benefit cost for the year:

|  | Pension Benefits |        |        | Other Benefits |        |        |
|--|------------------|--------|--------|----------------|--------|--------|
|  | 2012             | 2011   | 2010   | 2012           | 2011   | 2010   |
| <b>Weighted-average assumptions used to determine benefit obligations at December 31,</b>                    |                  |        |        |                |        |        |
| Discount rate  | 4.22 %           | 4.42 % | 5.38 % | 4.20 %         | 4.40 % | 5.40 % |
| Rate of compensation increase  | 3.11 %           | 3.53 % | 3.56 % | 3.00 %         | 3.50 % | 3.50 % |
| <b>Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31,</b> |                  |        |        |                |        |        |
| Discount rate  | 4.42 %           | 5.38 % | 5.96 % | 4.40 %         | 5.40 % | 6.00 % |
| Expected return on plan assets   | 6.50 %           | 7.00 % | 7.50 % | N/A            | N/A    | N/A    |
| Rate of compensation increase  | 3.53 %           | 3.56 % | 3.57 % | 3.50 %         | 3.50 % | 3.50 % |

At the end of each year, the Company determines the appropriate expected return on assets for each plan based upon its strategic asset allocation (see discussion below). In making this determination, the Company utilizes expected returns for each asset class based upon current market conditions and expected risk premiums for each asset class.

At the end of each year, the Company determines the discount rate to be used to calculate the present value of pension plan liabilities. This discount rate is determined by matching the expected cash flows associated with our benefit obligations to a yield curve based on high quality, fixed income debt instruments with maturities that closely match the expected funding period of our pension liability. In 2012, the Company reduced the population of bonds used to derive this yield curve for the U.S. and Canadian plans with the adoption of a bond matching approach which incorporates a selection of bonds that align with our projected benefit obligations. This change results in an estimate of a discount rate that more accurately reflects the settlement value of our plan obligations than the yield curve methodology used in previous years and it is more reflective of the process the Company would employ to settle its pension obligations.

As of December 31, 2012, the Company used a discount rate of 4.2% for its U.S. pension plans compared to a discount rate of 4.4% used in 2011. A similar methodology was utilized for our Canadian pension plan resulting in a discount rate of 4.1%. For its UK plan the discount rate was derived using a yield curve approach. The curve is fitted to the yields on AA bonds in the Barclays Capital Sterling Aggregate Corporate Index and uses sample plan cash flow data as a proxy to plan specific liability cash flows. The derived discount rate is the single discount rate equivalent to discounting these liability cash flows at the term-dependent spot rate of AA corporate bonds. This methodology resulted in a December 31, 2012 discount rate for the UK plan of 4.5%.

The rate of compensation increase assumption reflects the Company's actual experience and best estimate of future increases.

The assumed health care cost trend rates used to determine the projected postretirement benefit obligation are as follows:



|  | <b>Other Benefits</b> |             |             |
|--|-----------------------|-------------|-------------|
|  | <b>2012</b>           | <b>2011</b> | <b>2010</b> |
| <b>Assumed health care cost trend rates at December 31,</b>  |                       |             |             |
| Health care cost trend assumed for next year   | 8.8 %                 | 9.0 %       | 9.0 %       |
| Rate to which the cost trend is assumed to decline   | 5.0 %                 | 5.0 %       | 5.0 %       |
| Year that the rate reaches the ultimate trend rate   | 2028                  | 2028        | 2028        |
| Assumed health care cost trend rates have a significant effect on the amounts reported for the postretirement benefit plans. A one-percentage-point change in assumed health care cost trend rates would have the following effects (in millions): |                       |             |             |

|  | <b>One<br/>Percentage</b> |     | <b>One<br/>Percentage</b> |        |
|--|---------------------------|-----|---------------------------|--------|
|  | <b>Point<br/>Increase</b> |     | <b>Point<br/>Decrease</b> |        |
| Effect on total of service and interest cost | \$                        | 0.1 | \$                        | (0.1 ) |
| Effect on postretirement benefit obligation  | \$                        | 1.7 | \$                        | (1.5 ) |

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## Plan Assets

The Company's combined targeted and actual domestic and foreign pension plans weighted average asset allocation at December 31, 2013, 2012 and 2011 by asset category are as follows:

| Asset Category          | Percentage of Plan Assets |              |              |
|-------------------------|---------------------------|--------------|--------------|
|                         | Target                    | Actual       |              |
|                         | 2013                      | 2012         | 2011         |
| Equity securities       | 38 %                      | 40 %         | 40 %         |
| Debt securities & Cash  | 42 %                      | 43 %         | 41 %         |
| Alternative Investments | 20 %                      | 17 %         | 19 %         |
| <b>TOTAL</b>            | <b>100 %</b>              | <b>100 %</b> | <b>100 %</b> |

At the end of each year, the Company estimates the expected long-term rate of return on pension plan assets based on the strategic asset allocation for its plans. In making this determination, the Company utilizes expected rates of return for each asset class based upon current market conditions and expected risk premiums for each asset class. The Company has written investment policies and asset allocation guidelines for its domestic and foreign pension plans. In establishing these policies, the Company has considered that its various pension plans are a major retirement vehicle for most plan participants and has acted to discharge its fiduciary responsibilities with regard to the plans solely in the interest of such participants and their beneficiaries. The goal underlying the establishment of the investment policies is to provide that pension assets shall be invested in a prudent manner and so that, together with the expected contributions to the plans, the funds will be sufficient to meet the obligations of the plans as they become due. To achieve this result, the Company conducts a periodic strategic asset allocation study to form a basis for the allocation of pension assets between various asset categories. Specific policy benchmark percentages are assigned to each asset category with minimum and maximum ranges established for each. The assets are then tactically managed within these ranges. Equity securities include investments in large-cap, mid-cap and small-cap companies located inside and outside the United States. Fixed income securities include corporate bonds of companies from diversified industries, mortgage-backed securities and US Treasuries. Derivative investments include futures contracts used by the plan to adjust the level of its investments within an asset allocation category. All futures contracts are 100% supported by cash or cash equivalent investments. At no time may derivatives be utilized to leverage the asset portfolio.

Equity securities include Company common stock in the amounts of \$27.6 million (4.4% of total domestic plan assets) and \$21.6 million (3.9% of total domestic plan assets) at December 31, 2012 and 2011, respectively. The fair value of the Company's pension plan assets at December 31, 2012 and 2011, by asset category are as follows (in millions):

| Asset Category              |    | Quoted Prices in<br>Active |                  | Quoted Prices in<br>Active  |           | Significant                         |
|-----------------------------|----|----------------------------|------------------|-----------------------------|-----------|-------------------------------------|
|                             |    | Markets for<br>Identical   | Assets (Level 1) | Market for<br>Similar Asset | (Level 2) | Unobservable<br>Inputs<br>(Level 3) |
| Cash and cash equivalents   | \$ | 45.9                       | \$ 45.9          | \$                          | -         | \$ -                                |
| Equity securities:          |    |                            |                  |                             |           |                                     |
| US Large-cap <sup>(a)</sup> |    | 86.1                       | 86.1             |                             | -         | -                                   |

|  |                 |                 |                |                 |
|--|-----------------|-----------------|----------------|-----------------|
| US Mid-cap and Small-cap Growth <sup>(b)</sup> | 31.7            | 31.7            | -              | -               |
| International Large-cap                        | 46.0            | 46.0            | -              | -               |
| Emerging Markets                               | 37.8            | 37.8            | -              | -               |
| Fixed Income Securities:                       |                 |                 |                |                 |
| US Treasuries                                  | 52.9            | 52.9            | -              | -               |
| Corporate Bonds <sup>(c)</sup>                 | 113.9           | 113.9           | -              | -               |
| Asset Backed Securities and Other              | 122.6           | 122.6           | -              | -               |
| Derivatives:                                   |                 |                 |                |                 |
| Equity/Debt Futures <sup>(d)</sup>             | 63.2            | -               | 63.2           | -               |
| Alternative Investment Funds <sup>(e)</sup>    | 126.2           | -               | -              | 126.2           |
| <b>BALANCE AT DECEMBER 31, 2012</b>            | <b>\$ 726.3</b> | <b>\$ 536.9</b> | <b>\$ 63.2</b> | <b>\$ 126.2</b> |

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| Asset Category                                    | Total           | Quoted Prices in<br>Active | Quoted Prices in<br>Active  | Significant            |
|---|-----------------|----------------------------|-----------------------------|------------------------|
|   |                 | Markets for<br>Identical   | Market for<br>Similar Asset | Unobservable<br>Inputs |
|   |                 | Assets (Level 1)           | (Level 2)                   | (Level 3)              |
| Cash and cash equivalents                         | \$ 46.3         | \$ 46.3                    | \$ -                        | \$ -                   |
| Equity securities:                                |                 |                            |                             |                        |
| US Large-cap <sup>(a)</sup>                       | 110.4           | 110.4                      | -                           | -                      |
| US Mid-cap and Small-cap<br>Growth <sup>(b)</sup> | 25.3            | 25.3                       | -                           | -                      |
| International Large-cap                           | 49.7            | 49.7                       | -                           | -                      |
| Emerging Markets                                  | 32.0            | 32.0                       | -                           | -                      |
| Fixed Income Securities:                          |                 |                            |                             |                        |
| US Treasuries                                     | 106.6           | 106.6                      | -                           | -                      |
| Corporate Bonds <sup>(c)</sup>                    | 92.9            | 92.9                       | -                           | -                      |
| Asset Backed Securities and Other                 | 57.0            | 57.0                       | -                           | -                      |
| Derivatives:                                      |                 |                            |                             |                        |
| Equity/Debt Futures <sup>(d)</sup>                | 9.6             | -                          | 9.6                         | -                      |
| Alternative Investment Funds <sup>(e)</sup>       | 117.8           | -                          | -                           | 117.8                  |
| <b>BALANCE AT DECEMBER<br/>31, 2011</b>           | <b>\$ 647.6</b> | <b>\$ 520.2</b>            | <b>\$ 9.6</b>               | <b>\$ 117.8</b>        |

The fair value of the Company's alternative investment funds measured using significant unobservable inputs (Level 3) at December 31, 2012, are as follows (in millions):

|   | Alternative<br>Investment Funds |
|---|---------------------------------|
| <b>BALANCE AT DECEMBER 31, 2010</b>                 | <b>\$ 110.7</b>                 |
| Actual return on plan assets:                       |                                 |
| Relating to assets still held at the reporting date | 2.3                             |
| Relating to assets sold during the period           | -                               |
| Purchases, sales and settlements, net               | 4.8                             |
| Transfers in and/or out of Level 3                  | -                               |
| <b>BALANCE AT DECEMBER 31, 2011</b>                 | <b>\$ 117.8</b>                 |
| Actual return on plan assets:                       |                                 |
| Relating to assets still held at the reporting date | 9.2                             |
| Relating to assets sold during the period           | -                               |

|                                       |                 |
|---------------------------------------|-----------------|
| Purchases, sales and settlements, net | (0.8 )          |
| Transfers in and/or out of Level 3    | -               |
| <b>BALANCE AT DECEMBER 31, 2012</b>   | <b>\$ 126.2</b> |

The alternative investments held by the Company's pension plans consist of fund of fund products as well as individual hedge funds. Funds of funds invest in a number of investment funds managed by a diversified group of third-party investment managers who employ a variety of alternative investment strategies, including relative value, security selection, distressed value, global macro, specialized credit and directional strategies. The objective of these funds is to achieve the desired capital appreciation with lower volatility than either traditional equity or fixed income securities. The alternative investments are valued using net asset values provided by the fund managers. The net asset values are determined based on the fair values of the underlying investments in the funds.

The Company's other postretirement benefits are unfunded; therefore, no asset information is reported.

#### Contributions

Although not required under the Pension Protection Act of 2006, the Company may make a voluntary contribution to its qualified domestic defined benefit pension plans in 2013. The Company expects to contribute approximately \$3.3 million to its foreign plans in 2013.

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## Estimated Future Benefit Payments

The following domestic and foreign benefit payments, which reflect future service, as appropriate, are expected to be paid as follows, (in millions):

|           | Pension |          |                |
|-----------|---------|----------|----------------|
|           |         | Benefits | Other Benefits |
| 2013      | \$      | 36.2     | \$ 2.6         |
| 2014      | \$      | 38.3     | \$ 2.4         |
| 2015      | \$      | 40.4     | \$ 2.4         |
| 2016      | \$      | 42.8     | \$ 2.3         |
| 2017      | \$      | 44.8     | \$ 2.2         |
| 2018-2022 | \$      | 255.2    | \$ 10.1        |

## NOTE 11 Debt

The following table sets forth the Company's long-term debt at December 31, (in millions):

|   | Maturity | 2012     | 2011  |
|---|----------|----------|-------|
| Senior notes at 5.95%, net of unamortized discount  | 2018 \$  | 298.7 \$ | 298.5 |
| Senior notes at 3.625%, net of unamortized discount | 2022     | 298.0    | 297.8 |
|   | \$       | 596.7 \$ | 596.3 |

In November 2010, the Company completed a public debt offering for \$300 million of long-term, senior, unsecured notes maturing in November 2022 and bearing interest at a fixed rate of 3.625%. The Company received \$294.8 million in proceeds from the offering, net of discounts and debt issuance costs. Prior to the issuance of the 2022 Notes, the Company entered into a forward interest rate lock which resulted in a \$1.6 million loss. This amount was recorded in Accumulated other comprehensive loss, net of tax and is being amortized over the life of the 2022 Notes.

Simultaneous with the November 2010 debt offering, the Company also announced the cash tender/redemption offer for all of its \$200 million (6.375%) senior notes that were scheduled to mature in May 2012. In conjunction with the early extinguishment of the 2012 Notes, the Company terminated its interest rate swap associated with these notes. The combined net loss on these transactions (recorded as part of the Loss on extinguishment of debt in the Consolidated Statement of Income), was \$14.7 million. The net cash proceeds remaining from the 2022 Note issuance, subsequent to the tender/redemption of the 2012 Notes, were used for general corporate purposes.

In May 2008, the Company completed a public offering of \$300 million long-term senior, unsecured notes maturing in May 2018. The 2018 Notes bear interest at a fixed rate of 5.95%. Prior to the issuance of the 2018 Notes, the Company entered into a forward interest rate lock which resulted in a \$1.2 million gain. This amount was recorded in Accumulated other comprehensive loss, net of tax, and is being amortized over the life of the notes.

The 2018 Notes and the 2022 Notes are both fixed rate indebtedness, are callable at any time with a make whole premium and are only subject to accelerated payment prior to maturity in the event of a default under the indenture governing the 2018 Notes and 2022 Notes, as modified by the supplemental indentures creating such series, or upon a change in control event as defined in such indenture. The Company was in compliance with all of its covenants as of December 31, 2012.

The Company has a credit agreement for a 5.9 million Brazilian Reais line of credit to fund its Brazilian operation. At December 31, 2012, no borrowings were outstanding under this line of credit. This line of credit expires in October 2013 and is not subject to annual commitment fees. At December 31, 2011, 5.5 million Brazilian Reais were outstanding (equivalent to \$2.9 million) under a previous line of credit and reported as short term debt.

Other information related to short-term debt at December 31, is summarized below:

|   | 2012    | 2011    |
|---|---------|---------|
| Interest rate:                          |         |         |
| At year end                             | N/A     | 14.02 % |
| Paid during the year (weighted average) | 18.45 % | 14.58 % |

In October 2011, the Company entered into a five year \$500 million revolving credit facility to replace the \$350 million credit facility that was scheduled to expire in October 2012. The new credit facility, which serves as a backup to our commercial paper program, is scheduled to expire in October 2016. The interest rate applicable to borrowing under the new credit agreement is generally either the prime rate or a surcharge over LIBOR. As of December 31, 2012, this facility had not been drawn against. The single financial covenant in the \$500 million credit facility, which the Company is in compliance with, requires that total debt not exceed 55% of total capitalization. Annual commitment fees to support availability under the credit facility are not material.

The Company also maintains other lines of credit that are primarily used to support the issuance of letters of credit. Interest rates and other terms of borrowing under these lines of credit vary from country to country, depending on local market conditions. At December 31, 2012 and 2011 these lines totaled \$55.4 million and \$64.7 million, respectively, of which \$36.6 million and \$27.3 million was unused. The annual commitment fees associated with these lines of credit are not material.

Interest and fees paid related to total indebtedness was \$29.8 million, \$29.3 million and \$28.4 million in 2012, 2011, and 2010, respectively.

[Back to Contents](#)**NOTE 12** Income Taxes

The following table sets forth selected data with respect to the Company's income tax provisions for the years ended December 31, (in millions):

|   | 2012            | 2011            | 2010            |
|---|-----------------|-----------------|-----------------|
| Income before income taxes:             |                 |                 |                 |
| United States                           | \$ 330.2        | \$ 282.5        | \$ 224.5        |
| International                           | 111.6           | 107.3           | 95.9            |
| <b>TOTAL INCOME BEFORE INCOME TAXES</b> | <b>\$ 441.8</b> | <b>\$ 389.8</b> | <b>\$ 320.4</b> |
| Provision for income taxes — current:   |                 |                 |                 |
| Federal                                 | \$ 66.4         | \$ 61.7         | \$ 47.5         |
| State                                   | 12.8            | 9.7             | 7.8             |
| International                           | 33.0            | 29.4            | 21.3            |
| Total provision-current                 | 112.2           | 100.8           | 76.6            |
| Provision for income taxes — deferred:  |                 |                 |                 |
| Federal                                 | \$ 25.6         | \$ 23.3         | \$ 24.3         |
| State                                   | 1.8             | (0.3 )          | 1.5             |
| International                           | 0.1             | (4.2 )          | (0.8 )          |
| Total provision — deferred              | 27.5            | 18.8            | 25.0            |
| <b>TOTAL PROVISION FOR INCOME TAXES</b> | <b>\$ 139.7</b> | <b>\$ 119.6</b> | <b>\$ 101.6</b> |

Deferred tax assets and liabilities result from differences in the basis of assets and liabilities for tax and financial statement purposes. The components of the deferred tax assets/(liabilities) at December 31, were as follows (in millions):

|   | 2012     | 2011     |
|---|----------|----------|
| <b>Deferred tax assets:</b>                           |          |          |
| Inventory   | \$ 8.3   | \$ 8.8   |
| Income tax credits                                    | 27.3     | 21.4     |
| Accrued liabilities                                   | 17.7     | 15.4     |
| Pension   | 50.8     | 69.9     |
| Postretirement and post employment benefits           | 11.6     | 12.8     |
| Stock-based compensation                              | 9.9      | 12.0     |
| Net operating loss carryforwards                      | 52.3     | 66.3     |
| Miscellaneous other                                   | 4.5      | 5.0      |
| Gross deferred tax assets                             | 182.4    | 211.6    |
| Valuation allowance                                   | (7.0 )   | (3.2 )   |
| Total deferred tax assets, net of valuation allowance | \$ 175.4 | \$ 208.4 |



**Deferred tax liabilities:**

|                                     |                |                |
|-------------------------------------|----------------|----------------|
| Acquisition basis difference        | (120.5 )       | (117.4 )       |
| Property, plant, and equipment      | (37.4 )        | (36.9 )        |
| Total deferred tax liabilities      | \$ (157.9 )    | \$ (154.3 )    |
| <b>TOTAL NET DEFERRED TAX ASSET</b> | <b>\$ 17.5</b> | <b>\$ 54.1</b> |

**Deferred taxes are reflected in the Consolidated Balance Sheet as follows:**

|   |                |                |
|---|----------------|----------------|
| Current tax assets (included in Deferred taxes and other)               | \$ 32.7        | \$ 29.5        |
| Non-current tax assets (included in Other long-term assets)             | 1.7            | 40.6           |
| Non-current tax liabilities (included in Other Non-current liabilities) | (16.9 )        | (16.0 )        |
| <b>TOTAL NET DEFERRED TAX ASSET</b>                                     | <b>\$ 17.5</b> | <b>\$ 54.1</b> |

As of December 31, 2012, the Company had a total of \$27.3 million of Federal and State tax credit carryforwards, net of Federal benefit, available to offset future income taxes, of which \$0.8 million may be carried forward indefinitely while the remaining \$26.5 million will begin to expire at various times in 2013 through 2028. The Company has recorded a net valuation allowance of \$7.0 million for the portion of the foreign and state tax credit carryforwards the Company anticipates will expire prior to utilization. The increase in the valuation allowance primarily relates to the recording of additional foreign tax credits related to a 2009 acquisition and a change in estimate which impacted the future utilization of state tax credits. Additionally, as of December 31, 2012, the Company had recorded tax benefits totaling \$52.3 million for Federal, State and Foreign net operating loss carryforwards ("NOLs"). The tax benefit related to these NOLs has been adjusted to reflect an "ownership change" pursuant to Internal Revenue Code Section 382, which imposes an annual limitation on the utilization of pre-acquisition operating losses. The Company expects to fully utilize the adjusted NOLs prior to their expiration.

At December 31, 2012, income and withholding taxes have not been provided on approximately \$550 million of undistributed international earnings that are permanently reinvested in international operations. If such earnings were not indefinitely reinvested, a tax liability of approximately \$100 million would be recognized.

Cash payments of income taxes were \$113.2 million, \$80.1 million and \$74.0 million in 2012, 2011, and 2010, respectively.

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The Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. The IRS and other tax authorities routinely audit the Company's tax returns. These audits can involve complex issues which may require an extended period of time to resolve. During 2012, the IRS concluded an audit of the Company's 2008 and 2009 federal income tax returns. With few exceptions, the Company is no longer subject to state, local, or non-U.S. income tax examinations by tax authorities for years prior to 2005.

The following tax years, by major jurisdiction, are still subject to examination by taxing authorities:

| <b>Jurisdiction</b> | <b>Open Years</b> |
|---------------------|-------------------|
| United States       | 2008-2012         |
| Canada              | 2009-2012         |
| UK                  | 2008-2012         |

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in millions):

|   | <b>2012</b>    | <b>2011</b>    | <b>2010</b>    |
|---|----------------|----------------|----------------|
| Unrecognized tax benefits at beginning of year                | \$ 27.6        | \$ 25.2        | \$ 30.6        |
| Additions based on tax positions relating to the current year | 1.8            | 2.7            | 2.5            |
| Reductions based on expiration of statute of limitations      | (9.6 )         | (1.3 )         | (0.7 )         |
| Additions to tax positions relating to previous years         | 0.8            | 1.2            | 1.0            |
| Settlements   | (7.1 )         | (0.2 )         | (8.2 )         |
| <b>TOTAL UNRECOGNIZED TAX BENEFITS</b>                        | <b>\$ 13.5</b> | <b>\$ 27.6</b> | <b>\$ 25.2</b> |

Included in the balance at December 31, 2012 are \$8.8 million of tax positions which, if in the future are determined to be recognizable, would affect the annual effective income tax rate. Additionally, there are \$1.1 million of tax positions for which the ultimate deductibility is highly certain but for which there is uncertainty as to the timing of such deductibility. Because of the impact of deferred tax accounting, other than interest and penalties, the disallowance of the shorter deductibility period would not affect the annual effective tax rate but would accelerate the payment of cash to the applicable taxing authority to an earlier period.

The Company's policy is to record interest and penalties associated with the underpayment of income taxes within Provision for income taxes in the Consolidated Statement of Income. The Company recognized expense (benefit), before federal tax impact, related to interest and penalties of approximately \$(0.5) million in 2012, \$0.4 million in 2011 and \$1.0 million 2010. The Company had \$1.4 million and \$1.9 million accrued for the payment of interest and penalties as of December 31, 2012 and December 31, 2011, respectively. It is reasonably possible that in the next twelve months, because of changes in facts and circumstances, the unrecognized tax benefits for tax positions taken relative to previously filed tax returns may decrease. The Company estimates that the range of possible decrease is between \$0.2 million and \$0.8 million.

The consolidated effective income tax rate varied from the United States federal statutory income tax rate for the years ended December 31, as follows:

|  | <b>2012</b> | <b>2011</b> | <b>2010</b> |
|--|-------------|-------------|-------------|
| Federal statutory income tax rate          | 35.0 %      | 35.0 %      | 35.0 %      |
| State income taxes, net of federal benefit | 1.8         | 1.4         | 1.3         |

|   |               |               |               |
|---|---------------|---------------|---------------|
| Foreign income taxes                          | (3.4 )        | (3.6 )        | (4.2 )        |
| Other, net                                    | (1.8 )        | (2.1 )        | (0.4 )        |
| <b>CONSOLIDATED EFFECTIVE INCOME TAX RATE</b> | <b>31.6 %</b> | <b>30.7 %</b> | <b>31.7 %</b> |

On January 2, 2013 the American Taxpayers Relief Act of 2012 (2012 Tax Act) was enacted. The benefits related to the 2012 Tax Act are not reflected in the 2012 effective income tax rate calculation above as they will be recorded in the first quarter of 2013, the period of enactment.

#### NOTE 13 Financial Instruments

**Concentrations of Credit Risk:** Financial instruments which potentially subject the Company to significant concentrations of credit risk consist of trade receivables, cash equivalents and investments. The Company grants credit terms in the normal course of business to its customers. Due to the diversity of its product lines, the Company has an extensive customer base including electrical distributors and wholesalers, electric utilities, equipment manufacturers, electrical contractors, telecommunication companies and retail and hardware outlets. No single customer accounted for more than 10% of total sales in any year during the three years ended December 31, 2012. However, the Company's top ten customers account for approximately one-third of its net sales. As part of its ongoing procedures, the Company monitors the credit worthiness of its customers. Bad debt write-offs have historically been minimal. The Company places its cash and cash equivalents with financial institutions and limits the amount of exposure to any one institution.

**Fair Value:** The carrying amounts reported in the Consolidated Balance Sheet for cash and cash equivalents, investments, receivables, bank borrowings, accounts payable and accruals approximate their fair values given the immediate or short-term nature of these items. See also Note 6 — Investments and Note 14 – Fair Value Measurement.

[Back to Contents](#)**NOTE 14** Fair Value Measurement

Fair value is defined as the amount that would be received for selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The FASB fair value measurement guidance established a fair value hierarchy that prioritizes the inputs used to measure fair value. The three broad levels of the fair value hierarchy are as follows:

**Level 1 –**

Quoted prices (unadjusted) in active markets for identical assets or liabilities

**Level 2 –**

Quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly

**Level 3 –**

Unobservable inputs for which little or no market data exists, therefore requiring a company to develop its own assumptions

The following table shows, by level within the fair value hierarchy, our financial assets and liabilities that are accounted for at fair value on a recurring basis at December 31, 2012 and 2011 (in millions):

| Asset (Liability)                      | Quoted Prices in Active Markets |                              | Quoted Prices in Active Markets |        | Total    |
|--|---------------------------------|------------------------------|---------------------------------|--------|----------|
|  | for Identical Assets (Level 1)  | for Similar Assets (Level 2) |                                 |        |          |
| December 31, 2012                      |                                 |                              |                                 |        |          |
| Money market funds (a)                 | \$                              | 423.6                        | \$                              | -      | \$ 423.6 |
| Available for sale investments         |                                 | 39.7                         |                                 | -      | 39.7     |
| Trading securities                     |                                 | 5.8                          |                                 | -      | 5.8      |
| Deferred compensation plan liabilities |                                 | (5.8 )                       |                                 | -      | (5.8 )   |
| Derivatives:                           |                                 |                              |                                 |        |          |
| Forward exchange contracts             |                                 | -                            |                                 | (0.2 ) | (0.2 )   |
|  | \$                              | 463.3                        | \$                              | (0.2 ) | \$ 463.1 |
|  | Quoted Prices in Active Markets |                              | Quoted Prices in Active Markets |        |          |
|  | for Identical Assets (Level 1)  | for Similar Assets (Level 2) |                                 |        | Total    |
| December 31, 2011                      |                                 |                              |                                 |        |          |
| Money market funds (a)                 | \$                              | 365.9                        | \$                              | -      | \$ 365.9 |
| Available for sale investments         |                                 | 50.8                         |                                 | -      | 50.8     |
| Trading securities                     |                                 | 4.0                          |                                 | -      | 4.0      |

|  |          |        |          |
|--|----------|--------|----------|
| Deferred compensation plan liabilities | (4.0 )   | -      | (4.0 )   |
| Derivatives:                           |          |        |          |
| Forward exchange contracts             | -        | 0.3    | 0.3      |
|  | \$ 416.7 | \$ 0.3 | \$ 417.0 |

(a)

Money market funds are included in Cash and cash equivalents in the Consolidated Balance Sheet.

The methods and assumptions used to estimate the Level 2 fair values were as follows:

Forward exchange contracts – The fair value of forward exchange contracts were based on quoted forward foreign exchange prices at the reporting date.

During 2012 and 2011, there were no transfers of financial assets or liabilities in or out of Level 1 or Level 2 of the fair value hierarchy. At December 31, 2012 and December 31, 2011, the Company did not have any financial assets or liabilities that fell within the Level 3 hierarchy.

#### Investments

At December 31, 2012 and December 31, 2011, the Company had \$39.7 million and \$50.8 million, respectively, of municipal bonds classified as available-for-sale securities. The Company also had \$5.8 million and \$4.0 million of trading securities at December 31, 2012 and December 31, 2011, respectively. These investments are carried on the balance sheet at fair value. Unrealized gains and losses associated with available-for-sale securities are reflected in Accumulated other comprehensive loss, net of tax, while unrealized gains and losses associated with trading securities are reflected in the results of operations.

#### Deferred compensation plan

The Company offers certain employees the opportunity to participate in non-qualified deferred compensation plans. A participant's deferrals are invested in a variety of participant-directed debt and equity mutual funds that are classified as trading securities. During 2012 and 2011, the Company purchased \$1.3 million and \$1.4 million, respectively, of trading securities related to these deferred compensation plans. The unrealized gains and losses associated with these trading securities are directly offset by the changes in the fair value of the underlying deferred compensation plan obligation.

#### Derivatives

In order to limit financial risk in the management of its assets, liabilities and debt, the Company may use derivative financial instruments such as foreign currency hedges, commodity hedges, interest rate hedges and interest rate swaps. All derivative financial instruments are matched with an existing Company asset, liability or proposed transaction. Market value gains or losses on the derivative financial instrument are recognized in income when the effects of the related price changes of the underlying asset or liability are recognized in income.

The fair values of derivative instruments in the Consolidated Balance Sheet are as follows (in millions):

#### Asset/(Liability) Derivatives

#### Derivatives designated as hedges

|   | <b>Balance Sheet<br/>Location</b> | <b>Fair Value</b>        |                          |
|---|-----------------------------------|--------------------------|--------------------------|
|   |                                   | <b>December 31, 2012</b> | <b>December 31, 2011</b> |
| Forward exchange contracts designated as cash flow hedges | Other accrued liabilities         | \$ (0.2 )                | \$ (0.1 )                |
| Forward exchange contracts designated as cash flow hedges | Deferred taxes and other          | -                        | 0.4                      |
|   |                                   | <b>\$ (0.2 )</b>         | <b>\$ 0.3</b>            |

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## Forward exchange contracts

In 2012 and 2011, the Company entered into a series of forward exchange contracts to purchase U.S. dollars in order to hedge its exposure to fluctuating rates of exchange on anticipated inventory purchases. As of December 31, 2012, the Company had 18 individual forward exchange contracts at \$1.0 million, which have various expiration dates through December 2013. These contracts have been designated as cash flow hedges in accordance with the accounting guidance for derivatives.

## Interest rate locks

Prior to the issuance of the 2022 Notes and 2018 Notes in 2010 and 2008, respectively, the Company entered into forward interest rate locks to hedge its exposure to fluctuations in treasury rates. The 2010 interest rate lock resulted in a \$1.6 million loss while the 2008 interest rate lock resulted in a \$1.2 million gain. These amounts were recorded in Accumulated other comprehensive loss, net of tax, and are being amortized over the life of the respective notes. The amortization associated with these interest rate locks is reclassified from Accumulated other comprehensive loss to Interest expense in the Consolidated Statement of Income. As of both December 31, 2012 and December 31, 2011 there was \$0.4 million of net unamortized losses reflected in Accumulated other comprehensive loss.

The following table summarizes the results of cash flow hedging relationships for years ended December 31, (in millions):

| Derivative Instrument     | Derivative Gain/(Loss)<br>Recognized in  |        | Location of Loss    |                        |
|---------------------------|--|--------|---------------------|------------------------|
|                           | Accumulated Other<br>Comprehensive Loss, |        | Reclassified into   | Loss Reclassified into |
|                           | net of tax                               |        | Income              | Earnings               |
|                           | 2012                                     | 2011   | (Effective Portion) | (Effective Portion)    |
| Forward exchange contract | \$ (0.5 )                                | \$ 0.1 | Cost of goods sold  | \$ (0.1) \$ (0.9 )     |

There was no hedge ineffectiveness with respect to the forward exchange cash flow hedges during 2012, 2011 and 2010.

## Long-term Debt

The total carrying value of long-term debt as of December 31, 2012 and 2011 was \$596.7 million and \$596.3 million, respectively, net of unamortized discount. As of December 31, 2012 and 2011, the estimated fair value of the long-term debt was \$682.7 million and \$675.0 million, respectively, based on quoted market prices. The Company's long-term debt falls within Level 2 of the fair value hierarchy.

**NOTE 15** Commitments and Contingencies

## Environmental and Legal

The Company is subject to environmental laws and regulations which may require that it investigate and remediate the effects of potential contamination associated with past and present operations. The Company is also subject to various legal proceedings and claims, including those relating to patent matters, as well as workers' compensation, product liability and environmental matters, including past production of product containing toxic substances, which have arisen in the normal course of its operations or have been acquired through business combinations. The Company is self-insured for certain of these incidents at various amounts. Estimates of future liability with respect to such matters are based on an evaluation of currently available facts. Liabilities are recorded when it is probable that costs will be incurred and can be reasonably estimated. Given the nature of matters involved, it is possible that liabilities will be incurred in excess of amounts currently recorded. However, based upon available information, including the Company's past experience, insurance coverage and reserves, management believes that the ultimate liability with respect to these matters will not have a material effect on the consolidated financial position, results of operations or cash flows of the Company.

The Company accounts for conditional asset retirement and environmental obligations in accordance with the applicable accounting guidance. The accounting guidance defines "conditional asset retirement obligation" as a legal obligation to perform an asset retirement activity in which the timing and/or method of settlement are conditional on a future event that may or may not be within the control of the Company. Accordingly, an entity is required to recognize a liability for the fair value of a conditional asset retirement obligation if the fair value of the liability can be reasonably estimated. Asset retirement obligations were not material as of December 31, 2012 and 2011. The Company identified other legal obligations related to environmental remediation for which a settlement date could not be determined. The Company continues to monitor and revalue its environmental liabilities as necessary. Total environmental liabilities were \$12.5 million and \$13.0 million as of December 31, 2012 and 2011, respectively.

#### Leases

Total rental expense under operating leases was \$21.9 million in 2012, \$21.7 million in 2011 and \$22.3 million in 2010. The minimum annual rentals on non-cancelable, long-term, operating leases in effect at December 31, 2012 are expected to approximate \$12.3 million in 2013, \$9.4 million in 2014, \$6.9 million in 2015, \$4.6 million in 2016, \$2.8 million in 2017 and \$13.8 million thereafter. The Company's leases consist of operating leases primarily for buildings or equipment. The terms for building leases typically range from 5-25 years with 5-10 year renewal periods.



[Back to Contents](#)**NOTE 16** Capital Stock

Activity in the Company's common shares outstanding is set forth below for the three years ended December 31, 2012 (in thousands):

|  | <b>Common Stock</b> |                |
|--|---------------------|----------------|
|  | <b>Class A</b>      | <b>Class B</b> |
| <b>OUTSTANDING AT DECEMBER 31, 2009</b>                    | <b>7,167</b>        | <b>52,554</b>  |
| Exercise of stock options/stock appreciation rights        | -                   | 1,351          |
| Director compensation arrangements, net                    | -                   | 11             |
| Restricted/performance shares activity, net of forfeitures | -                   | 143            |
| Acquisition/surrender of shares                            | -                   | (458 )         |
| <b>OUTSTANDING AT DECEMBER 31, 2010</b>                    | <b>7,167</b>        | <b>53,601</b>  |
| Exercise of stock options/stock appreciation rights        | -                   | 638            |
| Director compensation arrangements, net                    | -                   | 8              |
| Restricted/performance shares activity, net of forfeitures | -                   | 140            |
| Acquisition/surrender of shares                            | -                   | (2,316 )       |
| <b>OUTSTANDING AT DECEMBER 31, 2011</b>                    | <b>7,167</b>        | <b>52,071</b>  |
| Exercise of stock options/stock appreciation rights        | -                   | 804            |
| Director compensation arrangements, net                    | -                   | 19             |
| Restricted/performance shares activity, net of forfeitures | -                   | 197            |
| Acquisition/surrender of shares                            | -                   | (1,021 )       |
| <b>OUTSTANDING AT DECEMBER 31, 2012</b>                    | <b>7,167</b>        | <b>52,069</b>  |

Repurchased shares are retired when acquired and the purchase price is charged against par value and additional paid-in capital. Shares may be repurchased through the Company's stock repurchase program, acquired by the Company from employees under the Hubbell Incorporated Stock Option Plan for Key Employees (the "Option Plan") or surrendered to the Company by employees in settlement of their tax liability on vesting of restricted shares and performance shares under the Hubbell Incorporated 2005 Incentive Award Plan as amended and restated, (the "Award Plan"). Class A Common shares have twenty votes per share, while Class B Common shares have one vote per share. In addition, the Company has 5.9 million authorized shares of preferred stock; no preferred shares are outstanding.

The Company has an amended and restated Rights Agreement under which holders of Class A Common Stock have Class A Rights and holders of Class B Common Stock have Class B Rights (collectively, "Rights"). These Rights become exercisable after a specified period of time only if a person or group of affiliated persons acquires beneficial ownership of 20 percent or more of the outstanding Class A Common Stock of the Company or announces or commences a tender or exchange offer that would result in the offeror acquiring beneficial ownership of 20 percent or more of the outstanding Class A Common Stock of the Company. Each Class A Right entitles the holder to purchase from the Company one one-thousandth of a share of Series A Junior Participating Preferred Stock ("Series A Preferred Stock"), without par value, at a price of \$175.00 per one one-thousandth of a share. Similarly, each Class B Right entitles the holder to purchase one one-thousandth of a share of Series B Junior Participating Preferred Stock ("Series B Preferred Stock"), without par value, at a price of \$175.00 per one one-thousandth of a share. The Rights may be

redeemed by the Company for one cent per Right prior to the day a person or group of affiliated persons acquires 20 percent or more of the outstanding Class A Common Stock of the Company. The Rights will expire in December 31, 2018 (the “Final Expiration Date”), unless the Final Expiration Date is advanced or extended or unless the Rights are earlier redeemed or exchanged by the Company.

Shares of Series A Preferred Stock or Series B Preferred Stock purchasable upon exercise of the Rights will not be redeemable. Each share of Series A Preferred Stock or Series B Preferred Stock will be entitled, when, as and if declared, to a minimum preferential quarterly dividend payment of \$10.00 per share but will be entitled to an aggregate dividend of 1,000 times the dividend declared per share of Common Stock. In the event of liquidation, the holders of the Series A Preferred Stock or Series B Preferred Stock will be entitled to a minimum preferential liquidation payment of \$100 per share (plus any accrued but unpaid dividends) but will be entitled to an aggregate payment of 1,000 times the payment made per share of Class A Common Stock or Class B Common Stock, respectively. Each share of Series A Preferred Stock will have 20,000 votes and each share of Series B Preferred Stock will have 1,000 votes, voting together with the Common Stock. Finally, in the event of any merger, consolidation, transfer of assets or earning power or other transaction in which shares of Common Stock are converted or exchanged, each share of Series A Preferred Stock or Series B Preferred Stock will be entitled to receive 1,000 times the amount received per share of Common Stock. These rights are protected by customary antidilution provisions.

Upon the occurrence of certain events or transactions specified in the Rights Agreement, each holder of a Right will have the right to receive, upon exercise, that number of shares of the Company’s common stock or the acquiring company’s shares having a market value equal to twice the exercise price.

Shares of the Company’s common stock were reserved at December 31, 2012 as follows (in thousands):

|   | Common Stock |              | Preferred |
|---|--------------|--------------|-----------|
|   | Class A      | Class B      | Stock     |
| Exercise of outstanding stock options                 | -            | 104          | -         |
| Future grant of stock-based compensation              | -            | 2,138        | -         |
| Exercise of stock purchase rights                     | -            | -            | 59        |
| Shares reserved under other equity compensation plans | -            | 114          | -         |
| <b>TOTAL</b>  | <b>-</b>     | <b>2,356</b> | <b>59</b> |

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#### NOTE 17 Stock-Based Compensation

As of December 31, 2012, the Company had various stock-based awards outstanding which were issued to executives and other key employees. The Company recognizes the grant-date fair value of all stock-based awards to employees on a straight-line basis over their respective requisite service periods (generally equal to an award's vesting period), net of estimated forfeitures. A stock-based award is considered vested for expense attribution purposes when the employee's retention of the award is no longer contingent on providing subsequent service. Accordingly, the Company recognizes compensation cost immediately for awards granted to retirement-eligible individuals or over the period from the grant date to the date retirement eligibility is achieved, if less than the stated vesting period.

The Company's long-term incentive program for awarding stock-based compensation uses a combination of restricted stock, stock appreciation rights ("SARs"), and performance shares of the Company's Class B Common Stock pursuant to the Award Plan. Under the Award Plan, the Company may authorize up to 6.9 million shares of Class B Common Stock in settlement of restricted stock, performance shares, SARs or any-post 2004 grants of stock options. The Company issues new shares for settlement of any stock-based awards. In 2012, the Company granted stock-based awards using a combination of restricted stock, SARs and performance shares.

In 2012, 2011 and 2010, the Company recorded \$15.8 million, \$15.1 million and \$11.4 million of stock-based compensation costs, respectively. Of the total 2012 expense, \$15.1 million was recorded to S&A expense and \$0.7 million was recorded to Cost of goods sold. In 2011 and 2010, \$14.4 million and \$10.9 million, respectively, was recorded to S&A expense and \$0.7 million and \$0.5 million in 2011 and 2010, respectively, was recorded to Cost of goods sold. Stock-based compensation costs capitalized to inventory were \$0.2 million in both 2012 and 2011 and \$0.1 million in 2010. The Company recorded income tax benefits of approximately \$17.6 million, \$7.1 million and \$8.8 million in 2012, 2011 and 2010, respectively, related to stock-based compensation. At December 31, 2012, these benefits are recorded as either a deferred tax asset in Deferred taxes and other or in Other accrued liabilities in the Consolidated Balance Sheet. As of December 31, 2012, there was \$21.7 million, pretax, of total unrecognized compensation cost related to non-vested share-based compensation arrangements. This cost is expected to be recognized through 2015.

Each of the compensation arrangements is discussed below.

##### Restricted Stock

##### Stock Issued to Employees

Restricted stock granted is not transferable and is subject to forfeiture in the event of the recipient's termination of employment prior to vesting. The restricted stock generally vests in one-third increments annually for three years on each anniversary of the date of grant. Restricted stock awards are considered outstanding at the time of grant, as the award holders are entitled to dividends and voting rights. Unvested restricted stock awards are considered participating securities in computing earnings per share. The restricted stock fair values are measured using the average between the high and low trading prices of the Company's Class B Common Stock on the most recent trading day immediately preceding the grant date ("measurement date").

##### Stock Issued to Non-employee Directors

In 2012, 2011 and 2010, each non-employee director received a grant of Class B Common Stock. These grants were made on the date of the annual meeting of shareholders and vested or will vest at the following year's annual meeting

of shareholders, upon a change of control or termination of service by reason of death. These shares will be subject to forfeiture if the director's service terminates prior to the date of the next regularly scheduled annual meeting of shareholders to be held in the following calendar year. During the years 2012, 2011 and 2010, the Company issued to non-employee directors 13,980 shares, 12,568 shares, and 15,750 shares, respectively.

Activity related to both employee and non-employee restricted stock for the year ended December 31, 2012 is as follows (in thousands, except per share amounts):

|  |               | <b>Weighted Average Grant<br/>Date</b> |
|--|---------------|--|
|  | <b>Shares</b> | <b>Fair Value/Share</b>                |
| <b>RESTRICTED STOCK AT DECEMBER 31, 2011</b> | <b>205</b>    | <b>\$ 60.60</b>                        |
| Shares granted                               | 115           | 82.18                                  |
| Shares vested                                | (108 )        | 58.60                                  |
| Shares forfeited                             | (4 )          | 59.18                                  |
| <b>RESTRICTED STOCK AT DECEMBER 31, 2012</b> | <b>208</b>    | <b>\$ 73.63</b>                        |

The weighted average fair value per share of restricted stock granted during the years 2012, 2011 and 2010 was \$82.18, \$65.10 and \$58.18, respectively. The total fair value of restricted stock vested during the years 2012, 2011 and 2010 was \$8.9 million, \$8.7 million and \$7.2 million, respectively.

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## Stock Appreciation Rights

SARs granted entitle the recipient to the difference between the fair market value of the Company's Class B Common Stock on the date of exercise and the grant price as determined using the average between the high and the low trading prices of the Company's Class B Common Stock on the measurement date. This amount is payable in shares of the Company's Class B Common Stock. SARs vest and become exercisable in three equal installments during the first three years following their grant date and expire ten years from the grant date.

Activity related to SARs for the year ended December 31, 2012 is as follows (in thousands, except per share amounts):

|   | Number of    | Weighted        | Weighted Average | Aggregate        |
|---|--------------|-----------------|------------------|------------------|
|   | Rights       | Average         | Remaining        | Intrinsic        |
|   |              | Exercise Price  | Contractual Term | Value            |
| <b>OUTSTANDING AT<br/>DECEMBER 31, 2011</b> | <b>2,340</b> | <b>\$ 50.71</b> |                  |                  |
| Granted                                     | 328          | 82.84           |                  |                  |
| Exercised                                   | (1,021 )     | 47.15           |                  |                  |
| Forfeited                                   | (12 )        | 45.87           |                  |                  |
| Canceled                                    | (2 )         | 49.72           |                  |                  |
| <b>OUTSTANDING AT<br/>DECEMBER 31, 2012</b> | <b>1,633</b> | <b>\$ 59.44</b> | <b>7.5 YEARS</b> | <b>\$ 41,280</b> |
| <b>EXERCISABLE AT<br/>DECEMBER 31, 2012</b> | <b>977</b>   | <b>\$ 50.38</b> | <b>6.4 YEARS</b> | <b>\$ 33,470</b> |

The aggregated intrinsic value of SARs exercised during 2012, 2011 and 2010 was \$32.5 million, \$12.0 million and \$2.8 million, respectively.

The fair value of each SAR award was measured using the Black-Scholes option pricing model. The following table summarizes the weighted-average assumptions used in estimating the fair value of the SARs granted during the years 2012, 2011 and 2010.

|      | Expected       | Expected   | Risk Free        | Expected  | Weighted Avg.<br>Grant Date |
|------|----------------|------------|------------------|-----------|-----------------------------|
|      | Dividend Yield | Volatility | Interest<br>Rate | Term      | Fair Value of 1<br>SAR      |
| 2012 | 2.0 %          | 29.4 %     | 0.7 %            | 5.5 Years | \$ 18.13                    |
| 2011 | 2.6 %          | 30.2 %     | 1.1 %            | 5.5 Years | \$ 13.70                    |
| 2010 | 2.7 %          | 28.0 %     | 1.9 %            | 6.0 Years | \$ 12.79                    |

The expected dividend yield was calculated by dividing the Company's expected annual dividend by the average stock price for the past three months. Expected volatilities are based on historical volatilities of the Company's stock for a period consistent with the expected term. The expected term of SARs granted was based upon historical exercise behavior of stock options and SARs. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at

the time of grant for the expected term of the award.

### Performance Shares

Performance shares represent the right to receive a share of the Company's Class B Common Stock after a three year period subject to the achievement of certain performance criteria established by the Company's Compensation Committee. Partial vesting in these awards may occur after separation from the Company for retirement eligible employees.

In December 2012, 2011 and 2010, the Company granted 38,656; 39,456 and 31,671 performance shares, respectively. The grants' performance conditions are subject to the achievement of certain market-based criteria. Performance at target will result in vesting and issuance of the number of performance shares granted, equal to 100% payout. Performance below or above target can result in issuance in the range of 0%-200% of the number of shares granted.

In February 2013, the Company paid out 69,184 shares related to its December 2009 performance award grant. The performance period associated with this award was from January 1, 2010 through December 31, 2012 and was based upon the Company's total return to shareholders ("TSR") compared to the TSR generated by the other companies that comprise the S&P Mid-Cap 400 Index. The February 2013 payout was based upon achieving 200% of this market-based criteria. The fair value of the December 2009 performance awards at vesting was \$6.4 million.

In February 2012, the Company paid out 93,800 shares related to its December 2008 performance award grant as a result of achieving 187% of the market-based criteria. The fair value of the December 2008 performance awards at vesting was \$7.0 million. In February 2011, the Company issued 31,548 shares related to its December 2007 performance award grant. This payout was based upon achieving 66% and 170% of the performance and market-based criteria, respectively. The fair value of the December 2007 performance award at vesting was \$2.0 million.

The fair value of the market-based criteria for the fiscal year 2012, 2011 and 2010 performance share awards was determined based upon a lattice model. The following table summarizes the related assumptions used to determine the fair values of the performance shares with respect to the market-based criteria. Expected volatilities are based on historical volatilities of the Company's stock over a three year period. The risk free interest rate is based on the U.S. Treasury yield curve in effect at the time of the grant for the expected term of the award.

|      | Stock Price on | Dividend | Expected   | Risk Free | Expected | Weighted Avg.   |
|------|----------------|----------|------------|-----------|----------|-----------------|
|      | Measurement    |          |            | Interest  | Term     | Grant           |
|      | Date           | Yield    | Volatility | Rate      |          | Date Fair Value |
| 2012 | \$ 83.73       | 2.0 %    | 27.3 %     | 0.4 %     | 3 Years  | \$ 100.77       |
| 2011 | \$ 64.48       | 2.4 %    | 35.9 %     | 0.4 %     | 3 Years  | \$ 83.12        |
| 2010 | \$ 59.95       | 2.4 %    | 38.8 %     | 0.8 %     | 3 Years  | \$ 80.11        |

Total stock-based compensation expense recorded related to performance share awards was \$2.7 million, \$2.1 million and \$1.9 million in 2012, 2011 and 2010, respectively. There has been no stock based compensation recorded related to the 2012 performance award as the service inception date for this particular award begins on January 1, 2013.

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## Stock Option Awards

Prior to 2005, the Company granted options to officers and other key employees to purchase the Company's Class B Common Stock. All options granted had an exercise price equal to the average between the high and low trading prices of the Company's Class B Common Stock on the measurement date. These option awards expire ten years after grant date. Exercises of existing stock option grants are expected to be settled in the Company's Class B Common Stock as authorized in the Option Plan. The last stock options granted by the Company were in 2004.

Stock option activity for the year ended December 31, 2012 is set forth below (in thousands, except per share amounts):

|   | Number of<br>Shares | Weighted<br>Average<br>Exercise Price | Weighted Average<br>Remaining<br>Contractual Term | Aggregate<br>Intrinsic<br>Value |
|---|---------------------|---------------------------------------|---|---------------------------------|
| <b>OUTSTANDING AT DECEMBER 31, 2011</b> | <b>653</b>          | <b>\$ 45.62</b>                       |   |                                 |
| Exercised                               | (549 )              | 45.38                                 |   |                                 |
| <b>OUTSTANDING AT DECEMBER 31, 2012</b> | <b>104</b>          | <b>\$ 46.99</b>                       | <b>1.7 YEARS</b>                                  | <b>\$ 3,920</b>                 |
| <b>EXERCISABLE AT DECEMBER 31, 2012</b> | <b>104</b>          | <b>\$ 46.99</b>                       | <b>1.7 YEARS</b>                                  | <b>\$ 3,920</b>                 |

The aggregate intrinsic value of stock options exercised during 2012, 2011 and 2010 was \$16.5 million, \$12.0 million and \$22.8 million, respectively. Cash received from option exercises was \$24.8 million, \$21.9 million and \$49.3 million for 2012, 2011 and 2010, respectively.

The Company recorded realized tax benefits from equity-based awards of \$15.6 million, \$8.2 million, and \$9.7 million for the years ended December 31, 2012, 2011 and 2010, respectively. These realized tax benefits have been reflected in Cash Flows From Financing Activities.

**NOTE 18** Earnings Per Share

The Company computes earnings per share using the two-class method, which is an earnings allocation formula that determines earnings per share for common stock and participating securities. Restricted stock granted by the Company is considered a participating security since it contains a non-forfeitable right to dividends.

The following table sets forth the computation of earnings per share for the three years ended December 31 (in millions, except per share amounts):

|  | 2012     | 2011     | 2010     |
|--|----------|----------|----------|
| Numerator:   |          |          |          |
| Net income attributable to Hubbell                   | \$ 299.7 | \$ 267.9 | \$ 217.2 |
| Less: Earnings allocated to participating securities | 1.0      | 1.0      | 0.9      |

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|   |    |       |    |       |    |       |
|---|----|-------|----|-------|----|-------|
| Net income available to common shareholders   | \$ | 298.7 | \$ | 266.9 | \$ | 216.3 |
| Denominator:  |    |       |    |       |    |       |
| Average number of common shares outstanding   |    | 59.1  |    | 59.7  |    | 59.9  |
| Potential dilutive shares   |    | 0.7   |    | 0.7   |    | 0.4   |
| Average number of diluted shares outstanding  |    | 59.8  |    | 60.4  |    | 60.3  |
| Earnings per share:   |    |       |    |       |    |       |
| Basic   | \$ | 5.05  | \$ | 4.47  | \$ | 3.61  |
| Diluted   | \$ | 5.00  | \$ | 4.42  | \$ | 3.59  |
| Anti-dilutive securities excluded from the calculation of earnings per diluted share:   |    |       |    |       |    |       |
| Stock options and performance shares  |    | -     |    | -     |    | -     |
| Stock appreciation rights   |    | -     |    | -     |    | 1.6   |
| The Company did not have any anti-dilutive securities in 2012 or 2011. Additionally, there were no anti-dilutive stock options or performance shares in 2010. |    |       |    |       |    |       |

**NOTE 19** Accumulated Other Comprehensive Loss

The following table reflects the accumulated balances of other comprehensive income (loss) (in millions):

|   |           | <b>2012</b>     |           | <b>2011</b>     |           | <b>2010</b>    |
|---|-----------|-----------------|-----------|-----------------|-----------|----------------|
| Pension and post retirement benefit plan adjustment, net of tax | \$        | (130.1 )        | \$        | (153.7 )        | \$        | (95.6 )        |
| Cumulative translation adjustment                               |           | 10.8            |           | 2.5             |           | 14.6           |
| Unrealized gain on investment, net of tax                       |           | 0.7             |           | 1.0             |           | 0.5            |
| Cash flow hedge loss, net of tax                                |           | (0.5 )          |           | (0.2 )          |           | (0.8 )         |
| <b>TOTAL ACCUMULATED OTHER COMPREHENSIVE LOSS</b>               | <b>\$</b> | <b>(119.1 )</b> | <b>\$</b> | <b>(150.4 )</b> | <b>\$</b> | <b>(81.3 )</b> |

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## NOTE 20 Industry Segments and Geographic Area Information

### Nature of Operations

Hubbell Incorporated was founded as a proprietorship in 1888, and was incorporated in Connecticut in 1905. Hubbell designs, manufactures and sells quality electrical and electronic products for a broad range of non-residential and residential construction, industrial and utility applications. Products are either sourced complete, manufactured or assembled by subsidiaries in the United States, Canada, Switzerland, Puerto Rico, China, Mexico, Italy, the UK, Brazil and Australia. Hubbell also participates in joint ventures in Taiwan and Hong Kong, and maintains offices in Singapore, China, India, Mexico, South Korea and countries in the Middle East.

The Company's reporting segments consist of the Electrical segment (comprised of electrical systems products and lighting products), and the Power segment, as described below.

The Electrical segment is comprised of businesses that sell stock and custom products including standard and special application wiring device products, rough-in electrical products, connector and grounding products, lighting fixtures and controls, and other electrical equipment. The products are typically used in and around industrial, commercial and institutional facilities by electrical contractors, maintenance personnel, electricians, and telecommunications companies. In addition, certain businesses design and manufacture a variety of high voltage test and measurement equipment, industrial controls and communication systems used in the non-residential and industrial markets. Many of these products are designed such that they can also be used in harsh and hazardous locations where a potential for fire and explosion exists due to the presence of flammable gasses and vapors. Harsh and hazardous products are primarily used in the oil and gas (onshore and offshore) and mining industries. There are also a variety of lighting fixtures, wiring devices and electrical products that have residential and utility applications. These products are primarily sold through electrical and industrial distributors, home centers, some retail and hardware outlets, lighting showrooms and residential lighting internet sites. Special application products are sold primarily through wholesale distributors to contractors, industrial customers and OEMs. High voltage products are also sold direct to customers through our sales engineers.

The Power segment consists of operations that design and manufacture various distribution, transmission, substation and telecommunications products primarily used by the electrical utility industry. In addition, certain of these products are used in the civil construction and transportation industries. Products are sold to distributors and directly to users such as electric utilities, telecommunication companies, mining operations, industrial firms, construction and engineering firms.

### Financial Information

Financial information by industry segment, product class and geographic area for the three years ended December 31, 2012, is summarized below (in millions). When reading the data the following items should be noted:

- 

Net sales comprise sales to unaffiliated customers — inter-segment and inter-area sales are not significant.

-

Segment operating income consists of net sales less operating expenses, including total corporate expenses, which are generally allocated to each segment on the basis of the segment's percentage of consolidated net sales. Interest expense and investment income and other expense, net have not been allocated to segments as these items are centrally managed by the Company.

- 

General corporate assets not allocated to segments are principally cash, prepaid pensions, investments and deferred taxes. These assets have not been allocated as they are centrally managed by the Company.

[Back to Contents](#)**INDUSTRY SEGMENT DATA**

|  | 2012      |                | 2011      |                | 2010              |
|--|-----------|----------------|-----------|----------------|-------------------|
| <b>Net Sales:</b>                          |           |                |           |                |                   |
| Electrical                                 | \$        | 2,114.6        | \$        | 2,004.2        | \$ 1,808.2        |
| Power                                      |           | 929.8          |           | 867.4          | 733.0             |
| <b>TOTAL NET SALES</b>                     | <b>\$</b> | <b>3,044.4</b> | <b>\$</b> | <b>2,871.6</b> | <b>\$ 2,541.2</b> |
| <b>Operating Income:</b>                   |           |                |           |                |                   |
| Electrical                                 | \$        | 303.7          | \$        | 282.0          | \$ 248.7          |
| Power                                      |           | 168.1          |           | 141.8          | 119.1             |
| <b>Operating income</b>                    |           | <b>471.8</b>   |           | <b>423.8</b>   | <b>367.8</b>      |
| Loss on extinguishment of debt             |           | -              |           | -              | (14.7 )           |
| Interest expense                           |           | (30.8 )        |           | (30.9 )        | (31.1 )           |
| Investment income and other expense, net   |           | 0.8            |           | (3.1)          | (1.6 )            |
| <b>INCOME BEFORE INCOME TAXES</b>          | <b>\$</b> | <b>441.8</b>   | <b>\$</b> | <b>389.8</b>   | <b>\$ 320.4</b>   |
| <b>Assets:</b>                             |           |                |           |                |                   |
| Electrical                                 | \$        | 1,659.2        | \$        | 1,558.2        | \$ 1,576.7        |
| Power                                      |           | 710.4          |           | 659.8          | 622.2             |
| General Corporate                          |           | 577.4          |           | 628.5          | 506.9             |
| <b>TOTAL ASSETS</b>                        | <b>\$</b> | <b>2,947.0</b> | <b>\$</b> | <b>2,846.5</b> | <b>\$ 2,705.8</b> |
| <b>Capital Expenditures:</b>               |           |                |           |                |                   |
| Electrical                                 | \$        | 27.1           | \$        | 35.9           | \$ 23.5           |
| Power                                      |           | 20.4           |           | 16.5           | 17.8              |
| General Corporate                          |           | 1.6            |           | 3.0            | 6.0               |
| <b>TOTAL CAPITAL EXPENDITURES</b>          | <b>\$</b> | <b>49.1</b>    | <b>\$</b> | <b>55.4</b>    | <b>\$ 47.3</b>    |
| <b>Depreciation and Amortization:</b>      |           |                |           |                |                   |
| Electrical                                 | \$        | 45.8           | \$        | 47.1           | \$ 50.8           |
| Power                                      |           | 21.0           |           | 21.1           | 21.7              |
| <b>TOTAL DEPRECIATION AND AMORTIZATION</b> | <b>\$</b> | <b>66.8</b>    | <b>\$</b> | <b>68.2</b>    | <b>\$ 72.5</b>    |

**PRODUCT CLASS DATA**

|                    | 2012 |         | 2011 |         | 2010       |
|--------------------|------|---------|------|---------|------------|
| Net Sales:         |      |         |      |         |            |
| Electrical Systems | \$   | 1,376.1 | \$   | 1,271.4 | \$ 1,127.2 |
| Lighting           |      | 738.5   |      | 732.8   | 681.0      |
| Power              |      | 929.8   |      | 867.4   | 733.0      |
| TOTAL NET SALES    | \$   | 3,044.4 | \$   | 2,871.6 | \$ 2,541.2 |

**GEOGRAPHIC AREA DATA**

|                         | 2012 |         | 2011 |         | 2010       |
|-------------------------|------|---------|------|---------|------------|
| Net Sales:              |      |         |      |         |            |
| United States           | \$   | 2,541.6 | \$   | 2,381.5 | \$ 2,107.9 |
| International           |      | 502.8   |      | 490.1   | 433.3      |
| TOTAL NET SALES         | \$   | 3,044.4 | \$   | 2,871.6 | \$ 2,541.2 |
| Operating Income:       |      |         |      |         |            |
| United States           | \$   | 383.8   | \$   | 338.0   | \$ 292.9   |
| International           |      | 88.0    |      | 85.8    | 74.9       |
| TOTAL OPERATING INCOME  | \$   | 471.8   | \$   | 423.8   | \$ 367.8   |
| Long-lived Assets:      |      |         |      |         |            |
| United States           | \$   | 1,225.4 | \$   | 1,185.4 | \$ 1,189.5 |
| International           |      | 227.0   |      | 225.1   | 225.8      |
| TOTAL LONG-LIVED ASSETS | \$   | 1,452.4 | \$   | 1,410.5 | \$ 1,415.3 |

On a geographic basis, the Company defines “international” as operations based outside of the United States and its possessions. As a percentage of total net sales, shipments from foreign operations directly to third parties were 17% in 2012, 2011 and 2010, with the Canada, UK and Brazil operations representing approximately 29%, 23% and 12%, respectively, of 2012 total international net sales. Long-lived assets, excluding deferred tax assets, of international subsidiaries were 16% of the consolidated total in 2012, 2011 and 2010, with the UK, Canada and Mexico operations representing approximately 27%, 19%, and 19%, respectively, of the 2012 international total. Export sales from United States operations were \$243.9 million in 2012, \$210.2 million in 2011 and \$182.7 million in 2010.

[Back to Contents](#)**NOTE 21** Guarantees

The Company accrues for costs associated with guarantees when it is probable that a liability has been incurred and the amount can be reasonably estimated. The most likely costs to be incurred are accrued based on an evaluation of currently available facts and, where no amount within a range of estimates is more likely, the minimum is accrued.

The Company records a liability equal to the fair value of guarantees in the Consolidated Balance Sheet in accordance with the guarantees accounting guidance. As of December 31, 2012, the fair value and maximum potential payment related to the Company's guarantees were not material.

The Company offers product warranties which cover defects on most of its products. These warranties primarily apply to products that are properly installed, maintained and used for their intended purpose. The Company accrues estimated warranty costs at the time of sale. Estimated warranty expenses, recorded in cost of goods sold, are based upon historical information such as past experience, product failure rates, or the number of units to be repaired or replaced. Adjustments are made to the product warranty accrual as claims are incurred, additional information becomes known or as historical experience indicates.

Changes in the accrual for product warranties in 2012 are set forth below (in millions):

|                                     |           |            |
|-------------------------------------|-----------|------------|
| Balance at December 31, 2011        | \$        | <b>6.2</b> |
| Provision                           |           | 8.6        |
| Expenditures/other                  |           | (7.8 )     |
| <b>BALANCE AT DECEMBER 31, 2012</b> | <b>\$</b> | <b>7.0</b> |

**NOTE 22** Quarterly Financial Data (Unaudited)

The table below sets forth summarized quarterly financial data for the years ended December 31, 2012 and 2011 (in millions, except per share amounts):

|                                    | <b>First Quarter</b> |       | <b>Second Quarter</b> |       | <b>Third Quarter</b> |       | <b>Fourth Quarter</b> |       |
|------------------------------------|----------------------|-------|-----------------------|-------|----------------------|-------|-----------------------|-------|
| <b>2012</b>                        |                      |       |                       |       |                      |       |                       |       |
| Net Sales                          | \$                   | 723.8 | \$                    | 778.4 | \$                   | 789.7 | \$                    | 752.5 |
| Gross Profit                       | \$                   | 234.1 | \$                    | 259.8 | \$                   | 268.5 | \$                    | 249.8 |
| Net Income                         | \$                   | 63.6  | \$                    | 78.0  | \$                   | 87.6  | \$                    | 72.9  |
| Net Income attributable to Hubbell | \$                   | 63.2  | \$                    | 77.5  | \$                   | 87.1  | \$                    | 71.9  |
| Earnings Per Share — Basic         | \$                   | 1.06  | \$                    | 1.31  | \$                   | 1.47  | \$                    | 1.21  |
| Earnings Per Share — Diluted       | \$                   | 1.05  | \$                    | 1.29  | \$                   | 1.45  | \$                    | 1.20  |
| <b>2011</b>                        |                      |       |                       |       |                      |       |                       |       |
| Net Sales                          | \$                   | 658.1 | \$                    | 709.2 | \$                   | 764.3 | \$                    | 740.0 |
| Gross Profit                       | \$                   | 205.2 | \$                    | 229.9 | \$                   | 252.3 | \$                    | 236.3 |
| Net Income                         | \$                   | 50.7  | \$                    | 65.7  | \$                   | 83.3  | \$                    | 70.5  |

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|                                    |    |      |    |      |    |      |    |      |
|------------------------------------|----|------|----|------|----|------|----|------|
| Net Income attributable to Hubbell | \$ | 50.3 | \$ | 65.2 | \$ | 82.4 | \$ | 70.0 |
| Earnings Per Share — Basic         | \$ | 0.83 | \$ | 1.08 | \$ | 1.38 | \$ | 1.18 |
| Earnings Per Share — Diluted       | \$ | 0.82 | \$ | 1.07 | \$ | 1.37 | \$ | 1.17 |

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**ITEM 9** Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

**ITEM 9A** Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures which, by their nature, can provide only reasonable assurance that the controls and procedures will meet their objectives.

The Company carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as defined in Exchange Act Rules 13a-15(e) and 15d-15(e), as of the end of the period covered by this report on Form 10-K. Based upon that evaluation, each of the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective at a reasonable assurance level. Management's annual report on internal control over financial reporting and the independent registered public accounting firm's audit report on the effectiveness of our internal control over financial reporting as of December 31, 2012 are included in Item 8 of this Annual Report on Form 10-K.

There have been no changes in the Company's internal control over financial reporting that occurred during the Company's most recently completed quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**ITEM 9B** Other Information

Not applicable.

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**ITEM 10** Directors, Executive Officers and Corporate Governance<sup>(1)</sup>

**ITEM 11** Executive Compensation<sup>(2)</sup>

**ITEM 12** Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Equity Compensation Plan Information

The following table provides information as of December 31, 2012 with respect to the Company's common stock that may be issued under the Company's equity compensation plans (in thousands, except per share amounts):

|   | <b>A</b>   | <b>B</b>   | <b>C</b>   |
|---|--|--|--|
| <b>Plan Category</b>  | <b>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights</b> | <b>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights</b> | <b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column A)</b> |
| Equity Compensation Plans Approved by Shareholders <sup>(a)</sup>           | 1,957 <sup>(c)</sup><br><sub>(e)</sub>   | \$58.69 <sup>(f)</sup>   | 2,138 <sup>(c)</sup>   |
| Equity Compensation Plans Not Requiring Shareholder Approval <sup>(b)</sup> | 64 <sup>(c)</sup><br><sub>(d)</sub>  | —  | 50 <sup>(c)</sup>  |
| <b>TOTAL</b>  | <b>2,021</b>   | <b>\$58.69</b>   | <b>2,188</b>   |

(a)

The Company's<sup>(1)</sup> Option Plan and<sup>(2)</sup> Award Plan.

(b)

The Company's Deferred Compensation Plan for Directors.



(c)

Class B Common Stock.

(d)

Represents amount of shares currently deferred under this plan. These shares are not included in the total weighted average exercise price included in column B.

(e)

Includes 220 performance share awards assuming a maximum payout target. The Company does not anticipate that the maximum payout target will be achieved for all of these awards.

(f)

Weighted average exercise price excludes performance share awards included in column A.

The remaining information required by this item is incorporated by reference to the subheading "Voting Rights and Security Ownership of Certain Beneficial Owners and Management" of the definitive proxy statement for the Company's annual meeting of shareholders scheduled to be held on May 7, 2013.

(1)

Certain of the information required by this item regarding executive officers is included under the subheading "Executive Officers of the Registrant" at the end of Part I of this Form 10-K and the remaining required information is incorporated by reference to the subheadings "Item 1 – Election of Directors," "General – Information Regarding Executive Officers," "General – Section 16(a) Beneficial Ownership Reporting Compliance," "Corporate Governance – Code of Ethics," and "Corporate Governance – Board Committees – Audit Committee" of the definitive proxy statement for the Company's annual meeting of shareholders scheduled to be held on May 7, 2013.

(2)

The information required by this item is incorporated by reference to the subheadings "Compensation Discussion and Analysis," "Compensation Committee Report," "Executive Compensation" and "Compensation of Directors" of the definitive proxy statement for the Company's annual meeting of shareholders scheduled to be held on May 7, 2013.

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**ITEM 13** Certain Relationships and Related Transactions and Director Independence<sup>(3)</sup>

**ITEM 14** Principal Accountant Fees and Services<sup>(4)</sup>

(3)

The information required by this item is incorporated by reference to the subheadings “General – Review and Approval of Related Person Transactions” and “Corporate Governance – Director Independence” of the definitive proxy statement for the Company’s annual meeting of shareholders scheduled to be held on May 7, 2013.

(4)

The information required by this item is incorporated by reference to the heading “Item 2 – Ratification of the Selection of Independent Registered Public Accounting Firm” of the definitive proxy statement for the Company’s annual meeting of shareholders scheduled to be held on May 7, 2013.

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[Back to Contents](#)**ITEM 15** Exhibits and Financial Statement Schedule**1. Financial Statements and Schedule**

Financial statements and schedule listed in the Index to Financial Statements and Schedule are filed as part of this Annual Report on Form 10-K.

**2. Exhibits**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 3a            | Restated Certificate of Incorporation, as amended and restated as of September 23, 2003. Exhibit 3a of the registrant's report on Form 10-Q for the third quarter (ended September 30), 2003, and filed on November 10, 2003, is incorporated by reference.  |
| 3b            | Amended and Restated By-Laws of Hubbell Incorporated, as amended on December 4, 2012. Exhibit 3.1 of the registrant's report on Form 8-K filed on December 6, 2012, is incorporated by reference.  |
| 4b            | Senior Indenture, dated as of September 15, 1995, between Hubbell Incorporated and JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank and Chemical Bank), as trustee. Exhibit 4a of the registrant's registration statement on Form S-4 filed June 18, 2002, is incorporated by reference.  |
| 4f            | First Supplemental Indenture, dated as of June 2, 2008, between Hubbell Incorporated and The Bank of New York Trust Company, N.A. (as successor to JPMorgan Chase Bank, N.A., The Chase Manhattan Bank and Chemical Bank), as trustee, including the form of 5.95% Senior Notes due 2018. Exhibit 4.2 of the registrant's report on Form 8-K filed on June 2, 2008, is incorporated by reference.  |
| 4g            | Amended and Restated Rights Agreement, dated as of December 17, 2008, between Hubbell Incorporated and Mellon Investor Services LLC (successor to ChaseMellon Shareholder Services, L.L.C.), as Rights Agent. Exhibit 4.1 of the registrant's report on Form 8-K filed on December 17, 2008, is incorporated by reference.   |
| 4h            | Second Supplemental Indenture, dated as of November 17, 2010, between Hubbell Incorporated and The Bank of New York Mellon Trust Company, N.A. (as successor to The Bank of New York Trust Company, N.A., JPMorgan Chase Bank, N.A., The Chase Manhattan Bank and Chemical Bank), as trustee, including the form of 3.625% Senior Notes due 2022. Exhibit 4.2 of the registrant's report on Form 8-K filed on November 17, 2010, is incorporated by reference. |
| 10a†          | Hubbell Incorporated Amended and Restated Supplemental Executive Retirement Plan, as amended and restated effective January 1, 2005. Exhibit 10a of the registrant's report on Form 10-Q for the third quarter (ended September 30), 2007, filed October 26, 2007, is incorporated by reference.   |
| 10a(1)†       | Amendment to Hubbell Incorporated Amended and Restated Supplemental Executive Retirement Plan, as amended and restated effective January 1, 2005. Exhibit 10a(1) of the registrant's report on Form 10-k for the year 2010, filed on February 16, 2011, is incorporated by reference.  |
| 10b(1)†       | Hubbell Incorporated Stock Option Plan for Key Employees, as amended and restated effective May 5, 2003.(i) Exhibit 10(1) of the registrant's report on Form 10-Q for the second quarter (ended June 30),  |

2003, filed August 12, 2003, is incorporated by reference; (ii) Amendment, dated June 9, 2004, filed as Exhibit 10ee of the registrant's report on Form 10-Q for the second quarter (ended June 30), 2004, filed August 5, 2004, is incorporated by reference.

10b(2)† Amendment, dated September 21, 2006, to the Hubbell Incorporated Stock Option Plan for Key Employees. Exhibit 10.1 of the registrant's report on Form 10-Q for the third quarter (ended September 30), 2006, filed on November 7, 2006 is incorporated by reference.

10f Hubbell Incorporated Deferred Compensation Plan for Directors, as amended and restated effective January 1, 2005, as amended December 4, 2007. Exhibit 10f of the registrant's report on Form 10-K for the year 2007, filed on February 25, 2008, is incorporated by reference.

10f(1) Amendment, dated December 10, 2008, to the Hubbell Incorporated Deferred Compensation Plan for Directors. Exhibit 10f(1) of the registrant's report on Form 10-K for the year 2008, filed on February 20, 2009, is incorporated by reference.

10f(2) Amendment, dated December 21, 2011, to the Hubbell Incorporated Deferred Compensation Plan for Directors. Exhibit 10f(2) of the registrant's report on Form 10-K for the year 2011, filed on February 15, 2012, is incorporated by reference.

10h† Hubbell Incorporated Key Employee Supplemental Medical Plan, as amended and restated effective January 1, 2005. Exhibit 10h of the registrant's report on Form 10-Q for the third quarter (ended September 30), 2007, filed October 26, 2007, is incorporated by reference.

10i Hubbell Incorporated Retirement Plan for Directors, as amended and restated effective January 1, 2005. Exhibit 10i of the registrant's report on Form 10-Q for the third quarter (ended September 30), 2007, filed October 26, 2007, is incorporated by reference.

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| Number  | Description  |
|---------|--|
| 10o†    | Hubbell Incorporated Policy for Providing Severance Payments to Senior Employees, effective February 11, 2011. Exhibit 10.1 of the registrant's report on Form 8-K filed on February 16, 2011, is incorporated by reference.   |
| 10p†    | Hubbell Incorporated Senior Executive Incentive Compensation Plan, effective January 1, 2011. Exhibit 10.1 of the registrant's report on Form 8-K filed on May 5, 2011, is incorporated by reference.  |
| 10.1†   | Change in Control Severance Agreement, dated as of December 31, 2010, between Hubbell Incorporated and Timothy H. Powers. Exhibit 10.1 of the registrant's report on Form 8-K filed on January 5, 2011, is incorporated by reference.  |
| 10u†    | Change in Control Severance Agreement, dated as of December 31, 2010, between Hubbell Incorporated and Richard W. Davies. Exhibit 10.3 of the registrant's report on Form 8-K filed on January 5, 2011, is incorporated by reference.  |
| 10v†    | Change in Control Severance Agreement, dated as of December 31, 2010, between Hubbell Incorporated and James H. Biggart. Exhibit 10.4 of the registrant's report on Form 8-K filed on January 5, 2011, is incorporated by reference.   |
| 10w†    | Hubbell Incorporated Amended and Restated Top Hat Restoration Plan, as amended and restated effective January 1, 2005. Exhibit 10w of the registrant's report on Form 10-Q for the third quarter (ended September 30), 2007 filed October 26, 2007, is incorporated by reference.            |
| 10w(1)† | Amendment to Hubbell Incorporated Amended and Restated Top Hat Restoration Plan, as amended and restated effective January 1, 2005. Exhibit 10w(1) of the registrant's report on Form 10-K for the year 2010, filed on February 16, 2011, is incorporated by reference.                      |
| 10z†    | Hubbell Incorporated Incentive Compensation Plan, adopted effective January 1, 2002. Exhibit 10z of the registrant's report on Form 10-K for the year 2001, filed on March 19, 2002, is incorporated by reference.   |
| 10aa†   | Change in Control Severance Agreement, dated as of December 31, 2010, between Hubbell Incorporated and William R. Murphy. Exhibit 10.5 of the registrant's report on Form 8-K filed on January 5, 2011, is incorporated by reference.  |
| 10cc†   | Change in Control Severance Agreement, dated as of December 31, 2010, between Hubbell Incorporated and Gary N. Amato. Exhibit 10.7 of the registrant's report on Form 8-K filed on January 5, 2011, is incorporated by reference.  |
| 10.9†   | Grantor Trust for Senior Management Plans Trust Agreement, dated as of March 14, 2005, between Hubbell Incorporated and The Bank of New York, as Trustee. Exhibit 10.9 of the registrant's report on Form 8-K dated and filed March 15, 2005, is incorporated by reference.                  |
| 10.9.1† | First Amendment, dated as of January 1, 2005, to the Hubbell Incorporated Grantor Trust for Senior Management Plans Trust Agreement. Exhibit 10.9.1 of the registrant's report on Form 10-K for the year 2007, filed on February 25, 2008, is incorporated by reference.                     |
| 10.9.2† | Second Amendment, dated June 3, 2009, to the Hubbell Incorporated Grantor Trust for Senior Management Plans Trust Agreement. Exhibit 10.9.2 of the registrant's report on Form 10-Q for the second quarter (ended June 30), 2009 filed on July 24, 2009, is incorporated by reference.       |
| 10.9.3† | Third Amendment, dated as of May 11, 2012, to the Hubbell Incorporated Grantor Trust for Senior Management Plans Trust Agreement. Exhibit 10.9.3 of the registrant's report on Form 10-Q for the second quarter (ended June 30), 2012, filed on July 20, 2012, is incorporated by reference. |
| 10.10†  |  |

Grantor Trust for Non-Employee Director Plans Trust Agreement, dated as of March 14, 2005, between Hubbell Incorporated and The Bank of New York. Exhibit 10.10 of the registrant's report on Form 8-K dated and filed March 15, 2005, is incorporated by reference.

10.10.1† First Amendment, dated as of January 1, 2005, to the Hubbell Incorporated Grantor Trust for Non-Employee Director Plans Trust Agreement. Exhibit 10.10.1 of the registrant's report on Form 10-K for the year 2007, filed on February 25, 2008, is incorporated by reference.

10.10.2† Second Amendment, dated as of May 11, 2012, to the Hubbell Incorporated Grantor Trust for Non-Employee Director Plans Trust Agreement. Exhibit 10.10.2 of the registrant's report on Form 10-Q for the second quarter (ended June 30), 2012, filed on July 20, 2012, is incorporated by reference.

10.ee† Hubbell Incorporated 2005 Incentive Award Plan, as amended and restated effective as of May 3, 2010. Exhibit 10.1 of the registrant's report on Form 8-K filed May 7, 2010, is incorporated by reference.

10.ff† Letter Agreement, dated August 24, 2005, between Hubbell Incorporated and David G. Nord. Exhibit 99.1 of the registrant's report on Form 8-K dated and filed September 6, 2005, is incorporated by reference.

10.gg† Change in Control Severance Agreement, dated as of December 31, 2010, between Hubbell Incorporated and David G. Nord. Exhibit 10.2 of the registrant's report on Form 8-K filed on January 5, 2011, is incorporated by reference.

10.gg(1)† Amendment, dated as of January 1, 2013, to Change in Control Severance Agreement between Hubbell Incorporated and David G. Nord. Exhibit 10.1 of the registrant's report on Form 8-K filed on December 6, 2012, is incorporated by reference.

10.ii Credit Agreement, dated as of October 20, 2011 by and among Hubbell Incorporated, Hubbell Cayman Limited, Hubbell Investments Limited, the Lenders Party thereto, Wells Fargo Bank, National Association and HSBC Bank USA National Association as Syndication Agents and Bank of America, N.A. and U.S. Bank National Association as Documentation Agents, JPMorgan Chase Bank, N.A., as Administrative Agent, and J.P. Morgan Securities, LLC, Wells Fargo Securities, LLC and HSBC Bank USA, National Association as Joint Lead Arrangers and Joint Bookrunners. Exhibit 99.1 of the registrant's report on Form 8-K dated and filed October 20, 2011 is incorporated by reference.

10.jj† Hubbell Incorporated Executive Deferred Compensation Plan, effective January 1, 2008. Exhibit 10.jj of the registrant's report on Form 10-Q for the third quarter (ended September 30), 2007, filed on October 26, 2007, is incorporated by reference.

10.kk† Hubbell Incorporated Supplemental Management Retirement Plan, effective September 12, 2007. Exhibit 10.kk of the registrant's report on Form 10-Q for the third quarter (ended September 30), 2007, filed on October 26, 2007, is incorporated by reference.

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| Number    | Description   |
|-----------|---|
| 10.kk(1)† | Amendment to Hubbell Incorporated Supplemental Management Retirement Plan, effective September 12, 2007. Exhibit 10.kk(1) of the registrant's report on Form 10-K for the year 2010, filed on February 16, 2011, is incorporated by reference.  |
| 10.mm†    | Trust Agreement, dated as of January 1, 2008, by and between Hubbell Incorporated and T. Rowe Price Trust Company, as Trustee. Exhibit 10.mm of the registrant's report on Form 10-K for the year 2007, filed on February 25, 2008, is incorporated by reference.                       |
| 10.nn†    | Amendment, dated February 15, 2008, to Hubbell Incorporated Amended and Restated Supplemental Executive Retirement Plan. Exhibit 10.nn of the registrant's report on Form 10-K for the year 2007, filed on February 25, 2008, is incorporated by reference.                             |
| 10.rr†    | Change in Control Severance Agreement, dated as of December 31, 2010, between Hubbell Incorporated and Darrin S. Wegman. Exhibit 10.6 of the registrant's report on Form 8-K filed January 5, 2011, is incorporated by reference.   |
| 10.tt†    | Hubbell Incorporated Defined Contribution Restoration Plan, effective January 1, 2011. Exhibit 10.1 of the registrant's report on Form 8-K filed December 13, 2010, is incorporated by reference.   |
| 10.uu†    | Change in Control Severance Agreement, dated as of December 31, 2010, between Hubbell Incorporated and Scott H. Muse. Exhibit 10.8 of the registrant's report on Form 8-K filed January 5, 2011, is incorporated by reference.  |
| 10.vv†    | Change in Control Severance Agreement, dated as of December 31, 2010, between Hubbell Incorporated and William T. Tolley. Exhibit 10.9 of the registrant's report on Form 8-K filed on January 5, 2011, is incorporated by reference.   |
| 10.ww†    | Change in Control Severance Agreement, dated as of December 31, 2010, between Hubbell Incorporated and William R. Sperry. Exhibit 10.1 of the registrant's report on Form 8-K filed on September 17, 2012, is incorporated by reference.  |
| 10.ww(1)† | Amendment, dated September 11, 2012, to Change in Control Severance Agreement between Hubbell Incorporated and William R. Sperry. Exhibit 10.2 of the registrant's report on Form 8-K filed on September 17, 2012, is incorporated by reference.  |
| 10.xx†    | Change in Control Severance Agreement, dated as of September 11, 2012, between Hubbell Incorporated and An-Ping Hsieh. Exhibit 10.xx of the registrant's report on Form 10-Q for the third quarter (ended September 30), 2012, filed on October 19, 2012, is incorporated by reference. |
| 21*       | Listing of subsidiaries.  |
| 23*       | Consent of PricewaterhouseCoopers LLP.  |
| 31.1*     | Certification of Chief Executive Officer Pursuant to Item 601(b) (31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.2*     | Certification of Chief Financial Officer Pursuant to Item 601(b) (31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 32.1*     | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.2*     | Certification of Chief Financial Officer Pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 101.INS*  | XBRL Instance Document.   |
| 101.SCH*  | XBRL Taxonomy Extension Schema Document.  |

101.CAL\* XBRL Taxonomy Extension Calculation Linkbase Document.

101.DEF\* XBRL Taxonomy Extension Definition Linkbase Document.

101.LAB\* XBRL Taxonomy Extension Label Linkbase Document.

101.PRE\* XBRL Taxonomy Extension Presentation Linkbase Document.

†

This exhibit constitutes a management contract, compensatory plan, or arrangement

\*

Filed hereunder

**HUBBELL INCORPORATED** – *Form 10-K* 61

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## Signatures

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

**HUBBELL INCORPORATED**

By */s/ DARRIN S. WEGMAN*  
**Darrin S. Wegman**  
*Vice President and Controller*  
  
*(Also signing as Chief Accounting Officer)*

By */s/ WILLIAM R. SPERRY*  
**William R. Sperry**  
*Senior Vice President and*  
  
*Chief Financial Officer*

Date: February 13, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

|   | <b>Title</b>  | <b>Date</b> |
|---|---|-------------|
| By <i>/s/ T. H. POWERS</i><br><b>T. H. Powers</b>   | <i>Chairman of the Board</i>                              | 2/13/13     |
| By <i>/s/ D. G. Nord</i><br><b>D. G. Nord</b>       | <i>President and Chief Executive Officer and Director</i> | 2/13/13     |
| By <i>/s/ W. R. SPERRY</i><br><b>W. R. Sperry</b>   | <i>Senior Vice President and Chief Financial Officer</i>  | 2/13/13     |
| By <i>/s/ D. S. Wegman</i><br><b>D. S. Wegman</b>   | <i>Vice President, Controller</i>                         | 2/13/13     |
| By <i>/s/ C. M. Cardoso</i><br><b>C. M. Cardoso</b> | <i>Director</i>   | 2/13/13     |
| By <i>/s/ L. J. Good</i><br><b>L. J. Good</b>       | <i>Director</i>   | 2/13/13     |
| By <i>/s/ A. J. Guzzi</i><br><b>A. J. Guzzi</b>     | <i>Director</i>   | 2/13/13     |
| By <i>/s/ N. J. Keating</i><br><b>N.J. Keating</b>  | <i>Director</i>   | 2/13/13     |
| By <i>/s/ J.F. Malloy</i><br><b>J.F. Malloy</b>     | <i>Director</i>   | 2/13/13     |
| By <i>/s/ A. McNally IV</i><br><b>A. McNally IV</b> | <i>Director</i>   | 2/13/13     |
| By <i>/s/ G. J. Ratcliffe</i>                       |   | 2/13/13     |

|    |                        |                 |         |
|----|------------------------|-----------------|---------|
|    | <b>G. J. Ratcliffe</b> | <i>Director</i> |         |
| By | /s/ C. A. Rodriguez    |                 | 2/13/13 |
|    | <b>C. A. Rodriguez</b> | <i>Director</i> |         |
| By | /s/ J.G. Russell       |                 | 2/13/13 |
|    | <b>J.G. Russell</b>    | <i>Director</i> |         |
| By | /s/ R. J. Swift        |                 | 2/13/13 |
|    | <b>R. J. Swift</b>     | <i>Director</i> |         |
| By | /s/ D. S. Van Riper    |                 | 2/13/13 |
|    | <b>D. S. Van Riper</b> | <i>Director</i> |         |

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## Financial Statement Schedule

Valuation and Qualifying Accounts and Reserves for the Years Ended December 31, 2010, 2011 and 2012  
(Schedule II)

Reserves deducted in the balance sheet from the assets to which they apply (in millions):

|  | Balance      |      | Additions /<br>(Reversals) |             | Balance at  |      |
|--|--------------|------|----------------------------|-------------|-------------|------|
|  | at Beginning |      | Charged to Costs<br>and    |             | End of Year |      |
|  | of Year      |      | Expenses                   | Deductions  | End of Year |      |
| Allowances for doubtful accounts receivable: |              |      |                            |             |             |      |
| Year 2010                                    | \$           | 5.1  | \$ (0.2 )                  | \$ (1.3 )   | \$          | 3.6  |
| Year 2011                                    | \$           | 3.6  | \$ 0.1                     | \$ (0.7 )   | \$          | 3.0  |
| Year 2012                                    | \$           | 3.0  | \$ 1.4                     | \$ (1.2)    | \$          | 3.2  |
| Allowance for credit memos and returns:      |              |      |                            |             |             |      |
| Year 2010                                    | \$           | 18.6 | \$ 102.3                   | \$ (102.3 ) | \$          | 18.6 |
| Year 2011                                    | \$           | 18.6 | \$ 118.3                   | \$ (116.5 ) | \$          | 20.4 |
| Year 2012                                    | \$           | 20.4 | \$ 141.3                   | \$ (141.2)  | \$          | 20.5 |
| Valuation allowance on deferred tax assets:  |              |      |                            |             |             |      |
| Year 2010                                    | \$           | 2.2  | \$ 0.4                     | \$ —        | \$          | 2.6  |
| Year 2011                                    | \$           | 2.6  | \$ 0.6                     | \$ —        | \$          | 3.2  |
| Year 2012                                    | \$           | 3.2  | \$ 3.8                     | \$ —        | \$          | 7.0  |

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