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

FORM 10-K

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

For the fiscal year ended September 29, 2017

OR

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

For the transition period from ______ to ______

Commission file number 0-16255

JOHNSON OUTDOORS INC.
(Exact name of registrant as specified in its charter)

Wisconsin	**39-1536083**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

555 Main Street, Racine, Wisconsin 53403
(Address of principal executive offices, including zip code)

(262) 631-6600
(Registrant's telephone number, including area code)

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

Title of Each Class	Name of Exchange on Which Registered
Class A Common Stock, $.05 par value per share	**NASDAQ Global Select Market SM**

Securities registered pursuant to section 12(g) of the Act: **None**

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K. ☒

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

Large Accelerated Filer	☐	
Accelerated Filer	☒	
Non-Accelerated Filer	☐	(do not check if a smaller reporting company)
Smaller Reporting Company	☐	
Emerging Growth Company	☐	

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 24, 2017, 8,787,513 shares of Class A and 1,211,686 shares of Class B common stock of the registrant were outstanding. The aggregate market value of voting and non-voting common stock of the registrant held by non-affiliates of the registrant was approximately $176,000,000 on March 31, 2017 (the last business day of the registrant's most recently completed fiscal second quarter) based on approximately 4,810,000 shares of Class A common stock held by non-affiliates as of such date. For purposes of this calculation only, shares of all voting stock are deemed to have a market value of $36.50 per share, the closing price of the Class A common stock as reported on the NASDAQ Global Select Market SM on March 31, 2017 (the last trading day of the registrant's most recently completed fiscal second quarter). Shares of common stock held by any executive officer or director of the registrant (including all shares beneficially owned by the Johnson Family, as defined herein) have been excluded from this computation because such persons may be deemed to be affiliates. This determination of affiliate status is not a conclusive determination for other purposes.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2018 Annual Meeting of the Shareholders of the Registrant are incorporated by reference into Part III of this report.

As used in this report, the terms "we," "us," "our," "Johnson Outdoors" and the "Company" mean Johnson Outdoors Inc. and its subsidiaries collectively, unless the context indicates another meaning.

TABLE OF CONTENTS

Forward Looking Statements

Certain matters discussed in this Form 10-K are “forward-looking statements,” and the Company intends these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and is including this statement for purposes of those safe harbor provisions. These statements may be identified by the use of forward-looking words or phrases such as “anticipate,” “believe,” “confident,” “could,” “expect,” “intend,” “may,” “planned,” “potential,” “should,” “will,” “would” or the negative of those terms or other words of similar meaning. Similarly, statements that describe the Company’s future plans, objectives or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties which could cause actual results or outcomes to differ materially from those currently anticipated.

Factors that could affect actual results or outcomes include the matters described under the caption “Risk Factors” in Item 1A of this report and the following: changes in economic conditions, consumer confidence levels and discretionary spending patterns in key markets; the Company’s success in implementing its strategic plan, including its targeted sales growth platforms, innovation focus and its increasing digital presence; litigation costs related to actions of and disputes with third parties, including competitors; the Company’s continued success in working capital management and cost-structure reductions; the Company’s success in integrating strategic acquisitions; the risk of future writedowns of goodwill or other long-lived assets; the ability of the Company's customers to meet payment obligations; movements in foreign currencies, interest rates or commodity costs; fluctuations in the prices of raw materials or the availability of raw materials or components used by the Company; any disruptions in the Company's supply chain as a result of material fluctuations in the Company's order volumes and requirements for raw materials and other components necessary to manufacture and produce the Company's products; the success of the Company’s suppliers and customers and the impact of any consolidation in the industries of the Company's suppliers and customers; the ability of the Company to deploy its capital successfully; unanticipated outcomes related to outsourcing certain manufacturing processes; unanticipated outcomes related to litigation matters; and adverse weather conditions. Shareholders, potential investors and other readers are urged to consider these factors in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included herein are only made as of the date of this filing. The Company assumes no obligation, and disclaims any obligation, to update such forward-looking statements to reflect subsequent events or circumstances.

Trademarks

We have registered the following trademarks, which may be used in this report: Minn Kota®, Cannon®, Humminbird®, Eureka!®, Jetboil®, Old Town®, Ocean Kayak™, Carlisle® and SCUBAPRO®.

PART I
ITEM 1. BUSINESS

Johnson Outdoors is a leading global manufacturer and marketer of branded seasonal, outdoor recreation products used primarily for fishing from a boat, diving, paddling, hiking and camping. The Company's portfolio of well-known consumer brands has attained leading market positions due to continuous innovation, marketing excellence, product performance and quality. Company values and culture support innovation in all areas, promoting and leveraging best practices and synergies within and across its subsidiaries to advance the Company's strategic vision set by executive management and approved by the Board of Directors. The Company is controlled by Helen P. Johnson-Leipold (Chairman and Chief Executive Officer), members of her family and related entities.

The Company was incorporated in Wisconsin in 1987 as successor to various businesses.

Fishing

The Company's Fishing segment key brands are: **Minn Kota** battery-powered motors for quiet trolling or primary propulsion, marine battery chargers and shallow water anchors; **Humminbird** sonar and GPS equipment for fishfinding, navigation and marine cartography; and **Cannon** downriggers for controlled-depth fishing. Minn Kota trolling motors, Cannon downriggers and Talon shallow water anchors are designed and manufactured primarily at the Company's Mankato, Minnesota facility. Humminbird sonar and GPS equipment are designed and manufactured in Eufaula, Alabama and Alpharetta, Georgia.

Fishing brands and related accessories are sold across the globe, with the majority of sales coming from North America through large outdoor specialty retailers, such as Bass Pro Shops and Cabela's; large retail store chains; marine products distributors; original equipment manufacturers (OEM) of boat brands such as Tracker, Skeeter and Ranger; and internet retailers and distributors. Markets outside of North America are accessed through a network of international distributors.

Fishing has achieved market share gains by focusing on product innovation, quality products and effective marketing. Such consumer marketing and promotion activities include: product placements on fishing-related television shows; print advertising and editorial coverage in outdoor, general interest and sport magazines; professional angler and tournament sponsorships; packaging and point-of-purchase materials and offers to increase consumer appeal and sales; the Minn Kota, Humminbird and Cannon brand websites; social media networks; and online promotions.

Camping

The Company's Camping segment key brands are: **Eureka!** consumer, commercial and military tents and accessories, sleeping bags, camping furniture and stoves and other recreational camping products; and **Jetboil** portable outdoor cooking systems.

Eureka! consumer tents, sleeping bags, camping furniture, camping stoves and other recreational camping products are mid- to high-price range products sold in the U.S. and Canada through independent sales representatives, primarily to camping and backpacking specialty stores, sporting goods stores, internet retailers and direct to consumer via the **Eureka!** brand website. Marketing of the Company's tents, sleeping bags and other recreational camping products is focused on building the **Eureka!** brand name and establishing the Company as a leader in tent design and innovation. The Company's consumer camping tents and sleeping bags are produced by third party manufacturing sources in Asia. **Eureka!** camping products are sold under license in Japan, Australia and Europe. Consumer marketing and promotion activities include: digital marketing and social media networks; print advertising and editorial coverage in general outdoor magazines.

Eureka! commercial tents include party tents and accessories, sold primarily to general rental stores, and other commercial tents and accessories sold directly to tent erectors. The Company's commercial tent products range from 10'x10' canopies to 120' wide pole tents and other large scale frame structures and are primarily manufactured by the Company at the Company's Binghamton, New York location.

Eureka! also designs and manufactures large, heavy-duty tents and lightweight backpacking tents primarily for the U.S. military at its Binghamton, New York location. Tents produced for military use in the last twelve months include modular general purpose tents, rapid deployment shelters and various lightweight one and two person tents. The Company manufactures military tent accessories like fabric floors and insulated thermal liners and is also a subcontract manufacturer for other providers of military tents.

Jetboil portable outdoor cooking systems are sold in the U.S. and Canada through independent sales representatives, primarily to camping and backpacking specialty stores, sporting goods stores, internet retailers, and direct to consumer via the **Jetboil** brand website. Marketing of **Jetboil** systems is focused on building brand awareness and leadership in product features and innovation. **Jetboil** products are produced at both the Company's operating location in Manchester, New Hampshire and by third party manufacturing sources in Asia. **Jetboil** products are sold in approximately 30 countries around the world. Markets outside of North America are accessed through a network of international distributors.

During fiscal 2017, the Company agreed to sell its Silva North America trademark rights to Silva Sweden AB.

Watercraft Recreation

The Company's Watercraft Recreation segment designs and markets canoes and kayaks, including pedal-driven and Minn Kota motor-driven kayaks, under the **Ocean Kayaks** and **Old Town** brand names for family recreation, touring, angling and tripping. These brands are manufactured at the Company's facility in Old Town, Maine.

The Company uses a rotational molding process for manufacturing mid- to high-end polyethylene kayaks and canoes and uses a thermoform molding process in the manufacturing of lower priced models at its facility in Old Town, Maine.

Watercraft Recreation accessory brands, including **Carlisle** branded paddles, are produced primarily by third party sources located in North America and Asia.

The Company has implemented a plan to market its high performance sea touring kayaks and personal flotation devices under the Old Town brand.

The Company's kayaks, canoes and accessories are sold through multiple channels in the U.S., Europe and the Pacific Basin with an emphasis on independent specialty retailers and large outdoor retailers such as REI, L.L. Bean, Academy and Cabela's. The Company has a network of distributors who sell Company products outside of North America.

The Company's Watercraft Recreation business competes in the mid- to high-end of the product category by introducing product innovations, creating quality products and by focusing on the product-specific needs of each marketing channel. Consumer marketing and promotion activities include: digital marketing and social media networks; print advertising and editorial coverage in outdoor, general interest and sport magazines; and direct marketing.

Diving

The Company manufactures and markets underwater diving products for recreational divers, which it sells and distributes under the **SCUBAPRO** brand name.

The Company markets a complete line of underwater diving and snorkeling equipment, including regulators, buoyancy compensators, dive computers and gauges, wetsuits, masks, fins, snorkels and accessories. **SCUBAPRO** diving equipment is marketed to the premium segment and high performance technical diving market. Products are sold via select distribution to independent specialty dive stores worldwide. These specialty dive stores sell the Company's products over the counter as well as through their own websites. In addition, they generally provide a wide range of services to divers, including regular maintenance, product repair, diving education and travel programs. The Company also sells diving gear direct to consumers via the SCUBAPRO website and to dive training centers, resorts, public safety units and armed forces around the world.

The Company's consumer communication focuses on building brand awareness and highlighting exclusive product features and consumer benefits of its product lines. The Company's communication and distribution strategies reinforce the **SCUBAPRO** brand's position as the industry's quality and innovation leader. The Company markets its equipment in diving magazines, via websites, through social media and through information and displays in dive specialty stores.

The Company manufactures regulators, dive computers, gauges, and instruments at its Italian and Indonesian facilities. The Company sources buoyancy compensators, neoprene goods, plastic products, proprietary materials, and other components from third parties.

Financial Information for Business Segments

As noted above, the Company has four reportable business segments. See Note 12 to the consolidated financial statements included elsewhere in this report for financial information concerning each business segment.

International Operations

See Note 12 to the consolidated financial statements included elsewhere in this report for financial information regarding the Company's domestic and international operations. See Note 1, subheading "Foreign Operations and Related Derivative Financial Instruments," to the consolidated financial statements included elsewhere in this report, along with the information under "Risk Factors" below, for information regarding risks related to the Company's foreign operations.

Research and Development

The Company commits significant resources to new product research and development in each of its business segments. Fishing conducts its product research, design, engineering and software development activities at its locations in Mankato and Little Falls, Minnesota; Alpharetta, Georgia; Toronto, Canada; and Eufaula, Alabama. Diving maintains research and development facilities in Zurich, Switzerland and Casarza Ligure, Italy. Research and development activities for Watercraft Recreation are performed in Old Town, Maine. Product research, design and innovation for Camping products are conducted at the Company's Binghamton, New York and Manchester, New Hampshire locations.

The Company expenses research and development costs as incurred, except for software development for new electronics products and bathymetry data collection and processing. These costs are capitalized once technological feasibility is established and then amortized over the expected useful life of the software or database. The amounts expensed by the Company in connection with research and development activities for each of the last three fiscal years are set forth in the Company's Consolidated Statements of Operations included elsewhere in this report.

Industry and Competitive Environment

The Company believes its products compete favorably on the basis of product innovation, product performance and marketing support and, to a lesser extent, price.

Fishing: Minn Kota's main competitors in the electric trolling motors business are Motor Guide®, owned by Brunswick Corporation, and private label branded motors sourced primarily from manufacturers in Asia. Competition in this business is focused on technological innovation, product quality and durability as well as product benefits and features for fishing.

The primary competitors in the marine battery charging business are Dual Pro™ and various Pro Mariner™ products. Competition in this business is based on charging time, reliability and battery protection. The primary competitor in shallow water anchors is Power Pole®. Competition in this business is based on secure positioning, speed of deployment and quiet operation.

Humminbird's main competitors in the market for on-boat electronics are Garmin™, Lowrance™, Simrad and Raymarine®. Competition in this business is primarily focused on the quality of sonar imaging and display, easy to use graphical interfaces as well as the integration of mapping and GPS technology. Humminbird products contain marine cartography features. Competitors offering marine cartography products include Navionics® and C-Map. Competition in this business focuses primarily on quality of data and quantity of available charts for inland lakes and ocean shoreline.

Cannon's main competitors in the downrigger market are Big Jon Sports®, Walker and Scotty®. Competition in this business primarily focuses on ease of operation, speed and durability.

Camping: The Company's Camping brands and products compete in the sporting goods and specialty segments of the Camping market. Competitive brands with a strong position in the sporting goods channel include Coleman® and private label brands. The Company also competes with specialty companies such as Kelty®, The North Face®, Marmot® and Big Agnes® on the basis of materials and innovative designs for consumers who want performance products priced at a value.

The Company's portable outdoor cooking systems compete in the specialty and higher end performance backpacking and camping markets. The primary competitor in portable outdoor cooking systems is MSR®. Competition in this market is based on product size and weight, ease of use, reliability and performance.

The Company's competitors in the commercial tent market include Anchor Industries® and Aztec Tents for tension, frame and canopy tents. Competition in the commercial tent business is based on price, quality, structure, styling, ease of installation and technical support.

The Company sells military tents via third party distributors who hold supply contracts primarily with the U.S. Government, as well as to international governments. Such supply contracts can be for commercial off-the-shelf products in addition to products required to be built to unique specifications. Competitors in the military tent business include HDT®, Alaska Structures®, Camel, Outdoor Venture, and Diamond Brand.

Watercraft Recreation: The Company primarily competes in this segment in the kayak and canoe product categories of the paddlesports market. The Company's main competitors in this market are Confluence Outdoor, Hobie Cat®, Wenonah Canoe, Jackson Kayak and Legacy Paddlesports™, each of which competes on the basis of their product's design, performance, quality and price.

Diving: The main competitors in the Diving segment include Aqua Lung®, Suunto®, Atomic Aquatics, Oceanic, Cressi and Mares®. Competitive advantage in the life support product category of this segment, which consists of regulators, dive computers, and buoyancy compensators, is a function of product innovation, performance, quality and safety. Competition in the general diving product category of fins, masks, snorkels and wetsuits is characterized by low barriers to entry and numerous competitors who compete on the basis of product innovation, performance, quality and price.

Backlog

Unfilled orders for future delivery of products totaled approximately $72 million at September 29, 2017. For the majority of its products, the Company's businesses do not receive significant orders in advance of expected shipment dates.

Employees

At September 29, 2017, the Company had approximately 1,100 regular, full-time employees. The Company considers its employee relations to be excellent. Temporary employees are utilized primarily to manage peaks in the seasonal manufacturing of products.

Patents, Trademarks and Proprietary Rights

The Company holds patents for various of the products it sells and regularly files applications for patents. The Company has numerous trademarks and trade names which it considers important to its business, many of which are noted in this report. Historically, the Company has vigorously defended its intellectual property rights and expects to continue to do so.

Supply Chain and Sourcing of Materials

The Company manufactures some products that use parts or materials that, due to geographical distance, limited supplier capacity or availability or competing demands for such parts or materials, are only available in a cost effective manner from a single vendor or require the Company to place orders several months in advance of required delivery.

The Company attempts to mitigate product availability and these supply chain risks when possible through the purchase of safety stock, use of forecast-based supply contracts, and, to a lesser extent, with just in time inventory deliveries or supplier-owned inventory located close to the Company’s manufacturing locations. The Company strives to balance the businesses’ need to maintain adequate inventory levels with the cost of holding such inventory by manufacturing to forecast for high volume products, utilizing build-to-order strategies wherever possible, and by having contract-manufactured products delivered to customers directly from the supplier. The Company also seeks to manage its inventory through on-going product design and logistical initiatives with its suppliers to reduce lead times.

As most military contracts require utilization of domestic suppliers, the Company is limited to key vendors for materials used in its military tent business.

Seasonality

The Company’s products are warm-weather, outdoor recreation-related, which results in seasonal variations in sales and profitability. This seasonal variability is due to customers’ increasing their inventories in the quarters ending March and June, the primary selling season for the Company’s outdoor recreation products, with lower inventory volumes during the quarters ending September and December. The Company mitigates the seasonality of its businesses somewhat by encouraging customers to purchase and take delivery of products more evenly through the year. The following table shows, for the past three fiscal years, the total net sales and operating profit or loss of the Company for each quarter, as a percentage of the total year.

	Fiscal Year					
	2017		2016		2015	
Quarter Ended	Net Sales	Operating Profit	Net Sales	Operating Profit	Net Sales	Operating Profit
December	19%	1%	20%	(4)%	16%	(41)%
March	30%	45%	31%	66%	31%	43%
June	32%	54%	32%	59%	33%	92%
September	19%	0%	17%	(21)%	20%	6%
	100%	100%	100%	100%	100%	100%

Environment and Climate Change

The Company is subject to various supranational, federal, state and local environmental laws, ordinances, regulations, and other requirements of governmental authorities. We believe we comply with such laws and regulations. Expenditures on environmental compliance have not had, and we believe in the future, are not expected to have, a material effect on the Company's capital expenditures, earnings or competitive position. We do not believe that any direct or indirect consequences of legislation related to climate change will have a material effect on our operating costs, facilities or products.

Available Information

The Company maintains a website at www.johnsonoutdoors.com. On its website, the Company makes available, free of charge, its Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, as soon as reasonably practical after the reports have been electronically filed or furnished to the Securities and Exchange Commission. In addition, the Company makes available on its website, free of charge, its (a) proxy statement for its annual meeting of shareholders; (b) Code of Business Conduct; (c) Code of Ethics for its Chief Executive Officer and Senior Financial and Accounting Officers; and (d) the charters for the following committees of the Board of Directors: Audit; Compensation; Executive; and Nominating and Corporate Governance. Except as specifically provided herein, the Company is not including the information contained on or available through its website as a part of, or incorporating such information by reference into, this Annual Report on Form 10-K. This report includes all material information about the Company that is included on the Company's website and is otherwise required to be included in this report. Copies of any materials the Company files with the Securities and Exchange Commission (SEC) can also be obtained free of charge through the SEC's website at www.sec.gov. The SEC's Public Reference Room can be contacted at 100 F Street, N.E., Washington, D.C. 20549, or by calling 1 (800) 732-0330.

ITEM 1A. RISK FACTORS

The risks described below are not the only risks we face. Additional risks that we do not yet know of or that we currently think are immaterial may also impair our future business operations. If any of the events or circumstances described in the following risks actually occur, our business, financial condition or results of operations could be materially adversely affected. In such cases, the trading price of our common stock could decline.

Our net sales and profitability depend on our ability to continue to conceive, design and market products that appeal to our consumers.

Our business depends on our ability to continue to conceive, design, manufacture and market new products and upon continued market acceptance of our product offering. Rapidly changing consumer preferences and trends make it difficult to predict how long consumer demand for our existing products will continue or what new products will be successful. A decline in consumer demand for our products, our failure to develop new products on a timely basis in anticipation of changing consumer preferences or the failure of our new products to achieve and sustain consumer acceptance could reduce our net sales and profitability.

Competition, consolidation and financial distress in our markets could reduce our net sales, profitability and cash flows.

We operate in highly competitive markets. We compete with several large domestic and foreign companies such as Brunswick, Navico, Garmin, Confluence Outdoor and Aqua Lung International, with private label products sold by many of our retail customers and with other producers of outdoor recreation products. Some of our competitors have longer operating histories, stronger brand recognition and greater financial, technical, marketing and other resources than us. In addition, we may face competition from new participants in our markets because some of the outdoor recreation product industries have limited barriers to entry. We experience price competition for our products, and competition for shelf space at retailers, all of which may increase in the future. Consolidation of our retail markets, such as the recently announced combination of two outdoor sporting goods retailers who are each customers of the Company, could result in fewer but larger retail customers, which may further result in lower selling prices or reduced sales volumes of our products. Further, financial distress or bankruptcies in our retail markets could negatively impact our operating results and cash flows. If we cannot compete in our product markets successfully in the future, our net sales, profitability and cash flows will likely decline.

General economic conditions affect the Company’s results.

Our revenues are affected by economic conditions and consumer confidence worldwide, but especially in the United States and Europe. In times of economic uncertainty, consumers tend to defer expenditures for discretionary items, which affects demand for our products. Moreover, our businesses are cyclical in nature, and their success is impacted by general economic conditions and specific economic conditions affecting the regions and markets we serve, the overall level of consumer confidence in the economy and discretionary income levels. Any substantial deterioration in general economic conditions that diminishes consumer confidence or discretionary income can reduce our sales and adversely affect our financial results. Moreover, declining economic conditions create the potential for future impairments of goodwill and other intangible and long-lived assets that may negatively impact our financial condition and results of operations. The impact of weak consumer credit markets, corporate restructurings, layoffs, prolonged high unemployment rates, declines in the value of investments and residential real estate, higher fuel prices and increases in federal and state taxation all can negatively affect our operating results.

Intellectual property disputes relating to our products could increase our costs.

Our industry is susceptible to litigation regarding patent infringement and infringement of other intellectual property rights. We could be either a plaintiff or a defendant in trademark, patent and/or other intellectual property infringement or misappropriation claims and claims of breach of license from time to time. The prosecution or defense of any intellectual property litigation is both costly and disruptive of the time and resources of our management and product development teams, even if the claim or defense against us is without merit. The scope of any patent or other intellectual property to which we have or may obtain rights also may not prevent others from developing and selling competing products. The validity and breadth of claims covered in patents and other intellectual property involve complex legal and factual questions, and the resolution of such claims may be highly uncertain, lengthy and expensive. In addition, our patents or other intellectual property may be held invalid upon challenge, or others may claim that we have improperly or invalidly sought patent or other intellectual property protection for our technology, thus exposing us to direct or counter claims in any patent or intellectual property proceeding. We could also be required to pay substantial damages or settlement costs to resolve intellectual property litigation. Furthermore, we may rely on trade secret law to protect technologies and proprietary information that we cannot or have chosen not to patent. Trade secrets, however, are difficult to protect. Although we attempt to maintain protection through confidentiality agreements with necessary personnel, contractors and consultants, we cannot guarantee that such contracts will not be breached. In the event of a breach of a confidentiality agreement or the divulgence of proprietary information, we may not have adequate legal remedies to maintain our trade secret protection. Litigation to determine the scope of intellectual property rights, even if ultimately successful, could be costly and could divert management’s attention away from the Company’s business. Any of these negative events could adversely affect our profitability or operating results.

Product recalls and other claims could affect our financial position and results of operations.

As a manufacturer and distributor of consumer products, we could be required to repurchase or recall one or more of our products if they are found to be unsafe or defective. A repurchase or recall of our products could be costly to us and could damage the reputation of our brands. If we were required to remove, or we voluntarily removed, our products from the market, our reputation could be tarnished and we might have large quantities of finished products that we could not sell. As a result, product recalls could have a material adverse effect on our business, results of operations and financial condition.

Impairment charges could impact our future financial position and results of operations.

We test our goodwill, other indefinite-lived intangible assets and other long-lived assets for impairment on an annual basis or when an event occurs that might reduce the fair value of the reporting unit or applicable asset or group of assets below its carrying value. Various uncertainties, including significant adverse changes in business climate, adverse actions by regulators, unanticipated competition, loss of key customers, a downturn in the economy or in discretionary income levels or changes in consumer preferences could impact the expected cash flows to be generated by an asset or group of assets, and may result in an impairment of those assets. Although any such impairment charge would be a non-cash expense, any impairment of our assets could materially increase our expenses and reduce our profitability. We recorded impairment charges totaling $6,197 in the fiscal year ended September 30, 2016.

Sales of our products are seasonal, which causes our operating results to vary from quarter to quarter.

Sales of our products are seasonal. Historically, our net sales and profitability have peaked in our second and third fiscal quarters due to the buying patterns of our customers for our products. Seasonal variations in operating results may also cause us to increase our debt levels and interest expense primarily in the second and third fiscal quarters as we fund our working capital requirements.

The trading price of shares of our common stock fluctuates and investors in our common stock may experience substantial losses.

The trading price of our common stock has been volatile and may continue to be volatile in the future. The trading price of our common stock could decline or fluctuate in response to a variety of factors, including:

- the timing of our announcements or those of our competitors concerning significant product developments, acquisitions or financial performance;
- fluctuation in our quarterly operating results;
- substantial sales of our common stock;
- general stock market conditions; or
- other economic or external factors.

You may be unable to sell your stock at or above your purchase price.

A limited number of our shareholders can exert significant influence over the Company.

As of October 30, 2017 Helen P. Johnson-Leipold, members of her family and related entities (hereinafter the Johnson Family), held approximately 77% of the voting power of both classes of our common stock taken as a whole. This voting power would permit these shareholders, if they chose to act together, to exert significant influence over the outcome of shareholder votes, including votes concerning the election of directors, by-law amendments, possible mergers, corporate control contests and other significant corporate transactions. Moreover, certain members of the Johnson Family have entered into a voting trust agreement covering approximately 96% of our outstanding class B common shares. This voting trust agreement permits these shareholders, if they continue to choose to act together, to exert significant influence over the outcome of shareholder votes, including votes concerning the election of directors, by-law amendments, possible mergers, corporate control contests and other significant corporate transactions.

We may experience difficulties in integrating strategic acquisitions.

We have, as part of our strategy, historically pursued strategic acquisitions. The pursuit of future growth through acquisitions, involves significant risks that could have a material adverse effect on our business. Risks associated with integrating strategic acquisitions include:

- the acquired business may experience losses which could adversely affect our profitability;

- unanticipated costs relating to the integration of acquired businesses may increase our expenses and reduce our profitability;
- the possible failure to obtain any necessary consents to the transfer of licenses or other material agreements of the acquired company;
- the possible failure to maintain customer, licensor and other relationships of the acquired company after the closing of the transaction with the acquired company;
- difficulties in achieving planned cost savings and synergies may increase our expenses;
- diversion of our management's attention could impair their ability to effectively manage our other business operations;
- unanticipated management or operational problems or liabilities may adversely affect our profitability and financial condition; and/or
- breaches of the representations or warranties or other violations of the contractual obligations required by the acquisition agreement of other parties to the acquisition transaction and any contractual remedies related thereto may not adequately protect or compensate us.

We are dependent upon certain key members of management.

Our success will depend to a significant degree on the abilities and efforts of our senior management. Moreover, our success depends on our ability to attract, retain and motivate qualified management, marketing, technical and sales personnel. These people are in high demand and often have competing employment opportunities. The labor market for skilled employees is highly competitive and we may lose key employees or be forced to increase their compensation to retain these people. Employee turnover could significantly increase our recruitment, training and other related employee costs. The loss of key personnel, or the failure to attract qualified personnel, could have a material adverse effect on our business, financial condition or results of operations.

Sources of and fluctuations in market prices of raw materials can affect our operating results.

The primary raw materials we use in manufacturing our products are metals, resins and packaging materials. These materials are generally available from a number of suppliers, but we have chosen to concentrate our sourcing with a limited number of vendors for each commodity or purchased component. We believe our sources of raw materials are reliable and adequate for our needs. However, the development of future sourcing issues related to the availability of these materials as well as significant fluctuations in the market prices of these materials may have an adverse effect on our financial results.

Our profitability is also affected by significant fluctuations in the prices of the raw materials we use in our products, including the effect of fluctuations in foreign currency exchange rates on raw materials and purchased components. We may not be able to pass along any price increases in our raw materials or other component costs to our customers. As a result, an increase in the cost of raw materials, labor or other costs associated with the manufacturing of our products could increase our costs of sales and reduce our gross margins.

Financial distress in supply chain and shortage of raw materials or components of supply.

Deteriorating industry conditions can adversely affect our supply base. Lower production levels at our major suppliers and volatility in certain raw material and energy costs may result in severe financial distress among many companies within our supply base. Financial distress within our supply base and/or our suppliers' inability to obtain credit from lending institutions could lead to commercial disputes and possible supply chain interruptions to our business. In addition, potential adverse industry conditions may require us to provide financial assistance or other measures to ensure uninterrupted production of key components or materials used in the production of our products which could have a material adverse effect on our existing and future revenues and net income.

Additionally, in the event of catastrophic acts of nature such as fires, tsunamis, hurricanes and earthquakes or a rapid increase in production demands, either we, or our suppliers may experience supply shortages of raw materials or components. This could be caused by a number of factors, including a lack of production line capacity or manpower or working capital constraints. In order to manage and reduce the costs of purchased goods and services, we, and others within our industry have been rationalizing and consolidating our supply base. As a result, there is greater dependence on fewer sources of supply for certain components and materials used in our products, which could increase the possibility of a supply shortage of any particular component. If we or one of our own suppliers experience a supply shortage, we may become unable to produce the affected products if we cannot procure the components from another source. Such production interruptions could impede a ramp-up in production and could have a material adverse effect on our business, results of operations and financial condition.

We consider the production capacities and financial condition of suppliers in our selection process, and expect that they will meet our delivery requirements. However, there can be no assurance that strong demand, capacity limitations, shortages of raw materials, labor disputes or other problems will not result in any shortages or delays in the supply of components to us.

Currency exchange rate fluctuations could adversely affect the Company's results.

We have significant foreign operations, for which the functional currencies are denominated primarily in euros, Swiss francs, Hong Kong dollars and Canadian dollars. As the values of the currencies of the foreign countries in which we have operations increase or decrease relative to the U.S. dollar, the sales, expenses, profits, losses, assets and liabilities of our foreign operations, as reported in our consolidated financial statements, increase or decrease, accordingly. Approximately 17% of our revenues for the year ended September 29, 2017 were denominated in currencies other than the U.S. dollar. Approximately 7% were denominated in euros and approximately 6% were denominated in Canadian dollars with the remaining 4% denominated in various other foreign currencies. We may mitigate a portion of the impact of fluctuations in certain foreign currencies on our operations through the purchase of foreign currency swaps, forward contracts and options to hedge known commitments denominated in foreign currencies or to reduce the risk of changes in foreign currency exchange rates on foreign currency borrowings.

Because we rely on foreign suppliers and we sell products in foreign markets, we are susceptible to numerous international business risks that could increase our costs or disrupt the supply of our products.

Our international operations subject us to risks, including:

- economic and political instability;
- restrictive actions by foreign governments;
- opportunity costs and reputational damage related to the presence of counterfeit versions of the Company's products in such foreign markets;
- greater difficulty enforcing intellectual property rights and weaker laws protecting intellectual property rights;
- changes in import duties or import or export restrictions;
- timely shipping of product and unloading of product, including the timely rail/truck delivery to our warehouses and/or a customer's warehouse of our products;
- complications in complying with the laws and policies of the United States affecting the importation of goods, including duties, quotas and taxes;
- required compliance with U.S. laws that impact the Company's operations in foreign jurisdictions that do not impact local operating companies; and
- complications in complying with trade and foreign tax laws.

Any of these risks, including the cost of compliance with trade and foreign tax laws, could disrupt the supply of our products or increase our expenses. In particular, the uncertainty regarding the ability of certain European countries to continue to service their sovereign debt obligations and the related financial restructuring efforts by European governments, as well as the decision of the United Kingdom to withdraw from the European Union, may cause the value of several European currencies, including the euro, to fluctuate, which may adversely affect our non-U.S. dollar sales and earnings. As we have manufacturing operations in Italy, a significant disruption of the political or financial systems there could put these manufacturing operations at risk, which could ultimately adversely affect our profitability or operating results.

We may be subject to disruptions or failures in our information technology systems and network infrastructures that could have a material adverse effect on our business.

We rely on the efficient and uninterrupted operation of complex information technology systems and network infrastructures to operate our business. We also hold data in various company-owned and third party data center facilities upon which our business depends. A disruption, infiltration or failure of these information technology systems or any of these data centers as a result of software or hardware malfunctions, system implementations or upgrades, computer viruses, third-party security breaches, employee error, theft or misuse, malfeasance, power disruptions, natural disasters or accidents could cause breaches of data security, loss of intellectual property and critical data and the release and misappropriation of sensitive competitive information. Any of these events could result in the loss of key information, impair our production and supply chain processes, harm our competitive position, damage our reputation with customers, cause us to incur significant costs to remedy any damages and ultimately materially and adversely affect our business, results of operations and financial condition. While we have implemented a number of protective measures, such measures may not be adequate or implemented properly to prevent or fully address the adverse effect of such events.

Our failure to adequately protect personal information could have a material adverse effect on our business.

A wide variety of local, state, national, and international laws, directives and regulations apply to the collection, use, retention, protection, disclosure, transfer, and other processing of personal data. These data protection and privacy-related laws and regulations continue to evolve and may result in ever-increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions and increased costs of compliance. Certain safe-harbor exemptions upon which the Company relies for data transfers have been challenged and may no longer be available to us in the future. Our failure to comply with applicable laws and regulations, or to protect such data, could result in enforcement actions against us, including fines, imprisonment of company officials and public censure, claims for damages by end-customers and other affected individuals, damage to our reputation and loss of goodwill (both in relation to existing end-customers and prospective end-customers), any of which could have a material adverse effect on our operations, financial performance, and business. Changing definitions of personal data and personal information, within the European Union, the United States, and elsewhere may limit or inhibit our ability to operate or expand our business, including limiting strategic partnerships that may involve the sharing of data. The evolving data protection regulatory environment may require significant management attention and financial resources to analyze and modify our information technology infrastructure to meet these changing requirements all of which could reduce our operating margins and impact our operating results and financial condition.

Future terror attacks, war, natural disasters or other catastrophic events beyond our control could negatively impact our business.

Terror attacks, war or other civil disturbances, natural disasters and other catastrophic events could lead to economic instability and decreased demand for our products, which could negatively impact our business, financial condition, results of operations and cash flows. In the past, terrorist attacks have caused instability in global financial markets and the industries in which we compete and have negatively affected spending on consumer discretionary products. In addition, our facilities are located throughout the world and could be subject to damage from terrorism incidents or from fires, floods, earthquakes or other natural or man-made disasters. Terrorist incidents could also lead to increased border security which could in turn negatively impact our global supply chain by causing shipping delays or shortages in key materials or components, increasing the cost of such goods or requiring us to keep greater inventories, any of which may adversely impact our business, results of operations, financial condition or cash flows.

The inability to successfully defend claims asserted by taxing authorities could adversely affect our financial condition, results of operations and cash flows.

We conduct business in many countries, which requires us to interpret the income tax laws and rulings in each of those taxing jurisdictions. Due to the subjectivity of tax laws in or between those jurisdictions, as well as the subjectivity of factual interpretations, our estimates of income tax liabilities may differ from actual payments or assessments. Claims from taxing authorities related to these differences could have an adverse impact on our financial condition, results of operations and cash flows.

The effective tax rate of the Company may be negatively impacted by future changes to tax laws in global jurisdictions in which we operate.

Changes in tax laws or tax rulings could have a material impact on our effective tax rate. Certain changes to U.S. tax laws, including limitations on the ability to defer U.S. taxation on earnings outside of the United States until those earnings are repatriated to the United States, could affect the tax treatment of our foreign earnings. Additionally, many countries in the European Union, as well as a number of other countries and organizations such as the Organization for Economic Cooperation and Development, are actively considering changes to existing tax laws. Certain proposals could include recommendations that could increase our tax obligations in many countries where we do business. Any changes in the taxation of our activities in such jurisdictions may result in a material increase in our effective tax rate.

We are subject to environmental, safety and human rights regulations.

We are subject to supranational, federal, state, local and foreign laws and other legal requirements related to the generation, storage, transport, treatment and disposal of materials as a result of our manufacturing and assembly operations. These laws include the Resource Conservation and Recovery Act (as amended), the Clean Air Act (as amended) and the Comprehensive Environmental Response, Compensation and Liability Act (as amended). Risk of environmental liability and changes associated with maintaining compliance with environmental laws is inherent in the nature of our business and there is no assurance that material liabilities or changes would not arise.

The Company is also subject to the requirement of Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and SEC rules related thereto to conduct due diligence and disclose and report on whether certain minerals and metals, known as “conflict minerals,” are contained in the Company’s products and whether they originate from the Democratic Republic of Congo (“DRC”) and adjoining countries. We may face reputational challenges if we determine that certain of our products contain minerals not determined to be conflict free or if we are unable to sufficiently verify the origins of all conflict minerals used in our products through the procedures we implement.

We rely on our credit facilities to provide us with sufficient working capital to operate our business.

Historically, we have relied upon our existing credit facilities to provide us with adequate working capital to operate our business. If our lenders reduce or terminate our access to amounts under our credit facilities, we may not have sufficient capital to fund our working capital needs and/or we may need to secure additional capital or financing to fund our working capital requirements or to repay outstanding debt under our credit facilities. We can make no assurance that we will be successful in ensuring our availability of amounts under our credit facilities or in connection with raising additional capital and that any amount, if raised, will be sufficient to meet our cash flow requirements. If we are not able to maintain our borrowing availability under our credit facilities and/or raise additional capital when needed, we may be forced to sharply curtail our efforts to manufacture and promote the sale of our products or to curtail our operations. Ultimately, we may be forced to cease operations.

Our debt covenants may limit our ability to complete acquisitions, incur debt, make investments, sell assets, merge or complete other significant transactions.

Our credit facilities and certain other of our debt instruments include limitations on a number of our activities in the event of a default, and in some cases regardless of whether a default has occurred, including our ability to:

- incur additional debt;
- create liens on our assets or make guarantees;
- make certain investments or loans;
- pay dividends; or
- dispose of or sell assets, make acquisitions above certain amounts or enter into a merger or similar transaction.

The restrictive covenants in our credit facilities may limit our ability to engage in acts that may be in our best long term interests. A breach of any of the restrictive covenants in our credit facilities could result in a default under these facilities. If a default occurs, the lenders under our credit facilities may elect to declare all outstanding borrowings, together with accrued interest, to be immediately due and payable, to terminate any commitments they have to provide further borrowings and to exercise any other rights they have under the facilities or applicable law.

Our shares of common stock are thinly traded and our stock price may be volatile.

Because our common stock is thinly traded, its market price may fluctuate significantly more than the stock market in general or the stock prices of similar companies, which are exchanged, listed or quoted on NASDAQ. We believe there are approximately 4,810,000 shares of our Class A common stock held by non-affiliates as of October 30, 2017. Thus, our common stock will be less liquid than the stock of companies with broader public ownership, and as a result, the trading price for our shares of common stock may be more volatile. Among other things, trading of a relatively small volume of our common stock may have a greater impact on the trading price for our stock than would be the case if our public float were larger.

Our business is susceptible to adverse weather conditions or events.

Our success is in part affected by adverse weather conditions, including fires, floods, tornadoes, severe cold and other natural disasters. Such events have the tendency to create fluctuations in demand for our products which may impact our borrowing costs, increase our expenses and reduce our profitability. Moreover, our profitability is affected by our ability to successfully manage our inventory levels and demand for our products, which, in part depends upon the efficient operation of our production and delivery systems. These systems are vulnerable to damage or interruption from the aforementioned natural disasters. Such natural disasters could adversely impact our ability to meet delivery requirements of our customers, which may result in our need to incur extra costs to expedite production and delivery of product to meet customer demand. Any of these events could negatively impact our profitability.

ITEM 1A. UNRESOLVED STAFF COMMENTS

Not Applicable

ITEM 2. PROPERTIES

The Company maintains leased and owned manufacturing, warehousing, distribution and office facilities throughout the world. The Company believes that its facilities are well maintained and have capacity adequate to meet its current needs.

See Note 5 to the consolidated financial statements included elsewhere in this report for a discussion of the Company’s lease obligations.

As of September 29, 2017, the Company's principal manufacturing (identified with an asterisk) and other locations are:

Alpharetta, Georgia (Fishing)
Antibes, France (Diving)
Barcelona, Spain (Diving)
Batam, Indonesia* (Diving)
Binghamton, New York* (Camping)
Brussels, Belgium (Diving)
Burlington, Ontario, Canada (Fishing, Camping, Watercraft Recreation)
Casarza Ligure, Italy* (Diving)
Chai Wan, Hong Kong (Diving)
Chatswood, Australia (Diving)
El Cajon, California (Diving)
Eufaula, Alabama* (Fishing)
Little Falls, Minnesota (Fishing)
Manchester, New Hampshire* (Camping)
Mankato, Minnesota* (Fishing)
Mexicali, Mexico* (Fishing)
Old Town, Maine* (Watercraft Recreation)
Toronto, Canada (Fishing)
Wendelstein, Germany (Diving)
Zurich, Switzerland (Diving)

The Company's corporate headquarters is located in a facility in Racine, Wisconsin.

ITEM 3. LEGAL PROCEEDINGS

In the normal course of business, we may be involved in various legal proceedings from time to time. As of the date of the filing of this Report, we are not involved in any litigation involving amounts deemed to be material to the business or financial condition of the Company.

ITEM 4. MINE SAFETY DISCLOSURES

None.

PART II

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

Market Information

Certain information with respect to this item is included in Notes 9 and 10 to the Company's consolidated financial statements included elsewhere in this report. The Company's Class A common stock is traded on the NASDAQ Global Select Market℠ under the symbol: JOUT. There is no public market for the Company's Class B common stock. However, the Class B common stock is convertible at all times at the option of the holder into shares of Class A common stock on a share for share basis. As of October 30, 2017, the Company had approximately 570 holders of record of its Class A common stock and 24 holders of record of its Class B common stock. We believe the number of beneficial owners of our Class A common stock on that date was substantially greater.

A summary of the high and low closing prices for the Company’s Class A common stock during each quarter of the years ended September 29, 2017, September 30, 2016 and October 2, 2015 is as follows:

	First Quarter			Second Quarter			Third Quarter			Fourth Quarter		
	2017	2016	2015	2017	2016	2015	2017	2016	2015	2017	2016	2015
Stock prices:												
High	$ 44.86	$ 24.24	$ 31.74	$ 37.77	$ 22.99	$ 34.66	$ 48.85	$ 26.75	$ 34.86	$ 73.28	$ 36.62	$ 26.95
Low	34.72	21.43	25.60	31.68	19.69	28.35	33.38	20.79	20.43	46.68	26.09	20.50

Dividends

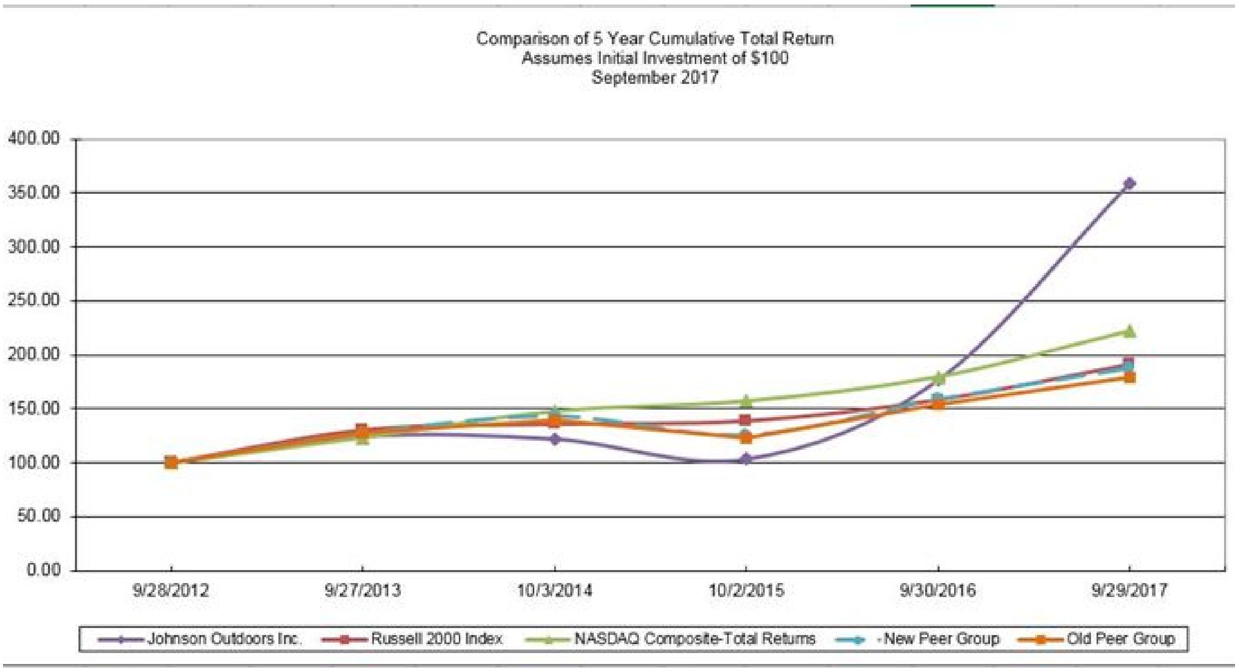
The Company’s Articles of Incorporation provide that no dividend, other than a dividend payable in shares of the Company’s common stock, may be declared or paid upon the Class B common stock unless such dividend is declared or paid upon both classes of common stock. Whenever a dividend (other than a dividend payable in shares of Company common stock) is declared or paid upon any shares of Class B common stock, at the same time there must be declared and paid a dividend on the shares of Class A common stock equal in value to 110% of the amount per share of the dividend declared and paid on the shares of Class B common stock. Whenever a dividend is payable in shares of Company common stock, such dividend must be declared or paid at the same rate on the Class A common stock and the Class B common stock.

Quarterly dividends declared in each of the first three quarters of 2017 were $0.09 per share of Class A common stock and $0.082 per share of Class B common stock. Beginning with the dividend declared on September 28, 2017, the Company increased the dividend to $0.10 per share of Class A common stock and $0.0909 per share of Class B common stock. Total dividends declared in 2017 were $3,657. Cash dividends paid in 2017 totaled $3,559 and dividends payable of $989 were included in current liabilities at September 29, 2017.

While the Board of Directors of the Company presently intends to continue the payment of regular quarterly cash dividends on the Company’s common stock, they monitor and evaluate the Company’s dividend payment practice quarterly and may elect to increase, decrease or not pay a dividend at any time. The Company’s ability to pay dividends could be affected by future business performance, liquidity, capital needs, alternative investment opportunities and compliance with debt covenants in its loan agreements.

Total Shareholder Return

The graph below compares on a market cap weighted cumulative basis the yearly percentage change since September 28, 2012 in the total return (assuming reinvestment of dividends) to shareholders on the Class A common stock with (a) the total return (assuming reinvestment of dividends) on The NASDAQ Stock Market-U.S. Index; (b) the total return (assuming reinvestment of dividends) on the Russell 2000 Index; and (c) the total return (assuming reinvestment of dividends) on a self-constructed peer group index. Since disclosure of the total return graph in the Company's fiscal 2016 Form 10-K Report, the Company updated its peer group index to reflect the removal of Arctic Cat Inc. and to add Malibu Boats Inc. The Company’s new-peer group consists of Black Diamond Inc., Brunswick Corporation, Callaway Golf Company, Escalade Inc., Garmin Ltd., Marine Products Corporation, Malibu Boats Inc. and Nautilus, Inc. The graph assumes $100 was invested on September 28, 2012 in the Company’s Class A common stock, The NASDAQ Stock Market-U.S. Index, the Russell 2000 Index and the new and old peer group indices.



* $100 invested on September 28, 2012 in stock or index, including reinvestment of dividends.
Indices calculated on a mid-month basis.

	9/28/2012	9/27/2013	10/3/2014	10/2/2015	9/30/2016	9/29/2017
Johnson Outdoors Inc.	$ 100.0	$ 124.4	$ 122.0	$ 103.3	$ 176.6	$ 359.3
NASDAQ Composite	100.0	123.1	147.5	156.9	179.3	221.8
Russell 2000 Index	100.0	130.1	135.6	138.5	158.0	190.8
New Peer Group	100.0	127.4	143.0	125.7	158.5	187.4
Old Peer Group	100.0	127.9	140.1	122.8	153.8	179.4

The information in this section titled “Total Shareholder Return” shall not be deemed to be “soliciting material” or “filed” with the Securities and Exchange Commission or subject to Regulation 14A or 14C promulgated by the Securities and Exchange Commission or subject to the liabilities of section 18 of the Securities Exchange Act of 1934, as amended, and this information shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

ITEM 6. SELECTED FINANCIAL DATA

The following table presents selected consolidated financial data, which should be read along with the Company’s consolidated financial statements and the notes to those statements and with “Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in or referred to elsewhere in this report. The operating results for the years ended September 29, 2017, September 30, 2016 and October 2, 2015 and the balance sheet data as of September 29, 2017 and September 30, 2016, are derived from the Company’s audited consolidated financial statements included elsewhere herein. The operating results for the years ended October 3, 2014 and September 27, 2013, and the balance sheet data as of October 2, 2015, October 3, 2014 and September 27, 2013 are derived from the Company’s audited consolidated financial statements which are not included in this report. The historical results are not necessarily indicative of results to be expected for future periods.

(thousands, except per share data)	September 29 2017	September 30 2016	October 2 2015	October 3 2014	September 27 2013
OPERATING RESULTS					
Net sales	$ 490,565	$ 433,727	$ 430,489	$ 425,410	$ 426,461
Gross profit	210,940	176,462	171,733	168,613	171,049
Impairment losses	—	6,197	—	8,475	—
Operating expenses	165,349	147,371	153,880	143,447	145,458
Operating profit	45,591	22,894	17,853	16,691	25,591
Interest expense	757	727	865	788	1,285
Other (income) expense, net	(3,376)	(1,488)	1,235	(1,519)	(354)
Income before income taxes	48,210	23,655	15,753	17,422	24,660
Income tax expense	13,053	10,154	5,137	8,299	5,333
Net income	$ 35,157	$ 13,501	$ 10,616	$ 9,123	$ 19,327
Weighted average common shares - Dilutive	9,920	9,855	9,727	9,635	9,523
Net income per common share - Diluted:					
Class A	$ 3.51	$ 1.34	$ 1.06	$ 0.90	$ 1.95
Class B	3.51	1.34	1.06	0.90	1.95
Dividends declared, per common share*:					
Class A	$ 0.37	$ 0.32	$ 0.31	$ 0.38	$ —
Class B	0.34	0.29	0.28	0.34	—

* There were five quarterly dividends declared in fiscal 2014 and four quarterly dividends declared in fiscal 2015, 2016 and 2017.

(thousands, except per share data)	September 29 2017	September 30 2016	October 2 2015	October 3 2014	September 27 2013
BALANCE SHEET DATA					
Current assets	$ 240,849	$ 201,968	$ 209,370	$ 197,550	$ 188,572
Total assets	353,659	310,279	299,204	288,626	288,350
Current liabilities	84,077	67,654	69,554	60,232	63,372
Long-term debt, less current maturities	—	7,008	7,062	7,431	7,794
Total debt	—	7,389	7,430	7,791	8,333
Shareholders' equity	243,004	207,496	197,968	198,458	197,668

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

Unless otherwise stated, all monetary amounts in this Management’s Discussion and Analysis of Financial Condition and Results of Operations, other than per share amounts, are stated in thousands.

Executive Overview

The Company designs, manufactures and markets high quality recreational products for the outdoor enthusiast. Through a combination of innovative products, strong marketing, a talented and passionate workforce and efficient distribution, the Company seeks to set itself apart from the competition. Its subsidiaries operate as a network that promotes innovation and leverages best practices and synergies, following the strategic vision set by executive management and approved by the Company’s Board of Directors.

Highlights

The Company's fiscal 2017 revenues increased by 13% over the prior year driven primarily by strong performance in the Fishing segment. The Company's Diving segment also rebounded in 2017 posting an 11% increase in sales over 2016. Operating profit nearly doubled in 2017, growing $22,697 over 2016 due primarily to a 19% increase in Fishing net sales as well as the impact of $6,197 of impairment charges related to goodwill in the Diving segment recognized by the Company in the third quarter of fiscal 2016.

Results of Operations

Summary consolidated financial results from continuing operations for the fiscal years presented were as follows:

(thousands, except per share data)	2017	2016	2015
Net sales	$ 490,565	$ 433,727	$ 430,489
Gross profit	210,940	176,462	171,733
Operating expenses	165,349	153,568	153,880
Operating profit	45,591	22,894	17,853
Interest expense	757	727	865
Other (income) expense, net	(3,376)	(1,488)	1,235
Income tax expense	13,053	10,154	5,137
Net income	35,157	13,501	10,616

The Company's internal and external sales and operating profit (loss) by business segment for each of the three most recent completed fiscal years were as follows:

	2017	2016	2015
Net sales:			
Fishing	$ 328,138	$ 274,872	$ 262,518
Camping	37,920	40,018	47,573
Watercraft Recreation	48,272	50,388	48,961
Diving	76,732	69,137	72,125
Other / Eliminations	(497)	(688)	(688)
	$ 490,565	$ 433,727	$ 430,489

	2017	2016	2015
Operating profit (loss):			
Fishing	$ 58,697	$ 43,092	$ 26,055
Camping	1,946	2,077	3,847
Watercraft Recreation	2,860	3,349	1,620
Diving	1,847	(9,384)	934
Other / Eliminations	(19,759)	(16,240)	(14,603)
	$ 45,591	$ 22,894	$ 17,853

See Note 12 to the Consolidated Financial Statements included elsewhere in this report for the definition of segment net sales and operating profit.

Fiscal 2017 vs. Fiscal 2016

Net Sales

Net sales in 2017 increased by 13% to $490,565 compared to $433,727 in 2016. Foreign currency exchange had a $236 unfavorable impact, less than 1%, on the current year's sales versus the prior year.

Net sales for the Fishing business increased by $53,266, or 19% during 2017. The increase from fiscal 2016 was driven primarily by exceptional new product performance in both the Minn Kota and Humminbird product lines, which included sales of new electric steer trolling motors with redesigned i-Pilot and i-Pilot Link systems, the new Ultrex trolling motor and large display HELIX series fish finders.

Camping net sales decreased $2,098, or 5%, in 2017 from 2016. An increase in sales of Jetboil products during 2017 was not able to offset declines in sales of consumer tents year over year driven by a soft retail marketplace and bankruptcies in key accounts.

Net sales in the Watercraft Recreation business decreased $2,116, or 4%, due to softness in the paddling market and bankruptcies in key accounts.

Diving net sales increased $7,595, or 11%, year over year on the strength of new product offerings in the dive computer, buoyancy compensator and regulator product segments.

Cost of Sales

Cost of sales was $279,625, or 57.0% of net sales, on a consolidated basis for fiscal 2017 compared to $257,265, or 59.3% of net sales, in the prior year. Higher sales volumes between years were the primary driver of the increase in the cost of sales, while modest increases in labor rates were more than offset by process improvements in each of the business segments.

Gross Profit

Gross profit of $210,940 was 43.0% of net sales on a consolidated basis for the year ended September 29, 2017 compared to $176,462, or 40.7% of net sales in the prior year. Each business segment grew its profit margin percentage year over year.

Gross profit in the Fishing business increased by $29,110 from the prior year due primarily to the 19% increase in net sales and a sales mix shift to higher value new products.

Camping gross profit was essentially flat year over year, growing $72 over 2016 despite a 5% decline in sales due primarily to a favorable mix of products sold.

Gross profit in the Watercraft Recreation segment decreased by $280 from 2016 levels due primarily to lower sales volumes occurring during 2017.

The 11% increase in net sales in the Diving segment was the primary driver of a $5,653 increase in gross profit of that segment year over year. Price increases and a favorable mix of products sold also contributed to the increase.

Operating Expenses

Operating expenses increased from the prior year by $11,781. The increase was driven primarily by higher sales volume related costs, higher incentive and deferred compensation expenses and higher health care expense in the current year offset in part by the impact of $6,197 of impairment charges on Diving goodwill recognized in the third quarter of the prior fiscal year.

Operating expenses for the Fishing segment increased by $13,505 from fiscal 2016 levels. The increase was due primarily to higher sales volume related expenses. In addition, higher administrative and legal expenses further contributed to the increase.

Camping operating expenses increased by $203 from the prior year due primarily to higher marketing costs in 2017 offset in part by lower sales volume related costs.

In the Watercraft Recreation segment, operating expenses increased $210 from their levels in fiscal 2016 due primarily to higher marketing costs in 2017.

Operating expenses for the Diving business decreased by $5,579 year over year due primarily to a goodwill impairment charge of $6,197 recognized in the prior year offset in part by higher sales volume related costs in the current year.

The Company's general corporate expenses in 2017 of $19,959 increased $3,441 from $16,518 in 2016. The year over year increase primarily reflects approximately $1,100 of higher deferred compensation expense, offset with market gains on deferred compensation plan assets in Other Income and Expense, approximately $1,100 of higher health care costs and approximately $1,200 of additional investment in digital marketing capabilities.

Operating Results

The Company’s operating profit was $45,591 in fiscal 2017 compared to an operating profit of $22,894 in fiscal 2016. Fishing operating profit increased by $15,605 to $58,697 from $43,092 in the prior year due primarily to higher sales volumes. The operating profit for Camping was $1,946 compared to $2,077 and reflects the decline in consumer tent sales year over year. Operating profit for the Watercraft Recreation business decreased by $489 in fiscal 2017 due to the factors noted above. Operating profit for the Diving business increased by $11,231 from fiscal 2016 due in part to the goodwill impairment charge recognized in the prior year as well as the increase in sales volume in 2017.

Other Income and Expenses

Interest expense of $757 was comparable to the prior year expense of $727. Interest income of $316 increased from prior year income of $81 due to the investment of excess cash in short-term investments in 2017. Net other income of $3,060 in fiscal 2017 compared favorably to net other income of $1,407 in fiscal 2016. The current year other income included currency gains of $903 and market gains and dividends of $2,142 on deferred compensation plan assets. In the prior year, other income included $277 of currency gains as well as $1,092 of market gains and dividends on the deferred compensation plan assets. The dividends and market gains and losses on deferred compensation plan assets recognized in the Consolidated Statement of Operations in “Other (income) expense” are offset as deferred compensation expense in “Operating expenses.”

Pretax Income and Income Taxes

The Company realized pretax income of $48,210 in fiscal 2017 compared to $23,655 in fiscal 2016. The Company recorded income tax expense of $13,053 in 2017, which equated to an effective tax rate of 27.1%, compared to $10,154 in 2016, which equated to an effective tax rate of 42.9%. The fiscal 2017 tax expense reflects the impact of a current year first quarter foreign tax credit net tax benefit of $4,537 generated by the repatriation of $22,315 in that quarter from foreign jurisdictions into the U.S. Additionally, the change in the comparative effective tax rate was also impacted from the result of no tax benefit being recorded on the non-deductible portion of the goodwill impairment charge recognized in the Diving segment in 2016.

Net Income

The Company recognized net income of $35,157, or $3.51 per diluted common share, in fiscal 2017 compared to $13,501, or $1.34 per diluted common share, in fiscal 2016 based on the factors discussed above.

Fiscal 2016 vs. Fiscal 2015

Net Sales

Net sales in 2016 increased by 1% to $433,727 compared to $430,489 in 2015. Foreign currency exchange had a $2,691 unfavorable impact, less than 1%, on sales in 2016 versus 2015.

Net sales for the Fishing business increased by $12,354, or 5% during 2016. The increase from fiscal 2015 was driven primarily by exceptional new product performance in both the Minn Kota and Humminbird product lines.

Camping net sales decreased $7,555, or 16%, in 2016 from 2015. Strong sales of Jetboil products during 2016 was not able to offset declines in sales of tents year over year.

Net sales in the Watercraft Recreation business increased $1,427, or 3%, due primarily to solid product offerings in a strong paddling marketplace.

Diving net sales declined $2,988, or 4%, year over year. Several factors contributed to this decline, including instability in the Middle East market, competitive pricing pressure in Europe and a product recall in the computer segment. Additionally, foreign currency exchange had a 1% unfavorable impact on sales.

Cost of Sales

Cost of sales was $257,265, or 59.3% of net sales, on a consolidated basis for the year ended September 30, 2016 compared to $258,756, or 60.1% of net sales, in 2015. Modest increases in labor rates were more than offset by process improvements in each of the business segments and lower costs of resin used in the Watercraft Recreation business.

Gross Profit

Gross profit of $176,462 was 40.7% of net sales on a consolidated basis for the year ended September 30, 2016 compared to $171,733, or 39.9% of net sales, in 2015.

Gross profit in the Fishing business increased by $5,899 from 2015 due primarily to the 5% increase in net sales.

Camping gross profit decreased by $2,089 from 2015 due primarily to the decline in net sales volume. A better mix of products sold improved the gross margin rate year over year.

Gross profit in the Watercraft Recreation segment was $2,270 higher in 2016 than 2015 levels due primarily to higher sales volume occurring during 2016 as well as lower resin costs in that same year.

The 4% decrease in net sales in the Diving segment noted above was the primary driver of a $1,402 decrease in gross profit of that segment year over year.

Operating Expenses

Operating expenses decreased in 2016 from 2015 by $312. The decrease was driven primarily by approximately $9,900 of lower net legal expense in 2016, offset in part by $6,197 of impairment charges on Diving goodwill, recognized in the third quarter of 2016.

Operating expenses for the Fishing segment decreased in 2016 by $11,139 from fiscal 2015 levels. The decrease was due mainly to approximately $9,900 of lower net legal expense. Lower warranty expense in 2016 also was a factor in the improvement year over year.

Camping operating expenses decreased in 2016 by $319 from the 2015 levels due primarily to lower sales volume related costs.

In the Watercraft Recreation segment, operating expenses increased $541 from their levels in fiscal 2015 due primarily to higher sales volume related expense.

Operating expenses for the Diving business increased by $8,916 year over year due primarily to a goodwill impairment charge of $6,197 recognized in the current year. Additionally, the acquisition of Seabear contributed approximately $1,200 of incremental expense in 2016.

Operating Results

The Company's operating profit was $22,894 in fiscal 2016 compared to an operating profit of $17,853 in fiscal 2015. Fishing operating profit increased by $17,037 to $43,092 from $26,055 in 2015 due primarily to the lower net legal expense noted above. Excluding the effect of the change in legal expense, operating profit for this segment would have been approximately $7,100 higher than in 2015 driven by the increase in sales volume between years. The operating profit for Camping was $2,077 compared to $3,847 and reflects the decline in tent sales year over year. Operating profit for the Watercraft Recreation business increased by $1,728 in fiscal 2016 over fiscal 2015 due to the factors noted above. Operating profit for the Diving business declined $10,318 from fiscal 2015 due to the goodwill impairment charge, sales declines and incremental R&D costs from the Seabear acquisition.

Other Income and Expenses

Interest expense of $727 decreased in 2016 from 2015 by $138. Interest income was less than $100 in both years. Net other income of $1,407 in fiscal 2016 compared favorably to net other expense of $1,299 in fiscal 2015. Other income in 2016 included currency gains of $277 and market gains and dividends of $1,092 on deferred compensation plan assets. In 2015, other expense included $1,196 of currency losses as well as $106 of market losses, net of dividend income, on the deferred compensation plan assets. The dividends and market gains and losses on deferred compensation plan assets recognized in the Consolidated Statement of Operations in “Other (income) expense” are offset as deferred compensation expense in “Operating expenses.”

Pretax Income and Income Taxes

The Company realized pretax income of $23,655 in fiscal 2016 compared to $15,753 in fiscal 2015. The Company recorded income tax expense of $10,154 in 2016, which equated to an effective tax rate of 42.9%, compared to $5,137 in 2015, which equated to an effective tax rate of 32.6%. The fiscal 2016 tax expense reflects the impact of impairment charges against goodwill which is discussed in Note 1 to the consolidated financial statements included elsewhere in this report.

Net Income

The Company recognized net income of $13,501, or $1.34 per diluted common share, in fiscal 2016 compared to $10,616, or $1.06 per diluted common share, in fiscal 2015 based on the factors discussed above.

Table of Contents

Financial Condition, Liquidity and Capital Resources

The Company's cash flows from operating, investing and financing activities, as reflected in the accompanying Consolidated Statements of Cash Flows, are summarized in the following table:

	Year Ended		
(thousands)	September 29 2017	September 30 2016	October 2 2015
Cash provided by (used for):			
Operating activities	$ 46,350	$ 43,434	$ 18,056
Investing activities	(58,008)	(20,741)	(10,394)
Financing activities	(11,551)	(4,736)	(3,989)
Effect of foreign currency rate changes on cash	(275)	178	(5,307)
(Decrease) increase in cash and cash equivalents	$ (23,484)	$ 18,135	$ (1,634)

Operating Activities

The following table sets forth the Company's working capital position at the end of each of the years shown:

(thousands, except share data)	September 29 2017	September 30 2016
Current assets	$ 240,849	$ 201,968
Current liabilities	84,077	67,654
Working capital	$ 156,772	$ 134,314
Current ratio	2.9:1	3.0:1

Cash flows provided by operations totaled $46,350, $43,434 and $18,056 in fiscal 2017, 2016 and 2015, respectively. Cash provided by the significant increase in net income in 2017 was nearly offset by an increase in inventory in the current year versus a decrease in inventory in the prior year. Additionally, the change in cash flows provided by operations year over year was impacted by the effect in 2016 of $6,197 of non-cash goodwill impairment charges in the Diving segment.

Depreciation and amortization charges were $13,080, $11,833 and $11,702 in fiscal 2017, 2016 and 2015, respectively.

Investing Activities

Cash flows used for investing activities were $58,008, $20,741 and $10,394 in fiscal 2017, 2016 and 2015, respectively. The purchase of short-term investments in 2017 used cash of $46,607 while the purchases of the Seabear and Northport businesses in fiscal 2016 used cash of $9,152. Expenditures for property, plant and equipment were $11,613, $11,702 and $10,409 in fiscal 2017, 2016 and 2015, respectively. In general, the Company's ongoing capital expenditures are primarily related to tooling for new products and facilities and information systems improvements.

Financing Activities

The following table sets forth the Company's debt and capital structure at the end of the past two fiscal years:

(thousands, except share data)	2017	2016
Current debt	$ —	$ 381
Long-term debt	—	7,008
Total debt	—	7,389
Shareholders' equity	243,004	207,496
Total capitalization	$ 243,004	$ 214,885
Total debt to total capitalization	—%	3%

Cash flows used for financing activities totaled $11,551 in fiscal 2017 compared to $4,736 in 2016 and $3,989 in 2015. Dividend payments were $3,559, $3,169 and $2,966 in 2017, 2016 and 2015, respectively. On October 24, 2016, the Company repaid its outstanding term loans with Ridgestone Bank totaling $7,068. The early repayment of these loans resulted in payment of a 3% pre-payment penalty. The Company's term loans had a maturity date of September 29, 2029. The interest rate in effect on the term loans was 5.50% at the date of repayment. Payments on long-term debt were $332 and $360 in fiscal 2016 and 2015, respectively. The Company had current maturities of its long-term debt of $381 as of September 30, 2016, and no outstanding borrowings on its revolving credit facilities as of the end of fiscal 2017 or 2016. The Company had outstanding borrowings on long-term debt (net of current maturities) of $7,008 as of September 30, 2016.

On September 16, 2013, the Company and certain of its subsidiaries entered into a credit facility with PNC Bank National Association and certain other lenders named therein. This credit facility consists of a Revolving Credit Agreement dated September 16, 2013 among the Company, certain of the Company's subsidiaries, PNC Bank, National Association, as lender and as administrative agent and the other lenders named therein (the "Revolving Credit Agreement" or "Revolver"). The Revolver has a 60 month term and provides for borrowing of up to an aggregate principal amount not to exceed $90,000 with an accordion feature that gives the Company the option to increase the maximum seasonal financing availability subject to the conditions of the Revolving Credit Agreement and subject to the approval of the lenders. The Revolver imposes a seasonal borrowing limit such that borrowings under the facility may not exceed $60,000 from the period June 30th through October 31st of each year under the agreement.

The interest rate on the Revolver is based on LIBOR plus an applicable margin. The applicable margin resets each quarter and ranges from 1.25% to 2.00% and is dependent on the Company's leverage ratio for the trailing twelve month period. The interest rate on the Revolver was approximately 2.5% at September 29, 2017 and 1.7% at September 30, 2016.

The Revolver is secured with a first priority lien on working capital assets and certain patents and trademarks of the Company and its subsidiaries and a second priority lien on land, buildings, machinery and equipment of the Company's domestic subsidiaries. The Revolving Credit Agreement limits asset or stock acquisitions to no more than $20,000 in the event that the Company's consolidated leverage ratio is greater than 2.5 times. No limits are imposed if the Company's consolidated leverage ratio is less than 2.5 times and the remaining borrowing availability under the Revolver is greater than $10,000 at the time of the acquisition. The Revolving Credit Agreement limits the amount of restricted payments (primarily dividends and repurchases of common stock) made during each fiscal year. The Company may declare, and pay, dividends in accordance with historical practices, but in no event may the aggregate amount of all dividends or repurchases of common stock exceed $10,000 in any fiscal year. The Revolving Credit Agreement includes maximum leverage ratio and minimum interest coverage ratio limitations.

See Note 14 to the consolidated financial statements included elsewhere in this report for discussion of the new revolving credit agreement entered into by the Company on November 15, 2017, which replaced the Revolving Credit Agreement described above.

As of September 29, 2017, the Company held approximately $39,205 of cash and cash equivalents in bank accounts in foreign jurisdictions.

Contractual Obligations and Off Balance Sheet Arrangements

The Company has contractual obligations and commitments to make future payments under its operating leases and open purchase orders. The following schedule details these significant contractual obligations at September 29, 2017.

	Total	Less than 1 year	2-3 years	4-5 years	After 5 years
Operating lease obligations	$ 24,213	$ 5,993	$ 10,114	$ 5,914	$ 2,192
Open purchase orders	89,852	89,852	—	—	—
Total contractual obligations	$ 114,065	$ 95,845	$ 10,114	$ 5,914	$ 2,192

The Company utilizes letters of credit primarily as security for the payment of future claims under its workers' compensation insurance. Letters of credit outstanding at September 29, 2017 were $279 compared to $392 on September 30, 2016 and were included in the Company's total loan availability. The Company had no unsecured revolving credit facilities at its foreign subsidiaries as of September 29, 2017 or September 30, 2016.

The Company has no other off-balance sheet arrangements.

The Company anticipates making contributions to its defined benefit pension plans of $1,151 through September 28, 2018.

Market Risk Management

Foreign Exchange Risk

The Company has significant foreign operations, for which the functional currencies are denominated primarily in euros, Swiss francs, Hong Kong dollars and Canadian dollars. As the values of the currencies of the foreign countries in which the Company has operations increase or decrease relative to the U.S. dollar, the sales, expenses, profits, losses, assets and liabilities of the Company's foreign operations, as reported in the Company's consolidated financial statements, increase or decrease, accordingly. Approximately 17% of the Company's revenues for the fiscal year ended September 29, 2017 were denominated in currencies other than the U.S. dollar. Approximately 7% were denominated in euros and approximately 6% were denominated in Canadian dollars, with the remaining 4% denominated in various other foreign currencies. Changes in foreign currency exchange rates can cause unexpected financial losses or cash flow needs.

The Company may mitigate the impact on its operating results of a portion of the fluctuations in certain foreign currencies through the use of foreign currency forward contracts. Foreign currency forward contracts enable the Company to lock in the foreign currency exchange rate for a fixed amount of currency to be paid or received on a specified date in the future. The Company may use such foreign currency forward contracts to mitigate the risk associated with changes in foreign currency exchange rates on financial instruments and known commitments denominated in foreign currencies. As of September 29, 2017 and September 30, 2016, the Company held no foreign currency forward contracts.

Interest Rate Risk

The Company operates in a seasonal business and experiences significant fluctuations in operating cash flow as working capital needs increase in advance of the Company's primary selling and cash generation season, and decline as accounts receivable are collected and cash is accumulated or debt is repaid.

Commodities

Certain components used in the Company's products are exposed to commodity price changes. The Company manages this risk through instruments such as purchase orders and non-cancellable supply contracts. Primary commodity price exposures include costs associated with metals, resins and packaging materials.

Impact of Inflation

The Company anticipates that changing costs of basic raw materials may impact future operating costs and, accordingly, the prices of its products. The Company is involved in continuing programs to mitigate the impact of cost increases through changes in product design and identification of sourcing and manufacturing efficiencies. Price increases and, in certain situations, price decreases are implemented for individual products, when appropriate.

The Company's results of operations and financial condition are presented based on historical cost. The Company does not believe that inflation has significantly affected its results of operations.

Critical Accounting Estimates

The Company's management discussion and analysis of its financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the U.S. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of its assets, liabilities, sales and expenses, and related footnote disclosures. On an on-going basis, the Company evaluates its estimates for product returns, bad debts, inventories, long lived assets and goodwill, income taxes, warranty obligations, pensions and other post-retirement benefits, litigation and other subjective matters impacting the financial statements. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The Company believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of its consolidated financial statements. Management has discussed these policies with the Audit Committee of the Company's Board of Directors.

Allowance for Doubtful Accounts

Allowances for doubtful accounts are estimated by the individual operating companies based on estimates of losses related to customer accounts receivable balances. Estimates are developed by using standard quantitative measures based on historical losses, adjusting for current economic conditions and, in some cases, evaluating specific customer accounts for risk of loss. The establishment of reserves requires the use of judgment and assumptions regarding the potential for losses on receivable balances. Though the Company considers these balances adequate and proper, changes in economic conditions in specific markets in which the Company operates and any specific customer collection issues the Company identifies could have a favorable or unfavorable effect on required reserve balances.

Inventories

The Company values inventory at the lower of cost (determined using the first-in first-out method) or market. Management's judgment is required to determine the reserve for obsolete or excess inventory. Inventory on hand may exceed future demand either because the product is outdated or because the amount on hand is more than will be used to meet future needs. Inventory reserves are estimated by the individual operating companies using standard quantitative measures based on criteria established by the Company. The Company also considers current forecast plans, as well as market and industry conditions in establishing reserve levels. Though the Company considers these reserve balances to be adequate, changes in economic conditions, customer inventory levels or competitive conditions could have a favorable or unfavorable effect on required reserve balances.

Deferred Taxes

The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. While the Company has considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, in the event the Company were to determine that it would not be able to realize all or part of its net deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to income in the period such determination was made. Likewise, should the Company determine that it would be able to realize its deferred tax assets in the future in excess of its net recorded amount, an adjustment to the deferred tax assets would increase income in the period such determination was made. In 2015, the Company recognized a significant deferred tax asset for state income tax credit and, in management's judgment, a large portion of this asset was not likely to be realized and a valuation allowance was established.

Goodwill and Other Intangible Assets Impairment

Goodwill and indefinite-lived intangible assets are tested for impairment annually or more frequently if events or changes in circumstances indicate that the assets might be impaired. Generally, annual impairment tests are performed by the Company in the fourth quarter of each fiscal year.

In assessing the recoverability of the Company's goodwill, the Company estimates the fair value of the businesses to which the goodwill relates. Fair value is estimated using a discounted cash flow analysis. If the fair value of a reporting unit exceeds its net book value, no impairment exists. When fair value is less than the carrying value of the net assets and related goodwill, an impairment test is performed to measure and recognize the amount of the impairment loss, if any. The Company recognized goodwill impairment charges of $6,197 in 2016. See further discussion at Note 1 to the consolidated financial statements included elsewhere in this report.

The discounted cash flow analysis used to estimate fair value requires a number of key estimates and assumptions. The Company estimates the future cash flows of the reporting units based on historical and forecasted revenues and operating costs and applies a discount rate to the estimated future cash flows for purposes of the valuation. This discount rate is based on the estimated weighted average cost of capital, which includes certain assumptions made by management such as market capital structure, market betas, the risk-free rate of return and the estimated costs of borrowing. Changes in these key estimates and assumptions, or in other assumptions used in this process, could materially affect our impairment analysis in a given year.

In assessing the recoverability of the Company's other indefinite lived intangible assets, the Company estimates the fair value of the various intangible assets. The fair value of trademarks and patents is estimated using the relief from royalty method. If the fair value of an intangible asset exceeds its net book value, no impairment exists. When fair value is less than the carrying value of the intangible asset, an impairment loss is recognized for the amount of the difference.

A number of factors, many of which the Company has no ability to control, could affect its financial condition, operating results and business prospects and could cause actual results to differ from the estimates and assumptions that the Company uses in preparing its financial statements. These factors include: a prolonged global economic crisis, a significant decrease in demand for the Company's products, a significant adverse change in legal factors or in the business climate, an adverse action or assessment by a regulator and successful efforts by the Company's competitors to gain market share.

Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed of

The Company evaluates long-lived assets for impairment whenever events or changes in circumstances, such as unplanned negative cash flow indicate that the carrying amount of an asset group may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset group to future undiscounted cash flows expected to be generated by the asset group. If such assets are determined to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. Application of alternative assumptions, such as changes in the estimate of future cash flows, could produce significantly different results. Because of the significance of the judgments and estimation processes, it is likely that materially different amounts could be recorded if we used different assumptions or if the underlying circumstances were to change.

Warranties

The Company accrues a warranty reserve for estimated costs to provide warranty services. Warranty reserves are estimated using standard quantitative measures based on criteria established by the Company. Estimates of costs to service its warranty obligations are based on historical experience, expectation of future conditions and known product issues. To the extent the Company experiences increased warranty claim activity or increased costs associated with servicing those claims, revisions to the estimated warranty reserve would be required. The Company engages in product quality programs and processes, including monitoring and evaluating the quality of its suppliers, to help minimize warranty obligations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information with respect to this item is included in Management's Discussion and Analysis of Financial Condition and Results of Operations under the heading "Market Risk Management."

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Information with respect to this item is included in the Company's consolidated financial statements attached to this report on pages F-1 to F-38.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that the information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to its management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. The Company carried out an evaluation as of September 29, 2017, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of September 29, 2017 at reaching a level of reasonable assurance. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The Company has designed its disclosure controls and procedures to reach a level of reasonable assurance of achieving the desired control objectives.

The report of management required under this Item 9A is included on page F-2 of the Company's Consolidated Financial Statements attached to this Report under the heading "Management's Report on Internal Control over Financial Reporting" and is incorporated herein by reference.

(b) Changes in Internal Control over Financial Reporting.

There was no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) that occurred during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

(c) Attestation Report of Independent Registered Public Accounting Firm

RSM US LLP, the independent registered public accounting firm who audited the Company's consolidated financial statements, has issued an attestation report on the Company's internal control over financial reporting, which is contained in the Company's consolidated financial statements under the heading "Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting."

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information with respect to this item is incorporated herein by reference to the discussion under the headings “Proposal 1: Election of Directors,” “Executive Officers,” “Section 16(a) Beneficial Ownership Reporting Compliance,” “Nominating and Corporate Governance Committee” and “Audit Committee Matters – Audit Committee Financial Expert” in the Company’s Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission on or before January 27, 2018. Information regarding the Company’s Code of Business Ethics is incorporated herein by reference to the discussion under “Corporate Governance Matters – Employee Code of Conduct and Code of Ethics; Corporate Governance Guidelines; and Procedures for Reporting of Accounting Concerns” in the Company's Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission on or before January 27, 2018.

The Audit Committee of the Company’s Board of Directors is an “audit committee” for purposes of Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The members of the Audit Committee are Terry E. London (Chairman), Thomas F. Pyle, Jr., Edward F. Lang and Richard (“Casey”) Sheahan.

ITEM 11. EXECUTIVE COMPENSATION

Information with respect to this item is incorporated herein by reference to the discussion under the headings “Director Compensation” and “Executive Compensation” in the Company’s Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission on or before January 27, 2018.

The information incorporated by reference from “Report of the Compensation Committee” in the Company’s Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission on or before January 27, 2018, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

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

Information with respect to this item is incorporated herein by reference to the discussion under the heading “Stock Ownership of Management and Others” in the Company’s Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission on or before January 27, 2018.

Equity Compensation Plan Information

The following table summarizes share information, as of September 29, 2017, for the Company’s equity compensation plans, including the Johnson Outdoors Inc. 2012 Non-Employee Director Stock Ownership Plan, the Johnson Outdoors Inc. 2010 Long-Term Stock Incentive Plan and the Johnson Outdoors Inc. 2009 Employee Stock Purchase Plan. All of these plans have been approved by the Company’s shareholders.

Plan Category	Number of Common Shares to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights	Number of Common Shares Available for Future Issuance Under Equity Compensation Plans
2010 Long-Term Stock Incentive Plan	—	$ —	550,299
2012 Non-Employee Director Stock Ownership Plan	19,464	—	62,271
2009 Employee Stock Purchase Plan	—	—	90,989
Total All Plans	19,464	—	703,559

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Information with respect to this item is incorporated herein by reference to the discussion under the heading “Certain Relationships and Related Transactions” in the Company’s Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission on or before January 27, 2018. Information regarding director independence is incorporated by reference to the discussions under “Corporate Governance Matters-Director Independence” in the Company’s Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission on or before January 27, 2018.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information with respect to this item is incorporated herein by reference to the discussion under the heading “Audit Committee Matters – Fees of Independent Registered Public Accounting Firm” in the Company’s Proxy Statement for the 2018 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission on or before January 27, 2018.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following documents are filed as a part of this report:

Financial Statements

Included in Item 8 of Part II of this report are the following:

- Reports of Independent Registered Public Accounting Firm
- Consolidated Statements of Operations – Years ended September 29, 2017, September 30, 2016 and October 2, 2015
- Consolidated Statements of Comprehensive Income – Years ended September 29, 2017, September 30, 2016 and October 2, 2015
- Consolidated Balance Sheets – September 29, 2017 and September 30, 2016
- Consolidated Statements of Shareholders’ Equity – Years ended September 29, 2017, September 30, 2016 and October 2, 2015
- Consolidated Statements of Cash Flows – Years ended September 29, 2017, September 30, 2016 and October 2, 2015
- Notes to Consolidated Financial Statements

Exhibits

See Exhibit Index.

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, in the City of Racine and State of Wisconsin, on the 8th day of December 2017.

JOHNSON OUTDOORS INC.
(Registrant)

By /s/ Helen P. Johnson-Leipold
Helen P. Johnson-Leipold
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities indicated on the 8th day of December 2017.

/s/ Helen P. Johnson-Leipold (Helen P. Johnson-Leipold)	Chairman and Chief Executive Officer and Director (Principal Executive Officer)
/s/ Thomas F. Pyle, Jr. (Thomas F. Pyle, Jr.)	Vice Chairman of the Board and Lead Outside Director
/s/ Terry E. London (Terry E. London)	Director
/s/ John M. Fahey, Jr. (John M. Fahey, Jr.)	Director
/s/ Edward Stevens (Edward Stevens)	Director
/s/ Edward F. Lang (Edward F. Lang)	Director
/s/ Katherine Button Bell (Katherine Button Bell)	Director
/s/ Richard Sheahan (Richard (“Casey”) Sheahan)	Director
/s/ David W. Johnson (David W. Johnson)	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT INDEX

Exhibit	Title
3.1	Articles of Incorporation of the Company as amended through February 17, 2000. (Filed as Exhibit 3.1(a) to the Company's Form 10-Q for the quarter ended March 31, 2000 and incorporated herein by reference.)
3.2	Bylaws of the Company as amended and restated through December 6, 2010. (Filed as Exhibit 3.2 to the Company's Form 10-K for the year ended October 1, 2010 and incorporated herein by reference.)
9.1	Johnson Outdoors Inc. Class B common stock Amended and Restated Voting Trust Agreement, dated as of February 16, 2010 (Filed as Exhibit 2 to Amendment No. 14 to the Schedule 13D filed by Helen P. Johnson-Leipold on February 24, 2017 and incorporated herein by reference.)
10.1	Registration Rights Agreement made as of December 16, 1985 regarding Johnson Outdoors Inc. common stock issued to the Johnson family prior to the acquisition of Johnson Diversified, Inc.
10.2	Registration Rights Agreement made as of February 4, 1991 regarding Johnson Outdoors Inc. Class A common stock held by Mr. Samuel C. Johnson.
10.3 +	Johnson Outdoors Inc. 2000 Long-Term Stock Incentive Plan. (Filed as Exhibit 99.1 to the Company's Current Report on Form 8-K dated July 29, 2005 and incorporated herein by reference.)
10.4 +	Johnson Outdoors Inc. Worldwide Key Executives' Discretionary Bonus Plan. (Filed as Appendix A to the Company's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on January 13, 2014 and incorporated herein by reference.)
10.5 +	Johnson Outdoors Inc. 2003 Non-Employee Director Stock Ownership Plan. (Filed as Exhibit 10.2 to the Company's Form 10-Q dated April 2, 2004 and incorporated herein by reference.)
10.6 +	Form of Restricted Stock Agreement under Johnson Outdoors Inc. 2003 Non-Employee Director Stock Ownership Plan. (Filed as Exhibit 4.2 to the Company's Form S-8 Registration Statement No. 333-115298 and incorporated herein by reference.)
10.7 +	Form of Stock Option Agreement under Johnson Outdoors Inc. 2003 Non-Employee Director Stock Ownership Plan. (Filed as Exhibit 4.3 to the Company's Form S-8 Registration Statement No. 333-115298 and incorporated herein by reference.)

10.8	Amended and Restated Credit Agreement dated as of November 15, 2017 among Johnson Outdoors Inc., certain subsidiaries of Johnson Outdoors Inc., PNC Bank, National Association, as lender and administrative agent, PNC Capital Markets LLC, as sole lead arranger and bookrunner, and the other lender named therein (filed as Exhibit 99.1 to the current report on Form 8-K dated and filed with the Securities and Exchange Commission on November 20, 2017).
10.9 +	Johnson Outdoors Inc. 2009 Employees' Stock Purchase Plan. (Filed as Exhibit 99.2 to the current report on Form 8-K dated and filed with the Securities and Exchange Commission on March 8, 2010.)
10.10 +	Johnson Outdoors Inc. 2010 Long Term Stock Incentive Plan. (Filed as Appendix A to the Company's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on January 15, 2015 and incorporated herein by reference.)
10.11 +	Johnson Outdoors Inc. 2012 Non-Employee Director Stock Ownership Plan. (Filed as Appendix A to the Company's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on January 23, 2013 and incorporated herein by reference.)
10.12 +	Form of Restricted Stock Unit Agreement under Johnson Outdoors Inc. 2012 Non-Employee Director Stock Ownership Plan. (Filed as Exhibit 10.31 to the annual report on Form 10-K dated and filed with the Securities and Exchange Commission on December 5, 2014.)
10.13 +	Form of Restricted Stock Unit Agreement (Performance Based) under Johnson Outdoors Inc. 2012 Non-Employee Director Stock Ownership Plan. (Filed as Exhibit 10.32 to the annual report on Form 10-K dated and filed with the Securities and Exchange Commission on December 7, 2015.)
21	Subsidiaries of the Company as of September 29, 2017.
23	Consent of Independent Registered Public Accounting Firm.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a).
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a).
32.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350. (1)
101	The following materials from Johnson Outdoors Inc.'s Annual Report on Form 10-K for the fiscal year ended September 29, 2017 formatted in XBRL (eXtensible Business Reporting Language) and furnished electronically herewith: (i) Consolidated Statements of Operations; (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets; (iv) Consolidated Statements of Shareholders' Equity; (v) Consolidated Statements of Cash Flows; and (vi) Notes to Consolidated Financial Statements.

\+ A management contract or compensatory plan or arrangement.

(1) This certification is not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

CONSOLIDATED FINANCIAL STATEMENTS

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Johnson Outdoors Inc. is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance to the Company's management and board of directors regarding the preparation and fair presentation of published financial statements. The Company's internal control over financial reporting includes those policies and procedures that:

(a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. 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

(c) 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. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. 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.

Management assessed the effectiveness of the Company's internal control over financial reporting as of September 29, 2017. 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 (COSO) in 2013. Based on our assessment, management believes that, as of September 29, 2017, the Company's internal control over financial reporting was effective based on those criteria.

/s/ Helen P. Johnson-Leipold	/s/ David W. Johnson
Chairman and Chief Executive Officer	Vice President and Chief Financial Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

To the Board of Directors and Shareholders
Johnson Outdoors Inc.

We have audited Johnson Outdoors Inc.'s internal control over financial reporting as of September 29, 2017, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Johnson Outdoors Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (b) 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 (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Johnson Outdoors Inc. maintained, in all material respects, effective internal control over financial reporting as of September 29, 2017, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of Johnson Outdoors Inc. and our report dated December 8, 2017 expressed an unqualified opinion.

/s/ RSM US LLP
Milwaukee, Wisconsin
December 8, 2017

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
Johnson Outdoors Inc.

We have audited the accompanying consolidated balance sheets of Johnson Outdoors Inc. as of September 29, 2017 and September 30, 2016, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended September 29, 2017. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Johnson Outdoors Inc. as of September 29, 2017 and September 30, 2016, and the results of their operations and their cash flows for each of the three years in the period ended September 29, 2017, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Johnson Outdoors Inc.’s internal control over financial reporting as of September 29, 2017, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated December 8, 2017 expressed an unqualified opinion on the effectiveness of Johnson Outdoors Inc.’s internal control over financial reporting.

/s/ RSM US LLP
Milwaukee, Wisconsin
December 8, 2017

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended		
(thousands, except per share data)	September 29 2017	September 30 2016	October 2 2015
Net sales	$ 490,565	$ 433,727	$ 430,489
Cost of sales	279,625	257,265	258,756
Gross profit	210,940	176,462	171,733
Operating expenses:			
Marketing and selling	100,359	90,690	93,707
Administrative management, finance and information systems	45,824	38,251	43,690
Goodwill and other intangible assets impairment	—	6,197	—
Research and development	19,166	18,430	16,483
Total operating expenses	165,349	153,568	153,880
Operating profit	45,591	22,894	17,853
Interest income	(316)	(81)	(64)
Interest expense	757	727	865
Other (income) expense	(3,060)	(1,407)	1,299
Profit before income taxes	48,210	23,655	15,753
Income tax expense	13,053	10,154	5,137
Net income	$ 35,157	$ 13,501	$ 10,616
Weighted average common shares - Basic:			
Class A	8,675	8,627	8,515
Class B	1,212	1,212	1,212
Dilutive stock options and restricted stock units	33	16	—
Weighted average common shares - Dilutive	9,920	9,855	9,727
Net income per common share - Basic:			
Class A	$ 3.56	$ 1.36	$ 1.08
Class B	$ 3.23	$ 1.24	$ 0.98
Net income per common share - Diluted:			
Class A	$ 3.51	$ 1.34	$ 1.06
Class B	$ 3.51	$ 1.34	$ 1.06
Dividends declared per common share:			
Class A	$ 0.37	$ 0.32	$ 0.31
Class B	$ 0.34	$ 0.29	$ 0.28

The accompanying notes are an integral part of the Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(thousands, except per share data)	Year Ended September 29 2017	September 30 2016	October 2 2015
Comprehensive income:			
Net income	$ 35,157	$ 13,501	$ 10,616
Other comprehensive income (loss):			
Foreign currency translation gain (loss)	590	521	(8,348)
Write off of currency translation adjustment loss (gain)	64	(249)	177
Change in pension plans, net of tax of ($1,216), $952 and $541, respectively	1,985	(1,555)	(970)
Total other comprehensive income (loss)	2,639	(1,283)	(9,141)
Total comprehensive income	$ 37,796	$ 12,218	$ 1,475

The accompanying notes are an integral part of the Consolidated Financial Statements.

Table of Contents

CONSOLIDATED BALANCE SHEETS

(thousands, except share data)	September 29 2017	September 30 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$ 63,810	$ 87,294
Short-term investments	46,607	—
Accounts receivable, net	46,814	41,522
Inventories	79,148	68,397
Other current assets	4,470	4,755
Total current assets	240,849	201,968
Property, plant and equipment, net of accumulated depreciation of $132,567 and $123,921, respectively	48,938	48,998
Deferred income taxes	22,632	19,063
Goodwill	11,238	11,196
Other intangible assets, net	13,476	14,462
Other assets	16,526	14,592
Total assets	$ 353,659	$ 310,279
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current maturities of long-term debt	$ —	$ 381
Accounts payable	31,686	24,521
Accrued liabilities:		
Salaries, wages and benefits	21,825	17,396
Accrued warranty	6,393	4,326
Income taxes payable	5,434	1,691
Accrued discounts and returns	5,137	7,074
Other	13,602	12,265
Total current liabilities	84,077	67,654
Long-term debt, less current maturities	—	7,008
Deferred income taxes	1,845	1,216
Retirement benefits	8,844	12,699
Other liabilities	15,889	14,206
Total liabilities	110,655	102,783
Shareholders' equity:		
Preferred stock: none issued	—	—
Common stock:		
Class A shares issued and outstanding:	442	441
September 29, 2017: 8,784,513		
September 30, 2016: 8,778,028		
Class B shares issued and outstanding:	61	61
September 29, 2017: 1,211,686		
September 30, 2016: 1,212,006		
Capital in excess of par value	72,801	71,127
Retained earnings	166,905	135,405
Accumulated other comprehensive income	4,993	2,354
Treasury stock at cost, shares of Class A common stock: 67,137 and 64,323, respectively	(2,198)	(1,892)
Total shareholders' equity	243,004	207,496
Total liabilities and shareholders' equity	$ 353,659	$ 310,279

The accompanying notes are an integral part of the Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(thousands except for shares)	Shares	Common Stock	Capital in Excess of Par Value	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)
BALANCE AT OCTOBER 3, 2014	9,981,808	$ 500	$ 67,882	$ 117,573	$ (275)	$ 12,778
Net income	—	—	—	10,616	—	—
Dividends declared	—	—	—	(3,016)	—	—
Exercise of stock options	2,304	—	77	—	—	—
Issuance of stock under employee stock purchase plan	8,062	2	194	—	—	—
Award of non-vested shares	38,222	—	—	—	—	—
Stock-based compensation	—	—	1,573	—	—	—
Tax effects on stock based awards	—	—	(8)	—	—	—
Currency translation adjustment	—	—	—	—	—	(8,348)
Write off of currency translation adjustment loss	—	—	—	—	—	177
Change in pension plans, net of tax of $541	—	—	—	—	—	(970)
Non-vested stock forfeitures	(25,364)	—	—	—	—	—
Purchase of treasury stock at cost	(31,934)	—	—	—	(865)	—
Reissue of treasury stock	9,896	—	(173)	—	251	—
BALANCE AT OCTOBER 2, 2015	9,982,994	502	69,545	125,173	(889)	3,637
Net income	—	—	—	13,501	—	—
Dividends declared	—	—	—	(3,269)	—	—
Issuance of stock under employee stock purchase plan	7,732	—	160	—	—	—
Award of non-vested shares	54,850	—	(493)	—	493	—
Stock-based compensation	—	—	1,813	—	—	—
Tax effects on stock based awards	—	—	112	—	—	—
Currency translation adjustment	—	—	—	—	—	521
Write off of currency translation adjustment loss	—	—	—	—	—	(249)
Change in pension plans, net of tax of $952	—	—	—	—	—	(1,555)
Non-vested stock forfeitures	(7,885)	—	—	—	—	—
Purchase of treasury stock at cost	(19,973)	—	—	—	(1,506)	—
Reissue of treasury stock	3,416	—	(10)	—	10	—
BALANCE AT SEPTEMBER 30, 2016	10,021,134	502	71,127	135,405	(1,892)	2,354
Net income	—	—	—	35,157	—	—
Dividends declared	—	—	—	(3,657)	—	—
Issuance of stock under employee stock purchase plan	1,414	—	47	—	—	—
Award of non-vested shares	20,460	1	(553)	—	553	—
Stock-based compensation	—	—	1,985	—	—	—
Currency translation adjustment	—	—	—	—	—	590
Write off of currency translation adjustment loss	—	—	—	—	—	64
Change in pension plans, net of tax of $1,216	—	—	—	—	—	1,985
Non-vested stock forfeitures	—	—	195	—	(195)	—
Purchase of treasury stock at cost	(46,809)	—	—	—	(664)	—
BALANCE AT SEPTEMBER 29, 2017	9,996,199	$ 503	$ 72,801	$ 166,905	$ (2,198)	$ 4,993

The accompanying notes are an integral part of the Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended		
(thousands)	September 29 2017	September 30 2016	October 2 2015
CASH PROVIDED BY OPERATING ACTIVITIES			
Net income	$ 35,157	$ 13,501	$ 10,616
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	11,804	10,654	10,846
Amortization of intangible assets	1,276	1,179	856
Amortization of deferred financing costs	297	122	122
Impairment losses	—	6,197	—
Stock based compensation	1,986	1,832	1,606
Write off of currency translation adjustment (gain) loss	64	(249)	177
Provision for doubtful accounts receivable	876	299	292
Provision for inventory reserves	1,356	3,650	2,123
Deferred income taxes	(2,784)	(2,219)	(1,485)
Change in operating assets and liabilities:			
Accounts receivable, net	(5,364)	3,390	(2,534)
Inventories, net	(11,413)	8,524	(17,999)
Accounts payable and accrued liabilities	15,901	(2,513)	10,582
Other current assets	193	197	2,599
Other non-current assets	57	(246)	(284)
Other long-term liabilities	(2,399)	(622)	(160)
Other, net	(657)	(262)	699
	46,350	43,434	18,056
CASH USED FOR INVESTING ACTIVITIES			
Payments for purchase of business	—	(9,152)	—
Purchase of short-term investments	(46,607)	—	—
Capital expenditures	(11,613)	(11,702)	(10,409)
Proceeds from sales of property, plant and equipment	212	113	15
	(58,008)	(20,741)	(10,394)
CASH USED FOR FINANCING ACTIVITIES			
Principal payments on term loans and other long-term debt	(7,376)	(332)	(360)
Common stock transactions	47	271	202
Dividends paid	(3,559)	(3,169)	(2,966)
Purchases of treasury stock	(663)	(1,506)	(865)
	(11,551)	(4,736)	(3,989)
Effect of foreign currency rate changes on cash	(275)	178	(5,307)
(Decrease) increase in cash and cash equivalents	(23,484)	18,135	(1,634)
CASH AND CASH EQUIVALENTS			
Beginning of period	87,294	69,159	70,793
End of period	$ 63,810	$ 87,294	69,159
Supplemental Disclosure:			
Cash paid for taxes	$ 13,751	$ 14,496	$ 2,269
Cash paid for interest	493	732	754

The accompanying notes are an integral part of the Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 29, 2017

(IN THOUSANDS EXCEPT SHARE AND PER SHARE AMOUNTS)

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business

Johnson Outdoors Inc. (the "Company") is an integrated, global outdoor recreation products company engaged in the design, manufacture and marketing of brand name outdoor equipment, diving, watercraft and marine electronics products.

Principles of Consolidation

The consolidated financial statements include the accounts of Johnson Outdoors Inc. and all majority owned subsidiaries and are stated in conformity with U.S. generally accepted accounting principles. Intercompany accounts and transactions have been eliminated upon consolidation.

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that impact the reported amounts of assets, liabilities and operating results and the disclosure of commitments and contingent liabilities. Actual results could differ significantly from those estimates.

Fiscal Year

The Company's fiscal year ends on the Friday nearest September 30. The fiscal years ended September 29, 2017 (hereinafter 2017), September 30, 2016 (hereinafter 2016) and October 2, 2015 (hereinafter 2015) all comprised 52 weeks.

Cash, Cash Equivalents and Short-term Investments

The Company considers all short-term investments in interest-bearing bank accounts, and all securities and other instruments with an original maturity of three months or less, to be equivalent to cash. Cash equivalents are stated at cost which approximates market value.

The Company maintains cash in bank accounts in excess of insured limits. The Company has not experienced any losses and does not believe that significant credit risk exists as a result of this practice.

Short-term investments consist of certificates of deposit with original maturities greater than three months but less than one year.

Accounts Receivable

Accounts receivable are recorded at face value less an allowance for doubtful accounts. The allowance for doubtful accounts is based on a combination of factors. In circumstances where specific collection concerns exist, a reserve is established to reduce the amount recorded to an amount the Company believes will be collected. For all other customers, the Company recognizes allowances for doubtful accounts based on historical experience of bad debts as a percent of outstanding accounts receivable for each business unit. Uncollectible accounts are written off against the allowance for doubtful accounts after collection efforts have been exhausted. The Company typically does not require collateral on its accounts receivable.

Inventories

The Company values inventory at the lower of cost (determined using the first-in first-out method) or market. Management's judgment is required to determine the reserve for obsolete or excess inventory. Inventory on hand may exceed future demand either because the product is outdated or because the amount on hand is more than will be used to meet future needs. Inventory reserves are estimated by the individual operating companies using standard quantitative measures based on criteria established by the Company. The Company also considers current forecast plans, as well as market and industry conditions in establishing reserve levels. Though the Company considers these reserve balances to be adequate, changes in economic conditions, customer inventory levels or competitive conditions could have a favorable or unfavorable effect on required reserve balances.
Inventories at the end of the respective fiscal years consisted of the following:

	September 29 2017	September 30 2016
Raw materials	$ 32,826	$ 26,379
Work in process	48	34
Finished goods	46,274	41,984
	$ 79,148	$ 68,397

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation of property, plant and equipment is determined by straight-line methods over the following estimated useful lives:

Property improvements	5-20 years
Buildings and improvements	20-40 years
Furniture and fixtures, equipment and computer software	3-10 years

Upon retirement or disposition of any of the foregoing types of assets, cost and the related accumulated depreciation are removed from the applicable account and any resulting gain or loss is recognized in the statements of operations.

Property, plant and equipment at the end of the respective years consisted of the following:

	2017	2016
Property improvements	$ 590	$ 590
Buildings and improvements	21,770	21,631
Furniture and fixtures, equipment and computer software	159,145	150,698
	181,505	172,919
Less accumulated depreciation	132,567	123,921
	$ 48,938	$ 48,998

Goodwill

The Company applies a fair value-based impairment test to the carrying value of goodwill on an annual basis as of the last day of the eleventh month of the Company's fiscal year and, if certain events or circumstances indicate that an impairment loss may have been incurred, on an interim basis. The Company implemented Accounting Standards Update ("ASU") No. 2017-04 in 2017 and accordingly, performed its analysis in a single step model. The results of the impairment tests performed in 2017 indicated no impairment to the Company's goodwill.

During the third quarter of fiscal 2016, the Company recognized an impairment charge of $6,197 in the Diving reporting unit. Revised projections for the unit based on lower than anticipated results due to a sustained decline in sales and unfavorable operating margins were considered an indicator of potential goodwill impairment, and accordingly, the Company performed an impairment analysis on the goodwill of the Diving reporting unit following the previous guidance which required a two step approach.

In conducting its analysis, the Company uses the income approach to compare the reporting unit's carrying value to its indicated fair value. Fair value is determined primarily by using a discounted cash flow methodology that requires considerable management judgment and long-term assumptions and is considered a Level 3 (unobservable) fair value determination in the fair value hierarchy (see Note 4 below).

The Company's analysis indicated the carrying value of the Diving reporting unit exceeded its indicated fair value as of the measurement date of June 3, 2016 resulting in performing a step 2 hypothetical business combination analysis, which determined that the carrying amount of goodwill exceeded its implied fair value. As a result, the Company recognized an impairment charge in the third quarter of fiscal 2016 of $6,197 in "Goodwill and other intangible assets impairment" in the accompanying Condensed Consolidated Statements of Operations in the Diving segment, thereby reducing its carrying value to $0.

The Company's impairment analysis is based on management's estimates. Due to the uncertainty of future events, the Company cannot assure that growth rates will not be lower than expected, that discount rates will not increase or that projected cash flows of the individual reporting units will not decline, all of which factors could impact the carrying value of any remaining goodwill (or portion thereof) in future periods, and accordingly, whether any impairment losses need to be recorded in future periods.

The changes in the carrying amount and the composition of goodwill for fiscal 2017 and 2016 were as follows:

	Fishing	Camping	Watercraft	Diving	Total
Balance at October 2, 2015					
Goodwill	$ 16,596	$ 7,038	$ 6,242	$ 30,806	$ 60,682
Accumulated impairment losses	(6,229)	(7,038)	(6,242)	(26,881)	(46,390)
	10,367	—	—	3,925	14,292
Currency translation	2	—	—	53	55
Acquisitions	827	—	—	2,219	3,046
Impairment loss	—	—	—	(6,197)	(6,197)
Balance at September 30, 2016					
Goodwill	17,425	7,038	6,242	33,078	63,783
Accumulated impairment losses	(6,229)	(7,038)	(6,242)	(33,078)	(52,587)
	11,196	—	—	—	11,196
Currency translation	42	—	—	—	42
Balance at September 29, 2017					
Goodwill	17,467	7,038	6,242	33,078	63,825
Accumulated impairment losses	(6,229)	(7,038)	(6,242)	(33,078)	(52,587)
	$ 11,238	$ —	$ —	$ —	$ 11,238

Other Intangible Assets

Indefinite-lived intangible assets are also tested for impairment annually and, if certain events or circumstances indicate that an impairment loss may have been incurred, on an interim basis. There were no impairment losses recognized in fiscal 2017 or 2016.

Intangible assets with definite lives are stated at cost less accumulated amortization. Amortization is computed using the straight-line method over periods ranging from 4 to 15 years. Amortization of patents and other intangible assets with definite lives was $1,276, $1,179 and $856 for 2017, 2016 and 2015, respectively. Amortization of these definite-lived intangible assets is expected to be approximately $1,098, $1,080, $1,014, $821 and $689 for fiscal years 2018, 2019, 2020, 2021 and 2022, respectively.

Intangible assets at the end of the last two years consisted of the following:

	2017			2016		
	Gross Intangible	Accumulated Amortization	Net	Gross Intangible	Accumulated Amortization	Net
Amortized other intangible assets:						
Patents and trademarks	$ 4,213	$ (4,144)	$ 69	$ 4,155	$ (4,026)	$ 129
Other amortizable intangibles	11,131	(4,749)	6,382	10,804	(3,496)	7,308
Non-amortized trademarks	7,025	—	7,025	7,025	—	7,025
	$ 22,369	$ (8,893)	$ 13,476	$ 21,984	$ (7,522)	$ 14,462

Impairment of Long-Lived Assets
The Company reviews long-lived assets for impairment whenever events or changes in business circumstances such as unplanned negative cash flow indicate that the carrying amount of these assets may not be fully recoverable. In such an event, the carrying amount of the asset group is compared to the future undiscounted cash flows expected to be generated by the asset group to determine if impairment exists on these assets. If impairment is determined to exist, any related impairment loss is calculated based on the difference between the fair value and the carrying value on these assets. The Company performed an impairment analysis on the long-lived assets in its Diving segment during the third quarter of fiscal 2016. No impairment was indicated.

Warranties

The Company provides for warranties of certain products as they are sold. Warranty reserves are estimated using standard quantitative measures based on criteria established by the Company. Estimates of costs to service its warranty obligations are based on historical experience, expectation of future conditions and known product issues. The following table summarizes the warranty activity for the three years in the period ended September 29, 2017.

Balance at October 3, 2014	$ 4,078
Expense accruals for warranties issued during the period	5,631
Less current period warranty claims paid	5,408
Balance at October 2, 2015	$ 4,301
Expense accruals for warranties issued during the period	4,699
Less current period warranty claims paid	4,674
Balance at September 30, 2016	$ 4,326
Expense accruals for warranties issued during the period	7,452
Less current period warranty claims paid	5,385
Balance at September 29, 2017	$ 6,393

Accumulated Other Comprehensive Income

The components of Accumulated other comprehensive income ("AOCI") on the accompanying Consolidated Balance Sheets as of the end of fiscal year 2017, 2016 and 2015 were as follows:

	2017			2016			2015		
	Pre-Tax Amount	Tax Effect	Net of Tax Effect	Pre-Tax Amount	Tax Effect	Net of Tax Effect	Pre-Tax Amount	Tax Effect	Net of Tax Effect
Foreign currency translation adjustment	$ 11,179	$ —	$ 11,179	$ 10,525	$ —	$ 10,525	$ 10,253	$ —	$ 10,253
Unamortized loss on pension plans	(7,799)	1,613	(6,186)	(10,999)	2,828	(8,171)	(8,492)	1,876	(6,616)
Accumulated other comprehensive income	$ 3,380	$ 1,613	$ 4,993	$ (474)	$ 2,828	$ 2,354	$ 1,761	$ 1,876	$ 3,637

The reclassifications out of AOCI for the year ended September 29, 2017 were as follows:

		Statement of Operations Presentation
Unamortized loss on defined benefit pension plans		
Amortization of loss	$ 731	Cost of sales / Operating expense
Tax effects	(278)	Income tax expense
Foreign currency translation adjustments		
Write off of currency translation amounts	64	Other income and expense
Total reclassifications for the period	$ 517	

The reclassifications out of AOCI for the year ended September 30, 2016 were as follows:

		Statement of Operations Presentation
Unamortized loss on defined benefit pension plans:		
Amortization of loss	$ 566	Cost of sales / Operating expense
Tax effects	(215)	Income tax expense
Foreign currency translation adjustments:		
Write off of currency translation amounts	(249)	Other income and expense
Total reclassifications for the period	$ 102	

The reclassifications out of AOCI for the year ended October 2, 2015 were as follows:

		Statement of Operations Presentation
Unamortized loss on defined benefit pension plans:		
Amortization of loss	$ 622	Cost of sales / Operating expense
Tax effects	(237)	Income tax expense
Foreign currency translation adjustments		
Write off of currency translation amounts	177	Other income and expense
Total reclassifications for the period	$ 562	

The changes in AOCI by component, net of tax, for the year ended September 29, 2017 were as follows:

	Foreign Currency Translation Adjustment	Unamortized Loss on Defined Benefit Pension Plans	Accumulated Other Comprehensive Income (Loss)
Balance at September 30, 2016	$ 10,525	$ (8,171)	$ 2,354
Other comprehensive income before reclassifications	590	2,470	3,060
Amounts reclassified from accumulated other comprehensive income	64	731	795
Tax effects	—	(1,216)	(1,216)
Balance at September 29, 2017	$ 11,179	$ (6,186)	$ 4,993

The changes in AOCI by component, net of tax, for the year ended September 30, 2016 were as follows:

	Foreign Currency Translation Adjustment	Unamortized Loss on Defined Benefit Pension Plans	Accumulated Other Comprehensive Income (Loss)
Balance at October 2, 2015	$ 10,253	$ (6,616)	$ 3,637
Other comprehensive income (loss) before reclassifications	521	(3,073)	(2,552)
Amounts reclassified from accumulated other comprehensive income	(249)	566	317
Tax effects	—	952	952
Balance at September 30, 2016	$ 10,525	$ (8,171)	$ 2,354

Earnings per Share ("EPS")

Net income or loss per share of Class A common stock and Class B common stock is computed using the two-class method. Grants of restricted stock (whether vested or unvested) which receive non-forfeitable dividends are required to be included as part of the basic weighted average share calculation under the two-class method.

Holders of Class A common stock are entitled to cash dividends equal to 110% of all dividends declared and paid on each share of Class B common stock. The Company grants shares of unvested restricted stock in the form of Class A shares, which carry the same distribution rights as the Class A common stock described above. As such, the undistributed earnings for each period are allocated to each class of common stock based on the proportionate share of the amount of cash dividends that each such class is entitled to receive.

Basic EPS

Basic net income or loss per share is computed by dividing net income or loss allocated to Class A common stock and Class B common stock by the weighted-average number of shares of Class A common stock and Class B common stock outstanding, respectively. In periods with cumulative year to date net income and undistributed income, the undistributed income for each period is allocated to each class of common stock based on the proportionate share of the amount of cash dividends that each such class is entitled to receive. In periods where there is a cumulative year to date net loss or no undistributed income because distributions through dividends exceed net income, Class B shares are treated as anti-dilutive and, therefore, net losses are allocated equally on a per share basis among all participating securities.

For the years ended September 29, 2017, September 30, 2016 and October 2, 2015, basic income per share for Class A and Class B shares has been presented using the two class method as described above.

Diluted EPS

Diluted net income per share is computed by dividing allocated net income by the weighted-average number of common shares outstanding, adjusted for the effect of dilutive stock options, restricted stock units and non-vested restricted stock. Anti-dilutive stock options, restricted stock units and non-vested stock are excluded from the calculation of diluted EPS. The computation of diluted net income per share of Class A common stock assumes that Class B common stock is converted into Class A common stock. Therefore, diluted net income per share is the same for both Class A and Class B common shares. In periods where the Company reports a net loss, the effect of anti-dilutive stock options, restricted stock units and non-vested stock is excluded and diluted loss per share is equal to basic loss per share.

For the years ended September 29, 2017, September 30, 2016 and October 2, 2015, diluted net income per share reflects the effect of dilutive stock options and restricted stock units and assumes the conversion of Class B common stock into Class A common stock.

There were no stock options that could potentially dilute earnings per share in the future which were not included in the fully diluted computation because they would have been anti-dilutive for the years ended September 29, 2017, September 30, 2016 and October 2, 2015. Non-vested stock that could potentially dilute earnings per share in the future which were not included in the fully diluted computation because they would have been anti-dilutive totaled 95,068, 162,472 and 214,027 shares for the years ended September 29, 2017, September 30, 2016 and October 2, 2015, respectively.

The following table sets forth a reconciliation of net income to dilutive earnings used in the diluted earnings per common share calculations and the computation of basic and diluted earnings per common share:

	2017	2016	2015
Net income	$ 35,157	$ 13,501	$ 10,616
Less: Undistributed earnings reallocated to non-vested shareholders	(375)	(258)	(191)
Dilutive earnings	$ 34,782	$ 13,243	$ 10,425
Weighted average common shares – Basic:			
Class A	8,675	8,627	8,515
Class B	1,212	1,212	1,212
Dilutive stock options and restricted stock units	33	16	—
Weighted average common shares - Dilutive	9,920	9,855	9,727
Net income per common share – Basic:			
Class A	$ 3.56	$ 1.36	$ 1.08
Class B	$ 3.23	$ 1.24	$ 0.98
Net income per common share – Diluted:			
Class A	$ 3.51	$ 1.34	$ 1.06
Class B	$ 3.51	$ 1.34	$ 1.06

Stock-Based Compensation

Stock-based compensation cost is recorded for all option grants and awards of non-vested stock and restricted stock units based on their grant-date fair value. Stock-based compensation expense is recognized on a straight-line basis over the vesting period of each award. No stock options were granted in 2017, 2016 or 2015. See Note 10 of these Notes to Consolidated Financial Statements for information regarding the Company's stock-based incentive plans, including stock options, non-vested stock, and employee stock purchase plans.

Income Taxes

The Company provides for income taxes currently payable and deferred income taxes resulting from temporary differences between financial statement income/loss and taxable income/loss. Accrued interest and penalties related to unrecognized tax benefits are recognized as a component of income tax expense. Deferred income tax assets and liabilities are determined based on the difference between the amounts reported in the financial statements and the tax basis of assets and liabilities, using enacted tax rates in effect in the years in which the differences are expected to reverse. Deferred income tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. A valuation allowance is established if it is more likely than not that some portion or all of a deferred income tax asset will not be realized. See Note 6 of these Notes to Consolidated Financial Statements for further discussion.

Employee Benefits

The Company and certain of its subsidiaries have various retirement and profit sharing plans. The Company does not have any significant foreign retirement plans. Pension obligations, which are generally based on compensation and years of service, are funded by payments to pension fund trustees. The Company's policy is to annually fund the minimum amount required under the Employee Retirement Income Security Act of 1974 for plans subject thereto although the Company may choose to fund more than the minimum amount at its discretion. Other retirement costs are funded at least annually. See Note 7 of these Notes to Consolidated Financial Statements for additional discussion.

Foreign Operations and Related Derivative Financial Instruments

The functional currencies of the Company's foreign operations are the local currencies. Accordingly, assets and liabilities of foreign operations are translated into U.S. dollars at the rate of exchange existing at the end of the year. Results of operations are translated at monthly average exchange rates. Adjustments resulting from the translation of foreign currency financial statements are classified as "Accumulated other comprehensive income (loss)," a separate component of Shareholders' equity.

Currency gains and losses are recognized when assets and liabilities of foreign operations, denominated in other than their local currency, are converted into the local currency of the entity. Additionally, currency gains and losses are recognized through the settlement of transactions denominated in other than the local currency. The Company recognized currency gains from transactions of $903 and $277 in 2017 and 2016, respectively, and currency losses from transactions of $1,196 in 2015, all of which were included in Other (income) expense in the accompanying Consolidated Statements of Operations.

Because the Company operates internationally, it has exposure to market risk from movements in foreign currency exchange rates. Approximately 17% of the Company's revenues for the year ended September 29, 2017 were denominated in currencies other than the U.S. dollar. Approximately 7% were denominated in euros and approximately 6% were denominated in Canadian dollars, with the remaining 4% denominated in various other foreign currencies. The Company may mitigate the impact on its operating results of a portion of the fluctuations in certain foreign currencies through the purchase of foreign currency swaps, forward contracts and options to hedge known commitments denominated in foreign currencies or borrowings in foreign currencies. The Company did not use foreign currency forward contracts in 2017, 2016 or 2015. The Company does not enter into foreign exchange contracts for trading or speculative purposes.

Revenue Recognition

The Company recognizes revenue when all of the following criteria have been met:

- Persuasive evidence of an arrangement exists. Contracts, internet commerce agreements, and customer purchase orders are generally used to determine the existence of an arrangement.
- All substantial risk of ownership transfers to the customer. Shipping documents and customer acceptance, when applicable, are used to verify delivery.
- The fee is fixed or determinable. This is assessed based on the payment terms associated with the transaction and whether the sales price is subject to refund or adjustment.
- Collectibility is reasonably assured. Collectibility is assessed based on the creditworthiness of the customer as determined by credit checks and analysis, as well as by the customer's payment history.

Estimated costs of returns and allowances and discounts are accrued as a reduction to sales when revenue is recognized.

Advertising & Promotions

The Company expenses substantially all costs related to the production of advertising the first time the advertising takes place. Cooperative promotional arrangements are accrued as related revenue is earned.

Advertising and promotions expense in 2017, 2016 and 2015 totaled $24,349, $23,611 and $24,460, respectively. These charges are included in “Marketing and selling expenses.” Capitalized advertising costs, included in Other current assets, totaled $621 and $866 at September 29, 2017 and September 30, 2016, respectively, and primarily included catalogs and costs of advertising which have not yet run for the first time.

Shipping and Handling Costs

Shipping and handling fees billed to customers are included in “Net sales.” Shipping and handling costs are included in “Marketing and selling expenses” and totaled $10,844, $10,240 and $10,838 for 2017, 2016 and 2015, respectively.

Research and Development

The Company expenses research and development costs as incurred except for costs of software development for new electronic products which are capitalized once technological feasibility is established and are included in Furniture, Fixtures and Equipment. The gross amount capitalized related to software development was $34,528, less accumulated amortization of $18,040, at September 29, 2017 and $31,572, less accumulated amortization of $14,597, at September 30, 2016. These costs are amortized over the expected life of the software of three to seven years. Amortization expense related to capitalized software in 2017, 2016 and 2015 was $3,444, $2,738 and $2,535, respectively, and is included in depreciation expense on plant, property and equipment.

Fair Values

The carrying amounts of cash, cash equivalents, short-term investments, accounts receivable, and accounts payable approximated fair value at September 29, 2017 and September 30, 2016 due to the short maturities of these instruments. During 2017, 2016 and 2015, the Company held investments in equity and debt securities that were carried at fair value related to its deferred compensation liability which was also carried at the same fair value. When indicators of impairment are present, the Company may be required to value certain long-lived assets such as property, plant, and equipment, and other intangibles at fair value.

Valuation Techniques

Rabbi Trust Assets
Rabbi trust assets, used to fund amounts the Company owes to certain officers and other employees under the Company’s non-qualified deferred compensation plan, are included in “Other assets,” and are classified as trading securities. These assets are comprised of marketable debt and equity securities that are marked to fair value based on unadjusted quoted prices in active markets.

Goodwill and Other Intangible Assets
In assessing the recoverability of the Company’s goodwill and other intangible assets, the Company estimates the future discounted cash flows of the business segments to which the goodwill relates. When estimated future discounted cash flows are less than the carrying value of the net assets and related goodwill, an impairment test is performed to measure and recognize the amount of the impairment loss, if any. In determining estimated future cash flows, the Company makes assumptions regarding anticipated financial position, future earnings and other factors to determine the fair value of the respective assets.

See Note 2 of these Notes to Consolidated Financial Statements for disclosures regarding the fair value of long-term debt and Note 4 of these Notes to Consolidated Financial Statements for disclosures regarding fair value measurements.

New Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers*, which supersedes existing revenue recognition requirements and provides a new comprehensive revenue recognition model. The underlying principle of the new standard requires entities to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects what it expects to receive in exchange for those goods or services. The Company has developed a project plan for the implementation of the new standard including a review of all revenue streams in each business segment to identify potential differences in the performance obligations, timing, measurement or presentation that would result from applying the new standard from the Company's current accounting policies and practices. The Company is still in the process of determining the impact on the timing of revenue recognition and the allocation of revenue to the Company's goods and services across each of the revenue streams and business segments. The provisions are effective for the Company in the first quarter of fiscal 2019 and permit adoption under either the full retrospective approach (recognizing effects of the amended guidance in each prior reporting period presented) or the modified retrospective approach (recognizing the cumulative effect of adoption as an adjustment to retrained earnings at the date of initial application). The Company is still evaluating its method of adoption and the impact of this standard on its consolidated results of operations and financial position.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The amendments in this update will increase the transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. This amendment is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the effect of this standard on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, *Improvements to Employee Share-Based Payment Accounting*. The ASU includes multiple provisions intended to simplify various aspects of the accounting for share-based payments. Excess tax benefits for share-based payments will be recorded as a reduction of income taxes and reflected in operating cash flows upon the adoption of this ASU. Excess tax benefits are recorded in equity and as financing activity under the current rules. The guidance will be effective for annual reporting periods beginning after December 15, 2016 and interim periods within those fiscal years with early adoption permitted. The Company elected to adopt this accounting standard on a prospective basis at the beginning of the first quarter of fiscal 2017. See Note 10 of these Notes to Consolidated Financial Statements for information regarding the effect of this new accounting pronouncement.

In July 2015, the FASB issued ASU 2015-11, *Simplifying the Measurement of Inventory.* The ASU includes provisions intended to simplify the measurement of inventory and to more clearly articulate the requirements for the measurement and disclosure of inventory. Under such provisions, an entity should measure inventory within the scope of this amendment at the lower of cost or net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The standard will be effective for the first quarter of fiscal 2018. The Company does not anticipate that the adoption of this standard will have a significant impact on its consolidated financial statements.

In March 2017, the FASB issued ASU 2017-07, *Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. The ASU includes, among other provisions, one that will require presentation of the service cost component of net benefit cost in the same line item(s) as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside of a subtotal of income from operations. This amendment is effective for annual periods beginning after December 15, 2017 and the interim periods within those annual periods. The Company has elected to adopt this accounting standard at the beginning of the first quarter of fiscal 2018. The adoption of this standard is expected to result in a reduction of an annual operating expense of approximately $500 and an increase in other expense of approximately $500. The Company does not expect the adoption of this standard to have an effect on its consolidated balance sheets or consolidated statements of cash flows.

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles - Goodwill and Other (Topic 350) - Simplifying the Test for Goodwill Impairment*, which eliminates the requirement to calculate the implied fair value of goodwill to measure a goodwill impairment charge. Instead, entities will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value. The Company elected to adopt this ASU in the fourth quarter of fiscal 2017 in conjunction with its annual impairment test. There was no impact on its consolidated financial statements.

2 INDEBTEDNESS

Debt was comprised of the following at September 29, 2017 and September 30, 2016:

	September 29 2017	September 30 2016
Term loans	$ —	$ 7,098
Revolvers	—	—
Other	—	291
Total debt	—	7,389
Less current portion of long term debt	—	381
Less short term debt	—	—
Total long-term debt	$ —	$ 7,008

Term Loans

On October 24, 2016 the Company repaid its outstanding term loans with Ridgestone Bank totaling $7,068. The early repayment of these loans resulted in of a 3% pre-payment penalty. The Company's term loans had a maturity date of September 29, 2029. The interest rate in effect on the term loans was 5.5% at the date of repayment.

Revolvers

On September 16, 2013, the Company and certain of its subsidiaries entered into a credit facility with PNC Bank National Association and certain other lenders named therein. This credit facility consists of a Revolving Credit Agreement dated September 16, 2013 among the Company, certain of the Company's subsidiaries, PNC Bank National Association, as lender and as administrative agent, and the other lenders named therein (the "Revolving Credit Agreement" or "Revolver"). The Revolver has an expiration date of September 16, 2018 and provides for borrowing of up to an aggregate principal amount not to exceed $90,000 with an accordion feature that gives the Company the option to increase the maximum seasonal financing availability subject to the conditions of the Revolving Credit Agreement and subject to the approval of the lenders. The Revolver imposes a seasonal borrowing limit such that borrowings under this facility may not exceed $60,000 from the period June 30th through October 31st of each year under the agreement. The Company had no borrowings against the Revolving Credit Facility as of September 29, 2017 or September 30, 2016.

The interest rate on the Revolver is based on LIBOR plus an applicable margin. The applicable margin resets each quarter and ranges from 1.25% to 2.00% and is dependent on the Company's leverage ratio for the trailing twelve month period. The interest rate on the Revolver was approximately 2.5% at September 29, 2017 and 1.7% at September 30, 2016.

The Revolver is secured with a first priority lien on working capital assets and certain patents and trademarks of the Company and its subsidiaries and a first priority lien on land, buildings, machinery and equipment of the Company's domestic subsidiaries. Under the terms of the Revolver, the Company is required to comply with certain financial and non-financial covenants. The Revolving Credit Agreement limits asset or stock acquisitions to no more than $20,000 in the event that the Company's consolidated leverage ratio is greater than 2.5 times. No limits are imposed if the Company's consolidated leverage ratio is less than 2.5 times and the remaining borrowing availability under the Revolver is greater than $10,000 at the time of the acquisition. The Revolving Credit Agreement limits the amount of restricted payments (primarily dividends and repurchases of common stock) made during each fiscal year. The Company may declare, and pay, dividends in accordance with historical practices, but in no event may the aggregate amount of all dividends or repurchases of common stock exceed $10,000 in any fiscal year. The Revolving Credit Agreement restricts the Company's ability to incur additional debt and includes maximum leverage ratio and minimum interest coverage ratio covenants.

Other Borrowings

The Company had no unsecured revolving credit facilities at its foreign subsidiaries as of September 29, 2017. The Company utilizes letters of credit primarily as security for the payment of future claims under its workers' compensation insurance which totaled $279 and $392 at September 29, 2017 and September 30, 2016, respectively. The Company had no unsecured lines of credit as of September 29, 2017 or September 30, 2016.

The weighted average borrowing rate for short-term debt was approximately 2.5%, 1.7% and 1.4% for 2017, 2016 and 2015, respectively.

Based on the borrowing rates currently available to the Company for debt with similar terms and maturities, the fair value of the Company's long-term debt approximated its carrying value as of September 30, 2016. See Note 4 of these Notes to Consolidated Financial Statements for additional disclosures regarding the fair value.

Under the Company's Revolving Credit Agreement, a change in control of the Company would constitute an event of default. A change in control would be deemed to have occurred if, among other events described in the terms of the Credit Agreement, a person or group other than the Company's Chief Executive Officer, Helen P. Johnson-Leipold, members of her family and related entities (hereinafter the Johnson Family) became or obtain rights as a beneficial owner (as interpreted under the Securities Exchange Act of 1934) of a certain percentage of the outstanding capital stock of the Company, if the Johnson Family ceases to own (without lien or encumbrance) at least a certain percentage of the shares of capital stock of the Company with voting power or if the members of the Company's Board of Directors as of the date of the Credit Agreement (together with any new directors elected to the Board who were also approved for appointment by the then serving directors) cease for any reason to constitute a majority of the Company's Board of Directors. At October 30, 2017, the Johnson Family held 3,832,267 shares or approximately 44% of the Class A common stock, 1,211,196 shares or approximately 99.9% of the Class B common stock and approximately 77% of the voting power of both classes of common stock taken as a whole.

On November 15, 2017, the Company entered into a new unsecured revolving credit facility, which replaced the Revolving Credit Agreement described above. See Note 14 of these Notes to Consolidated Financial Statements for information regarding the new agreement.

3 DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The following disclosures describe the Company's objectives in using derivative instruments, the business purpose or context for using derivative instruments, and how the Company believes the use of derivative instruments helps achieve the stated objectives. In addition, the following disclosures describe the effects of the Company's use of derivative instruments and hedging activities on its financial statements. See Note 4 of these Notes to Consolidated Financial Statements for disclosures regarding the fair value and effects of changes in the fair value of derivative instruments.

Foreign Exchange Risk

The Company has significant foreign operations, for which the functional currencies are denominated primarily in euros, Swiss francs, Hong Kong dollars and Canadian dollars. As the values of the currencies of the foreign countries in which the Company has operations increase or decrease relative to the U.S. dollar, the sales, expenses, profits, losses, assets and liabilities of the Company's foreign operations, as reported in the Company's consolidated financial statements, increase or decrease, accordingly. Approximately 17% of the Company's revenues for the fiscal year ended September 29, 2017 were denominated in currencies other than the U.S. dollar. Approximately 7% were denominated in euros and approximately 6% were denominated in Canadian dollars, with the remaining 4% denominated in various other foreign currencies. Changes in foreign currency exchange rates can cause unexpected financial losses or cash flow needs.

The Company may mitigate the impact on its operating results of a portion of the fluctuations in certain foreign currencies through the use of foreign currency forward contracts. Foreign currency forward contracts enable the Company to lock in the foreign currency exchange rate for a fixed amount of currency to be paid or received on a specified date in the future. The Company may use such foreign currency forward contracts to mitigate the risk associated with changes in foreign currency exchange rates on financial instruments and known commitments denominated in foreign currencies. As of September 29, 2017 and September 30, 2016, the Company held no foreign currency forward contracts.

Interest Rate Risk

The Company operates in a seasonal business and experiences significant fluctuations in operating cash flow as working capital needs increase in advance of the Company's primary selling and cash generation season, and decline as accounts receivable are collected and cash is accumulated or debt is repaid. As of September 29, 2017 and September 30, 2016, the Company held no interest rate swap contracts.

4 FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. A fair value hierarchy has been established based on three levels of inputs, of which the first two are considered observable and the last unobservable.

- Level 1 - Quoted prices in active markets for identical assets or liabilities. These are typically obtained from real-time quotes for transactions in active exchange markets involving identical assets.

- Level 2 - Inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly. These are typically obtained from readily-available pricing sources for comparable instruments.

- Level 3 - Unobservable inputs, where there is little or no market activity for the asset or liability. These inputs reflect the reporting entity's own assumptions of the data that market participants would use in pricing the asset or liability, based on the best information available in the circumstances.

The following table summarizes the Company's financial assets measured at fair value as of September 29, 2017:

	Level 1	Level 2	Level 3	Total
Assets:				
Rabbi trust assets	$ 14,932	$ —	$ —	$ 14,932

The following table summarizes the Company's financial assets measured at fair value as of September 30, 2016:

	Level 1	Level 2	Level 3	Total
Assets:				
Rabbi trust assets	$ 12,637	$ —	$ —	$ 12,637

Rabbi trust assets are classified as trading securities and are comprised of marketable debt and equity securities that are marked to fair value based on unadjusted quoted prices in active markets. The rabbi trust assets are owed by the Company to certain officers and other employees under the Company's non-qualified deferred compensation plan. The mark-to-market adjustments on the assets are recorded in "Other (income) expense" in the accompanying Consolidated Statements of Operations. The offsetting deferred compensation liability is also reported at fair value and is included in "Other liabilities" in the Company's Consolidated Balance Sheets. Changes in the liability are recorded in "Administrative management, finance and information systems" expense in the accompanying Consolidated Statements of Operations.

The effect of changes in the fair value of financial instruments on the Consolidated Statements of Operations for the years ended September 29, 2017, September 30, 2016 and October 2, 2015 was:

	Location of (income) loss recognized in Statement of Operations	2017	2016	2015
Rabbi trust assets	Other (income) expense	$ (1,687)	$ (624)	$ 638

Certain assets and liabilities are measured at fair value on a non-recurring basis in periods subsequent to their initial recognition. During 2016, the Company recorded a $6,197 impairment charge on goodwill held by the Diving business reducing its carrying value to $0, its implied fair value. The charge is reflected in “Goodwill and other intangible assets impairment.” See further discussion of this impairment charge at Note 1 of these Notes to Consolidated Financial Statements.

No assets or liabilities were measured at fair value on a non-recurring basis in 2017. The following table summarizes the Company’s assets measured at fair value on a non-recurring basis as of September 30, 2016 and the losses recognized as a result of this measurement in the year then ended.

	Level 1	Level 2	Level 3	Losses incurred
Goodwill	$ —	$ —	$ —	$ 6,197

5 LEASES AND OTHER COMMITMENTS

The Company leases certain facilities and machinery and equipment under long-term, non-cancelable operating leases. Future minimum rental commitments under non-cancelable operating leases with an initial lease term in excess of one year at September 29, 2017 were as follows:

Year	Related parties included in total	Total
2018	$ 1,017	$ 5,993
2019	1,009	5,216
2020	1,038	4,898
2021	1,067	3,481
2022	179	2,433
Thereafter	—	2,192

Rental expense under all leases was approximately $7,969, $7,011 and $6,933 for 2017, 2016 and 2015, respectively. Rent expense to related parties was $949, $907 and $873 for 2017, 2016 and 2015, respectively.

6 INCOME TAXES

The U.S. and foreign income before income taxes for the respective years consisted of the following:

	2017	2016	2015
United States	$ 41,463	$ 28,881	$ 11,886
Foreign	6,747	(5,226)	3,867
	$ 48,210	$ 23,655	$ 15,753

Income tax expense for the respective years consisted of the following:

	2017	2016	2015
Current:			
Federal	$ 13,154	$ 9,471	$ 4,916
State	2,361	1,492	882
Foreign	1,455	986	1,469
Deferred	(3,917)	(1,795)	(2,130)
	$ 13,053	$ 10,154	$ 5,137

The tax effects of temporary differences that give rise to deferred tax assets and deferred tax liabilities at the end of the respective years are presented below:

	2017	2016
Deferred tax assets:		
Inventories	$ 2,263	$ 2,041
Compensation	14,260	13,956
Tax credit carryforwards	8,203	4,691
Net operating loss carryforwards	5,844	7,628
Other	8,041	7,558
Total gross deferred tax assets	38,611	35,874
Less valuation allowance	8,613	10,215
Deferred tax assets	29,998	25,659
Deferred tax liabilities:		
Goodwill and other intangibles	1,805	1,571
Depreciation and amortization	6,802	5,744
Foreign statutory reserves	604	497
Net deferred tax assets	$ 20,787	$ 17,847

The net deferred tax assets recorded in the accompanying Consolidated Balance Sheet as of the years ended September 29, 2017 and September 30, 2016 were as follows:

	2017	2016
Non-current assets	$ 22,632	$ 19,063
Non-current liabilities	1,845	1,216
Net deferred tax assets	$ 20,787	$ 17,847

The significant differences between the statutory federal tax rate and the effective income tax rates for the Company for the respective years shown below were as follows:

	2017	2016	2015
Statutory U.S. federal income tax rate	35.0%	35.0%	35.0%
Foreign rate differential	(1.1)%	0.3%	(1.5)%
State income tax, net of federal benefit	4.0%	6.1%	2.4%
Tax credit	(0.9)%	(3.2)%	(16.6)%
Deferred tax asset valuation allowance	(0.3)%	0.8%	10.0%
Uncertain tax positions, net of settlements	0.9%	1.4%	1.7%
Goodwill impairment	—%	6.6%	—%
Section 199 manufacturer's deduction	(2.8)%	(4.2)%	(3.7)%
Taxes related to foreign income, net of credits	(8.7)%*	0.5%	(0.8)%
Amended tax returns	—%	—%	3.5%
Other	1.0%	(0.4)%	2.6%
	27.1%	42.9%	32.6%

* Rate benefit is primarily from excess foreign tax credits generated by a dividend repatriation in the first quarter of fiscal 2017.

The Company's net operating loss carryforwards and their expirations as of September 29, 2017 were as follows:

	State	Foreign	Total
Year of expiration			
2018-2022	$ —	$ 2,336	$ 2,336
2023-2027	3,071	2,605	5,676
2028-2032	16,968	—	16,968
2033-2037	312	—	312
Indefinite	—	9,631	9,631
Total	$ 20,351	$ 14,572	$ 34,923

The Company has tax credit carryforwards as follows:

	State	Federal	Total
Year of expiration			
2018-2022	$ 1,895	$ —	$ 1,895
2023-2027	1,536	—	1,536
2028-2032	751	—	751
2033-2037	239	—	239
Indefinite	—	—	—
Total	$ 4,421	$ —	$ 4,421

A reconciliation of the beginning and ending amount of unrecognized tax benefits follows:

Balance at October 2, 2015	$ 3,881
Settlement	—
Lapse of statute of limitations	(391)
Gross increases - tax positions in period	1,606
Balance at September 30, 2016	$ 5,096
Settlement	(81)
Lapse of statute of limitations	(380)
Gross increases - tax positions in period	854
Balance at September 29, 2017	$ 5,489

The total accrued interest and penalties with respect to income taxes was approximately $1,325 and $1,079 for the years ended September 29, 2017 and September 30, 2016, respectively. The Company's liability for unrecognized tax benefits as of September 29, 2017 was $5,489, and if recognized, $5,094 would have an effective tax rate impact.

In accordance with its accounting policy, the Company recognizes accrued interest and penalties related to unrecognized tax benefits as a component of income tax expense. Interest and penalties of $185, $194 and $148 were recorded as a component of income tax expense in the accompanying Consolidated Statements of Operations during fiscal years 2017, 2016 and 2015, respectively.

The Company files income tax returns, including returns for its subsidiaries, with federal, state, local and foreign taxing jurisdictions. At September 29, 2017, the Company was under income tax examination in Italy. The amount of unrecognized tax benefits recognized within the next twelve months may decrease due to expiration of the statute of limitations for certain years in various jurisdictions. However, it is possible that a jurisdiction may open an audit prior to the statute expiring or the aforementioned audit may result in adjustments to the Company's tax filings. At this time, an estimate of the range of the reasonably possible change cannot be made.

The following tax years remain subject to examination by the Company's respective major tax jurisdictions:

Jurisdiction	Fiscal Years
United States	2014-2017
Canada	2013-2017
France	2014-2017
Germany	2013-2017
Italy	2012-2017
Switzerland	2007-2017

The Company has not provided additional U.S. income taxes on $112,638 of undistributed earnings of consolidated foreign subsidiaries included in shareholders' equity attributable to the Company. Such earnings could become taxable upon the sale or liquidation of these foreign subsidiaries or upon dividend repatriation. If at some future date, these earnings cease to be indefinitely reinvested and are repatriated, the Company may be subject to additional U.S. income taxes and foreign withholding and other taxes on such amounts. It is not practicable to estimate the amount of unrecognized withholding taxes and deferred tax liability on such earnings.

As of September 29, 2017, the Company held approximately $39,205 of cash and cash equivalents in bank accounts in foreign jurisdictions.

7 EMPLOYEE BENEFITS

The Company has non-contributory defined benefit pension plans covering certain U.S. employees. Retirement benefits are generally provided based on the employees' years of service and average earnings. Normal retirement age is 65, with provisions for earlier retirement. The Company elected to freeze its U.S. defined benefit pension plans as of September 30, 2009 and, as a result, there are no benefit accruals related to service performed after that date.

The financial position of the Company’s non-contributory defined benefit plans as of fiscal year end 2017 and 2016 was as follows:

	2017	2016
Projected benefit obligation:		
Projected benefit obligation, beginning of year	$ 29,449	$ 26,212
Service cost	—	—
Interest cost	1,043	1,137
Actuarial (gain) loss	(1,025)	3,069
Benefits paid	(995)	(969)
Projected benefit obligation, end of year	28,472	29,449
Fair value of plan assets:		
Fair value of plan assets, beginning of year	17,793	17,020
Actual gain on plan assets	2,639	1,260
Company contributions	1,365	482
Benefits paid	(995)	(969)
Fair value of plan assets, end of year	20,802	17,793
Funded status of the plans	(7,670)	(11,656)
Amounts recognized in the Consolidated Balance Sheets consist of:		
Current pension liabilities	186	188
Non-current pension liabilities	7,484	11,468
Accumulated other comprehensive loss	(7,799)	(10,999)
Components of accumulated other comprehensive loss:		
Net actuarial loss	(7,799)	(10,999)
Accumulated other comprehensive loss	$ (7,799)	$ (10,999)

Net periodic benefit cost for the non-contributory defined benefit pension plans for the respective years included the following pre-tax amounts:

	2017	2016	2015
Interest cost	$ 1,043	$ 1,137	$ 1,108
Expected return on plan assets	(1,193)	(1,265)	(1,197)
Amortization of unrecognized net actuarial loss	731	566	622
Net periodic pension cost	581	438	533
Other changes in benefit obligations recognized in other comprehensive income ("OCI"):			
Net actuarial (gain) loss	(3,201)	2,507	1,511
Total recognized in net periodic pension cost and OCI	$ (2,620)	$ 2,945	$ 2,044

The Company expects to recognize $538 of unrecognized loss amortization as a component of net periodic benefit cost in 2018. This amount is included in accumulated other comprehensive income as of September 29, 2017.

At September 29, 2017, the aggregate accumulated benefit obligation and aggregate fair value of plan assets for plans with benefit obligations in excess of plan assets was $28,472 and $20,802, respectively, and there were no plans with plan assets in excess of benefit obligations. At September 30, 2016, the aggregate accumulated benefit obligation and aggregate fair value of plan assets for plans with benefit obligations in excess of plan assets was $29,449 and $17,793, respectively, and there were no plans with plan assets in excess of benefit obligations.

The Company anticipates making contributions to the defined benefit pension plans of $1,151 through September 28, 2018.

Estimated benefit payments from the Company's defined benefit plans to participants for each of the next five years and the five years thereafter are as follows:

2018	$ 1,121
2019	1,152
2020	1,205
2021	1,217
2022	1,233
Five years thereafter	6,926

Actuarial assumptions used to determine the projected benefit obligation and net periodic pension cost as of the following fiscal years were as follows:

	Projected Benefit Obligation			Net Periodic Pension Cost		
	2017	2016	2015	2017	2016	2015
Discount rate	3.79%	3.60%	4.35%	3.60%	4.35%	4.25%
Long-term rate of return	N/A	N/A	N/A	6.50%	7.50%	7.50%
Average salary increase rate	N/A	N/A	N/A	N/A	N/A	N/A

The change in discount rates in 2017 resulted in an actuarial gain during 2017 of approximately $795. The change in discount rates in 2016 resulted in an actuarial loss during 2016 of approximately $3,152. The change in discount rates in 2015 resulted in an actuarial gain during 2015 of approximately $390. The remainder of the actuarial gains or losses for each of the three years was related to adjustments to mortality tables and other modifications to actuarial assumptions.

To determine the discount rate assumption used in the Company's pension valuation, the Company identified a benefit payout stream based on the demographics of the pension plans and constructed a hypothetical bond portfolio using high-quality corporate bonds with cash flows that matched that benefit payout stream. A yield curve was calculated based on this hypothetical portfolio which was used for the discount rate determination.

The Company determines the long-term rate of return assumption for plan assets by using the historical asset returns for various investment asset classes and adjusting them to reflect future expectations. The expected asset class returns are weighted by the targeted asset allocations, resulting in a weighted average return which is rounded to the nearest quarter percent.

The Company uses measurement dates of October 1 to determine pension expenses for each year and the last day of the fiscal year to determine the fair value of the pension assets.

The Company's pension plans' weighted average asset allocations at September 29, 2017 and September 30, 2016, by asset category were as follows:

	2017	2016
Equity securities	73%	69%
Fixed income securities	24%	30%
Other securities	3%	1%
	100%	100%

The Company's primary investment objective for the plans' assets is to maximize the probability of meeting the plans' actuarial target rate of return of 6.5%, with a secondary goal of returning 4% above the rate of inflation. These return objectives are targeted while simultaneously striving to minimize risk of loss to the plans' assets. The investment horizon over which the investment objectives are expected to be met is a full market cycle or five years, whichever is greater.

The Company's investment strategy for the plans is to invest in a diversified portfolio that will generate average long-term returns commensurate with the aforementioned objectives while minimizing risk.

The following table summarizes the Company’s pension plan assets measured at fair value as of September 29, 2017:

	Level 1	Level 2	Level 3	Total
Description:				
Mutual funds	$ 20,207	$ —	$ —	$ 20,207
Money market funds	515	—	—	515
Group annuity contract	—	—	80	80
Total	$ 20,722	$ —	$ 80	$ 20,802

The following table summarizes the Company’s pension plan assets measured at fair value as of September 30, 2016:

	Level 1	Level 2	Level 3	Total
Description:				
Mutual funds	$ 17,467	$ —	$ —	$ 17,467
Money market funds	213	—	—	213
Group annuity contract	—	—	113	113
Total	$ 17,680	$ —	$ 113	$ 17,793

The tables below set forth a summary of changes in fair value of the Company’s Level 3 pension plan assets for the years ended September 29, 2017 and September 30, 2016:

	2017	2016
Level 3 assets, beginning of year	$ 113	$ 155
Purchases	2	2
Unrealized loss	1	(2)
Sales	(36)	(42)
Level 3 assets, end of year	$ 80	$ 113

The fair values of the money market fund and mutual fund assets were derived from quoted market prices as substantially all of these instruments have active markets. The fair value of the group annuity contract was derived using a discounted cash flow model with inputs based on current yields of similar instruments with comparable durations. The asset allocation of the mutual funds is based on a moderate allocation style, generally investing approximately 70% to 75% in equity index funds and the remainder in fixed income index funds. The annuity contract consists of high quality bonds.

The Company also has a non-qualified deferred compensation plan that provides certain officers and employees the ability to defer a portion of their compensation until a later date. The deferred amounts and earnings thereon are payable to participants, or designated beneficiaries, at specified future dates upon retirement, death or termination of employment from the Company. The deferred compensation liability, which is reported at fair value equal to the related rabbi trust assets, and is classified as “Other liabilities” on our accompanying Consolidated Balance Sheets, was approximately $14,932 and $12,637 as of September 29, 2017 and September 30, 2016, respectively. See “Note 4 Fair Value” for additional information.

A majority of the Company’s full-time employees are covered by defined contribution programs. Expenses attributable to the defined contribution programs were approximately $1,189, $1,126 and $1,093 for 2017, 2016 and 2015, respectively.

8 PREFERRED STOCK

The Company is authorized to issue 1,000,000 shares of preferred stock in various classes and series, of which there are none currently issued and none outstanding.

9 COMMON STOCK

The number of authorized and outstanding shares of each class of the Company’s common stock at the end of the respective years was as follows:

	2017	2016
Class A, $0.05 par value:		
Authorized	20,000,000	20,000,000
Outstanding	8,784,513	8,778,028
Class B, $0.05 par value:		
Authorized	3,000,000	3,000,000
Outstanding	1,211,686	1,212,006

Holders of Class A common stock are entitled to elect 25%, or the next highest whole number, of the members of the Company’s Board of Directors and holders of Class B common stock are entitled to elect the remaining directors. With respect to matters other than the election of directors or any matters for which class voting is required by law, holders of Class A common stock are entitled to one vote per share while holders of Class B common stock are entitled to ten votes per share. If any dividends (other than dividends paid in shares of the Company’s stock) are paid by the Company on its common stock, a dividend would be paid on each share of Class A common stock equal to 110% of the amount paid on each share of Class B common stock. Each share of Class B common stock is convertible at any time into one share of Class A common stock. During 2017 and 2016 there were 320 and 376 shares of Class B common stock converted into Class A common stock, respectively.

10 STOCK-BASED COMPENSATION AND STOCK OWNERSHIP PLANS

The Company’s current stock ownership plans provide for issuance of options to acquire shares of Class A common stock by key executives and non-employee directors. Current plans also allow for issuance of shares of restricted stock, restricted stock units or stock appreciation rights in lieu of options.

Under the Company’s 2010 Long-Term Stock Incentive Plan and the 2012 Non-Employee Director Stock Ownership Plan there were 612,570 shares of the Company’s Class A common stock available for grant to key executives and non-employee directors at September 29, 2017. Shares issued pursuant to the exercise of stock options or grants of restricted stock are typically issued first out of treasury stock to the extent that treasury shares are available.

The Company recognized tax benefits from the exercise of stock options and the vesting of restricted stock of $404, $112 and $482 for 2017, 2016 and 2015, respectively. In 2017, this amount was recorded as a component of income tax expense. In 2016 and 2015, these amounts were recorded as increases in additional paid-in capital on the consolidated balance sheets and as cash from financing activities on the consolidated statements of cash flows. The Company recognizes forfeitures of equity awards as incurred.

Stock Options

All stock options have been granted at a price not less than fair market value at the date of grant and are currently exercisable. Stock options generally have a term of 10 years.

All of the Company’s stock options outstanding are fully vested, with no further compensation expense to be recorded. There were no grants of stock options in 2017, 2016 or 2015. There were no stock options outstanding during 2017 or 2016.

The intrinsic values of the stock received upon exercise of such options at their date of exercise during 2017, 2016 and 2015 were $0, $0 and $221, respectively.

The Company received cash proceeds from stock option exercises totaling $0, $0 and $118 for the years ending September 29, 2017, September 30, 2016 and October 2, 2015, respectively.

Non-Vested Stock

All shares of non-vested stock awarded by the Company have been granted at their fair market value on the date of grant and vest within five years after the grant date. The fair value at date of grant is based on the number of shares granted and the average of the Company's high and low Class A common stock price on the date of grant or, if the Company's shares did not trade on the date of grant, the average of the Company's high and low Class A common stock price on the last preceding date on which the Company's shares traded.

A summary of non-vested stock activity for the two year period ended September 29, 2017 related to the Company's stock ownership plans is as follows:

	Shares	Weighted Average Grant Price
Non-vested stock at October 2, 2015	214,027	$ 21.43
Non-vested stock grants	54,850	24.16
Non-vested stock forfeited	(7,885)	18.52
Restricted stock vested	(98,520)	19.18
Non-vested stock at September 30, 2016	162,472	24.49
Non-vested stock grants	8,846	43.12
Restricted stock vested	(76,250)	20.54
Non-vested stock September 29, 2017	95,068	27.68

Non-vested stock grantees may elect to reimburse the Company for withholding taxes due as a result of the vesting of shares by tendering a portion of the vested shares back to the Company. Shares tendered back to the Company were 17,832 and 19,973 during 2017 and 2016, respectively. The fair value of restricted stock vested during 2017, 2016 and 2015 was approximately $3,219, $2,348 and $3,294, respectively.

Stock compensation expense, net of forfeitures, related to non-vested stock was $941, $1,252 and $1,287 during 2017, 2016 and 2015, respectively. The tax benefit recognized during 2017, 2016 and 2015 related to stock based compensation was $358, $476 and $598, respectively. Unrecognized compensation cost related to non-vested stock as of September 29, 2017 was $733, which amount will be amortized to expense through November 2021 or adjusted for changes in future estimated or actual forfeitures.

Restricted Stock Units

All restricted stock units awarded by the Company during fiscal 2017 and in prior years have been granted at their fair market value on the date of grant. The fair value at date of grant is based on the number of units granted and the average of the Company's high and low Class A common stock trading price on the date of grant or, if the Company's shares did not trade on the date of grant, the average of the Company's high and low Class A common stock trading price on the last preceding date on which the Company's shares traded. The vesting period for RSUs is generally one year from the date of grant for RSUs granted to directors and three years from the date of the grant for RSUs granted to employees.

A summary of RSU activity follows:

	Number of RSUs	Weighted Average Grant Price
RSUs at October 2, 2015	7,336	$ 33.40
RSUs granted	48,456	23.64
RSUs forfeited	(2,045)	24.16
RSUs vested	(7,336)	33.40
RSUs at September 30, 2016	46,411	23.62
RSUs granted	28,301	40.64
RSUs vested	(14,070)	22.39
RSUs at September 29, 2017	60,642	31.85

Stock compensation expense, net of forfeitures, related to restricted stock units was $1,011, $547 and $286 for the years ended September 29, 2017, September 30, 2016 and October 2, 2015, respectively. Unrecognized compensation cost related to non-vested restricted stock units as of September 29, 2017 was $791, which amount will be amortized to expense through September 2019 or adjusted for changes in future estimated or actual forfeitures.

Compensation expense related to units earned by employees is based upon the attainment of certain financial goals related to cumulative net sales and cumulative operating profit over a three-year performance period. Awards are only paid if at least 80% of the target levels are met and maximum payouts are made if 120% of more of target levels are achieved. The payouts for achievement of the threshold levels of performance are equal to 50% of the target award amount. The payouts for achievement of maximum levels of performance are equal to 150% of the target award amount. To the extent earned, awards are issued in shares of Company common stock after the end of the three year performance period.

Employee Stock Purchase Plan

The 2009 Employees’ Stock Purchase Plan (the “Purchase Plan”) provides for the issuance of shares of Class A common stock at a purchase price of not less than 85% of the fair market value of such shares on the date of grant or at the end of the offering period, whichever is lower.

The Company issued 1,414, 7,732 and 8,062 shares of Class A common stock under the Purchase Plan during the years 2017, 2016 and 2015, respectively, and recognized expense of $34, $33 and $33 in 2017, 2016 and 2015, respectively.

11 RELATED PARTY TRANSACTIONS

The Company conducts transactions with certain related parties including organizations controlled by the Johnson Family and other related parties. These transactions include consulting services, aviation services, office rental, and certain administrative activities. Total costs of these transactions were $1,144, $1,196 and $1,187 for 2017, 2016 and 2015, respectively. Amounts due to/from related parties were immaterial at September 29, 2017 and September 30, 2016.

12 SEGMENTS OF BUSINESS

The Company conducts its worldwide operations through separate business segments, each of which represent major product lines. Operations are conducted in the U.S. and various foreign countries, primarily in Europe, Canada and the Pacific Basin. As of September 25, 2017, two customers of the Company's Fishing, Camping and Watercraft Recreation segments combined into a single entity. The combined net sales to these two customers represented approximately $80,795 of the Company's consolidated revenues during fiscal 2017. The Company had no single customer that accounted for more than 10% of its total net sales in fiscal 2016 or 2015.

Net sales and operating profit include both sales to customers, as reported in the Company’s accompanying Consolidated Statements of Operations, and inter-unit transfers, which are priced to recover costs plus an appropriate profit margin. Total assets represent assets that are used in the Company’s operations in each business segment at the end of the years presented.

A summary of the Company's operations by business segment is presented below:

		2017		2016		2015
Net sales:						
Fishing:						
Unaffiliated customers	$	327,796	$	274,539	$	262,184
Interunit transfers		342		333		334
Camping:						
Unaffiliated customers		37,887		39,975		47,526
Interunit transfers		33		43		47
Watercraft Recreation:						
Unaffiliated customers		48,126		50,240		48,805
Interunit transfers		146		148		156
Diving						
Unaffiliated customers		76,080		68,330		71,414
Interunit transfers		652		807		711
Other / Corporate		676		643		560
Eliminations		(1,173)		(1,331)		(1,248)
Total	$	490,565	$	433,727	$	430,489
Operating profit (loss):						
Fishing	$	58,697	$	43,092	$	26,055
Camping		1,946		2,077		3,847
Watercraft Recreation		2,860		3,349		1,620
Diving [(1)]		1,847		(9,384)		934
Other / Corporate		(19,759)		(16,240)		(14,603)
	$	45,591	$	22,894	$	17,853
Depreciation and amortization expense:						
Fishing	$	8,437	$	7,597	$	7,749
Camping		888		1,121		1,128
Watercraft Recreation		950		819		972
Diving		1,573		1,210		826
Other / Corporate		1,232		1,086		1,027
	$	13,080	$	11,833	$	11,702
Capital expenditures:						
Fishing	$	6,774	$	6,970	$	6,739
Camping		372		311		427
Watercraft Recreation		988		911		889
Diving		695		1,464		661
Other / Corporate		2,784		2,046		1,693
	$	11,613	$	11,702	$	10,409
Goodwill, net:						
Fishing	$	11,238	$	11,196		
Camping		—		—		
Watercraft Recreation		—		—		
Diving		—		—		
	$	11,238	$	11,196		
Total assets (end of period):						
Fishing	$	128,706	$	118,357		
Camping		32,652		28,249		
Watercraft Recreation		20,222		19,693		
Diving		58,190		77,195		
Other / Corporate		113,889		66,785		
	$	353,659	$	310,279		

(1)Diving 2016 operating profit includes $6,197 of goodwill impairment charges.

A summary of the Company’s operations by geographic area is presented below:

	2017	2016	2015
Net sales:			
United States:			
Unaffiliated customers	$ 404,073	$ 357,592	$ 350,340
Interunit transfers	19,725	14,672	17,872
Europe:			
Unaffiliated customers	34,521	32,069	35,547
Interunit transfers	10,983	9,824	9,371
Canada:			
Unaffiliated customers	32,553	28,308	28,155
Interunit transfers	2	16	11
Other:			
Unaffiliated customers	19,418	15,758	16,447
Interunit transfers	22	62	82
Eliminations	(30,732)	(24,574)	(27,336)
	$ 490,565	$ 433,727	$ 430,489
Total assets:			
United States	$ 276,916	$ 219,625	
Europe	42,956	52,642	
Canada and other	33,787	38,012	
	$ 353,659	$ 310,279	
Long-term assets (1):			
United States	$ 83,726	$ 81,292	
Europe	3,396	3,713	
Canada and other	3,056	4,243	
	$ 90,178	$ 89,248	

(1) Long term assets consist of net property, plant and equipment, net intangible assets, goodwill and other assets excluding deferred income taxes.

13 CONTINGENCIES

The Company is subject to various legal actions and proceedings in the normal course of business, including those related to commercial disputes, product liability, intellectual property and environmental matters. The Company is insured against loss for certain of these matters. Although litigation is subject to many uncertainties and the ultimate exposure with respect to these matters cannot be ascertained, management does not believe the final outcome of any pending litigation will have a material adverse effect on the financial condition, results of operations, liquidity or cash flows of the Company.

14 SUBSEQUENT EVENT

On November 15, 2017, the Company entered into a new unsecured revolving credit facility with PNC Bank, National Association and Associated Bank, N.A. ("the Lending Group"). The new credit facility consists of a Revolving Credit Agreement dated November 15, 2017 among the Company, PNC Bank, National Association, as lender and as administrative agent, and the other lender named therein (the "New Revolving Credit Agreement" or "New Revolver"). The New Revolver has an expiration date of November 15, 2022, and provides for borrowing of up to an aggregate principal amount not to exceed $75,000 with a $50,000 accordion feature that gives the Company the option to increase the maximum financing availability subject to the conditions of the New Revolving Credit Agreement and subject to the approval of the lenders.

The interest rate on the New Revolver resets each quarter and is based on LIBOR plus an applicable margin. The applicable margin ranges from 1.00 percent to 1.75 percent and is dependent on the Company's leverage ratio for the trailing twelve month period.

The New Revolving Credit Agreement restricts the Company's ability to incur additional debt, includes maximum leverage ratio and minimum interest coverage ratio covenants and is unsecured.

15 VALUATION AND QUALIFYING ACCOUNTS

The following summarizes changes to valuation and qualifying accounts for 2017, 2016 and 2015:

	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Less Deductions	Balance at End of Year
Year Ended September 29, 2017				
Allowance for doubtful accounts	$ 2,182	$ 876	$ 827	$ 2,231
Reserves for inventory valuation	5,623	1,356	1,551	5,428
Valuation of deferred tax assets	10,215	603	2,094	8,724
Reserves for sales returns	2,772	2,346	3,188	1,930
Year ended September 30, 2016				
Allowance for doubtful accounts	$ 2,329	$ 299	$ 446	$ 2,182
Reserves for inventory valuation	4,879	3,650	2,906	5,623
Valuation of deferred tax assets	9,786	1,670	1,241	10,215
Reserves for sales returns	1,945	4,596	3,769	2,772
Year ended October 2, 2015				
Allowance for doubtful accounts	$ 2,665	$ 292	$ 628	$ 2,329
Reserves for inventory valuation	3,950	2,123	1,194	4,879
Valuation of deferred tax assets	8,734	2,602	1,550	9,786
Reserves for sales returns	1,428	3,139	2,622	1,945

16 QUARTERLY FINANCIAL SUMMARY (UNAUDITED)

The following summarizes quarterly operating results for the years presented below:

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter	
(thousands, except per share data)	**2017**	2016	**2017**	2016	**2017**	2016	**2017**	2016
Net sales	**$ 93,729**	$ 85,298	**$ 149,807**	$ 134,192	**$ 155,274**	$ 139,300	**$ 91,755**	$ 74,937
Gross profit	**36,565**	33,299	**64,913**	54,995	**70,630**	59,283	**38,832**	28,885
Operating profit (loss)	**472**	(900)	**20,458**	15,138	**24,737**	13,583	**(76)**	(4,927)
Income (loss) before income taxes	**(45)**	(519)	**21,837**	14,669	**25,560**	13,865	**858**	(4,360)
Income tax expense (benefit)	**(4,101)**	15	**7,878**	5,348	**9,007**	7,024	**269**	(2,233)
Net income (loss)	**$ 4,056**	$ (534)	**$ 13,959**	$ 9,321	**$ 16,553**	$ 6,841	**$ 589**	$ (2,127)
Net income (loss) per common share - Basic:								
Class A	**$ 0.41**	$ (0.05)	**$ 1.41**	$ 0.94	**$ 1.68**	$ 0.69	**$ 0.06**	$ (0.21)
Class B	**$ 0.37**	$ (0.05)	**$ 1.28**	$ 0.86	**$ 1.52**	$ 0.63	**$ 0.05**	$ (0.21)
Net income (loss) per common share - Diluted:								
Class A	**$ 0.40**	$ (0.05)	**$ 1.39**	$ 0.93	**$ 1.65**	$ 0.68	**$ 0.06**	$ (0.21)
Class B	**$ 0.40**	$ (0.05)	**$ 1.39**	$ 0.93	**$ 1.65**	$ 0.68	**$ 0.06**	$ (0.21)

Due to changes in stock prices during the year and the timing of issuance of shares, the cumulative total of quarterly net income (loss) per share amounts may not equal the net income (loss) per share for the entire year.

17 ACQUISITIONS

During the year ended September 30, 2016, the Company completed two acquisitions for a total of approximately $9,200. No acquisitions were completed during fiscal 2017.

Acquisition of SeaBear

On October 27, 2015, the Company acquired all of the outstanding common stock of SeaBear GmbH ("SeaBear") and related assets in a purchase transaction with SeaBear's sole shareholder (the "Seller"). SeaBear, founded and based in Graz, Austria, specializes in the development of underwater instrumentation through unique application of existing, new and emerging technologies.

The Company believed that sales of SeaBear's innovative diving technology could be expanded through the Company's global marketing and distribution networks. The SeaBear acquisition is included in the Company's Diving segment. Goodwill, of $2,219, which represents the excess of the purchase price over the net tangible and intangible assets acquired, is not deductible for tax purposes.

Acquisition of Northport

On April 4, 2016, the Company acquired substantially all of the assets of Northport Systems, Inc. ("Northport") in a purchase transaction with Northport and its owners (collectively, the "Seller"). Northport, based in Toronto, Canada, specializes in the development and application of unique digital cartography technologies and web, e-commerce and data solutions for fishing and marine markets.

The acquisition cost for the Northport assets was funded with existing cash and credit facilities. Approximately $500 of the purchase price was paid into a segregated escrow account which was set aside to fund potential indemnity claims that may be made by the Company against the Seller in connection with the inaccuracy of certain representations and warranties made by the Seller or related to the breach or nonperformance of certain other actions, agreements or conditions related to the acquisition, for a period of 24 months from the acquisition date. The Company cannot estimate the probability or likelihood of bringing any such indemnity claims against the Seller or any related costs at this time. The remaining escrow balance, if any, net of any indemnity claim then pending, will be released to the Seller once the 24 month period has lapsed. Approximately $250 of the purchase price was paid in the form of contingent consideration which required the Seller to meet certain conditions prior to the release of such funds.

The Company believes that Northport will bring new cartography capabilities, which can broaden the Company's innovation horizon and accelerate speed-to-market of new products in this segment. The Northport acquisition is included in the Company's Fishing segment. Goodwill of $827, which represents the excess of the purchase price over the net tangible and intangible assets acquired, is deductible for tax purposes. The goodwill resulting from this acquisition reflects the strong cash flow expected from the acquisition due primarily to expected expanded distribution and growth of Humminbird marine electronics and cartography products.

Purchase Price Allocation

Pro forma results of operations for these acquisitions have not been presented because they are not material to the Company's combined and consolidated results of operations, either individually or in the aggregate. The following table presents the aggregate purchase price allocation for the Company's acquisitions described above:

Recognized amounts of identifiable assets acquired and liabilities assumed		
Accounts receivable	$	66
Inventories		197
Other current assets		40
Property, plant and equipment		27
Identifiable intangible assets		6,706
Less, accounts payable and accruals		350
Less, long term liabilities		580
Total identifiable net assets		6,106
Goodwill		3,046
Net assets acquired	$	9,152

The values assigned in the acquisitions to finite lived intangible assets were as follows:

Description		Amount	Useful Life (yrs)
Developed technologies	$	6,131	7.6 years
Non-compete agreements		575	5.0 years

Developed technologies were valued using the discounted cash flow method. Under this method, the after-tax direct cash flows expected to be generated by the technologies were discounted over their remaining useful lives, net of contributions of other assets to those cash flows. The discount rates used were commensurate with the inherent risks associated with each type of asset and the level and timing of cash flows appropriately reflect market participant assumptions. We valued base product technology that generates cash flows from sales of the existing products using the income approach, specifically the multi-period excess earnings method which calculates the value based on the risk-adjusted present value of the cash flows specific to the products, allowing for a reasonable return.

Non-compete agreements were valued using the comparative income differential method based on the estimated negative impact that could occur in the absence of the restrictions enforced by the agreements.

The weighted average useful life at the dates of acquisition of total amortizable intangible assets acquired was approximately 7.5 years.

Transaction costs incurred for the acquisitions was $753 for the twelve months ended September 30, 2016. Such transaction costs are included in "Administrative management, finance and information system" in the accompanying Consolidated Statement of Operations.

During the quarter ended July 1, 2016, the Company re-evaluated its projections for its Diving reporting unit as a result of deteriorating business conditions. As a result, the Company performed an impairment test on the goodwill of the Diving reporting unit, including the goodwill acquired in the SeaBear acquisition, and determined an impairment charge was required. See “Note 1 – Goodwill” for additional information.

Exhibit 10.1

REGISTRATION RIGHTS AGREEMENT

AGREEMENT made as of December 16, 1985 between JWA Holding Corporation, a Delaware corporation ("Holding"), and the parties set forth on Schedule I attached hereto (collectively, the "Founders").

On or prior to January 6, 1986, Holding will issue and sell 495,028 shares of Class A Common Stock, $.10 par value per share, of Holding (the "Class A Common Stock") and 495,028 shares of Class B Common Stock, $.10 par value per share, of Holding (the "Class B Common Stock") to the Founders. The shares of Class A Common Stock and Class B Common Stock to be purchased by the Founders have not been registered under the 1933 Act (as defined in paragraph 11 hereof). The Class A Common Stock and the Class B Common Stock are referred to herein collectively as the "Common Stock". In order to induce the Founders to purchase such shares of Common Stock, Holding has agreed to provide the registration rights set forth in this Agreement.

The parties hereto agree as follows:

1. Demand Registrations.

(a) Right to Demand Registration. Except as otherwise provided in this Agreement, upon the request of the holder or holders of not less than 100,000 shares of the Registrable Securities (as defined in paragraph 11 hereof) Holding will prepare and file with the Securities and Exchange Commission (as defined in paragraph 11 hereof) a registration statement under the 1933 Act which will enable the holder or holders of the Registrable Securities to offer and sell their Registrable Securities. Each registration requested pursuant to this paragraph 1(a) is referred to herein as a "Demand Registration." Holding will be obligated to effect a total of two such Demand Registrations, and will pay all Registration Expenses (as defined in paragraph 6(a) hereof) pertaining to Registrable Securities incurred in connection with a Demand Registration.

(b) Mechanics of Demand Registrations. Holding shall be deemed to have received a request that it effect a Demand Registration for purposes of paragraph 1(a) if it receives at its corporate headquarters a written statement(s) signed by the holder or holders of not less than 100,000 shares of the Registrable Securities requesting that Holding effect a Demand Registration. Within ten days after receipt of any such request for a Demand Registration, Holding will give written notice of such request to all other holders of Registrable Securities and, except as otherwise provided in this Agreement, will include in the Demand Registration all Registrable Securities with respect to which Holding has received written requests for inclusion therein within 25 days after Holding has given such written notice. In the event that a Demand Registration has been requested pursuant to this paragraph 1(b) and the managing underwriter of such Demand Registration determines that there are not enough securities being registered pursuant to such Demand Registration for Holding to conduct a customary underwritten offering with respect to such securities, Holding will no longer be obligated to effect such Demand Registration and the holders of the Registrable Securities will be deemed to have exercised their right to one Demand Registration.

Holding may include, as determined in its sole discretion, in any Demand Registration any securities which are not Registrable Securities. If the managing underwriter of any Demand Registration advises Holding in writing that in its opinion the number of Registrable Securities and other securities included therein exceeds the number of Registrable Securities and other securities which can be sold in such offering, Holding will include in such registration prior to the inclusion of any securities which are not Registrable Securities the number of Registrable Securities requested to be included which in the opinion of such underwriter can be sold, pro rata among the respective holders on the basis of their relative shares of Registrable Securities held. Any Persons (as defined in paragraph 11 hereof) other than holders of Registrable Securities who participate in Demand Registrations must pay their share of the Registration Expenses as provided in paragraph 6 hereof.

(c) Restrictions on Registrations. Holding will not be obligated to effect any Demand Registration within six months after the effective date of a previous Demand Registration or a registration in which the holders of the Registrable Securities were given piggyback rights pursuant to paragraph 2 hereof. Holding may postpone for up to six months the filing or the effectiveness of a registration statement for a Demand Registration if Holding's board of directors determines that such Demand Registration might reasonably be expected to have an adverse effect on, or is inadvisable in view of, any proposal or plan by Holding or any of its subsidiaries to engage in any sale of securities, acquisition of assets (other than in the ordinary course of business) or any merger, consolidation, tender offer or similar transaction; provided that in such event, the holders of Registrable Securities requesting such Demand Registration will be entitled to withdraw such request and, if such request is withdrawn, such Demand Registration will not count as a Demand Registration.

Holding will not be obligated to effect any Demand Registration prior to the date on which Holding's Certificate of Incorporation first permits shares of Common Stock to be transferred. Presently, Holding's Certificate of Incorporation provides that no transfer of Common Stock may be made until the earlier of September 30, 1986 or the date of distribution by Holding of financial results for the period ending June 27, 1986.

(d) Selection of Underwriters. Holding will have the right to select the investment banker(s) and manager(s) to administer the offering, subject to the approval of the holders of a majority of the Registrable Securities included in such registration, which approval will not be unreasonably withheld.

2. Piggyback Registrations.

(a) Right to Piggyback. Whenever Holding proposes to register any of its securities under the 1933 Act (other than pursuant to a registration demanded as of right by the holders of such securities) and the registration form to be used in such registration may be used for the registration of the Registrable Securities (a "Piggyback Registration"), Holding will give prompt written notice (in any event within 10 days after its receipt of notice of any exercise of other Demand Registration rights) to all holders of the Registrable Securities of its intention to effect such a registration and, except as otherwise provided in this Agreement, will include in such registration all Registrable Securities with respect to which Holding has received written requests for inclusion therein within 25 days after the date on which Holding gave such notice; provided that the Registrable Securities shall have the piggyback rights set forth in this paragraph only if the securities which Holding is registering are being offered pursuant to a customary underwritten offering.

(b) Piggyback Expenses. The Registration Expenses of the holders of Registrable Securities will be paid by Holding in all Piggyback Registrations.

(c) Priority on Primary Registrations. If a Piggyback Registration is an underwritten primary registration on behalf of Holding, and the managing underwriters advise Holding in writing that in their opinion the number of securities requested to be included in such registration exceeds the number which can be sold in such offering, Holding will include in such registration (i) first, the securities Holding proposes to sell, (ii) second, the Registrable Securities requested to be included in such registration and other securities having piggyback rights with respect to such registration which request to be included in such registration, pro rata among the holders of such securities on the basis of the number of shares of such securities owned by such holders, and (iii) third, other securities requested to be included in such registration.

(d) Priority on Secondary Registrations. If a Piggy-back Registration is an underwritten secondary registration on behalf of holders of Holding's securities, and the managing underwriters advise Holding in writing that in their opinion the number of securities requested to be included in such registration exceeds the number which can be sold in such offering, Holding will include in such registration: (i) first, the securities requested to be included therein by the holders requesting such registration, the Registrable Securities requested to be included in such registration and other securities having piggyback rights with respect to such registration requested to be included in such registration, pro rata among the holders of all such securities on the basis of the number of securities so requested to be included and (ii) second, other securities requested to be included in such registration.

(f) Selection of Underwriters. The selection of investment banker(s) and manager(s) for any Piggyback Registration will be in the discretion of Holding.

3. Other Registrations. If Holding has previously filed a registration statement with respect to Registrable Securities pursuant to paragraph 1 and if such previous registration has not been withdrawn or abandoned, Holding will not file or cause to be effective any other registration of any of its equity securities or securities convertible or exchangeable into or exercisable for its equity securities under the 1933 Act (except on Form S-8), whether on its own behalf or at the request of any holder or holders of such securities, until a period of at least six months has elapsed from the effective date of such previous registration or such earlier date as may be approved by holders of a majority of the Registrable Securities.

4. Holdback Agreements.

(a) Each holder of Registrable Securities agrees not to effect any public sale or distribution of equity securities of Holding, or any securities convertible into or exchangeable or exercisable for such securities, during the seven days prior to and the 90-day period beginning on the effective date of any Demand. Registration or any Piggyback Registration in which Registrable Securities are included (except as part of such underwritten registration), unless the underwriters managing the registered public offering otherwise agree.

(b) Holding agrees (i) not to effect any public sale or distribution of its equity securities, or any securities convertible into or exchangeable or exercisable for such securities, during the period commencing on the date of receipt of notice of a request for a Demand Registration and ending 90 days after the effective date of any Demand Registration or any Piggyback Registration (except as part of such registration or pursuant to registrations on Form S-8), unless the underwriters managing the registered public offering otherwise agree, and (ii) to cause each holder of its equity securities, or any securities convertible into or exchangeable or exercisable for such securities, purchased from Holding at any time after the date of this Agreement (other than in a registered public offering) to agree not to effect any public sale or distribution of any such securities during such period (except as part of such underwritten registration, if otherwise permitted), unless the underwriters managing the registered public offering otherwise agree.

5. Registration Procedures. Whenever any holders of Registrable Securities have requested that any Registrable Securities be registered pursuant to this Agreement, Holding will use its best efforts to effect the registration and the sale of such Registrable Securities in accordance with the intended method of disposition thereof, and pursuant thereto Holding will as expeditiously as possible:

(a) prepare and file with the Securities and Exchange Commission a registration statement with respect to such Registrable Securities and use its best efforts to cause such registration statement to become effective;

(b) prepare and file with the Securities and Exchange Commission such amendments and supplements to such registration statement and the prospectus used in connection therewith as may be necessary to keep such registration statement effective for a period of not less than six months;

(c) furnish to each seller of Registrable Securities such number of copies of such registration statement, each amendment and supplement thereto, the prospectus included in such registration statement (including each preliminary prospectus) and such other documents as such seller may reasonably request in order to facilitate the disposition of the Registrable Securities owned by such seller;

(d) use its best efforts to register or qualify such Registrable Securities under such other securities or blue sky laws of such jurisdictions as any seller reasonably requests and do any and all other acts and things which may be reasonably necessary or advisable to enable such seller to consummate the disposition of the Registrable Securities owned by such seller in such jurisdictions (provided that Holding will not be required to (i) qualify generally to do business in any jurisdiction where it would not otherwise be required to qualify but for this subparagraph, (ii) subject itself to taxation in any such jurisdiction or (iii) consent to general service of process in any such jurisdiction);

(e) notify each seller of such Registrable Securities, at any time when a prospectus relating thereto is required to be delivered under the 1933 Act, of the happening of any event as a result of which the prospectus included in such registration statement contains an untrue statement of a material fact or omits any fact necessary to make the statements therein not misleading, and, at the request of any such seller, Holding will prepare a supplement or amendment to such prospectus so that, as thereafter delivered to the purchasers of such Registrable Securities, such prospectus will not contain an untrue statement of a material fact or omit to state any fact necessary to make the statements therein not misleading;

(f) use its best efforts to cause all such Registrable Securities to be listed on each securities exchange on which similar securities issued by Holding are then listed;

(g) take such customary actions and enter into such customary agreements (including underwriting agreements in customary form) as the holders of a majority of the Registrable Securities being sold or the underwriters, if any, reasonably request in order to expedite or facilitate the disposition of such Registrable Securities (including, without limitation, effecting a stock split or a combination of shares); and

(h) make available for inspection by any seller of Registrable Securities, any underwriter participating in any disposition pursuant to such registration statement, and any attorney, accountant or other agent retained by such underwriter, all financial and other records, pertinent corporate documents and properties of Holding, and cause Holding's officers, directors, employees and independent accountants to supply all information reasonably requested by any such seller, underwriter, attorney, accountant or agent in connection with such registration statement.

6. Registration Expenses.

(a) All expenses incident to Holding's performance of or compliance with this Agreement, including without limitation all registration and filing fees, fees and expenses of compliance with securities or blue sky laws, printing expenses, messenger and delivery expenses, and fees and disbursements of counsel for Holding and all independent certified public accountants, underwriters (excluding discounts and commissions) and other Persons retained by Holding (all such expenses being herein called "Registration Expenses"), will be borne as provided in this Agreement, except that Holding will, in any event, pay its internal expenses (including, without limitation, all salaries and expenses of its officers and employees performing legal or accounting duties), the expense of any annual audit or quarterly review, and the expenses and fees for listing the securities to be registered on each securities exchange on which similar securities issued by Holding are then listed.

(b) To the extent Registration Expenses are not required to be paid by Holding, each holder of securities included in any registration hereunder will pay those Registration Expenses allocable to the registration of such holder's securities so included, and any Registration Expenses not so allocable will be borne by all sellers of securities included in such registration in proportion to the aggregate selling price of the securities to be so registered.

7. Indemnification.

(a) Holding agrees to indemnify, to the extent permitted by law, each holder of Registrable Securities, its officers and directors and each Person who controls such holder (within the meaning of the 1933 Act) against all losses, claims, damages, liabilities and expenses caused by any untrue or alleged untrue statement of a material fact contained in any registration statement, prospectus or preliminary prospectus or any amendment thereof or supplement thereto or any omission or alleged omission of a material fact required to be stated therein or necessary to make the statements therein not misleading, except insofar as the same are caused by any information furnished in writing to Holding by such holder expressly for use therein or by such holder's failure to deliver a copy of the registration statement or prospectus or any amendments or supplements thereto after Holding has furnished such holder with a sufficient number of copies of the same. Holding will also indemnify the underwriters of the offering, their officers and directors and each Person who controls such underwriters (within the meaning of the Securities Act) to the same extent as provided above with respect to the indemnification of the holders of Registrable Securities.

(b) In connection with any registration statement in which a holder of Registrable Securities is participating, each such holder will furnish to Holding in writing such information and affidavits as Holding reasonably requests for use in connection with any such registration statement or prospectus and, to the extent permitted by law, will indemnify Holding, its directors and officers and each Person who controls Holding (within the meaning of the 1933 Act) against any losses, claims, damages, liabilities and expenses resulting from any untrue or alleged untrue statement of a material fact contained in the registration statement, prospectus or preliminary prospectus or any amendment thereof or supplement thereto or any omission or alleged omission of a material fact required to be stated therein or necessary to make the statements therein not misleading, but only to the extent that such untrue statement or omission is contained in any information or affidavit so furnished in writing by such holder; provided that the obligation to indemnify will be several, not joint and several, among such holders of Registrable Securities and the liability of each such holder of Registrable Securities will be in proportion to and limited to the net amount received by such holder from the sale of Registrable Securities pursuant to such registration statement.

(c) Any Person entitled to indemnification hereunder will (i) give prompt written notice to the indemnifying party of any claim with respect to which it seeks indemnification and (ii) unless in such indemnified party's reasonable judgment a conflict of interest between such indemnified and indemnifying parties may exist with respect to such claim, permit such indemnifying party to assume the defense of such claim with counsel reasonably satisfactory to the indemnified party. If such defense is assumed, the indemnifying party will not be subject to any liability for any settlement made by the indemnified party without its consent (but such consent will not be unreasonably withheld). An indemnifying party who is not entitled to, or elects not to, assume the defense of a claim will not be obligated to pay the fees and expenses of more than one counsel for all parties indemnified by such indemnifying party with respect to such claim, unless in the reasonable judgment of any indemnified party a conflict of interest may exist between such indemnified party and any other of such indemnified parties with respect to such claim.

(d) The indemnification provided for under this Agreement will remain in full force and effect regardless of any investigation made by or on behalf of the indemnified party or any officer, director or controlling Person of such indemnified party and will survive the transfer of securities. Holding also agrees to make such provisions as are reasonably requested by any indemnified party for contribution to such party in the event Holding's indemnification is unavailable for any reason.

8. Participation in Underwritten Registrations. No Person may participate in any underwritten registration hereunder unless such Person (i) agrees to sell such Person's securities on the basis provided in any underwriting arrangements approved by the Persons entitled hereunder to approve such arrangements and (ii) completes and executes all questionnaires, powers of attorney, indemnities, underwriting agreements and other documents required under the terms of such underwriting arrangements.

9. New Participants. On or after the date of this Agreement, Holding may award, sell or grant options to purchase up to 110,000 shares of Common Stock (adjusted to reflect any stock dividend, stock split, combination of shares or recapitalization affecting the Common Stock) to certain of Holding's key employees and key employees of subsidiaries of Holding. Such Common Stock will be deemed to be Registrable Securities hereunder, and each purchaser thereof will be entitled to the rights of, and subject to the restrictions on, a holder of Registrable Securities hereunder, provided that such purchaser shall agree in writing to be bound by the provisions hereof.

10. Current Public Information. Once Holding has become subject to the reporting requirements of the 1934 Act (as defined in paragraph 11 hereof), Holding will file all reports required to be filed by it under such Act and the rules and regulations adopted by the Securities and Exchange Commission thereunder, and will take such further action as the holders of a majority of the Registrable Securities may reasonably request, all to the extent required to enable such holders to sell Registrable Securities pursuant to Rule 144 adopted by the Securities and Exchange Commission under the 1933 Act (as such rule may be amended from time to time) or any similar rule or regulation hereafter adopted by the Securities and Exchange Commission ("Rule 144").

11. Definitions.

(a) The term "Person" means an individual, a partnership, a corporation, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

(b) The term "Registrable Securities" means (i) the Common Stock issued to the Founders on or prior to January 6, 1986 (ii) any common equity issued or issuable with respect to the Common Stock referred to in clause (i) by way of a stock dividend or stock split or in connection with a combination of shares, recapitalization, merger, consolidation or other reorganization. In the event of any subdivision or consolidation of, or any other similar corporate action affecting, the Registrable Securities, the 100,000 share request requirement of paragraph 1 hereof shall be proportionately adjusted. As to any particular Registrable Securities, such securities will cease to be Registrable Securities when they have (x) been effectively registered under the 1933 Act and disposed of in accordance with the registration statement covering them, (y) become eligible for transfer, and have been transferred, pursuant to Rule 144 or (z) been otherwise transferred and new certificates for them not bearing a legend designating them as restricted securities have been delivered by Holding. For purposes of this Agreement, a Person will be deemed to be a holder of Registrable Securities whenever such Person has the right to acquire such Registrable Securities (disregarding any legal restrictions upon the exercise of such right), whether or not such acquisition has actually been effected.

(c) The term "1933 Act" means the Securities Act of 1933, as amended, or any similar federal law then in force.

(d) The term "1934 Act" means the Securities Exchange Act of 1934, as amended, or any similar federal law then in force.

(e) The term "Securities and Exchange Commission" includes any governmental body or agency succeeding to the functions thereof.

12. Miscellaneous.

(a) No Inconsistent Agreements. Holding will not hereafter enter into any agreement with respect to its securities which is inconsistent with the rights granted to the holders of Registrable Securities in this Agreement.

(b) Remedies. Any Person having rights under any provision of this Agreement will be entitled to enforce such rights specifically, to recover damages caused by reason of any breach of any provision of this Agreement and to exercise all other rights granted by law.

(c) Amendments and Waivers. Except as otherwise provided herein, the provisions of this Agreement may be amended and Holding may take any action herein prohibited, or omit to perform any act herein required to be performed by it, only if Holding has obtained the written consent of holders of 85% of the Registrable Securities.

(d) Successors and Assigns. All covenants and agreements in this Agreement by or on behalf of any of the parties hereto will bind and inure to the benefit of the respective successors and assigns of the parties hereto whether so expressed or not.

(e) Severability. Whenever possible, each provision of this Agreement will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Agreement is held to be prohibited by or invalid under applicable law, such provision will be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of this Agreement.

(f) Descriptive Heading. The descriptive headings of this Agreement are inserted for convenience only and do not constitute a part of this Agreement.

(g) Governing Law. All questions concerning the construction, validity and interpretation of this Agreement and the exhibits hereto will be governed by the law of Wisconsin.

(h) Notices. Each of the Founders agrees that all notices, demands or other communications to any or all of the Founders to be given or delivered under or by reason of the provisions of this Agreement will be in writing and will be deemed to have been given when delivered personally or when mailed by certified or registered mail, return receipt requested and postage prepaid, to Mr. Samuel C. Johnson on behalf of such Founder or Founders. Notices, demands and other communications to be sent to Holding and Mr. Johnson shall be sent to the addresses indicated below:

JWA Holding Corporation
4041 North Main
Racine, Wisconsin 53403
Attention: President

Mr. Samuel C. Johnson
S.C. Johnson & Son, Inc.
Racine, Wisconsin 53403

or to such other address or to the attention of such other person as the recipient party has specified by prior written notice to the sending party.

(i) Counterparts. This Agreement may be executed simultaneously in two or more counterparts any one of which need not contain the signatures of more than one party, but all such counterparts together will constitute one and the same Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

JWA HOLDING CORPORATION

By /s/ Paul N. Hermann
Its Secretary and Vice President

/s/ Samuel C. Johnson
Samuel C. Johnson

/s/ Imogene P. Johnson
Imogene P. Johnson

H.F.J. Holding Company, Inc.

By /s/ John M. Schroeder
Its Vice President

Horizon 1982 Holding Co., Inc.

By /s/ John M. Schroeder
Its Vice President

Lighthouse Investment Co., Inc.

By /s/ John M. Schroeder
Its Vice President

C and H Investment Co., Inc.

By /s/ John M. Schroeder
Its Vice President

F and W Investment Co., Inc.

By /s/ John M. Schroeder
Its Vice President

Everest 1982 Investment Co., Inc.

By /s/ John M. Schroeder
Its Vice President

Ferndale Investment Co., Inc.

By /s/ John M. Schroeder
Its Vice President

Nomad Investment Co., Inc.

By /s/ John M. Schroeder
Its Vice President

Windpoint 1970 Holding Company, Inc.

By /s/ John M. Schroeder
Its Vice President

S.C.J. Marketing, Inc.

By /s/ John M. Schroeder
Its Vice President

J/K Management Services, Inc.

By /s/ John M. Schroeder
Its Vice President

C and S Associates, Limited Partnership

By /s/
Its General Partner

Combined Partners, Limited Partnership

By /s/

Its General Partner

HELSA Associates, Limited Partnership

By /s/ Helen P. Johnson

Its General Partner

S, C and H Partners, Limited Partnership

By /s/

Its General Partner

S, C and F Partners, Limited Partnership

By /s/

Its General Partner

S, F and H Partners, Limited Partnership

By /s/ Helen P. Johnson
Its General Partner

SAFISK Associates Limited Partnership

By /s/
Its General Partner

WISSA Associates, Limited Partnership

By /s/ Winifred J. Marquart
Its General Partner

Heritage Bank and Trust as Trustee of the S. Curtis Johnson Revocable Trust u/a dated June 13, 1973

By /s/ Steven G. Gabriel

Heritage Bank and Trust et. al. as Trustees of the Herbert F. Johnson Discretionary Trust f/b/o Imogene P. Johnson u/a dated December 31, 1959

By: /s/ Samuel C. Johnson
Samuel C. Johnson

By: /s/ Raymond F. Farley
Raymond F. Farley

By: HERITAGE BANK AND TRUST

By /s/ Steven G. Gabriel
Steven G. Gabriel
Senior Vice President & Trust Officer

Heritage Bank and Trustee et. al. as Trustees of the Herbert F. Johnson Discretionary Trust f/b/o Helen P. Johnson u/a dated December 1, 1959

By: /s/ Samuel C. Johnson
Samuel C. Johnson

By: /s/ Raymond F. Farley
Raymond F. Farley

By: HERITAGE BANK AND TRUST

By /s/ Steven G. Gabriel
Steven G. Gabriel
Senior Vice President & Trust Officer

Heritage Bank and Trust et. al. as Trustees of the Herbert F. Johnson Discretionary Trust f/b/o H. Fisk Johnson u/a dated December 31, 1959

By: /s/ Samuel C. Johnson
Samuel C. Johnson

By: /s/ Raymond F. Farley
Raymond F. Farley

By: HERITAGE BANK AND TRUST

By /s/ Steven G. Gabriel
Steven G. Gabriel
Senior Vice President & Trust Officer

Heritage Bank and Trust et. al. as Trustees of the Herbert F. Johnson Discretionary Trust f/b/o S. Curtis Johnson u/a dated December 31, 1959

By: /s/ Samuel C. Johnson
Samuel C. Johnson

By: /s/ Raymond F. Farley
Raymond F. Farley

By: HERITAGE BANK AND TRUST

By /s/ Steven G. Gabriel
Steven G. Gabriel
Senior Vice President & Trust Officer

Heritage Bank and Trust et. al. as Trustees of the Herbert F. Johnson Discretionary Trust f/b/o Winifred J. Marquart u/a dated December 31, 1959

By: /s/ Samuel C. Johnson
Samuel C. Johnson

By: /s/ Raymond F. Farley
Raymond F. Farley

By: HERITAGE BANK AND TRUST

By /s/ Steven G. Gabriel
Steven G. Gabriel
Senior Vice President & Trust Officer

Samuel C. Johnson as Trustee of the Herbert F. Johnson Distributing Trust f/b/o Samuel C. Johnson et. al. u/a dated December 31, 1959

By: /s/ Samuel C. Johnson

Samuel C. Johnson as Trustee of the Herbert F. Johnson Foundation Trust No. 1 f/b/o Samuel C. Johnson et. al. u/a dated January 1, 1965

By: /s/ Samuel C. Johnson

Schedule 1

Purchasers of Class A and Class B Common Stock
on December ___, 1985

	Person	Shares of Class A Common Stock Purchased	Shares of Class B Common Stock Purchased
1.	Samuel C. Johnson	10,851	10,851
2.	Imogene P. Johnson	75	75
3.	H.F.J. Holding Company, Inc.	125,000	125,000
4.	Horizon 1982 Holding Co., Inc.	10,000	10,000
5.	Lighthouse Investment Co., Inc.	25,000	25,000
6.	C and H Investment Co., Inc.	25,000	25,000
7.	F and W Investment Co., Inc.	7,500	7,500
8.	Everest 1982 Investment Co., Inc.	10,000	10,000
9.	Ferndale Investment Co., Inc.	5,000	5,000
10.	Nomad Investment Co., Inc.	25,000	25,000
11.	Windpoint 1970 Holding Company, Inc.	50,000	50,000
12.	S.C.J. Marketing, Inc.	25,000	25,000
13.	J/K Management Services, Inc.	5,316	5,316
14.	C and S Associates, Limited Partnership	6,613	6,613
15.	Combined Partners, Limited Partnership	5,327	5,327

Person		Shares of Class A Common Stock Purchased	Shares of Class B Common Stock Purchased
16.	HELSA Associates, Limited Partnership	7,750	7,750
17.	S, C and H Partners, Limited Partnership	7,388	7,388
18.	S, C and F Partners, Limited Partnership	7,875	7,875
19.	S, F and H Partners, Limited Partnership	6,500	6,500
20.	SAFSIK Associates, Limited Partnership	7,250	7,250
21.	WISSA Associates, Limited Partnership	9,362	9,362
22.	Heritage Bank and Trust as Trustee of the S. Curtis Johnson Revocable Trust u/a dated June 13, 1973	19	19
23.	Heritage Bank and Trust et al. as Trustees of the Herbert F. Johnson Discretionary Trust f/b/o Imogene P. Johnson u/a dated December 31, 1959	8,579	8,579
24.	Heritage Bank and Trust et. al. as Trustees of the Herbert F. Johnson Discretionary Trust f/b/o Helen P. Johnson u/a dated December 31, 1959	4,302	4,302
25.	Heritage Bank and Trust et. al. as Trustees of the Herbert F. Johnson Discretionary Trust f/b/o H. Fisk Johnson u/a dated December 31, 1959	5,055	5,055

	Person	Shares of Class A Common Stock Purchased	Shares of Class B Common Stock Purchased
26.	Heritage Bank and Trust et. al. as Trustees of Herbert F. Johnson Discretionary Trust f/b/o S. Curtis Johnson u/a dated December 31, 1959	4,805	4,805
27.	Heritage Bank and Trust et. al. as Trustees of the Herbert F. Johnson Discretionary Trust f/b/o Winifred J. Marquart u/a dated December 31, 1959	4,927	4,927
28.	Samuel C. Johnson as Trustee of the Herbert J. Johnson Distributing Trust f/b/o Samuel C. Johnson et. al. u/a dated December 31, 1959	60,534	60,534
29.	Samuel C. Johnson as Trustee of the Herbert J. Johnson Foundation Trust No. 1 f/b/o Samuel C. Johnson et. al. u/a dated January 1, 1965	25,000	25,000
Total:		495,028	495,028

Exhibit 10.2

REGISTRATION RIGHTS AGREEMENT

THIS AGREEMENT made as of February 4, 1991 between Johnson Worldwide Associates, Inc., a Wisconsin corporation (the "Company"), and Samuel C. Johnson, an individual resident of the State of Wisconsin ("Mr. Johnson").

W I T N E S S E T H :

WHEREAS, Mr. Johnson holds indirectly the number of shares of Class A Common Stock of the Company (the "Class A Stock") as set forth on Exhibit A hereto (the "Shareholder Stock");

WHEREAS, Mr. Johnson desires to receive certain registration rights from the Company with respect to the Shareholder Stock in order to facilitate his estate and financial planning;

WHEREAS, the Company desires to receive a right of first refusal with respect to the Shareholder Stock; and

WHEREAS, the Company believes that the registration rights set forth in this Agreement will contribute to an orderly and stable market for the Class A Stock.

NOW THEREFORE, in consideration of the foregoing and the mutual covenants contained herein, the parties hereto agree as follows:

1. Definitions. As used hereafter in this Agreement, the following terms shall have the following definitions:

(a) The term "Person" means an individual, a partnership, a corporation, a financial institution, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

(b) The term "Registrable Securities" means (i) the Shareholder Stock, (ii) any common equity issued or issuable with respect to the Shareholder Stock by way of a stock dividend or stock split or in connection with a combination of shares, recapitalization, merger, consolidation or other reorganization. In the event of any subdivision or consolidation of, or any other similar corporate action affecting, the Registrable Securities, the 300,000 share request requirement set forth in Section 2(a) hereof shall be proportionately adjusted. As to any particular Registrable Securities, such securities will cease to be Registrable Securities when they have (x) been effectively registered under the 1933 Act and disposed of in a public offering in accordance with the registration statement covering them or (y) been otherwise transferred, by sale, pledge or otherwise, to a Person other than Mr. Johnson; Imogene P. Johnson; any lineal descendant of Mr. Johnson; any guardian, custodian or personal representative of any of the foregoing individuals; the trustee of a trust principally for the benefit of any of such individuals; any corporation, partnership or other entity so long as any of such individuals are the holders, directly or indirectly, of a majority of such entity's voting and equity securities; or a financial institution (but only as collateral for a loan to the Shareholder pursuant to a written pledge agreement). Upon written request of the Shareholder, the Company may, at its option, from time to time designate additional shares of Class A Stock as "Registrable Securities."

(c) The term "1933 Act" means the Securities Act of 1933, as amended, or any similar federal law then in force.

(d) The term "Securities and Exchange Commission" includes any governmental body or agency succeeding to the functions thereof.

(e) The term "Shareholder" shall mean (i) Mr. Johnson during his lifetime and prior to the appointment of any guardian for him, and thereafter (ii) the written designee of the Person who was most recently the Shareholder (only so long as such written designee holds, directly or indirectly, at least the number of Registrable Securities required to meet the 300,000 share request requirement in Section 2(a) hereof); provided that no more than one Person shall be the Shareholder at any point in time. No written designation by a Person pursuant to Section 1(e)(ii) hereof shall be effective until delivered to the Company and any subsequent written designation by such Person so delivered shall supersede any prior written designation by such Person. Notwithstanding Section 1(e)(ii) hereof, if no Person has been the Shareholder for a period of one month, the Person, if any, holding, directly or indirectly, the largest number of Registrable Securities in excess of the 300,000 share request requirement in Section 2(a) hereof, other than a Pledgee, shall be the Shareholder. No Person shall have any liability as the Shareholder pursuant to this Agreement prior to exercising any rights hereunder.

(f) The term "Participating Holder" means a holder of Registrable Securities who has agreed in writing to be subject to certain provisions of this Agreement as provided in Section 8(b) or Section 9(b) hereof.

2. Demand Registrations.

(a) Right to Demand Registration. Except as otherwise provided in this Agreement, upon the request of the Shareholder to register not less than 300,000 shares of Registrable Securities held by Participating Holders for the purpose of making an underwritten public offering, the Company will prepare and file on Form S-1, S-2 or S-3 (or on such other form as the Company shall determine) with the Securities and Exchange Commission a registration statement under the 1933 Act covering such Registrable Securities. Each registration requested pursuant to and in compliance with this Section 2(a) is referred to herein as a "Demand Registration" and each underwritten public offering related thereto is referred to herein as a "Public Offering." There shall be no more than a total of three Demand Registrations effected pursuant to this Agreement.

(b) Mechanics of Demand Registrations.

(i) The Company shall be deemed to have received a request for a Demand Registration as provided in Section 2(a) hereof if it receives a written statement signed by the Shareholder requesting that the Company effect a Demand Registration and specifying the Participating Holders and the number of Registrable Securities to be registered by each (the "Demand Request").

(ii) The Company may include, as determined in its sole discretion, in any Demand Registration any additional securities of the Company (whether newly issued or then outstanding). If the managing underwriter of the Public Offering advises the Company in writing that in its opinion it would be desirable to reduce the number of Registrable Securities and other securities included in the Demand Registration in order to permit the orderly sale at a reasonable price of such securities, the Company will include in such registration, prior to the inclusion of any other securities, the Registrable Securities included in the Demand Request. If any Public Offering is conducted on a best efforts basis, the Registrable Securities included pursuant to the Demand Request shall be deemed sold prior to the sale of any additional securities.

(c) Restrictions on Registrations.

(i) The Company will not be obligated to effect any Demand Registration (A) which would require that financial statements of the Company other than audited fiscal year-end financial statements be included in the registration statement, unless the Shareholder agrees to pay all expenses (other than internal Company expenses) relating to any special audit and/or other accounting or auditing procedures deemed necessary by the Company, in its sole discretion, with respect to such registration; or (B) within six months after the effective date of a previous Demand Registration.

(ii) The Company may postpone for a reasonable period of time the filing or effectiveness of, or suspend sales under, a registration statement with respect to a Demand Registration if the Company's board of directors determines that such Demand Registration and Public Offering might reasonably be expected to (A) adversely affect the Company or holders of the Company's securities, or (B) require premature public disclosure of, have an adverse effect on, or be inadvisable in view of, any proposal or plan by the Company or any of its subsidiaries to engage in any sale of securities, financing, acquisition of assets (other than in the ordinary course of business) or any merger, consolidation, tender offer or similar transaction; provided that in such event, the Shareholder will be entitled to withdraw such Demand Request and, if such request is withdrawn, (x) such Demand Registration will not count as one Demand Registration effected pursuant to Section 2(a) hereof and (y) the Shareholder will not be liable for any of the expenses referred to in Section 2(e) hereof. In the event of any postponement or suspension pursuant to this Section 2(c)(ii), Section 2(c)(i)(A) hereof shall no longer apply to such Demand Registration (unless the Demand Request is withdrawn). The Company shall promptly notify the Shareholder in writing of any such postponement or suspension.

(d) Selection of Underwriters. The Company will have the right to select the underwriters who will manage any Public Offering, which underwriters shall be nationally recognized, subject to the approval of the Shareholder, which approval shall not unreasonably be withheld.

(e) Registration Expenses.

(i) All expenses incident to the Company's performance of or compliance with a Demand Request, whether or not the registration becomes effective, including without limitation all registration and filing fees, fees and expenses of compliance with securities or blue sky laws, fees and expenses incurred in connection with clearance by the National Association of Securities Dealers, Inc., printing expenses, messenger and delivery expenses, and fees and disbursements of counsel for the Company and all independent certified public accountants, underwriters (including discounts and commissions) and other Persons retained by the Company (all such expenses being herein called "Registration Expenses"), will be borne by the Shareholder, except that the Company will, in any event, pay its internal expenses (including, without limitation, all salaries and expenses of its officers and employees performing legal or accounting duties), the expense of any annual audit or quarterly review, and the expenses and fees for listing the securities to be registered on each securities exchange on which similar securities issued by the Company are then listed.

(ii) Notwithstanding the foregoing, if additional securities are to be sold in such Demand Registration pursuant to Section 2(b)(ii) hereof, each holder of such additional securities will pay such holder's pro-rata Registration Expenses in the same proportion that the amount of such additional securities to be sold by such holder bears to the aggregate amount of securities to be so registered; provided that if the Company makes or has made other arrangements for the payment of expenses allocable to the holders of such additional shares pursuant to this Section 2(e)(ii), the Shareholder as such shall in no event be required to pay such expenses.

3. Piggyback Registration Rights. In addition to the Demand Registration rights provided in Section 2 hereof, if the Company shall at any time determine to register shares (including pursuant to a Demand Registration if the Shareholder has made an assignment as permitted by Section 9 hereof) of Class A Stock or other equity security (the "Original Shares") under the 1933 Act for the purpose of making an underwritten public offering thereof (the "Piggyback Offering"), the Company shall give written notice thereof to the Shareholder as promptly as practicable. If and to the extent requested by the Shareholder in writing (which request shall specify the Participating Holders and number of the Registrable Securities to be registered by each) within fifteen days after receipt of any such notice, the Company will use its best efforts to register Registrable Securities held by Participating Holders concurrently with the Original Shares and on the same terms and conditions as the Piggyback Offering, unless in the opinion of the managing underwriters of such offering it would be desirable not to include such additional Registrable Shares in order to permit the orderly sale at a reasonable price of the Original Shares. In connection with any Piggyback Offering in which Registrable Securities are included at the request of the Shareholder pursuant to this Section 3 hereof, the Shareholder shall be solely responsible for fees and expenses of counsel of any Participating Holders and underwriting discounts and commissions attributable to such Registrable Securities, and all other expenses incident to the Piggyback Offering (including without limitation the expenses set forth in Section 2(e)(i)) shall be borne by the Shareholder in the same proportion that the amount of securities to be sold in the Piggyback Offering by the Participating Holders bears to the aggregate amount of all securities to be sold in such offering.

4. Holdback Agreements.

(a) The Shareholder agrees not to effect any public sale or distribution of equity securities of the Company, or any securities convertible into or exchangeable or exercisable for such securities, during the seven days prior to and the ninety day period beginning on the effective date of any Demand Registration or registration pursuant to Section 3 hereof (except as part of such registration), unless the underwriters managing the related public offering otherwise agree.

(b) The Company agrees not to effect any public sale or distribution of equity securities of the Company, or any securities convertible into or exchangeable or exercisable for such securities, during the seven days prior to and the ninety day period beginning on the effective date of any Demand Registration (except as part of such registration, a registration of a stock option, incentive, compensation, profit sharing or other employee benefit plan or of securities issued or issuable pursuant to any such plan, a registration of securities proposed to be issued in exchange for the securities or assets of, or in connection with, a merger or consolidation involving another corporation, or except in connection with a stock dividend), unless the underwriters managing the related public offering otherwise agree.

5. Registration Procedures. Whenever the Shareholder has requested that any Registrable Securities be registered pursuant to Section 2(a) hereof, except as otherwise provided herein, the Company will as soon as reasonably possible:

(a) Prepare and file with the Securities and Exchange Commission a registration statement with respect to such Registrable Securities and use its best efforts to cause such registration statement to become effective; provided that in no event shall the Company be required to file a registration statement prior to sixty days, in the case of a registration on Form S-1, or thirty days, in the case of a registration on Form S-2 or Form S-3, following receipt of a Demand Request.

(b) Prepare and file with the Securities and Exchange Commission such amendments and supplements to such registration statement and the prospectus used in connection therewith as may be necessary to keep such registration statement effective for a period of not less than ninety days.

(c) Furnish to the Shareholder such number of copies of such registration statement, each amendment and supplement thereto, the prospectus included in such registration statement (including each preliminary prospectus) and such other documents as the Shareholder may reasonably request.

(d) Use its best efforts to register or qualify such Registrable Securities under such other securities or blue sky laws of such jurisdictions as the Shareholder reasonably requests and do any and all other acts and things which may be reasonably necessary or advisable to allow the disposition of such Registrable Securities in such jurisdictions (provided that the Company will not be required to (i) qualify generally to do business in any jurisdiction where it would not otherwise be required to qualify but for this subparagraph, (ii) subject itself to taxation in any such jurisdiction or (iii) consent to general service of process in any such jurisdiction);

(e) Notify the Shareholder, at any time when a prospectus relating thereto is required to be delivered under the 1933 Act, of the happening of any event as a result of which the prospectus included in such registration statement contains an untrue statement of a material fact or omits any fact necessary to make the statements therein not misleading, and, if reasonably requested by the underwriters or the Shareholder, the Company will prepare a supplement or amendment to such prospectus so that, as thereafter delivered to the purchasers of such Registrable Securities, such prospectus will not contain an untrue statement of a material fact or omit to state any fact necessary to make the statements therein not misleading;

(f) Use its best efforts to cause all such Registrable Securities to be quoted or listed on each quotation system or securities exchange on which similar securities issued by the Company are then quoted or listed;

(g) Take such customary actions and enter into such customary agreements (including underwriting agreements in customary form) as the Shareholder shall reasonably request.

(h) Make available for inspection by the Shareholder, any underwriter participating in the related public offering, and any attorney, accountant or other agent retained by such underwriter, all financial and other records, pertinent corporate documents and properties of the Company, and cause the Company's officers, directors, employees and independent accountants to supply all information reasonably requested by the Shareholder or any such underwriter, attorney, accountant or agent in connection with the preparation of such registration statement; provided, in any case, that the Shareholder and any such underwriter, attorney, accountant or agent enter into such customary confidentiality agreement as the Company shall reasonably request.

6. Right of First Refusal.

(a) Each request for registration by the Shareholder pursuant to Section 2(a) or, if applicable, Section 3 hereof shall constitute an offer to sell to the Company all, but not less than all, of the Registrable Shares covered by such request (the "Offered Shares") on the terms and conditions set forth in this Section 6.

(b) The Company may elect to purchase all, but not less than all, of the Offered Shares pursuant to this Section 6 by sending written notice of such election to the Shareholder at any time prior to the earlier of (i) the effectiveness of the registration statement which relates to such request or (ii) the withdrawal of such request.

(c) The purchase price (the "Purchase Price") for the Offered Shares purchased pursuant to this Section 6 shall be equal the average of the closing prices of the Class A Stock on the five trading days prior to the date on which the Company sends the notice referred to in Section 6(b) hereof as reported on the NASDAQ National Market System (or on such other quotation system or exchange on which the Class A Stock is then quoted or listed) multiplied by the number of Offered Shares.

(d) The closing (the "Closing") of a purchase of Offered Shares by the Company pursuant to this Section 6 shall be held on the date (the "Closing Date") designated by the Company in the written notice referred to in Section 6(b) hereof. The Closing Date shall not be less than two, and not more than twenty-five, business days following the date on which the Company sends such notice. At the Closing, the Company shall deliver to the Shareholder the Purchase Price in cash or its equivalent and the Shareholder shall deliver to the Company certificates with stock powers duly executed in blank representing all of the Offered Shares, free and clear of all liens and encumbrances. One Demand Registration shall be deemed to have been effected pursuant to this Agreement upon each purchase of Offered Shares by the Company pursuant to this Section 6.

(e) Notwithstanding the provisions of Section 6(a) through (c) hereof, if the Purchase Price is equal to less than 90% of the average of the closing prices of the Class A Stock on the five trading days prior to the date on which the Company received the request for registration pursuant to Section 2(a) or Section 3 hereof as reported on the NASDAQ National Market System (or on such other quotation system or exchange on which the Class A Stock is then quoted or listed) multiplied by the number of Offered Shares, the Shareholder shall have the right to withdraw such request for registration with the effect that (i) the Company shall not be entitled to purchase the Offered Shares pursuant to this Section 6 and (ii) in the case of a Demand Request, such Demand Registration will not count as one Demand Registration effected pursuant to Section 2(a) hereof. In order to exercise the right provided in this Section 6(e), the Company must receive written notice of such exercise by the Shareholder within one business day after the Shareholder receives the written notice set forth in Section 6(b) hereof.

(f) Notwithstanding the provisions of this Section 6, after the death of Mr. Johnson, any election by the Company pursuant to Section 6(b) hereof shall be subject to the following additional terms and conditions:

(i) The Closing Date shall be not less than five business days following the date on which the Company sends the written notice referred to in Section 6(b) hereof.

(ii) If at any time prior to the Closing the Shareholder delivers to the Company an opinion of counsel (which counsel is reasonably satisfactory to the Company) to the effect that at least 5% of the Offered Shares would not, in such counsel's opinion, either (A) qualify for redemption treatment under Section 303 of the Internal Revenue Code of 1986, as amended (the "Code") or (B) qualify for treatment as an exchange as specified in Section 302(b) of the Code, the Company shall not be entitled to make the election referred to in Section 6(b) hereof.

7. Indemnification.

(a) In connection with any registration statement filed pursuant to this Agreement, the Company agrees to indemnify, to the extent permitted by law, the Shareholder and, if any, the officers and directors of, and each Person who controls, (within the meaning of the 1933 Act) the Shareholder against all losses, claims, damages, liabilities and expenses resulting from any untrue or alleged untrue statement of a material fact contained in any such registration statement, prospectus or preliminary prospectus or any amendment thereof or supplement thereto or any omission or alleged omission of a material fact required to be stated therein or necessary to make the statements therein not misleading, except insofar as the same are made in reliance on any information or affidavit furnished to the Company by the Shareholder or any Participating Holder expressly for use therein.

(b) In connection with any registration statement filed pursuant to this Agreement, the Shareholder will furnish to the Company in writing such information and affidavits as the Company reasonably requests for use in connection with any such registration statement or prospectus and, to the extent permitted by law, will indemnify the Company, its directors and officers and each Person who controls the Company (within the meaning of the 1933 Act) against any losses, claims, damages, liabilities and expenses resulting from any untrue or alleged untrue statement of a material fact contained in the registration statement, prospectus or preliminary prospectus or any amendment thereof or supplement thereto or any omission or alleged omission of a material fact required to be stated therein or necessary to make the statements therein not misleading, but only to the extent that such untrue statement or omission is contained in any information or affidavit so furnished by the Shareholder or any Participating Holder.

(c) Any Person entitled to indemnification hereunder will (i) give prompt written notice to the indemnifying party of any claim with respect to which it seeks indemnification and (ii) unless in such indemnified party's reasonable judgment a conflict of interest between such indemnified and indemnifying parties may exist with respect to such claim, permit such indemnifying party to assume the defense of such claim with counsel reasonably satisfactory to the indemnified party. The indemnifying party will not be subject to any liability for any settlement made by the indemnified party without its consent (but such consent will not be unreasonably withheld). An indemnifying party who is not entitled to, or elects not to, assume the defense of a claim will not be obligated to pay the fees and expenses of more than one counsel for all parties indemnified by such indemnifying party with respect to such claim, unless in the reasonable judgment of any indemnified party a conflict of interest may exist between such indemnified party and any other of such indemnified parties with respect to such claim.

(d) The indemnification provided for under the Agreement will remain in full force and effect regardless of any other agreement for indemnification or any investigation made by or on behalf of the indemnified party or any officer, director or controlling Person of such indemnified party and will survive the transfer of securities. Each indemnified party also agrees to make such provisions as are reasonably requested by any indemnified party for contribution to such party in the event indemnification is unavailable for any reason.

8. Participation in Registrations.

(a) No Person may participate in any registration hereunder unless such Person (i) agrees to sell such Person's securities on the basis provided in any underwriting arrangements approved by the Company, (ii) furnishes in writing to the Company all information and affidavits reasonably requested by the Company and (iii) completes and executes all customary questionnaires, powers of attorney, custody agreements, indemnities (including indemnification of the Company by such Person), underwriting agreements and other documents required under the terms of such underwriting arrangements or reasonably requested by the Company.

(b) Notwithstanding anything in this Agreement to the contrary, the Company shall have no obligation to register, pursuant to Section 2(a) or Section 3 hereof, any Registrable Securities unless and until the holder thereof shall have agreed in writing (i) to be included in the request for registration pursuant to Section 2(a) or Section 3 hereof and (ii) to be subject to the provisions of Section 6 and Section 8 hereof.

9. Assignment.

(a) The Shareholder shall have the right to assign in writing the right to request one or more of the Demand Registrations provided in Section 2(a) hereof (but only to the extent that such Demand Registrations have not been otherwise assigned or effected, or are not then the subject of a Demand Request) to any financial institution (the "Pledgee") pursuant to the terms and conditions set forth in Section 9(b) hereof, but only if such financial institution holds Registrable Shares as collateral pursuant to the terms of a written pledge agreement. No other assignment (other than designation as provided in Section 1(e) hereof) of the registration or other rights of the Shareholder provided in this Agreement may be made by the Shareholder without the written consent of the Company. If any assignment described in this Section 9 terminates before each of the Demand Registrations provided for therein has been effected, the right to request any Demand Registration not so effected shall revert to the Shareholder.

(b) In the case of an assignment as provided in Section 9(a) hereof, (x) the Pledgee shall agree in writing to be bound by the terms and conditions of this Agreement in any such assignment (with the Company as a third party beneficiary thereof), or such assignment shall be void and of no further effect, (y) no such assignment shall be effective unless and until the Company receives a copy of such assignment, and (z) this Agreement shall be deemed to read as follows with respect to any exercise of a Demand Registration right by the Pledgee:

(i) "Pledgee" shall be substituted for "Shareholder" in Sections 2(a), 2(b), 2(c) (other than Section 2(c)(ii)(y)), 2(d), 5 and 6 (other than Section 6(f)) hereof.

(ii) "Shareholder and the Pledgee, jointly and severally" shall be substituted for "Shareholder" in Section 2(e)(i) hereof.

(iii) "Shareholder and the Pledgee" shall be substituted for "Shareholder" in Sections 2(c)(ii)(y), 2(e)(ii), 4(a) and 10(b) hereof.

(iv) Section 7(a) and Section 7(b) hereof shall be both (A) read as written and (B) read with "Pledgee" substituted for "Shareholder" and with "or any Participating Holder" deleted.

(v) "Shareholder and, to the extent that the Pledgee's rights under this Agreement would be materially adversely affected, the Pledgee" shall be substituted for "Shareholder" in Section 10(a) hereof.

(vi) All other sections of this Agreement shall read as written.

10. Miscellaneous.

(a) Amendments and Waivers. The provisions of this Agreement may be amended only by the written consent of the Company and the Shareholder.

(b) Successors and Assigns. All covenants and agreements in this Agreement by or on behalf of any of the parties hereto will bind and inure to the benefit of the respective successors and assigns of the Company and, to the extent provided in this Agreement, the Shareholder.

(c) Severability. Whenever possible, each provision of this Agreement will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Agreement is held to be prohibited by or invalid under applicable law, such provision will be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of this Agreement.

(d) Descriptive Heading. The descriptive headings of this Agreement are inserted for convenience only and do not constitute a part of this Agreement.

(e) Governing Law. All questions concerning the construction, validity and interpretation of this Agreement and the exhibits hereto will be governed by the internal laws of the State of Wisconsin.

(f) Notices. All notices, demands or other communications to any party to be given or delivered under or by reason of the provisions of this Agreement will be in writing and will be deemed to have been given when delivered personally or when mailed by certified or registered mail, return receipt requested and postage prepaid.

(i) Notices, demands and other communications to be sent to the Company and the Shareholder shall be sent to the respective addresses indicated below:

Johnson Worldwide Associates, Inc.
222 Main Street
Racine, Wisconsin 53403
Attention: President

Mr. Samuel C. Johnson
c/o J/K Management Services, Inc.
4041 North Main Street
Racine, Wisconsin 53402
Attention: John Schroeder

or to such other address or to the attention of such other person as the recipient party has specified by prior written notice to the sending party.

(ii) Notices, demands and other communications to be sent to a Pledgee, if any, shall be sent to the address and to the attention of such person as such Pledgee shall have specified by prior written notice to the sending party.

(g) Counterparts. This Agreement may be executed in two or more counterparts any one of which need not contain the signature of more than one party, but all such counterparts together will constitute one and the same Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

JOHNSON WORLDWIDE ASSOCIATES, INC.

By /s/ Terence S. Malone
Its President

/s/ Samuel C. Johnson
Samuel C. Johnson

EXHIBIT A

Holder of Record	Number of Shares of Class A Common Stock
Samuel C. Johnson 1988 Trust No. 1 u/a dated September 14, 1988	1,243,206
S.C.J. Marketing, Inc.	165,690

EXHIBIT 21

JOHNSON OUTDOORS INC. AND SUBSIDIARIES

The following lists the principal direct and indirect subsidiaries of Johnson Outdoors Inc. as of September 29, 2017. Inactive subsidiaries are not presented:

Name of Subsidiary(1)(2)	**Jurisdiction in which Incorporated**
Johnson Outdoors Canada Inc.	Canada
Johnson Outdoors Watercraft Inc.	Delaware
Johnson Outdoors Marine Electronics. Inc.	Alabama
Johnson Outdoors Gear Inc.	Delaware
Johnson Outdoors Diving LLC	Delaware
Under Sea Industries, Inc.	Delaware
JWA Holding B.V.	Netherlands
Johnson Beteiligungsellschaft GmbH	Germany
Uwatec AG	Switzerland
Scubapro Asia Pacific Ltd.	Hong Kong
P.T. Uwatec Batam	Indonesia
Scubapro Asia, Ltd.	Japan
Scubapro Espana, S.A.	Spain
Scubapro AG	Switzerland
Scubapro Europe Benelux, S.A.	Belgium
Johnson Outdoors France	France
Scubapro/Uwatec France S.A.	France
Scubapro Europe S.r.l	Italy
Scubapro Italy S.r.l.	Italy
Scubapro-Uwatec Australia Pty. Ltd.	Australia
Johnson Outdoors Watercraft Ltd.	New Zealand
Johnson Outdoors Vertriebsgesellschaft GmbH	Germany
SeaBear GmbH	Austria

(1) Unless otherwise indicated in brackets, each company does business only under its legal name.
(2) Unless otherwise indicated by footnote, each company is a wholly-owned subsidiary of Johnson Outdoors Inc. (through direct or indirect ownership).

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement (No. 333-217855, 333-217854, 333-166418, 333-166417, 33−19804, 33−19805, 33−35309, 33−50680, 33−52073, 33−54899, 33−59325, 33−61285, 333−88089, 333−88091, 333−84480, 333−84414, 333−107354 and 333−115298) on Form S-8 of Johnson Outdoors Inc. of our reports dated December 8, 2017, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, appearing in this Annual Report on Form 10-K of Johnson Outdoors Inc. for the year ended September 29, 2017.

Milwaukee, Wisconsin
December 8, 2017

Exhibit 31.1

Certification of Chief Executive Officer

Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934

I, Helen P. Johnson-Leipold, certify that:

1) I have reviewed this Annual Report on Form 10-K of Johnson Outdoors Inc.;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 8, 2017

/s/ Helen P. Johnson-Leipold

Helen P. Johnson-Leipold
Chairman and Chief Executive Officer

Exhibit 31.2

Certification of Chief Financial Officer

Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934

I, David W. Johnson, certify that:

1) I have reviewed this Annual Report on Form 10-K of Johnson Outdoors Inc.;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 8, 2017

/s/ David W. Johnson

David W. Johnson
Vice President and Chief Financial Officer
Treasurer

Exhibit 32.1

Written Statement of the Chairman and Chief Executive Officer

Pursuant to 18 U.S.C. Section 1350

Solely for the purposes of complying with 18 U.S.C. Section 1350, I, the undersigned Chairman and Chief Executive Officer of Johnson Outdoors Inc. (the "Company"), hereby certify that the Annual Report on Form 10-K of the Company for the year ended September 29, 2017 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Helen P. Johnson-Leipold

Helen P. Johnson-Leipold
Chairman and Chief Executive Officer
December 8, 2017

Written Statement of the Vice President and Chief Financial Officer

Pursuant to 18 U.S.C. Section 1350

Solely for the purposes of complying with 18 U.S.C. Section 1350, I, the undersigned Vice President and Chief Financial Officer of Johnson Outdoors Inc. (the "Company"), hereby certify that the Annual Report on Form 10-K of the Company for the year ended September 29, 2017 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David W. Johnson

David W. Johnson
Vice President and Chief Financial Officer
Treasurer
December 8, 2017

The above certifications are made solely for the purpose of 18 U.S.C. Section 1350, subject to the knowledge standard contained therein, and not for any other purpose.