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

FORM 10-Q

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

For the quarterly period ended September 30, 2019.

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 1-475

A. O. Smith Corporation
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**39-0619790** (I.R.S. Employer Identification No.)
11270 West Park Place, Milwaukee, Wisconsin (Address of principal executive office)	**53224-9508** (Zip Code)

(414) 359-4000
(Registrant's telephone number, including area code)

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock (par value $1.00 per share)	**AOS**	**New York Stock Exchange**

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	☐	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 Act.) ☐ Yes ☒ No

Class A Common Stock Outstanding as of October 31, 2019 - 26,052,953 shares

Common Stock Outstanding as of October 31, 2019 - 137,059,015 shares

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A. O. Smith Corporation

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

A. O. SMITH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(dollars in millions, except for per share data)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Net sales	$ 728.2	$ 754.1	$2,241.8	$2,375.4
Cost of products sold	444.0	448.1	1,356.1	1,406.9
Gross profit	284.2	306.0	885.7	968.5
Selling, general and administrative expenses	172.3	177.6	535.7	567.7
Restructuring and impairment expenses	—	—	—	6.7
Interest expense	3.1	2.0	8.5	6.6
Other income	(4.0)	(5.1)	(15.1)	(15.5)
Earnings before provision for income taxes	112.8	131.5	356.6	403.0
Provision for income taxes	25.5	26.9	77.9	85.1
Net Earnings	$ 87.3	$ 104.6	$ 278.7	$ 317.9
Net Earnings Per Share of Common Stock	$ 0.53	$ 0.61	$ 1.68	$ 1.86
Diluted Net Earnings Per Share of Common Stock	$ 0.53	$ 0.61	$ 1.66	$ 1.84
Dividends Per Share of Common Stock	$ 0.22	$ 0.18	$ 0.66	$ 0.54

A. O. SMITH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS
(dollars in millions)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Net earnings	$ 87.3	$ 104.6	$278.7	$ 317.9
Other comprehensive (loss) earnings				
Foreign currency translation adjustments	(21.9)	(20.7)	(16.1)	(33.3)
Unrealized net (losses) gains on cash flow derivative instruments, less related income tax benefit (provision) of $0.1 and ($0.1) in 2019, ($0.6) and ($0.9) in 2018	(0.3)	1.3	0.3	2.1
Adjustment to pension liability, less related income tax benefit (provision) of $0.3 and ($1.6) in 2019 and ($1.7) and ($3.9) in 2018	(1.0)	5.6	5.0	12.5
Comprehensive Earnings	$ 64.1	$ 90.8	$267.9	$ 299.2

See accompanying notes to unaudited condensed consolidated financial statements.

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

A. O. SMITH CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(dollars in millions)

	(unaudited) September 30, 2019	December 31, 2018
Assets		
Current Assets		
Cash and cash equivalents	$ 219.4	$ 259.7
Marketable securities	294.4	385.3
Receivables	614.1	647.3
Inventories	310.0	304.7
Other current assets	66.5	41.5
Total Current Assets	1,504.4	1,638.5
Property, plant and equipment	1,137.5	1,096.8
Less accumulated depreciation	(593.9)	(556.8)
Net property, plant and equipment	543.6	540.0
Goodwill	547.4	513.0
Other intangibles	339.5	293.1
Operating lease assets	48.3	—
Other assets	84.7	86.9
Total Assets	$ 3,067.9	$ 3,071.5
Liabilities		
Current Liabilities		
Trade payables	$ 483.1	$ 543.8
Accrued payroll and benefits	61.8	79.4
Accrued liabilities	135.9	120.4
Product warranties	42.8	41.7
Debt due within one year	6.8	—
Total Current Liabilities	730.4	785.3
Long-term debt	312.4	221.4
Pension liabilities	36.5	49.4
Long-term operating lease liabilities	39.6	—
Other liabilities	292.8	298.4
Total Liabilities	1,411.7	1,354.5
Stockholders' Equity		
Class A Common Stock, $5 par value: authorized 27,000,000 shares; issued 26,183,365 and 26,190,163	130.9	131.0
Common Stock, $1 par value: authorized 240,000,000 shares; issued 164,524,227 and 164,517,431	164.5	164.5
Capital in excess of par value	507.3	496.7
Retained earnings	2,271.5	2,102.8
Accumulated other comprehensive loss	(361.6)	(350.8)
Treasury stock at cost	(1,056.4)	(827.2)
Total Stockholders' Equity	1,656.2	1,717.0
Total Liabilities and Stockholders' Equity	$ 3,067.9	$ 3,071.5

See accompanying notes to unaudited condensed consolidated financial statements

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

A. O. SMITH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in millions)
(unaudited)

	Nine Months Ended September 30,	
	2019	2018
Operating Activities		
Net earnings	$ 278.7	$ 317.9
Adjustments to reconcile net earnings to cash provided by (used in) operating activities:		
Depreciation and amortization	58.1	53.2
Stock based compensation expense	12.3	9.7
Net changes in operating assets and liabilities:		
Current assets and liabilities	(43.8)	(70.9)
Noncurrent assets and liabilities	(25.3)	(20.7)
Cash Provided by Operating Activities	280.0	289.2
Investing Activities		
Capital expenditures	(50.3)	(58.5)
Acquisition	(107.0)	—
Investments in marketable securities	(237.3)	(345.4)
Net proceeds from sale of marketable securities	318.8	418.3
Cash (Used in) Provided by Investing Activities	(75.8)	14.4
Financing Activities		
Long-term debt incurred (repaid)	97.9	(217.1)
Common stock repurchases	(230.0)	(106.0)
Payment of contingent consideration	(1.0)	(2.3)
Net (payments) proceeds from stock option activity	(1.4)	0.7
Dividends paid	(110.0)	(92.5)
Cash Used In Financing Activities	(244.5)	(417.2)
Net decrease in cash and cash equivalents	(40.3)	(113.6)
Cash and cash equivalents - beginning of period	259.7	346.6
Cash and Cash Equivalents - End of Period	$ 219.4	$ 233.0

See accompanying notes to unaudited condensed consolidated financial statements

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PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

A. O. SMITH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(dollars in millions)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Class A Common Stock				
Balance at the beginning of period	$ 130.9	$ 131.0	$ 131.0	$ 131.2
Conversion of Class A Common Stock	—	—	(0.1)	(0.2)
Balance at end of period	$ 130.9	$ 131.0	$ 130.9	$ 131.0
Common Stock				
Balance at the beginning of period	$ 164.5	$ 164.5	$ 164.5	$ 164.5
Conversion of Class A Common Stock	—	—	—	—
Balance at end of period	$ 164.5	$ 164.5	$ 164.5	$ 164.5
Capital in Excess of Par Value				
Balance at the beginning of period	$ 506.7	$ 494.2	$ 496.7	$ 486.5
Conversion of Class A Common Stock	—	—	0.1	0.2
Issuance of share units	—	(0.2)	(6.2)	(6.0)
Vesting of share units	—	—	(2.0)	(2.3)
Stock based compensation expense	1.1	1.3	11.6	9.0
Exercises of stock options	(0.5)	0.3	0.1	1.5
Stock incentives	—	0.2	7.0	6.9
Balance at end of period	$ 507.3	$ 495.8	$ 507.3	$ 495.8
Retained Earnings				
Balance at the beginning of period	$ 2,220.2	$1,940.1	$ 2,102.8	$1,788.7
Net earnings	87.3	104.6	278.7	317.9
Cash dividends on stock	(36.0)	(30.7)	(110.0)	(92.6)
Balance at end of period	$ 2,271.5	$2,014.0	$ 2,271.5	$2,014.0
Accumulated Other Comprehensive Loss (see Note 17)	$ (361.6)	$ (318.2)	$ (361.6)	$ (318.2)
Treasury Stock				
Balance at the beginning of period	$ (958.8)	$ (695.1)	$ (827.2)	$ (626.5)
Exercise of stock options	(0.2)	0.5	(1.5)	(0.9)
Stock incentives and directors' compensation	—	—	0.2	0.1
Shares repurchased	(97.4)	(36.3)	(230.0)	(106.0)
Vesting of share units	—	—	2.1	2.4
Balance at end of period	$(1,056.4)	$ (730.9)	$(1,056.4)	$ (730.9)
Total Stockholders' Equity	$ 1,656.2	$1,756.2	$ 1,656.2	$1,756.2

See accompanying notes which are an integral part of these statements.

A. O. SMITH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2019
(unaudited)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Accordingly, they do not include all of the information and footnotes required for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2019 are not necessarily indicative of the results expected for the full year. It is suggested the accompanying condensed consolidated financial statements be read in conjunction with the audited consolidated financial statements and the notes thereto included in the A. O. Smith Corporation's (the Company) Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC on February 15, 2019.

Recent Accounting Pronouncements

In January 2017, the Financial Accounting Standards Board (FASB) amended Accounting Standards Codification (ASC) 350, *Intangibles – Goodwill and Other* (issued under Accounting Standards Update (ASU) 2017-04, "Simplifying the Test for Goodwill Impairment"). This amendment simplifies the test for goodwill impairment by only requiring an entity to perform an annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the amount that the carrying amount exceeds the reporting unit's fair value. Any loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The amendment requires adoption on January 1, 2020. The Company does not expect that the adoption of ASU 2017-04 will have a material impact on its consolidated balance sheets, statements of earnings or statements of cash flows.

In June 2016, the FASB issued ASC 326, *Financial Instruments – Credit Losses* (issued under ASU 2016-13) which modifies the measurement of expected credit losses on certain financial instruments. ASU 2016-13 requires adoption on January 1, 2020. The Company does not expect that the adoption of ASU 2016-13 will have a material impact on its consolidated balance sheets, statements of earnings or statements of cash flows.

In February 2016, the FASB amended ASC 842, *Leases* (issued under ASU 2016-02). This amendment requires the recognition of lease assets and lease liabilities on the balance sheet for most leasing arrangements classified as operating leases. The Company applied the modified retrospective transition method and elected the transition option to use the effective date of January 1, 2019, as the date of the initial application. The Company elected the package of practical expedients as well as a separate practical expedient not to separate lease and non-lease components. The Company did not elect the hindsight practical expedient. The adoption of ASU 2016-02 did not have a material impact on the Company's consolidated balance sheets, statements of earnings or statements of cash flows. Refer to Note 4, Leases, for additional information.

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2. Revenue Recognition

Substantially all of the Company's sales are from contracts with customers for the purchase of its products. Contracts and customer purchase orders are used to determine the existence of a sales contract. Shipping documents are used to verify shipment. For substantially all of its products, the Company transfers control of products to the customer at the point in time when title and risk are passed to the customer, which generally occurs upon shipment of the product. Each unit sold is considered an independent, unbundled performance obligation. The Company's sales arrangements do not include other performance obligations that are material in the context of the contract.

The nature, timing and amount of revenue for a respective performance obligation are consistent for each customer. The Company measures the sales transaction price based upon the payment terms associated with the transaction and whether the sales price is subject to refund or adjustment. Sales and value added taxes are excluded from the measurement of transaction price. The Company's payment terms for the majority of its customers are 30 to 90 days from shipment.

Additionally, certain customers in China pay the Company prior to the shipment of products resulting in a customer deposits liability of $43.7 million and $47.0 million at September 30, 2019 and December 31, 2018, respectively. The Company assesses collectability of customer receivables based on the creditworthiness of a customer as determined by credit checks and analysis, as well as the customer's payment history. The Company's allowance for doubtful accounts was $6.2 million and $6.4 million at September 30, 2019 and December 31, 2018, respectively.

Rebates and incentives are based on pricing agreements and are tied to sales volume. The amount of revenue is reduced for variable consideration related to customer rebates which are calculated using expected values and are based on program specific factors such as expected rebate percentages based on expected volumes. In situations where the customer has the right to return eligible products, the Company reduces revenue for its estimates of expected product returns, which are primarily based on an analysis of historical experience. Changes in such accruals may be required if actual sales volume differs from estimated sales volume or if future returns differ from historical experience. Shipping and handling costs billed to customers are included in net sales and the related costs are included in cost of products sold and are activities performed to fulfill the promise to transfer products.

Disaggregation of Net Sales

The Company is comprised of two reporting segments: North America and Rest of World. The Rest of World segment is primarily comprised of China, Europe and India. Both segments manufacture and market comprehensive lines of residential and commercial gas and electric water heaters, boilers, tanks, and water treatment products. Both segments primarily manufacture and market in their respective regions of the world. The Rest of World segment also manufactures and markets in-home air purification products in China.

As each segment manufactures and markets products in its respective region of the world, the Company has determined that geography is the primary factor in reporting its sales. The Company further disaggregates its North America segment sales by major product line as each of North America's major product lines is sold through distinct distribution channels and these product lines may be impacted differently by certain economic factors. Within the Rest of World segment, particularly in China and India, the Company's major customers purchase across the Company's product lines, utilizing the same distribution channel regardless of product type. In addition, the impact of economic factors is unlikely to be differentiated by product line in the Rest of World segment.

2. Revenue Recognition (continued)

The North America segment major product lines are defined as the following:

Water heaters The Company's water heaters are open water heating systems that heat potable water. Typical applications for water heaters include residences, restaurants, hotels and motels, office buildings, laundries, car washes and small businesses. The Company sells residential and commercial water heater products and related parts through its wholesale distribution channel, which includes more than 1,300 independent wholesale plumbing distributors. The Company also sells residential water heaters and related parts through retail and maintenance, repair and operations (MRO) channels. A significant portion of the Company's water heater sales in the North America segment is derived from the replacement of existing products.

Boilers The Company's boilers are closed loop water heating systems used primarily for space heating or hydronic heating. The Company's boilers are primarily used in applications in commercial settings for hospitals, schools, hotels and other large commercial buildings while residential boilers are used in homes, apartments and condominiums. The Company's boiler distribution channel is comprised primarily of manufacturer representative firms with the remainder of our boilers distributed through wholesale channels. The Company's boiler sales in the North America segment are derived from a combination of replacement of existing products and new construction.

Water treatment products The Company's water treatment products range from point-of-entry water softeners, solutions for problem well water, and whole-home water filtration products, to on-the-go filtration bottles and point-of-use carbon and reverse osmosis products. Typical applications for the Company's water treatment products include residences, restaurants, hotels and offices. The Company sells water treatment products through its wholesale and retail distribution channels, similar to water heater products and related parts. The Company's water treatment products are also sold through independent water quality dealers as well as directly to consumers including through internet sales channels. A portion of the Company's sales of water treatment products in the North America segment is comprised of replacement filters.

The following table disaggregates the Company's net sales by segment. As described above, the Company's North America segment sales are further disaggregated by major product line. In addition, the Company's Rest of World segment sales are disaggregated by China and all other Rest of World.

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2. Revenue Recognition (continued)

(dollars in millions)	Three Months Ended September 30, 2019	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018
North America				
Water heaters and related parts	$ 415.9	$ 405.2	$1,310.5	$1,318.1
Boilers and related parts	60.2	58.6	150.8	143.0
Water treatment products[1]	38.5	23.1	99.1	61.7
Total North America	514.6	486.9	1,560.4	1,522.8
Rest of World				
China	$ 189.6	$ 246.2	$ 626.8	$ 806.4
All other Rest of World	30.7	27.9	74.7	69.6
Total Rest of World	220.3	274.1	701.5	876.0
Inter-segment sales	(6.7)	(6.9)	(20.1)	(23.4)
Total Net Sales	$ 728.2	$ 754.1	$2,241.8	$2,375.4

(1) Includes the results of Water-Right, Inc. from April 8, 2019, the date of acquisition

3. Acquisitions

On April 8, 2019, the Company acquired 100 percent of the shares of Water-Right, Inc. and its affiliated entities (Water-Right), a Wisconsin-based water treatment company. With the addition of Water-Right, the Company grew its North America water treatment platform. Water-Right is included in the Company's North America segment for reporting purposes.

The Company paid an aggregate cash purchase price of $107.0 million, net of cash acquired. In addition, the Company established a $4.0 million escrow to satisfy any potential obligations of the former owners of Water-Right, should they arise.

The following table summarizes the preliminary estimate of the fair value of the assets acquired and liabilities assumed at the date of acquisition of Water-Right for purposes of allocating the purchase price. The Company is in the process of finalizing the fair value estimates; therefore, the allocation of the purchase price is subject to refinement. The preliminary $57.6 million of acquired identifiable intangible assets was comprised of the following: $38.3 million of customer relationships being amortized over 20 years, $18.2 million of trademarks not subject to amortization, and $1.1 million of non-compete agreements being amortized over 7.5 years.

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3. Acquisitions (continued)

April 8, 2019 (dollars in millions)	
Current assets, net of cash acquired	$ 9.7
Property, plant and equipment	8.6
Intangible assets	57.6
Goodwill	33.7
Total assets acquired	109.6
Current liabilities	(2.6)
Total liabilities assumed	(2.6)
Net assets acquired	$107.0

The acquisition was accounted for using the purchase method of accounting, and accordingly, the results of operations have been included in the Company's consolidated financial statements from April 8, 2019, the date of acquisition. Revenues and pre-tax earnings associated with Water-Right included in the consolidated statement of earnings for the nine months ended September 30, 2019 totaled $29.9 million and $5.0 million, respectively, which included $5.4 million of operating earnings less $0.4 million of acquisition-related costs incurred by the Company resulting from the acquisition.

4. Leases

The Company's lease portfolio consists of operating leases for buildings and equipment, such as forklifts and copiers, primarily in the United States and China. The Company defines a lease as a contract that gives the Company the right to control the use of a physical asset for a stated term. The Company pays the lessor for that right, with a series of payments defined in the contract and a corresponding right of use operating lease asset and liability are recorded. The Company has elected not to record leases with an initial term of 12 months or less on its condensed consolidated balance sheet. To determine balance sheet amounts, required legal payments are discounted using the Company's incremental borrowing rate. The incremental borrowing rate is the rate of interest that the Company would incur if it were to borrow, on a collateralized basis, an amount equal to the value of the leased item over a similar term, in a similar economic environment. Variable lease components not based on an index or rate are excluded from the measurement of the lease asset and liability and expensed as incurred for all asset classes.

Certain leases include one or more options to renew or terminate. Renewal terms can extend the lease term from one to five years and options to terminate can be effective within one year. The exercise of lease renewal or termination is at the Company's discretion and when it is determined to be reasonably certain to renew or terminate, the option is reflected in the measurement of lease asset and liability. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants or material subleases. Cash flows associated with leases are materially consistent with the expense recorded in the condensed consolidated statement of earnings.

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4. Leases (continued)

Supplemental balance sheet information related to leases was as follows:

(dollars in millions)	September 30, 2019
Liabilities	
Short term: Accrued liabilities	$ 12.2
Long term: Operating lease liabilities	39.6
Total operating lease liabilities	$ 51.8
Less: Rent incentives and deferrals	(3.5)
Assets	
Operating lease assets	$ 48.3

Lease Term and Discount Rate	September 30, 2019
Weighted-average remaining lease term	10 years
Weighted-average discount rate	4.00%

The components of lease expense were as follows:

(dollars in millions) Lease Expense	Classification	Three months ended September 30, 2019	Nine months ended September 30, 2019
Operating lease expense[(1)]	Cost of products sold	$ 0.7	$ 2.0
	Selling, general and administrative expenses	4.3	13.3

(1) Includes short-term lease expense of $0.4 million and $1.4 million for the three and nine months ended September 30, 2019, respectively. Includes variable lease cost of $0.4 million and $1.4 million for the three and nine months ended September 30, 2019, respectively.

Maturities of lease liabilities were as follows:

(dollars in millions)	September 30, 2019
2019	$ 3.1
2020	13.4
2021	9.9
2022	8.5
2023	4.4
After 2023	26.2
Total lease payments	65.5
Less: imputed interest	(13.7)
Present value of operating lease liabilities	$ 51.8

5. Restructuring and Impairment Expenses

In the first quarter of 2018, the Company announced a move of manufacturing operations from its Renton, Washington facility to other U.S. facilities. At that time, the Company recognized $6.7 million of restructuring and impairment expenses, comprised of $4.0 million of severance and compensation related costs, lease exit costs of $2.1 million and impairment charges related to long-lived assets totaling $0.6 million, as well as a corresponding $1.7 million tax benefit related to the charges. The consolidation of operations from the Renton facility to other U.S. facilities was completed in 2018.

The following table presents an analysis of the Company's restructuring reserve as of and for the nine months ended September 30, 2019:

(dollars in millions)	Severance Costs	Lease Exit Costs	Total
Balance at January 1, 2019	$ 0.2	$ 1.3	$ 1.5
Cash payments	—	(0.1)	(0.1)
Balance at March 31, 2019	0.2	1.2	1.4
Cash payments	—	(0.1)	(0.1)
Balance at June 30, 2019	$ 0.2	$ 1.1	$ 1.3
Cash payments	(0.2)	—	(0.2)
Balance at September 30, 2019	$ —	$ 1.1	$ 1.1

6. Inventories

The following table presents the components of the Company's inventory balances:

(dollars in millions)	September 30, 2019	December 31, 2018
Finished products	$ 140.2	$ 137.6
Work in process	24.6	23.3
Raw materials	175.7	174.4
Inventories, at FIFO cost	340.5	335.3
LIFO reserve	(30.5)	(30.6)
Net inventory	$ 310.0	$ 304.7

7. Product Warranties

The Company offers warranties on the sales of certain of its products with terms that are consistent with the market and records an accrual for the estimated future claims. The following table presents the Company's warranty liability activity.

(dollars in millions)	Three Months Ended September 30, 2019	Three Months Ended September 30, 2018
Balance at July 1,	$134.0	$ 141.6
Expense	11.0	8.7
Claims settled	(11.6)	(9.8)
Balance at September 30,	$133.4	$ 140.5

(dollars in millions)	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018
Balance at January 1,	$139.4	$ 141.2
Expense	31.8	31.4
Claims settled	(37.8)	(32.1)
Balance at September 30,	$133.4	$ 140.5

8. Long-Term Debt

The Company has a $500 million multi-year multi-currency revolving credit agreement with a group of nine banks, which expires on December 15, 2021. The facility has an accordion provision which allows it to be increased up to $700 million if certain conditions (including lender approval) are satisfied.

Borrowings under bank credit lines and commercial paper borrowings are supported by the $500 million revolving credit agreement. As a result of the long-term nature of this facility, the Company's commercial paper and credit line borrowings are classified as long-term debt at September 30, 2019. At its option, the Company either maintains cash balances or pays fees for bank credit and services.

9. Earnings per Share of Common Stock

The numerator for the calculation of basic and diluted earnings per share is net earnings. The following table sets forth the computation of basic and diluted weighted-average shares used in the earnings per share calculations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Denominator for basic earnings per share - weighted average shares	164,298,458	170,507,922	166,296,444	171,030,747
Effect of dilutive stock options and share units	1,244,787	1,576,694	1,265,777	1,687,050
Denominator for diluted earnings per share	165,543,245	172,084,616	167,562,221	172,717,797

10. Stock Based Compensation

The Company adopted the A. O. Smith Combined Incentive Compensation Plan (the Plan) effective January 1, 2007. The Plan was reapproved by stockholders on April 16, 2012. The Plan is a continuation of the A. O. Smith Combined Executive Incentive Compensation Plan which was originally approved by stockholders in 2002. The number of shares available for granting of options or share units at September 30, 2019 was 1,873,064. Upon stock option exercise or share unit vesting, shares are issued from treasury stock.

Total stock based compensation expense recognized in the three months ended September 30, 2019 and 2018 was $1.5 million and $1.8 million, respectively. Total stock based compensation expense recognized in the nine months ended September 30, 2019 and 2018 was $12.3 million and $9.7 million, respectively.

Stock Options

The stock options granted in the nine months ended September 30, 2019 and 2018 have three year pro rata vesting from the date of grant. Stock options are issued at exercise prices equal to the fair value of the Company's Common Stock on the date of grant. For active employees, all options granted in 2019 and 2018 expire ten years after the date of grant. The Company's stock options are expensed ratably over the three year vesting period; however, included in stock option expense for the three and nine months ended September 30, 2019 and 2018 was expense associated with the accelerated vesting of stock option awards for certain employees who either are retirement eligible or become retirement eligible during the vesting period. Stock based compensation expense attributable to stock options in the three months ended September 30, 2019 and 2018 was $0.7 million and $0.8 million, respectively. Stock based compensation expense attributable to stock options in the nine months ended September 30, 2019 and 2018 was $5.9 million and $4.6 million, respectively.

Changes in options, all of which relate to the Company's Common Stock, were as follows for the nine months ended September 30, 2019:

	Weighted-Avg. Per Share Exercise Price	Number of Options	Average Remaining Contractual Life	Aggregate Intrinsic Value (dollars in millions)
Outstanding at January 1, 2019	$ 33.05	2,432,689		
Granted	49.49	557,045		
Exercised	15.97	(177,306)		
Forfeited	54.29	(8,704)		
Outstanding at September 30, 2019	37.33	2,803,724	7 years	$ 36.0
Exercisable at September 30, 2019	29.89	1,894,160	6 years	$ 36.0

The weighted-average fair value per option at the date of grant during the nine months ended September 30, 2019 and 2018 using the Black-Scholes option-pricing model was $10.83 and $14.80, respectively. Assumptions were as follows:

	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018
Expected life (years)	5.5	5.7
Risk-free interest rate	2.7%	2.9%
Dividend yield	1.6%	1.0%
Expected volatility	22.8%	22.1%

10. Stock Based Compensation (continued)

The expected lives of options for purposes of these models are based on historical exercise behavior. The risk-free interest rates for purposes of these models are based on the U.S. Treasury yield curve in effect on the date of grant for the respective expected lives of the option. The expected dividend yields for purposes of these models are based on the dividends paid in the preceding four quarters divided by the grant date market value of the Common Stock. The expected volatility for purposes of these models are based on the historical volatility of the Common Stock.

Stock Appreciations Rights (SARs)

In 2015, certain non-U.S.-based employees were granted SARs. Each SAR award granted the employee the right to receive cash equal to the excess of the share price of the Company's Common Stock on the date that a participant exercises such right over the grant date value of the SAR. SARs granted had three year pro rata vesting from the date of grant. SARs were issued at exercise prices equal to the fair value of the Company's Common Stock on the date of grant and expire ten years from the date of grant. The fair value and compensation expense related to SARs are measured at each reporting period using the Black-Scholes option-pricing model, using assumptions similar to stock option awards. No SARs were granted in 2019 or 2018. As of September 30, 2019, there were 14,880 SARs outstanding and exercisable. In the nine months ended September 30, 2019, 1,290 SARs were exercised. Stock based compensation expense attributable to SARs was minimal in the three and nine months ended September 30, 2019 and 2018.

Restricted Stock and Share Units

Participants may also be awarded shares of restricted stock or share units under the Plan. Share units vest three years after the date of grant. The Company granted 139,892 and 106,581 share units under the plan in the nine months ended September 30, 2019 and 2018, respectively. The share units were valued at $6.9 million and $6.6 million at the date of issuance in 2019 and 2018, respectively, based on the price of the Company's Common Stock at the date of grant. The share units are recognized as compensation expense ratably over the three-year vesting period; however, included in share unit expense in the three and nine months ended September 30, 2019 and 2018 was expense associated with accelerated vesting of share unit awards for certain employees who either are retirement eligible or will become retirement eligible during the vesting period. Stock based compensation expense attributable to share units of $0.8 million and $1.0 million was recognized in the three months ended September 30, 2019 and 2018, respectively. Stock based compensation expense attributable to share units of $6.4 million and $5.1 million was recognized in the nine months ended September 30, 2019 and 2018, respectively. Certain non-U.S.-based employees receive the cash value of the share price at the vesting date in lieu of shares. Unvested cash-settled awards are remeasured at each reporting period.

A summary of share unit activity under the plan is as follows for the nine months ended September 30, 2019:

	Number of Units	Weighted-Average Grant Date Value
Issued and unvested at January 1, 2019	379,601	$ 42.93
Granted	139,892	49.52
Vested	(147,642)	31.35
Forfeited	(4,509)	55.57
Issued and unvested at September 30, 2019	367,342	50.05

11. Pensions

The following table presents the components of the Company's net pension income.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Service cost	$ 0.4	$ 0.5	$ 1.3	$ 1.5
Interest cost	8.0	7.2	23.7	21.7
Expected return on plan assets	(14.3)	(14.5)	(43.1)	(43.6)
Amortization of unrecognized loss	4.4	4.9	12.4	14.2
Amortization of prior service cost	(0.2)	(0.2)	(0.4)	(0.4)
Defined benefit plan income	$ (1.7)	$ (2.1)	$ (6.1)	$ (6.6)

The service cost component of net periodic benefit cost is presented within cost of products sold and selling, general and administrative expenses within the condensed consolidated statements of earnings while the other components of pension income are reflected in other income. The Company was not required to and did not make a contribution to its U.S. pension plan in 2018. The Company is not required to make a contribution in 2019.

12. Segment Results

The Company is comprised of two reporting segments: North America and Rest of World. The Rest of World segment is primarily comprised of China, Europe and India. Both segments manufacture and market comprehensive lines of residential and commercial gas and electric water heaters, boilers, tanks, and water treatment products. Both segments primarily manufacture and market in their respective regions of the world. The Rest of World segment also manufactures and markets in-home air purification products in China.

The following table presents the Company's segment results:

(dollars in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Net sales				
North America	$ 514.6	$ 486.9	$1,560.4	$1,522.8
Rest of World	220.3	274.1	701.5	876.0
Inter-segment	(6.7)	(6.9)	(20.1)	(23.4)
	$ 728.2	$ 754.1	$2,241.8	$2,375.4
Segment earnings				
North America[1]	$ 121.6	$ 105.6	$ 360.5	$ 336.5
Rest of World	4.1	39.1	38.8	109.8
Inter-segment	—	—	(0.1)	—
	125.7	144.7	399.2	446.3
Corporate expense	(9.8)	(11.2)	(34.1)	(36.7)
Interest expense	(3.1)	(2.0)	(8.5)	(6.6)
Earnings before income taxes	112.8	131.5	356.6	403.0
Provision for income taxes	25.5	26.9	77.9	85.1
Net earnings	$ 87.3	$ 104.6	$ 278.7	$ 317.9
[1] includes restructuring and impairment expenses of:	$ —	$ —	$ —	$ 6.7

13. Fair Value Measurements

ASC 820, *Fair Value Measurements*, among other things, defines fair value, establishes a consistent framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring basis or nonrecurring basis. ASC 820 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions. Assets and liabilities measured at fair value are based on the market approach which are prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

The following table presents assets measured at fair value on a recurring basis.

(dollars in millions) Fair Value Measurement Using	September 30, 2019	December 31, 2018
Quoted prices in active markets for identical assets (Level 1)	$ 294.4	$ 385.3
Significant other observable inputs (Level 2)	8.4	7.5

Items measured at fair value were comprised of the Company's marketable securities (Level 1) and derivative instruments (Level 2). There were no changes in the Company's valuation techniques used to measure fair values on a recurring basis during the nine months ended September 30, 2019.

14. Derivative Instruments

The Company utilizes certain derivative instruments to enhance its ability to manage currency exposure as well as raw materials price risk. Derivative instruments are entered into for periods consistent with the related underlying exposures and do not constitute positions independent of those exposures. The Company does not enter into contracts for speculative purposes. The contracts are executed with major financial institutions with no credit loss anticipated for failure of the counterparties to perform.

Cash Flow Hedges

With the exception of its net investment hedges, the Company designates that all of its hedging instruments are cash flow hedges. For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), gains or losses on the derivative instrument are reported as a component of other comprehensive loss, net of tax, and are reclassified into earnings in the same line item associated with the forecasted transaction and in the same period or periods during which the hedged transaction affects earnings.

Foreign Currency Forward Contracts

The Company is exposed to foreign currency exchange risk as a result of transactions in currencies other than the functional currency of certain subsidiaries. The Company utilizes foreign currency forward purchase and sale contracts to manage the volatility associated with foreign currency purchases, sales and certain intercompany transactions in the normal course of business. Principal currencies for which the Company utilizes foreign currency forward contracts include the British pound, Canadian dollar, Euro and Mexican peso.

14. Derivative Instruments (continued)

Gains and losses on these instruments are recorded in accumulated other comprehensive loss, net of tax, until the underlying transaction is recorded in earnings. When the hedged item is realized, gains or losses are reclassified from accumulated other comprehensive loss to the consolidated statement of earnings. The assessment of effectiveness for forward contracts is based on changes in the forward rates. These hedges have been determined to be effective. The majority of the amounts in accumulated other comprehensive loss for cash flow hedges are expected to be reclassified into earnings within one year. The following table summarizes, by currency, the contractual amounts of the Company's foreign currency forward contracts that are designated as cash flow hedges.

(dollars in millions)	September 30, 2019		December 31, 2018	
	Buy	Sell	Buy	Sell
British pound	$ —	$ 0.3	$ —	$ 1.0
Canadian dollar	—	39.4	—	—
Euro	44.7	—	32.0	—
Mexican peso	23.0	—	27.8	—
Total	$ 67.7	$ 39.7	$ 59.8	$ 1.0

Net Investment Hedges

The Company enters into certain foreign currency forward contracts to hedge the exposure to a portion of the Company's net investments in certain non-U.S. subsidiaries against the effect of exchange rate fluctuations on the translation of foreign currency balances to the U.S. dollar. For the derivative instruments that are designated and qualify as net investment hedges, gains and losses are reported in other comprehensive loss where they offset gains and losses recorded on the Company's net investments in its non-U.S. subsidiaries. These hedges are determined to be effective. The Company recognized $2.7 million and $1.8 million of after-tax gains associated with hedges of a net investment in non-U.S. subsidiaries in currency translation adjustment in other comprehensive income in the three and nine months ended September 30, 2019, respectively. The Company recognized $4.1 million and $7.4 million of after-tax gains associated with hedges of a net investment in non-U.S. subsidiaries in currency translation adjustment in other comprehensive income in the three and nine months ended September 30, 2018, respectively. The contractual amount of the Company's foreign currency forward contracts that are designated as net investment hedges is $100.0 million as of September 30, 2019.

14. Derivative Instruments (continued)

The following tables present the impact of derivative contracts on the Company's financial statements.

Fair value of derivatives designated as hedging instruments under ASC 815:

(dollars in millions)	Balance Sheet Location	September 30, 2019	December 31, 2018
Foreign currency contracts	Other current assets	$ 10.3	$ 3.9
	Other non-current assets	—	5.1
	Accrued liabilities	(1.9)	(0.6)
Commodities contracts	Accrued liabilities	—	(0.9)
Total derivatives designated as hedging instruments		$ 8.4	$ 7.5

The effect of cash flow hedges on the condensed consolidated statement of earnings:

Three Months Ended September 30 (dollars in millions):

Derivatives in ASC 815 cash flow hedging relationships	Amount of gain (loss) recognized in other comprehensive loss on derivative		Location of gain (loss) reclassified from accumulated other comprehensive loss into earnings	Amount of gain (loss) reclassified from accumulated other comprehensive loss into earnings	
	2019	2018		2019	2018
Foreign currency contracts	$ (1.1)	$ 1.9	Cost of products sold	$ (0.1)	$ —
Commodities contracts	—	—	Cost of products sold	(0.6)	—
	$ (1.1)	$ 1.9		$ (0.7)	$ —

Nine Months Ended September 30 (dollars in millions):

Derivatives in ASC 815 cash flow hedging relationships	Amount of gain (loss) recognized in other comprehensive loss on derivative		Location of gain (loss) reclassified from accumulated other comprehensive loss into earnings	Amount of gain (loss) reclassified from accumulated other comprehensive loss into earnings	
	2019	2018		2019	2018
Foreign currency contracts	$ (0.6)	$ 3.3	Cost of products sold	$ (0.1)	$ 0.1
Commodities contracts	(0.5)	—	Cost of products sold	(1.4)	0.3
	$ (1.1)	$ 3.3		$ (1.5)	$ 0.4

15. Income Taxes

The Company’s effective income tax rates for the three and nine months ended September 30, 2019 were 22.6 percent and 21.8 percent, respectively. The Company estimates that its annual effective income tax rate for the full year 2019 will be approximately 22.0 percent. The effective income tax rates for the three and nine months ended September 30, 2018 were 20.5 percent and 21.1 percent, respectively. The change in the effective income tax rates for the three and nine months ended September 30, 2019 compared to the effective income tax rates for the three and nine months ended September 30, 2018 was primarily due to change in the geographic earnings mix.

As of September 30, 2019, the Company had $7.8 million of unrecognized tax benefits of which $0.8 million would affect its effective income tax rate if recognized. The Company recognizes potential interest and penalties related to unrecognized tax benefits as a component of income tax expense.

The Company’s U.S. federal income tax returns for 2016-2019 are subject to audit. The Company is subject to state and local income tax audits for tax years 2002-2019. The Company is subject to non-U.S. income tax examinations for years 2013-2019.

16. Commitments and Contingencies

The Company maintains a commercial relationship with a supply-chain service provider (the Provider) in connection with the Company’s business in China. In this capacity, the Provider offers order-entry, warehousing and logistics support. The Provider also offers asset-backed financing to certain of the Company’s distributors in China to facilitate their working capital needs. To facilitate its financing support business, the Provider has collateralized lending facilities in place with multiple Chinese banks under which the Company has agreed to repurchase inventory if both requested by the banks and certain defined conditions are met, primarily related to the aging of the distributors’ notes.

The Provider is required to indemnify the Company for any losses the Company would incur in the event of an inventory repurchase under these arrangements. Potential losses under the repurchase arrangements represent the difference between the repurchase price and net proceeds from the resale of product plus costs incurred in the process, less related distributor rebates.

Before considering any reduction of distributor rebate accruals of $17.1 and $25.1 million as of September 30, 2019 and December 31, 2018, respectively, and from the resale of the related inventory, the gross amount the Company would be obligated to repurchase, which would be contingent on the default of all of the outstanding loans, was approximately $56.3 million and $75.8 million as of September 30, 2019 and December 31, 2018, respectively. The Company’s reserves for estimated losses under repurchase arrangements were immaterial as of September 30, 2019 and December 31, 2018.

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17. Changes in Accumulated Other Comprehensive Loss by Component

Changes to accumulated other comprehensive loss by component are as follows:

(dollars in millions)	Three Months Ended September 30, 2019	2018
Cumulative foreign currency translation		
Balance at beginning of period	$ (59.1)	$ (39.1)
Other comprehensive (loss) income before reclassifications	(21.9)	(20.7)
Balance at end of period	(81.0)	(59.8)
Unrealized net gain on cash flow derivatives		
Balance at beginning of period	(0.1)	(0.1)
Other comprehensive (loss) gain before reclassifications	(0.8)	1.3
Realized losses (gains) on derivatives reclassified to cost of products sold (net of income tax (benefit) provision of ($0.2) and $ - in 2019 and 2018, respectively)	0.5	—
Balance at end of period	(0.4)	1.2
Pension liability		
Balance at beginning of period	(279.2)	(265.2)
Other comprehensive (loss) gain before reclassifications	(4.1)	2.0
Amounts reclassified from accumulated other comprehensive loss:[1]	3.1	3.6
Balance at end of period	(280.2)	(259.6)
Accumulated other comprehensive loss, end of period	$(361.6)	$(318.2)
[1] Amortization of pension items:		
Actuarial losses	$ 4.4[2]	$ 4.9[2]
Prior year service cost	(0.2)[2]	(0.2)[2]
	4.2	4.7
Income tax benefit	(1.1)	(1.1)
Reclassification net of income tax benefit	$ 3.1	$ 3.6

(2) These accumulated other comprehensive loss components are included in the computation of net periodic pension cost. See Note 11 - Pensions for additional details

17. Changes in Accumulated Other Comprehensive Loss by Component (continued)

Changes to accumulated other comprehensive loss by component are as follows:

(dollars in millions)	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018
Cumulative foreign currency translation		
Balance at beginning of period	$ (64.9)	$ (26.5)
Other comprehensive income (loss) before reclassifications	(16.1)	(33.3)
Balance at end of period	(81.0)	(59.8)
Unrealized net gain on cash flow derivatives		
Balance at beginning of period	(0.7)	(0.9)
Other comprehensive (loss) gain before reclassifications	(0.8)	2.4
Realized losses (gains) on derivatives reclassified to cost of products sold (net of income tax (benefit) provision of ($0.4) and $0.1 in 2019 and 2018, respectively)	1.1	(0.3)
Balance at end of period	(0.4)	1.2
Pension liability		
Balance at beginning of period	(285.2)	(272.1)
Other comprehensive (loss) gain before reclassifications	(4.1)	2.0
Amounts reclassified from accumulated other comprehensive loss:[1]	9.1	10.5
Balance at end of period	(280.2)	(259.6)
Accumulated other comprehensive loss, end of period	$ (361.6)	$(318.2)
[1] Amortization of pension items:		
Actuarial losses	$ 12.4[2]	$ 14.2[2]
Prior year service cost	$ (0.4)[2]	(0.4)[2]
	12.0	13.8
Income tax benefit	(2.9)	(3.3)
Reclassification net of income tax benefit	$ 9.1	$ 10.5

(2) These accumulated other comprehensive loss components are included in the computation of net periodic pension cost. See Note 11 - Pensions for additional details

PART I - FINANCIAL INFORMATION

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Our company is comprised of two reporting segments: North America and Rest of World. Our Rest of World segment is primarily comprised of China, Europe and India. Both segments manufacture and market comprehensive lines of residential and commercial gas and electric water heaters, boilers, tanks, and water treatment products. Both segments primarily manufacture and market in their respective region of the world. Our Rest of World segment also manufactures and markets in-home air purifier products in China.

In our North America segment, we project our water heater sales will grow in 2019 compared to 2018 primarily due to mid-2018 pricing actions on water heaters related to steel and other inflationary costs. We expect boiler sales will grow five percent in 2019, driven by the continuing U.S. industry transition to higher efficiency products and our introduction of new products. We continued to expand our North America water treatment platform by being named exclusive supplier of water treatment products to Lowe's, with sales commencing in August 2018, and acquiring the Water-Right group of companies (Water-Right) in April 2019. We expect sales of North America water treatment products to increase by approximately 60 percent in 2019, compared to 2018, primarily due to sales of Water-Right products from the date of acquisition, a full year of sales to Lowe's and volume growth.

In our Rest of World segment, we expect China sales to decline in 2019 at a rate of approximately 23 percent in U.S. dollars and approximately 19 percent in local currency due to inventory build in the sales channel that occurred in the first half of 2018 and an expectation that customers will scale back their purchases through the fourth quarter of 2019 due to continued elevated channel inventory levels. We believe Chinese consumer demand will continue to be weak and the Chinese currency will depreciate compared to the U.S. dollar by approximately five percent in 2019 compared with 2018. In addition, we expect our sales in India to grow approximately 15 percent in 2019 from approximately $34 million in 2018.

Combining all of these factors, we expect our consolidated sales to decline approximately five percent in U.S. dollar terms and approximately 3.5 percent in local currency terms in 2019.

RESULTS OF OPERATIONS

THIRD QUARTER AND FIRST NINE MONTHS OF 2019 COMPARED TO 2018

Sales in the third quarter of 2019 were $728 million or approximately three percent lower than sales of $754 million in the third quarter of 2018. Sales in the first nine months of 2019 were $2,242 million or approximately six percent lower than sales of $2,375 million in the same period last year. Our sales decline in the third quarter and first nine months of 2019 compared to the same periods in the previous year was primarily a result of lower sales in China due to weak consumer demand and elevated channel inventory levels. In addition, our sales in China were adversely impacted by currency translation of approximately $6 million and $35 million in the third quarter and first nine months of 2019, respectively, compared to the same periods last year, due to the depreciation of the Chinese currency compared to the U.S. dollar. The sales decline in China more than offset the benefits of increased sales in North America, which were primarily a result of higher volumes of water heaters, boilers, and water treatment products in the third quarter of 2019 compared to the prior year period, and increased volumes of boilers and water treatment products in the first nine months of 2019 compared to the same period in 2018. Water-Right, acquired on April 8, 2019, added approximately $16 million and $30 million to sales in the third quarter and first nine months of 2019, respectively.

Gross profit margin in the third quarter of 2019 of 39.0 percent was lower than the gross profit margin of 40.6 percent in the third quarter of 2018. Gross profit margin in the first nine months of 2019 of 39.5 percent was lower than gross profit margin of 40.8 percent in the first nine months of 2018. The lower gross profit margin in each period was primarily due to lower sales volumes in China.

Selling, general and administrative (SG&A) expenses in the third quarter and first nine months of 2019 decreased by $5.3 million and $32.0 million, respectively, as compared to the prior year periods. The decrease in SG&A expenses in the third quarter and first nine months of 2019 was primarily due to lower advertising and selling expenses in China.

On March 21, 2018, we announced a plan to transfer water heater, boiler and storage tank production from our Renton, Washington plant to our other U.S. plants. The majority of the consolidation of operations occurred in the second quarter of 2018. As a result of the relocation of production, we incurred pre-tax restructuring and impairment expenses of $6.7 million in the first quarter of 2018, primarily related to employee severance and compensation-related costs, building lease exits costs and the impairment of assets. These activities are reflected in “restructuring and impairment expenses” in the accompanying financial statements.

We are providing non-GAAP measures (adjusted earnings, adjusted earnings per share, and adjusted segment earnings) that exclude restructuring and impairment expenses. Reconciliations to measures on a GAAP basis are provided later in this section. We believe that the measures of adjusted earnings, adjusted EPS and adjusted segment earnings provide useful information to investors about our performance and allow management and our investors to better compare our performance period over period.

Interest expense in the third quarter of 2019 was $3.1 million compared to $2.0 million in the same period last year. Interest expense in the first nine months of 2019 was $8.5 million compared to $6.6 million in the same period last year. The increase in interest expense in the third quarter and first nine months of 2019 was primarily due to higher debt levels to fund the acquisition of Water-Right.

Other income was $4.0 million in the third quarter of 2019, compared to $5.1 million in the same period last year. Other income in the first nine months of 2019 was $15.1 million compared to $15.5 million in the same period last year.

Our pension costs and credits are developed from actuarial valuations. The valuations reflect key assumptions regarding, among other things, discount rates, expected return on plan assets, retirement ages, and years of service. We consider current market conditions including changes in interest rates in making these assumptions. Our assumption for the expected rate of return on plan assets is 7.15 percent in 2019, consistent with 2018. The discount rate used to determine net periodic pension costs increased from 3.65 percent in 2018 to 4.32 percent in 2019. Pension income for the third quarter and first nine months of 2019 was $1.7 million and $6.1 million, respectively, compared to $2.1 million and $6.6 million in the third quarter and first nine months of 2018, respectively. The service cost component of our pension income is reflected in cost of products sold and SG&A expenses. All other components of our pension income are reflected in other income.

Our effective income tax rates for the third quarter and first nine months of 2019 were 22.6 percent and 21.8 percent, respectively. Our effective income tax rates for the third quarter and first nine months of 2018 were 20.5 percent and 21.1 percent, respectively. Our effective income tax rates in the third quarter and first nine months of 2019 were higher than the effective income tax rates in the same periods of 2018, primarily due to change in the geographic earnings mix. We estimate that our effective income tax rate for the full year 2019 will be approximately 22.0 percent.

North America

Sales in the North America segment were $515 million in the third quarter of 2019 or $28 million higher than sales of $487 million in the third quarter of 2018. Sales for the first nine months of 2019 were $1,560 million or $37 million higher than sales of $1,523 million in the same period last year. The increase in sales in the third quarter 2019 compared to the same period last year was primarily due to higher volumes of water heaters, boilers, and water treatment products, which benefited from $16 million of Water-Right sales. The higher segment sales in the first nine months of 2019 were primarily due to mid-2018 pricing actions and higher volumes of boilers and water treatment products, which were partially offset by lower volumes of residential water heaters. Water-Right, acquired in April 2019, added $30 million to sales in the first nine months of 2019.

North America segment earnings were $121.6 million in the third quarter of 2019 or approximately 15 percent higher than segment earnings of $105.6 million in the same period of 2018. Segment earnings in the first nine months of 2019 were $360.5 million or approximately seven percent higher than segment earnings of $336.5 million in the first nine months of 2018. Segment margin of 23.6 percent in the third quarter of 2019 was higher than our segment margin of 21.7 percent in the same period in 2018. Segment margin of 23.1 percent in the first nine months of 2019 was higher than 22.1 percent in the first nine months of last year. Adjusted segment earnings and adjusted segment margin in the first nine months of 2018 were $343.2 million and 22.5 percent, respectively. The higher segment earnings and segment margin in the third quarter of 2019 compared to 2018 were primarily a result of higher water heater and boiler volumes, lower steel costs, and improvement in the profitability of our water treatment products, which added incremental profits from the Water-Right acquisition. The higher segment earnings and segment margin in the first nine months of 2019 compared to 2018 were primarily due to the favorable impact from higher sales of boilers and water treatment products, which benefited from incremental profits from the Water-Right acquisition, and mid-2018 pricing actions that were partially offset by the unfavorable impact from lower residential water heater volumes. We expect our full year segment margin to be between 23.5 and 23.75 percent in 2019.

Adjusted segment earnings and adjusted segment margin in 2018 exclude $6.7 million of pre-tax restructuring and impairment expenses associated with the transfer of production from Renton, Washington to our other U.S. plants.

Rest of World

Sales in the Rest of World segment were $220 million in the third quarter of 2019 or $54 million lower than sales of $274 million in the third quarter of 2018. Sales in the first nine months of 2019 were $702 million or $174 million lower than sales of $876 million in the first nine months of 2018. China sales declined approximately 23 percent in U.S. dollar terms and 20 percent in local currency in the third quarter of 2019 and declined approximately 22 percent in U.S. dollar terms and 18 percent in local currency in the first nine months of 2019 compared to the same periods last year. The decrease in China sales in the third quarter and first nine months of 2019 compared to the same periods last year was primarily due to weak consumer demand and inventory build in the sales channel that occurred in the first half of 2018. In addition, the weaker Chinese currency compared to the U.S. dollar, unfavorably impacted the translation of sales by approximately $6 million and $35 million in the third quarter and first nine months of 2019, respectively. The China sales declines were partially offset by higher sales in India, which grew approximately nine percent in both U.S. dollar and local currency terms in the third quarter of 2019 compared to the same period last year and 15 percent in U.S. dollar terms and 19 percent in local currency terms in the first nine months of 2019 compared to the same period in 2018.

Rest of World segment earnings were $4.1 million in the third quarter of 2019, approximately 90 percent lower than segment earnings of $39.1 million in the third quarter of 2018. Segment earnings in the first nine months of 2019 were $38.8 million, approximately 65 percent lower than segment earnings of $109.8 million in the first nine months of 2018. The decreased segment earnings in both periods of 2019 were primarily due to lower sales in China and a higher mix of mid-price products, which have lower margins, that when combined, more than offset benefits to profits from lower SG&A expenses. Currency translation reduced segment earnings by approximately $3.0 million in the first nine months of 2019 compared to the same period last year. Segment margin of 1.9 percent in the third quarter of 2019 was lower than our segment margin of 14.3 percent in the same period last year. Segment margin of 5.5 percent in the first nine months of 2019 was lower than our segment margin of 12.5 percent in the first nine months of last year. Segment margins in both the third quarter and first nine months of 2019 were lower than the same periods last year primarily due to the factors mentioned above. We expect full year segment margin to be approximately 4.25 percent.

Outlook

We expect our consolidated sales to decline approximately five percent in U.S. dollar terms and approximately 3.5 percent in local currency terms in 2019 due to prolonged headwinds in China, attributable to weak consumer demand, and elevated channel inventory levels. We expect full year China sales to be down 23 percent year over year in U.S dollar terms and 19 percent in local currency terms. We believe we will achieve full-year earnings of between $2.25 and $2.28 per share, which excludes the potential impact from any future acquisitions.

Liquidity & Capital Resources

Working capital of $774.0 million at September 30, 2019 was $79.2 million lower than at December 31, 2018. Lower cash balances, primarily as a result of approximately $149 million in cash repatriation in the first nine months of this year which was utilized to repay floating rate debt, were partially offset by lower accounts payable balances in China related to lower customer volume incentives and lower cash on deposit from customers in that region. As of September 30, 2019, essentially all of the $513.8 million of cash, cash equivalents and marketable securities were held by our foreign subsidiaries.

Cash provided by operations in the first nine months of 2019 was $280.0 million compared with $289.2 million provided during the same period last year. Lower earnings, which were partially offset by lower working capital investment compared with the same period in 2018, resulted in lower cash provided by operations. For the full year 2019, we expect cash provided by operating activities will be approximately $400 million, compared with $448.9 million in 2018.

Capital expenditures totaled $50.3 million in the first nine months of 2019, compared with $58.5 million in the year ago period. We project 2019 capital expenditures will be approximately $80 million and full year depreciation and amortization will be approximately $75 million.

We have a $500 million multi-currency credit facility with a group of nine banks, which expires in December 2021. The facility has an accordion provision, which allows us to increase it up to $700 million if certain conditions (including lender approval) are satisfied. Borrowing rates under the facility are determined by our leverage ratio. The facility requires us to maintain two financial covenants, a leverage ratio test and an interest coverage test, and we were in compliance with the covenants as of September 30, 2019.

The facility backs up commercial paper and credit line borrowings. As a result of the long-term nature of this facility, our commercial paper and credit line borrowings, as well as drawings under the facility, are classified as long-term debt. At September 30, 2019, we had available borrowing capacity of $300.7 million under this facility. We believe the combination of available borrowing capacity and operating cash flows will provide sufficient funds to finance our existing operations for the foreseeable future.

Our total debt increased $97.8 million from $221.4 million at December 31, 2018 to $319.2 million at September 30, 2019 to fund the acquisition of Water-Right. Our leverage, as measured by the ratio of total debt to total capitalization, calculated excluding operating lease liabilities, was 16.2 percent at the end of the third quarter in 2019, compared with 11.4 percent at the end of last year.

Our pension plan continues to meet all funding requirements under ERISA regulations. We are not required to make a contribution and we do not plan to make any voluntary contributions to the plan in 2019.

In December 2018 and in June 2019, our Board of Directors approved adding 5 million shares and 3 million shares, respectively, of common stock to an existing discretionary share repurchase authority. Under the share repurchase program, our common stock may be purchased through a combination of a Rule 10b5-1 automatic trading plan and discretionary purchases in accordance with applicable securities laws. The stock repurchase authorization remains effective until terminated by our Board of Directors, which may occur at any time, subject to the parameters of any Rule 10b5-1 automatic trading plan that we may then have in effect. During the first nine months of 2019, we repurchased 4,921,538 shares of our stock at a total cost of $230.0 million. At September 30, 2019, we had 4,153,715 shares remaining on the board share repurchase authority. Depending on factors such as stock price, working capital requirements and alternative investment opportunities, we expect to spend approximately $300 million on stock repurchases in 2019 through a combination of our Rule 10b5-1 automatic trading plan and opportunistic repurchases in the open market.

On October 10, 2019, our Board of Directors increased the rate of our quarterly cash dividend to $0.24 per share on our Common Stock and Class A common stock, representing an increase of nine percent. The five-year compound annual growth rate of our quarterly dividend rate is more than 24 percent. The dividend is payable on November 15, 2019 to shareholders of record on October 31, 2019.

Non-GAAP Financial Information

We provide non-GAAP measures (adjusted earnings, adjusted earnings per share (EPS) and adjusted segment earnings) that exclude restructuring and impairment expenses in 2018.

We believe that the measures of adjusted earnings, adjusted EPS and adjusted segment earnings provide useful information to investors about our performance and allow management and our investors to better compare our performance period over period.

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A. O. SMITH CORPORATION
Adjusted Earnings and Adjusted EPS
(dollars in millions, except per share data)
(unaudited)

The following is a reconciliation of net earnings and diluted EPS to adjusted earnings (non-GAAP) and adjusted EPS (non-GAAP):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Net Earnings (GAAP)	$ 87.3	$ 104.6	$278.7	$317.9
Restructuring and impairment expenses, before tax	—	—	—	6.7
Tax effect of restructuring and impairment expenses	—	—	—	(1.7)
Adjusted Earnings	$ 87.3	$ 104.6	$278.7	$322.9
Diluted EPS (GAAP)	$ 0.53	$ 0.61	$ 1.66	$ 1.84
Restructuring and impairment expenses per diluted share	—	—	—	0.04
Tax effect of restructuring and impairment expenses per diluted share	—	—	—	(0.01)
Adjusted EPS	$ 0.53	$ 0.61	$ 1.66	$ 1.87

A. O. SMITH CORPORATION
Adjusted Segment Earnings
(dollars in millions)
(unaudited)

The following is a reconciliation of reported segment earnings to adjusted segment earnings (non-GAAP):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018(2)	2019	2018
Segment Earnings (GAAP)				
North America	$ 121.6	$ 105.6	$360.5	$336.5
Rest of World	4.1	39.1	38.8	109.8
Inter-segment earnings elimination	—	—	(0.1)	—
Total Segment Earnings (GAAP)	$ 125.7	$ 144.7	$399.2	$446.3
Adjustments				
North America(1)	$ —	$ —	$ —	$ 6.7
Rest of World	—	—	—	—
Inter-segment earnings elimination	—	—	—	—
Total Adjustments	$ —	$ —	$ —	$ 6.7
Adjusted Segment Earnings				
North America	$ 121.6	$ 105.6	$360.5	$343.2
Rest of World	4.1	39.1	38.8	109.8
Inter-segment earnings elimination	—	—	(0.1)	—
Total Adjusted Segment Earnings	$ 125.7	$ 144.7	$399.2	$453.0

(1) The Company recognized $6.7 million of restructuring and impairment expenses in connection with the move of manufacturing operations from its Renton, Washington facility to other U.S. facilities. For additional information, see Note 5 of the notes to the financial statements.

(2) On October 29, 2019, the Company filed a Form 8-K with the Securities and Exchange Commission, with a news release attached as Exhibit 99.1, announcing its results for the quarter ended September 30, 2019 which included the table above. The Company later identified that balances presented in the table for the Three Months Ended September 30, 2018 incorrectly presented the results for Three Months Ended June 30, 2018. The presentation above has been adjusted to reflect the correct amounts and therefore does not agree to the news release.

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A. O. SMITH CORPORATION
Adjusted EPS and Adjusted 2019 Guidance
(unaudited)

The following is a reconciliation of diluted EPS to adjusted EPS (non-GAAP):

	2019 Guidance	2018
Diluted EPS (GAAP)	$2.25 - 2.28	$2.58
Restructuring and impairment expenses per diluted share, net of tax	—	0.03
Adjusted EPS	$2.25 - 2.28	$2.61

Critical Accounting Policies

Our consolidated financial statements are prepared in conformity with accounting principles generally accepted in the U.S., which requires the use of estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results inevitably will differ from those estimates, and such differences may be material to the financial statements. The critical accounting policies that we believe could have the most significant effect on our reported results or require complex judgment by management are contained in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, of our Annual Report on Form 10-K for the year ended December 31, 2018. We believe that at September 30, 2019, there has been no material change to this information.

Recent Accounting Pronouncements

Refer to *Recent Accounting Pronouncements* in Note 1 – Basis of Presentation in the notes to our condensed consolidated financial statements included in Part 1 Financial Information.

Forward Looking Statements

This filing contains statements that the company believes are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally can be identified by the use of words such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "forecast," "continue," "guidance" or words of similar meaning. All forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated as of the date of this filing. Important factors that could cause actual results to differ materially from these expectations include, among other things, the following: a further weakening of the Chinese economy and/or a further decline in the growth rate of consumer spending or housing sales in China; negative impact to the company's businesses from international tariffs and trade disputes; potential weakening in the high efficiency boiler segment in the U.S.; significant volatility in raw material prices; inability of the company to implement or maintain pricing actions; potential weakening in U.S. residential or commercial construction or instability in the company's replacement markets; foreign currency fluctuations; the company's inability to successfully integrate or achieve its strategic objectives resulting from acquisitions; competitive pressures on the company's businesses; the impact of potential information technology or data security breaches; changes in government regulations or regulatory requirements; and adverse developments in general economic, political and business conditions in key regions of the world. Forward-looking statements included in this filing are made only as of the date of this filing, and the company is under no obligation to update these statements to reflect subsequent events or circumstances. All subsequent written and oral forward-looking statements attributed to the company, or persons acting on its behalf, are qualified entirely by these cautionary statements.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As is more fully described in our Annual Report on Form 10-K for the year ended December 31, 2018, we are exposed to various types of market risks, including currency and certain commodity risks. Our quantitative and qualitative disclosures about market risk have not materially changed since that report was filed. We monitor our currency and commodity risks on a continuous basis and generally enter into forward and futures contracts to minimize these exposures. The majority of the contracts are for periods of less than one year. Our Company does not engage in speculation in our derivative strategies. It is important to note that gains and losses from our forward and futures contract activities are offset by changes in the underlying costs of the transactions being hedged.

ITEM 4 - CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (Exchange Act). Based upon this evaluation of these disclosure controls and procedures, our principal executive officer and principal financial officer concluded that the disclosure controls and procedures were effective as of September 30, 2019 to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC rules and forms, and to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding disclosure.

Changes in internal control over financial reporting

There have been no changes in our internal control over financial reporting during the quarter ended September 30, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

On May 28, 2019, a putative securities class action lawsuit was filed in the U.S. District Court for the Eastern District of Wisconsin against the Company and certain of its current or former officers. This action, now captioned as City of Birmingham Retirement and Relief System v. A. O. Smith Corporation, et al., asserts securities fraud claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and seeks damages and other relief based upon the allegations in the complaint. A shareholder derivative lawsuit, captioned as Pierce v. Rajendra, et al. and based on similar allegations as the putative class action, was filed on August 20, 2019, also in the U.S. District Court for the Eastern District of Wisconsin.

ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In June 2019, our Board of Directors approved adding 3 million shares of common stock to an existing discretionary share repurchase authority. Under the share repurchase program, the Common Stock may be purchased through a combination of Rule 10b5-1 automatic trading plan and discretionary purchases in accordance with applicable securities laws. The number of shares purchased and the timing of the purchases will depend on a number of factors, including share price, trading volume and general market conditions, as well as working capital requirements, general business conditions and other factors, including alternative investment opportunities. The stock repurchase authorization remains effective until terminated by our Board of Directors which may occur at any time, subject to the parameters of any Rule 10b5-1 automatic trading plan that we may then have in effect. In the third quarter of 2019, we repurchased 2,127,538 shares at an average price of $45.75 per share and at a total cost of $97.3 million. As of September 30, 2019, there were 4,153,715 shares remaining on the existing repurchase authorization.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that may yet be Purchased Under the Plans or Programs
July 1 – July 31, 2019	1,166,600	$ 45.16	1,166,600	5,114,653
August 1 – August 31, 2019	489,500	45.25	489,500	4,625,153
September 1 – September 30, 2019	471,438	47.73	471,438	4,153,715

ITEM 6 - EXHIBITS

Refer to the Exhibit Index on page 33 of this report.

INDEX TO EXHIBITS

Exhibit Number	Description
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
32.1	Written Statement of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350
32.2	Written Statement of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350
101	The following materials from A. O. Smith Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019 are filed herewith, formatted in XBRL (Extensive Business Reporting Language): (i) the Condensed Consolidated Statement of Earnings for the three and nine months ended September 30, 2019 and 2018, (ii) the Condensed Consolidated Statement of Comprehensive Earnings for the three and nine months ended September 30, 2019 and 2018, (iii) the Condensed Consolidated Balance Sheets as of September 30, 2019, and December 31, 2018 (iv) the Condensed Consolidated Statement of Cash Flows for the nine months ended September 30, 2019 and 2018 (v) the Condensed Consolidated Statement of Stockholders' Equity for the three and nine months ended September 30, 2019 and 2018 (vi) the Notes to Condensed Consolidated Financial Statements. The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

A. O. SMITH CORPORATION

November 6, 2019

/s/ Helen E. Gurholt
Helen E. Gurholt
Vice President and Controller

/s/ Charles T. Lauber
Charles T. Lauber
Executive Vice President and Chief Financial Officer

Exhibit 31.1

CERTIFICATION

I, Kevin J. Wheeler, certify that:

1. I have reviewed this quarterly report on Form 10-Q of A. O. Smith Corporation;

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

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

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

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

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

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

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

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

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

November 6, 2019

/s/ Kevin J. Wheeler

Kevin J. Wheeler
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Charles T. Lauber, certify that;

1. I have reviewed this quarterly report on Form 10-Q of A. O. Smith Corporation;

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

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

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

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

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

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

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

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

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

November 6, 2019

/s/ Charles T. Lauber

Charles T. Lauber
Executive Vice President and Chief Financial Officer

Exhibit 32.1

Written Statement of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, the undersigned certifies that to the best of my knowledge:

(1) the Quarterly Report on Form 10-Q of A. O. Smith Corporation for the quarter ended September 30, 2019 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of A. O. Smith Corporation.

November 6, 2019

/s/ Kevin J. Wheeler

Kevin J. Wheeler
President and Chief Executive Officer

Exhibit 32.2

Written Statement of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, the undersigned certifies that to the best of my knowledge:

(1) the Quarterly Report on Form 10-Q of A. O. Smith Corporation for the quarter ended September 30, 2019 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of A. O. Smith Corporation.

November 6, 2019

/s/ Charles T. Lauber

Charles T. Lauber
Executive Vice President and Chief Financial Officer