
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 **June 30, 2013**

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 **001-07698**

ACME UNITED CORPORATION

(Exact name of registrant as specified in its charter)

CONNECTICUT

(State or other jurisdiction of incorporation or organization)

06-0236700

(I.R.S. Employer Identification No.)

60 ROUND HILL ROAD, FAIRFIELD, CONNECTICUT

(Address of principal executive offices)

06824

(Zip Code)

Registrant's telephone number, including area code: **(203) 254-6060**

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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Sec. 232.405 of this chapter) 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 whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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 August 7, 2013 the registrant had outstanding 3,179,777 shares of its \$2.50 par value Common Stock.

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Part I - FINANCIAL INFORMATION

Item 1. Financial Statements

**ACME UNITED CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(all amounts in thousands)**

	June 30, 2013 (unaudited)	December 31, 2012 (Note 1)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 8,458	\$ 9,750
Accounts receivable, less allowance	25,420	16,442
Inventories:		
Finished goods	27,553	28,819
Work in process	21	71
Raw materials and supplies	1,876	1,402
	<u>29,450</u>	<u>30,292</u>
Prepaid expenses and other current assets	2,115	1,925
Total current assets	<u>65,443</u>	<u>58,409</u>
Property, plant and equipment:		
Land	289	291
Buildings	2,281	2,294
Machinery and equipment	8,683	8,283
	<u>11,253</u>	<u>10,868</u>
Less accumulated depreciation	8,900	8,515
	<u>2,353</u>	<u>2,353</u>
Note receivable	1,669	1,702
Intangible assets	4,156	4,240
Other assets	1,115	1,124
Total assets	<u>\$ 74,736</u>	<u>\$ 67,828</u>

See notes to condensed consolidated financial statements.

ACME UNITED CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS (continued)
(all amounts in thousands, except share amounts)

	June 30,	December 31,
	2013	2012
	(unaudited)	(Note 1)
LIABILITIES		
Current liabilities:		
Accounts payable	\$ 9,092	\$ 6,480
Other accrued liabilities	5,401	5,250
Total current liabilities	<u>14,493</u>	<u>11,730</u>
Deferred income taxes		
Long-term debt	26,012	24,320
Other	1,021	912
Total liabilities	<u>41,526</u>	<u>36,962</u>
STOCKHOLDERS' EQUITY		
Common stock, par value \$2.50:		
authorized 8,000,000 shares;		
issued - 4,541,849 shares in 2013		
and 4,487,524 shares in 2012,		
including treasury stock	11,353	11,218
Additional paid-in capital	6,096	5,636
Retained earnings	29,128	27,082
Treasury stock, at cost - 1,362,072 shares	(12,283)	(12,283)
Accumulated other comprehensive (loss) income:		
Minimum pension liability	(1,032)	(1,032)
Translation adjustment	(52)	245
	<u>(1,084)</u>	<u>(787)</u>
Total stockholders' equity	<u>33,210</u>	<u>30,866</u>
Total liabilities and stockholders' equity	<u>\$ 74,736</u>	<u>\$ 67,828</u>

See notes to condensed consolidated financial statements.

ACME UNITED CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(all amounts in thousands, except per share amounts)
(Unaudited)

	Three Months Ended June 30		Six Months Ended June 30	
	2013	2012	2013	2012
Net sales	\$ 28,412	\$ 27,594	\$ 46,063	\$ 44,472
Cost of goods sold	18,331	17,773	29,554	28,707
Gross profit	10,081	9,821	16,509	15,765
Selling, general and administrative expenses	6,889	6,743	12,803	12,229
Operating income	<u>3,192</u>	<u>3,078</u>	<u>3,706</u>	<u>3,536</u>
Non-operating items:				
Interest:				
Interest expense	122	91	249	193
Interest income	(48)	(29)	(106)	(76)
Interest expense, net	74	62	142	117
Other expense, net	25	43	28	86
Total other expense	<u>99</u>	<u>105</u>	<u>171</u>	<u>203</u>
Income before income taxes	3,093	2,973	3,536	3,333
Income tax expense	883	912	1,015	1,013
Net income	<u>\$ 2,210</u>	<u>\$ 2,061</u>	<u>\$ 2,520</u>	<u>\$ 2,320</u>
Basic earnings per share	<u>\$ 0.70</u>	<u>\$ 0.66</u>	<u>\$ 0.80</u>	<u>\$ 0.74</u>
Diluted earnings per share	<u>\$ 0.68</u>	<u>\$ 0.66</u>	<u>\$ 0.78</u>	<u>\$ 0.74</u>
Weighted average number of common shares outstanding- denominator used for basic per share computations	3,156	3,103	3,144	3,118
Weighted average number of dilutive stock options outstanding	110	41	90	24
Denominator used for diluted per share computations	<u>3,266</u>	<u>3,144</u>	<u>3,234</u>	<u>3,142</u>
Dividends declared per share	<u>\$ 0.08</u>	<u>\$ 0.07</u>	<u>\$ 0.15</u>	<u>\$ 0.14</u>

See notes to condensed consolidated financial statements.

ACME UNITED CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(all amounts in thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net income	\$ 2,210	\$ 2,061	\$ 2,520	\$ 2,320
Other comprehensive (loss) / income -				
Foreign currency translation	(38)	(323)	(297)	(98)
Comprehensive income	\$ 2,172	\$ 1,738	\$ 2,223	\$ 2,222

See notes to condensed consolidated financial statements.

ACME UNITED CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(all amounts in thousands)

	Six Months Ended June 30,	
	2013	2012
Operating Activities:		
Net income	\$ 2,520	\$ 2,320
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation	455	421
Amortization	135	98
Stock compensation expense	272	233
Changes in operating assets and liabilities:		
Accounts receivable	(9,181)	(10,934)
Inventories	667	(1,914)
Prepaid expenses and other assets	(150)	(473)
Accounts payable	2,637	5,048
Other accrued liabilities	69	1,644
Total adjustments	(5,096)	(5,877)
Net cash used by operating activities	(2,576)	(3,557)
Investing Activities:		
Purchase of property, plant, and equipment	(463)	(233)
Purchase of patents and trademarks	(50)	(52)
Acquisition of certain assets of The C-Thru Ruler Company	—	(1,474)
Net cash used by investing activities	(513)	(1,759)
Financing Activities:		
Borrowing of long-term debt	1,692	5,436
Proceeds from issuance of common stock	322	21
Distributions to stockholders	(219)	(437)
Purchase of treasury stock	—	(370)
Net cash provided by financing activities	1,794	4,650
Effect of exchange rate changes	3	(46)
Net change in cash and cash equivalents	(1,292)	(712)
Cash and cash equivalents at beginning of period	9,750	7,853
Cash and cash equivalents at end of period	\$ 8,458	\$ 7,141

See notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Note 1 — Basis of Presentation

In the opinion of management, the accompanying condensed consolidated financial statements include all adjustments necessary to present fairly the financial position, results of operations and cash flows of Acme United Corporation (the "Company"). These adjustments are of a normal, recurring nature. However, the financial statements do not include all of the disclosures normally required by accounting principles generally accepted in the United States of America or those normally made in the Company's Annual Report on Form 10-K. Please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2012 for such disclosures. The condensed consolidated balance sheet as of December 31, 2012 was derived from the audited consolidated balance sheet as of that date. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and notes thereto, included in the Company's 2012 Annual Report on Form 10-K.

The Company has evaluated events and transactions subsequent to June 30, 2013 and through the date these condensed consolidated financial statements were included in this Form 10-Q and filed with the SEC.

Recent accounting pronouncements

In February 2013, the Financial Accounting Standards Board (the "FASB") issued a final rule related to the reporting of amounts reclassified out of accumulated other comprehensive income that requires entities to report, either on their income statement or in a footnote to their financial statements, the effects on earnings from items that are reclassified out of other comprehensive income. This standard update is effective for reporting periods beginning after December 15, 2012. The adoption of this accounting standard did not have an impact on our consolidated financial statements.

Note 2 — Contingencies

The Company is involved from time to time in disputes and other litigation in the ordinary course of business and may encounter other contingencies, which may include environmental and other matters. The Company presently has no matters other than the environmental remediation accrual described below.

In December 2008, the Company sold property it owned in Bridgeport, Connecticut to B&E Juices, Inc. for \$2.5 million, of which \$2.0 million is secured by a mortgage on the property. The property consists of approximately four acres of land and 48,000 sq. feet of warehouse space. The property was the site of the Company's original scissor factory which opened in 1887 and was closed in 1996.

Under the terms of the sale agreement, and as required by the Connecticut Transfer Act, the Company is required to remediate any environmental contamination on the property. During 2008, the Company hired an independent environmental consulting firm to conduct environmental studies in order to identify the extent of the environmental contamination on the property and to develop a remediation plan. As a result of those studies and the estimates prepared by the independent environmental consulting firm, the Company recorded an undiscounted liability of approximately \$1.8 million related to the remediation of the property. This accrual included the costs of required investigation, remedial activities, and post-remediation operating and maintenance.

The remediation work, which began in the third quarter of 2009, was completed during the third quarter of 2012. The Company, with the assistance of its independent environmental consulting firm, must continue to monitor contaminant levels on the property to ensure they comply with set governmental standards. The Company expects that the monitoring period could last a minimum of two years. At June 30, 2013, the Company had approximately \$81,000 remaining in its accrual for post-remediation monitoring and project closing costs, of which approximately \$22,000 was classified as a current liability.

The change in the accrual for environmental remediation for the six months ended June 30, 2013 follows (in thousands):

Balance at December 31, 2012	Payments	Balance at June 30, 2013
\$ 124	\$ (43)	\$ 81

Also, as part of the sale, the Company provided the buyer with a mortgage of \$2.0 million at six percent interest per year. The mortgage is payable in monthly installments of principal and interest with the outstanding balance due in full, one year after remediation and monitoring on the property have been completed.

Note 3 — Pension

Components of net periodic benefit cost are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Components of net periodic benefit cost:				
Interest cost	\$ 17	\$ 17	\$ 43	\$ 43
Service cost	12	12	17	18
Expected return on plan assets	(28)	(28)	(54)	(75)
Amortization of prior service costs	2	2	5	5
Amortization of actuarial loss	39	39	77	95
	<u>\$ 43</u>	<u>\$ 43</u>	<u>\$ 87</u>	<u>\$ 85</u>

The Company's funding policy with respect to its qualified plan is to contribute at least the minimum amount required by applicable laws and regulations. In 2013, the Company is required to contribute approximately \$235,000.

Note 4 — Debt and Shareholders' Equity

On April 25, 2013, the Company amended its revolving loan agreement with HSBC Bank N.A. dated April 5, 2012. The amendment increased the borrowing limit to \$40 million from \$30 million. The interest rate remains the same at LIBOR plus 1.75%. All principal amounts outstanding under the agreement are required to be repaid in a single amount on April 5, 2017, the date the agreement expires; interest is payable monthly. Funds borrowed under the agreement may be used for working capital, general operating expenses, share repurchases, acquisitions and certain other purposes. Under the amended loan agreement, the Company is required to maintain specific amounts of tangible net worth, a debt/net worth ratio, and a fixed charge coverage ratio.

As of June 30, 2013 and December 31, 2012, the Company had outstanding borrowings of \$26,011,829 and \$24,319,829, respectively, under the Company's revolving loan agreement with HSBC. Under the revolving loan agreement, the Company is required to maintain specific amounts of tangible net worth, a specified debt service coverage ratio, and a fixed charge coverage ratio. At June 30, 2013 the Company was in compliance with these covenants.

During the first six months of 2013, the Company issued a total of 53,825 shares of common stock and received aggregate proceeds of \$321,992 upon the exercise of employee stock options.

Note 5— Segment Information

The Company reports financial information based on the organizational structure used by management for making operating and investment decisions and for assessing performance. The Company's reportable business segments consist of: (1) United States; (2) Canada and (3) Europe. As described below, the activities of the Company's Asian operations are closely linked to those of the U.S. operations; accordingly, management reviews the financial results of both on a consolidated basis, and the results of the Asian operations have been aggregated with the results of the United States operations to form one reportable segment called the "United States segment" or "U.S. segment". Each reportable segment derives its revenue from the sales of cutting devices, measuring instruments and safety products for school, office, home, hardware and industrial use.

Domestic sales orders are filled from the Company's distribution center in North Carolina. The Company is responsible for the costs of shipping, insurance, customs clearance, duties, storage and distribution related to such products. Orders filled from the Company's inventory are generally for less than container-sized lots.

Direct import sales are products sold by the Company's Asian subsidiary, directly to major U.S. retailers, who take ownership of the products in Asia. These sales are completed by delivering product to the customers' common carriers at the shipping points in Asia. Direct import sales are made in larger quantities than domestic sales, typically full containers. Direct import sales represented approximately 27% and 21% of the Company's total net sales for the three and six months ended June 30, 2013 compared to 28% and 22% for the comparable periods in 2012.

The chief operating decision maker evaluates the performance of each operating segment based on segment revenues and operating income. Segment amounts are presented after converting to U.S. dollars and consolidating eliminations.

Financial data by segment:
(in thousands)

	Three months ended June 30,		Six months ended June 30,	
	2013	2012	2013	2012
Sales to external customers:				
United States	\$ 23,496	\$ 22,563	\$ 37,721	\$ 35,160
Canada	3,139	3,310	4,765	4,967
Europe	1,777	1,721	3,577	4,345
Consolidated	<u>\$ 28,412</u>	<u>\$ 27,594</u>	<u>\$ 46,063</u>	<u>\$ 44,472</u>
Operating income (loss):				
United States	\$ 2,701	\$ 2,587	\$ 3,267	\$ 2,753
Canada	475	521	463	571
Europe	16	(30)	(24)	212
Consolidated	<u>\$ 3,192</u>	<u>\$ 3,078</u>	<u>\$ 3,706</u>	<u>\$ 3,536</u>
Interest expense, net	74	62	142	117
Other expense (income), net	25	43	28	86
Consolidated income before taxes	<u>\$ 3,093</u>	<u>\$ 2,973</u>	<u>\$ 3,536</u>	<u>\$ 3,333</u>

Assets by segment:
(in thousands)

	June 30, 2013	December 31, 2012
United States	\$ 63,521	\$ 56,115
Canada	6,221	6,107
Europe	4,994	5,606
Consolidated	<u>\$ 74,736</u>	<u>\$ 67,828</u>

Note 6 – Stock Based Compensation

The Company recognizes share-based compensation at the fair value of the equity instrument on the grant date. Compensation expense is recognized over the required service period. Share-based compensation expenses were \$167,410 and \$145,237 for the quarters ended June 30, 2013 and 2012, respectively. Share-based compensation expenses were \$272,410 and \$232,753 for the six months ended June 30, 2013 and 2012, respectively. During the three months ended June 30, 2013, the Company issued 20,500 options with a weighted average fair value of \$2.75 per share. During the six months ended June 30, 2013 the Company issued 58,000 options with a weighted average fair value of \$2.69.

As of June 30, 2013, there was a total of \$645,000 of unrecognized compensation cost, adjusted for estimated forfeitures, related to non-vested share –based payments granted to the Company’s employees. The remaining unamortized expense is expected to be recognized over a weighted average period of approximately 3 years.

Note 7 – Fair Value Measurements

The carrying value of the Company’s bank debt and note receivable approximates fair value. Fair value was determined using a discounted cash flow analysis.

Note 8 – Business Combination

On June 7, 2012, the Company purchased certain assets of The C-Thru Ruler Company (“C-Thru”), a leading supplier of drafting, measuring, lettering and stencil products. The Company purchased inventory and intellectual property for approximately \$1.47 million using funds borrowed under its revolving credit facility with HSBC. The Company recorded approximately \$0.42 million for inventory, as well as approximately \$1.05 million for intangible assets, consisting primarily of customer relationships.

Assuming C-Thru was acquired on January 1, 2012, unaudited proforma combined net sales for the three and six months ended June 30, 2012 for the Company would have been approximately \$28.2 million and \$45.6 million, respectively.

Unaudited net income for the three and six months ended June 30, 2012 attributable to C-Thru were not material to the Company’s financial statements for those periods.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Information

The Company may from time to time make written or oral "forward-looking statements", including statements contained in this report and in other communications by the Company, which are made in good faith by the Company pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995.

These forward-looking statements include statements of the Company's plans, objectives, expectations, estimates and intentions, which are subject to change based on various important factors (some of which are beyond the Company's control). The following factors, in addition to others not listed, could cause the Company's actual results to differ materially from those expressed in forward looking statements: the strength of the domestic and local economies in which the Company conducts operations, the impact of uncertainties in global economic conditions, changes in client needs and consumer spending habits, the impact of competition and technological change on the Company, the Company's ability to manage its growth effectively, including its ability to successfully integrate any business which it might acquire, and currency fluctuations. For a more detailed discussion of these and other factors affecting us, see the Risk Factors described in Item 1A included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012. All forward-looking statements in this report are based upon information available to the Company on the date of this report. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by law.

Critical Accounting Policies

There have been no material changes to the Company's critical accounting policies and estimates from the information provided in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

Results of Operations

On June 7, 2012, the Company purchased certain assets of The C-Thru Ruler Company, a leading supplier of drafting, measuring, lettering and stencil products. The Company purchased inventory and intellectual property related to C-Thru's lettering and ruler business for approximately \$1.47 million using funds borrowed under its revolving loan agreement with HSBC. The Company recorded approximately \$0.42 million for inventory, as well as approximately \$1.05 million for intangible assets, consisting of customer relationships.

Traditionally, the Company's sales are stronger in the second and third quarters, and weaker in the first and fourth quarters of the fiscal year, due to the seasonal nature of the back-to-school market.

Net sales

Consolidated net sales for the three months ended June 30, 2013 were \$28,412,000 compared with \$27,594,000 in the same period in 2012, a 3% increase (4% in local currency). Consolidated net sales for the six months ended June 30, 2013 were \$46,063,000, compared with \$44,472,000 for the same period in 2012, a 4% increase (5% in local currency). Net sales for the three and six months ended June 30, 2013 in the U.S. segment increased 4% and 7%, respectively, compared with the same periods in 2012. Sales in the U.S. for both periods increased primarily due to increased sales in the back to school market and additional sales resulting from the acquisition of C-Thru Ruler Company in June of 2012. Also contributing to the increased sales in the year to date period were higher sales of Camillus brand knives. Net sales in Canada for the three months ended June 30, 2013 decreased 5% in U.S. dollars (3% in local currency). Net sales in Canada for the six months ended June 30, 2013 decreased 4% in U.S. dollars (3% in local currency) compared with the same period in 2012. The decline in sales in Canada for the three and six months ended June 30, 2013 is principally due to general softness in the Canadian economy.

European net sales for the three months ended June 30, 2013 increased 3% in U.S. dollars (2% in local currency) compared with the same period in 2012. European net sales for the six months ended June 30, 2013 decreased 18% in both U.S. dollars and local currency. The decrease in sales for the six months ended June 30, 2013 was primarily due to the bankruptcy and liquidation of a large customer in Germany in the second quarter of 2012.

Gross profit

Gross profit for the three months ended June 30, 2012 was \$10,081,000 (35.5% of net sales) compared to \$9,821,000 (35.6% of net sales) for the same period in 2012. Gross profit for the six months ended June 30, 2013 was \$16,509,000 (35.8% of net sales) compared to \$15,765,000 (35.5% of net sales) in the same period in 2012.

Selling, general and administrative expenses

Selling, general and administrative ("SG&A") expenses for the three months ended June 30, 2013 were \$6,889,000 (24.2% of net sales) compared with \$6,743,000 (24.4% of net sales) for the same period of 2012, an increase of \$146,000. SG&A expenses for the six months ended June 30, 2013 were \$12,803,000 (27.8% of net sales) compared with \$12,229,000 (27.5% of net sales) in the comparable period of 2012, an increase of \$574,000. The increases in SG&A expenses for the three and six months ended June 30, 2013, compared to the same periods in 2012, were primarily due to increases in shipping expense and sales commissions which resulted from higher sales and the addition of sales and marketing personnel.

Operating income

Operating income for the three months ended June 30, 2013 was \$3,192,000 compared with \$3,078,000 in the same period of 2012. Operating income for the six months ended June 30, 2013 was \$3,706,000 compared to \$3,536,000 in the same period of 2012. Operating income in the U.S. segment increased by \$114,000 and \$514,000 for the three and six months ended June 30, 2013, respectively, compared to the same periods in 2012. The increase in operating income is principally due to higher sales. Operating income in the Canadian segment decreased by \$46,000 and \$108,000 for the three and six months ended June 30, 2013, respectively, compared to the same periods in 2012. The decrease in operating income in Canada was principally due to the decline in sales.

The operating loss in Europe decreased by \$46,000, from net operating loss of \$30,000 in the second quarter of 2012 to net operating income of \$16,000 in the same period of 2013. Europe had an operating loss of \$24,000 for the six months ended June 30, 2013 compared to operating income of \$212,000 for the comparable period in 2012. The decrease in operating income for the six months ended June 30, 2013 is primarily due to lower sales, which resulted from the bankruptcy and liquidation of a large customer in Germany in the second quarter of 2012.

Interest expense, net

Interest expense, net for the three months ended June 30, 2013 was \$74,000, compared with \$62,000 for the same period of 2012, a \$12,000 increase. Interest expense, net for the six months ended June 30, 2013, was \$142,000 compared to \$117,000 for the same period in 2012. The increase in interest expense for the three and six months ended June 30, 2013 was primarily the result of higher average borrowings under the Company's revolving loan agreement.

Other expense (income), net

Net other expense was \$25,000 in the three months ended June 30, 2013 compared to \$43,000 in the same period of 2012. Net other expense was \$28,000 in the first six months of 2013 compared to \$86,000 in the same period of 2012. The decrease in other expense, net for the three and six months ended June 30, 2013, was primarily due to lower losses from foreign currency transactions.

Income taxes

The Company's effective tax rates for both the three and six month periods ended June 30, 2013 was 29%, compared to 31% and 30% in the same periods of 2012. The decrease in the effective tax rate for the three and six months ended June 30, 2013 was due to the Company generating a higher proportion of earnings in jurisdictions with lower tax rates.

Financial Condition

Liquidity and Capital Resources

During the first six months of 2013, working capital increased approximately \$4,272,000 compared to December 31, 2012. Inventory decreased by approximately \$842,000 at June 30, 2013 compared to December 31, 2012. Inventory turnover, calculated using a twelve month average inventory balance, was 1.8 for the twelve months ended June 30, 2013 compared to 1.9 for the year ended December 31, 2012. Receivables increased by approximately \$9.0 million at June 30, 2013 compared to December 31, 2012. The increase in accounts receivables occurred primarily due to the higher sales in the second quarter of 2013 compared to the quarter ended December 31, 2012. The average number of days sales outstanding in accounts receivable was 63 days at June 30, 2013 compared to 61 days at December 31, 2012.

The Company's working capital, current ratio and long-term debt to equity ratio follow:

(in thousands)	June 30, 2013		December 31, 2012	
Working capital	\$	50,950	\$	46,679
Current ratio		4.52		4.98
Long term debt to equity ratio		78.3%		78.8%

During the first six months of 2013, total debt outstanding under the Company's revolving credit facility with HSBC increased by approximately \$1.7 million, compared to total debt thereunder at December 31, 2012. As of June 30, 2013, \$26,011,829 was outstanding and \$13,988,171 was available for borrowing under the Company's revolving credit facility.

On April 25, 2013, the Company amended its loan agreement with HSBC Bank, N.A. dated April 5, 2012. The amendment increased the borrowing limit to \$40 million from \$30 million. The interest rate remains the same at LIBOR plus 1.75%. All principal amounts outstanding under the agreement are required to be repaid in a single amount on April 5, 2017, the date the agreement expires; interest is payable monthly. Funds borrowed under the agreement may be used for working capital, general operating expenses, share repurchases, acquisitions and certain other purposes. Under the amended loan agreement, the Company is required to maintain specific amounts of tangible net worth, a debt/net worth ratio, and a fixed charge coverage ratio.

As discussed in Note 2 to the Condensed Consolidated Financial Statements set forth in Item 1 above, at June 30, 2013 the Company had approximately \$82,000 remaining in its accrual for environmental remediation and monitoring, with approximately \$21,000 classified as a current liability. The Company intends to use cash flow from operations, borrowings under its revolving credit facility and/or payments made to the Company under the 2008 mortgage to pay for these costs.

The Company believes that cash expected to be generated from operating activities, together with funds available under its amended revolving credit facility are expected, under current conditions, to be sufficient to finance the Company's planned operations over the next twelve months.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

Not applicable.

Item 4. Controls and Procedures

(a) Evaluation of Internal Controls and Procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective.

(b) Changes in Internal Control over Financial Reporting

During the quarter ended June 30, 2013, there were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1 — Legal Proceedings

There are no pending material legal proceedings to which the registrant is a party, or, to the actual knowledge of the Company, contemplated by any governmental authority.

Item 1A — Risk Factors

See Risk Factors set forth in Part I, Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

Item 2 — Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. — Defaults Upon Senior Securities

None.

Item 4 — Mine Safety Disclosures

Not Applicable

Item 5 — Other Information

None.

Item 6 — Exhibits

Documents filed as part of this report.

[Exhibit 31.1](#) Certification of Walter C. Johnsen pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

[Exhibit 31.2](#) Certification of Paul G. Driscoll pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

[Exhibit 32.1](#) Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

[Exhibit 32.2](#) Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

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

ACME UNITED CORPORATION

By: /s/ Walter C. Johnsen
Walter C. Johnsen
Chairman of the Board and Chief Executive Officer

Dated: August 13, 2013

By: /s/ Paul G. Driscoll
Paul G. Driscoll
Vice President and Chief Financial Officer

Dated: August 13, 2013

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, WALTER C. JOHNSEN, certify that:

I have reviewed this Quarterly Report on Form 10-Q of Acme United Corporation;

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;

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;

The registrant's other certifying officer(s) 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 that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

The registrant's other certifying officer(s) 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.

By: _____ /s/ Walter C. Johnsen
Walter C. Johnsen
Chairman of the Board and
Chief Executive Officer
Dated: August 13, 2013

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, PAUL G. DRISCOLL, certify that:

I have reviewed this Quarterly Report on Form 10-Q of Acme United Corporation;

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;

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;

The registrant's other certifying officer(s) 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 that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

The registrant's other certifying officer(s) 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.

By: _____ /s/ Paul G. Driscoll
Paul G. Driscoll
Vice President and
Chief Financial Officer
Dated: August 13, 2013

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned officer of Acme United Corporation (the "Company") hereby certifies to my knowledge that the Company's quarterly report on Form 10-Q for the quarterly period ended June 30, 2013 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be a part of the Report or "filed" for any purpose whatsoever.

By: _____ /s/ Walter C. Johnsen
Walter C. Johnsen
Chairman of the Board and
Chief Executive Officer

Dated: August 13, 2013

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Acme United Corporation and will be retained by Acme United Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned officer of Acme United Corporation (the "Company") hereby certifies to my knowledge that the Company's quarterly report on Form 10-Q for the quarterly period ended June 30, 2013 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be a part of the Report or "filed" for any purpose whatsoever.

By: _____
/s/ Paul G. Driscoll
Paul G. Driscoll
Vice President and
Chief Financial Officer

Dated: August 13, 2013

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Acme United Corporation and will be retained by Acme United Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

