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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2016

☐ **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 1-8462

GRAHAM CORPORATION

(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**16-1194720** **(I.R.S. Employer Identification No.)**
20 Florence Avenue, Batavia, New York **(Address of principal executive offices)**	**14020** **(Zip Code)**

585-343-2216
(Registrant's telephone number, including area code)

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 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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐		Accelerated filer	☒
Non-accelerated filer	☐	(Do not check if a smaller reporting company)	Smaller reporting company	☐

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 October 31, 2016, there were outstanding 9,726,101 shares of the registrant's common stock, par value $.10 per share.

Graham Corporation and Subsidiaries

Index to Form 10-Q

As of September 30, 2016 and March 31, 2016 and for the Three and Six-Month Periods Ended September 30, 2016 and 2015

GRAHAM CORPORATION AND SUBSIDIARIES

FORM 10-Q

SEPTEMBER 30, 2016

PART I – FINANCIAL INFORMATION

Item 1. Unaudited Condensed Consolidated Financial Statements

GRAHAM CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND RETAINED EARNINGS

(Unaudited)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2016	2015	2016	2015
	(Amounts in thousands, except per share data)		(Amounts in thousands, except per share data)	
Net sales	$ 21,126	$ 22,798	$ 43,491	$ 50,415
Cost of products sold	16,116	15,663	34,370	35,243
Gross profit	5,010	7,135	9,121	15,172
Other expenses and income:				
Selling, general and administrative	3,118	4,187	6,716	8,767
Selling, general and administrative – amortization	59	59	117	117
Restructuring charge	75	—	630	—
Interest income	(85)	(53)	(172)	(105)
Interest expense	2	1	4	4
Total other expenses and income	3,169	4,194	7,295	8,783
Income before provision for income taxes	1,841	2,941	1,826	6,389
Provision for income taxes	544	965	444	2,052
Net income	1,297	1,976	1,382	4,337
Retained earnings at beginning of period	108,232	107,726	109,013	106,178
Dividends	(874)	(807)	(1,740)	(1,620)
Retained earnings at end of period	$ 108,655	$ 108,895	$ 108,655	$ 108,895
Per share data				
Basic:				
Net income	$ 0.13	$ 0.20	$ 0.14	$ 0.43
Diluted:				
Net income	$ 0.13	$ 0.20	$ 0.14	$ 0.43
Weighted average common shares outstanding:				
Basic	9,724	10,078	9,699	10,116
Diluted	9,728	10,083	9,704	10,125
Dividends declared per share	$ 0.09	$ 0.08	$ 0.18	$ 0.16

See Notes to Condensed Consolidated Financial Statements.

GRAHAM CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2016	2015	2016	2015
	(Amounts in thousands)		(Amounts in thousands)	
Net income	$ 1,297	$ 1,976	$ 1,382	$ 4,337
Other comprehensive income:				
Foreign currency translation adjustment	(10)	(110)	(148)	(111)
Defined benefit pension and other postretirement plans net of income tax of $123 and $108, for the three months ended September 30, 2016 and 2015, respectively, and $246 and $215 for the six months ended September 30, 2016 and 2015, respectively	224	196	449	392
Total other comprehensive income	214	86	301	281
Total comprehensive income	$ 1,511	$ 2,062	$ 1,683	$ 4,618

See Notes to Condensed Consolidated Financial Statements.

GRAHAM CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

	September 30, 2016	March 31, 2016
	(Amounts in thousands, except per share data)	
Assets		
Current assets:		
Cash and cash equivalents	$ 31,274	$ 24,072
Investments	35,000	41,000
Trade accounts receivable, net of allowances ($32 and $91 at September 30 and March 31, 2016, respectively)	18,411	12,730
Unbilled revenue	10,099	11,852
Inventories	7,861	10,811
Prepaid expenses and other current assets	1,358	613
Income taxes receivable	1,255	1,652
Total current assets	105,258	102,730
Property, plant and equipment, net	17,813	18,747
Goodwill	6,938	6,938
Permits	10,300	10,300
Other intangible assets, net	4,158	4,248
Other assets	180	168
Total assets	$ 144,647	$ 143,131
Liabilities and stockholders’ equity		
Current liabilities:		
Current portion of capital lease obligations	$ 54	$ 55
Accounts payable	6,247	10,325
Accrued compensation	4,747	5,317
Accrued expenses and other current liabilities	4,450	3,826
Customer deposits	13,684	8,400
Total current liabilities	29,182	27,923
Capital lease obligations	138	157
Accrued compensation	46	—
Deferred income tax liability	3,850	3,546
Accrued pension liability	977	1,338
Accrued postretirement benefits	802	787
Total liabilities	34,995	33,751
Commitments and contingencies (Note 11)		
Stockholders’ equity:		
Preferred stock, $1.00 par value, 500 shares authorized		
Common stock, $.10 par value, 25,500 shares authorized 10,542 and 10,468 shares issued and 9,726 and 9,646 shares outstanding at September 30 and March 31, respectively	1,054	1,047
Capital in excess of par value	22,608	22,315
Retained earnings	108,655	109,013
Accumulated other comprehensive loss	(10,375)	(10,676)
Treasury stock, (816 and 822 shares)	(12,290)	(12,319)
Total stockholders’ equity	109,652	109,380
Total liabilities and stockholders’ equity	$ 144,647	$ 143,131

See Notes to Condensed Consolidated Financial Statements.

GRAHAM CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended September 30,	
	2016	2015
Operating activities:	(Dollar amounts in thousands)	
Net income	$ 1,382	$ 4,337
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	1,048	1,126
Amortization	117	117
Amortization of unrecognized prior service cost and actuarial losses	695	607
Stock-based compensation expense	234	379
Loss on disposal or sale of property, plant and equipment	1	—
Deferred income taxes	21	632
(Increase) decrease in operating assets:		
Accounts receivable	(5,754)	(4,941)
Unbilled revenue	1,752	10,084
Inventories	2,950	3,337
Prepaid expenses and other current and non-current assets	(751)	(401)
Income taxes payable/receivable	402	(2,013)
Prepaid pension asset	—	(611)
Increase (decrease) in operating liabilities:		
Accounts payable	(4,003)	(717)
Accrued compensation, accrued expenses and other current and non-current liabilities	170	(2,831)
Customer deposits	5,287	(1,319)
Long-term portion of accrued compensation, accrued pension liability and accrued postretirement benefits	(300)	(87)
Net cash provided by operating activities	3,251	7,699
Investing activities:		
Purchase of property, plant and equipment	(159)	(523)
Proceeds from disposal of property, plant and equipment	—	3
Purchase of investments	(24,000)	(18,000)
Redemption of investments at maturity	30,000	18,000
Net cash provided (used) by investing activities	5,841	(520)
Financing activities:		
Principal repayments on capital lease obligations	(20)	(27)
Issuance of common stock	38	97
Dividends paid	(1,740)	(1,620)
Purchase of treasury stock	(30)	(3,399)
Excess tax (deficiency) benefit on stock awards	(20)	5
Net cash used by financing activities	(1,772)	(4,944)
Effect of exchange rate changes on cash	(118)	(90)
Net increase in cash and cash equivalents	7,202	2,145
Cash and cash equivalents at beginning of year	24,072	27,271
Cash and cash equivalents at end of period	$ 31,274	$ 29,416

See Notes to Condensed Consolidated Financial Statements.

NOTE 1 – BASIS OF PRESENTATION:

Graham Corporation's (the "Company's") Condensed Consolidated Financial Statements include its (i) wholly-owned foreign subsidiary located in Suzhou, China and (ii) wholly-owned domestic subsidiary located in Lapeer, Michigan. The Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP") for interim financial information and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X, each as promulgated by the Securities and Exchange Commission. The Company's Condensed Consolidated Financial Statements do not include all information and notes required by GAAP for complete financial statements. The unaudited Condensed Consolidated Balance Sheet as of March 31, 2016 presented herein was derived from the Company's audited Consolidated Balance Sheet as of March 31, 2016. For additional information, please refer to the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2016 ("fiscal 2016"). In the opinion of management, all adjustments, including normal recurring accruals considered necessary for a fair presentation, have been included in the Company's Condensed Consolidated Financial Statements.

The Company's results of operations and cash flows for the three and six months ended September 30, 2016 are not necessarily indicative of the results that may be expected for the current fiscal year, which ends March 31, 2017 ("fiscal 2017").

NOTE 2 – REVENUE RECOGNITION:

The Company recognizes revenue on all contracts with a planned manufacturing process in excess of four weeks (which approximates 575 direct labor hours) using the percentage-of-completion method. The majority of the Company's revenue is recognized under this methodology. The Company has established the systems and procedures essential to developing the estimates required to account for contracts using the percentage-of-completion method. The percentage-of-completion method is determined by comparing actual labor incurred to a specific date to management's estimate of the total labor to be incurred on each contract or completion of operational milestones assigned to each contract. Contracts in progress are reviewed monthly by management, and sales and earnings are adjusted in current accounting periods based on revisions in the contract value and estimated costs at completion. Losses on contracts are recognized immediately when evident to management.

Revenue on contracts not accounted for using the percentage-of-completion method is recognized utilizing the completed contract method. The majority of the Company's contracts (as opposed to revenue) have a planned manufacturing process of less than four weeks and the results reported under this method do not vary materially from the percentage-of-completion method. The Company recognizes revenue and all related costs on these contracts upon substantial completion or shipment to the customer. Substantial completion is consistently defined as at least 95% complete with regard to direct labor hours. Customer acceptance is generally required throughout the construction process and the Company has no further material obligations under its contracts after the revenue is recognized.

Receivables billed but not paid under retainage provisions in the Company's customer contracts were $1,817 and $2,071 at September 30, 2016 and March 31, 2016, respectively.

NOTE 3 – INVESTMENTS:

Investments consist of certificates of deposits with financial institutions. All investments have original maturities of greater than three months and less than one year and are classified as held-to-maturity, as the Company believes it has the intent and ability to hold the securities to maturity. Investments are stated at amortized cost which approximates fair value. All investments held by the Company at September 30, 2016 are scheduled to mature on or before April 14, 2017.

NOTE 4 – INVENTORIES:

Inventories are stated at the lower of cost or market, using the average cost method. Unbilled revenue in the Condensed Consolidated Balance Sheets represents revenue recognized that has not been billed to customers on contracts accounted for on the percentage-of-completion method. For contracts accounted for on the percentage-of-completion method, progress payments are netted against unbilled revenue to the extent the payment is less than the unbilled revenue for the applicable contract. Progress payments exceeding unbilled revenue are netted against inventory to the extent the payment is less than or equal to the inventory balance relating to the applicable contract, and the excess is presented as customer deposits in the Condensed Consolidated Balance Sheets.

Major classifications of inventories are as follows:

	September 30, 2016	March 31, 2016
Raw materials and supplies	$ 2,782	$ 3,178
Work in process	11,388	11,615
Finished products	708	659
	14,878	15,452
Less - progress payments	7,017	4,641
Total	$ 7,861	$ 10,811

NOTE 5 – INTANGIBLE ASSETS:

Intangible assets are comprised of the following:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
At September 30, 2016			
Intangibles subject to amortization:			
Customer relationships	$ 2,700	$ 1,042	$ 1,658
Intangibles not subject to amortization:			
Permits	$ 10,300	$ —	$ 10,300
Tradename	2,500	—	2,500
	$ 12,800	$ —	$ 12,800
At March 31, 2016			
Intangibles subject to amortization:			
Customer relationships	$ 2,700	$ 952	$ 1,748
Intangibles not subject to amortization:			
Permits	$ 10,300	$ —	$ 10,300
Tradename	2,500	—	2,500
	$ 12,800	$ —	$ 12,800

Intangible assets are amortized on a straight line basis over the estimated useful lives. Intangible amortization expense for each of the three months ended September 30, 2016 and 2015 was $45. Intangible amortization expense for each of the six months ended September 30, 2016 and 2015 was $90. As of September 30, 2016, amortization expense is estimated to be $90 for the remainder of fiscal 2017 and $180 in each of the fiscal years ending March 31, 2018, 2019, 2020 and 2021.

NOTE 6 – STOCK-BASED COMPENSATION:

The Amended and Restated 2000 Graham Corporation Incentive Plan to Increase Shareholder Value, as approved by the Company's stockholders at the Annual Meeting on July 28, 2016, provides for the issuance of up to 1,375 shares of common stock in connection with grants of incentive stock options, non-qualified stock options, stock awards and performance awards to officers, key employees and outside directors. As of September 30, 2016, 309 shares remain available for future awards under the plan, 225 of which may be used for awards other than stock options. Stock options may be granted at prices not less than the fair market value at the date of grant and expire no later than ten years after the date of grant.

No restricted stock awards were granted in the three-month periods ended September 30, 2016 and 2015. Restricted stock awards granted in the six-month periods ended September 30, 2016 and 2015 were 82 and 34, respectively. Restricted shares of 43 and 15 granted to officers in fiscal 2017 and fiscal 2016, respectively, vest 100% on the third anniversary of the grant date subject to the satisfaction of the performance metrics for the applicable three-year period. Restricted shares of 31 and 12 granted to officers and key employees in fiscal 2017 and fiscal 2016, respectively, vest 33⅓% per year over a three-year term. Restricted shares of8 and 7 granted to directors in fiscal 2017 and fiscal 2016, respectively, vest 100% on the first year anniversary of the grant date. No stock option awards were granted in the three-month or six-month periods ended September 30, 2016 and 2015.

During the three months ended September 30, 2016 and 2015, the Company recognized stock-based compensation costs related to stock option and restricted stock awards of $199 and $151, respectively. The income tax benefit recognized related to stock-based compensation was $71 and $53 for the three months ended September 30, 2016 and 2015, respectively. During the six months ended September 30, 2016 and 2015, the Company recognized stock-based compensation costs related to stock option and restricted stock awards of $228 and $357, respectively. The income tax benefit recognized related to stock-based compensation was $81 and $126 for the six months ended September 30, 2016 and 2015, respectively.

The Company has an Employee Stock Purchase Plan (the "ESPP"), which allows eligible employees to purchase shares of the Company's common stock at a discount of up to 15% of its fair market value on the (1) last, (2) first or (3) lower of the last or first day of the six-month offering period. A total of 200 shares of common stock may be purchased under the ESPP. During the three months ended September 30, 2016 and 2015, the Company recognized stock-based compensation (income) costs of $(7) and $8, respectively, related to the ESPP and $(3) and $3, respectively, of related tax (expense) benefits. During the six months ended September 30, 2016 and 2015, the Company recognized stock-based compensation costs of $6 and $22, respectively, related to the ESPP and $2 and $8, respectively, of related tax benefits.

NOTE 7 – INCOME PER SHARE:

Basic income per share is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted income per share is calculated by dividing net income by the weighted average number of common shares outstanding and, when applicable, potential common shares outstanding during the period. A reconciliation of the numerators and denominators of basic and diluted income per share is presented below:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2016	2015	2016	2015
Basic income per share				
Numerator:				
Net income	$ 1,297	$ 1,976	$ 1,382	$ 4,337
Denominator:				
Weighted average common shares outstanding	9,724	10,078	9,699	10,116
Basic income per share	$ .13	$ .20	$ .14	$ .43
Diluted income per share				
Numerator:				
Net income	$ 1,297	$ 1,976	$ 1,382	$ 4,337
Denominator:				
Weighted average common shares outstanding	9,724	10,078	9,699	10,116
Stock options outstanding	4	5	5	9
Weighted average common and potential common shares outstanding	9,728	10,083	9,704	10,125
Diluted income per share	$ .13	$ .20	$ .14	$ .43

Options to purchase a total of 16 and 54 shares of common stock were outstanding at September 30, 2016 and 2015, respectively, but were not included in the above computation of diluted income per share given their exercise prices as they would not be dilutive upon issuance.

NOTE 8 – PRODUCT WARRANTY LIABILITY:

The reconciliation of the changes in the product warranty liability is as follows:

	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Six Months Ended September 30, 2016	Six Months Ended September 30, 2015
Balance at beginning of period	$ 694	$ 632	$ 686	$ 653
(Income) expense for product warranties	(54)	22	111	113
Product warranty claims paid	(58)	(150)	(215)	(262)
Balance at end of period	$ 582	$ 504	$ 582	$ 504

Income of $54 for product warranties in the three months ended September 30, 2016 resulted from the reversal of provisions made that were no longer required due to lower claims experience.

The product warranty liability is included in the line item "Accrued expenses and other current liabilities" in the Condensed Consolidated Balance Sheets.

NOTE 9 - CASH FLOW STATEMENT:

Interest paid was $4 in each of the six-month periods ended September 30, 2016 and 2015. Income taxes paid for the six months ended September 30, 2016 and 2015 were $41 and $3,428, respectively.

During the six months ended September 30, 2016 and 2015, respectively, stock option awards were exercised and restricted stock awards vested. In connection with such stock option exercises and vesting, the related income tax benefit realized was (less) greater than the tax benefit that had been recorded pertaining to the compensation cost recognized by $(20) and $5, respectively, for such periods. This excess tax (deficiency) benefit has been separately reported under "Financing activities" in the Condensed Consolidated Statements of Cash Flows. Also, in the six months ended September 30, 2016 and 2015, non-cash activities included the issuance of treasury stock valued at $107 and $124, respectively, to the Company's Employee Stock Purchase Plan.

At September 30, 2016 and 2015, respectively, there were $44 and $95 of capital purchases that were recorded in accounts payable and are not included in the caption "Purchase of property, plant and equipment" in the Condensed Consolidated Statements of Cash Flows.

NOTE 10 – EMPLOYEE BENEFIT PLANS:

The components of pension cost (benefit) are as follows:

	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Six Months Ended September 30, 2016	Six Months Ended September 30, 2015
Service cost	$ 150	$ 130	$ 300	$ 261
Interest cost	363	359	725	718
Expected return on assets	(719)	(795)	(1,437)	(1,590)
Amortization of actuarial loss	338	294	676	587
Net pension cost (benefit)	$ 132	$ (12)	$ 264	$ (24)

The Company made no contributions to its defined benefit pension plan during the six months ended September 30, 2016 and does not expect to make any contributions to the plan for the balance of fiscal 2017.

The components of the postretirement benefit cost are as follows:

	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Six Months Ended September 30, 2016	Six Months Ended September 30, 2015
Interest cost	$ 8	$ 6	$ 14	$ 13
Amortization of actuarial loss	9	10	19	20
Net postretirement benefit cost	$ 17	$ 16	$ 33	$ 33

The Company paid no benefits related to its postretirement benefit plan during the six months ended September 30, 2016. The Company expects to pay benefits of approximately $88 for the balance of fiscal 2017.

The Company self-funds the medical insurance coverage it provides to its U.S. based employees. The Company maintains a stop loss insurance policy in order to limit its exposure to claims. The liability of $144 and $176 on September 30, 2016 and March 31, 2016, respectively, related to the self-insured medical plan is primarily based upon claim history and is included in the caption “Accrued compensation” as a current liability in the Condensed Consolidated Balance Sheets.

NOTE 11 – COMMITMENTS AND CONTINGENCIES:

The Company has been named as a defendant in lawsuits alleging personal injury from exposure to asbestos allegedly contained in, or accompanying, products made by the Company. The Company is a co-defendant with numerous other defendants in these lawsuits and intends to vigorously defend itself against these claims. The claims in the Company’s current lawsuits are similar to those made in previous asbestos-related suits that named the Company as defendant, which either were dismissed when it was shown that the Company had not supplied products to the plaintiffs’ places of work or were settled for immaterial amounts.

As of September 30, 2016, the Company was subject to the claims noted above, as well as other legal proceedings and potential claims that have arisen in the ordinary course of business.

Although the outcome of the lawsuits, legal proceedings or potential claims to which the Company is, or may become, a party to cannot be determined and an estimate of the reasonably possible loss or range of loss cannot be made, management does not believe that the outcomes, either individually or in the aggregate, will have a material effect on the Company’s results of operations, financial position or cash flows.

NOTE 12 – INCOME TAXES:

The Company files federal and state income tax returns in several domestic and international jurisdictions. In most tax jurisdictions, returns are subject to examination by the relevant tax authorities for a number of years after the returns have been filed. The Company is subject to U.S. federal examination for the tax years 2013 through 2015 and examination in state tax jurisdictions for the tax years 2011 through 2015. The Company is subject to examination in the People’s Republic of China for tax years 2013 through 2015.

There was no liability for unrecognized tax benefits at each of September 30, 2016 and March 31, 2016.

NOTE 13 – CHANGES IN ACCUMULATED OTHER COMPREHENSIVE LOSS:

The changes in accumulated other comprehensive loss by component for the six months ended September 30, 2016 and 2015 are as follows:

	Pension and Other Postretirement Benefit Items	Foreign Currency Items	Total
Balance at April 1, 2016	$ (10,932)	$ 256	$ (10,676)
Other comprehensive income before reclassifications	—	(148)	(148)
Amounts reclassified from accumulated other comprehensive loss	449	—	449
Net current-period other comprehensive income	449	(148)	301
Balance at September 30, 2016	$ (10,483)	$ 108	$ (10,375)

	Pension and Other Postretirement Benefit Items	Foreign Currency Items	Total
Balance at April 1, 2015	$ (9,462)	$ 406	$ (9,056)
Other comprehensive income before reclassifications	—	(111)	(111)
Amounts reclassified from accumulated other comprehensive loss	392	—	392
Net current-period other comprehensive income	392	(111)	281
Balance at September 30, 2015	$ (9,070)	$ 295	$ (8,775)

The reclassifications out of accumulated other comprehensive loss by component for the three and six months ended September 30, 2016 and 2015 are as follows:

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified from Accumulated Other Comprehensive Loss		Affected Line Item in the Condensed Consolidated Statements of Operations and Retained Earnings
	Three Months Ended September 30,		
	2016	2015	
Pension and other postretirement benefit items:			
Amortization of actuarial loss	$ (347) (1)	$ (304) (1)	Income before provision for income taxes
	(123)	(108)	Provision for income taxes
	$ (224)	$ (196)	Net income

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified from Accumulated Other Comprehensive Loss		Affected Line Item in the Condensed Consolidated Statements of Operations and Retained Earnings
	Six Months Ended September 30,		
	2016	2015	
Pension and other postretirement benefit items:			
Amortization of actuarial loss	$ (695) (1)	$ (607) (1)	Income before provision for income taxes
	(246)	(215)	Provision for income taxes
	$ (449)	$ (392)	Net income

(1) These accumulated other comprehensive loss components are included within the computation of pension and other postretirement benefit costs. See Note 10.

NOTE 14 – RESTRUCTURING CHARGE:

In the first half of fiscal 2017, the Company's workforce was aligned with the current and projected market conditions by eliminating certain management, office and manufacturing positions. As a result, a restructuring charge of $630 was recognized, which included severance and related employee benefit costs. This charge is included in the caption "Restructuring Charge" in the Condensed Consolidated Statement of Operations and Retained Earnings for the six months ended September 30, 2016. The reconciliation of the changes in the restructuring reserve is as follows:

	Six Months Ended September 30, 2016
Balance at beginning of period	$ 74
Expense for restructuring	630
Amounts paid for restructuring	(475)
Balance at end of period	$ 229

The current portion of the liability of $183 and $74 at September 30, 2016 and March 31, 2016 respectively, is included in the caption "Accrued Compensation" in the Condensed Consolidated Balance Sheets. The long-term portion of $46 at September 30, 2016 is separately presented in the Condensed Consolidated Balance Sheet.

NOTE 15 – ACCOUNTING AND REPORTING CHANGES:

In the normal course of business, management evaluates all new accounting pronouncements issued by the Financial Accounting Standards Board ("FASB"), the Securities and Exchange Commission, the Emerging Issues Task Force, the American Institute of Certified Public Accountants or other authoritative accounting bodies to determine the potential impact they may have on the Company's consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers." This guidance establishes principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from a company's contracts with customers. The guidance requires companies to apply a five-step model when recognizing revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services. The guidance also includes a comprehensive set of disclosure requirements regarding revenue recognition. The guidance allows two methods of adoption: (1) a full retrospective approach where historical financial information is presented in accordance with the new standard and (2) a modified retrospective approach where the guidance is applied to the most current period presented in the financial statements. In August 2015, the FASB issued ASU No 2015-14 "Revenue from Contracts with Customers: Deferral of the Effective Date," which deferred the effective date of ASU 2014-09 to annual reporting periods beginning after December 15, 2017, with earlier application permitted as of annual reporting periods beginning after December 15, 2016. In March 2016, the FASB issued ASU No. 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)," to clarify the implementation guidance on principal versus agent. In April 2016, the FASB issued ASU No. 2016-10, "Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing," which clarifies the identifying performance obligations and licensing implementation guidance. In May 2016, the FASB issued ASU No. 2016-12, "Revenue from Contracts with Customers (Topic 606): Narrow Scope Improvements and Practical Expedients," which clarifies the implementation guidance related to collectability, presentation of sales tax, noncash consideration, contract modifications and completed contracts at transition. The Company is currently evaluating the impact of adopting these ASU's and the methods of adoption; however, given the scope of the new standards, the Company is currently unable to provide a reasonable estimate regarding the financial impact or which method of adoption will be elected. See Note 2 for a description of the Company's current revenue recognition policy.

In July 2015, the FASB issued ASU No. 2015-11, "Simplifying the Measurement of Inventory," which simplifies the subsequent measurement of inventory by requiring inventory to be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This ASU is effective for public business entities for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. The Company is currently evaluating the impact that the adoption of this ASU will have on its Consolidated Financial Statements.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)," which requires companies to recognize all leases as assets and liabilities on the consolidated balance sheet. This ASU retains a distinction between finance leases and operating leases, and the classification criteria for distinguishing between finance leases and operating leases are substantially similar to the classification criteria for distinguishing between capital leases and operating leases in the current accounting guidance. As a result, the effect of leases on the consolidated statement of comprehensive income and a consolidated statement of cash flows is largely unchanged from previous generally accepted accounting principles. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Earlier application is permitted. The Company is currently evaluating the impact that the adoption of this ASU will have on its Consolidated Financial Statements.

In March 2016, the FASB issued ASU 2016-09, "Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting." ASU 2016-09 changes how companies account for certain aspects of share-based payment awards to employees, including the accounting for income taxes, forfeitures and statutory tax withholding requirements, as well as classification in the statement of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016, including interim periods within those annual periods. If an entity early adopts in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period and the entity must adopt all of the amendments from ASU 2016-09 in the same period. The Company does not expect the adoption of this ASU will have a material effect on its Consolidated Financial Statements.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments-Credit Losses (Topic 326)," which requires companies to utilize an impairment model that is based on expected losses rather than incurred losses when estimating the allowance for credit losses. This ASU is effective for public business entities for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is currently evaluating the impact that the adoption of this ASU will have on its Consolidated Financial Statements.

In August 2016, the FASB issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230),” which clarifies the presentation and classification of eight specific issues on the cash flow statement. This ASU is effective for public businesses for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company does not expect the adoption of this ASU will have a material effect on its Consolidated Financial Statements.

Management does not expect any other recently issued accounting pronouncements, which have not already been adopted, to have a material impact on the Company's consolidated financial statements.

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

(Dollar amounts in thousands, except per share data)

Overview

We are a global business that designs, manufactures and sells critical equipment for the energy, defense and chemical/petrochemical industries. Our energy markets include oil refining, cogeneration, nuclear and alternative power. For the defense industry, our equipment is used in nuclear propulsion power systems for the U.S. Navy. For the chemical and petrochemical industries, our equipment is used in fertilizer, ethylene, methanol and downstream chemical facilities.

Graham's global brand is built upon our world-renowned engineering expertise in vacuum and heat transfer technology, responsive and flexible service and high quality standards. We design and manufacture custom-engineered ejectors, vacuum pumping systems, surface condensers and vacuum systems. We are also a leading nuclear code accredited fabrication and specialty machining company. We supply components used inside reactor vessels and outside containment vessels of nuclear power facilities. Our equipment can also be found in other diverse applications such as metal refining, pulp and paper processing, water heating, refrigeration, desalination, food processing, pharmaceutical, heating, ventilating and air conditioning.

Our corporate headquarters are located in Batavia, New York. We have production facilities co-located with our headquarters in Batavia and also at our wholly-owned subsidiary, Energy Steel & Supply Co. ("Energy Steel"), located in Lapeer, Michigan. We also have a wholly-owned foreign subsidiary, Graham Vacuum and Heat Transfer Technology (Suzhou) Co., Ltd. ("GVHTT"), located in Suzhou, China. GVHTT provides sales and engineering support for us in the People's Republic of China and management oversight throughout Southeast Asia.

Our current fiscal year (which we refer to as "fiscal 2017") ends March 31, 2017.

Highlights

Highlights for the three and six months ended September 30, 2016 include:

- Net sales for the second quarter of fiscal 2017 were $21,126, down 7% compared with $22,798 for the second quarter of the fiscal year ended March 31, 2016 (we refer to the fiscal year ended March 31, 2016 as "fiscal 2016"). Net sales for the first six months of fiscal 2017 were $43,491, down 14% compared with net sales of $50,415 for the first six months of fiscal 2016.
- Net income and income per diluted share for the second quarter of fiscal 2017 were $1,297 and $0.13, compared with $1,976 and $0.20, respectively, for the second quarter of fiscal 2016. Excluding a restructuring charge, net income and income per diluted share for the second quarter of fiscal 2017 were $1,350 and $0.14. Net income and income per diluted share for the first six months of fiscal 2017 were $1,382 and $0.14, respectively, compared with net income of $4,337 and income per diluted share of $0.43 for the first six months of fiscal 2016. Excluding a restructuring charge, net income and income per diluted share for the second quarter of fiscal 2017 were $1,823 and $0.19.
- Orders booked in the second quarter of fiscal 2017 were $24,823, up 20% compared with the second quarter of fiscal 2016 when orders were $20,601. Orders booked in the first six months of fiscal 2017 were $39,424, down 12% compared with the first six months of fiscal 2016, when orders were $44,577.
- Backlog was $104,015 at September 30, 2016, compared with $99,863 at June 30, 2016 and $107,963 at March 31, 2016.
- Gross profit margin and operating margin for the second quarter of fiscal 2017 were 24% and 8%, respectively, compared with 31% and 13%, respectively, for the second quarter of fiscal 2016. Gross profit margin and operating margin for the first six months of fiscal 2017 were 21% and 4% compared with 30% and 13%, respectively, for the first six months of fiscal 2016.
- Cash and short-term investments at September 30, 2016 were $66,274, compared with $67,705 on June 30, 2016 and $65,072 at March 31, 2016.

Forward-Looking Statements

This report and other documents we file with the Securities and Exchange Commission include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

These statements involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from any future results implied by the forward-looking statements. Such factors include, but are not limited to, the risks and uncertainties identified by us under the heading "Risk Factors" in Item 1A of our Annual Report on Form 10-K for fiscal 2016.

Forward-looking statements may also include, but are not limited to, statements about:

- the current and future economic environments affecting us and the markets we serve;
- expectations regarding investments in new projects by our customers;
- sources of revenue and anticipated revenue, including the contribution from anticipated growth;
- expectations regarding achievement of revenue and profitability expectations;
- plans for future products and services and for enhancements to existing products and services;
- our operations in foreign countries;
- political instability in regions in which our customers are located;
- our ability to affect our growth and acquisition strategy;
- our ability to expand nuclear power work into new markets;
- our ability to maintain or expand nuclear power work for the U.S. Navy;
- our ability to successfully execute our existing contracts;
- estimates regarding our liquidity and capital requirements;
- timing of conversion of backlog to sales;
- our ability to attract or retain customers;
- the outcome of any existing or future litigation; and
- our ability to increase our productivity and capacity.

Forward-looking statements are usually accompanied by words such as “anticipate,” “believe,” “estimate,” “may,” “might,” “intend,” “interest,” “appear,” “expect,” “suggest,” “plan,” “encourage,” “potential” and similar expressions. Actual results could differ materially from historical results or those implied by the forward-looking statements contained in this report.

Undue reliance should not be placed on our forward-looking statements. Except as required by law, we undertake no obligation to update or announce any revisions to forward-looking statements contained in this report, whether as a result of new information, future events or otherwise.

Current Market Conditions

Demand for our products and services to the oil refining and chemical industries depends on capital investment for new capacity, retrofit and debottlenecking projects and for planned or unplanned maintenance activity. Increased volatility and significant reduction in global crude oil prices beginning in the second half of calendar 2014 created continuing uncertainty in the oil refining and chemical industries. The dramatic price reduction and increased volatility in global crude oil prices and uncertainty of the mid- and long-term outlook has also caused our customers in these markets to alter their investment timing over the past year. Capital investment within global refining and chemical industries contracted during fiscal 2016 compared with fiscal 2015 and has continued to contract in fiscal 2017. In the near term, we believe that the catalyst for increased investment would be higher or more stable crude oil prices. However, even if crude oil prices remain low for a sustained period, we believe that increased global energy and petrochemical demand as well as the need to maintain and replace current equipment will eventually drive additional investment by our customers.

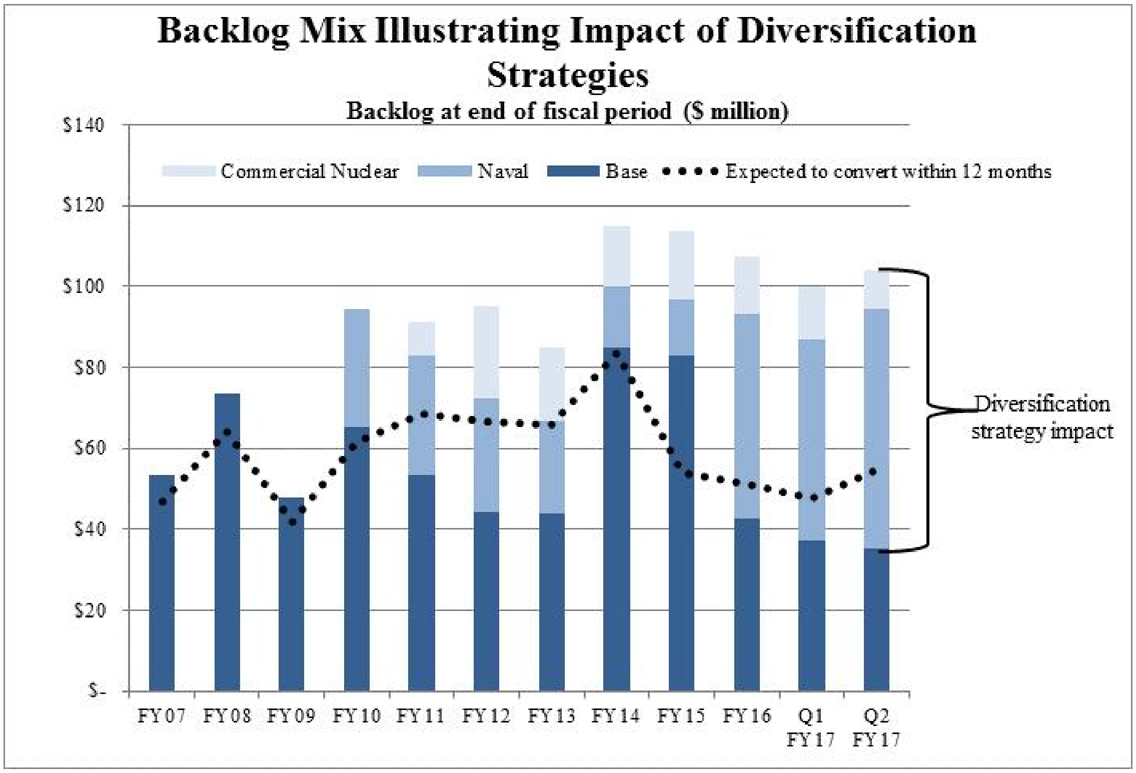
Demand for our products and services in the nuclear power utility market is affected by investment in maintenance, repair, life extension and nuclear regulatory mandated investment, along with global investment in new capacity. Global investment in new capacity is affected by regional legislative policy and cost per unit of power output compared with other energy sources, such as natural gas, oil, coal or alternative energies. Because the nuclear market which we serve is very fragmented, we continue to believe that it provides an important opportunity for growth.

Demand in our naval nuclear propulsion market is tied to aircraft carrier and submarine vessel construction schedules of the primary shipyards who service the U.S. Navy. We expect growth in our naval nuclear propulsion business, based on anticipated demand and our strategic actions to increase our market share.

Oil refining and chemicals are expected to remain important end markets, notwithstanding the severity of the current downturn in these industries. We intend to maintain our focus in these sectors and implement strategies that expand participation and our market share. We believe that long-term demand drivers for energy requirements are unchanged and have not been affected by the decline in the price of crude oil. We believe that such demand, which is driven by population growth and an expanding middle class in emerging markets, requires an increase in global energy and petrochemical capacity and investment which will be partially offset by technological innovation. Our strategy is to continue to leverage our investments and expand our capabilities and execution capacity to grow market share in the oil refining, chemical and nuclear markets, as well as our business with the U.S. Navy. For more information, refer to the heading "Strategy and Outlook" within this Item 2 of this Quarterly Report on Form 10-Q.

We believe the long-term outlook in our key markets supports our strategy to grow our revenue to over $200,000 across the next business cycle in our markets. In the near term, new order levels are expected to remain volatile, resulting in both relatively strong and weak periods.

The chart below shows the impact of our diversification strategy over the last ten years. Over 60% of our current backlog is from markets not served in the Fiscal 2007-2009 time frame.



Results of Operations

To better understand the significant factors that influenced our performance during the periods presented, the following discussion should be read in conjunction with our Condensed Consolidated Financial Statements and the notes to our Condensed Consolidated Financial Statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q.

The following table summarizes our results of operations for the periods indicated:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2016	2015	2016	2015
Net sales	$ 21,126	$ 22,798	$ 43,491	$ 50,415
Gross profit	$ 5,010	$ 7,135	$ 9,121	$ 15,172
Gross profit margin	24 %	31 %	21 %	30 %
SG&A expense (1)	$ 3,177	$ 4,246	$ 6,833	$ 8,884
SG&A as a percent of sales	15 %	19 %	16 %	18 %
Net income	$ 1,297	$ 1,976	$ 1,382	$ 4,337
Diluted income per share	$ 0.13	$ 0.20	$ 0.14	$ 0.43
Total assets	$ 144,647	$ 150,084	$ 144,647	$ 150,084
Total assets excluding cash, cash equivalents and investments	$ 78,373	$ 87,668	$ 78,373	$ 87,668

(1) Selling, general and administrative expense is referred to as "SG&A".

The Second Quarter and First Six Months of Fiscal 2017 Compared With the Second Quarter and First Six Months of Fiscal 2016

Sales for the second quarter of fiscal 2017 were $21,126, a 7% decrease as compared with sales of $22,798 for the second quarter of fiscal 2016. Our domestic sales, as a percentage of aggregate product sales, were 73% in the second quarter of fiscal 2017 compared with 67% in the second quarter of fiscal 2016. Domestic sales year-over-year increased $226, or 1%. International sales decreased $1,898, or 25%, in the second quarter of fiscal 2017 compared with the second quarter of fiscal 2016, driven by decreases in Middle East and Canada. Sales in the three months ended September 30, 2016 were 32% to the refining industry, 24% to the chemical and petrochemical industries, 29% to the power industry, including the nuclear market, and 15% to other commercial and industrial applications, including the U.S. Navy. Sales in the three months ended September 30, 2015 were 32% to the refining industry, 32% to the chemical and petrochemical industries, 13% to the power industry, including the nuclear market, and 23% to other commercial and industrial applications, including the U.S. Navy. Fluctuations in sales among markets, products and geographic locations can vary measurably from quarter-to-quarter based on timing and magnitude of projects. See also "Current Market Conditions," above. For additional information on anticipated future sales and our markets, see "Orders and Backlog" below.

Sales for the first six months of fiscal 2017 were $43,491, a decrease of $6,924, or 14% compared with sales of $50,415 for the first six months of fiscal 2016. The decrease in fiscal year-to-date sales was due to much weaker international sales as well as a slowdown in domestic sales. Our domestic sales, as a percentage of aggregate product sales, were 73% in the first six months of fiscal 2017 compared with 65% in the same period in fiscal 2016. Domestic sales decreased $1,169, or 4%, while international sales decreased by $5,755, or 33%, driven by lower sales in most regions, partly offset by stronger Mexico sales. International sales accounted for 27% and 35% of total sales for the first six months of fiscal 2017 and fiscal 2016, respectively. Sales in the first six months of fiscal 2017 were 32% to the refining industry, 24% to the chemical and petrochemical industries, 25% to the power industry, including the nuclear market, and 19% to other commercial and industrial applications, including the U.S. Navy. Sales in the first six months of fiscal 2016 were 30% to the refining industry, 37% to the chemical and petrochemical industries, 13% to the power industry, including the nuclear market, and 20% to other commercial and industrial applications, including the U.S. Navy.

Our gross profit margin for the second quarter of fiscal 2017 was 24% compared with 31% for the second quarter of fiscal 2016. Gross profit for the second quarter of fiscal 2017 decreased 30% compared with fiscal 2016, to $5,010 from $7,135. Gross profit and margin were impacted by lower margin orders from backlog, fewer short cycle sales and reduced production volume resulting in under-absorption of overhead.

Our gross profit margin for the first six months of fiscal 2017 was 21% compared with 30% for the first six months of fiscal 2016. Gross profit for the first six months of fiscal 2017 decreased 40% compared with fiscal 2016, to $9,121 from $15,172. The decrease in gross profit was primarily due to lower volume. The decrease in gross margin was impacted by volume as well as the mix of lower margin orders from backlog and under-utilization of production facilities.

SG&A expenses as a percent of sales for the three and six-month periods ended September 30, 2016 were 15% and 16%, respectively. SG&A expenses in the second quarter of fiscal 2017 were $3,177, a decrease of $1,069, or 25%, compared with the second quarter of fiscal 2016 SG&A of $4,246. This decrease in the quarter was principally related to insurance proceeds of $759 received in the quarter. The remaining reduction was due to lower compensation costs and other actions taken to reduce costs. SG&A expenses in the first six months of fiscal 2017 were $6,833, a decrease of $2,051, or 23%, compared with the first six months of fiscal

2016 SG&A of $8,884. This decrease was principally due to lower commissions, lower compensation costs and other actions taken to reduce costs as well as the benefit of the insurance proceeds in the second quarter.

In the second quarter of fiscal 2017 we incurred a pre-tax restructuring charge of $75 for severance costs related to certain headcount reductions. This was the completion of a restructuring activity which commenced in the first quarter of fiscal 2017. The total charge for the first six months of the fiscal 2017 was $630 ($441 after tax). The reduction in headcount was approximately 10% of our global workforce. The expected annual savings from these reductions is expected to be $2,700. Approximately $2,000 in savings will be realized in fiscal 2017.

Interest income for the three and six-month periods ended September 30, 2016 was $85 and $172, respectively compared with $53 and $105, respectively, for the same periods ended September 30, 2015. Interest expense for the three and six-month periods ended September 30, 2016 was $2 and $4, respectively, compared with $1 and $4, respectively, for the same periods ended September 30, 2015.

The effective tax rate in the current quarter was 30%, and 24% in the first six months of fiscal 2017. The effective tax rates for the comparable three and six month periods of fiscal 2016 were 33% and 32%, respectively.

Net income for the three and six months ended September 30, 2016 was $1,297 and $1,382, respectively, compared with $1,976 and $4,337, respectively, for the same periods in the prior fiscal year. Income per diluted share in fiscal 2017 was $0.13 and $0.14 for the three and six-month periods, compared with $0.20 and $0.43 for the same three and six-month periods of fiscal 2016. Excluding the restructuring charge, net income for the three and six months ended September 30, 2016 was $1,350 and $1,823, respectively, and income per diluted share was $0.14 and $0.19.

Liquidity and Capital Resources

The following discussion should be read in conjunction with our Condensed Consolidated Statements of Cash Flows:

	September 30, 2016	March 31, 2016
Cash and investments	$ 66,274	$ 65,072
Working capital	76,076	74,807
Working capital ratio(1)	3.6	3.7
Working capital excluding cash and investments	9,802	9,735

(1) Working capital ratio equals current assets divided by current liabilities.

Net cash generated by operating activities for the first six months of fiscal 2017 was $3,251, compared with $7,699 for the first six months of fiscal 2016. The decrease in cash generation year over year was attributable to lower net income and lower benefit from unbilled revenue, higher accounts receivable and lower accounts payable, partially offset by an increase in customer deposits and accrued compensation and income taxes payable.

Dividend payments and capital expenditures in the first six months of fiscal 2017 were $1,740 and $159, respectively, compared with $1,620 and $523, respectively, for the first six months of fiscal 2016. The higher dividend payment was due to the increase in dividends per share announced in January 2016.

Capital expenditures for fiscal 2017 are expected to be between approximately $500 and $1,000. Approximately 85% of our fiscal 2017 capital expenditures are expected to be for productivity-enhancing machinery and equipment, with the remaining amounts expected to be used for information technology upgrades and other items.

Cash and investments were $66,274 on September 30, 2016 compared with $65,072 on March 31, 2016, up $1,202.

We invest net cash generated from operations in excess of cash held for near-term needs in short-term, less than 365 days, certificates of deposit, money market accounts or U.S. government instruments, generally with maturity periods of up to 180 days. Our money market account is used to securitize our outstanding letters of credit, which reduces our cost on those letters of credit. Approximately 95% of our cash and investments are held in the U.S. The remaining 5% is invested in our China operations.

Our revolving credit facility with JP Morgan Chase provides us with a line of credit of $25,000, including letters of credit and bank guarantees. In addition, our JP Morgan Chase agreement allows us to increase the line of credit, at our discretion, up to another $25,000, for total availability of $50,000. Borrowings under this credit facility are secured by all of our assets. We also have a $5,000 unsecured line of credit with HSBC, N.A. Letters of credit outstanding on September 30, 2016 and March 31, 2016 were $9,280 and $11,982, respectively.The outstanding letters of credit as of September 30, 2016 were issued by JP Morgan Chase, HSBC, as well as Bank of America (under our previous credit facility). There were no other amounts outstanding on our credit facilities at September 30, 2016 and March 31, 2016. The borrowing rate under our JP Morgan Chase facility as of September 30, 2016 was the bank's prime rate, or 3.50%. Availability under the JP Morgan Chase and HSBC lines of credit was $26,435 and $26,330 at September 30, 2016 and March 31, 2016, respectively. We believe that cash generated from operations, combined with our investments and available financing capacity under our credit facility, will be adequate both to meet our cash needs for the immediate future and to support our growth strategies.

Orders and Backlog

Orders for the three-month period ended September 30, 2016 were $24,823 compared with $20,601 for the same period in the prior year, an increase of 20%. Orders represent written communications received from customers requesting us to supply products and/or services. Domestic orders were 74% of total orders, or $18,455, and international orders were 26% of total orders, or $6,368, in the current quarter compared with the second quarter of fiscal 2016, when domestic orders were 59%, or $12,150, of total orders, and international orders were 41%, or $8,451, of total orders.

During the first six months of fiscal 2017, orders were $39,424, compared with $44,577 for the same period of fiscal 2016, a decrease of $5,153, or 12%. For the first six months of fiscal 2017, refining orders decreased by $9,250, power by $4,881 and chemical and petrochemical by $476. These decreases were partially offset by orders in other commercial and industrial applications, including the U.S. Navy which increased by $9,454. See "Current Market Conditions" for additional information.

Backlog was $104,015 at September 30, 2016, compared with $107,963 at March 31, 2016, a 4% decrease, but up 4% from $99,863 at June 30, 2016. Backlog is defined as the total dollar value of orders received for which revenue has not yet been recognized. Approximately 50% to 55% of orders currently in our backlog are expected to be converted to sales within one year, 5% to 10% are expected to ship between 12 and 24 months, and 35% to 40% beyond two years. The majority of the orders that are expected to convert beyond twelve months are for the U.S. Navy. At September 30, 2016, 16% of our backlog was attributable to equipment for refinery project work, 13% for chemical and petrochemical projects, 11% for power projects, including nuclear, 57% for U.S. Navy projects and 3% for other industrial applications. At September 30, 2015, 27% of our backlog was attributed to equipment for refinery project work, 10% for chemical and petrochemical projects, 11% for power projects, 47% for U.S. Navy projects and 5% for other industrial applications. At September 30, 2016, we had three projects for an aggregate of $6,860 on hold.

Strategy and Outlook

Continued weakness in the global energy markets is expected to continue to impact our business for the remainder of fiscal 2017. The decrease in requests for quotations and orders, as well as a number of cancellations which occurred in fiscal 2016 are resulting in a challenging fiscal 2017. Our pipeline has contracted as our oil refining and chemical market customers have further reduced their capital spending plans when compared with last year. We believe that these reductions by our customers are in reaction to continued low and volatile oil prices. The expected duration of this downturn is uncertain.

Despite the current downturn, we continue to believe in the long-term potential of the energy and petrochemical markets we serve. Coupled with our diversification strategy for the U.S. Navy and the power market, we believe this long-term strength will support our strategy to significantly grow our business. We have invested in capacity to serve our commercial customers as well as to expand the work we do for the U.S. Navy. We continue to look for organic growth opportunities as well as acquisitions or other business combinations that we believe will allow us to expand our presence in both our existing and ancillary markets. We are focused on reducing earnings volatility, growing our business and diversifying our business and product lines.

The near term uncertainty in the energy markets has affected our outlook for fiscal 2017. We expect revenue in fiscal 2017 to be between $85,000 and $95,000. We expect that approximately 45% to 55% of our March 31, 2016 backlog will convert to sales in fiscal 2017. We project that 50% to 55% of our September 30, 2016 backlog will convert to sales over the next twelve months. The backlog that is expected to convert beyond fiscal 2017 includes a combination of U.S. Navy orders that have a long conversion cycle (up to five years) as well as certain commercial orders, the conversion of which has been extended by our customers.

We expect gross profit margin in fiscal 2017 to be in the 21% to 23% range. We expect continued pricing pressure and under-utilization of our production facilities for the remainder of fiscal 2017. We believe that production overhead absorption will continue to be weak, which is putting pressure on our gross profit margins, as reflected in our guidance.

SG&A spending during fiscal 2017 is expected to be between $15,000 and $15,500, or approximately 16% and 18%, which includes the benefit of the insurance settlement mentioned previously. Our effective tax rate during fiscal 2017 is expected to be between 30% and 31%.

We expect that cash flow in fiscal 2017 will be much more moderate than fiscal 2016. Fiscal 2016 cash flow benefited from a build-up of accounts receivable and unbilled revenue which occurred in the latter portion of fiscal 2015 and that was converted to cash in fiscal 2016.

We continue to believe in the long-term outlook for the energy and petrochemical markets. We plan to continue to look toward future growth while being mindful of near term profitability, given short-term challenges.

Contingencies and Commitments

We have been named as a defendant in lawsuits alleging personal injury from exposure to asbestos allegedly contained in or accompanying our products. We are a co-defendant with numerous other defendants in these lawsuits and intend to vigorously defend ourselves against these claims. The claims in our current lawsuits are similar to those made in previous asbestos lawsuits that named us as a defendant. Such previous lawsuits either were dismissed when it was shown that we had not supplied products to the plaintiffs' places of work or were settled by us for immaterial amounts.

As of September 30, 2016, we are subject to the claims noted above, as well as other legal proceedings and potential claims that have arisen in the ordinary course of business. Although the outcome of the lawsuits, legal proceedings or potential claims to which we are or may become a party cannot be determined and an estimate of the reasonably possible loss or range of loss cannot be made, we do not believe that the outcomes, either individually or in the aggregate, will have a material effect on our results of operations, financial position or cash flows.

Critical Accounting Policies, Estimates, and Judgments

Our unaudited condensed consolidated financial statements are based on the selection of accounting policies and the application of significant accounting estimates, some of which require management to make significant assumptions. We believe that the most critical accounting estimates used in the preparation of our condensed consolidated financial statements relate to labor hour estimates and establishment of operational milestones which are used to recognize revenue under the percentage-of-completion method, fair value estimates of identifiable tangible and intangible assets acquired in business combinations, accounting for contingencies, under which we accrue a loss when it is probable that a liability has been incurred and the amount can be reasonably estimated, and accounting for pensions and other postretirement benefits. For further information, refer to Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Item 8 "Financial Statements and Supplementary Data" included in our Annual Report on Form 10-K for the year ended March 31, 2016.

Off Balance Sheet Arrangements

We did not have any off balance sheet arrangements as of September 30, 2016 or March 31, 2016, other than operating leases and letters of credit.

Item 3. Q uantitative and Qualitative Disclosures About Market Risk

The principal market risks (i.e., the risk of loss arising from market changes) to which we are exposed are foreign currency exchange rates, price risk and project cancellation risk.

The assumptions applied in preparing the following qualitative and quantitative disclosures regarding foreign currency exchange rate, price risk and project cancellation risk are based upon volatility ranges experienced by us in relevant historical periods, our current knowledge of the marketplace, and our judgment of the probability of future volatility based upon the historical trends and economic conditions of the markets in which we operate.

Foreign Currency

International consolidated sales for the three months and six months ended September 30, 2016 were 27% and 27%, respectively, of total sales compared with 33% and 35%, respectively, for the same period of fiscal 2016. Operating in markets throughout the world exposes us to movements in currency exchange rates. Currency movements can affect sales in several ways, the foremost being our ability to compete for orders against foreign competitors that base their prices on relatively weaker currencies. Business lost due to competition for orders against competitors using a relatively weaker currency cannot be quantified. In addition, cash can be adversely impacted by the conversion of sales made by us in a foreign currency to U.S. dollars. In the first three and six months of fiscal 2017, sales in foreign currencies represented 6% and 5%, respectively, of total sales by us and our wholly-owned subsidiaries. In the first three and six months of fiscal 2016, all sales by us and our wholly-owned subsidiaries, for which we were paid, were denominated in the local currency of the respective subsidiary (U.S. dollars or Chinese RMB).

We have limited exposure to foreign currency purchases. In the first three and six months of fiscal 2017, our purchases in foreign currencies represented 6% and 3% of cost of products sold, respectively. In the first three and six months of 2016, our purchases in foreign currencies represented less than 1% of cost of products sold. At certain times, we may enter into forward foreign currency exchange agreements to hedge our exposure against potential unfavorable changes in foreign currency values on significant sales and purchase contracts negotiated in foreign currencies. Forward foreign currency exchange contracts were not used in the periods being reported on in this Quarterly Report on Form 10-Q and as of September 30, 2016 and March 31, 2016, we held no forward foreign currency contracts.

Price Risk

Operating in a global marketplace requires us to compete with other global manufacturers which, in some instances, benefit from lower production costs and more favorable economic conditions. Although we believe that our customers differentiate our products on the basis of our manufacturing quality and engineering experience and excellence, among other things, such lower production costs and more favorable economic conditions mean that certain of our competitors are able to offer products similar to ours at lower prices. In market downturns, such as we are currently experiencing, we typically see depressed price levels. Moreover, the cost of metals and other materials used in our products have experienced significant volatility. Such factors, in addition to the global effects of the ongoing volatility and disruption of the capital and credit markets, have resulted in downward demand and pricing pressure on our products.

Project Cancellation and Project Continuation Risk

Open orders are reviewed continuously through communications with customers. If it becomes evident to us that a project is delayed well beyond its original shipment date, management will move the project into "placed on hold" (i.e., suspended) category. Furthermore, if a project is cancelled by our customer, it is removed from our backlog. We attempt to mitigate the risk of cancellation by structuring contracts with our customers to maximize the likelihood that progress payments made to us for individual projects cover the costs we have incurred. As a result, we do not believe we have a significant cash exposure to projects which may be cancelled. At September 30, 2016, we had three projects for an aggregate of $6,860 on hold.

Item 4. Controls and Procedures

Conclusion regarding the effectiveness of disclosure controls and procedures

Our President and Chief Executive Officer (principal executive officer) and Vice President-Finance & Administration and Chief Financial Officer (principal financial officer) each have evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, and as of such date, our President and Chief Executive Officer and Vice President-Finance & Administration and Chief Financial Officer concluded that our disclosure controls and procedures were effective in all material respects.

Changes in internal control over financial reporting

There has been no change to our internal control over financial reporting during the quarter covered by this Quarterly Report on Form 10-Q that has materially affected, or that is reasonably likely to materially affect, our internal control over financial reporting.

Item 6. Exhibits

See index to exhibits on page 26 of this report.

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.

GRAHAM CORPORATION

By: /s/ Jeffrey Glajch

Jeffrey Glajch
Vice President-Finance & Administration and
Chief Financial Officer

Date: November 2, 2016

INDEX TO EXHIBITS

	(31)	Rule 13a-14(a)/15d-14(a) Certifications	
+		31.1	Certification of Principal Executive Officer
+		31.2	Certification of Principal Financial Officer
	(32)	Section 1350 Certification	
+		32.1	Section 1350 Certifications
	(101)	Interactive Date File	
+		101.INS	XBRL Instance Document
+		101.SCH	XBRL Taxonomy Extension Schema Document
+		101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
+		101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
+		101.LAB	XBRL Taxonomy Extension Label Linkbase Document
+		101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

+Exhibit filed with this report.

EXHIBIT 31.1

CERTIFICATION OF
PRINCIPAL EXECUTIVE OFFICER

I, James R. Lines, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Graham 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(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 (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(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.

Date: November 2, 2016

/s/ James R. Lines
James R. Lines
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF
PRINCIPAL FINANCIAL OFFICER

I, Jeffrey Glajch, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Graham 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(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 (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(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.

Date: November 2, 2016

/s/ Jeffrey Glajch
Jeffrey Glajch
Vice President-Finance & Administration and
Chief Financial Officer

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

In connection with the Quarterly Report of Graham Corporation (the "Company") on Form 10-Q for the period ended September 30, 2016 as filed with the Securities and Exchange Commission (the "Report"), each of the undersigned certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

1) the Report fully complies with the requirements of Section 13(a) or 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 the Company.

/s/James R. Lines
James R. Lines
President and Chief Executive Officer
(Principal Executive Officer)
Date: November 2, 2016

/s/Jeffrey Glajch
Jeffrey Glajch
Vice President-Finance & Administration and
Chief Financial Officer
(Principal Financial Officer)
Date: November 2, 2016

A signed original of this written statement required by Section 906 has been provided to Graham Corporation and will be retained by Graham Corporation and furnished to the Securities and Exchange Commission or its staff upon request.