
**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 July 30, 2017
Commission File No. 1-12597

CULP, INC.

(Exact name of registrant as specified in its charter)

NORTH CAROLINA
(State or other jurisdiction of
incorporation or other organization)

56-1001967
(I.R.S. Employer Identification No.)

1823 Eastchester Drive
High Point, North Carolina
(Address of principal executive offices)

27265-1402
(zip code)

(336) 889-5161
(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 the filing requirements for at least 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 after 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 definitions of "accelerated filer, large accelerated filer, smaller reporting company, or an emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one);

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

Emerging Growth Company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Common shares outstanding at July 30, 2017: 12,441,161
Par Value: \$0.05 per share

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Item 1: Financial Statements

CULP, INC.
CONSOLIDATED STATEMENTS OF NET INCOME
FOR THE THREE MONTHS ENDED JULY 30, 2017 AND JULY 31, 2016
UNAUDITED
(Amounts in Thousands, Except for Per Share Data)

	THREE MONTHS ENDED	
	July 30, 2017	July 31, 2016
Net sales	\$ 79,533	\$ 80,682
Cost of sales	63,068	62,263
Gross profit	<u>16,465</u>	<u>18,419</u>
Selling, general and administrative expenses	<u>9,501</u>	<u>9,746</u>
Income from operations	<u>6,964</u>	<u>8,673</u>
Interest income	(131)	(25)
Other expense	<u>353</u>	<u>152</u>
Income before income taxes	<u>6,742</u>	<u>8,546</u>
Income taxes	1,640	3,233
Loss from investment in unconsolidated joint venture	<u>118</u>	<u>-</u>
Net income	<u>\$ 4,984</u>	<u>\$ 5,313</u>
Net income per share, basic	\$ 0.40	\$ 0.43
Net income per share, diluted	\$ 0.40	\$ 0.43
Average shares outstanding, basic	12,399	12,286
Average shares outstanding, diluted	12,590	12,463

See accompanying notes to the consolidated financial statements.

CULP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THREE MONTHS ENDED JULY 30, 2017 AND JULY 31, 2016

	THREE MONTHS ENDED	
	July 30, 2017	July 31, 2016
Net income	\$ 4,984	5,313
Other comprehensive income		
Unrealized holding gains on investments	44	84
Reclassification adjustment for realized loss included in net income	-	12
Total other comprehensive income	<u>44</u>	<u>96</u>
Comprehensive income	<u><u>5,028</u></u>	<u><u>5,409</u></u>

See accompanying notes to the consolidated financial statements.

CULP, INC.
CONSOLIDATED BALANCE SHEETS
JULY 30, 2017, JULY 31, 2016 AND APRIL 30, 2017
UNAUDITED
(Amounts in Thousands)

	July 30, 2017	July 31, 2016	* April 30, 2017
Current assets:			
Cash and cash equivalents	\$ 18,322	45,549	20,795
Short-term investments	2,469	2,434	2,443
Accounts receivable, net	22,140	22,690	24,577
Inventories	55,227	48,131	51,482
Other current assets	3,441	2,294	2,894
Total current assets	101,599	121,098	102,191
Property, plant and equipment, net	52,912	41,745	51,651
Goodwill	11,462	11,462	11,462
Deferred income taxes	436	1,942	419
Long-term investments (Held-To-Maturity)	30,907	-	30,945
Long-term investments (Rabbi Trust)	6,714	4,611	5,466
Investment in unconsolidated joint venture	1,477	-	1,106
Other assets	2,397	2,502	2,394
Total assets	\$ 207,904	183,360	205,634
Current liabilities:			
Accounts payable-trade	\$ 29,112	26,708	29,101
Accounts payable - capital expenditures	5,647	627	4,767
Accrued expenses	6,075	6,890	11,947
Income taxes payable - current	884	358	287
Total current liabilities	41,718	34,583	46,102
Line of credit	5,000	7,000	-
Accounts payable - capital expenditures	-	-	1,322
Income taxes payable - long-term	487	3,779	467
Deferred income taxes	4,253	1,532	3,593
Deferred compensation	6,769	5,031	5,520
Total liabilities	58,227	51,925	57,004
Commitments and Contingencies (Note 15)			
Shareholders' equity			
Preferred stock, \$0.05 par value, authorized 10,000,000	-	-	-
Common stock, \$0.05 par value, authorized 40,000,000 shares, issued and outstanding 12,441,161 at July 30, 2017; 12,306,956 at July 31, 2016; and 12,356,631 at April 30, 2017	622	615	618
Capital contributed in excess of par value	47,038	44,453	47,415
Accumulated earnings	101,977	86,415	100,601
Accumulated other comprehensive income (loss)	40	(48)	(4)
Total shareholders' equity	149,677	131,435	148,630
Total liabilities and shareholders' equity	\$ 207,904	183,360	205,634

* Derived from audited financial statements.

See accompanying notes to consolidated financial statements.

CULP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED JULY 30, 2017 AND JULY 31, 2016
UNAUDITED
(Amounts in Thousands)

	THREE MONTHS ENDED	
	July 30, 2017	July 31, 2016
Cash flows from operating activities:		
Net income	\$ 4,984	5,313
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	1,807	1,761
Amortization of assets	82	52
Stock-based compensation	757	761
Deferred income taxes	643	593
Realized loss on sale of short-term investments	-	12
Loss on sale of equipment	-	9
Loss from investment in unconsolidated joint venture	118	-
Foreign currency exchange loss (gain)	35	(62)
Changes in assets and liabilities:		
Accounts receivable	2,524	611
Inventories	(3,539)	(1,808)
Other current assets	(467)	158
Other assets	(47)	19
Accounts payable - trade	(397)	3,036
Accrued expenses and deferred compensation	(4,704)	(4,631)
Income taxes	608	375
Net cash provided by operating activities	2,404	6,199
Cash flows from investing activities:		
Capital expenditures	(2,260)	(3,139)
Investment in unconsolidated joint venture	(489)	-
Proceeds from the sale of short-term investments	-	2,000
Purchase of short-term investments	(12)	(21)
Proceeds from the sale of long-term investments (Rabbi Trust)	49	-
Purchase of long-term investments (Rabbi Trust)	(1,267)	(559)
Net cash used in investing activities	(3,979)	(1,719)
Cash flows from financing activities:		
Proceeds from line of credit	5,000	7,000
Payments on vendor-financed capital expenditures	(1,250)	-
Dividends paid	(3,608)	(3,445)
Common stock surrendered for withholding taxes payable	(1,135)	(280)
Proceeds from common stock issued	5	11
Net cash (used in) provided by financing activities	(988)	3,286
Effect of exchange rate changes on cash and cash equivalents	90	(4)
(Decrease) increase in cash and cash equivalents	(2,473)	7,762
Cash and cash equivalents at beginning of period	20,795	37,787
Cash and cash equivalents at end of period	\$ 18,322	45,549

See accompanying notes to consolidated financial statements.

CULP, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
UNAUDITED
(Dollars in thousands, except share data)

	Common Stock		Capital Contributed in Excess of Par Value	Accumulated Earnings	Accumulated Other Comprehensive (Loss) Income	Total Shareholders' Equity
	Shares	Amount				
Balance, May 1, 2016	12,265,489	\$ 614	43,795	84,547	(144)	\$ 128,812
Net income	-	-	-	22,334	-	22,334
Stock-based compensation	-	-	3,358	-	-	3,358
Unrealized gain on investments	-	-	-	-	140	140
Excess tax benefit related to stock based compensation	-	-	657	-	-	657
Common stock issued in connection with performance based units	49,192	2	(2)	-	-	-
Fully vested common stock award	4,800	-	-	-	-	-
Common stock issued in connection with exercise of stock options	68,000	3	585	-	-	588
Common stock surrendered for the cost of stock option exercises and withholding taxes payable	(30,850)	(1)	(978)	-	-	(979)
Dividends paid	-	-	-	(6,280)	-	(6,280)
Balance, April 30, 2017 *	12,356,631	618	47,415	100,601	(4)	148,630
Net income	-	-	-	4,984	-	4,984
Stock-based compensation	-	-	757	-	-	757
Unrealized gain on investments	-	-	-	-	44	44
Common stock issued in connection with performance based units	118,845	6	(6)	-	-	-
Common stock issued in connection with exercise of stock options	600	-	5	-	-	5
Common stock surrendered for withholding taxes payable	(34,915)	(2)	(1,133)	-	-	(1,135)
Dividends paid	-	-	-	(3,608)	-	(3,608)
Balance, July 30, 2017	12,441,161	\$ 622	47,038	101,977	40	\$ 149,677

* Derived from audited financial statements.

See accompanying notes to consolidated financial statements.

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

The accompanying unaudited consolidated financial statements of Culp, Inc. and subsidiaries (the “company”) include all adjustments, which are, in the opinion of management, necessary for fair presentation of the results of operations and financial position. All of these adjustments are of a normal recurring nature. Results of operations for interim periods may not be indicative of future results. The unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements, which are included in the company’s annual report on Form 10-K filed with the Securities and Exchange Commission on July 14, 2017, for the fiscal year ended April 30, 2017.

The company’s three months ended July 30, 2017, and July 31, 2016, represent 13 week periods, respectively.

2. Significant Accounting Policies

As of July 30, 2017, there were no changes in the nature of our significant accounting policies or the application of those policies from those reported in our annual report on Form 10-K for the year then ended April 30, 2017.

Recently Adopted Accounting Pronouncements

Measurement of Inventory

In July 2015, the FASB issued ASU No. 2015-11, “Simplifying the Measurement of Inventory”, which changed the measurement principle for inventory from the lower of cost or market to lower of cost and net realizable value. ASU No. 2015-11 was effective for fiscal years and interim periods within those fiscal years, beginning after December 15, 2016. As a result, we adopted ASU No. 2015-11 in the first quarter of fiscal 2018 and the adoption of this guidance did not have a significant impact on our consolidated financial statements.

Stock-Based Compensation

In March 2016, the FASB issued ASU No. 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting". ASU No. 2016-09 was effective for fiscal years and interim periods within those fiscal years, beginning after December 15, 2016. Accordingly, we adopted this guidance during the first quarter of fiscal 2018. ASU No. 2016-09 aims to simplify several aspects of accounting and financial reporting for share-based payment transactions. One provision within this pronouncement requires that excess income tax benefits and deficiencies related to share-based payments be recognized within income tax expense as a discrete event in the period in which they occur, rather than within additional paid-in capital on our consolidated balance sheet on a prospective basis. The impact to our results of operations related to this provision in the first quarter of fiscal 2018 was a reduction to income tax expense of \$554,000. The impact of this provision on our future results of operations will depend in part on the market prices for the shares of our common stock on the dates there are taxable events related to the share-based awards, and therefore, the impact is difficult to predict. In connection with another provision within ASU No. 2016-09, we have elected to account for forfeitures of share-based awards as an estimate of the number of awards that are expected to vest, which is consistent with our accounting policy prior to adoption.

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Also, we adopted the provisions of ASU No. 2016-09 related to changes on the Consolidated Statements of Cash Flows on a retrospective basis. As a result, we no longer classify excess income tax benefits as a financing activity, which increased net cash provided by operating activities and reduced net cash provided by financing activities by \$167,000 for the three months ended July 31, 2016. Additionally, we no longer classify payments for employee taxes when common stock shares are withheld to satisfy the employer's statutory income tax withholding obligation as an operating activity, which increased net cash provided by operating activities and reduced net cash provided by financing activities by \$280,000 for the three months ended July 31, 2016.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, which amends ASC Topic 606, *Revenue from Contracts with Customers*. The amendments in this ASU are intended to enhance the comparability of revenue recognition practices and will be applied to all contracts with customers. Improved disclosures related to the nature, amount, timing, and uncertainty of revenue that is recognized are requirements under the amended guidance. In April 2015, the FASB issued ASU 2015-24, *Revenue from Contracts with Customers: Deferral of the Effective Date* which proposed a deferral of the effective date by one year, and on July 7, 2015, the FASB decided to delay the effective date by one year. The deferral results in the new revenue standard being effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. We are therefore required to apply the new revenue guidance in our fiscal 2019 interim and annual financial statements. This ASU can be adopted either retrospectively or as a cumulative-effect adjustment as of the date of adoption. We are currently assessing the impact that this guidance will have on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*, which increases transparency and comparability among companies accounting for lease transactions. The most significant change of this update will require the recognition of lease assets and liabilities on the balance sheet for operating lease arrangements with lease terms greater than twelve months for lessees. This update will require a modified retrospective application which includes a number of optional practical expedients related to the identification and classification of leases commenced before the effective date. This ASU is effective for fiscal years and interim periods within those fiscal years, beginning after December 15, 2018. We are therefore required to apply this guidance in our fiscal 2020 interim and annual financial statements. We are currently assessing the impact that this guidance will have on our consolidated financial statements but we expect this guidance to have a material impact on our financial position as a result of the requirement to recognize right-of-use assets and lease liabilities on our consolidated balance sheets.

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, to address the diversity in how certain cash receipts and cash payments are presented in the statement of cash flows. This new guidance provides clarity around the cash flow classification for eight specific issues in an effort to reduce the current and potential future diversity in practice. This standard, which is to be applied retrospectively, will be effective for the first interim period within annual reporting periods beginning after December 15, 2017, and early adoption is permitted. We are therefore required to apply this new guidance in our fiscal 2019 interim and annual financial statements. We are currently assessing the impact that this guidance will have on our consolidated financial statements.

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

In October 2016, the FASB issued ASU No. 2016-16, Income Taxes (Topic 740): *Intra-Entity Transfers of Assets Than Inventory*, to reduce the diversity in practice and complexity associated with accounting for the income tax consequences of intra-entity transfers of assets other than inventory. Current GAAP prohibits recognition of deferred income taxes for an intra-entity transfer until the asset has been sold to an outside party. The new pronouncement stipulates that an entity should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. This new guidance will be effective for annual reporting periods beginning after December 15, 2017, including interim periods within those annual reporting periods, with early adoption permitted in the first interim period only. We are therefore required to apply this new guidance in our fiscal 2019 interim and annual financial statements. The amendments are to be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. We are currently assessing the impact that this guidance will have on our consolidated financial statements.

There are no other new accounting pronouncements that are expected to have a significant impact on our consolidated financial statements.

3. Stock-Based Compensation

Equity Incentive Plan Description

On September 16, 2015, our shareholders approved an equity incentive plan entitled the Culp, Inc. 2015 Equity Incentive Plan (the “2015 Plan”). The 2015 Plan updated and replaced our 2007 Equity Incentive Plan (the “2007 Plan”) as the vehicle for granting new equity based awards substantially similar to those authorized under the 2007 Plan. In general, the 2015 Plan authorizes the grant of stock options intended to qualify as incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance units, and other equity and cash related awards as determined by our Compensation Committee. An aggregate of 1,200,000 shares of common stock were authorized for issuance under the 2015 Plan, with certain sub-limits that would apply with respect to specific types of awards that may be issued as defined in the 2015 Plan. In connection with the approval of the 2015 Plan, no further awards will be granted under the 2007 Plan, but outstanding awards under the 2007 Plan will be settled in accordance with their terms.

At July 30, 2017, there were 895,623 shares available for future equity based grants under our 2015 plan.

Incentive Stock Option Awards

We did not grant any incentive stock option awards through the through the first quarter of fiscal 2018.

At July 30, 2017, options to purchase 15,000 shares of common stock were outstanding and exercisable, had a weighted average exercise price of \$7.08 per share, and a weighted average contractual term of 0.9 years. At July 30, 2017, the aggregate intrinsic value for options outstanding and exercisable was \$354,000

The aggregate intrinsic value for options exercised for the three months ending July 30, 2017 and July 31, 2016, was \$14,000 and \$43,000, respectively.

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

At July 30, 2017, there were no unvested incentive stock option awards. Therefore, there was no unrecognized compensation cost related to incentive stock option awards at July 30, 2017.

No compensation expense was recorded for incentive stock options for the three months ended July 30, 2017 and July 31, 2016, respectively.

Performance Based Restricted Stock Units

We have granted performance based restricted stock units to certain key members of management and a non-employee which could earn up to a certain number of shares of common stock if certain performance targets are met as defined in the related restricted stock unit agreements. Our performance based restricted stock units granted to key members of management were measured based on the fair market value (the closing price of our common stock) on the date of grant. Our performance based restricted stock units granted to a non-employee were measured based on the fair market value (the closing price of our common stock) at the earlier date of when the performance criteria are met or the end of the reporting period.

The following table summarizes information related to our grants of performance based restricted stock units associated with key members of management that are currently unvested:

Date of Grant	(1) Restricted Stock Units Awarded	(2) Price Per Share	Vesting Period
July 13, 2017	122,195	\$32.50	3 years
July 14, 2016	107,880	\$28.00	3 years
July 15, 2015	107,554	\$32.23	3 years

(1) Amounts represent the maximum number of common stock shares that could be earned if certain performance targets are met as defined in the related restricted stock unit agreements.

(2) Price per share represents the closing price of our common stock on the date of grant.

The following table summarizes information related to our grants of performance based restricted stock units associated with a non-employee for that are currently unvested:

Date of Grant	(1) Restricted Stock Units Awarded	Price Per Share	Vesting Period
July 13, 2017	10,200	\$30.65 (2)	3 years
July 14, 2016	11,549	\$30.65 (2)	3 years
July 15, 2015	10,364	\$30.65 (2)	3 years

(1) Amounts represent the maximum number of common stock shares that could be earned if certain performance targets are met as defined in the related restricted stock unit agreements.

(2) The respective grant was unvested at the end of our reporting period. Accordingly, the price per share represents the closing price of our common stock on July 30, 2017, the end of our reporting period.

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The following table summarizes information related to our performance based restricted stock units that vested during the three month periods ending July 30, 2017 and July 31, 2016:

Fiscal Year	Common Stock Shares Vested	(1) Weighted Average Fair Value	Price Per Share
Fiscal 2018 – Management	102,845	\$ 1,820	\$ 17.70(2)
Fiscal 2018 – Non-employee	16,000	\$ 520	\$ 32.50(3)
Fiscal 2017 - Management	37,192	\$ 637	\$ 17.12(2)
Fiscal 2017 - Non-Employee	12,000	\$ 345	\$ 28.77(3)

(1) Dollar amounts are in thousands.

(2) Price per share represents the closing price of our common stock on the date of grant.

(3) The respective grant vested during the first quarter of fiscal 2018 or 2017, respectively. Accordingly, the price per share represents the closing price of our common stock on the date the award vested.

Overall

We recorded compensation expense of \$751,000 and \$761,000 within selling, general, and administrative expense associated with our performance based restricted stock units for the three months ending July 30, 2017 and July 31, 2016, respectively. Compensation cost is recorded based on an assessment each reporting period of the probability that certain performance goals will be met during the vesting period. If performance goals are not probable of occurrence, no compensation cost will be recognized and any recognized compensation cost would be reversed.

At July 30, 2017, the remaining unrecognized compensation cost related to the performance based restricted stock units was \$5.3 million, which is expected to be recognized over a weighted average vesting period of 2.1 years.

Time Vested Restricted Stock Units

Fiscal 2018 Grant

On July 13, 2017, an employee was granted 1,200 shares of time vested restricted stock units which vested over the requisite service period of 11 months. This award was measured at its fair market value, which was \$32.50 per share, and represented the closing price of our common stock on the date of grant.

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Fiscal 2017 Grant

On July 14, 2016, an employee was granted 1,200 shares of time vested restricted stock units which vested over the requisite service period of 11 months. This award was measured at its fair market value, which was \$28 per share, and represented the closing price of our common stock on the date of grant.

During the first quarter of fiscal 2018, 1,200 shares of common stock associated with this grant vested and had a weighted average fair value of \$34,000 or \$28 per share.

Overall

We recorded compensation expense of \$6,000 within selling, general, and administrative expense associated with our time vested restricted stock unit awards for the three months ending July 30, 2017. Compensation expense for the three months ending July 31, 2016 was immaterial.

At July 30, 2017, the remaining unrecognized compensation cost related to unvested time vested restricted stock awards was \$37,000, which is expected to be recognized over the next 10.5 months.

4. Accounts Receivable

A summary of accounts receivable follows:

<i>(dollars in thousands)</i>	July 30, 2017	July 31, 2016	April 30, 2017
Customers	\$ 23,548	\$ 24,669	\$ 26,211
Allowance for doubtful accounts	(325)	(850)	(414)
Reserve for returns and allowances and discounts	(1,083)	(1,129)	(1,220)
	\$ 22,140	\$ 22,690	\$ 24,577

A summary of the activity in the allowance for doubtful accounts follows:

<i>(dollars in thousands)</i>	Three months ended	
	July 30, 2017	July 31, 2016
Beginning balance	\$ (414)	\$ (1,088)
Provision for bad debts	89	227
Net write-offs, net of recoveries	-	11
Ending balance	\$ (325)	\$ (850)

A summary of the activity in the allowance for returns and allowances and discounts accounts follows:

<i>(dollars in thousands)</i>	Three months ended	
	July 30, 2017	July 31, 2016
Beginning balance	\$ (1,220)	\$ (962)
Provision for returns, allowances and discounts	(628)	(919)
Credits issued	765	752
Ending balance	\$ (1,083)	\$ (1,129)

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

5. Inventories

Inventories are carried at the lower of cost or market. Cost is determined using the FIFO (first-in, first-out) method.

A summary of inventories follows:

<i>(dollars in thousands)</i>	July 30, 2017	July 31, 2016	April 30, 2017
Raw materials	\$ 6,956	\$ 6,779	\$ 6,456
Work-in-process	2,782	3,224	3,095
Finished goods	45,489	38,128	41,931
	<u>\$ 55,227</u>	<u>\$ 48,131</u>	<u>\$ 51,482</u>

6. Other Assets

A summary of other assets follows:

<i>(dollars in thousands)</i>	July 30, 2017	July 31, 2016	April 30, 2017
Cash surrender value – life insurance	\$ 376	\$ 358	\$ 376
Non-compete agreement, net	809	885	828
Customer relationships, net	651	702	664
Other	561	557	526
	<u>\$ 2,397</u>	<u>\$ 2,502</u>	<u>\$ 2,394</u>

Non-Compete Agreement

We recorded our non-compete agreement at its fair value based on a discounted cash flow valuation model. Our non-compete agreement is amortized on a straight-line basis over the fifteen year life of the respective agreement.

The gross carrying amount of our non-compete agreement was \$2.0 million at July 30, 2017, July 31, 2016 and April 30, 2017, respectively. At July 30, 2017, July 31, 2016, and April 30, 2017, accumulated amortization for our non-compete agreement was \$1.2 million, \$1.1 million, and \$1.2 million, respectively.

Amortization expense for our non-compete agreement was \$19,000 for the three month periods ended July 30, 2017 and July 31, 2016. The remaining amortization expense for the next five fiscal years and thereafter follows: FY 2018 - \$56,000; FY 2019 - \$75,000; FY 2020 - \$75,000; FY 2021 - \$75,000; FY 2022 - \$75,000 and Thereafter - \$453,000.

The weighted average amortization period for our non-compete agreement is 10.8 years as of July 30, 2017.

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Customer Relationships

We recorded our customer relationships at their fair value based on a multi-period excess earnings valuation model. Our customer relationships are amortized on a straight-line basis over its seventeen year useful life.

The gross carrying amount of our customer relationships was \$868,000 at July 30, 2017, July 31, 2016, and April 30, 2017, respectively. Accumulated amortization for our customer relationships was \$217,000, \$166,000, and \$204,000 at July 30, 2017, July 31, 2016, and April 30, 2017, respectively.

Amortization expense for our customer relationships was \$13,000 for the three months ending July 30, 2017 and July 31, 2016. The remaining amortization expense for the next five fiscal years and thereafter follows: FY 2018 - \$38,000; FY 2019 - \$51,000; FY 2020 - \$51,000; FY 2021 - \$51,000; FY 2022 - \$51,000; and Thereafter - \$409,000.

The weighted average amortization period for our customer relationships is 12.8 years as of July 30, 2017.

Cash Surrender Value – Life Insurance

At July 30, 2017, July 31, 2016, and April 30, 2017 we had one life insurance contract with a death benefit of \$1.4 million.

Our cash surrender value – life insurance balances totaling \$376,000, \$358,000 and \$376,000 at July 30, 2017, July 31, 2016, and April 30, 2017, respectively, are collectible upon death of the respective insured.

7. Accrued Expenses

A summary of accrued expenses follows:

<i>(dollars in thousands)</i>	July 30, 2017	July 31, 2016	April 30, 2017
Compensation, commissions and related benefits	\$ 4,535	\$ 5,400	\$ 10,188
Advertising rebates	347	485	468
Interest	19	7	51
Other accrued expenses	1,174	998	1,240
	\$ 6,075	\$ 6,890	\$ 11,947

8. Lines of Credit

Revolving Credit Agreement – United States

Our Credit Agreement with Wells Fargo Bank, N.A. (“Wells Fargo”) provides a revolving loan commitment of \$30 million. Interest was charged at a rate (applicable interest rate of 2.68%, 1.94%, and 2.45% at July 30, 2017, July 31, 2016, and April 30, 2017) as a variable spread over LIBOR based on our ratio of debt to EBITDA. The Credit Agreement contains certain financial and other covenants as defined in the agreement and is set to expire on August 15, 2018.

The purposes of our revolving credit line is to support potential short term cash needs in different jurisdictions within our global operations, mitigate our risk associated with foreign currency exchange rate fluctuations, and ultimately repatriate earnings and profits from our foreign subsidiaries to the U.S. for various strategic purposes.

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At July 30, 2017 and July 31, 2016, we had outstanding borrowings associated with our Credit Agreement totaling \$5.0 million and \$7.0 million, respectively. There were no borrowings outstanding under our Credit Agreement at April 30, 2017. Outstanding borrowings are secured by a pledge of 65% of the common stock of Culp International Holdings Ltd. (our subsidiary located in the Cayman Islands), as required by the Credit Agreement.

At July 30, 2017, July 31, 2016, and April 30, 2017, there were \$250,000 in outstanding letters of credit (all of which related to workers compensation) provided by the Credit Agreement.

Effective August 1, 2016, we entered into a Third Amendment to our Credit Agreement that will allow us to issue letters of credit not to exceed \$7.5 million. On August 3, 2016, we issued a \$5.0 million letter of credit (all of which is currently outstanding and in addition to the \$250,000 letter of credit noted above) for the construction of a new building associated with our mattress fabrics segment (see Note 15 for further details). The \$5.0 million outstanding letter of credit will be automatically reduced in increments of \$1.25 million on August 1, 2017, November 1, 2017, February 1, 2018, and May 15, 2018, respectively.

Revolving Credit Agreement – China

We have an unsecured credit agreement associated with our operations in China that provides for a line of credit of up to 40 million Chinese Yuan Renminbi (approximately \$5.9 million USD at July 30, 2017), that expires February 15, 2018. This agreement has an interest rate determined by the Chinese government and there were no borrowings outstanding as of July 30, 2017, July 31, 2016, and April 30, 2017.

Overall

Our loan agreements require, among other things, that we maintain compliance with certain financial covenants. At July 30, 2017, the company was in compliance with these financial covenants.

9. Fair Value of Financial Instruments

ASC Topic 820 establishes a fair value hierarchy that distinguishes between assumptions based on market data (observable inputs) and the company's assumptions (unobservable inputs). Determining where an asset or liability falls within that hierarchy depends on the lowest level input that is significant to the fair value measurement as a whole. An adjustment to the pricing method used within either level 1 or level 2 inputs could generate a fair value measurement that effectively falls in a lower level in the hierarchy. The hierarchy consists of three broad levels as follows:

Level 1 – Quoted market prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than level 1 inputs that are either directly or indirectly observable, and

Level 3 – Unobservable inputs developed using the company's estimates and assumptions, which reflect those that market participants would use.

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Recurring Basis

The following table presents information about assets measured at fair value on a recurring basis:

Fair value measurements at July 30, 2017 using:

(amounts in thousands)	Quoted prices in active markets for identical assets	Significant other observable inputs	Significant unobservable inputs	Total
	Level 1	Level 2	Level 3	
Assets:				
U.S. Corporate Bonds	\$ -	\$ 30,846	\$ -	\$ 30,846
Premier Money Market Fund	5,991	N/A	N/A	5,991
Low Duration Bond Fund	1,085	N/A	N/A	1,085
Intermediate Term Bond Fund	762	N/A	N/A	762
Strategic Income Fund	622	N/A	N/A	622
Large Blend Fund	381	N/A	N/A	381
Growth Allocation Fund	140	N/A	N/A	140
Moderate Allocation Fund	102	N/A	N/A	102
Other	100	N/A	N/A	100

Fair value measurements at July 31, 2016 using:

(amounts in thousands)	Quoted prices in active markets for identical assets	Significant other observable inputs	Significant unobservable inputs	Total
	Level 1	Level 2	Level 3	
Assets:				
Premier Money Market Fund	\$ 3,950	N/A	N/A	\$ 3,950
Low Duration Bond Fund	1,073	N/A	N/A	1,073
Intermediate Term Bond Fund	754	N/A	N/A	754
Strategic Income Fund	597	N/A	N/A	597
Large Blend Fund	310	N/A	N/A	310
Mid Cap Value Fund	117	N/A	N/A	117
Growth Allocation Fund	97	N/A	N/A	97
Other	147	N/A	N/A	147

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Fair value measurements at April 30, 2017 using:

(amounts in thousands)	Quoted prices in active markets for identical assets	Significant other observable inputs	Significant unobservable inputs	Total
	Level 1	Level 2	Level 3	
Assets:				
U.S. Corporate Bonds	\$ -	\$ 30,831	\$ -	\$ 30,831
Premier Money Market Fund	4,811	N/A	N/A	4,811
Low Duration Bond Fund	1,081	N/A	N/A	1,081
Intermediate Term Bond Fund	751	N/A	N/A	751
Strategic Income Fund	611	N/A	N/A	611
Large Blend Fund	365	N/A	N/A	365
Growth Allocation Fund	126	N/A	N/A	126
Moderate Allocation Fund	88	N/A	N/A	88
Other	76	N/A	N/A	76

Our U.S. corporate bonds were classified as level 2 as they are traded over the counter within a broker network and not on an active market. The fair value of our U.S. corporate bonds is determined based on a published source that provides an average bid price. The average bid price is based on various broker prices that are determined based on market conditions, interest rates, and the rating of the respective U.S. corporate bond.

The determination of where an asset or liability falls in the hierarchy requires significant judgment. We evaluate our hierarchy disclosures each quarter based on various factors and it is possible that an asset or liability may be classified differently from quarter to quarter. However, we expect that changes in classifications between different levels will be rare.

Short-Term Investments

At July 30, 2017, July 31, 2016, and April 30, 2017, our short-term investments totaled \$2.5 million, \$2.4 million, and \$2.4 million, respectively, and consisted of short-term bond funds. Our short-term bond funds are recorded at their fair value, are classified as available-for-sale, and their unrealized gains or losses are included in other comprehensive income (loss). Our short-term bond investments had an accumulated unrealized loss totaling \$33,000, \$33,000, and \$47,000 at July 30, 2017, July 31, 2016, and April 30, 2017, respectively. At July 30, 2017, July 31, 2016, and April 30, 2017, the fair value of our short-term bond funds approximated its cost basis.

Long-Term Investments - Held-To-Maturity

During the second quarter of fiscal 2017, management decided to invest approximately \$31.0 million in investment grade U.S. Corporate bonds with maturities primarily ranging from 2 to 2.5 years. The purpose of this investment was to earn a higher rate of return on our excess cash located in the Cayman Islands. These investments are classified as held-to-maturity as we have the positive intent and ability to hold these investments until maturity. Our held-to-maturity investments will be recorded as either current or noncurrent on our Consolidated Balance Sheets, based on contractual maturity date and stated at amortized cost.

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At July 30, 2017 and April 30, 2017, our held-to-maturity investments totaled \$30.9 million and consisted of U.S. Corporate bonds. The fair value of our held-to-maturity investments totaled \$30.8 million at July 30, 2017 and April 30, 2017, respectively.

Long-Term Investments - Rabbi Trust

We have a Rabbi Trust to set aside funds for participants of our deferred compensation plan (the "Plan") and enable the participants to credit their contributions to various investment options of the Plan. The investments associated with the Rabbi Trust consist of a money market fund and various mutual funds that are classified as available for sale.

These long-term investments are recorded at their fair values of \$6.7 million, \$4.6 million, and \$5.5 million at July 30, 2017, July 31, 2016, and April 30, 2017, respectively. Our long-term investments had an accumulated unrealized gain of \$73,000 and \$43,000 at July 30, 2017 and April 30, 2017, respectively, and an accumulated unrealized loss of \$15,000 at July 31, 2016. The fair value of our long-term investments associated with our Rabbi Trust approximates its cost basis.

Other

The carrying amount of our cash and cash equivalents, accounts receivable, other current assets, accounts payable, accrued expenses, and line of credit approximates fair value because of the short maturity of these financial instruments.

10. Cash Flow Information

Interest and income taxes paid are as follows:

(dollars in thousands)	Three months ended	
	July 30, 2017	July 31, 2016
Interest	\$ 83	\$ 3
Income taxes	536	2,263

Interest costs charged to operations were \$64,000 and \$9,000 for the three months ended July 30, 2017 and July 31, 2016, respectively.

Interest costs of \$64,000 and \$9,000 for the construction of qualifying fixed assets were capitalized and will be amortized over the related assets' useful lives for the three months ended July 30, 2017 and July 31, 2016, respectively.

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11. Net Income Per Share

Basic net income per share is computed using the weighted-average number of shares outstanding during the period. Diluted net income per share uses the weighted-average number of shares outstanding during the period plus the dilutive effect of stock-based compensation calculated using the treasury stock method. Weighted average shares used in the computation of basic and diluted net income per share follows:

<i>(amounts in thousands)</i>	Three months ended	
	July 30, 2017	July 31, 2016
Weighted average common shares outstanding, basic	12,399	12,286
Dilutive effect of stock-based compensation	191	177
Weighted average common shares outstanding, diluted	12,590	12,463

All options to purchase shares of common stock were included in the computation of diluted net income for the three months ended July 30, 2017 and July 31, 2016, as the exercise price of the options was less than the average market price of the common shares.

12. Segment Information

Our operations are classified into two business segments: mattress fabrics and upholstery fabrics. The mattress fabrics segment manufactures, sources, and sells fabrics and mattress covers to bedding manufacturers. The upholstery fabrics segment manufactures, sources, and sells fabrics primarily to residential and commercial furniture manufacturers.

We evaluate the operating performance of our segments based upon income from operations before certain unallocated corporate expenses and other non-recurring items. Cost of sales in both segments include costs to manufacture or source our products, including costs such as raw material and finished goods purchases, direct and indirect labor, overhead and incoming freight charges. Unallocated corporate expenses primarily represent compensation and benefits for certain executive officers, all costs related to being a public company, and other miscellaneous expenses. Segment assets include assets used in the operations of each segment and primarily consist of accounts receivable, inventories, and property, plant and equipment. The mattress fabrics segment also includes in segment assets, goodwill, investment in an unconsolidated joint venture, a non-compete agreement, and customer relationships associated with an acquisition.

Financial information for the company's operating segments follows:

<i>(dollars in thousands)</i>	Three months ended	
	July 30, 2017	July 31, 2016
Net sales:		
Mattress Fabrics	\$ 48,429	\$ 50,530
Upholstery Fabrics	31,104	30,152
	\$ 79,533	\$ 80,682
Gross profit:		
Mattress Fabrics	\$ 9,760	\$ 11,901
Upholstery Fabrics	6,705	6,518
	\$ 16,465	\$ 18,419

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Selling, general, and administrative expenses:			
Mattress Fabrics	\$	3,391	\$ 3,499
Upholstery Fabrics		3,811	3,534
Total segment selling, general, and administrative expenses		7,202	7,033
Unallocated corporate expenses		2,299	2,713
		\$ 9,501	\$ 9,746
Income from operations:			
Mattress Fabrics	\$	6,368	\$ 8,402
Upholstery Fabrics		2,895	2,984
Total segment income from operations		9,263	11,386
Unallocated corporate expenses		(2,299)	(2,713)
Total income from operations		6,964	8,673
Interest income		131	25
Other expense		(353)	(152)
Income before income taxes		\$ 6,742	\$ 8,546

Balance sheet information for the company's operating segments follows:

<i>(dollars in thousands)</i>	July 30, 2017	July 31, 2016	April 30, 2017
Segment assets:			
Mattress Fabrics			
Current assets (1)	\$ 46,750	\$ 39,800	\$ 47,038
Non-compete agreement	809	885	828
Customer relationships	651	702	664
Investment in unconsolidated joint venture	1,477	-	1,106
Goodwill	11,462	11,462	11,462
Property, plant and equipment (2)	50,270	39,435	48,916
Total mattress fabrics assets	111,419	92,284	110,014
Upholstery Fabrics			
Current assets (1)	30,617	31,021	29,021
Property, plant and equipment (3)	1,857	1,459	1,879
Total upholstery fabrics assets	32,474	32,480	30,900
Total segment assets	143,893	124,764	140,914
Non-segment assets:			
Cash and cash equivalents	18,322	45,549	20,795
Short-term investments	2,469	2,434	2,443
Deferred income taxes	436	1,942	419
Other current assets	3,441	2,294	2,894
Property, plant and equipment (4)	785	851	856
Long-term investments (Held-to-Maturity)	30,907	-	30,945
Long-term investments (Rabbi Trust)	6,714	4,611	5,466
Other assets	937	915	902
Total assets	\$ 207,904	\$ 183,360	\$ 205,634

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(dollars in thousands)	Three months ended	
	July 30, 2017	July 31, 2016
Capital expenditures (5):		
Mattress Fabrics	\$ 2,967	\$ 3,521
Upholstery Fabrics	85	14
Unallocated Corporate	16	8
Total capital expenditures	\$ 3,068	\$ 3,543
Depreciation expense:		
Mattress Fabrics	\$ 1,612	\$ 1,556
Upholstery Fabrics	195	205
Total depreciation expense	\$ 1,807	\$ 1,761

- (1) Current assets represent accounts receivable and inventory for the respective segment.
- (2) The \$50.3 million at July 30, 2017, represents property, plant, and equipment of \$35.8 million and \$14.5 million located in the U.S. and Canada, respectively. The \$39.4 million at July 31, 2016, represents property, plant, and equipment of \$25.5 million and \$13.9 million located in the U.S. and Canada, respectively. The \$48.9 million at April 30, 2017, represents property, plant, and equipment of \$34.0 million and \$14.9 million located in the U.S. and Canada, respectively.
- (3) The \$1.9 million at July 30, 2017, represents property, plant, and equipment of \$1.2 million and \$684 located in the U.S. and China, respectively. The \$1.5 million at July 31, 2016, represents property, plant, and equipment of \$847 and \$612 located in the U.S. and China, respectively. The \$1.9 million at April 30, 2017, represents property, plant, and equipment of \$1.2 million and \$655 located in the U.S. and China, respectively.
- (4) The \$785, \$851, and \$856 at July 30, 2017, July 31, 2016 and April 30, 2017, respectively, represent property, plant, and equipment associated with unallocated corporate departments and corporate departments shared by both the mattress and upholstery fabric segments. Property, plant, and equipment associated with corporate are located in the U.S.
- (5) Capital expenditure amounts are stated on the accrual basis. See Consolidated Statements of Cash Flows for capital expenditure amounts on a cash basis.

13. Income Taxes

Effective Income Tax Rate

We recorded income tax expense of \$1.6 million, or 24.3% of income before income taxes, for the three month period ended July 30, 2017, compared to income tax expense of \$3.2 million, or 37.8% of income before income taxes, for the three month period ended July 31, 2016. Our effective income tax rates for the three month periods ended July 30, 2017, and July 31, 2016, were based upon the estimated effective income tax rate applicable for the full year after giving effect to any significant items related specifically to interim periods. The effective income tax rate can be affected over the fiscal year by the mix and timing of actual earnings from our U.S. operations and foreign sources versus annual projections and changes in foreign currency exchange rates in relation to the U.S. dollar.

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The following schedule summarizes the factors that contributed to the difference between income tax expense at the federal income tax rate and the effective income tax rate reflected in the consolidated financial statements:

	2018	2017
Federal income tax rate	34.0%	34.0%
Excess income tax benefits related to stock-based compensation	(8.2)	-
Undistributed earnings from foreign subsidiaries	(1.5)	-
Tax effects of Chinese foreign exchange (losses)gains	(0.9)	1.1
Change in valuation allowance	1.4	0.3
U.S. state income tax expense	0.4	1.4
Other	(0.9)	1.0
	24.3%	37.8%

Deferred Income Taxes

Valuation Allowance

In accordance with ASC Topic 740, we evaluate our deferred income taxes to determine if a valuation allowance is required. ASC Topic 740 requires that companies assess whether a valuation allowance should be established based on the consideration of all available evidence using a “more-likely-than-not” standard, with significant weight being given to evidence that can be objectively verified. Since the company operates in multiple jurisdictions, we assess the need for a valuation allowance on a jurisdiction-by-jurisdiction basis, taking into account the effects of local tax law. Based on our assessment at July 30, 2017, we recorded a partial valuation allowance of \$637,000, of which \$559,000 pertained to certain U.S. state net operating loss carryforwards and credits and \$78,000 pertained to loss carryforwards associated with our Culp Europe operation located in Poland. Based on our assessment at July 31, 2016, we recorded a partial valuation allowance of \$625,000, of which \$539,000 pertained to certain U.S. state net operating loss carryforwards and credits and \$86,000 pertained to loss carryforwards associated with our Culp Europe operation located in Poland. Based on our assessment at April 30, 2017, we recorded a partial valuation allowance of \$536,000, of which \$464,000 pertained to certain U.S. state net operating loss carryforwards and credits and \$72,000 pertained to loss carryforwards associated with our Culp Europe operation located in Poland.

No valuation allowance was recorded against our net deferred tax assets associated with our operations located in China and Canada at July 30, 2017, July 31, 2016, and April 30, 2017, respectively.

The recorded valuation allowance of \$637,000 at July 30, 2017, has no effect on our operations, loan covenant compliance, or the possible realization of certain U.S. state net operating loss carryforwards and credits and our loss carryforwards associated with our Culp Europe operation located in Poland. If it is determined that it is more-likely-than-not that we will realize any of these deferred tax assets, an income tax benefit will be recognized at that time.

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Undistributed Earnings

In accordance with ASC Topic 740, we assess whether the undistributed earnings from our foreign subsidiaries will be reinvested indefinitely or eventually distributed to our U.S. parent company. ASC Topic 740 requires that a deferred tax liability should be recorded for undistributed earnings from foreign subsidiaries that will not be reinvested indefinitely. Based on our assessment as of July 30, 2017, it is our intention not to permanently invest our undistributed earnings from our foreign subsidiaries, with the exception of \$1.8 million that will be reinvested indefinitely in our unconsolidated joint venture located in Haiti. Also, we assess the recognition of U.S. foreign income tax credits associated with foreign withholding and income tax payments and whether it is more-likely-than-not that our foreign income tax credits will not be realized. If it is determined that any foreign income tax credits need to be recognized or it is more-likely-than-not our foreign income tax credits will not be realized, an adjustment to our provision for income taxes will be recognized at that time.

At July 30, 2017, we had accumulated earnings and profits from our foreign subsidiaries totaling \$150.8 million. At the same date, the deferred tax liability associated with our undistributed earnings from our foreign subsidiaries totaled \$810,000, which included U.S. income and foreign withholding taxes totaling \$45.4 million, offset by U.S. foreign income tax credits of \$44.6 million.

At July 31, 2016, we had accumulated earnings and profits from our foreign subsidiaries totaling \$134.7 million. At the same date, the deferred tax liability associated with our undistributed earnings from our foreign subsidiaries totaled \$431,000, which included U.S. income and foreign withholding taxes totaling \$39.8 million, offset by U.S. foreign income tax credits of \$39.4 million.

At April 30, 2017, we had accumulated earnings and profits from our foreign subsidiaries totaling \$146.9 million. At the same date, the deferred tax liability associated with our undistributed earnings from our foreign subsidiaries totaled \$497,000, which included U.S. income and foreign withholding taxes totaling \$44.0 million, offset by U.S. foreign income tax credits of \$43.5 million.

Overall

At July 30, 2017, our non-current deferred tax asset of \$436,000 pertains to our operations located in China. At July 31, 2016, our non-current deferred tax asset of \$1.9 million represented \$1.4 million and \$561,000 from our operations located in the U.S. and China, respectively. At April 30, 2017, our non-current deferred tax asset of \$419,000 pertained to our operations located in China.

At July 30, 2017, our non-current deferred tax liability of \$4.3 million represents \$2.3 million and \$2.0 million from our operations located in the U.S. and Canada, respectively. Our non-current deferred tax liability balance of \$1.5 million at July 31, 2016 pertained to our operations located in Canada. At April 30, 2017, our non-current deferred tax liability of \$3.6 million represented \$2.1 million and \$1.5 million from our operations located in Canada and the U.S., respectively.

Uncertainty In Income Taxes

At July 30, 2017, we had a \$12.4 million total gross unrecognized income tax benefit, of which \$11.9 million and \$487,000 were classified as non-current deferred income taxes and income taxes payable – long-term, respectively, in the accompanying consolidated balance sheets. At July 31, 2016, we had a \$15.0 million total gross unrecognized income tax benefit, of which \$11.2 million and \$3.8 million were classified as non-current deferred income taxes and income taxes payable – long-term, respectively, in the accompanying consolidated balance sheets. At April 30, 2017, we had \$12.2 million of total gross unrecognized income tax benefit, of which \$11.8 million and \$467,000 were classified as non-current deferred income taxes and income taxes payable – long-term, respectively, in the accompanying consolidated balance sheets.

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At July 30, 2017, our \$12.4 million total gross unrecognized income tax benefit included \$487,000 that, if recognized, would favorably affect the income tax rate in future periods. At July 31, 2016, our \$15.0 million total gross unrecognized income tax benefit, included \$3.8 million that, if recognized, would favorably affect the income tax rate in future periods. At April 30, 2017, our \$12.2 million total gross unrecognized income tax benefit included \$467,000 that, if recognized, would favorably affect the income tax rate in future periods.

Our gross unrecognized income tax benefit of \$12.4 million at July 30, 2017, relates to tax positions for which significant change is reasonably possible within the next year. This amount primarily relates to double taxation under applicable income tax treaties with foreign tax jurisdictions. United States federal and state income tax returns filed by us remain subject to examination for income tax years 2005 and subsequent due to loss carryforwards. Canadian federal and provincial (Quebec) returns filed by us remain subject to examination for income tax years 2013 and subsequent. Income tax returns associated with our operations located in China are subject to examination for income tax year 2012 and subsequent.

Currently, the Internal Revenue Service is examining our U.S. Federal income tax returns for fiscal 2014 through 2016, and no adjustments have been proposed at this time. We currently expect this examination to be completed during fiscal 2018. During the third quarter of fiscal 2017, Revenue Quebec commenced an examination of our Canadian provincial (Quebec) income tax returns for fiscal years 2013 through 2015, and no adjustments have been proposed at this time. We currently expect this examination to be completed during fiscal 2018.

In accordance with ASC Topic 740, an unrecognized income tax benefit for an uncertain income tax position can be recognized in the first interim period if the more-likely-than-not recognition threshold is met by the reporting period, or is effectively settled through examination, negotiation, or litigation, or the statute of limitations for the relevant taxing authority to examine and challenge the tax position has expired. If it is determined that any of the above conditions occur regarding our uncertain income tax positions, an adjustment to our unrecognized income tax benefit will be recorded at that time.

14. Statutory Reserves

Our subsidiaries located in China are required to transfer 10% of their net income, as determined in accordance with the People's Republic of China (PRC) accounting rules and regulations, to a statutory surplus reserve fund until such reserve balance reaches 50% of the company's registered capital.

The transfer to this reserve must be made before distributions of any dividend to shareholders. As of July 30, 2017, the company's statutory surplus reserve was \$4.3 million, representing 10% of accumulated earnings and profits determined in accordance with PRC accounting rules and regulations. The surplus reserve fund is non-distributable other than during liquidation and can be used to fund previous years' losses, if any, and may be utilized for business expansion or converted into share capital by issuing new shares to existing shareholders in proportion to their shareholding or by increasing the par value of the shares currently held by them provided that the remaining reserve balance after such issue is not less than 25% of the registered capital.

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Our subsidiaries located in China can transfer funds to the parent company with the exception of the statutory surplus reserve of \$4.3 million to assist with debt repayment, capital expenditures, and other expenses of the company's business.

15. Commitments and Contingencies

Litigation

The company is involved in legal proceedings and claims which have arisen in the ordinary course of business. Management has determined that it is not reasonably possible that these actions, when ultimately concluded and settled, will have a material adverse effect upon the financial position, results of operations, or cash flows of the company.

Accounts Payable – Capital Expenditures

At July 30, 2017 and April 30, 2017, we had total amounts due regarding capital expenditures totaling \$5.6 million and \$6.1 million, respectively, of which \$3.9 million and \$5.1 million was financed and pertained to completed work for the construction of a new building (see below). Of the total \$3.9 million due at July 30, 2017, \$2.5 million is required to be paid during the remainder of fiscal 2018, with a remaining amount of \$1.4 million due in fiscal 2019 (May 2018).

At July 31, 2016, we had total amounts due regarding capital expenditures totaling \$627,000, which pertained to outstanding vendor invoices, none of which were financed.

Purchase Commitments – Capital Expenditures

At July 30, 2017 we had open purchase commitments to acquire a building and equipment for our mattress fabrics segment totaling \$6.4 million. The \$6.4 million includes \$3.9 million (all of which represents completed work) associated with the construction of a new building below.

Effective May 16, 2016, we entered into an agreement with a contractor to construct a new building located in North Carolina to expand our distribution capabilities and office space at a cost of \$11.3 million. This agreement required an installment payment of \$1.9 million in April 2016 with additional installment payments to be made in the following fiscal years: Fiscal 2017- \$4.3 million; Fiscal 2018- \$3.7 million; and Fiscal 2019 - \$1.4 million. Interest is charged on the required outstanding installment payments for services that were previously rendered at a rate of 2.25% plus the current 30 day LIBOR rate.

Also, we were required to issue a letter of a credit totaling \$5.0 million with the contractor's bank being the beneficiary. In addition to the interest charged on the outstanding installment payments noted above, there is a 0.1% unused fee calculated on the balance of the \$5.0 million letter of credit less the amount outstanding per month (see Note 8 for further details).

This new building was placed into service in July 2017.

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(Unaudited)

16. Investment in Unconsolidated Joint Venture

Effective January 1, 2017, Culp International Holdings, Ltd. (Culp), a wholly-owned subsidiary of Culp, Inc., entered into a joint venture agreement, pursuant to which Culp owns fifty percent of CLASS International Holdings, Ltd (CLIH). CLIH will produce cut and sewn mattress covers, and its operations will be located in a modern industrial park in northeastern Haiti, which borders the Dominican Republic. CLIH is currently expected to commence production in the second quarter of fiscal 2018 (October 2017) and to complement our existing U.S. mattress fabric operations with a mirrored platform that will enhance our ability to meet customer demand while adding a lower cost operation to our platform.

During the three month period ended July 30, 2017, CLIH incurred a \$236,000 net loss that pertained to start-up operating expenses in the first quarter of fiscal 2018. Our equity interest in this net loss was \$118,000, which represents the company's fifty percent ownership in CLIH.

The following table summarizes information on assets, liabilities and members' equity of our equity method investment in CLIH:

<i>(dollars in thousands)</i>	<i>July 30,</i>	<i>April 30,</i>
	<i>2017</i>	<i>2017</i>
total assets	\$ 3,003	\$ 2,258
total liabilities	\$ 48	\$ 46
total members' equity	\$ 2,955	\$ 2,212

At July 30, 2017 and April 30, 2017, our investment in CLIH totaled \$1.5 million and \$1.1 million, respectively, which represents the company's fifty percent ownership interest in CLIH.

17. Common Stock Repurchase Program

On June 15, 2016, we announced that our board of directors approved an authorization for us to acquire up to \$5.0 million of our common stock. Under the common stock repurchase program, shares may be purchased from time to time in open market transactions, block trades, through plans established under the Securities Exchange Act Rule 10b5-1, or otherwise. The amount of shares purchased and the timing of such purchases will be based on working capital requirements, market and general business conditions, and other factors, including alternative investment opportunities.

During the three months ended July 30, 2017, and July 31, 2016, we did not purchase any shares of our common stock.

At July 30, 2017, we had \$5.0 million available for repurchases of our common stock.

Culp, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

18. Dividend Program

On June 13, 2017, we announced that our board of directors approved the payment of a special cash dividend of \$0.21 per share and a regular quarterly cash dividend payment of \$0.08 per share. These dividends were paid on July 17, 2017, to shareholders of record as of July 3, 2017. During the first quarter of fiscal 2018, dividend payments totaled \$3.6 million, of which \$2.6 million represented a special cash dividend payment of \$0.21 per share, and \$1.0 million represented a quarterly dividend payment of \$0.08 per share.

During the first quarter of fiscal 2017, dividend payments totaled \$3.4 million, of which \$2.5 million represented a special cash dividend payment of \$0.21 per share, and \$861,000 represented a quarterly dividend payment of \$0.07 per share.

On August 30, 2017, we announced that our board of directors approved a quarterly cash dividend of \$0.08 per share. This payment will be made on October 16, 2017, to shareholders of record as of October 2, 2017.

Future dividend payments are subject to board approval and may be adjusted at the board's discretion as business needs or market conditions change.

This report and the exhibits attached hereto contain “forward-looking statements” within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995 (Section 27A of the Securities Act of 1933 and Section 21E of the Securities and Exchange Act of 1934). Such statements are inherently subject to risks and uncertainties. Further, forward looking statements are intended to speak only as of the date on which they are made, and we disclaim any duty to update or alter such statements, whether as a result of new information, future events or otherwise. Forward-looking statements are statements that include projections, expectations or beliefs about future events or results or otherwise are not statements of historical fact. Such statements are often but not always characterized by qualifying words such as “expect,” “believe,” “estimate,” “plan,” “project,” “anticipate,” “depend” and their derivatives, and include but are not limited to statements about expectations for our future operations, production levels, sales, profit margins, profitability, operating income, capital expenditures, working capital levels, income taxes, SG&A or other expenses, pre-tax income, earnings, cash flow, and other performance or liquidity measures, as well as any statements regarding potential acquisitions, future economic or industry trends or future developments. Factors that could influence the matters discussed in such statements include the level of housing starts and sales of existing homes, consumer confidence, trends in disposable income, and general economic conditions, as well as our success in finalizing acquisition negotiations. Decreases in these economic indicators could have a negative effect on our business and prospects. Likewise, increases in interest rates, particularly home mortgage rates, and increases in consumer debt or the general rate of inflation, could affect us adversely. Changes in consumer tastes or preferences toward products not produced by us could erode demand for our products. Changes in the value of the U.S. dollar versus other currencies can affect our financial results because a significant portion of our operations are located outside the United States. Strengthening of the U.S. dollar against other currencies could make our products less competitive on the basis of price in markets outside the United States, and strengthening of currencies in Canada and China can have a negative impact on our sales of products produced in those places. Also, economic and political instability in international areas could affect our operations or sources of goods in those areas, as well as demand for our products in international markets. Finally, increases in market prices for petrochemical products can significantly affect the prices we pay for raw materials, and in turn, increase our operating costs and decrease our profitability. Further information about these factors, as well as other factors that could affect our future operations or financial results and the matters discussed in forward-looking statements, are included in Item 1A “Risk Factors” section in our Form 10-K filed with the Securities and Exchange Commission on July 14, 2017, for the fiscal year ended April 30, 2017.

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

The following analysis of financial condition and results of operations should be read in conjunction with the Financial Statements and Notes and other exhibits included elsewhere in this report.

General

Our fiscal year is the 52 or 53 week period ending on the Sunday closest to April 30. The three months ended July 30, 2017, and July 31, 2016, each represent 13-week periods. Our operations are classified into two business segments: mattress fabrics and upholstery fabrics. The mattress fabrics segment manufactures, sources and sells fabrics and mattress covers to bedding manufacturers. The upholstery fabrics segment sources, manufactures, and sells fabrics primarily to residential and commercial furniture manufacturers. We have wholly-owned mattress fabric operations that are located in Stokesdale, NC, High Point, NC, and Quebec, Canada and a fifty percent owned cut and sew mattress cover operation located in Haiti. We have wholly-owned upholstery fabric operations that are located in Shanghai, China, Burlington, North Carolina, and Anderson, South Carolina.

We evaluate the operating performance of our segments based upon income from operations before certain unallocated corporate expenses and other non-recurring items. Cost of sales in both segments include costs to manufacture or source our products, including costs such as raw material and finished goods purchases, direct and indirect labor, overhead and incoming freight charges. Unallocated corporate expenses represent primarily compensation and benefits for certain executive officers, all costs related to being a public company, and other miscellaneous expenses.

Executive Summary

Results of Operations

(dollars in thousands)	Three Months Ended		
	July 30, 2017	July 31, 2016	Change
Net sales	\$ 79,533	\$ 80,682	(1.4)%
Gross profit	16,465	18,419	(10.6)%
Gross profit margin	20.7%	22.8%	(210)bp
SG&A expenses	9,501	9,746	(2.5)%
Income from operations	6,964	8,673	(19.7)%
Operating margin	8.8%	10.7%	(190)bp
Income before income taxes	6,742	8,546	(21.1)%
Income taxes	1,640	3,233	(49.3)%
Net income	4,984	5,313	(6.2)%

Net Sales

Overall, our net sales were slightly lower in the first quarter of fiscal 2018 compared to the same period a year ago, with mattress fabric net sales decreasing 4.2%, partially offset by an increase in upholstery fabric net sales of 3.2%. Our net sales were affected by an uncertain and weak retail environment for home furnishings and other market disruptions specifically related to the mattress industry.

See the Segment Analysis section below for further details.

Income Before Income Taxes

The decrease in our income before income taxes was due to lower sales noted above, as well as cost pressures associated with significant manufacturing inefficiencies resulting from the consolidation of our mattress production facilities. Partially offsetting those inefficiencies were lower SG&A expenses due primarily to lower incentive compensation expense reflecting weaker financial results in relation to pre-established financial targets.

See the Segment Analysis section below for further details.

Income Taxes

The reduction in our income tax expense and effective income tax rate was primarily due to the adoption of ASU No. 2016-09, "Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting" during the first quarter of fiscal 2018 (Refer to Note 2 located in the notes to the consolidated financial statements). As a result of the adoption of ASU No. 2016-09, we recorded a reduction to income tax expense of \$554,000, or 8.2% on our effective income tax rate. Additionally, our income tax expense and effective income tax rate decreased due to favorable differences in the mix of earnings between our U.S. parent company and foreign subsidiaries that have lower income tax rates.

Refer to Note 13 located in the notes to the consolidated financial statements for further details regarding our provision for income taxes.

Liquidity

At July 30, 2017, our cash and investments (which comprise of cash equivalents, short-term investments, and long-term investments (held-to-maturity)) totaled \$51.7 million compared with \$54.2 million at April 30, 2017. Additionally, we borrowed \$5.0 million on our U.S. line of credit to support our short-term cash needs that historically occur during the first quarter.

During the first quarter of fiscal 2018, we had dividend payments totaling \$3.6 million, capital expenditures of \$3.5 million (of which \$1.3 million was vendor-financed) that were mostly associated with our mattress fabric segment, \$1.3 million in long-term investment purchases associated with our Rabbi Trust that funds our deferred compensation plan, and \$1.1 million in employee withholding tax payments associated with the vesting of certain stock-based compensation awards. These payments were partially offset by \$5.0 million in borrowings on our U.S. line of credit noted above and \$2.4 million from net cash provided by operating activities.

Our net cash provided by operating activities of \$2.4 million during the first quarter of fiscal 2018 decreased from \$6.2 million during the same period a year ago. The decrease was primarily associated with working capital requirements associated with inventory purchases. Both business segments have implemented plans to reduce inventory in the second quarter of fiscal 2018.

See the Liquidity section below for further details.

Dividend and Common Stock Repurchase Programs

On August 30, 2017, we announced that our board of directors approved a quarterly cash dividend of \$0.08 per share. This payment will be made on October 16, 2017, to shareholders of record as of October 2, 2017.

During the first quarter of fiscal 2018, dividend payments totaled \$3.6 million, of which \$2.6 million represented a special cash dividend payment of \$0.21 per share, and \$1.0 million represented a quarterly dividend payment of \$0.08 per share. During the first quarter of fiscal 2017, dividend payments totaled \$3.4 million, of which \$2.5 million represented a special cash dividend payment of \$0.21 per share, and \$861,000 represented a quarterly dividend payment of \$0.07 per share.

During the first quarters of fiscal 2018 and 2017 we did not purchase any shares of our common stock. At July 30, 2017, we had \$5.0 million available for repurchases of our common stock.

Segment Analysis

Mattress Fabrics Segment

(dollars in thousands)	Three Months Ended		Change
	July 30, 2017	July 31, 2016	
Net sales	\$ 48,429	\$ 50,530	(4.2)%
Gross profit	9,760	11,901	(18.0)%
Gross profit margin	20.2%	23.6%	(340)bp
SG&A expenses	3,391	3,499	(3.1)%
Income from operations	6,368	8,402	(24.2)%
Operating margin	13.1%	16.6%	(350)bp

Net Sales

The decrease in net sales for our mattress fabrics segment reflects ongoing uncertainties and weakness in the mattress industry compared with market conditions a year ago. However, our net sales reflected continued growth in our mattress cover business known as CLASS. The growth in CLASS has allowed us to expand our business with both traditional customers and new market segments, especially the fast growing internet bedding space.

Industry disruptions and demand trends have caused some short-term uncertainty in the mattress fabrics industry. Some of these disruptions involve major customers of our mattress fabrics business, including changes to the distribution channels of at least one significant customer. As a result, we have indications from a customer that there will be reductions in orders from them, but at the same time, we have indications from other large customers that our levels of business with them are expected to increase. The structure of our supply arrangements and contracts with major customers is such that it is difficult to make predictions with certainty, and this is further complicated by the just in time (JIT) order and delivery model used in the bedding industry. At this time, it is uncertain what the impact will be on our mattress fabrics business. While industry disruptions and demand issues may affect short-term sales trends, we believe challenges with certain customers will be at least partially offset by increased sales and opportunities with other.

During the second quarter of fiscal 2018, we currently expect the continuing uncertainty in the mattress industry to affect short-term demand trends and our operating performance.

Gross Profit and Operating Income

In addition to the decrease in our net sales noted above, our profitability was also affected by cost pressures associated with the significant manufacturing inefficiencies resulting from the consolidation of our mattress production facilities. During the first quarter of fiscal 2018, we completed the move of the majority of our knitting equipment to a new location in North Carolina. Simultaneously, we relocated our mattress cover operation to a new facility during the last month of the quarter. Both of these activities created more disruption to our production process than we had anticipated, especially in light of the current weakness in the mattress industry. In addition, we incurred non-recurring charges during the first quarter approximating \$610,000, of which \$375,000 pertained to plant consolidation moving expenses and \$235,000 was associated with a workers' compensation claim.

During the second quarter of fiscal 2018, we currently expect some continuing impact on operating efficiencies related to the equipment relocations and production changes that occurred at the end of the first quarter.

Joint Venture

Effective January 1, 2017, Culp International Holdings, Ltd. (Culp), a wholly-owned subsidiary of Culp, Inc., entered into a joint venture agreement, pursuant to which Culp owns fifty percent of CLASS International Holdings, Ltd (CLIH). CLIH will produce cut and sewn mattress covers, and its operations will be located in a modern industrial park in northeastern Haiti, which borders the Dominican Republic. CLIH is currently expected to commence production during the second quarter of fiscal 2018 (October 2017) and to complement our existing U.S. mattress fabric operations with a mirrored platform that will enhance our ability to meet customer demand while adding a lower cost operation to our platform.

Refer to Note 16 located in the notes to the consolidated financial statements for further details regarding the investment in our unconsolidated joint venture.

Proposed Acquisition

We have executed a non-binding letter of intent to acquire a mattress fabrics business located in China. The business has annual revenues of \$12 million and pre-tax income of approximately \$2.5 million. We currently expect to fund the acquisition with cash and investments on hand without incurring any additional debt, with closing expected to occur within 90 days.

This proposed acquisition is expected to establish a mattress fabrics business in Asia, with potential sales expansion to non-North American markets. It would also serve as a low-cost source for mattress fabrics being sold to North American bedding customers. Additionally, we believe this new platform provides opportunities for operating synergies with our current upholstery fabrics facilities located at Culp China, including a substantial cut and sew operation that can serve both traditional bedding customers and the growing internet bedding market.

The current letter of intent is non-binding and remains subject to completion of due diligence, negotiation of a definitive purchase agreement, and other approvals, without which the acquisition will not occur.

Segment assets

Segment assets consist of accounts receivable, inventory, property, plant and equipment, investment in an unconsolidated joint venture, goodwill, a non-compete agreement and customer relationships associated with an acquisition.

(dollars in thousands)	July 30, 2017	July 31, 2016	April 30, 2017
Accounts receivable and inventory	\$ 46,750	\$ 39,800	\$ 47,038
Property, plant & equipment	50,270	39,435	48,916
Goodwill	11,462	11,462	11,462
Investment in unconsolidated joint venture	1,477	-	1,106
Non-compete agreement	809	885	828
Customer relationships	651	702	664

Accounts Receivable & Inventory

As of July 30, 2017, accounts receivable and inventory increased \$7.0 million, or 17%, compared with July 31, 2016. This increase is mostly due to a temporary increase in this segment's inventory, as a result of having more inventory on hand to meet estimated demand trends that have been more difficult to predict due to the current uncertainty and weakness in the mattress industry.

As of July 31, 2017, accounts receivable and inventory were relatively flat compared with April 30, 2017.

Property, Plant & Equipment

The \$50.3 million at July 30, 2017, represents property, plant and equipment of \$35.8 million and \$14.5 million located in the U.S. and Canada, respectively. The \$39.4 million at July 31, 2016, represents property, plant, and equipment of \$25.5 million and \$13.9 million located in the U.S. and Canada, respectively. The \$48.9 million at April 30, 2017, represents property, plant, and equipment of \$34.0 million and \$14.9 million located in the U.S. and Canada, respectively.

As of July 30, 2017, property, plant, and equipment increased \$10.8 million, or 28%, compared with July 31, 2016. This increase is due to capital expenditures that primarily relate to the construction of a new building (see Note 15 to the consolidated financial statements for further details) and purchases and installation of machinery and equipment.

As of July 30, 2017, property, plant, and equipment increased \$1.4 million, or 3%, compared with April 30, 2017. This increase is due to capital expenditures of \$3.0 million that primarily relate to purchases and installation of machinery and equipment, partially offset by depreciation expense of \$1.6 million.

Investment in Unconsolidated Joint Venture

Our investment in unconsolidated joint venture represents our fifty percent ownership of CLIH noted above.

Non-Compete Agreement and Customer Relationships

The decreases in carrying values of our non-compete agreement and customer relationships at July 30, 2017 compared with July 31, 2016 and April 30, 2017, are primarily due to amortization expense.

Upholstery Fabrics Segment

Net Sales

(dollars in thousands)	Three Months Ended				% Change
	July 30, 2017		July 31, 2016		
Non U.S. Produced	\$ 29,386	95%	\$ 27,845	92%	5.5%
U.S. Produced	1,718	5%	2,307	8%	(25.5)%
Total	\$ 31,104	100%	\$ 30,152	100%	3.2%

Our increase in net sales in the first quarter of fiscal 2018 compared to the same period a year ago reflects our ability to execute our product-driven strategy and diversify our customer base, in spite of a continued weak retail environment for home furnishings. We have seen positive demand trends for our latest performance line of highly durable and stain-resistant fabrics. Also, we achieved meaningful sales growth in fabrics designed for the hospitality market, which accounted for a higher percentage of total upholstery fabric sales this quarter. Additionally, we are exploring potential acquisitions in the hospitality market that will complement our upholstery fabrics business, which is principally in the residential market.

Our 100% owned China platform supports our marketing efforts with the flexibility to adapt to changing customer demand trends with a diverse product mix of fabric styles and price points.

Gross Profit, Selling, General & Administrative Expenses, and Operating Income

(dollars in thousands)	Three Months Ended			Change
	July 30, 2017		July 31, 2016	
Gross profit	\$ 6,705	\$	6,518	2.9%
Gross profit margin	21.6%		21.6%	-
SG&A expenses	3,811		3,534	7.8%
Income from operations	2,895		2,984	(3.0)%
Operating margin	9.3%		9.9%	(60)bp

Our profitability for the first quarter of fiscal 2018 reflects the increase in net sales noted above, offset by higher operating expenses due to less favorable foreign currency exchange rates associated with our operations located in China.

Segment Assets

Segment assets consist of accounts receivable, inventory, and property, plant, and equipment.

(dollars in thousands)	July 30, 2017	July 31, 2016	April 30, 2017
Accounts receivable and inventory	\$ 30,617	\$ 31,021	\$ 29,021
Property, plant & equipment	1,857	1,459	1,879

Accounts Receivable & Inventory

As of July 30, 2017, accounts receivable and inventory were relatively flat compared with July 31, 2016.

As of July 30, 2017, accounts receivable and inventory increased 5% compared with April 30, 2017. This increase is primarily due to an increase in this segment's inventory balance due to the increase in net sales noted above.

Property, Plant & Equipment

The \$1.9 million at July 30, 2017, represents property, plant, and equipment of \$1.2 million and \$684,000 located in the U.S. and China, respectively. The \$1.5 million at July 31, 2016, represents property, plant, and equipment of \$847,000 and \$612,000 located in the U.S. and China, respectively. The \$1.9 million at April 30, 2017, represents property, plant, and equipment of \$1.2 million and \$655,000 located in the U.S. and China, respectively.

Other Income Statement Categories

(dollars in thousands)	Three Months Ended		% Change
	July 30, 2017	July 31, 2016	
SG&A expenses	\$ 9,501	\$ 9,746	(2.5)%
Interest expense	-	-	-
Interest income	131	25	424.0%
Other expense	353	152	132.2%

Selling, General and Administrative Expenses

The decrease in SG&A expenses during the first quarter of fiscal 2018 compared with the same period a year ago is due primarily to lower incentive compensation expense reflecting weaker financial results in relation to pre-established financial targets. The lower incentive compensation expense was partially offset by non-recurring charges associated with the consolidation of our mattress production facilities noted above.

Interest Expense

Interest costs charged to operations were \$64,000 and \$9,000 for the first quarter of fiscal 2018 and 2017, respectively. The interest costs charged to operations were fully offset by interest costs for the construction of qualifying fixed assets that were capitalized and will be amortized over the related assets' useful lives.

Interest Income

Interest income increased in the first quarter of fiscal 2018 compared with the same period a year ago. The increase in interest income was due to management's decision at the end of the second quarter of fiscal 2017 to invest approximately \$31.0 million in investment grade U.S. Corporate bonds with maturities primarily ranging from 2 to 2.5 years. The purpose of this investment was to earn a higher rate of return on our excess cash located in the Cayman Islands. These investments are classified as held-to-maturity as we have the positive intent and ability to hold these investments until maturity.

Other Expense

The increase in other expense was primarily due to less favorable foreign currency exchange rates associated with our operations located in China during the first quarter of fiscal 2018 compared to the first quarter of fiscal 2017. We recorded a foreign currency exchange loss of \$159,000 during the first quarter of fiscal 2018 compared to a foreign currency exchange gain of \$23,000 during the first quarter of fiscal 2017 regarding our operations located in China.

Income Taxes

Effective Income Tax Rate

We recorded income tax expense of \$1.6 million, or 24.3% of income before income taxes, for the three month period ended July 30, 2017, compared to income tax expense of \$3.2 million, or 37.8% of income before income taxes, for the three month period ended July 31, 2016. Our effective income tax rates for the three month periods ended July 30, 2017, and July 31, 2016, were based upon the estimated effective income tax rate applicable for the full year after giving effect to any significant items related specifically to interim periods. The effective income tax rate can be affected over the fiscal year by the mix and timing of actual earnings from our U.S. operations and foreign sources versus annual projections and changes in foreign currency exchange rates in relation to the U.S. dollar.

The following schedule summarizes the factors that contributed to the difference between income tax expense at the federal income tax rate and the effective income tax rate reflected in the consolidated financial statements:

	2018	2017
Federal income tax rate	34.0%	34.0%
Excess income tax benefits related to stock-based compensation	(8.2)	-
Undistributed earnings from foreign subsidiaries	(1.5)	-
Tax effects of Chinese foreign exchange (losses)gains	(0.9)	1.1
Change in valuation allowance	1.4	0.3
U.S. state income tax expense	0.4	1.4
Other	(0.9)	1.0
	24.3%	37.8%

Deferred Income Taxes

Valuation Allowance

In accordance with ASC Topic 740, we evaluate our deferred income taxes to determine if a valuation allowance is required. ASC Topic 740 requires that companies assess whether a valuation allowance should be established based on the consideration of all available evidence using a “more-likely-than-not” standard, with significant weight being given to evidence that can be objectively verified. Since the company operates in multiple jurisdictions, we assess the need for a valuation allowance on a jurisdiction-by-jurisdiction basis, taking into account the effects of local tax law.

Refer to Note 13 located in the notes to the consolidated financial statements for disclosures regarding our assessments of our recorded valuation allowance as of July 30, 2017, July 31, 2016, and April 30, 2017, respectively.

Undistributed Earnings

In accordance with ASC Topic 740, we assess whether the undistributed earnings from our foreign subsidiaries will be reinvested indefinitely or eventually distributed to our U.S. parent company. ASC Topic 740 requires that a deferred tax liability should be recorded for undistributed earnings from foreign subsidiaries that will not be reinvested indefinitely. Also, we assess the recognition of U.S. foreign income tax credits associated with foreign withholding and income tax payments and whether it is more-likely-than-not that our foreign income tax credits will not be realized. If it is determined that any foreign income tax credits need to be recognized or it is more-likely-than-not our foreign income tax credits will not be realized, an adjustment to our provision for income taxes will be recognized at that time.

Refer to Note 13 located in the notes to the consolidated financial statements for disclosures regarding our assessments of our recorded deferred income tax liability balances associated with undistributed earnings from our foreign subsidiaries as of July 30, 2017, July 31, 2016, and April 30, 2017, respectively.

Uncertainty In Income Taxes

Our gross unrecognized income tax benefit of \$12.4 million at July 30, 2017, relates to tax positions for which significant change is reasonably possible within the next year. This amount primarily relates to double taxation under applicable income tax treaties with foreign tax jurisdictions. United States federal and state income tax returns filed by us remain subject to examination for income tax years 2005 and subsequent due to loss carryforwards. Canadian federal and provincial (Quebec) returns filed by us remain subject to examination for income tax years 2013 and subsequent. Income tax returns associated with our operations located in China are subject to examination for income tax year 2012 and subsequent.

Currently, the Internal Revenue Service is examining our U.S. Federal income tax returns for fiscal 2014 through 2016, and no adjustments have been proposed at this time. We currently expect this examination to be completed during fiscal 2018. During the third quarter of fiscal 2017, Revenue Quebec commenced an examination of our Canadian provincial (Quebec) income tax returns for fiscal years 2013 through 2015, and no adjustments have been proposed at this time. We currently expect this examination to be completed during fiscal 2018.

In accordance with ASC Topic 740, an unrecognized income tax benefit for an uncertain income tax position can be recognized in the first interim period if the more-likely-than-not recognition threshold is met by the reporting period, or is effectively settled through examination, negotiation, or litigation, or the statute of limitations for the relevant taxing authority to examine and challenge the tax position has expired. If it is determined that any of the above conditions occur regarding our uncertain income tax positions, an adjustment to our unrecognized income tax benefit will be recorded at that time.

Income Taxes Paid

We reported income tax expense of \$1.6 million and \$3.2 million for the first quarters of fiscal 2018 and 2017, respectively. Currently, our income tax payments in the United States are not significant as we have \$9.0 million in operating loss carryforwards as of April 30, 2017, which are currently expected to be fully utilized in approximately one year. However, we did have income tax payments totaling \$536,000 and \$2.3 million during the first quarters of fiscal 2018 and 2017, respectively. These income tax payments are associated with our subsidiaries located in China and Canada.

Liquidity and Capital Resources

Liquidity

Overall

Currently, our sources of liquidity include cash and cash equivalents, short-term investments, cash flow from operations, and amounts available under our revolving credit lines. These sources have been adequate for day-to-day operations, capital expenditures, debt payments, common stock repurchases, and dividend payments. We believe our present cash and cash equivalents and short-term investment balance of \$20.8 million at July 30, 2017, cash flow from operations, and the current availability (\$30.9 million as of July 30, 2017) under our revolving credit lines will be sufficient to fund our foreseeable business needs, contractual obligations, and potential acquisitions.

At July 30, 2017, our cash and investments (which comprise of cash equivalents, short-term investments, and long-term investments (held-to-maturity)) totaled \$51.7 million compared with \$54.2 million at April 30, 2017. Additionally, we borrowed \$5.0 million on our U.S. line of credit to support our short-term cash needs that historically occur during the first quarter.

During the first quarter of fiscal 2018, we had dividend payments totaling \$3.6 million, capital expenditures of \$3.5 million (of which \$1.3 million was vendor-financed) that were mostly associated with our mattress fabrics segment, \$1.3 million in long-term investment purchases associated with our Rabbi Trust that funds our deferred compensation plan, and \$1.1 million in employee withholding tax payments associated with the vesting of certain stock-based compensation awards. These payments were partially offset by \$5.0 million in borrowings on our U.S. line of credit noted above and \$2.4 million from net cash provided by operating activities.

Our net cash provided by operating activities of \$2.4 million during the first quarter of fiscal 2018 decreased from \$6.2 million during the same period a year ago. The decrease was associated with working capital requirements associated with inventory purchases. Both business segments have implemented plans to reduce inventory in the second quarter of fiscal 2018.

Our cash and cash equivalents and short-term investment balance may be adversely affected by factors beyond our control, such as lower net sales due to weakening industry demand and delays in receipt of payment on accounts receivable.

By Geographic Area

We currently hold cash and cash equivalents, short-term investments, and long-term investments (held-to-maturity) in the U.S. and our foreign jurisdictions to support our operational requirements, potential acquisitions, mitigate our risk to foreign exchange rate fluctuations, and U.S. and foreign income tax planning purposes.

A summary of our cash and cash equivalents, short-term investments, and long-term investments (held-to-maturity) by geographic area follows:

<i>(dollars in thousands)</i>	<i>July 30, 2017</i>	<i>July 31, 2016</i>	<i>April 30, 2017</i>
Cayman Islands	\$ 37,460	\$ 36,101	\$ 34,965
China	8,301	5,720	12,722
Canada	2,818	4,296	4,268
United States	3,119	1,866	2,228
	\$ 51,698	\$ 47,983	\$ 54,183

Currently, we are holding a significant amount of our cash and investments in the Cayman Islands. These cash and investments stemmed from accumulated earnings and profits totaling \$39.7 million distributed from our subsidiaries located in China through the first quarter of fiscal 2018. Our cash and investments held in the Cayman Islands are currently expected to be used for the following business purposes:

- Mitigate our risk to foreign exchange rate fluctuations for assets and liabilities denominated in Chinese Yuan Renminbi by holding more cash and investments denominated in U.S. dollars.
- Fund our fifty percent ownership interest in a joint venture located in Haiti that will produce cut and sewn mattress covers (see Note 16 in the notes to the consolidated financial statements for further details).
- Fund our proposed acquisition of a mattress fabrics business located in China.
- Repatriate earnings and profits generated from our China operations to the U.S. parent for various strategic purposes when our U.S. loss carryforwards are fully utilized (which we currently expect to occur in approximately one year).

Dividend Program

On June 13, 2017, we announced that our board of directors approved the payment of a special cash dividend of \$0.21 per share and a regular quarterly cash dividend payment of \$0.08 per share. These dividends were paid on July 17, 2017, to shareholders of record as of July 3, 2017. During the first quarter of fiscal 2018, dividend payments totaled \$3.6 million, of which \$2.6 million represented a special cash dividend payment of \$0.21 per share, and \$1.0 million represented a quarterly dividend payment of \$0.08 per share.

During the first quarter of fiscal 2017, dividend payments totaled \$3.4 million, of which \$2.5 million represented a special cash dividend payment of \$0.21 per share, and \$861,000 represented a quarterly dividend payment of \$0.07 per share.

On August 30, 2017, we announced that our board of directors approved a quarterly cash dividend of \$0.08 per share. This payment will be made on October 16, 2017, to shareholders of record as of October 2, 2017.

Future dividend payments are subject to board approval and may be adjusted at the board's discretion as business needs or market conditions change.

Common Stock Repurchase Program

On June 15, 2016, we announced that our board of directors approved an authorization for us to acquire up to \$5.0 million of our common stock. Under the common stock repurchase program, shares may be purchased from time to time in open market transactions, block trades, through plans established under the Securities Exchange Act Rule 10b5-1, or otherwise. The amount of shares purchased and the timing of such purchases will be based on working capital requirements, market and general business conditions, and other factors, including alternative investment opportunities.

During the three months ended July 30, 2017, and July 31, 2016, we did not purchase any shares of our common stock.

At July 30, 2017, we had \$5.0 million available for repurchases of our common stock.

Working Capital

Accounts receivable at July 30, 2017, were \$22.1 million compared with \$22.7 million at July 31, 2016. Days' sales outstanding were 25 days for the first quarter of fiscal 2018 compared with 26 days for the first quarter of fiscal 2017.

Inventories as of July 30, 2017, were \$55.2 million, an increase of \$7.1 million, or 15%, compared with \$48.1 million at July 31, 2016. This increase is mostly due to a temporary increase in the mattress fabrics segment's inventory, as a result of having more inventory on hand to meet estimated demand trends that have been more difficult to predict due to the current uncertainty and weakness in the mattress industry. Inventory turns were 4.7 for the first quarter of fiscal 2018 compared with 5.3 for the first quarter of fiscal 2017.

Accounts payable-trade as of July 30, 2017, were \$29.1 million, an increase of \$2.4 million, or 9%, compared with \$26.7 million at July 31, 2016. This increase is due to the increased inventory purchases noted above.

Operating working capital (accounts receivable and inventories, less accounts payable-trade and accounts payable-capital expenditures) was \$42.6 million at July 30, 2017, compared with \$43.5 million at July 31, 2016. Operating working capital turnover was 7.4 during the first quarter of fiscal 2018 compared with 7.0 during the first quarter of fiscal 2017.

Financing Arrangements

Currently, we have revolving credit agreements with banks for our U.S parent company and our operations located in China. The purposes of our revolving lines of credit are to support potential short-term cash needs in different jurisdictions, mitigate our risk associated with foreign currency exchange rate fluctuations, and ultimately repatriate earnings and profits from our foreign subsidiaries to the U.S. for various strategic purposes. Our revolving credit agreements require us to maintain compliance with certain financial covenants as defined in the respective agreements.

At July 30, 2017, we were in compliance with all our financial covenants.

Refer to Note 8 located in the notes to the consolidated financial statements for further details of our revolving credit agreements.

Capital Expenditures and Depreciation

Overall

Capital expenditures on a cash basis were \$3.5 million (of which \$1.3 million was vendor-financed) for the first quarter of fiscal 2018 compared with \$3.1 million for the same period a year ago. Capital expenditures for the first quarters of fiscal 2018 and 2017 mostly related to our mattress fabrics segment.

Depreciation expense was \$1.8 million for the first quarters of fiscal 2018 and 2017 and mostly related to the mattress fabrics segment.

For fiscal 2018, we are projecting capital expenditures (including those that are vendor-financed) to be comparable to fiscal 2017. Depreciation expense for the company as a whole is projected to be approximately \$8.0 million in fiscal 2018. The estimated capital expenditures and depreciation expense mostly relate to the mattress fabrics segment. These are management's current expectations only, and changes in our business could cause changes in plans for capital expenditures and expectations related to depreciation expense.

Accounts Payable – Capital Expenditures

At July 30, 2017, we had total amounts due regarding capital expenditures totaling \$5.6 million, of which \$3.9 million is financed and pertains to completed work for the construction of a new building (see below). Of the total amount due of \$3.9 million at July 30, 2017, \$2.5 million is required to be paid during the remainder of fiscal 2018, with a remaining amount of \$1.4 million due in fiscal 2019 (May 2018).

Purchase Commitments – Capital Expenditures

At July 30, 2017 we had open purchase commitments to acquire a building and equipment for our mattress fabrics segment totaling \$6.4 million. The \$6.4 million includes \$3.9 million (all of which represents completed work) associated with the construction of the new building noted below.

Effective May 16, 2016, we entered into an agreement with a contractor to construct a new building located in North Carolina to expand our distribution capabilities and office space at a cost of \$11.3 million. This agreement required an installment payment of \$1.9 million in April 2016 with additional installment payments to be made in the following fiscal years: Fiscal 2017- \$4.3 million; Fiscal 2018- \$3.7 million; and Fiscal 2019 - \$1.4 million. Interest is charged on the required outstanding installment payments for services that were previously rendered at a rate of 2.25% plus the current 30 day LIBOR rate. Also, we were required to issue a letter of a credit totaling \$5.0 million with the contractor's bank being the beneficiary. In addition to the interest charged on the outstanding installment payments noted above, there is a 0.1% unused fee calculated on the balance of the \$5.0 million letter of credit less the amount outstanding per month (see Note 8 for further details).

This new building was placed into service in July 2017.

Critical Accounting Policies and Recent Accounting Developments

At July 30, 2017, there were no changes in the nature of our significant accounting policies or the application of those policies from those reported in our annual report on Form 10-K for the year ended April 30, 2017.

Refer to Note 2 located in the notes to the consolidated financial statements for recently adopted and issued accounting pronouncements since the filing of our Form 10-K for the year ended April 30, 2017.

Contractual Obligations

As of July 30, 2017, there were no significant or new contractual obligations from those reported in our annual report on Form 10-K for the year ended April 30, 2017.

Inflation

Any significant increase in our raw material costs, utility/energy costs and general economic inflation could have a material adverse impact on the company, because competitive conditions have limited our ability to pass significant operating increases on to customers.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk from changes in interest rates on our revolving credit lines.

At July 30, 2017, our U.S. revolving credit agreement requires interest to be charged at a rate (applicable interest rate of 2.68% at July 30, 2017) as a variable spread over LIBOR based on our ratio of debt to EBITDA as defined in the agreement. Our revolving credit line associated with our China subsidiaries bears interest at a rate determined by the Chinese government. At July 30, 2017, our U.S. revolving credit line had outstanding borrowings of \$5.0 million. There were no borrowings outstanding under our revolving credit line associated with our China operations at July 30, 2017.

We are exposed to market risk from changes in the value of foreign currencies for our subsidiaries domiciled in Canada and China. We try to maintain a natural hedge by keeping a balance of our assets and liabilities denominated in the local currency of our subsidiaries domiciled in Canada and China, although there is no assurance that we will be able to continually maintain this natural hedge. Our foreign subsidiaries use the United States dollar as their functional currency. A substantial portion of the company's imports purchased outside the United States are denominated in U.S. dollars. A 10% change in the above exchange rates at July 30, 2017, would not have had a significant impact on our results of operations or financial position.

ITEM 4. CONTROLS AND PROCEDURES

We have conducted an evaluation of the effectiveness of our disclosure controls and procedures as of July 30, 2017, the end of the period covered by this report. This evaluation was conducted under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, we have concluded that these disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports filed by us and submitted under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized, and reported as and when required. Further, we concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed in reports filed by us under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, in a manner to allow timely decisions regarding the required disclosures.

There has been no change in our internal control over financial reporting that occurred during the quarter ended July 30, 2017, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II – Other Information**Item 1. Legal Proceedings**

There have not been any material changes to our legal proceedings during the three months ended July 30, 2017. Our legal proceedings are disclosed in the company's annual report on Form 10-K filed with the Securities and Exchange Commission on July 14, 2017 for the fiscal year ended April 30, 2017.

Item 1A. Risk Factors

There have not been any material changes to our risk factors during the three months ended July 30, 2017. Our risk factors are disclosed in the company's annual report on Form 10-K filed with the Securities and Exchange Commission on July 14, 2017 for the fiscal year ended April 30, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**ISSUER PURCHASES OF EQUITY SECURITIES**

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)
May 1, 2017 to June 4, 2017	-	-	-	\$5,000,000
June 5, 2017 to July 2, 2017	-	-	-	\$5,000,000
July 3, 2017 to July 30, 2017	-	-	-	\$5,000,000
Total	-	-	-	\$5,000,000

(1) On June 15, 2016, we announced that our board of directors increased the authorization for us to acquire up to \$5.0 million of our common stock.

Item 6. Exhibits

The following exhibits are submitted as part of this report.

- [10.1](#) [Form of restricted stock unit agreement for restricted stock units granted to executive officers pursuant to the 2015 Equity Incentive Plan.](#)
- [31.1](#) [Certification of Chief Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002.](#)
- [31.2](#) [Certification of Chief Financial Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002.](#)
- [32.1](#) [Certification of Chief Executive Officer Pursuant to Section 906 of Sarbanes-Oxley Act of 2002.](#)
- [32.2](#) [Certification of Chief Financial Officer Pursuant to Section 906 of Sarbanes-Oxley Act of 2002.](#)

- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document

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.

CULP, INC.
(Registrant)

Date: September 8, 2017

By: /s/ Kenneth R. Bowling
Senior Vice President and Chief Financial Officer
(Authorized to sign on behalf of the registrant
and also signing as principal financial officer)

By: /s/ Thomas B. Gallagher, Jr.
Thomas B. Gallagher, Jr.
Corporate Controller
(Authorized to sign on behalf of the registrant
and also signing as principal accounting officer)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit</u>
<u>10.1</u>	<u>Form of restricted stock unit agreement for restricted stock units granted to the executive officers pursuant to the 2015 Equity Incentive Plan.</u>
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101.INS	XBRL Instance Document
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101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

RESTRICTED STOCK UNIT AGREEMENT

THIS RESTRICTED STOCK UNIT AGREEMENT (the “**Agreement**”), dated as of _____, is between **CULP, INC.**, a North Carolina corporation (the “**Corporation**”), and _____ (“**Recipient**”).

Background Statement

The Corporation desires to grant to Recipient Restricted Stock Units (the “**Units**”) pursuant to the Culp, Inc. 2015 Equity Incentive Plan (the “**Plan**”). Capitalized terms used but not defined in this Agreement shall have the meanings given to them in the Plan.

STATEMENT OF AGREEMENT

NOW, THEREFORE, the parties hereby agree as follows:

Section 1. Grant of Units. The Corporation hereby grants to Recipient _____ Units. Each Unit shall entitle Recipient to receive, upon vesting thereof in accordance with this Agreement and the Plan, up to _____ shares of common stock, par value \$0.05 per share, of the Corporation (“**Common Stock**”). Except as permitted by the Plan, the Units may not be assigned, pledged, hypothecated or transferred in any manner. Recipient shall not have, with respect to any Units, any rights of a shareholder of the Corporation, including without limitation any right to vote as a shareholder of the Corporation or any right to receive distributions from the Corporation in respect of the Units.

Section 2. Vesting. Except as may otherwise be provided in the Plan or this Agreement, the Units shall vest in the amounts set forth below, depending upon the Cumulative Operating Income of the Corporation, as follows:

<u>Level</u>	<u>Cumulative Operating Income</u>	<u>Number of Shares Vested</u>
Below Entry Point (Threshold)	Below \$ _____	0
Entry Point (Threshold)	\$ _____	_____
Target	\$ _____	_____
Maximum	\$ _____	_____

For Cumulative Operating Income amounts that are between the levels shown above, a pro rata number of shares will vest, calculated on a straight line basis.

The number of Units and shares vested shall further be subject to the TSR Moderator provisions contained in this paragraph. The number of Shares to vest as determined above shall be multiplied by the ratio of (1) the Total Shareholder Return of the Corporation’s Common Stock during the Performance Period divided by (2) the Total Shareholder Return of the Russell 2000 Index during the Performance Period; provided, however, that in no event will the provisions of this paragraph result in vesting of more than _____ shares per Unit.

Notwithstanding the foregoing, all unvested Units (and the number of shares at the Target level set forth above) shall immediately vest upon:

- (a) the termination by the Corporation of the employment of Recipient without Cause or by reason of the death or Disability of Recipient; or
- (b) Recipient's employment is terminated by the Corporation in anticipation of a Change of Control, or
- (c) Recipient is employed by the Company or an affiliate thereof at the time a Change of Control occurs, and at any time during the three-year period following such Change of Control (provided that the Units granted hereunder and related shares have not otherwise vested),
 - (i) Employee's employment is terminated by the Corporation or an affiliate thereof for any reason other than for death, Disability or Cause, or
 - (ii) Employee terminates his employment for Good Reason within one year following the initial existence of the conditions giving rise to such Good Reason.

Section 3. Definitions. For purposes of this Agreement, the following terms shall have the meanings indicated below:

“**Cause**” shall mean (i) the commission by Recipient of a felony (or crime involving moral turpitude); (ii) theft, conversion, embezzlement or misappropriation by Recipient of funds or other assets of the Corporation or its Subsidiaries or any other act of fraud with respect to the Corporation or its Subsidiaries (including without limitation the acceptance of bribes or kickbacks or other acts of self-dealing); (iii) intentional, grossly negligent or unlawful misconduct by Recipient that causes significant harm to the Corporation or its Subsidiaries; or (iv) repeated instances of intoxication with alcohol or drugs while conducting business during regular business hours.

“**Change of Control**” shall have the meaning given to such term in the Plan. In addition, for an award that vests according to Cumulative Operating Income of a Division, “**Change of Control**” shall be deemed to have occurred upon consummation of a sale of all or substantially all of the assets of such Division by the Corporation to an unaffiliated third party.

“**Cumulative Operating Income**” shall mean the total Operating Income of the Corporation, excluding extraordinary and non-recurring items including restructuring and related charges, goodwill or fixed asset impairment charges, prepayment fees on debt, other extraordinary charges or credits, and the effects of acquisitions, for the three fiscal years beginning _____ and ending _____ (the “**Performance Period**”).

“**Disability**” shall have the meaning given to such term in the primary disability benefit plan of the Corporation in which Recipient participates. In the absence of any such plan, “**Disability**” shall mean any physical or mental impairment that renders Recipient unable to perform the essential functions of his job with the Corporation and its Subsidiaries for a period of at least 120 days, either with or without reasonable accommodation. At the Corporation’s request, Recipient shall submit to an examination by a duly licensed physician who is mutually acceptable to the Corporation and Recipient for the purpose of ascertaining the existence of a Disability, and shall authorize the physician to release the results of Recipient’s examination to the Corporation.

“**Good Reason**” shall mean, without Employee’s express written consent, the existence of any of the following conditions unless such conditions are fully corrected within thirty days after Employee notifies the Company of the existence of such conditions as hereinafter provided:

- (a) a material diminution in Employee’s authority, duties or responsibilities;
- (b) a material diminution in the authority, duties or responsibilities of the supervisor to whom Employee is required to report, including a requirement that Employee report to a Company officer or employee instead of reporting directly to the Company’s board of directors;
- (c) a material diminution in Employee’s Base Salary, other than as a result of across-the-board salary reductions similarly affecting all management personnel of the Company; or
- (d) a material change in the geographic location at which Employee must regularly perform services for the Company.

Employee shall notify the Company that he believes that one or more of the conditions described above exists, and of his intention to terminate employment for Good Reason as a result thereof, within sixty days after the time that he gains knowledge of such conditions. Employee shall not deliver a notice of termination of employment for Good Reason until thirty days after he delivers the notice described in the preceding sentence, and Employee may do so only if the conditions described in such notice have not been fully corrected by the Company.

“**Operating Income**” shall mean operating income as calculated and disclosed on the Corporation’s financial statements for the fiscal years in question.

“**Performance Period**” shall mean the period over which Cumulative Operating Income is measured, as set forth in the definition of Cumulative Operating Income above.

“**Russell 2000 Index**” shall mean the stock index of that name as published by FTSE Russell and the Frank Russell Company. If the Russell 2000 Index ceases to be published during the Performance Period or otherwise becomes unavailable, the Russell 2000 Index shall mean a similar index or measurement of small capitalization stocks, as selected by the Compensation Committee of the Corporation’s board of directors.

“**Total Shareholder Return**” (TSR) shall mean the total value at the end of a specified period of a hypothetical \$100.00 investment, made at the beginning of the specified period, in a stock or index, including increases in trading value and all dividends paid during the specified period of time.

Section 4. Settlement.

(a) As soon as reasonably practicable following a determination by the Corporation that all or part of the Units have vested pursuant to the terms of this Agreement, the Corporation shall issue as provided in 4(b) below, shares of Common Stock with respect to all such Units that have vested. Such shares of Common Stock shall not be treated as issued and outstanding until such shares have been issued by the Corporation in accordance with all applicable laws and the Corporation’s bylaws and articles of incorporation. Any certificate(s) evidencing shares of Common Stock shall bear such legends as the Corporation shall determine to be necessary to comply with all laws, including all applicable federal and state securities laws. All such shares of Common Stock issued pursuant to this Agreement shall be fully paid and nonassessable.

(b) Such shares shall be issued as follows:

(i) _____% of such shares (rounded to the nearest whole share) shall be issued directly to the Recipient; and

(ii) _____% of such shares (rounded to the nearest whole share) to Recipient’s Account under the Culp, Inc. Deferred Compensation Plan for Certain Key Employees (“Deferred Compensation Plan”), to be held and administered in accordance with the terms and conditions of the Deferred Compensation Plan and such other terms and conditions as the Corporation may establish in order to comply with legal requirements or otherwise. **Recipient understands and agrees that Recipient must also enter this election in the enrollment website for the Deferred Compensation Plan, in accordance with the terms of such plan. If such election is not so entered by Recipient within 30 days from the date of this Agreement, the deferral election in this subparagraph (ii) will be null and void, and 100% of the shares of Common Stock to be distributed hereunder will be issued directly to Recipient upon vesting under subparagraph (i) above, notwithstanding the percentage shown in subparagraph (i).**

Section 5. Forfeiture. All Units that do not vest pursuant to **Section 2** shall automatically be cancelled and forfeited by Recipient effective as of the earlier to occur of (a) the first day after the end of the Performance Period (to the extent that Cumulative Operating Income for the Corporation is not sufficient to cause such Units to vest pursuant to the terms of this Agreement), (b) the termination by Recipient of his employment with the Corporation or its Subsidiaries for any reason or (c) the termination by the Corporation of Recipient’s employment with the Corporation or its Subsidiaries for Cause (each such event being referred to herein as a “**Forfeiture Event**”). Upon the occurrence of a Forfeiture Event, all unvested Units shall automatically, without further action by the Corporation or Recipient, be cancelled and forfeited.

(a) Recipient shall promptly pay to the Corporation all federal, state and local income, social security and payroll taxes of any kind required by law to be withheld with respect to the vesting of any Units and the issuance of shares of Common Stock in respect thereof. Subject to the approval of the Committee, Recipient may elect to satisfy this obligation by having the Corporation withhold shares of Common Stock that would otherwise be issued to Recipient with respect to any Units that have vested, which shares of Common Stock shall have a Fair Market Value (as of the date that the amount of the withholding requirement is to be determined) equal to the amount of such withholding requirement. If Recipient fails to make such payments as required (whether in cash or having shares of Common Stock withheld), the Corporation shall, to the extent permitted by law, have the right to deduct from any payment of any kind otherwise due to Recipient all federal, state and local income, social security and payroll taxes of any kind required by law to be withheld with respect to the vesting of Units and the issuance of shares of Common Stock in respect thereof.

(b) Notwithstanding anything in this Agreement to the contrary, if a Change of Control occurs and if Recipient is entitled under any agreement or arrangement (including, without limitation, this Agreement) to receive compensation that would constitute a parachute payment (including, without limitation, the vesting of any rights) within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (the "Code") but for the operation of this sentence, then the amount of all such payments shall be reduced, as determined by the Corporation, to the extent necessary to cause the aggregate present value of all payments in the nature of compensation to Recipient that are contingent on a change in the ownership or effective control of the Corporation, or in the ownership of a substantial portion of the assets of the Corporation, not to exceed 2.99 times Recipient's "base amount," all within the meaning of Section 280G of the Code and the regulations promulgated thereunder. The parties intend for the immediately preceding sentence to be interpreted and applied so as to prevent Recipient from receiving, with respect to a Change of Control, an excess parachute payment within the meaning of Section 280G of the Code.

Section 7. Clawback. If the Corporation's reported financial or operating results become subject to a material negative restatement, the Compensation Committee (the "Committee") of the Corporation's board of directors may require the Recipient to pay to the Corporation an amount corresponding to each award to the Recipient under this Agreement, or otherwise return such Units or Common Stock, that the Committee determines would not have been vested or paid if the Corporation's results as originally published had been equal to the Corporation's results as subsequently restated; provided that any requirement or claim under this Section must be made, if at all, within five years after the date the amount claimed was originally vested or paid, whichever is later.

In the alternative, the Committee may require Recipient to repay or return compensation awarded hereunder pursuant to such rules as may be adopted from time to time pursuant to Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, to the extent applicable. By acceptance of any award or Units hereunder, Recipient expressly acknowledges and agrees that any and all Units or Common Stock, as well as the equivalent cash value thereof with respect to any and all such Units or Common Stock, that have become vested, exercised, free of restriction or otherwise released to and/or monetized by or for the benefit of the Recipient or any transferee or assignee thereof (collectively, the “**Award-Equivalent Value**”), are and will be fully subject to the terms of any policy regarding repayment, recoupment or clawback of compensation now or hereafter adopted by the Corporation in response to the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act, rulemaking of the Securities and Exchange Commission or otherwise. Recipient acknowledges and agrees that any such policy will apply to any and all Units or Common Stock, and Award-Equivalent Value in accordance with its terms, whether retroactively or prospectively, and agrees to cooperate fully with the Corporation to facilitate the recovery of any Units or Common Stock and/or Award-Equivalent Value that the Committee determines in its sole discretion is required to be recovered pursuant to the terms of such policy.

The obligations of Recipient to make payments or return Common Stock under this Section are independent of any involvement by such Recipient in events that led to the restatement. The provisions of this Section are in addition to, not in lieu of, any remedies that the Corporation may have against any persons whose misconduct caused or contributed to a need to restate the Corporation’s reported results.

Section 8. Miscellaneous.

- (a) **Governing Law.** This Agreement shall be construed, administered and governed in all respects under and by the applicable internal laws of the State of North Carolina, without giving effect to the principles of conflicts of laws thereof.
 - (b) **Entire Agreement; Amendment and Waiver.** This Agreement and the Units granted hereunder shall be subject to the terms of the Plan, which hereby is incorporated into this Agreement as though set forth in full herein. Recipient hereby acknowledges receipt of a copy of the Plan. This Agreement and the Plan reflect the entire agreement between the parties hereto and supersede any prior or contemporaneous written or oral understanding or agreement regarding the subject matter hereof. This Agreement may not be modified, amended, supplemented or waived except by a writing signed by the parties hereto, and such writing must refer specifically to this Agreement.
 - (c) **Assignment; Binding Effect.** This Agreement, as amended from time to time, shall be binding upon, inure to the benefit of and be enforceable by the heirs, successors and assigns of the parties hereto; provided, however, that this provision shall not permit any assignment in contravention of the terms contained elsewhere herein.
 - (d) **No Right to Employment.** Nothing in this Agreement shall confer on Recipient any right to continue in the employ of the Corporation or any of its Subsidiaries.
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(e) **Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed counterpart of this Agreement by facsimile or other electronic device shall be equally as effective as delivery of an original executed counterpart of this Agreement. Any party delivering an executed counterpart of this Agreement by facsimile or other electronic device shall also deliver an original executed counterpart of this Agreement, but the failure to deliver an original executed counterpart of this Agreement shall not affect the validity, enforceability and binding effect of this Agreement.

(f) **Notices.** Any notice hereunder to the Corporation shall be addressed to the Corporation's principal executive office, Attention: Compensation Committee, and any notice hereunder to Recipient shall be addressed to Recipient at his last address in the records of the Corporation, subject to the right of either party to designate at any time hereafter in writing a different address. Any notice shall be deemed to have been given when delivered personally, one (1) day after dispatch if sent by reputable overnight courier, fees prepaid, or three (3) days following mailing if sent by registered mail, return receipt requested, postage prepaid and addressed as set forth above.

[Signature page is the next page.]

IN WITNESS WHEREOF, this Agreement has been duly executed as of the date first written above.

CULP, INC.,
a North Carolina corporation

By: _____
Name: _____
Title: _____

RECIPIENT

CERTIFICATIONS

I, Franklin N. Saxon, certify that:

1. I have reviewed this Form 10-Q of Culp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(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.

/s/ Franklin N. Saxon

Franklin N. Saxon
President and Chief Executive Officer
(Principal Executive Officer)

Date: September 8, 2017

CERTIFICATIONS

I, Kenneth R. Bowling, certify that:

1. I have reviewed this Form 10-Q of Culp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(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.

/s/ Kenneth R. Bowling

Kenneth R. Bowling

Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: September 8, 2017

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 Culp, Inc. (the "Company") on Form 10-Q for the period ended July 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Franklin N. Saxon, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (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 result of operations of the Company.

/s/ Franklin N. Saxon

Franklin N. Saxon
President and Chief Executive Officer

September 8, 2017

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 Culp, Inc. and will be retained by Culp, Inc. 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

In connection with the Quarterly Report of Culp, Inc. (the "Company") on Form 10-Q for the period ended July 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kenneth R. Bowling, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (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 result of operations of the Company.

/s/ Kenneth R. Bowling
Kenneth R. Bowling
Vice President and Chief Financial Officer

September 8, 2017

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 Culp, Inc. and will be retained by Culp, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.