Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ACTUANT CORPORATION RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1961

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

ACTUANT CORPORATION

N86 W12500 WESTBROOK CROSSING
MENOMONEE FALLS, WI 53051

2b Employer Identification Number (EIN)
39-0168610

2c Sponsor's telephone number
262-293-1535

2d Business code (see instructions)
335900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	05/12/2014	SUSAN A TIEGS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1050
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	0
b	Retired or separated participants receiving benefits	**6b**	403
c	Other retired or separated participants entitled to future benefits	**6c**	427
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	830
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	67
f	Total. Add lines **6d** and **6e**.	**6f**	897
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1B

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[X]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
ACTUANT CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
ACTUANT CORPORATION

D Employer Identification Number (EIN)
39-0168610

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2013

2 Assets:

a Market value	**2a**	32049188
b Actuarial value	**2b**	31677934

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	448	21698769
b For terminated vested participants	**3b**	474	12599120
c For active participants:			
(1) Non-vested benefits	**3c(1)**		0
(2) Vested benefits	**3c(2)**		0
(3) Total active	**3c(3)**	0	0
d Total	**3d**	922	34297889

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	6.28 %
6 Target normal cost	**6**	270000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary — Date: 04/30/2014

GREGORY P. LYSTER — Type or print name of actuary

14-05908 — Most recent enrollment number

TOWERS WATSON PENNSYLVANIA INC. — Firm name

414-287-1335 — Telephone number (including area code)

1000 NORTH WATER STREET, SUITE 1000
MILWAUKEE, WI 53202-3197

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 12.70 %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 6.99 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	92.36 %
15	Adjusted funding target attainment percentage	15	92.36 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	94.69 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/03/2013	228129	0	03/21/2014	171000	0
07/02/2013	228129	0			
09/03/2013	340000	0			
10/08/2013	136000	0			
12/19/2013	6725000	0			
01/06/2014	136000	0			
			Totals ► 18(b)	7964258	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1188579

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	270000
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	2619955	913127
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	1183127

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	1183127
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	1188579

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	5452
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
ACTUANT CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ACTUANT CORPORATION

D Employer Identification Number (EIN)
39-0168610

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

U.S. BANCORP ASSET MANAGEMENT

41-2003732

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

U.S. BANCORP FUND SERVICES, LLC

39-1939072

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

QUASAR DISTRIBUTORS, LLC

39-1982827

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	273670	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

US BANK NATIONAL ASSOCIATION

31-0841368

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	102717	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

WIPFLI LLP

39-0758449

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	13580	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
ACTUANT CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ACTUANT CORPORATION

D Employer Identification Number (EIN)
39-0168610

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: ACTUANT CORPORATION MASTER TRUST

b Name of sponsor of entity listed in (a): ACTUANT CORPORATION

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
35-7011931-004	M	41337639

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
ACTUANT CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ACTUANT CORPORATION

D Employer Identification Number (EIN)
39-0168610

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	973500	307000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	33696667	41337639
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	34670167	41644639
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	37583	53888
k Total liabilities (add all amounts in lines 1g through1j)	1k	37583	53888
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	34632584	41590751

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	7964258	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7964258
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		4611613
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		12575871
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2363752	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2363752
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	390334	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	121442	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		511776
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2875528
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		9700343
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		2742176

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: WIPFLI LLP (2) EIN: 39-0758449

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
VERSA TECHNOLOGIES, INC. RETIREMENT PLAN	39-1143618	010

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
ACTUANT CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ACTUANT CORPORATION

D Employer Identification Number (EIN)
39-0168610

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 41-6271370

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 9

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... [X] **Yes** [ ] **No** [ ] **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... [ ] **Yes** [ ] **No** [ ] **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... [X] **Yes** [ ] **No** [ ] **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... [X] **Increase** [ ] **Decrease** [ ] **Both** [ ] **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... [ ] **Yes** [ ] **No**

11 a Does the ESOP hold any preferred stock? ..... [ ] **Yes** [ ] **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... [ ] **Yes** [ ] **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... [ ] **Yes** [ ] **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 69.0% Investment-Grade Debt: 31.0% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Actuant Corporation Retirement Plan

Menomonee Falls, Wisconsin

Financial Statements

Years Ended December 31, 2013 and 2012

Actuant Corporation Retirement Plan

Financial Statements

Years Ended December 31, 2013 and 2012

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Financial Statements

- Statements of Net Assets Available for Benefits 3
- Statements of Changes in Net Assets Available for Benefits 4
- Notes to Financial Statements 5

WIPFLI LLP

Independent Auditor's Report

Plan Administrator and Participants
Actuant Corporation Retirement Plan
Menomonee Falls, Wisconsin

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Actuant Corporation Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by U.S. Bank N.A., the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2013 and 2012, and as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Wipfli LLP

Wipfli LLP
10000 Innovation Drive, Suite 250
Milwaukee, Wisconsin 53226

May 12, 2014

Actuant Corporation Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	2013	2012
Assets:		
Interest in Actuant Corporation Master Trust	$ 41,337,639	$ 33,696,667
Sponsor contributions receivable	307,000	973,500
Total assets	41,644,639	34,670,167
Liability:		
Accrued expenses	53,888	37,583
NET ASSETS AVAILABLE FOR BENEFITS	$ 41,590,751	$ 34,632,584

See accompanying notes to financial statements.

Actuant Corporation Retirement Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2013 and 2012

	2013	2012
Additions:		
Interest in Master Trust net investment income	$ 4,611,613	$ 4,020,279
Sponsor contributions	7,964,258	1,750,350
Total additions	12,575,871	5,770,629
Deductions:		
Benefits paid to participants	2,363,752	2,476,868
Administrative expenses	511,776	382,288
Total deductions	2,875,528	2,859,156
Net increase	9,700,343	2,911,473
Transfer to Versa Technologies, Inc. Retirement Plan	2,742,176	-
Net assets available for benefits:		
Balance at beginning of year	34,632,584	31,721,111
Balance at end of year	$ 41,590,751	$ 34,632,584

See accompanying notes to financial statements.

Actuant Corporation Retirement Plan

Notes to Financial Statements

Note 1 Description of Plan

The following description of the Actuant Corporation Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan's summary plan description for a more complete description of the Plan's provisions. The Plan is a defined benefit pension plan sponsored by Actuant Corporation (the "Sponsor"). US Bank N.A. is the custodian of the Plan's assets. The custodian holds the Plan's investments and executes investment transactions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Effective August 15, 2013, the Plan sponsor approved an amendment to the Plan to spin-off of active participants from the Plan into a new plan, Versa Technologies, Inc. Retirement Plan (the "Versa Plan"). As part of the spin-off, $2,742,176 of the Plan's assets were transferred from the Plan to the Versa Plan in accordance with ERISA Section 4044.

Eligibility

The Plan has four major participant groups: Versa Technologies, Inc. ("Versa"), Acme Electric Corporation ("Acme"), Gits Manufacturing Co. LLC ("GITS"), and Sanlo Manufacturing Co. ("Sanlo"). No new employees are able to become participants in the Plan and no additional benefits can be earned.

Vesting

All Versa, Acme, and Sanlo participants are 100% vested. GITS participants vest 20% after three years of service and vest 20% each year thereafter. Certain GITS participants have unvested benefits.

Retirement Benefits

The normal form of benefit payments is monthly life annuities but for certain participants other options are available. The normal retirement is generally at age 65, however the Plan provides for reduced early retirement benefits, generally, at age 55. The benefit formula for salary participants is based on average earnings, while the benefits for hourly employees are based on a dollar per month formula.

Note 1 Description of Plan (Continued)

Retirement Benefits (Continued)

Depending upon a plan's funded status, the Pension Protection Act of 2006 may limit the amount of lump sum benefit payments.

Interest in Actuant Corporation Master Trust

All of the investment assets of the Plan are invested in the Actuant Corporation Master Trust ("Master Trust"), in which investments of the Sponsor's two retirement plans are commingled. The investment income (loss) and expenses of the Master Trust are allocated to each plan based on the relationship of the Plan's investment balances to the total Master Trust investment balances.

Note 2 Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States ("GAAP").

Use of Estimates in Preparation of Financial Statements

The preparation of the accompanying financial statements in conformity with GAAP requires management to make estimates and assumptions that directly affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results may differ from those estimates and are subject to change in the near term.

Note 2 Summary of Significant Accounting Policies (Continued)

Valuation of Investments and Income Recognition

The Plan's interest in the Master Trust is stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement dates. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recognized when earned and dividend income is recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes realized gains and losses and unrealized appreciation (depreciation) in investments.

Payment of Benefits

Benefits payments to participants are recorded upon distribution.

Administrative Costs of the Plan

Custodian and investment advisory fees, actuary costs, auditing costs and Pension Benefit Guaranty Corporation ("PBGC"), a U.S. Governmental Agency, premiums are paid by the Plan. Certain other administrative costs are paid by the Plan Sponsor and are excluded from these financial statements.

Subsequent Events

Subsequent events have been evaluated through May 12, 2014, which is the date the financial statements were available to be issued.

Actuant Corporation Retirement Plan

Notes to Financial Statements

Note 3 Interest in Master Trust

The following table presents the net assets of the Master Trust as of December 31, 2013 and 2012. At December 31, 2013 and 2012, the Plan's interest in the net assets of the Master Trust was 93.1% and 100%, respectively.

	2013	2012
Cash	$ 19,109	$ 21,548
Investments, at fair value	44,244,577	33,600,620
Accrued income	460,550	1,047,999
Accrued liabilities	(59,201)	(37,583)
Total net assets	$ 44,665,035	$ 34,632,584
Plan interest in Master Trust	$ 41,337,639	$ 34,632,584

The following are the changes in net assets for the Master Trust for the years ended December 31, 2013 and 2012.

	2013	2012
Net appreciation in fair value of investments	$ 4,039,615	$ 3,141,590
Interest and dividend income	766,487	878,689
Net investment income	4,806,102	4,020,279
Net transfers	5,759,852	(726,518)
Administrative expenses	(533,503)	(382,288)
Increase in net assets	10,032,451	2,911,473
Net assets available for benefits:		
Balance at beginning of year	34,632,584	31,721,111
Balance at end of year	$ 44,665,035	$ 34,632,584

Note 3 Interest in Master Trust (Continued)

The following table presents the investments that represent 5 percent or more of the Master Trust's net assets as of December 31:

	2013	2012
American Euro Pac Growth Fdcl R6	*	$ 5,266,837
Fidelity Invt Tr Ad Intl Disci	$ 2,702,979	*
Laudus Intl Makretmasters Fund Sel	$ 2,701,595	*
Vanguard Total Stock Mkt Etf	$ 16,879,138	$ 14,008,278

* Investments not greater than 5% of Master Trust's net assets

For the years ended December 31, the Master Trust's investments appreciated (depreciated) as follows:

	2013	2012
Net appreciation (depreciation) in fair value of investments:		
Corporate bonds	$ (266,796)	$ (18,610)
Domestic common stocks	5	473
Foreign bonds	(69,227)	46,643
Mutual funds	4,379,413	3,127,530
Other	-	1,040
U.S. government securities	(3,780)	(15,486)
Net appreciation in fair value of investments	$ 4,039,615	$ 3,141,590

Note 4 Fair Value Measurements

A fair value hierarchy prioritizes the inputs to valuation techniques used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used in 2013 and 2012.

U.S. government securities, corporate bonds, foreign bonds and common stocks: Valued at the closing price reported in the active markets on which the individual investment is traded.

Mutual funds: Valued at quoted market prices which represent the net asset value ("NAV") of shares held by the Plan at year end. Money market funds are valued at amortized cost which approximates fair value.

Note 4 Fair Value Measurements (Continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table set forth by level, within the fair value hierarchy, the Master Trust's assets at:

	Assets at Fair Value as of December 31,	
	2013	2012
Level 1 Valuation:		
Corporate bonds	$ 6,793,303	$ 6,030,531
Domestic common stocks	14	10
Equity mutual funds	28,909,413	21,626,504
Fixed income mutual funds	4,368,464	3,215,222
Foreign bonds	2,137,930	1,491,573
Money market mutual funds	2,035,453	580,019
U.S. government securities	-	656,761
Total investments at fair value	$ 44,244,577	$ 33,600,620

Note 5 Funding Policy

The Plan is solely funded by contributions from the Sponsor. The Company's contributions for 2013 and 2012 met or exceeded the minimum funding requirements of ERISA.

On July 27, 2012, the Sponsor closed its Lumberton, North Carolina facility. PBGC regulations require written notice of certain events involving the plan or the Sponsor that may expose plan participants and the PBGC's insurance program to risk. The Sponsor filed a notice with the PBGC on August 17, 2012. As a result of the plant closure, the Sponsor was required to make, and made, contributions to the Plan in the amount of $6,725,000 before December 31, 2013, which exceeded the amount required by the PBGC.

Due to the amendment effective August 15, 2013 (see Note 1), the Sponsor was required to make, and made, contributions to the Plan or the Versa Plan in the amount of $1,289,000 for the year ended December 31, 2013, which exceeded the required amount.

Note 6 Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances (retirement, death, disability and termination) are included to the extent they are deemed attributable to employee service rendered.

The actuarial present value of accumulated plan benefits is determined by the Plan's consulting actuary, Towers Watson, and is the amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. Due to the nature and uncertainty of these future assumptions, the resulting estimates are sensitive to changes in the near term and actual results could differ from those estimates.

Note 6 Actuarial Present Value of Accumulated Plan Benefits (Continued)

The following is a summary of the actuarial present value of accumulated plan benefits as of January 1, 2013:

Vested benefits:	
Participants currently receiving payments	$ 19,455,867
Other participants	12,968,244
Total vested benefits	32,424,111
Nonvested benefits	21,604
Total actuarial present value of accumulated plan benefits	$ 32,445,715

The changes in the present value of accumulated plan benefits for the year ended January 1, 2013, are:

Actuarial present value of accumulated plan benefits at January 1, 2012	$ 31,102,875
Increase (decrease) during the year attributable to:	
Actuarial losses	431,920
Benefits paid	(2,475,117)
Change in actuarial assumptions	1,024,819
Reduction in discount period	2,361,218
Net increase	1,342,840
Actuarial present value of accumulated plan benefits at January 1, 2013	$ 32,445,715

Note 6 Actuarial Present Value of Accumulated Plan Benefits (Continued)

Significant actuarial assumptions utilized in determining the present value of accumulated plan benefits at January 1 are as follows:

	2013	2012
Discount rate	7.75%	7.90%
Mortality rates	RP-2000	RP-2000
Average retirement age	Age 62-65	Age 63

The foregoing actuarial assumptions are based on the premise that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The amendment disclosed in Note 1 is not reflected in the actuarial present value of accumulated plan benefits as of January 1, 2013. The Versa Plan's allocated share of accumulated plan benefits is approximately $2,685,000 as of the effective date of the amendment.

Note 7 Tax Status

The Plan has received a favorable determination letter from the Internal Revenue Service dated December 16, 2011, stating that the Plan was qualified and related trust was tax-exempt. The Plan has been amended since the receipt of the determination letter. The Plan's management believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code.

The Plan Administrator analyzed the tax positions taken by the Plan and concluded there are no uncertain tax positions taken by the Plan. No provision for income taxes has been included in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions and there are currently no audits in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Actuant Corporation Retirement Plan

Notes to Financial Statements

Note 8 Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations.

Certain benefits under the Plan are insured by PBGC if the Plan terminates. Generally, PBGC guarantees most vested, normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan Sponsor and the level of benefits guaranteed by the PBGC.

Note 9 Information Certified by the Custodian

The Plan Sponsor has elected the method of annual reporting compliance by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, the Plan custodian has certified that the following data included in the accompanying financial statements is complete and accurate:

(a) Plan interest in the Master Trust as disclosed in the statements of net assets available for benefits.

(b) Plan interest in Master Trust net investment income as disclosed in the statements of changes in net assets available for benefits.

(c) Investment information disclosed in Note 3.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

Actuant Corporation Retirement Plan

Notes to Financial Statements

Note 10 Risks and Uncertainties

The investments underlying the Master Trust are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and these changes could materially affect the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Attachment to 2013 Form 5500
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Economic Assumptions

Interest rate basis:

► Applicable month	September 2012
► Interest rate basis	3-Segment rates

Interest rates:	Reflecting corridors	Not reflecting corridors
► First segment rate	4.94%	1.75%
► Second segment rate	6.15%	4.62%
► Third segment rate	6.76%	5.72%
► Effective interest rate	6.28%	4.88%

Demographic Assumptions

Mortality

► Healthy	Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2028 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2020 using Scale AA). No pre-retirement mortality assumed for Sanlo participants.
► Disabled	RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2020 using Scale AA.
Benefit commencement date for inactives with deferred benefits	Age 65
Form of payment for inactives with deferred benefits	
► Versa MCU	100% elect a 5-year certain and life
► Acme, Versaltek and GITS	100% elect an annuity
► Sanlo	100% elect a 10-year certain and life

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Percent married for inactives with deferred benefits	
▸ Acme	80% of males; 80% of females
▸ Versa\tek and Sanlo	85% of males; 85% of females
▸ GITS	75% of males; 75% of females
Spouse age for inactives with deferred benefits	Wife three years younger than husband
Administrative and investment expenses	$270,000
At-risk assumptions	For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan.
Cash flow	
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits.
Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year
Actuarial value of assets for determining minimum required contributions	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22) . The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2012 plan year.) The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets. As a result of the August 15, 2013 spin-off, pre-2013 historical smoothing bases were retained in the Actuant Corporation Retirement Plan.

Attachment to 2013 Form 5500
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Benefits not valued	All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions provided by Actuant Corporation and, based on that review, is not aware of any significant benefits required to be valued that were not.
Change in assumptions and methods since prior valuation	The segment interest rates used to calculate the funding target were updated from an applicable month of September 2011 to September 2012. The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21 The statutorily required mortality table used to calculate the funding target was updated to include one additional year of projected mortality improvements. The assumed plan-related expenses added to the target normal cost were updated to reflect anticipated 2013 plan-related expenses. Actuant Corporation elected reasonable plan spin-off allocation methodologies that were reviewed by Actuant Corporation's ERISA counsel and were developed based on informal guidance received from the IRS as well as spin-off regulations in place prior to the passage of PPA.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

Actuant Corporation Retirement Plan

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Actuant Corporation

D Employer Identification Number (EIN)

39-0168610

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2013

2 Assets:

a Market value	2a	32,049,188
b Actuarial value	2b	31,677,934

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	448	21,698,769
b For terminated vested participants	3b	474	12,599,120
c For active participants:			
(1) Non-vested benefits	3c(1)		0
(2) Vested benefits	3c(2)		0
(3) Total active	3c(3)	0	0
d Total	3d	922	34,297,889

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	6.28 %
6 Target normal cost	6	270,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE Gregory P. Lyster G.P.L

Signature of actuary

4/30/2014

Date

Gregory P. Lyster

Type or print name of actuary

14-05908

Most recent enrollment number

Towers Watson Pennsylvania Inc.

Firm name

(414) 287-1335

Telephone number (including area code)

1000 North Water Street, Suite 1000

Milwaukee WI 53202-3197

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 12.70 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 6.99 % except as otherwise provided (see instructions)		
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	92.36 %
15	Adjusted funding target attainment percentage	15	92.36 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	94.69 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/03/2013	228,129		03/21/2014	171,000	
07/02/2013	228,129				
09/03/2013	340,000				
10/08/2013	136,000				
12/19/2013	6,725,000				
01/06/2014	136,000				
			Totals ▶ 18(b)	7,964,258	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,188,579

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
4.94 %	6.15 %	6.76 %	

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	270,000
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	2,619,955	913,127
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	1,183,127

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	1,183,127
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	1,188,579

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	5,452
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

Attachment to 2013 Form 5500

Schedule R, line 4 – Statement of Election

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

On August 6, 2013, Actuant Corporation decided, through formal Board action, to establish the Versa Technologies, Inc. Retirement Plan. The Versa Technologies, Inc. Retirement Plan became effective on August 15, 2013, through a spin-off of the assets and liabilities of the Actuant Corporation Retirement Plan attributable to Actuant Corporation Retirement Plan participants who were actively employed by the company or another participating employer on August 15, 2013. The plan amendment was recognized in determining the ERISA minimum and maximum contributions for the January 1, 2013 through December 31, 2013 plan year. The plan amendment did not reduce the accrued benefit of any participant.

Attachment to 2013 Form 5500
Schedule SB, line 11 - Explanation of Discrepancy in Prior Year's Excess Contributions

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

On August 6, 2013, Actuant Corporation decided, through formal Board action, to establish the Versa Technologies, Inc. Retirement Plan ("Versa Plan"). The Versa Technologies, Inc. Retirement Plan became effective on August 15, 2013, through a spin-off of the assets and liabilities of the Actuant Corporation Retirement Plan ("Actuant Plan") attributable to Actuant Corporation Retirement Plan participants who were actively employed by the company or another participating employer on August 15, 2013. The plan sponsor elected to allocate excess 2012 plan year contributions made to the Actuant Plan to the Versa Plan.

Plan Name	EIN	PN	Present Value of Excess Contributions (Line 38 From Prior Year) 11(a)	Prior Year's Effective Rate 11(b)	Interest on 11(a) Using Prior Year's Effective Rate 11(b)	Total Available at Beginning of Current Plan Year to Add to Prefunding Balance 11(c)	Portion of 11(c) to be Added to Prefunding Balance 11(d)
Actuant Corporation Retirement Plan	39-0168610	001	0	6.99%	0	0	0
Versa Technologies, Inc. Retirement Plan	39-1143618	010	714,950	6.99%	49,975	764,925	0
Total Combined Plan (Prior to Spin-off)			714,950		49,975	764,925	0

Attachment to 2013 Form 5500
Schedule SB, line 19 - Discounted Employer Contributions

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Date of Contribution	Amount	Year Applied	Effective Interest Rate	Interest Adjusted Contributions Allocated Toward Minimum Required Contribution for Current Year
04/03/2013	228,129	2013	6.28%	224,606
07/02/2013	228,129	2013	6.28%	221,249
09/03/2013	340,000	2013	6.28%	326,361
10/08/2013	136,000	2013	6.28%	129,774
12/19/2013	6,725,000 (1)	2013	6.28%	
01/06/2014	136,000	2013	6.28%	127,856
03/21/2014	171,000	2013	6.28%	158,733
Totals	7,964,258			1,188,579

(1) This contribution was not used to satisfy the minimum required contribution as prescribed by the PBGC.

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Plan Provisions – Former ACME Pension Participants

Type of plan:	Career average earnings formula (Salaried Employees), Dollar per month formula (Non-Union Hourly Employees at Lumberton and Tempe). Effective August 31, 2005 benefits under these formulas were frozen.
Normal form:	Life annuity
Entry date:	Entry Date means the January 1st or July 1st which coincides with or next follows the date that the eligibility requirements are met.
Years of service:	<u>For Eligibility Purposes:</u> Years of Service for purposes of eligibility to participate in the Plan are referred to as Years of Eligibility Service and are determined using the Hours of Service Method. A Year of Eligibility Service is credited for each Computation Period during which an Employee is credited with at least 1,000 Hours of Service. The initial Computation Period is the 12 consecutive month period beginning with the Employee's Employment Commencement Date. Thereafter, the Computation Period is the Plan Year beginning with the Plan Year in which the initial Computation Period ends. All of an Employee's Years of Eligibility Service are taken into account in determining his eligibility to participate. <u>For Benefit Purposes:</u> Years of Service for purposes of computing a Participant's Normal Retirement Benefit are referred to as Years of Benefit Service. *Salaried Employees:* Years of Benefit Service as of December 31, 1991 are determined using the Elapsed Time Method. Beginning January 1, 1992, a Participant shall accrue one year of Benefit Service for each Plan Year in which he completes 1,000 or more Hours of Service. *Lumberton and Tempe Hourly Participants:* A Year of Benefit Service is credited for each Plan Year in which an Employee is credited with at least 1,800 Hours of Service

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

For less than 1,800 Hours of Service, a Participant is credited with a proportional part of a Year of Benefit Service as follows:

Hours	Service
Under 180	None
180-359	0.1
360-539	0.2
540-719	0.3
720-899	0.4
900-1,079	0.5
1,080-1,259	0.6
1,260-1,439	0.7
1,440-1,619	0.8
1,620-1,799	0.9

All of a Participant's Years of Benefit Service are taken into account in determining his monthly benefit except:

- Service for which the Employee was not entitled to receive Compensation; and
- Service while the Employee was not in an Eligible Employee Classification.

Pension earnings: Calendar year FICA wages

Eligible class: An Eligible Employee Classification is a classification of Employees, the members of which are eligible to participate in the Plan. The only classifications which are Eligible Employee Classifications are Salaried employees and Hourly employees of both the Lumberton and Tempe facilities.

Accrued benefit:

Salaried Employees:

Normal Retirement Benefit: A Participant's Normal Retirement Benefit is a monthly pension benefit commencing on his Normal Retirement Date payable in the Normal Benefit Form in an amount equal to:

1.0% of his Average Monthly Compensation as of December 31, 1991, multiplied by his Years of Benefit Service as of December 31, 1991

plus

1.5% of his Monthly Compensation for each of Benefit Service after December 31, 1991.

Lumberton Hourly Employees:

Normal Retirement Benefit: A Participant's Normal Retirement Benefit is a monthly pension benefit commencing on his Normal Retirement Date payable in the Normal Benefit Form in an amount equal to the monthly benefit in effect multiplied by his Years of Benefit Service.

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Monthly Benefit Rate:

Date of Termination	Monthly Benefit Rate
On or after January 1, 1998	$16.00
On or after January 1, 1999	$16.50
On or after January 1, 2000	$17.00

Tempe Hourly Employees:

Normal Retirement Benefit: A Participant's Normal Retirement Benefit is a monthly pension benefit commencing on his Normal Retirement Date payable in the Normal Benefit Form in an amount equal to the monthly benefit in effect multiplied by his Years of Benefit Service.

Date of Termination	Monthly Benefit Rate
On or after July 1, 1998	$15.00
On or after January 1, 1999	$15.50
On or after January 1, 2000	$16.00

Definitions

	Age	Service	Description
Normal retirement:	65	5	Accrued benefit payable immediately
Early:	55	5	Accrued benefit reduced .5% for each month prior to age 65
Postponed:	>65		Accrued benefit payable immediately
Vesting:		5	Accrued benefit payable unreduced at age 65
Pre-ret spouse:		5	If married, 50% of the accrued early retirement benefit reduced for the 50% joint & survivor form of payment and payable at the later of date of death or on the date the participant would have attained age 55
Disability:	40	10	Accrued benefit payable on a Participant's Disability Retirement Date. A Participant's Disability Retirement Date is the first day of the seventh month coincident with or next following the date of termination of his employment due to disability provided such Participant has been found to be eligible for a Disability Retirement Benefit.

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Other Plan Provisions

Forms of payment	Monthly pension benefits are paid as a single life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of an actuarially equivalent 50% joint and survivor annuity. If the participant elects and the spouse consent's, another actuarially equivalent optional form may be elected. Optional forms are a 100%, 75%, or 50% joint and survivor annuity, a 10 year certain and life annuity, or a level income option. There is an automatic lump sum payment for amounts under $3,000, and an optional lump sum payment for amounts under $10,000.
Conversion basis	In calculating optional forms of benefits under the Plan for Acme participants, except for calculating lump sums benefits. An interest rate of 5% per year is used, and the mortality table is a merged-gender table, based on the 1971 Group Annuity Tables, with a 95% male blend and a 5% female blend at age 62 for the Participant and a 5% male blend and a 95% female blend at age 62 for a Spouse, Beneficiary, or contingent annuitant. Lump sum benefits are calculated using the IRC 417(e) mandated interest rates and mortality table.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Plan Provisions – Former Versaltek Participants

Type of plan:	Final average earnings (Salaried Employees), Dollar per month (Non-Union Hourly Employees and Milwaukee Cylinder Union Employees). Benefits under these formulas are frozen.
Normal form:	Life annuity (Salaried and Non-union Hourly Employees) 5-year certain and life (Milwaukee Cylinder Union Employees)
Membership services:	From date of hire or later of age 21 and 1 year of service for former participants of Versa Technologies, Inc. Hourly Employees' Pension Plan; from date of hire for participants of the former Milwaukee Cylinder Union Pension Plan
Credited service:	From date of hire; limited to 30 years for Salaried and Non-union Hourly Employees (limited to 35 years for the Milwaukee Cylinder Union Employees)
Class:	Full-time Salaried, Administrative and Clerical Non-Union Employees, Non-Union Hourly Employees, and Milwaukee Cylinder Union Employees
Accrued benefit:	Final Average Earnings Formula: Greater of (a) 1% of average annual compensation x credited service (maximum of 30 years) or (b) [1-2/3% of average annual compensation – 1-2/3% of primary Social Security] x credited service (maximum of 30 years) Dollar Per Month Formula: Schedule of benefit rates for each year of service up to 30 years (35 years for Milwaukee Cylinder Union employees). Current monthly benefit rates are: $35.50 for East Troy location; $25.00 for Moxness Wausau location; $16.00 for Moxness Medical Division; $13.00 for Beaver Dam location; and $38.50 for Milwaukee Cylinder Union Employees. Effective August 31, 1998, benefits under this plan were frozen for Salaried and Non-Union Hourly Employees. Effective April 15, 2000 benefits under the plan were frozen for Milwaukee Cylinder Union Employees.

Definitions

	Age	Service	Description
Normal retirement:	65	5	Accrued benefit payable immediately
Early:	55*	10	Accrued benefit reduced .5% for each month prior to age 65
Postponed:	>65		Accrued benefit payable immediately
Vesting:		5	Accrued benefit payable unreduced at age 65

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Pre-ret spouse:		5	If married, 50% of the accrued early retirement benefit reduced for the 50% joint & survivor form of payment and payable at the later of date of death or on the date the participant would have attained age 55
Pre-ret death:	<55	5	Former Hourly Pension Plan and Milwaukee Cylinder Union Pension Plan participants only: Lump sum death benefit equal to the product of 100 times service after 6/23/1973 (up to 30 years)
Disability:		5	Former Milwaukee Cylinder Pension Plan Participants only: 110% of the assumed normal retirement benefit reduced .5% for each month prior to age 65 subject to certain minimums/maximums

* Age 62 for former participants of Versa Technologies, Inc. Hourly Employees' Pension Plan.

Other Plan Provisions

Forms of payment

- Salaried

  Monthly pension benefits are paid as a single life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of an actuarially equivalent 50% joint and survivor annuity. If the participant elects and the spouse consent's, another actuarially equivalent optional form may be elected. Optional forms are a 100%, 75%, or 50% joint and survivor annuity, a 5 year certain and life annuity, or a 10 year certain and life annuity. There is an automatic lump sum payment for amounts under $5,000 and an optional lump sum payment for amounts under $10,000.

- Hourly

  Monthly pension benefits are paid as a single life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of an actuarially equivalent 50% joint and survivor annuity. If the participant elects and the spouse consent's, another actuarially equivalent optional form may be elected. Optional forms are a 75%, or 50% joint and survivor annuity. There is an automatic lump sum payment for amounts under $5,000 and an optional lump sum payment for amounts under $10,000.

- MCU

  Monthly pension benefits are paid as a 5 year certain and life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of an actuarially equivalent 50% joint and survivor annuity. If the participant elects and the spouse consent's, another actuarially equivalent optional form may be elected. Optional forms are a 100%, 75%, or 50% joint and survivor annuity, a 10 year certain and life annuity, or a single life annuity. There is an automatic lump sum payment for amounts under $5,000 and an optional lump sum payment for amounts under $10,000.

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Conversion basis	In calculating optional forms of benefits under the Plan for Versa participants, except for calculating lump sums benefits the interest rate is lesser of 7.5% per annum, or the interest rate used by the Pension Benefit Guaranty Corporation ("PBGC") to value immediate annuities as of the April 1st coincident with or next preceding the date of the first payment for which the applicable adjustment determination or calculation is being made, and the mortality table is a table based on experience underlying the 1971 Group Annuity Mortality Table, without margins, with a projection prepared by The Wyatt Company of mortality improvement to 1986. Lump sum benefits are calculated using the IRC 417(e) mandated interest rates and mortality table.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Plan Provisions - Former GITS Participants

Type of plan:	Dollar per month formula Effective August 31, 2008 benefits for former GITS participants were frozen.
Normal form:	Life annuity
Participation:	After completing 60 days of eligibility service.
Class:	Bargaining class represented by United Automobile, Aerospace and Agricultural Implement Workers of American (UAW), Local 1946 for collective bargaining purposes.
Years of service:	Years of Service for purposes of vesting in the Plan is measured from the employment commencement date to the most recent severance date.
Accrual service:	Service for purposes of computing a Participant's Normal Retirement Benefit is referred to as Accrual Service. Accrual Service is the sum of a) and b) below: a) the total period of service credited before August 1, 1981 measured from the employment commencement date to the most recent severance date b) the sum of the years of service accrued by an employee after August 1, 1981 according to the following schedule. A Year of Accrual Service is credited for each Plan Year in which an Employee is credited with at least 1,700 Hours of Service For less than 1,700 Hours of Service, a Participant is credited with a proportional part of a Year of Accrual Service as follows:

Hours	Service
Less than 200	None
200 but less than 400	.2
400 but less than 600	.3
600 but less than 800	.4
800 but less than 1,000	.5
1,000 but less than 1,200	.6
1,200 but less than 1,400	.7
1,400 but less than 1,600	.8
1,600 but less than 1,700	.9
1,700 or more	1.0

Accrued benefit:	Normal Retirement Benefit: A Participant's Normal Retirement Benefit is a monthly pension benefit commencing on his Normal Retirement Date payable in the Normal Benefit Form in an amount equal to the monthly benefit in effect multiplied by his Years of Accrual Service.

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Monthly Benefit Rate:

Date of Termination	Monthly Benefit Rate
On or before August 1, 1999	$15.00
On or after August 1, 1999	$17.00

Effective August 31, 2008, benefits under these plan provisions were frozen.

Definitions

	Age	Service	Description
Normal retirement:	65		Accrued benefit payable immediately
Early:	55	10	Accrued benefit reduced by 6-2/3% for each year up to five and 3-1/3% for each year between five and ten that the early retirement date precedes normal retirement date
Postponed:	>65		The greater of a) or b): Accrued benefit on late retirement date Accrued benefit increased to recognize that the annuity commences subsequent to normal retirement date.
Vesting percentage:		3-7	20% after three years plus 20% each year thereafter to 100%
Termination benefit:			Accrued benefit on date of termination multiplied by the vesting percentage.
Pre-ret spouse:		3	If married, 50% of the accrued early retirement benefit reduced for the 50% joint & survivor form of payment and payable at the later of date of death or on the date the participant would have been eligible for early retirement.
Disability:		10	For an active participant who is eligible for a disability benefit under Title II of the Federal Social Security Act, the accrued benefit on date of disability, but not less than $20. For an active participant who is ineligible for a disability benefit under Title II of the Federal Social Security Act, twice the amount of the accrued benefit on date of disability, but not less than $20.

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Other Plan Provisions

Forms of payment	Monthly pension benefits are paid as a single life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of an actuarially equivalent 50% joint and survivor annuity. If the participant elects and the spouse consent's, another actuarially equivalent optional form may be elected. Optional forms are a 100%, 75%, 66-2/3%, or 50% joint and survivor annuity, a 5 year certain and life annuity, or a 10 year certain and life annuity or a 15 year certain and life annuity. There is an automatic lump sum payment for amounts under $5,000 and an optional lump sum payment for amounts under $10,000.
Conversion basis	In calculating optional forms of benefits under the Plan for Gits participants, except for calculating lump sums benefits, an interest rate of 7.5% per year is used, and the mortality table is a unisex table, based on 1983 Group Annuity Tables. Lump sum benefits are calculated using the IRC 417(e) mandated interest rates and mortality table.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Plan Provisions – Former Sanlo Manufacturing Co. Participants

Type of Plan	Final average earnings. All benefits have been frozen under the Plan. Effective June 15, 2002 benefits under these formulas were frozen.
Participation eligibility:	Minimum age: 21 and Minimum months of service: 12
Plan entry date:	July 1st or January 1st coincident with or following the satisfaction of the requirements
Normal retirement date:	First day of the month coincident with or following age 65 and first day of the month coincident with or following 5 years of participation
Normal form of benefit:	Single Life Annuity with 10 years certain
	(Qualified Joint and Survivor Annuity is the required standard option)
Retirement benefit optional forms:	Lump Sum (single payment) 50% Monthly Joint and Survivor Annuity
Normal retirement benefit:	49% of compensation
	Total retirement benefit reduced by 1/25th for each year of service less than 25
Pre-retirement death benefit:	Lump sum payable on death of participant
Benefit amount:	100% present value of accrued benefit
Vested retirement benefit:	Vesting schedule: 20% a year after 3 years (100% after 7 years)
	Computation period: Elapsed Time Method
	Based on periods of service rounded to nearest year
Accrued retirement benefit:	Pro-rated on service
Early retirement benefit:	Accrued retirement benefit
	Eligibility requirements:
	Minimum years of service: 6
	Minimum age: 60
Benefit commencement date:	Benefit adjustment: The benefit is actuarially reduced for each year by which retirement age precedes normal retirement age, or if retirement is after normal retirement, the benefit is the greater of the in-service benefit as of the retirement date and the normal retirement benefit actuarially increased to the retirement date.
Disability benefit:	Monthly benefit for life
	Benefit amount: 1 times the current monthly accrued retirement benefit

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Other Plan Provisions

Forms of payment	Monthly pension benefits are paid as a 10 year certain and life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of an actuarially equivalent 50% joint and survivor annuity. If the participant elects and the spouse consent's, another actuarially equivalent optional form may be elected. Optional forms are a 100%, 66-2/3%, or 50% joint and survivor annuity, a 5 year certain and life annuity, a 15 year certain and life annuity or a single life annuity, or a level income option. There is an automatic lump sum payment for amounts under $5,000 and an optional full lump sum payment available.
Conversion basis	In calculating optional forms of benefits under the Plan for Sanlo participants, except for calculating lump sums benefits, an interest rate of 7.5% per year is used, and the mortality table is a unisex table, based on 1983 Group Annuity Tables. Lump sum benefits are calculated using the IRC 417(e) mandated interest rates and mortality table.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future Plan Changes

No future plan changes were recognized in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

Effective August 15, 2013, the active population of the Actuant Corporation Retirement Plan was spun off to create the Versa Technologies, Inc. Retirement Plan. No benefit plan provisions were changed as a result of the spin-off, and the plan provisions summarized above describe the benefits available to various groups covered under the plans, depending on the employment history of individual participants.

There have been no other changes to the plan since the prior valuation except to reflect current year increases in the Internal Revenue Code maximums on benefits.

Actuant Corporation Retirement Plan 39-0168610
Attachment to line 4(i), Sch. H Plan 001
12/31/13

000043AA
34-0-12-C-66 -076-01
0402 -91-02955-AA

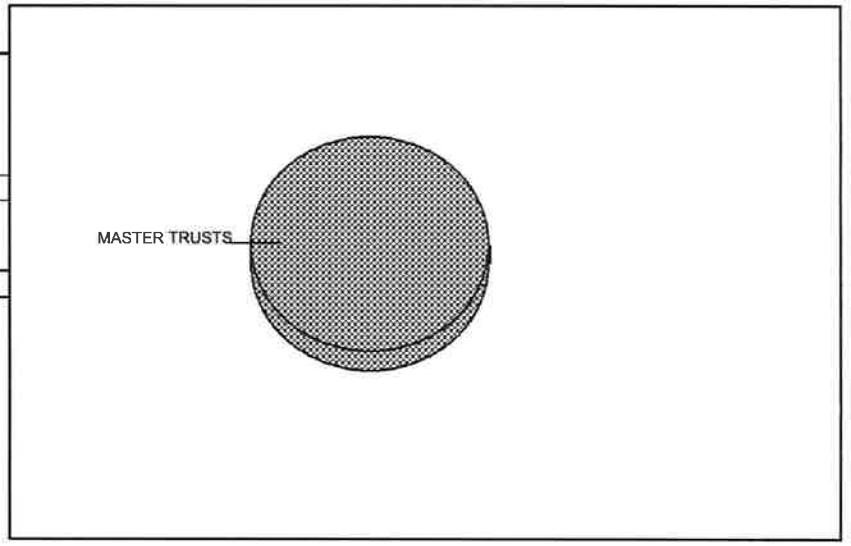
ACTUANT CORP RETIREMENT PLAN
ACCOUNT 060009208104

Period from August 1, 2013 to December 31, 2013

ASSET SUMMARY

ASSETS	12/31/2013 MARKET	12/31/2013 BOOK VALUE	% OF MARKET
Cash And Equivalents	- 2,170.19	- 2,170.19	0.00
Master Trusts	41,339,810.12	36,291,764.97	100.00
Total Assets	**41,337,639.93**	**36,289,594.78**	**100.00**
Accrued Income	.00	.00	0.00
Grand Total	**41,337,639.93**	**36,289,594.78**	**100.00**

Estimated Annual Income **.00**



ASSET SUMMARY MESSAGES

Asset percentages are calculated for positive market values only.

ASSET DETAIL

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	BOOK VALUE	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MARKET
Cash And Equivalents						
Money Markets						
First Amer Prime Oblig Fund Cl I 31846V732 Asset Minor Code 1	2.020	2.02 1.0000	2.02	.00 .00	.00	0.00
Total Money Markets	**2.020**	**2.02**	**2.02**	**.00** **.00**	**.00**	**0.00**
Cash						
Cash		- 2,172.21	- 2,172.21			
Total Cash	**.000**	**- 2,172.21**	**- 2,172.21**	**.00** **.00**	**.00**	**0.00**
Total Cash And Equivalents	**2.020**	**- 2,170.19**	**- 2,170.19**	**.00** **.00**	**.00**	**0.00**
Master Trusts						
Actuant Master Trust 9SPMTHHF6 Asset Minor Code 60	3,930,177.967	41,339,810.12 10.5186	36,291,764.97	5,048,045.15 1,759,728.68	.00	0.00
Total Master Trusts	**3,930,177.967**	**41,339,810.12**	**36,291,764.97**	**5,048,045.15** **1,759,728.68**	**.00**	**0.00**
Total Assets	**3,930,179.987**	**41,337,639.93**	**36,289,594.78**	**5,048,045.15** **1,759,728.68**	**.00**	**0.00**
Accrued Income	**.000**	**.00**	**.00**			

Attachment to 2013 Form 5500
Schedule SB, line 32 - Schedule of Amortization Bases

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

	Date of Base Creation	Initial Amount	Amortization Installment	Remaining Period	PV of Future Installments
Shortfall Amortization Bases					
2009 Shortfall[1]	1/1/2009	2,026,501	359,459	3	1,028,410
2010 Shortfall[1]	1/1/2010	2,763,536	466,209	4	1,737,242
2011 Shortfall	1/1/2011	1,487,238	244,694	5	1,113,578
2012 Shortfall	1/1/2012	(3,221,535)	(546,773)	6	(2,894,009)
2013 Shortfall	1/1/2013	1,634,736	272,824	7	1,634,734
Total Shortfall Amortization Installments After Spin-off[2]			796,413		2,619,955
Allocation of Shortfall Amortization Installments for Period Prior to Spin-off[2][3]			116,714		
Waiver Amortization Bases					
Total Waiver Amortization Installments			0		
Total Amortization Installments for Plan Year[2][3]			913,127		

[1] Includes portion of July 1, 2009 Sanlo Manufacturing Co. amortization base.

[2] On August 6, 2013, Actuant Corporation decided, through formal Board action, to establish the Versa Technologies, Inc. Retirement Plan ("Versa Plan" EIN/PN: 39-1143618/010). The Versa Technologies, Inc. Retirement Plan became effective on August 15, 2013, through a spin-off of the assets and liabilities of the Actuant Corporation Retirement Plan ("Actuant Plan" EIN/PN: 39-0168610/001) attributable to Actuant Corporation Retirement Plan participants who were actively employed by the company or another participating employer on August 15, 2013.

[3] Total annual amortization installment as of January 1, 2013 of $188,498 was allocated to the Versa Plan. This annual amortization installment was further allocated between the Actuant Plan and the Versa Plan to reflect the spin-off date of August 15, 2013. That is, an allocated amortization installment of $116,714 was assigned to the Actuant Plan for the period January 1, 2013 to August 14, 2013 and $71,784 was assigned to the Versa Plan for the period August 15, 2013 to December 31, 2013.

Attachment to 2013 Form 5500

Schedule SB, line 25 – Change in Method

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

On August 6, 2013, Actuant Corporation decided, through formal Board action, to establish the Versa Technologies, Inc. Retirement Plan ("Versa Plan" EIN/PN: 39-1143618/010). The Versa Technologies, Inc. Retirement Plan became effective on August 15, 2013, through a spin-off of the assets and liabilities of the Actuant Corporation Retirement Plan ("Actuant Plan" EIN/PN: 39-0168610/001) attributable to Actuant Corporation Retirement Plan participants who were actively employed by the company or another participating employer on August 15, 2013. Actuant Corporation elected reasonable plan spin-off allocation methodologies that were reviewed by Actuant Corporation's ERISA counsel and were developed based on informal guidance received from the IRS as well as spin-off regulations in place prior to the passage of PPA.

Both ongoing plans continue to utilize the same methods as the combined predecessor plan.

Attachment to 2013 Form 5500

Schedule SB, line 24 – Change in Actuarial Assumptions

Plan Name	Actuant Corporation Retirement Plan	**EIN:**	39-0168610
Plan Sponsor's Name	Actuant Corporation	**PN:**	001

Aspect of the Valuation	**Change in Actuarial Assumption**
Plan Expenses added to Target Normal Cost	Assumed plan-related expenses were updated to reflect anticipated 2013 plan-related expenses.
Mortality table	The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
Interest Rate	The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2011 to September 2012. The segment rates used to determine minimum funding requirements were revised by applying the corridors of MAP-21.