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

Form 10-K

(Mark One)

R ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended August 31, 2014

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to .

Commission file number 001-16583.

ACUITY BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

1170 Peachtree Street, N.E., Suite 2300, Atlanta, Georgia
(Address of principal executive offices)

58-2632672

(I.R.S. Employer Identification Number)

30309-7676
(Zip Code)

(404) 853-1400

(Registrant's telephone number, including area code)

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

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock (\$0.01 Par Value)	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by checkmark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-accelerated Filer Smaller Reporting Company
(Do not check if a smaller reporting company)

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

Based on the closing price of the Registrant's common stock of \$141.05 as quoted on the New York Stock Exchange on February 28, 2014, the aggregate market value of the voting stock held by nonaffiliates of the registrant was \$6,041,028,757.

The number of shares outstanding of the registrant's common stock, \$0.01 par value, was 43,253,118 shares as of October 27, 2014.

DOCUMENTS INCORPORATED BY REFERENCE

<u>Location in Form 10-K</u>	<u>Incorporated Document</u>
Part II, Item 5	Proxy Statement for 2014 Annual Meeting of Stockholders
Part III, Items 10, 11, 12, 13, and 14	Proxy Statement for 2014 Annual Meeting of Stockholders

ACUITY BRANDS, INC.

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PART I**Item 1. Business**

(\$ in millions, except per-share data and as indicated)

Overview

Acuity Brands, Inc. (“Acuity Brands”) is the parent company of Acuity Brands Lighting, Inc. (“ABL”) and other subsidiaries (Acuity Brands, ABL, and such other subsidiaries are collectively referred to herein as the “Company”), and was incorporated in 2001 under the laws of the State of Delaware. The Company is one of the world’s leading providers of lighting solutions for commercial, institutional, industrial, infrastructure, and residential applications throughout North America and select international markets. The Company’s lighting solutions include devices such as luminaires, lighting controls, lighting components, power supplies, prismatic skylights, light-emitting diode (“LED”) lamps, and integrated lighting systems for indoor and outdoor applications utilizing a combination of light sources, including daylight, and other devices controlled by software that monitors and manages light levels while optimizing energy consumption (collectively referred to herein as “lighting solutions”). As a goal-oriented, customer-centric company, we expect to continue to align the unique capabilities and resources of our organization to drive profitable growth through a keen focus on providing comprehensive and differentiated lighting solutions for our customers, driving world-class cost efficiency, and leveraging a culture of operational excellence through continuous improvement.

The Company manufactures or procures lighting devices primarily in North America, Europe, and Asia. These devices can be sold separately or as part of an integrated lighting system. Devices used in lighting systems vary significantly in terms of functionality and performance and are selected based on a customer’s specification, including the aesthetic desires and performance requirements for a given lighting application. The Company’s lighting solutions are marketed under numerous brand names, including Lithonia Lighting[®], Holophane[®], Peerless[®], Mark Architectural Lighting[™], Hydrel[®], American Electric Lighting[®], Gotham[®], Carandini[®], RELOC[®], Antique Street Lamps[™], Winona[®] Lighting, Synergy[®] Lighting Controls, Sensor Switch[®], Lighting Control & Design[™], Dark to Light[®], ROAM[®], Sunoptics[®], Axion[™] Controls, *acculamp*[®], Pathway Connectivity[™], Healthcare Lighting[®], and eldoLED[®]. As of August 31, 2014, the Company manufactures products in 14 facilities in North America and two facilities in Europe.

Principal customers include electrical distributors, retail home improvement centers, electric utilities, lighting showrooms, national accounts, and energy service companies located in North America and select international markets serving new construction, renovation, and maintenance and repair applications. In North America, the Company’s lighting solutions are sold primarily by independent sales agents, electrical wholesalers, and factory sales representatives who cover specific geographic areas and market channels. Products are delivered directly or through a network of distribution centers, regional warehouses, and commercial warehouses using both common carriers and a company-owned truck fleet. To serve international customers, the sales forces utilize a variety of distribution methods to meet specific individual customer or country requirements. In fiscal 2014, sales originated in North America accounted for approximately 98% of net sales. See the *Supplemental Disaggregated Information* footnote of the *Notes to Consolidated Financial Statements* for more information concerning the domestic and international net sales of the Company. The Company has one operating segment serving the North American lighting market and select international markets.

Industry Overview

Based on industry sources and government information, the Company estimates that in fiscal 2014 the size of the North American lighting market served by the Company (also referred to herein as “N.A. addressable lighting market”) was approximately \$14 billion and includes non-portable luminaires (as defined by the National Electrical Manufacturers Association), poles for outdoor lighting, emergency lighting fixtures, daylighting, lighting controls, LED drivers, and certain types of LED lamps. This market estimate is based on a combination of external industry data and internal estimates, and excludes portable and vehicular lighting fixtures and certain related lighting components, such as lighting ballasts and most lamps. The U.S. market, which represents approximately 80% of the North American market, is relatively fragmented.

The Company operates in a highly competitive industry that is affected by volatility from a number of general business and economic factors, such as gross domestic product growth, employment levels, credit availability, energy costs, and commodity costs. The Company’s market is based on residential and non-residential construction, both new and renovation and retrofit activity, which is sensitive to the volatility of these general economic factors. The Company is not aware of any data that accurately quantifies the split of the non-residential lighting market between new construction and renovation and retrofit activity; however, recent trends developed from industry sources and Company estimates suggest that renovation and retrofit activity represents a growing proportion of the total non-residential lighting market. Construction spending on infrastructure projects such as highways, streets, and urban developments has a material impact on the demand for the Company’s infrastructure-focused lighting solutions. Demand for the Company’s lighting solutions sold through certain retail channels is highly dependent on economic drivers, such as consumer spending and discretionary income, along with housing construction and home improvement spending.

A source of demand for the lighting industry is attributed to the renovation and retrofit of lighting systems in existing buildings. The Company estimates the potential market size of the installed base of U.S. lighting and lighting controls is significant (approximately \$300 billion) based on square footage of existing buildings, of which a majority represents potential space for relighting activities as they contain older, less efficient lighting systems.

The industry is influenced by the development of new lighting technologies, including solid-state lighting, electronic drivers, embedded lighting controls, and more effective optical designs and lamps; federal, state, and local requirements for updated energy codes; incentives by federal, state, and local municipal authorities, as well as utility companies, for using more energy-efficient lighting solutions; and design technologies addressing sustainability. The Company is a leading provider of lighting solutions based on these technologies and utilizes internally developed, licensed, or acquired intellectual property. The industry continues to experience competition from new entrants with a focus on new technology-based lighting devices and controls components.

Products

The Company offers a broad portfolio of indoor and outdoor lighting products and solutions for commercial, institutional, industrial, infrastructure, and residential applications. The portfolio of products and solutions of the Company includes lighting products utilizing fluorescent, LED, organic LED ("OLED"), high intensity discharge, metal halide, and incandescent light sources to illuminate an extensive number of applications as well as standalone and imbedded lighting control solutions from simple to sophisticated, wired and wireless. Lighting and controls products and solutions include the following: recessed, surface, and suspended lighting; downlighting; decorative lighting; emergency and exit lighting; track lighting; daylighting; special-use lighting; street and roadway lighting; parking garage lighting; underwater lighting; area pedestrian, flood, and decorative site lighting; landscape lighting; occupancy sensors; photocontrols; relay panels; architectural dimming panels; and integrated lighting controls systems.

The product and solutions portfolio of the Company also includes modular wiring, LED drivers, glass, and inverters sold primarily to original equipment manufacturers. In addition, the Company provides services across applications that primarily relate to monitoring and controlling lighting systems through network technologies and the commissioning of control systems.

Sales of lighting solutions, excluding services, accounted for approximately 99% of total consolidated net sales for Acuity Brands in fiscal 2014, 2013, and 2012.

Sales and Marketing

Sales. The Company sells lighting products and solutions to customers in the North American market utilizing numerous sales forces based on the channel served and geography. As of August 31, 2014, these sales forces consisted of approximately 280 company-employed salespeople and a network of approximately 170 independent sales agencies, each of which employs numerous salespeople. The Company also operates separate European sales forces, including independent international sales agencies, and an international sales group coordinating export sales outside of North America and Europe.

Marketing. The Company markets its portfolio and service capabilities to end users in multiple channels through a broad spectrum of marketing and promotional vehicles, including direct customer contact, trade shows, on-site training, print advertising in industry publications, product brochures and other literature, as well as the Internet and social media. The Company owns and operates training and display facilities in several locations throughout North America and Europe designed to enhance the lighting knowledge of customers and industry professionals.

Customers

Customers of the Company include electrical distributors, retail home improvement centers, electric utilities, utility distributors, national accounts, U.S. government and municipalities, lighting showrooms, original equipment manufacturers ("OEMs"), and energy service companies. In addition, there are a variety of other professionals who could represent a significant influence in the product specification process for any given project. These generally include building owners, federal, state, and local governments, contractors, engineers, architects, and lighting designers.

A single customer of the Company, The Home Depot, accounted for approximately 12% of net sales of the Company in fiscal 2014, 13% in fiscal 2013, and 10% in fiscal 2012. These sales include products for resale as well as for lighting its facilities. The loss of The Home Depot's business could temporarily adversely affect the Company's results of operations.

Manufacturing

The Company operates 16 manufacturing facilities, including eight facilities in the United States, five facilities in Mexico, two facilities in Europe, and one in Canada. The Company utilizes a blend of internal and outsourced manufacturing processes and capabilities to fulfill a variety of customer needs in the most cost-effective manner. Certain critical processes, such as reflector

forming and anodizing, high-end glass production, surface mount circuit board production, LED driver production, software development, and assembly are performed (not exclusively) at company-operated facilities, offering the ability to differentiate end-products through superior capabilities. Other critical components, such as lamps, LEDs, certain LED light engines, sockets, and ballasts are purchased primarily from outside vendors. The Company's investment in its production facilities is focused primarily on improving capabilities, product quality, and manufacturing efficiency as well as environmental, health, and safety compliance. The Company also utilizes contract manufacturing from U.S., Asian, and European sources for certain products. Additionally, the Company purchases certain finished goods, including poles, to complement its area lighting fixtures, as well as a variety of residential and commercial lighting equipment. Of total finished goods manufactured and purchased in fiscal 2014, the Company's U.S. operations produced approximately 25%; its Mexican operations produced approximately 53%; its European operations produced approximately 2%; and finished product manufactured by others accounted for approximately 20%.

Distribution

Lighting solutions are delivered directly from manufacturing facilities or through a network of strategically located distribution centers, regional warehouses, and commercial warehouses in North America using both common carriers and a company-owned truck fleet. For international customers, distribution methods are adapted to meet individual customer or country requirements.

Research and Development

Research and development ("R&D") is defined as the critical investigation aimed at discovery of new knowledge and the conversion of that knowledge into the design of a new product or significant improvement to an existing product. The Company's R&D efforts are targeted toward the development of lighting solutions with an ever-increasing performance-to-cost ratio and energy efficiency, while mutually beneficial relationships with LED, lamp, ballast, and power supply manufacturers are maintained to understand technology enhancements and incorporate them in the design of the Company's lighting solutions. R&D expenses consist of compensation, payroll taxes, employee benefits, materials, supplies, and other administrative costs, but do not include all new product development costs. For fiscal 2014, 2013, and 2012, research and development expense totaled \$35.3, \$32.7, and \$34.7, respectively.

Competition

The lighting market served by the Company is highly competitive, with some of the largest suppliers of lighting components also serving many of the same markets and competing for the same customers. Competition is based on numerous factors, including brand name recognition, product quality, features and benefits, product and lighting system design, energy efficiency, customer relationships, service capabilities, and price. The Company's largest competitors in the North American lighting market include the lighting divisions of Koninklijke Philips N.V., Eaton Corporation, Hubbell Incorporated, Schneider Electric, and Cree, Inc. The Company estimates that the largest publicly traded manufacturers (including Acuity Brands), which participate in varying degrees in the North American lighting market, have approximately half of the total market share. In addition to these large competitors, the Company also competes with hundreds of manufacturers of varying size.

The market for lighting solutions and services is competitive and continues to evolve. Certain global and more diversified electrical manufacturers may provide a broader product offering utilizing electrical, lighting, and building automation products. In addition, there have been a growing number of new competitors, from small startup companies to global consumer electronics companies, offering solid-state (primarily LED) lighting solutions.

Environmental Regulation

The operations of the Company are subject to numerous comprehensive laws and regulations relating to the generation, storage, handling, transportation, and disposal of hazardous substances, as well as solid and hazardous wastes, and to the remediation of contaminated sites. In addition, permits and environmental controls are required for certain of the Company's operations to limit air and water pollution, and these permits are subject to modification, renewal, and revocation by issuing authorities. On an ongoing basis, the Company allocates resources, including investments in capital and operating costs relating to environmental compliance. Environmental laws and regulations have generally become stricter in recent years, and federal, state, and local governments domestically and internationally are considering new laws and regulations, including those governing raw material composition, air emissions, end-of-life product dispositions, and energy-efficiency. The Company is not aware of any pending legislation or proposed regulation related to environmental issues that would have a material adverse effect on the Company. The cost of responding to future changes, however, may be substantial.

Raw Materials

The products produced by the Company require certain raw materials, including certain grades of steel and aluminum, electrical and electronic components, plastics, and other petroleum-based materials and components. In fiscal 2014, the Company purchased approximately 95,000 tons of steel and aluminum. The Company estimates that approximately 8% of purchased raw materials are petroleum-based. Additionally, the Company estimates that approximately four million gallons of diesel fuel were consumed in fiscal 2014 through the Company's distribution activities. The Company purchases most raw materials and other components on the open market and relies on third parties for providing certain finished goods. While these items are generally available from multiple sources, the cost of products sold may be affected by changes in the market price of raw materials, as well as disruptions in availability of raw materials, components, and sourced finished goods.

The Company does not currently engage in or expect to engage in significant commodity hedging transactions for raw materials, though the Company has and will continue to commit to purchase certain materials for a period of up to 12 months. Significant increases in the prices of the Company's products due to increases in the cost of raw materials and components could have a negative effect on demand for products and on profitability. While the Company has generally been able to pass along these increases in cost in the form of higher selling prices for its products, there can be no assurance that future disruptions in either supply or price of these materials will not negatively affect future results.

The Company monitors and investigates alternative suppliers and materials based on numerous attributes including quality, service, and price. The Company currently sources raw materials from a number of suppliers, but the Company's ongoing efforts to improve the cost effectiveness of its products and services may result in a reduction in the number of its suppliers. A reduction in the number of suppliers could cause increased risk associated with reliance on a single or limited number of suppliers for certain raw materials, component parts (such as LEDs, lamps, ballasts, and power supplies), and finished goods.

Backlog Orders

The Company produces and stocks quantities of inventory at key distribution centers and warehouses throughout North America and to a much lesser degree, certain European markets. The backlog of orders at any given time is affected by various factors, including seasonality, cancellations, sales promotions, production cycle times, and the timing of receipt and shipment of orders, which are usually shipped within a few weeks of order receipt. Accordingly, a comparison of backlog orders from period to period is not necessarily meaningful and may not be indicative of future shipments.

Patents, Licenses, and Trademarks

The Company owns or has licenses to use various domestic and foreign patents and trademarks related to its products, processes, and businesses. These intellectual property rights are important factors for its businesses. To protect these proprietary rights, the Company relies on copyright, patent, trade secret, and trademark laws. Despite these protections, unauthorized parties may attempt to infringe on the intellectual property of the Company. Management is not aware of any pending claims asserting that the Company does not have the right to use intellectual property that is material to the Company. While patents and patent applications in the aggregate are important to the competitive position of the Company, no single patent or patent application is individually material to the Company.

Seasonality and Cyclicity

The Company's business exhibits some seasonality, with net sales being affected by the impact of weather and seasonal demand on construction and installation programs, particularly during the winter months, as well as the annual budget cycles of major customers. Because of these seasonal factors, the Company has experienced, and generally expects to experience, its highest sales in the last two quarters of each fiscal year.

The Company's lighting solutions are sold to customers in both the new construction and renovation and retrofit markets for residential and non-residential applications. The construction market is cyclical in nature and subject to changes in general economic conditions. Sales volume has a major impact on the profitability of the Company. Economic downturns and the potential decline in key construction markets may have a material adverse effect on the net sales and operating income of the Company.

International Operations

The Company manufactures and assembles products at numerous facilities, some of which are located outside the United States. Approximately 68% of the products produced by the Company are manufactured outside the United States, primarily in Mexico and Europe. In addition, the Company sources certain finished goods from third parties with operations outside the United States, primarily in Asia.

Of the products produced by the Company, approximately 66% are manufactured at five facilities in Mexico. Most of these facilities are authorized to operate as Maquiladoras by the Ministry of Economy of Mexico. Maquiladora status allows the Company to import certain items from the United States into Mexico duty-free, provided that such items, after processing, are exported from Mexico within 18 months. Maquiladora status, which is renewed every year, is subject to various restrictions and requirements, including compliance with the terms of the Maquiladora program and other local regulations, which have become stricter in recent years.

During fiscal 2014, net sales initiated outside of the U.S. represented approximately 10% of total net sales. See the *Supplemental Disaggregated Information* footnote of the *Notes to Consolidated Financial Statements* for additional information regarding the geographic distribution of net sales, operating profit, and long-lived assets.

Information Concerning Acuity Brands

The Company makes its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K (and all amendments to these reports) and proxy statements, together with all reports filed pursuant to Section 16 of the Securities Exchange Act of 1934 by the Company's officers, directors, and beneficial owners of 10% or more of the Company's common stock, available free of charge through the "SEC Filings" link on the Company's website, located at www.acuitybrands.com, as soon as reasonably practicable after they are filed with or furnished to the SEC. Information included on the Company's website is not incorporated by reference into this Annual Report on Form 10-K. The Company's reports are also available at the Securities and Exchange Commission's Public Reference Room at 100 F. Street, NE, Washington, DC 20549 or on their website at www.sec.gov. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

Additionally, the Company has adopted a written Code of Ethics and Business Conduct that applies to all of the Company's directors, officers, and employees, including its principal executive officer and senior financial officers. The Code of Ethics and Business Conduct and the Company's Corporate Governance Guidelines are available free of charge through the "Corporate Governance" link on the Company's website. Any amendments to, or waivers of, the Code of Ethics and Business Conduct for our principal executive officer and senior financial officers will be disclosed on our website promptly following the date of such amendment or waiver. Additionally, the Statement of Responsibilities of Committees of the Board and the Statement of Rules and Procedures of Committees of the Board, which contain the charters for the Company's Audit Committee, Compensation Committee, and Governance Committee, and the rules and procedures relating thereto, are available free of charge through the "Corporate Governance" link on the Company's website. Each of the Code of Ethics and Business Conduct, the Corporate Governance Guidelines, the Statement of Responsibilities of Committees of the Board, and the Statement of Rules and Procedures of Committees of the Board is available in print to any stockholder of the Company that requests such document by contacting the Company's Investor Relations department.

Employees

Acuity Brands employs approximately 7,000 people, of which approximately 3,300 are employed in the United States, approximately 3,400 in Mexico, and approximately 300 in other international locations, including Europe, Canada, and the Asia/Pacific region. Union recognition and collective bargaining arrangements are in place or in process, covering approximately 4,500 persons (including approximately 1,400 in the United States). Union recognition and collective bargaining arrangements covering approximately 3,300 persons will expire within the next fiscal year. The Company believes that it has a good relationship with both its unionized and non-unionized employees.

Item 1a. Risk Factors

This filing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. A variety of risks and uncertainties could cause Acuity Brands' actual results to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. See "*Cautionary Statement Regarding Forward-Looking Information*" included in *Management's Discussion and Analysis of Financial Condition and Results of Operations*. These risks include, without limitation:

Risks Related to Economic Factors

General business, political, and economic conditions, including the strength of the construction market, political events, or other factors may affect demand for the Company's products and services, which could impact results of operations.

The Company competes based on such factors as name recognition and reputation, service, product features, innovation, and price. In addition, the Company operates in a highly competitive environment that is influenced by a number of general business and economic factors, such as economic vitality, employment levels, credit availability, interest rates, trends in vacancy rates and rent values, energy costs, and commodity costs. Sales of lighting equipment depend significantly on the level of activity in new construction and renovation/retrofits. Declines in general economic activity, appropriations, and regulations, including tax policy, may negatively impact new construction and renovation projects, which in turn may impact demand for the Company's product and service offerings. The impact of these factors could adversely affect the Company's financial position, results of operations, and cash flows.

Acuity Brands' results may be adversely affected by fluctuations in the cost or availability of raw materials, components, purchased finished goods, or services.

The Company utilizes a variety of raw materials and components in its production process including steel, aluminum, lamps, certain rare earth materials, LEDs, LED drivers, ballasts, wire, electronic components, power supplies, petroleum-based by-products, natural gas, and copper. The Company also sources certain finished goods externally. Future increases in the costs of these items could adversely affect profitability, as there can be no assurance that future price increases will be successfully passed through to customers. The Company generally sources these goods from a number of suppliers. However, there are a limited number of suppliers for certain components and certain purchased finished goods, which on a limited basis results in sole-source supplier situations. Disruptions in the supply of those items could negatively impact the Company's performance. In addition, the Company's ongoing efforts to improve the cost effectiveness of its products and services may result in a reduction in the number of its suppliers, and in turn, increased risk associated with reliance on a single or limited number of suppliers. Furthermore, volatility in certain commodities, such as oil, impacts all suppliers and, therefore, may cause the Company to experience significant price increases from time to time regardless of the number and availability of suppliers. Profitability and volume could be negatively impacted by limitations inherent within the supply chain of certain of these component parts, including competitive, governmental, and legal limitations, natural disasters, and other events that could impact both supply and price. Additionally, the Company is dependent on certain service providers for key operational functions. While there are a number of suppliers of these services, the cost to change service providers and set up new processes could be significant. Variability in cost and availability of raw materials, components, purchased finished goods, or services could adversely affect the Company's financial position, results of operations, and cash flows.

Tight credit conditions could impair the ability of the Company and other industry parties to effectively access capital markets, which could negatively impact the Company's capital position and demand for the Company's products and services.

The impact of tight credit conditions could impair the ability of real estate developers, property owners, and contractors to effectively access capital markets or obtain reasonable costs of capital on borrowed funds, resulting in depressed levels of construction and renovation projects. The inability of these constituents to borrow money to fund construction and renovation projects may reduce the demand for the Company's products and services and could adversely affect the Company's financial position, results of operations, and cash flows.

In addition to the impact on customers, tight credit conditions could impair the Company's ability to effectively access capital. This could impair the Company's ability to refinance debt as it becomes due or to obtain additional credit, if needed. The inability to effectively access capital markets could adversely affect the Company's financial position, results of operations, and cash flows.

The market price and trading volume of the Company's shares may be volatile.

The market price of the Company's common shares could fluctuate significantly for many reasons, including reasons unrelated to the Company's specific performance, such as reports by industry analysts, investor perceptions, or negative announcements by

customers, competitors, or suppliers regarding their own performance, as well as general global economic, industry, and political conditions. To the extent that other large companies within the Company's industry experience declines in share price, the Company's share price may decline as well. In addition, when the market price of a company's shares drops significantly, shareholders could institute securities class action lawsuits against the Company. Such a lawsuit could cause the Company to incur substantial costs and could divert the time and attention of the Company's management and other resources.

Risks Related to the Company's Strategy

Acuity Brand's results may be adversely affected by the Company's inability to maintain pricing.

Aggressive pricing actions by competitors may affect the Company's ability to achieve desired revenue growth and profitability levels under its current pricing strategies. The Company may also decide to lower pricing to match the competition. Additionally, the Company may not be able to increase prices to cover rising costs of components and raw materials. Even if the Company were able to increase prices to cover costs, competitive pricing pressures may not allow the Company to pass on any more than the cost increases. Alternatively, if component and raw material costs were to decline, the marketplace may not allow the Company to hold prices at their current levels, which could negatively impact net sales, profitability, and cash flows.

Acuity Brands may experience difficulties in streamlining activities which could impact shipments to customers, product quality, and the ability to realize the expected savings from streamlining actions.

The Company will benefit from its ongoing programs to streamline operations, including the consolidation of certain manufacturing facilities and the reduction of overhead costs, only to the extent that it can effectively leverage assets, personnel, and operating processes in the transition of production between manufacturing facilities. Uncertainty is inherent within the facility consolidation process and unforeseen circumstances could offset the anticipated benefits, disrupt service to customers, and impact product quality.

The Company's inability to effectively introduce new products could adversely affect its ability to compete and its operating performance.

Continual introductions of new products and solutions, services, and technologies, enhancement of existing products and services, and effective servicing of customers are key to the Company's competitive strategy. The success of new product and solution introductions depends on a number of factors, including, but not limited to, timely and successful product development, market acceptance, the Company's ability to manage the risks associated with product life cycles, such as new products and production capabilities, the effective management of purchase commitments and inventory levels to support anticipated product manufacturing and demand, the availability of products in appropriate quantities and costs to meet anticipated demand, and the risk that new products may have quality or other defects in the early stages of introduction. Accordingly, the Company cannot fully predict the ultimate effect of new product introductions and transitions on the Company's business, financial condition, results of operations, and cash flows.

Acuity Brands may pursue future growth through strategic acquisitions and alliances, which may not yield anticipated benefits.

The Company has strengthened its business through strategic acquisitions and alliances and may continue to do so as opportunities arise in the future. The Company will benefit from such activity only to the extent that it can effectively leverage and integrate the assets of the acquired businesses and alliances, including, but not limited to, personnel, technology, and operating processes. Uncertainty is inherent within the acquisition and alliance process and unforeseen circumstances arising from recent and future acquisitions or alliances could offset the anticipated benefits. In addition, unanticipated events, negative revisions to valuation assumptions and estimates, and/or difficulties in attaining synergies, among other factors, could adversely affect the Company's ability to recover initial and subsequent investments, particularly those related to acquired goodwill and intangible assets. Any of these factors could have a material adverse effect on the Company's financial condition, results of operations, and cash flows. In addition, an investment in acquisitions or alliances may limit the Company's ability to invest in other activities, which could be more profitable or advantageous.

The risks associated with the inability to effectively execute its strategies could adversely affect the Company's financial condition and results of operations.

Various uncertainties and risks are associated with the implementation of a number of aspects of the Company's global business strategy, including but not limited to new product development, the development, marketing, and selling of lighting solutions, effective integration of acquisitions, and the development of production capacity related to components such as LED drivers. Those uncertainties and risks include, but are not limited to: diversion of management's attention; difficulty in retaining or attracting employees; negative impact on relationships with distributors and customers; obsolescence of current products and slow new product development; additional streamlining efforts; inability to produce certain components with quality, performance,

and cost attributes equal to or better than provided by other component manufacturers; and unforeseen difficulties in the implementation of the management operating structure. Problems with strategy execution could offset anticipated benefits, disrupt service to customers, and impact product quality as well as adversely affect the Company's financial condition and results of operations.

Risks Related to the Company's Operations

Technological developments and increased competition could affect the Company's operating profit margins and sales volume.

The Company competes in an industry where technology and innovation play major roles in the competitive landscape. The Company is highly engaged in the investigation, development, and implementation of new technologies and services. Securing key partnerships and alliances as well as employee talent, including having access to technologies, services, and solutions developed by others, and obtaining appropriate patents play a significant role in protecting the Company's intellectual property and development activities. Additionally, the continual development of new technologies (e.g., LED, OLED, lamp/ballast systems, drivers, lighting controls systems, etc.) by existing and new source suppliers — including non-traditional competitors with significant resources — looking for either direct market access or partnerships with competing large manufacturers, coupled with significant associated exclusivity and/or patent activity, could adversely affect the Company's ability to sustain operating profit margins and desirable levels of sales volume. Also, certain key suppliers of components compete with the Company and could choose to cease supplying the Company, which could temporarily disrupt production by the Company until alternative supplier relationships are established. In addition, there have been a growing number of new competitors, from small startup companies to global consumer electronics companies, offering solid-state (primarily LED) lighting solutions to compete with traditional lighting providers. Certain global and more diversified electrical manufacturers may be able to obtain a competitive advantage over the Company by offering broader and more integrated electrical solutions utilizing electrical, lighting, and building automation products, and small startup companies may offer more localized product sales and support services within individual regions, which could have a material adverse effect on the Company's business, financial condition, results of operations, and cash flows.

Acuity Brands may be unable to sustain significant customer and/or channel partner relationships.

Relationships with customers, including The Home Depot which historically has represented approximately 10% or more of the Company's total net sales, are directly impacted by the Company's ability to deliver quality products and services. The loss of or a substantial decrease in the volume of purchases by The Home Depot could harm the Company's sales, profitability, and cash flows. The Company also has relationships with channel partners such as electrical distributors and independent sales agencies. While the Company has experienced positive, and in most cases long-term, relationships with these channel partners, the loss of a number of these channel partners or a substantial decrease in the volume of purchases from a major channel partner or a group of channel partners could adversely affect the Company's sales, profitability, and cash flows.

Acuity Brands could be adversely affected by disruptions of its operations.

The breakdown of equipment or other events, including labor disputes, strikes, pandemics, cyber attacks, or catastrophic events such as war or natural disasters, leading to production interruptions in the Company's or one or more of its suppliers' facilities could have a material adverse effect on the Company's financial results and cash flows. Approximately 53% of the Company's finished products are manufactured in Mexico, a country that periodically experiences heightened civil unrest which could also disrupt supply of products to or from these facilities. Further, because many of the Company's customers are to varying degrees dependent on planned deliveries from the Company's facilities, those customers that have to reschedule their own production or delay opening a facility due to the Company's missed deliveries could pursue financial claims against the Company. The Company may incur costs to correct any of these problems in addition to facing claims from customers. Further, the Company's reputation among actual and potential customers may be harmed and result in a loss of business. While the Company has developed business continuity plans, including alternative capacity, to support responses to such events or disruptions and maintains insurance policies covering, among other things, physical damage and business interruptions, these policies may not cover all losses. The Company could incur uninsured losses and liabilities arising from such events, including damage to its reputation, loss of customers, and substantial losses in operational capacity, any of which could have a material adverse effect on its financial condition, results of operations, and cash flows.

Failure of a Company operating or information system or a compromise of security with respect to an operating or information system or portable electronic device could adversely affect the Company's results of operations and financial condition or the effectiveness of internal controls over operations and financial reporting.

The Company is highly dependent on various software and automated systems to record and process operational and financial transactions. The Company could experience a failure of one or more of these software and automated systems or could fail to complete all necessary data reconciliation or other conversion controls when implementing a new software system. The Company

could also experience a compromise of its security due to many reasons, including technical system flaws, clerical, data input or record-keeping errors, or tampering or manipulation of its systems by employees or unauthorized third parties. Information security risks also exist with respect to the use of portable electronic devices, such as laptops and smartphones, which are particularly vulnerable to loss and theft. The Company may also be subject to disruptions of any of these systems arising from events that are wholly or partially beyond its control (for example, natural disasters, acts of terrorism, cyber attacks, epidemics, computer viruses, and electrical/telecommunications outages). All of these risks are also applicable where the Company relies on outside vendors to provide services, which may operate in a cloud environment. The Company is dependent on the third-party vendors to operate secure and reliable systems which may include data transfers over the internet.

The Company also maintains information technology to support lighting controls systems in certain of its customer offerings, which are integral to the functionality of those integrated systems. In addition to the risks noted above, there are other risks associated with these customer offerings. Customers may be installing software on their networks and utilizing portable electronic devices, which may have security protocol variations that are outside of the Company's control and could result in a data security compromise.

The Company and certain of its third-party vendors may receive and store personal information in connection with human resources operations, customer offerings, and other aspects of the business. A material network breach in the security of these systems could include the theft of intellectual property, trade secrets, or employee and customer information. To the extent that any disruption or security breach results in a loss or damage to the Company's data, or an inappropriate disclosure of confidential or customer or employee information, it could cause significant damage to the Company's reputation, affect relationships with the Company's customers and employees, lead to claims against the Company, and ultimately harm the Company's business. In addition, the Company may be required to incur significant costs to protect against damage caused by these disruptions or security breaches in the future.

Operating system failures, ineffective system implementation or disruptions, or the compromise of security with respect to internal or external operating systems or portable electronic devices could subject the Company to liability claims, harm the Company's reputation, interrupt the Company's operations, disrupt customer operations, and adversely affect the Company's internal control over financial reporting, business, financial condition, results of operations, or cash flows.

The inability to attract and retain talented employees and/or a loss of key employees could adversely impact the effectiveness of the Company's operations.

The Company relies upon the knowledge and experience of employees involved in functions throughout the organization that require technical expertise and knowledge of the industry. An inability to attract and retain such employees could adversely impact the Company's ability to execute key operational functions and could adversely affect the Company's operations.

There are inherent risks in our solutions and services businesses.

Risks inherent in the sale of solutions and services include assuming greater responsibility for successfully delivering projects that meet a particular customer specification, including defining and controlling contract scope and timing, efficiently executing projects, and managing the performance and quality of the Company's subcontractors and suppliers. If the Company is unable to manage and mitigate these risks, the Company could incur liabilities and other losses that would adversely affect the Company's results of operations.

Risks Related to Legal and Regulatory Matters

Acuity Brands is subject to a broad range of environmental, health, and safety laws and regulations in the jurisdictions in which it operates, and the Company may be exposed to substantial environmental, health, and safety costs and liabilities.

The Company is subject to a broad range of environmental, health, and safety laws and regulations in the jurisdictions in which the Company operates. These laws and regulations impose increasingly stringent environmental, health, and safety protection standards and permitting requirements regarding, among other things, air emissions, wastewater storage, treatment, and discharges, the use and handling of hazardous or toxic materials, waste disposal practices, the remediation of environmental contamination, and working conditions for the Company's employees. Some environmental laws, such as Superfund, the Clean Water Act, and comparable laws in U.S. states and other jurisdictions world-wide, impose joint and several liability for the cost of environmental remediation, natural resource damages, third party claims, and other expenses, without regard to the fault or the legality of the original conduct, on those persons who contributed to the release of a hazardous substance into the environment. The Company may also be affected by future laws or regulations, including those imposed in response to energy, climate change, geopolitical, or similar concerns. These laws may impact the sourcing of raw materials and the manufacture and distribution of the Company's products and place restrictions and other requirements on the products the Company can sell in certain geographical locations.

The costs of complying with these laws and regulations, including participation in assessments and remediation of contaminated sites and installation of pollution control capabilities, have been, and in the future could be, significant. In addition,

these laws and regulations may result in substantial environmental liabilities associated with divested assets, third party locations, and past activities. The Company establishes reserves for environmental remediation activities and liabilities where appropriate. However, the cost of addressing environmental matters (including the timing of any charges related thereto) cannot be predicted with certainty, and these reserves may not ultimately be adequate, especially in light of potential changes in environmental conditions, changing interpretations of laws and regulations by regulators and courts, the discovery of previously unknown environmental conditions, the risk of governmental orders to carry out additional compliance on certain sites not initially included in remediation in progress, the Company's potential liability to remediate sites for which provisions have not previously been established, and the adoption of more stringent environmental laws. Such future developments could result in increased environmental costs and liabilities and could require significant capital and other ongoing expenditures, any of which could have a material adverse effect on the Company's financial condition or results of operations. In addition, the presence of environmental contamination at the Company's properties could adversely affect its ability to sell a property, receive full value for a property, or use a property as collateral for a loan.

Acuity Brands may develop unexpected legal contingencies or matters that exceed insurance coverage.

The Company is subject to and in the future may be subject to various claims, including legal claims arising in the normal course of business, which may include without limitation employment claims, product recall or personal injury claims resulting from the use of our products or exposure to hazardous materials, contract disputes, intellectual property disputes, and product liability claims. The Company is insured up to specified limits for certain types of losses with a self-insurance retention per occurrence, including product liability claims, and is fully self-insured for certain other types of losses, including environmental, product recall, warranties, commercial disputes, and patent infringement. The Company establishes reserves for legal claims when the costs associated with the claims become probable and can be reasonably estimated. The actual costs of resolving legal claims may be substantially higher or lower than the level of insurance coverage held by the Company and/or the amounts reserved for such claims. In the event of unexpected future developments, it is possible that the ultimate resolutions of such matters, if unfavorable, could have a material adverse effect on the Company's results of operations, financial position, or cash flows. The Company's insurance coverage is negotiated on an annual basis, and insurance policies in the future may have coverage exclusions that could cause claim-related costs to rise.

If Acuity Brands' products are improperly designed, manufactured, packaged, or labeled, the Company may need to recall those items, may have increased warranty costs, and could be the target of product liability claims.

The Company may need to recall products if they are improperly designed, manufactured, packaged, or labeled, and the Company does not maintain insurance for such recall events. Many of the Company's products and solutions have become more complex in recent years and include more sophisticated and sensitive electronic components. The Company has increasingly manufactured certain of those components and products in its own facilities. The Company has previously initiated product recalls as a result of potentially faulty components, assembly, installation, and packaging of its products, and widespread product recalls could result in significant losses due to the costs of a recall, the destruction of product inventory, penalties, and lost sales due to the unavailability of a product for a period of time. In addition, products developed by the Company that incorporate new technologies, such as LED technology, generally provide for more extensive warranty protection which may result in higher costs if warranty claims on these products are higher than historical amounts. The Company may also be liable if the use of any of its products causes harm, and could suffer losses from a significant product liability judgment against the Company in excess of its insurance limits. The Company may not be able to obtain indemnity or reimbursement from its suppliers or other third parties for the warranty costs or liabilities associated with its products. A significant product recall, warranty claim, or product liability case could also result in adverse publicity, damage to the Company's reputation, and a loss of consumer confidence in its products, which could have a material adverse effect on the Company's business, financial condition, results of operations, and cash flows.

Failure to effectively estimate employer-sponsored health insurance premiums and incremental costs due to the Affordable Care Act could materially and adversely affect the Company's financial condition, results of operations, and cash flows.

In March 2010, the United States federal government enacted comprehensive health care reform legislation, which, among other things, includes guaranteed coverage requirements, eliminates pre-existing condition exclusions and annual and lifetime maximum limits, restricts the extent to which policies can be rescinded, and imposes new taxes on health insurers, self-insured companies, and health care benefits. The legislation imposes implementation effective dates that began in 2010 and extend through 2020 with many of the changes requiring additional guidance and regulations from federal agencies. Possible adverse effects could include increased costs, exposure to expanded liability, and requirements for the Company to revise the ways in which healthcare and other benefits are provided to employees. To date, the Company has experienced increased costs related to such legislation; however, due to the phased-in nature of the implementation and the lack of interpretive guidance, the Company continues to monitor the potential impacts the health care reform legislation will have on the Company's financial results. Future costs could have a material adverse effect on the Company's financial condition, results of operations, and cash flows.

The Company may not be able to adequately protect its intellectual property.

The Company owns certain patents, trademarks, copyrights, trade secrets, and other intellectual property. In addition, the Company continues to file patent applications, when appropriate. The Company cannot be certain that others have not and will not infringe on its intellectual property rights; however, the Company seeks to establish and protect those rights, which could result in significant legal expenses and adversely affect the Company's financial condition and results of operations.

Compliance with new reporting requirements related to the use of conflict minerals, within the meaning of the Dodd-Frank Wall Street Reform and Consumer Protection Act, may result in additional expense, supply chain limitations, or loss of customers.

In July 2010, the United States federal government enacted the Dodd-Frank Wall Street Reform and Consumer Protection Act, which contained provisions that mandated the creation of rules by the SEC for public companies to ascertain the region of origin of conflict minerals (i.e., cassiterite, wolframite, coltan, and gold) used in the production of goods. In August 2012, the SEC adopted new rules requiring disclosures of conflict minerals that are necessary to the functionality or production of products manufactured or contracted to be manufactured by public companies. The new rule requires companies to perform due diligence and disclose through the issuance of a report whether or not such minerals originate from the Democratic Republic of Congo or an adjoining country. The new rule could affect sourcing at competitive prices and availability in sufficient quantities of certain minerals used in the manufacture of the Company's products, including tantalum, tin, tungsten, and gold. The number of suppliers who provide conflict-free minerals may be limited, which could have an adverse effect on the Company's ability to source these products in the future. In addition, due to the complexity and sophistication of the Company's supply chain, compliance with the rules requires significant efforts from a cross-functional project team, including identifying and contacting the Company's suppliers (who in turn may be required to contact their suppliers), compiling and documenting the findings, and possibly providing for an independent third party audit. Therefore, costs attributable to compliance with the disclosure requirements of the SEC's new rules will be incurred and could be material. In addition, pressure from customers for more information or due diligence could result in increased costs or potentially the loss of certain customers. Jurisdictions other than the U.S. federal government, such as U.S. states and the European Union, may adopt similar rules and regulations, which could have different reporting requirements or timelines. The costs of compliance, including those related to supply chain research, unexpected consequences to the Company's reputation or customer relationships, the limited number of suppliers, and possible changes in the sourcing of these materials could adversely affect the Company's results of operations and cash flows.

Risks Related to Other Factors

The Company may be subject to risk in connection with third party relationships necessary to operate the Company's business.

The Company utilizes strategic partners and third party relationships in order to operate and grow its business. For instance, the Company utilizes third parties for contract manufacturing for certain products, a portion of its sales function and some of its distribution requirements. The Company cannot control the actions or performance of these third parties and therefore, cannot be certain that the Company or its end-users will be satisfied. Any future actions of or any failure to act by any third party on which the Company's business relies could cause the Company to incur losses or interruptions in its operations and adversely affect the Company's financial condition and results of operations.

Acuity Brands is subject to risks related to operations outside the United States.

The Company has substantial activities outside of the United States, including sourcing of products, materials, components and purchased finished goods. The Company's operations, as well as those of key vendors, are therefore subject to regulatory, economic, political, military, and other events in countries where these operations are located, particularly Mexico. In addition to the risks that are common to both the Company's domestic and international operations, the Company faces risks specifically related to its foreign operations, including but not limited to: foreign currency fluctuations; unstable political, social, regulatory, economic, financial, and market conditions; laws that prohibit improper payments to government officials such as the Foreign Corrupt Practices Act and the U.K. Bribery Act; potential for privatization and other confiscatory actions; trade restrictions and disruption; criminal activities; unforeseen increases in tariffs and taxes; corruption; and other changes in regulation in international jurisdictions that could result in substantial additional legal or compliance obligations for the Company. The Company continues to monitor conditions affecting its international locations, including potential changes in income from a strengthening or weakening in foreign exchange rates in relation to the U.S. dollar. Some of these risks, including but not limited to foreign exchange risk, violations of laws, and higher costs associated with changes in regulation, could have a material adverse effect on the Company's business, financial condition, results of operations, and cash flows.

Risks related to the Company's defined benefit retirement plans may adversely impact results of operations and cash flows.

Significant changes in actual investment returns on defined benefit plan assets, discount rates, and other factors could adversely affect the Company's results of operations and the amount of contributions the Company is required to make to the defined benefit plans in future periods. As the Company's defined benefit plan assets and liabilities are marked-to-market on an annual basis, large non-cash gains or losses could be recorded in the fourth quarter of each fiscal year. In accordance with United States generally accepted accounting principles the income or expense for the plans is calculated using actuarial valuations. These valuations reflect assumptions about financial markets and interest rates, which may change based on economic conditions. Funding requirements for the defined benefit plans are dependent upon, among other things, interest rates, underlying asset returns, and the impact of legislative or regulatory changes related to defined benefit funding obligations. Unfavorable changes in these factors could have an adverse effect on the Company's financial position, results of operations, and cash flows.

Item 1b. *Unresolved Staff Comments*

None.

Item 2. *Properties*

The general corporate offices of Acuity Brands are located in Atlanta, Georgia. Because of the diverse nature of operations and the large number of individual locations, it is neither practical nor meaningful to describe each of the operating facilities owned or leased by the Company. The following listing summarizes the significant facility categories:

Nature of Facilities	Owned	Leased
Manufacturing Facilities	9	7
Warehouses	—	3
Distribution Centers*	2	5
Offices	4	15

* The majority of the Distribution Centers also have certain manufacturing and assembly capabilities.

The following table provides additional geographic information related to Acuity Brands' manufacturing facilities:

	United States	Mexico	Europe	Canada	Total
Owned	4	4	1	—	9
Leased	4	1	1	1	7
Total	8	5	2	1	16

None of the individual properties of Acuity Brands is considered to have a value that is significant in relation to the assets of Acuity Brands as a whole. Though a loss at certain facilities could have an impact on the Company's ability to serve the needs of its customers, the Company believes that the financial impact would be partially mitigated by various insurance programs in place as well as capacity contingencies developed as part of an enterprise-wide contingency plan. Acuity Brands believes that its properties are well maintained and in good operating condition and that its properties are suitable and adequate for its present needs. The Company believes that it has additional capacity available at most of its production facilities and that it could increase production without substantial capital expenditures. As noted above, initiatives related to enhancing the global supply chain may continue to result in the consolidation of certain manufacturing facilities.

Item 3. *Legal Proceedings*

General

Acuity Brands is subject to various legal claims arising in the normal course of business, including, but not limited to, patent infringement, product liability claims, and employment matters. Acuity Brands is self-insured up to specified limits for certain types of claims, including product liability, and is fully self-insured for certain other types of claims, including environmental, product recall, and patent infringement. Based on information currently available, it is the opinion of management that the ultimate resolution of pending and threatened legal proceedings will not have a material adverse effect on the financial condition, results of operations, or cash flows of Acuity Brands. However, in the event of unexpected future developments, it is possible that the ultimate resolution of any such matters, if unfavorable, could have a material adverse effect on the financial condition, results of operations, or cash flows of Acuity Brands in future periods. Acuity Brands establishes reserves for legal claims when the costs associated with the claims become probable and can be reasonably estimated. The actual costs of resolving legal claims may be substantially higher than the amounts reserved for such claims. However, the Company cannot make a meaningful estimate of actual costs to be incurred that could possibly be higher or lower than the amounts reserved.

Environmental Matters

The operations of the Company are subject to numerous comprehensive laws and regulations relating to the generation, storage, handling, transportation, and disposal of hazardous substances, as well as solid and hazardous wastes, and to the remediation of contaminated sites. In addition, permits and environmental controls are required for certain of the Company's operations to limit air and water pollution, and these permits are subject to modification, renewal, and revocation by issuing authorities. On an ongoing basis, Acuity Brands invests capital and incurs operating costs relating to environmental compliance. Environmental laws and regulations have generally become stricter in recent years. The cost of responding to future changes may be substantial. Acuity Brands establishes reserves for known environmental claims when the costs associated with the claims become probable and can be reasonably estimated. The actual cost of environmental issues may be substantially higher than that reserved due to difficulty in estimating such costs.

PART II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

The common stock of Acuity Brands, Inc. ("Acuity Brands" or the "Company") is listed on the New York Stock Exchange under the symbol "AYI". At October 27, 2014, there were 2,997 stockholders of record. The following table sets forth the New York Stock Exchange high and low sale prices and the dividend payments for Acuity Brands' common stock for the periods indicated.

	Price per Share		Dividends per Share
	High	Low	
2013			
First Quarter	\$69.46	\$57.42	\$0.13
Second Quarter	\$73.48	\$62.39	\$0.13
Third Quarter	\$79.16	\$65.99	\$0.13
Fourth Quarter	\$89.57	\$72.34	\$0.13
2014			
First Quarter	\$106.33	\$83.61	\$0.13
Second Quarter	\$143.54	\$99.16	\$0.13
Third Quarter	\$146.28	\$116.77	\$0.13
Fourth Quarter	\$138.46	\$104.69	\$0.13

The indicated annual dividend rate on the Company's common stock is \$0.52 per share. However, all decisions regarding the declaration and payment of dividends are at the discretion of the Board of Directors of the Company (the "Board") and will be evaluated regularly in light of the Company's financial condition, earnings, growth prospects, funding requirements, applicable law, and any other factors that the Board deems relevant. The information required by this item with respect to equity compensation plans is included under the caption *Equity Compensation Plans* in the Company's proxy statement for the annual meeting of stockholders to be held January 7, 2015, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A, and is incorporated herein by reference.

Issuer Purchases of Equity Securities

In September 2011, the Board authorized the repurchase of two million shares of the Company's outstanding common stock. None of the Company's outstanding common stock has been repurchased under the current plan; therefore, the maximum number of shares that may yet be purchased under the program equals two million.

Depending on market conditions, shares may be repurchased from time to time at prevailing market prices through open market or privately negotiated transactions. No date has been established for the completion of the share repurchase program and the Company is not obligated to repurchase any shares. Subject to applicable corporate securities laws, repurchases may be made at such times and in such amounts as management deems appropriate. Repurchases under the program can be discontinued at any time management feels additional repurchases are not warranted.

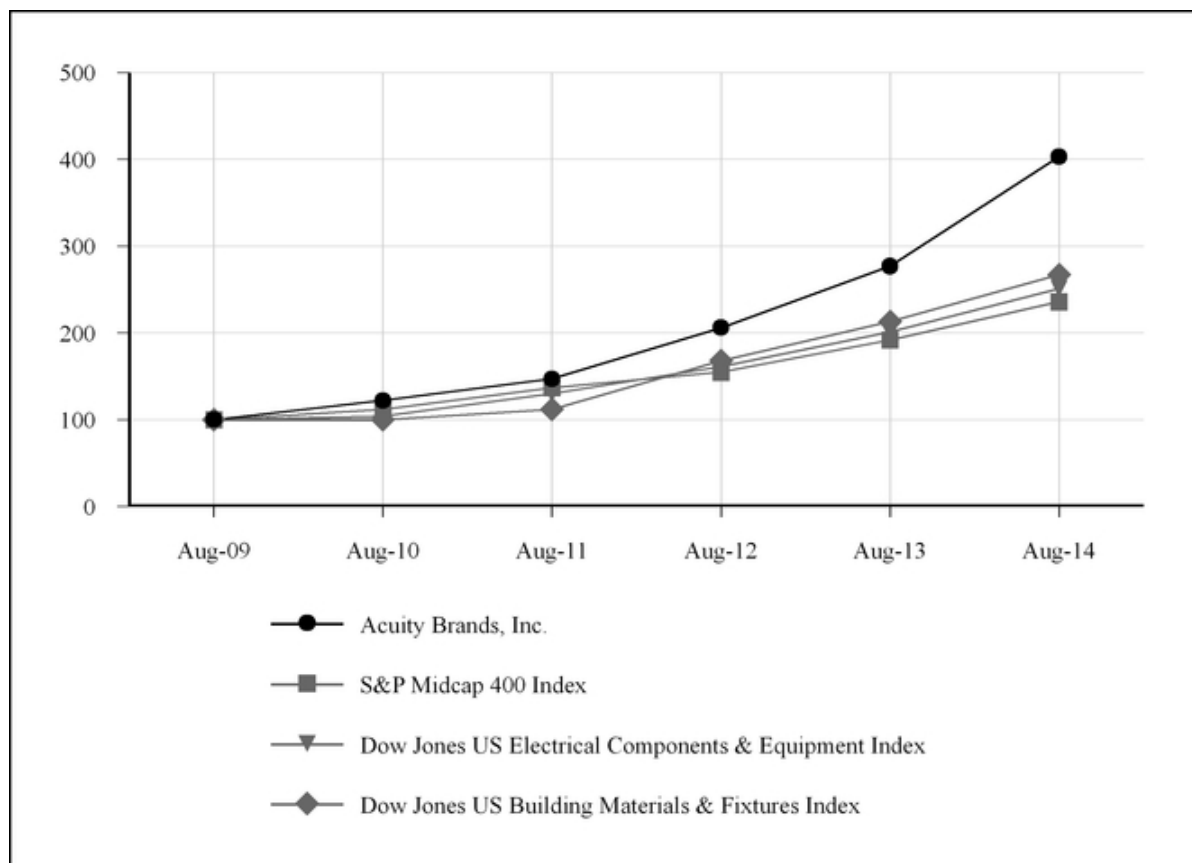
Company Stock Performance

The following information in this Annual Report on Form 10-K is not deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C under the Exchange Act or to the liabilities of Section 18 of the Exchange Act, and will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent specifically incorporated by reference into such filing.

The following graph compares the cumulative total return to shareholders on the Company’s outstanding stock during the five years ended August 31, 2014, with the cumulative total returns of the Standard & Poor’s (“S&P”) MidCap 400 Index, the Dow Jones U.S. Electrical Components & Equipment Index, and the Dow Jones U.S. Building Materials & Fixtures Index. The Company is a component of both the S&P Midcap 400 Index and Dow Jones U.S. Building Materials & Fixtures Index. The Dow Jones U.S. Electrical Components & Equipment Index is also included in the following graph as the parent companies of several major lighting companies are included in the index.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN*

Among Acuity Brands, Inc., the S&P Midcap 400 Index,
the Dow Jones US Electrical Components & Equipment Index,
and the Dow Jones US Building Materials & Fixtures Index



*Assumes \$100 invested on August 31, 2009 in stock or index, including reinvestment of dividends.

	Aug-09	Aug-10	Aug-11	Aug-12	Aug-13	Aug-14
Acuity Brands, Inc.	\$ 100	\$ 122	\$ 147	\$ 206	\$ 277	\$ 403
S&P Midcap 400 Index	\$ 100	\$ 112	\$ 137	\$ 155	\$ 192	\$ 236
Dow Jones US Electrical Components & Equipment Index	\$ 100	\$ 104	\$ 130	\$ 161	\$ 201	\$ 251
Dow Jones US Building Materials & Fixtures Index	\$ 100	\$ 100	\$ 112	\$ 168	\$ 213	\$ 267

Item 6. Selected Financial Data

The following table sets forth certain selected consolidated financial data of Acuity Brands which has been derived from the *Consolidated Financial Statements* for each of the five years in the period ended August 31, 2014. The Company completed the spin-off of its specialty products business (the "Spin-off"), Zep Inc., on October 31, 2007. The Company incurred a \$0.6 million gain from discontinued operations during fiscal 2010 due to revisions of estimates of certain legal reserves established at the time of the Spin-off. This historical information may not be indicative of the Company's future performance. The information set forth below should be read in conjunction with *Management's Discussion and Analysis of Financial Condition and Results of Operations* and the *Consolidated Financial Statements* and the notes thereto.

	Years Ended August 31,				
	2014 ⁽¹⁾	2013 ⁽²⁾	2012 ⁽³⁾	2011	2010 ⁽⁴⁾
	(In millions, except per-share data)				
Net sales	\$ 2,393.5	\$ 2,089.1	\$ 1,933.7	\$ 1,795.7	\$ 1,626.9
Income from Continuing Operations	175.8	127.4	116.3	105.5	79.0
Income from Discontinued Operations	—	—	—	—	0.6
Net Income	175.8	127.4	116.3	105.5	79.6
Basic earnings per share from Continuing Operations	\$ 4.07	\$ 2.97	\$ 2.75	\$ 2.46	\$ 1.83
Basic earnings per share from Discontinued Operations	—	—	—	—	0.01
Basic earnings per share	\$ 4.07	\$ 2.97	\$ 2.75	\$ 2.46	\$ 1.84
Diluted earnings per share from Continuing Operations	\$ 4.05	\$ 2.95	\$ 2.72	\$ 2.42	\$ 1.79
Diluted earnings per share from Discontinued Operations	—	—	—	—	0.01
Diluted earnings per share	\$ 4.05	\$ 2.95	\$ 2.72	\$ 2.42	\$ 1.80
Cash and cash equivalents	\$ 552.5	\$ 359.1	\$ 284.5	\$ 170.2	\$ 191.0
Total assets	2,168.1	1,903.8	1,736.9	1,597.4	1,503.6
Long-term debt	353.6	353.6	353.5	353.4	353.3
Total debt	353.6	353.6	353.5	353.4	353.3
Stockholders' equity	1,163.5	993.5	834.0	757.0	694.4
Cash dividends declared per common share	\$ 0.52	\$ 0.52	\$ 0.52	\$ 0.52	\$ 0.52

- (1) Income from Continuing Operations, Net Income, Basic Earnings per Share from Continuing Operations, and Diluted Earnings per Share from Continuing Operations for fiscal 2014 include a) pre-tax recoveries of \$5.8 (\$3.6 after-tax), or \$0.08 per share, associated with fraud at the Company's former freight payment and audit service provider; and b) a pre-tax special charge reversal of \$0.2 (\$0.1 after-tax), or \$0.00 per share, related to initiatives to simplify and streamline the Company's operations, including the planned closure of certain small production facilities.
- (2) Income from Continuing Operations, Net Income, Basic Earnings per Share from Continuing Operations, and Diluted Earnings per Share from Continuing Operations for fiscal 2013 include a) pre-tax incremental costs of \$8.4 (\$5.2 after-tax), or \$0.12 per share, incurred due to manufacturing inefficiencies directly related to the Cochran, GA manufacturing facility closure; b) pre-tax costs of \$8.1 (\$5.0 after-tax), or \$0.12 per share, as a result of fraud at the Company's former freight payment and audit service provider; and c) a pre-tax special charge of \$8.5 (\$5.5 after-tax), or \$0.12 per share, related to initiatives to simplify and streamline the Company's operations, including the planned closure of certain small production facilities.
- (3) Income from Continuing Operations, Net Income, Basic Earnings per Share from Continuing Operations, and Diluted Earnings per Share from Continuing Operations for fiscal 2012 include expenses incurred in the closing of the Cochran, GA manufacturing facility and other streamlining activities. Amounts related to these restructuring charges were comprised of the following: a) \$13.3 of pre-tax special charges (\$8.8 after-tax), or \$0.21 per share, primarily related to severance and production transfer costs; b) pre-tax non-cash impairments of \$1.2 (\$0.8 after-tax), or \$0.02 per share, attributable to the abandonment of inventory that was not transferred to other facilities; and c) pre-tax incremental costs incurred due to manufacturing inefficiencies directly related to the Cochran facility closure, which amounted to approximately \$3.2 (\$2.0 after-tax), or \$0.05 per share.
- (4) Income from Continuing Operations, Net Income, Basic Earnings per Share from Continuing Operations, and Diluted Earnings per Share from Continuing Operations for fiscal 2010 include a pre-tax special charge of \$8.4 (\$5.5 after-tax), or \$0.13 per share, for estimated costs the Company incurred to simplify and streamline its operations. Net income, Basic Earnings per Share from Continuing Operations, and Diluted Earnings per Share from Continuing Operations for fiscal 2010 also include a pre-tax loss of \$10.5 (\$6.8 after-tax), or \$0.16 per share, related to the loss on early debt extinguishment.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

(\$ in millions, except per-share data and as indicated)

The following discussion should be read in conjunction with the *Consolidated Financial Statements* and related notes included within this report. References made to years are for fiscal year periods.

The purpose of this discussion and analysis is to enhance the understanding and evaluation of the results of operations, financial position, cash flows, indebtedness, and other key financial information of Acuity Brands and its subsidiaries for the years ended August 31, 2014 and 2013. For a more complete understanding of this discussion, please read the *Notes to Consolidated Financial Statements* included in this report.

Overview

Company

Acuity Brands, Inc. ("Acuity Brands") is the parent company of Acuity Brands Lighting, Inc. ("ABL") and other subsidiaries (Acuity Brands, ABL, and such other subsidiaries are collectively referred to herein as the "Company"). The Company, with its principal office in Atlanta, Georgia, employs approximately 7,000 people worldwide.

The Company designs, produces, and distributes a broad array of lighting solutions, components, and services for commercial, institutional, industrial, infrastructure, and residential applications for various markets throughout North America and select international markets. The Company's lighting solutions include devices such as luminaires, lighting controls, prismatic skylights, light-emitting diode ("LED") lamps and drivers, and integrated lighting systems for indoor and outdoor applications utilizing a combination of light sources, including daylight, and other devices controlled by software that monitors and manages light levels while optimizing energy consumption (collectively referred to herein as "lighting solutions"). The Company is one of the world's leading producers and distributors of lighting solutions, with a broad, highly configurable product offering, consisting of a diversified portfolio of lighting, controls, and daylighting brands. The Company integrates conventional and advanced solid-state lighting fixtures with digital controls and daylighting products to create greater energy efficiencies and higher quality of light for a broad and diverse customer base. As of August 31, 2014, the Company operated 16 manufacturing facilities and seven distribution facilities along with three warehouses to serve its extensive customer base.

The Company has made several acquisitions to expand and enhance its portfolio of lighting solutions over the last five years, including the following recent acquisitions:

On March 13, 2013, the Company acquired for cash, including potential additional cash payments that may be paid in future periods under earn-out provisions, all of the ownership interests in eldoLAB Holding B.V. ("eldoLED"), a leading provider of high-performance drivers for LED lighting systems based in Eindhoven, The Netherlands. The operating results of eldoLED have been included in the Company's consolidated financial statements since the date of acquisition.

On December 20, 2012, the Company acquired for cash all of the ownership interests in Adura Technologies ("Adura"), a leading developer of radio frequency (RF) mesh networking technology that allows individual light fixtures to communicate in a wireless mesh network with switches, sensors and system management software. The operating results of Adura have been included in the Company's consolidated financial statements since the date of acquisition.

Strategy

The Company's strategy is to extend its leadership position in the North American lighting market and certain markets internationally by delivering superior lighting solutions. As a goal-oriented, customer-centric company, management will continue to align the unique capabilities and resources of the organization to drive profitable growth through a keen focus on providing comprehensive and differentiated lighting solutions for its customers, driving world-class cost efficiency, and leveraging a culture of continuous improvement.

Throughout fiscal 2014, the Company believes it made significant progress towards achieving its strategic objectives, including expanding its access to the market, introducing new lighting solutions, and enhancing its operations to create a stronger, more effective organization. The strategic objectives were developed to enable the Company to meet or exceed the following financial goals during an entire business cycle:

- Operating margins in the mid-teens or higher;
- Earnings per share growth in excess of 15% per annum;
- Return on stockholders' equity of 20% or better per annum; and
- Cash flow from operations, less capital expenditures, that is in excess of net income.

To increase the probability of the Company achieving these financial goals, management will continue to implement programs to enhance its capabilities at providing unparalleled customer service; creating a globally competitive cost structure; improving productivity; and introducing new and innovative lighting solutions and services more rapidly and cost effectively. In addition, the Company has invested considerable resources to teach and train associates to utilize tools and techniques that accelerate success in these key areas, as well as to create a culture that demands excellence through continuous improvement. Additionally, the Company promotes a “pay-for-performance” culture that rewards achievement, while closely monitoring appropriate risk-taking. The expected outcome of these activities will be to better position the Company to deliver on its full potential, to provide a platform for future growth opportunities, and to allow the Company to achieve its long-term financial goals. See the *Outlook* section below for additional information.

Liquidity and Capital Resources

The Company's principle sources of liquidity are operating cash flows generated primarily from its business operations, cash on hand, and various sources of borrowings. The ability of the Company to generate sufficient cash flow from operations or to access certain capital markets, including banks, is necessary to fund its operations and capital expenditures, pay dividends, meet its obligations as they become due, and maintain compliance with covenants contained in its financing agreements.

In recent years, the Company strengthened its liquidity position and extended its debt maturity profile following the issuance of \$350.0 of senior unsecured notes due in fiscal 2020 (the “Notes”) and the execution of a \$250.0 revolving credit facility scheduled to mature in fiscal 2019 (the “Revolving Credit Facility”). See the *Capitalization* section below and the *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* for more information.

Based on its cash on hand, availability under existing financing arrangements, and current projections of cash flow from operations, the Company believes that it will be able to meet its liquidity needs over the next 12 months. Short-term needs are expected to include funding its operations as currently planned, making anticipated capital investments, funding potential acquisitions, paying quarterly stockholder dividends as currently anticipated, paying interest on borrowings as currently scheduled, and making required contributions into its employee benefit plans, as well as potentially repurchasing shares of its outstanding common stock as authorized by the Board of Directors. Two million shares of the Company's common stock are currently authorized and available for repurchase under the existing repurchase program. The Company expects to repurchase shares on an opportunistic basis. During fiscal 2015, the Company currently expects to invest approximately two percent of revenue in capital expenditures primarily for equipment, tooling, facility enhancements, and new and enhanced information technology capabilities. Additionally, management believes that the Company's cash flow from operations and sources of funding, including, but not limited to, borrowing capacity, will sufficiently support the long-term liquidity needs of the Company.

Cash Flow

The Company uses available cash and cash flow from operations, as well as proceeds from the exercise of stock options, to fund operations and capital expenditures, repurchase Company stock, fund acquisitions, and pay dividends.

The Company's cash position at August 31, 2014 was \$552.5, an increase of \$193.4 from August 31, 2013. During the year ended August 31, 2014, the Company generated net cash from operating activities of \$233.1 with additional cash received of \$8.4 from stock issuances primarily in connection with stock option exercises. Cash generated from operating activities, as well as cash on-hand, was used during the current year primarily to fund capital expenditures of \$35.3 and pay dividends to stockholders of \$22.5. Foreign currency related items had a favorable effect on cash flows of \$0.9 during the current year.

During fiscal 2014, net cash generated from operating activities increased \$100.8 to \$233.1 compared with \$132.3 generated in the prior-year period due primarily to higher net income and lower operating working capital requirements in fiscal 2014 compared with the prior-year period. Operating working capital (calculated by adding accounts receivable plus inventories, and subtracting accounts payable-net of acquisitions and the impact of foreign exchange rate changes) increased by approximately \$26.8 during fiscal 2014 compared to an increase of \$46.1 during fiscal 2013. In both periods, inventory and accounts payable increased due primarily to greater production and purchases to support the higher level of net sales, which in turn resulted in increased accounts receivable.

Management believes that investing in assets and programs that will over time increase the overall return on the Company's invested capital is a key factor in driving stockholder value. The Company invested \$35.3 and \$40.6 in fiscal 2014 and 2013, respectively, primarily for new tooling, machinery, equipment, and information technology.

Contractual Obligations

The following table summarizes the Company's contractual obligations at August 31, 2014:

	Total	Payments Due by Period			
		Less than One Year	1 to 3 Years	4 to 5 Years	After 5 Years
Debt ⁽¹⁾	\$ 354.0	\$ —	\$ —	\$ —	\$ 354.0
Interest Obligations ⁽²⁾	220.6	31.4	63.0	64.4	61.8
Operating Leases ⁽³⁾	64.4	14.2	25.8	15.1	9.3
Purchase Obligations ⁽⁴⁾	117.3	115.8	1.5	—	—
Other Long-term Liabilities ⁽⁵⁾	53.1	14.4	8.4	3.8	26.5
Total	\$ 809.4	\$ 175.8	\$ 98.7	\$ 83.3	\$ 451.6

⁽¹⁾ These amounts (which represent the amounts outstanding at August 31, 2014) are included in the Company's *Consolidated Balance Sheets*. See the *Debt and Lines of Credit* footnote for additional information regarding debt and other matters.

⁽²⁾ These amounts represent primarily the expected future interest payments on outstanding debt held by the Company at August 31, 2014 and the Company's outstanding loans related to its corporate-owned life insurance policies ("COLI"), which constitute a small portion of the total amounts shown. COLI-related interest payments included in this table are estimates. These estimates are based on various assumptions, including age at death, loan interest rate, and tax bracket. The amounts in this table do not include COLI-related payments after ten years due to the difficulty in calculating a meaningful estimate that far in the future. Note that payments related to debt and the COLI are reflected in the Company's *Consolidated Statements of Cash Flows*.

⁽³⁾ The Company's operating lease obligations are described in the *Commitments and Contingencies* footnote.

⁽⁴⁾ Purchase obligations include commitments to purchase goods or services that are enforceable and legally binding and that specify all significant terms, including open purchase orders.

⁽⁵⁾ These amounts are included in the Company's *Consolidated Balance Sheets* and largely represent other liabilities for which the Company is obligated to make future payments under certain long-term employee benefit programs. Estimates of the amounts and timing of these amounts are based on various assumptions, including expected return on plan assets, interest rates, and other variables. The amounts in this table do not include amounts related to future funding obligations under the defined benefit pension plans. The amount and timing of these future funding obligations are subject to many variables and are also dependent on whether or not the Company elects to make contributions to the pension plans in excess of those required under ERISA. Such voluntary contributions may reduce or defer the funding obligations. See the *Pension and Profit Sharing Plans* footnote for additional information. These amounts exclude \$3.0 of unrecognized tax benefits as a reasonable estimate of the period of cash settlement with the respective taxing authorities that cannot be determined.

Capitalization

The current capital structure of the Company is comprised principally of senior unsecured notes and equity of its stockholders. As of August 31, 2014, total debt outstanding of \$353.6, net of discount, remained substantially unchanged from August 31, 2013 and consisted primarily of fixed-rate obligations.

On December 8, 2009, ABL issued the Notes in a private placement transaction with an aggregate principle amount of \$350.0. The Notes were subsequently exchanged for SEC-registered notes with substantially identical terms. The Notes bear interest at a rate of 6% per annum and were issued at a price equal to 99.797% of their face value and for a term of 10 years. See *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* for more information.

On August 27, 2014, the Company executed the Revolving Credit Facility with a borrowing capacity of \$250.0. The Revolving Credit Facility replaced the Company's prior \$250.0 revolving credit facility, which was scheduled to mature on January 31, 2017. The Revolving Credit Facility will mature and all amounts outstanding thereunder will be due and payable on August 27, 2019. The Company was compliant with all financial covenants under the Revolving Credit Facility as of August 31, 2014. As of August 31, 2014, the Company had outstanding letters of credit totaling \$10.4, primarily for securing collateral requirements under the casualty insurance programs for Acuity Brands and providing credit support for the Company's industrial revenue bond. At August 31, 2014, the Company had additional borrowing capacity under the Revolving Credit Facility of \$243.8 under the most restrictive covenant in effect at the time, which represents the full amount of the Revolving Credit Facility less outstanding letters of credit of \$6.2 issued under the Revolving Credit Facility. See the *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements*.

During fiscal 2014, the Company's consolidated stockholders' equity increased \$170.0 to \$1,163.5 at August 31, 2014 from \$993.5 at August 31, 2013. The increase was due primarily to net income earned in the period, as well as amortization of stock-based compensation, stock issuances resulting primarily from the exercise of stock options, and foreign currency translation adjustments partially offset by payment of dividends and pension plan adjustments. The Company's debt to total capitalization ratio (calculated by dividing total debt by the sum of total debt and total stockholders' equity) was 23.3% and 26.2% at August 31, 2014 and August 31, 2013, respectively. The ratio of debt, net of cash, to total capitalization, net of cash, decreased to (20.6)% at August 31, 2014 from (0.6)% at August 31, 2013 due primarily to the substantial increase in the Company's cash balance and stockholders' equity in the current year.

Dividends

Acuity Brands paid dividends on its common stock of \$22.5 (\$0.52 per share) in fiscal 2014 and \$22.4 (\$0.52 per share) in fiscal 2013. The indicated quarterly dividend rate is \$0.13 per share. However, all decisions regarding the declaration and payment of dividends by Acuity Brands are at the discretion of the Company's Board of Directors and are evaluated regularly in light of the Company's financial condition, earnings, growth prospects, funding requirements, applicable law, and any other factors the Company's Board of Directors deems relevant.

Results of Operations

Fiscal 2014 Compared with Fiscal 2013

The following table sets forth information comparing the components of net income for the year ended August 31, 2014 with the year ended August 31, 2013:

	Years Ended August 31,		Increase (Decrease)	Percent Change
	2014	2013		
Net Sales	\$ 2,393.5	\$ 2,089.1	\$ 304.4	14.6 %
Cost of Products Sold	1,414.3	1,251.5	162.8	13.0 %
Gross Profit	979.2	837.6	141.6	16.9 %
<i>Percent of net sales</i>	<i>40.9%</i>	<i>40.1%</i>	<i>80 bps</i>	
Selling, Distribution, and Administrative Expenses	680.3	607.6	72.7	12.0 %
Special Charge	(0.2)	8.5	(8.7)	(102.4)%
Operating Profit	299.1	221.5	77.6	35.0 %
<i>Percent of net sales</i>	<i>12.5%</i>	<i>10.6%</i>	<i>190 bps</i>	
Other Expense (Income):				
Interest Expense, net	32.1	31.2	0.9	2.9 %
Miscellaneous Expense (Income), net	1.3	(2.8)	4.1	146.4 %
Total Other Expense	33.4	28.4	5.0	17.6 %
Income before Provision for Income Taxes	265.7	193.1	72.6	37.6 %
<i>Percent of net sales</i>	<i>11.1%</i>	<i>9.2%</i>	<i>190 bps</i>	
Provision for Income Taxes	89.9	65.7	24.2	36.8 %
<i>Effective tax rate</i>	<i>33.8%</i>	<i>34.0%</i>		
Net Income	\$ 175.8	\$ 127.4	\$ 48.4	38.0 %
Diluted Earnings per Share	\$ 4.05	\$ 2.95	\$ 1.10	37.3 %

Net sales increased \$304.4, or 14.6%, to \$2,393.5 for the year ended August 31, 2014 compared with \$2,089.1 reported for the year ended August 31, 2013. For the year ended August 31, 2014, the Company reported net income of \$175.8 compared with \$127.4 for the year ended August 31, 2013, an increase of \$48.4, or 38.0%. For fiscal 2014, diluted earnings per share increased 37.3% to \$4.05 from \$2.95 for the prior-year period.

The table below reconciles certain U.S. GAAP financial measures to the corresponding non-U.S. GAAP measures referred to in the discussion of the Company's results of operations, which exclude restructuring charges associated primarily with continued efforts to streamline the organization through the planned closing of certain manufacturing facilities and by realigning responsibilities primarily within various SD&A departments, other costs associated with manufacturing inefficiencies directly related to the Cochran manufacturing facility closure, as well as recoveries and losses due to fraud at a freight service company. Although special charges related to efforts to improve overall Company efficiency have been recognized in prior periods and could recur in future periods, management typically excludes the impact of special charges during internal reviews of performance and uses these non-U.S. GAAP measures for baseline comparative operational analysis, decision making, and other activities. These non-U.S. GAAP financial measures, including adjusted gross profit and margin, adjusted selling, distribution, and administrative expenses and percent of net sales, adjusted operating profit and margin, adjusted net income, and adjusted diluted earnings per share, are provided to enhance the user's overall understanding of the Company's current financial performance. Specifically, the Company believes these non-U.S. GAAP measures provide greater comparability and enhanced visibility into the results of operations, excluding the impact of special charges and certain other expenses. The non-U.S. GAAP financial measures should be considered in addition to, and not as a substitute for or superior to, results prepared in accordance with U.S. GAAP.

	Years Ended August 31,		Increase (Decrease)	Percent Change
	2014	2013		
Gross Profit	\$ 979.2	\$ 837.6		
Add-back: Manufacturing inefficiencies	—	8.4		
Adjusted Gross Profit	\$ 979.2	\$ 846.0	\$ 133.2	15.7%
<i>Percent of net sales</i>	40.9%	40.5%	40	<i>bps</i>
Selling, Distribution, and Administrative Expenses	\$ 680.3	\$ 607.6		
Add-back/(Less): Freight service provider fraud-related recovery/(expense)	5.8	(8.1)		
Adjusted Selling, Distribution, and Administrative Expenses	\$ 686.1	\$ 599.5	\$ 86.6	14.4%
<i>Percent of net sales</i>	28.7%	28.7%	—	<i>bps</i>
Operating Profit	\$ 299.1	\$ 221.5		
Add-back: Manufacturing inefficiencies	—	8.4		
(Less)/Add-back: Freight service provider fraud-related (recovery)/expense	(5.8)	8.1		
(Less)/Add-back: Special Charge	(0.2)	8.5		
Adjusted Operating Profit	\$ 293.1	\$ 246.5	\$ 46.6	18.9%
<i>Percent of net sales</i>	12.2%	11.8%	40	<i>bps</i>
Net Income	\$ 175.8	\$ 127.4		
Add-back: Manufacturing inefficiencies, net of tax	—	5.2		
(Less)/Add-back: Freight service provider fraud-related (recovery)/expense, net of tax	(3.6)	5.0		
(Less)/Add-back: Special Charge, net of tax	(0.1)	5.5		
Adjusted Net Income	\$ 172.1	\$ 143.1	\$ 29.0	20.3%
Diluted Earnings per Share	\$ 4.05	\$ 2.95		
Add-back: Manufacturing inefficiencies, net of tax	—	0.12		
(Less)/Add-back: Freight service provider fraud-related (recovery)/expense, net of tax	(0.08)	0.12		
Add-back: Special Charge, net of tax	—	0.12		
Adjusted Diluted Earnings per Share	\$ 3.97	\$ 3.31	\$ 0.66	19.9%

Net Sales

Net sales for the year ended August 31, 2014 increased by 14.6% compared with the prior-year period due primarily to an increase in sales volumes of approximately 16%, partially offset by the impact of an unfavorable change in product prices and the mix of products sold ("price/mix") of approximately 1%. The impact on net sales from foreign currency and acquisitions was not material. Sales volume was higher across most product categories and key sales channels which reflects growth in the North American lighting market, including renovation and retrofit applications. Additionally, greater demand for LED luminaires continued in fiscal 2014 as sales of these products more than doubled compared with the year-ago period and represented approximately 33% of total net sales. The Company estimates that the unfavorable price/mix in the current year compared with the year-ago period was influenced by a reduction in the sales price of certain LED luminaires reflecting the continued decline in the cost of certain purchased LED components. Because of the changing dynamics of the Company's extensive product portfolio, including the increase of integrated lighting solutions as well as the proliferation of new products due to the adoption of solid-state lighting, it is not possible to precisely quantify volume as well as accurately differentiate the individual components of price/mix.

Gross Profit

Gross profit for fiscal 2014 increased \$141.6, or 16.9%, to \$979.2 compared with \$837.6 for the prior year. The increase was due primarily to higher sales volumes, lower material and component costs, and improved manufacturing productivity due, in part, to the elimination of \$8.4 of temporary manufacturing inefficiencies incurred in fiscal 2013 directly attributable to the closure of the Company's Cochran facility. These improvements were partially offset by unfavorable price/mix and increased product warranty and related costs compared with the year-ago period. As a result of these factors, gross profit margin increased 80 basis points to 40.9% for the year ended August 31, 2014 compared with 40.1% for the year ended August 31, 2013.

Gross profit was \$979.2 in fiscal 2014 compared with adjusted gross profit (excluding the impact of temporary manufacturing inefficiencies directly attributable to the Cochran facility closure) of \$846.0 in fiscal 2013, which amounted to an increase of

\$133.2, or 15.7%. Fiscal 2014 gross profit margin of 40.9% was 40 basis points higher than adjusted gross profit margin (excluding the impact of temporary manufacturing inefficiencies directly attributable to the Cochran facility closure) of 40.5% reported in the prior-year period.

Operating Profit

Selling, Distribution, and Administrative (“SD&A”) expenses for the year ended August 31, 2014 increased \$72.7, or 12.0%, to \$680.3 compared with \$607.6 in the prior year. The increase in SD&A expenses was due primarily to higher costs to support the greater sales volume, including freight and commissions, higher employee-related costs, including variable compensation, and greater spending on activities to enhance sales, service, product development, and customer support capabilities. These expenses were partially offset by recoveries of \$5.8 associated with the fraud at a freight service provider and savings from streamlining activities initiated in fiscal 2013. Further details regarding the fraud at a freight service provider and the related costs and recoveries are included in the *Commitment and Contingencies* footnote of the *Notes to Consolidated Financial Statements*. Compared with the prior-year period, SD&A expenses as a percent of sales declined 70 basis points to 28.4% for fiscal 2014 from 29.1% in fiscal 2013. Adjusted SD&A expenses (excluding the freight service provider fraud-related recoveries and expenses) were \$686.1, or 28.7% of net sales, in fiscal 2014 compared to \$599.5, or 28.7% of net sales, in the year-ago period.

During the year ended August 31, 2014, the Company recognized a reversal of pre-tax special charges of \$0.2 due to lower-than-anticipated costs related to previously-initiated streamlining efforts of \$0.6 partially offset by production transfer costs of \$0.4. During fiscal 2013, the Company recorded a pre-tax special charge of \$8.5 related to initiatives to streamline and simplify operations. The special charge was related primarily to streamlining efforts initiated during the third quarter of fiscal 2013 associated with a reduction in various selling, distribution, and administrative positions and the planned closure of two small production facilities. Further details regarding the Company's special charges are included in the *Special Charge* footnote of the *Notes to Consolidated Financial Statements*.

Operating profit for fiscal 2014 was \$299.1 compared with \$221.5 reported for the prior-year period, an increase of \$77.6, or 35.0%. Operating profit margin increased 190 basis points to 12.5% for fiscal 2014 compared with 10.6% for fiscal 2013 due primarily to the favorable impact of higher net sales, lower material and component costs, improved manufacturing productivity, lower special charges, savings from the prior year streamlining activities, and the recoveries associated with the fraud at a freight service provider. These improvements were partially offset by higher costs to support greater sales volume, higher employee-related costs, increased product warranty and related costs, and unfavorable price/mix.

Adjusted operating profit (excluding special charges and recoveries associated with the fraud at a freight service provider noted above) increased \$46.6, or 18.9%, to \$293.1 compared with \$246.5 (excluding the impact of special charges, costs associated with the fraud at a freight service provider, and the impact of temporary manufacturing inefficiencies directly attributable to the Cochran facility closure) for fiscal 2013. Adjusted operating profit margin (excluding special charges and recoveries associated with the fraud at a freight service provider) increased 40 basis points to 12.2% compared with adjusted operating profit margin (excluding the impact of special charges, costs associated with the fraud at a freight service provider, and the impact of temporary manufacturing inefficiencies directly attributable to the Cochran facility closure) of 11.8% in the year-ago period.

Other Expense (Income)

Other expense (income) for the Company consists principally of net interest expense and net miscellaneous expense (income) due primarily to gains and losses related to foreign exchange rate changes. Interest expense, net, was \$32.1 and \$31.2 for the years ended August 31, 2014 and 2013, respectively. The increase in interest expense, net, was due primarily to higher interest related to obligations associated with non-qualified retirement plans. The Company reported net miscellaneous expense of \$1.3 in fiscal 2014 compared with net miscellaneous income of \$2.8 in fiscal 2013.

Provision for Income Taxes and Net Income

The effective income tax rate was 33.8% and 34.0% for the years ended August 31, 2014 and 2013, respectively. The decrease in the effective tax rate was due primarily to the favorable impact of certain discrete items. The Company estimates that its effective tax rate for fiscal 2015 will be approximately 35.5% before any discrete items and assuming the rates in its taxing jurisdictions remain generally consistent throughout the year.

Net income for fiscal 2014 increased \$48.4, or 38.0%, to \$175.8 from \$127.4 reported for the prior year. The increase in net income resulted primarily from higher operating profit partially offset by higher net miscellaneous expense and higher tax expense.

Adjusted net income (excluding special charges and recoveries associated with the fraud at a freight service provider) for fiscal 2014 increased approximately 20.3% to \$172.1 compared with \$143.1 of adjusted net income (excluding the impact of special charges, costs associated with the fraud at a freight service provider, and the impact of temporary manufacturing inefficiencies directly attributable to the Cochran facility closure) in the year-ago period. Adjusted diluted earnings per share for fiscal 2014 were \$3.97 (excluding the impact of special charges and recoveries associated with the fraud at a freight service

provider) compared with adjusted diluted earnings per share (excluding the impact of special charges, costs associated with the fraud at a freight service provider, and the impact of temporary manufacturing inefficiencies directly attributable to the Cochran facility closure) of \$3.31 for the prior-year period, which represented an increase of \$0.66, or approximately 19.9%.

Fiscal 2013 Compared with Fiscal 2012

The following table sets forth information comparing the components of net income for the year ended August 31, 2013 with the year ended August 31, 2012:

	Years Ended August 31,		Increase (Decrease)	Percent Change
	2013	2012		
Net Sales	\$ 2,089.1	\$ 1,933.7	\$ 155.4	8.0 %
Cost of Products Sold	1,251.5	1,145.7	105.8	9.2 %
Gross Profit	837.6	788.0	49.6	6.3 %
<i>Percent of net sales</i>	<i>40.1%</i>	<i>40.8%</i>	<i>(70) bps</i>	
Selling, Distribution, and Administrative Expenses	607.6	566.7	40.9	7.2 %
Special Charge	8.5	13.3	(4.8)	(36.1)%
Operating Profit	221.5	208.0	13.5	6.5 %
<i>Percent of net sales</i>	<i>10.6%</i>	<i>10.8%</i>	<i>(20) bps</i>	
Other Expense (Income):				
Interest Expense, net	31.2	30.7	0.5	1.6 %
Miscellaneous (Income) Expense, net	(2.8)	(1.7)	(1.1)	64.7 %
Total Other Expense	28.4	29.0	(0.6)	(2.1)%
Income before Provision for Income Taxes	193.1	179.0	14.1	7.9 %
<i>Percent of net sales</i>	<i>9.2%</i>	<i>9.3%</i>	<i>(10) bps</i>	
Provision for Income Taxes	65.7	62.7	3.0	4.8 %
<i>Effective tax rate</i>	<i>34.0%</i>	<i>35.0%</i>		
Net Income	\$ 127.4	\$ 116.3	\$ 11.1	9.5 %
Diluted Earnings per Share	\$ 2.95	\$ 2.72	\$ 0.23	8.5 %

Net sales increased \$155.4, or 8.0%, to \$2,089.1 for the year ended August 31, 2013 compared with \$1,933.7 reported for the year ended August 31, 2012. For the year ended August 31, 2013, the Company reported net income of \$127.4 compared with \$116.3 for the year ended August 31, 2012, an increase of \$11.1, or 9.5%. For fiscal 2013, diluted earnings per share increased 8.5% to \$2.95 from \$2.72 for the prior-year period.

The table below reconciles certain U.S. GAAP financial measures to the corresponding non-U.S. GAAP measures referred to in the discussion of the Company's results of operations, which exclude restructuring charges associated primarily with continued efforts to streamline the organization through the planned closing of certain manufacturing facilities and by realigning responsibilities primarily within various SD&A departments, other costs associated with manufacturing inefficiencies and abandoned inventory directly related to the Cochran manufacturing facility closure, and a loss due to fraud at a freight service company. Although special charges related to efforts to improve overall Company efficiency have been recognized in prior periods and could recur in future periods, management typically excludes the impact of special charges during internal reviews of performance and uses these non-U.S. GAAP measures for baseline comparative operational analysis, decision making, and other activities. These non-U.S. GAAP financial measures, including adjusted gross profit and margin, adjusted selling, distribution, and administrative expenses and percent of net sales, adjusted operating profit and margin, adjusted net income, and adjusted diluted earnings per share, are provided to enhance the user's overall understanding of the Company's current financial performance. Specifically, the Company believes these non-U.S. GAAP measures provide greater comparability and enhanced visibility into the results of operations, excluding the impact of special charges and certain other expenses. The non-U.S. GAAP financial measures should be considered in addition to, and not as a substitute for or superior to, results prepared in accordance with U.S. GAAP.

	Years Ended August 31,		Increase (Decrease)	Percent Change
	2013	2012		
Gross Profit	\$ 837.6	\$ 788.0		
Add-back: Manufacturing inefficiencies	8.4	3.2		
Add-back: Abandonment of inventory	—	1.2		
Adjusted Gross Profit	\$ 846.0	\$ 792.4	\$ 53.6	6.8%
<i>Percent of net sales</i>	<i>40.5%</i>	<i>41.0%</i>	<i>(50) bps</i>	
Selling, Distribution, and Administrative Expenses	\$ 607.6	\$ 566.7		
Less: Freight service provider fraud-related expense	8.1	—		
Adjusted Selling, Distribution, and Administrative Expenses	\$ 599.5	\$ 566.7	\$ 32.8	5.8%
<i>Percent of net sales</i>	<i>28.7%</i>	<i>29.3%</i>	<i>(60) bps</i>	
Operating Profit	\$ 221.5	\$ 208.0		
Add-back: Manufacturing inefficiencies	8.4	3.2		
Add-back: Abandonment of inventory	—	1.2		
Add-back: Freight service provider fraud-related expense	8.1	—		
Add-back: Special Charge	8.5	13.3		
Adjusted Operating Profit	\$ 246.5	\$ 225.7	\$ 20.8	9.2%
<i>Percent of net sales</i>	<i>11.8%</i>	<i>11.7%</i>	<i>10 bps</i>	
Net Income	\$ 127.4	\$ 116.3		
Add-back: Manufacturing inefficiencies, net of tax	5.2	2.0		
Add-back: Abandonment of inventory, net of tax	—	0.8		
Add-back: Freight service provider fraud-related expense, net of tax	5.0	—		
Add-back: Special Charge, net of tax	5.5	8.8		
Adjusted Net Income	\$ 143.1	\$ 127.9	\$ 15.2	11.9%
Diluted Earnings per Share	\$ 2.95	\$ 2.72		
Add-back: Manufacturing inefficiencies, net of tax	0.12	0.05		
Add-back: Abandonment of inventory, net of tax	—	0.02		
Add-back: Freight service provider fraud-related expense, net of tax	0.12	—		
Add-back: Special Charge, net of tax	0.12	0.21		
Adjusted Diluted Earnings per Share	\$ 3.31	\$ 3.00	\$ 0.31	10.3%

Net Sales

Net sales for the year ended August 31, 2013 increased by 8.0% compared with the prior-year period due primarily to an increase in sales volumes of approximately 10%, partially offset by the impact of an unfavorable change in price/mix. The impact on net sales from foreign currency and acquisitions was not material. Sales volume was higher across most product categories and key sales channels which reflects growth in the North American lighting market, particularly for renovation and retrofit applications. Additionally, greater demand for LED luminaires continued in fiscal 2013 as sales of these products more than doubled compared with the year-ago period. The Company estimates that the unfavorable price/mix in fiscal 2013 compared with the year-ago period was due primarily to greater sales of less featured, value-oriented products sold through certain sales channels, including an increase in the number of large renovation projects, particularly for national retailers. In addition, price/mix was influenced by a reduction in the sales price of certain LED luminaires reflecting the continued decline in the cost of certain purchased LED components.

Gross Profit

Gross profit for fiscal 2013 increased \$49.6, or 6.3%, to \$837.6 compared with \$788.0 for the prior year. The increase was due primarily to higher sales volumes, net benefits recognized from productivity improvements attributable to streamlining activities, and lower materials and component costs. These improvements were partially offset by unfavorable price/mix and \$8.4 of temporary manufacturing inefficiencies associated with the closure of the Company's Cochran facility as well as increased costs associated with new product introductions particularly in the first three months of fiscal 2013 compared with the year-ago period. As a result of these factors, gross profit margin decreased 70 basis points to 40.1% for the year ended August 31, 2013 compared with 40.8% for the year ended August 31, 2012.

Excluding the impact of expenses associated with the closure of the Cochran facility, adjusted gross profit was \$846.0 in fiscal 2013 compared to adjusted gross profit of \$792.4 in fiscal 2012, which amounted to an increase of \$53.6, or 6.8%. Adjusted gross profit margin (excluding the expenses associated with the Cochran facility closure in *Cost of Products Sold*) decreased 50 basis points to 40.5% in fiscal 2013 compared to 41.0% reported in the prior-year period.

Operating Profit

SD&A expenses for the year ended August 31, 2013 increased \$40.9, or 7.2%, to \$607.6 compared with \$566.7 in the prior year. The increase in SD&A expenses was due primarily to higher costs to support the greater sales volume, including freight and commissions, greater spending on activities to enhance sales, service, and customer support capabilities, and acquisitions. In addition, during the third quarter of fiscal 2013, management was notified by a freight payment and audit service provider ("freight service provider") that all freight payment services would immediately cease as a result of internal fraud issues at the freight service provider. Management was informed that the Company may have incurred a loss to the extent that funds remitted to the freight service provider were not subsequently remitted to the Company's freight carriers. The estimated loss recorded during fiscal 2013 of \$8.1, including recovery costs, is included in *Selling, Distribution, and Administrative Expenses* in the *Consolidated Statements of Comprehensive Income*. Further details regarding the fraud at a freight service provider are included in the *Commitment and Contingencies* footnote of the *Notes to Consolidated Financial Statements*. Compared with the prior-year period, SD&A expenses as a percent of sales declined 20 basis points to 29.1% for fiscal 2013 from 29.3% in fiscal 2012, as a result of relatively slower growth in SD&A expenses to support the increased level of sales. Adjusted SD&A expenses (excluding freight service provider fraud-related expenses) were \$599.5 or 28.7% of net sales.

During the year ended August 31, 2013, the Company recorded a pre-tax special charge of \$8.5 related to initiatives to streamline and simplify operations. The special charge was related primarily to streamlining efforts initiated during the third quarter of fiscal 2013 associated with a reduction in various selling, distribution, and administrative positions and the planned closure of two small production facilities. In addition, the Company incurred approximately \$8.4 of costs due to production inefficiencies directly attributable to the closure of the Cochran facility reported in *Cost of Products Sold*. Further details regarding the Company's special charges are included in the *Special Charge* footnote of the *Notes to Consolidated Financial Statements*.

Operating profit for fiscal 2013 was \$221.5 compared with \$208.0 reported for the prior-year period, an increase of \$13.5, or 6.5%. Operating profit margin decreased 20 basis points to 10.6% for fiscal 2013 compared with 10.8% for fiscal 2012 due primarily to unfavorable price/mix, temporary manufacturing inefficiencies directly attributable to the Cochran facility closure, incremental costs associated with the fraud at a freight service provider noted above, unfavorable operating performance of the Company's European operations, and higher costs to support greater sales volume. These items were partially offset primarily by the favorable impact of higher net sales, lower material and component costs, and the benefits of prior streamlining actions and manufacturing facility consolidations.

Adjusted operating profit (excluding special charges, incremental costs associated with the fraud at a freight service provider noted above, and the impact of temporary manufacturing inefficiencies directly attributable to the Cochran facility closure) increased \$20.8, or 9.2%, to \$246.5 compared with \$225.7 (excluding the impact of special charges and other charges directly attributable to the Cochran facility closure) for fiscal 2012. The period-over-period increase was due primarily to the favorable impact of higher net sales, benefits associated with prior streamlining actions and manufacturing facility consolidations (excluding the temporary manufacturing inefficiencies related to the Cochran facility), and lower material and component costs, partially offset by unfavorable price/mix, higher costs to support greater sales volumes, and unfavorable operating performance of the Company's European operations. Adjusted operating profit margin (excluding special charges, incremental costs associated with the fraud at a freight service provider, and the impact of temporary manufacturing inefficiencies directly attributable to the Cochran facility closure) increased 10 basis points to 11.8% compared with adjusted operating profit margin (excluding the impact of special charges and other charges directly attributable to the Cochran facility closure) of 11.7% in the year-ago period.

Other Expense (Income)

Other expense (income) for the Company consists principally of net interest expense and net miscellaneous expense (income) due primarily to gains and losses related to foreign exchange rate changes. Interest expense, net, was \$31.2 and \$30.7 for the years ended August 31, 2013 and 2012, respectively. The increase in interest expense, net, was due primarily to higher interest related to obligations associated with non-qualified retirement plans. The Company reported net miscellaneous income of \$2.8 in fiscal 2013 compared with \$1.7 in fiscal 2012.

Provision for Income Taxes and Net Income

The effective income tax rate was 34.0% and 35.0% for the years ended August 31, 2013 and 2012, respectively. The decrease in the effective tax rate was due primarily to the favorable impact of a reduction in certain income tax reserves and the retroactive application of the research and development tax credit included in the "American Taxpayer Relief Act of 2012" which became law in the second quarter of fiscal 2013. These benefits were partially offset by the impact of the United Kingdom reducing its

corporate tax rate which required a fourth quarter reduction in the related deferred tax assets. The Company estimates that its effective tax rate for fiscal 2014 will be approximately 35.5% before any discrete items and if the rates in its taxing jurisdictions remain generally consistent throughout the year.

Net income for fiscal 2013 increased \$11.1, or 9.5%, to \$127.4 from \$116.3 reported for the prior year. The increase in net income resulted primarily from higher operating profit and higher net miscellaneous income, partially offset by higher tax expense.

Adjusted net income (excluding special charges, incremental costs associated with the fraud at a freight service provider, and the impact of temporary manufacturing inefficiencies directly attributable to the Cochran facility closure) for fiscal 2013 increased approximately 11.9% to \$143.1 compared with \$127.9 of adjusted net income (excluding the impact of special charges and other charges directly attributable to the Cochran facility closure) in the year-ago period. Adjusted diluted earnings per share for fiscal 2013 were \$3.31 (excluding the impact of temporary manufacturing inefficiencies directly attributable to the Cochran facility closure, incremental costs associated with the fraud at a freight service provider, and the special charge) compared with adjusted diluted earnings per share (excluding the impact of special charges and other charges directly attributable to the Cochran facility closure) of \$3.00 for the prior-year period, which represented an increase of \$0.31, or approximately 10.3%.

Outlook

Management believes that the execution of the Company's strategy will provide opportunities for continued profitable growth. The Company's strategy is to capitalize on market growth opportunities by continuing to expand and leverage its industry-leading lighting product and solutions portfolio combined with its extensive market presence and financial strength. Management continues to position the Company to optimize short-term performance while investing in and deploying resources for long-term profitable growth opportunities.

The growth rate for the North American lighting market, which typically benefits from new construction as well as renovation and retrofit activity, is projected to be in the mid-to-upper single digit range for fiscal 2015 with continued gradual improvement over the next several years. Management currently believes that the Company will benefit from continued renovation and tenant improvement projects, further expansion in underpenetrated geographies and channels, and growth from the introduction of new lighting products and solutions.

Additionally, the lighting industry continues to experience some volatility with respect to input costs. While some commodity costs have waned recently, others continue to rise. As the economy improves, management believes there is the potential for rising input costs. While management expects employee-related costs will continue to rise due to wage inflation and rising health care costs, management will continue to be vigilant in its pricing posture and productivity efforts to help offset rising costs. Management remains optimistic about the opportunities for solid profitable growth for fiscal 2015 and the foreseeable future and expects that the Company will be able to outperform the markets it serves while delivering performance more consistent with management's long-term financial objectives.

From a longer term perspective, management expects that its addressable markets will experience solid growth over the next decade, particularly as energy and environmental concerns come to the forefront. Management remains positive about the future prospects of the Company and its ability to continue to outperform the markets it serves.

Accounting Standards Adopted in Fiscal 2014 and Accounting Standards Yet to Be Adopted

See the *New Accounting Pronouncements* footnote of the *Notes to Consolidated Financial Statements* for information on recently adopted and upcoming standards.

Critical Accounting Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations addresses the financial condition and results of operations as reflected in the Company's *Consolidated Financial Statements*, which have been prepared in accordance with U.S. GAAP. As discussed in the *Description of Business and Basis of Presentation* footnote of the *Notes to Consolidated Financial Statements*, the preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expense during the reporting period. On an ongoing basis, management evaluates its estimates and judgments, including those related to revenue recognition; accounts receivable; inventory valuation; depreciation, amortization and the recoverability of long-lived assets, including goodwill and intangible assets; share-based compensation expense; medical, product warranty, and other reserves; income taxes; retirement benefits; litigation; and environmental matters. Management bases its estimates and judgments on its substantial historical experience and other relevant factors, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. Management discusses the development of accounting estimates with the Company's Audit Committee. See the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements* for a summary of the accounting policies of Acuity Brands.

The management of Acuity Brands believes the following represent the Company's critical accounting policies and estimates:

Revenue Recognition

The Company records revenue when the following criteria are met: persuasive evidence of a sales arrangement exists, delivery has occurred, the Company's price to the customer is fixed and determinable, and collectability is reasonably assured. In the period of revenue recognition, provisions for certain rebates, sales incentives, product returns, and discounts to customers are estimated and recorded, in most instances, as a reduction of revenue. The Company also maintains one-time or on-going marketing and trade-promotion programs with certain customers that require the Company to estimate and accrue the expected costs of such programs. These items are estimated based on customer agreements, historical trends, and expected demand. Actual results could differ from estimates, which would require adjustments to accrued amounts. See the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements* for additional information about these assumptions and estimates.

Accounts Receivable

The Company records accounts receivable at net realizable value. This value includes an allowance for estimated uncollectible accounts to reflect losses anticipated on accounts receivable balances. The allowance is based on historical write-offs, an analysis of past due accounts based on the contractual terms of the receivables, and economic status of customers, if known. Management believes that the allowance is sufficient to cover uncollectible amounts; however, there can be no assurance that unanticipated future business conditions of customers will not have a negative impact on the Company's results of operations.

Inventories

Inventories include materials, direct labor, in-bound freight, and related manufacturing overhead, and are stated at the lower of cost (on a first-in, first-out or average-cost basis) or market. Management reviews inventory quantities on hand and records a provision for excess or obsolete inventory primarily based on estimated future demand and current market conditions. A significant change in customer demand, market conditions, or technology could render certain inventory obsolete and thus could have a material adverse impact on the Company's operating results in the period the change occurs.

Goodwill and Indefinite-Lived Intangible Assets

The Company reviews goodwill and indefinite-lived intangible assets for impairment on an annual basis in the fiscal fourth quarter or on an interim basis, if an event occurs or circumstances change that would more likely than not indicate that the fair value of the goodwill and indefinite-lived asset is below its carrying value. All other long-lived and intangible assets are reviewed for impairment whenever events or circumstances indicate that the carrying amount of the asset may not be recoverable. An impairment loss for goodwill and indefinite-lived intangibles would be recognized based on the difference between the carrying value of the asset and its estimated fair value, which would be determined based on either discounted future cash flows or other appropriate fair value methods. The evaluation of goodwill and indefinite-lived intangibles for impairment requires management to use significant judgments and estimates in accordance with U.S. GAAP including, but not limited to, economic, industry, and company-specific qualitative factors, projected future net sales, operating results, and cash flows.

Although management currently believes that the estimates used in the evaluation of goodwill and indefinite-lived intangibles are reasonable, differences between actual and expected net sales, operating results, and cash flows and/or changes in the discount rate or theoretical royalty rate could cause these assets to be deemed impaired. If this were to occur, the Company would be required

to record a non-cash charge to earnings for the write-down in value of such assets, which could have a material adverse effect on the Company's results of operations and financial position, but not its cash flows from operations.

Goodwill

The Company is comprised of one reporting unit with a goodwill balance of \$569.4 as of August 31, 2014. In determining the fair value of the Company's reporting unit, the Company uses a discounted cash flow analysis, which requires significant assumptions about discount rates as well as short and long-term growth (or decline) rates, in accordance with U.S. GAAP. The Company utilized an estimated discount rate of approximately 10% as of June 1, 2014, based on the Capital Asset Pricing Model, which considers the risk-free interest rate, beta, market risk premium, and entity specific size premium to determine an appropriate discount rate. Short-term growth (or decline) rates are based on management's forecasted financial results, which consider key business drivers such as specific revenue growth initiatives, market share changes, growth (or decline) in non-residential and residential construction markets, and general economic factors such as credit availability and interest rates. The Company calculates the discounted cash flows using a 10-year discrete period with a terminal value and compares this calculation to the discounted cash flows generated over a 40-year period to ensure reasonableness. The long-term growth rate used in determining terminal value is estimated at 3% for the Company and is primarily based on the Company's understanding of projections for expected long-term growth in non-residential construction, the Company's key market, and historical long-term performance.

During fiscal 2014, the Company performed an evaluation of the fair value of goodwill. The goodwill analysis did not result in an impairment charge, as the estimated fair value of the reporting unit continues to exceed the carrying value by such a significant amount that any reasonably likely change in the assumptions used in the analysis, including revenue growth rates and the discount rate, would not cause the carrying value to exceed the estimated fair value for the reporting unit as determined under the step one goodwill impairment analysis.

Indefinite-Lived Intangible Assets

The Company's indefinite-lived intangible assets consist of six trade names with an aggregate carrying value of approximately \$100.0. Management utilized significant assumptions to estimate the fair value of these indefinite-lived trade names using a fair value model based on discounted future cash flows ("fair value model") in accordance with U.S. GAAP. Future cash flows associated with each of the Company's indefinite-lived trade names are calculated by applying a theoretical royalty rate a willing third party would pay for use of the particular trade name to estimated future net sales. The present value of the resulting after-tax cash flow is management's current estimate of the fair value of the trade names. This fair value model requires management to make several significant assumptions, including estimated future net sales (including short and long-term growth rates), the royalty rate, and the discount rate.

Future net sales and short-term growth rates are estimated for each particular trade name based on management's financial forecasts, which consider key business drivers, such as specific revenue growth initiatives, market share changes, expected growth in non-residential and residential construction markets, and general economic factors, such as credit availability and interest rates. The long-term growth rate used in determining terminal value is estimated at 3.0% for the Company and is based primarily on the Company's understanding of projections for expected long-term growth in non-residential construction, the Company's key market, and historical long-term performance. The theoretical royalty rate is estimated primarily using management's assumptions regarding the amount a willing third party would pay to use the particular trade name and is compared with market information for similar intellectual property within and outside of the industry. Differences between expected and actual results can result in significantly different valuations. If future operating results are unfavorable compared with forecasted amounts, the Company may be required to reduce the theoretical royalty rate used in the fair value model. A reduction in the theoretical royalty rate would result in lower expected future after-tax cash flows in the valuation model. The Company utilized a range of estimated discount rates between 10% and 16% as of June 1, 2014, based on the Capital Asset Pricing Model, which considers the updated risk-free interest rate, beta, market risk premium, and entity specific size premium.

During fiscal 2014, the Company performed an evaluation of the fair value of its indefinite-lived trade names. The Company's expected revenues are based on the Company's fiscal 2015 expectations and recent lighting market growth estimates for fiscal 2015 through 2019. The Company also included revenue growth estimates based on current initiatives expected to help the Company improve performance. During fiscal 2014, estimated theoretical royalty rates ranged between 1% and 4%. The indefinite-lived intangible asset analysis did not result in an impairment charge, as the fair values exceeded the carrying values for each trade name. The estimated fair values of the indefinite-lived intangible assets exceed the carrying values by such a significant amount that any reasonably likely change in the assumptions used in the analyses, including revenue growth rates, royalty rates, and discount rates, would not cause the carrying values to exceed the estimated fair values as determined by the fair value analyses. The Company determined that any estimated potential impairment related to the trade names based on changes in the assumptions, which would be less likely to occur, would not be material to the Company's financial condition or results of operations.

Self-Insurance

The Company self-insures, up to certain limits, traditional risks including workers' compensation, comprehensive general liability, and auto liability. A provision for claims under this self-insured program, based on the Company's estimate of the aggregate liability for claims incurred, is revised and recorded annually. The estimate is derived from both internal and external sources including, but not limited to, the Company's independent actuary. The actuarial estimates are subject to uncertainty from various sources including, among others, changes in claim reporting patterns, claim settlement patterns, judicial decisions, legislation, and economic conditions. Although the Company believes that the actuarial estimates are reasonable, significant differences related to the items noted above could materially affect the Company's self-insurance obligations, future expense, and cash flow. The Company is also self-insured up to certain limits for certain other insurable risks, primarily physical loss to property and business interruptions resulting from such loss lasting two days or more in duration. Insurance coverage is maintained for catastrophic property and casualty exposures as well as those risks required to be insured by law or contract. The Company is fully self-insured for certain other types of liabilities, including environmental, product recall, warranty, and patent infringement.

The Company is also self-insured for the majority of its medical benefit plans. The Company estimates its aggregate liability for claims incurred by applying a lag factor to the Company's historical claims and administrative cost experience. The appropriateness of the Company's lag factor is evaluated and revised, if necessary, annually. Although management believes that the current estimates are reasonable, significant differences related to claim reporting patterns, plan design, legislation, and general economic conditions could materially affect the Company's medical benefit plan liabilities, future expense, and cash flow.

Income Taxes

The Company uses certain assumptions and estimates in determining the income taxes payable or refundable for the current year, income tax expense, and deferred income tax liabilities and assets, which represent temporary and permanent differences between amounts within the financial statements and the income tax basis. Accounting Standards Codification ("ASC") Topic 740, *Income Taxes* ("ASC 740"), requires the evaluation and testing of the recoverability of deferred tax assets. Deferred tax assets are reduced by a valuation allowance if, based on the relevant factors, it is more likely than not that all or some portion of the deferred tax assets will not be realized. Reasonable judgment and estimates are required in determining whether a valuation allowance is necessary and, if so, the amount of such valuation allowance. In evaluating the need for a valuation allowance, the Company considers a number of factors, including, but not limited to: the nature and character of the deferred tax assets and liabilities; taxable income in prior carryback years; future reversals of existing temporary differences; and the length of time carryovers can be utilized.

In light of the multiple tax jurisdictions in which the Company operates, the Company's tax returns are subject to routine audit by the Internal Revenue Service ("IRS") and other taxation authorities. The results of these audits at times produce uncertainty regarding particular tax positions taken in the year(s) of review. The Company records uncertain tax positions as prescribed by ASC 740, which requires recognition at the time when it is more likely than not that the position in question will be upheld. Although management believes that the judgment and estimates involved are reasonable and that the necessary provisions have been recorded, changes in circumstances or unexpected events could adversely or positively affect the Company's financial position, results of operations, and cash flows.

Retirement Benefits

The Company sponsors domestic and international defined benefit pension plans and defined contribution plans and other postretirement plans. Assumptions are used to determine the estimated fair value of plan assets, the actuarial value of plan liabilities, and the current and projected costs for these employee benefit plans and include, among other factors, estimated discount rates, expected returns on the pension fund assets, estimated mortality rates, the rates of increase in employee compensation levels, and, for one international plan, retroactive inflationary adjustments. These assumptions are determined based on Company and market data and are evaluated annually as of the plans' measurement date. See the *Pensions and Defined Contribution Plans* footnote of the *Notes to Consolidated Financial Statements* for further information on the Company's plans, including the potential impact of changes to certain of these assumptions.

Share-Based Compensation Expense

The Company recognizes compensation cost relating to share-based payment transactions in the financial statements based on the estimated fair value of the equity instrument issued. The Company accounts for stock options, restricted shares, and share units representing certain deferrals into the Director Deferred Compensation Plan or the Supplemental Deferred Savings Plan (both of which are discussed further in the *Share-Based Payments* footnote of the *Notes to Consolidated Financial Statements*) based on the grant-date fair value estimated under the current provisions of ASC Topic 718, *Compensation — Stock Compensation* ("ASC 718").

The Company employs the Black-Scholes model in deriving the fair value estimates of certain share-based awards and estimates forfeitures of all share-based awards at the time of grant, which are revised in subsequent periods if actual forfeitures differ from initial estimates. Forfeitures are estimated based on historical experience. If factors change causing different assumptions to be made in future periods, estimated compensation expense may differ significantly from that recorded in the current period. See the *Significant Accounting Policies* and *Share-Based Payments* footnotes of the *Notes to Consolidated Financial Statements* for more information regarding the assumptions used in estimating the fair value of stock options.

Product Warranty and Recall Costs

The Company records an allowance for the estimated amount of future warranty costs when the related revenue is recognized. Estimated future warranty costs are primarily based on historical experience of identified warranty claims. The Company is fully self-insured for product warranty costs. Historical warranty costs have been within expectations; and the Company expects that historical activity will continue to be the best indicator of future warranty costs. There can be no assurance that future warranty costs will not exceed historical amounts or that incorporating new technologies, such as LED components into products, may not generate unexpected costs. Estimated costs related to product recalls based on a formal campaign soliciting repair or return of that product are accrued when they are deemed to be probable and can be reasonably estimated. If actual future warranty or recall costs exceed recorded amounts, additional allowances may be required, which could have a material adverse impact on the Company's results of operations and cash flow.

Litigation

The Company recognizes expense for legal claims when payments associated with the claims become probable and can be reasonably estimated. Due to the difficulty in estimating costs of resolving legal claims, actual costs could have a material adverse impact on the Company's results of operations and cash flow.

Environmental Matters

The Company recognizes expense for known environmental claims when payments associated with the claims become probable and the costs can be reasonably estimated. The actual cost of resolving environmental issues may be higher than that reserved primarily due to difficulty in estimating such costs and potential changes in the status of government regulations. The Company is self-insured for environmental matters.

Cautionary Statement Regarding Forward-Looking Information

This filing contains forward-looking statements within the meaning of the federal securities laws. Statements made herein that may be considered forward-looking include statements incorporating terms such as "expects", "believes", "intends", "anticipates" and similar terms that relate to future events, performance, or results of the Company. In addition, the Company, or the executive officers on the Company's behalf, may from time to time make forward-looking statements in reports and other documents the Company files with the SEC or in connection with oral statements made to the press, current and potential investors, or others. Forward-looking statements include, without limitation: (a) the Company's projections regarding financial performance, liquidity, capital structure, capital expenditures, and dividends; (b) expectations about the impact of volatility and uncertainty in general economic conditions; (c) external forecasts projecting industry unit volumes; (d) expectations about the impact of volatility and uncertainty in component and commodity costs and availability, and the Company's ability to manage those challenges, as well as the Company's response with pricing of its products; (e) the Company's ability to execute and realize benefits from initiatives related to streamlining its operations, capitalizing on growth opportunities, expanding in key markets, enhancing service to the customer, and investing in product innovation; (f) the Company's estimate of its fiscal 2015 annual tax rate; (g) the Company's future amortization expense; and (h) the Company's ability to achieve its long-term financial goals and measures. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this annual report. Except as required by law, the Company undertakes no obligation to publicly update or release any revisions to these forward-looking statements to reflect any events or circumstances after the date of this annual report or to reflect the occurrence of unanticipated events. The Company's forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from the historical experience of the Company and management's present expectations or projections. These risks and uncertainties include, but are not limited to, customer and supplier relationships and prices; competition; ability to realize anticipated benefits from initiatives taken and timing of benefits; market demand; litigation and other contingent liabilities; and economic, political, governmental, and technological factors affecting the Company. Also, additional risks that could cause the Company's actual results to differ materially from those expressed in the Company's forward-looking statements are discussed in Part I, "Item 1a. Risk Factors" of this Annual Report on Form 10-K, and are specifically incorporated herein by reference.

Item 7a. Quantitative and Qualitative Disclosures about Market Risk

(\$ in millions)

General. The Company is exposed to worldwide market risks that may impact the *Consolidated Balance Sheets, Consolidated Statements of Comprehensive Income, and Consolidated Statements of Cash Flows* due primarily to changing interest and foreign exchange rates as well as volatility in commodity prices. The following discussion provides additional information regarding the market risks of Acuity Brands.

Interest Rates. Interest rate fluctuations expose the variable-rate debt of the Company to changes in interest expense and cash flows. At August 31, 2014, the variable-rate debt of the Company was solely comprised of the \$4.0 long-term industrial revenue bond. A 10% increase in market interest rates at August 31, 2014, would have resulted in a de minimus amount of additional annual after-tax interest expense. A fluctuation in interest rates would not affect interest expense or cash flows related to the Company's fixed-rate debt which includes the \$350.0 publicly-traded fixed-rate notes. A 10% increase in market interest rates at August 31, 2014 would have decreased the estimated fair value of these debt obligations by approximately \$6.2. See the *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* contained in this Form 10-K for additional information regarding the Company's debt.

Foreign Exchange Rates. The majority of net sales, expense, and capital purchases of the Company are transacted in U.S. dollars. However, exposure with respect to foreign exchange rate fluctuation exists due to the Company's operations in Mexico and Canada, where a significant portion of products sold are sourced from the United States, and, to a lesser extent, in Europe. Based on fiscal 2014 performance, a hypothetical decline in the value of the Canadian dollar in relation to the U.S. dollar of 10% would negatively impact operating profit by approximately \$11, while a hypothetical appreciation of 10% in the value of the Canadian dollar in relation to the U.S. dollar would favorably impact operating profit by approximately \$13. In addition to products and services sold in Mexico, a significant portion of the goods sold in the United States are manufactured in Mexico. A hypothetical 10% increase in the value of the Mexican peso in relation to the U.S. dollar would negatively impact operating profits by approximately \$9, while a hypothetical decrease of 10% in the value of the Mexican peso in relation to the U.S. dollar would favorably impact operating profit by approximately \$7. The individual impacts to the operating profit of the Company of hypothetical currency fluctuations in the Canadian dollar and Mexican peso have been calculated in isolation from any potential responses to address such exchange rate changes in the Company's foreign markets.

The Company's exposure to foreign currency risk related to its operations in Europe is immaterial and has been excluded from this analysis.

Commodity Prices. The Company utilizes a variety of raw materials and components in its production process including petroleum-based products, steel, and aluminum. In fiscal 2014, the Company purchased approximately 95,000 tons of steel and aluminum. The Company estimates that approximately 8% of raw materials purchased are petroleum-based and that approximately four million gallons of diesel fuel were consumed in fiscal 2014. Failure to effectively manage future increases in the costs of these items could have an adverse impact on the Company's results of operations and cash flow.

Item 8. *Financial Statements and Supplementary Data*

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**MANAGEMENT’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING
ACUITY BRANDS, INC.**

The management of Acuity Brands, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company’s management assessed the effectiveness of the Company’s internal control over financial reporting as of August 31, 2014. In making this assessment, the Company’s management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in Internal Control-Integrated Framework (1992 Framework). Based on this assessment, management believes that, as of August 31, 2014, the Company’s internal control over financial reporting is effective.

The Company’s independent registered public accounting firm has issued an audit report on their audit of the Company’s internal control over financial reporting. This report dated October 29, 2014 is included within this Form 10-K.

/s/ VERNON J. NAGEL

**Vernon J. Nagel
Chairman, President, and
Chief Executive Officer**

/s/ RICHARD K. REECE

**Richard K. Reece
Executive Vice President and
Chief Financial Officer**

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Acuity Brands, Inc.

We have audited the accompanying consolidated balance sheets of Acuity Brands, Inc. as of August 31, 2014 and 2013, and the related consolidated statements of comprehensive income, cash flows, and stockholders' equity for each of the three years in the period ended August 31, 2014. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These consolidated financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Acuity Brands, Inc. at August 31, 2014 and 2013, and the consolidated results of its operations and its cash flows for each of the three years in the period ended August 31, 2014, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Acuity Brands, Inc.'s internal control over financial reporting as of August 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) and our report dated October 29, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Atlanta, Georgia
October 29, 2014

**Report of Independent Registered Public Accounting Firm on Internal Control
Over Financial Reporting**

The Board of Directors and Stockholders
Acuity Brands, Inc.

We have audited Acuity Brands, Inc.'s internal control over financial reporting as of August 31, 2014, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) (the COSO criteria). Acuity Brands, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Acuity Brands, Inc. maintained, in all material respects, effective internal control over financial reporting as of August 31, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Acuity Brands, Inc. as of August 31, 2014 and 2013, and the related consolidated statements of comprehensive income, cash flows, and stockholders' equity for each of the three years in the period ended August 31, 2014 of Acuity Brands, Inc. and our report dated October 29, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Atlanta, Georgia
October 29, 2014

ACUITY BRANDS, INC.
CONSOLIDATED BALANCE SHEETS

	August 31,	
	2014	2013
	(In millions, except share data)	
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 552.5	\$ 359.1
Accounts receivable, less reserve for doubtful accounts of \$1.9 and \$1.5 as of August 31, 2014 and August 31, 2013, respectively	373.4	318.3
Inventories	212.0	203.0
Deferred income taxes	21.5	13.6
Prepayments and other current assets	27.3	19.5
Total Current Assets	1,186.7	913.5
Property, Plant, and Equipment, at cost:		
Land	7.8	7.2
Buildings and leasehold improvements	116.0	109.6
Machinery and equipment	375.8	354.5
Total Property, Plant, and Equipment	499.6	471.3
Less — Accumulated depreciation and amortization	347.1	323.4
Property, Plant, and Equipment, net	152.5	147.9
Other Assets:		
Goodwill	569.4	568.2
Intangible assets	231.6	245.1
Deferred income taxes	3.0	1.7
Other long-term assets	24.9	27.4
Total Other Assets	828.9	842.4
Total Assets	\$ 2,168.1	\$ 1,903.8
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	\$ 287.4	\$ 249.5
Accrued compensation	54.8	28.0
Accrued pension liabilities, current	1.2	1.2
Other accrued liabilities	127.1	107.5
Total Current Liabilities	470.5	386.2
Long-Term Debt	353.6	353.6
Accrued Pension Liabilities, less current portion	65.1	54.7
Deferred Income Taxes	58.4	53.9
Self-Insurance Reserves, less current portion	6.8	7.0
Other Long-Term Liabilities	50.2	54.9
Commitments and Contingencies (see <i>Commitments and Contingencies</i> footnote)		
Stockholders' Equity:		
Preferred stock, \$0.01 par value; 50,000,000 shares authorized; none issued	—	—
Common stock, \$0.01 par value; 500,000,000 shares authorized; 52,581,917 issued and 42,862,662 outstanding at August 31, 2014; 52,205,933 issued and 42,486,678 outstanding at August 31, 2013	0.5	0.5
Paid-in capital	761.5	735.5
Retained earnings	893.6	740.3
Accumulated other comprehensive loss items	(71.9)	(62.6)
Treasury stock, at cost, 9,719,255 shares at August 31, 2014 and 2013	(420.2)	(420.2)
Total Stockholders' Equity	1,163.5	993.5
Total Liabilities and Stockholders' Equity	\$ 2,168.1	\$ 1,903.8

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

ACUITY BRANDS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended August 31,		
	2014	2013	2012
	(In millions, except per-share data)		
Net Sales	\$ 2,393.5	\$ 2,089.1	\$ 1,933.7
Cost of Products Sold	1,414.3	1,251.5	1,145.7
Gross Profit	979.2	837.6	788.0
Selling, Distribution, and Administrative Expenses	680.3	607.6	566.7
Special Charge	(0.2)	8.5	13.3
Operating Profit	299.1	221.5	208.0
Other Expense (Income):			
Interest expense, net	32.1	31.2	30.7
Miscellaneous expense (income), net	1.3	(2.8)	(1.7)
Total Other Expense	33.4	28.4	29.0
Income before Provision for Income Taxes	265.7	193.1	179.0
Provision for Income Taxes	89.9	65.7	62.7
Net Income	\$ 175.8	\$ 127.4	\$ 116.3
Earnings Per Share:			
Basic Earnings per Share	\$ 4.07	\$ 2.97	\$ 2.75
Basic Weighted Average Number of Shares Outstanding	42.8	42.2	41.4
Diluted Earnings per Share	\$ 4.05	\$ 2.95	\$ 2.72
Diluted Weighted Average Number of Shares Outstanding	43.0	42.5	41.9
Dividends Declared per Share	\$ 0.52	\$ 0.52	\$ 0.52
Comprehensive Income:			
Net income	\$ 175.8	\$ 127.4	\$ 116.3
Other Comprehensive Income/(Expense) Items:			
Foreign currency translation adjustments	0.7	(1.9)	(8.2)
Defined benefit plans, net	(10.0)	24.0	(22.7)
Other Comprehensive (Expense)/Income Items, net of tax	(9.3)	22.1	(30.9)
Comprehensive Income	\$ 166.5	\$ 149.5	\$ 85.4

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

ACUITY BRANDS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended August 31,		
	2014	2013	2012
	(In millions)		
Cash Provided by (Used for) Operating Activities:			
Net income	\$ 175.8	\$ 127.4	\$ 116.3
Adjustments to reconcile net income to net cash provided by (used for) operating activities:			
Depreciation and amortization	43.4	40.8	39.8
Share-based compensation expense	17.7	16.5	15.9
Excess tax benefits from share-based payments	(10.4)	(8.6)	(4.9)
Loss (gain) on the sale or disposal of property, plant, and equipment	0.3	(2.5)	0.5
Asset impairments	0.1	0.3	0.3
Deferred income taxes	(0.2)	6.5	6.2
Other non-cash items	—	—	0.1
Change in assets and liabilities, net of effect of acquisitions, divestitures and effect of exchange rate changes:			
Accounts receivable	(55.4)	(54.8)	(2.3)
Inventories	(9.0)	(6.5)	(28.6)
Prepayments and other current assets	(6.6)	1.9	(2.2)
Accounts payable	37.6	15.2	29.6
Other current liabilities	59.8	7.7	9.7
Other	(20.0)	(11.6)	(8.2)
Net Cash Provided by Operating Activities	<u>233.1</u>	<u>132.3</u>	<u>172.2</u>
Cash Provided by (Used for) Investing Activities:			
Purchases of property, plant, and equipment	(35.3)	(40.6)	(31.4)
Proceeds from sale of property, plant, and equipment	1.0	7.6	0.1
Acquisitions of businesses and intangible assets, net of cash acquired	—	(25.5)	(3.8)
Net Cash Used for Investing Activities	<u>(34.3)</u>	<u>(58.5)</u>	<u>(35.1)</u>
Cash Provided by (Used for) Financing Activities:			
Repurchases of common stock	—	—	(9.2)
Proceeds from stock option exercises and other	8.4	14.9	7.6
Excess tax benefits from share-based payments	10.4	8.6	4.9
Dividends paid	(22.5)	(22.4)	(22.0)
Other financing activities	(2.6)	—	—
Net Cash (Used for) Provided by Financing Activities	<u>(6.3)</u>	<u>1.1</u>	<u>(18.7)</u>
Effect of Exchange Rate Changes on Cash	<u>0.9</u>	<u>(0.3)</u>	<u>(4.1)</u>
Net Change in Cash and Cash Equivalents	193.4	74.6	114.3
Cash and Cash Equivalents at Beginning of Year	359.1	284.5	170.2
Cash and Cash Equivalents at End of Year	<u>\$ 552.5</u>	<u>\$ 359.1</u>	<u>\$ 284.5</u>
Supplemental Cash Flow Information:			
Income taxes paid during the period	\$ 77.4	\$ 46.8	\$ 50.7
Interest paid during the period	\$ 32.5	\$ 31.3	\$ 31.6

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

ACUITY BRANDS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock	Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
	(In millions)					
Balance, August 31, 2011	\$ 0.5	\$ 680.3	\$ 541.0	\$ (53.8)	\$ (411.0)	\$ 757.0
Net income	—	—	116.3	—	—	116.3
Other comprehensive loss	—	—	—	(30.9)	—	(30.9)
Amortization, issuance, and forfeitures of restricted stock grants	—	10.3	—	—	—	10.3
Employee Stock Purchase Plan issuances	—	0.3	—	—	—	0.3
Cash dividends of \$0.52 per share paid on common stock	—	—	(22.0)	—	—	(22.0)
Stock options exercised	—	7.3	—	—	—	7.3
Repurchases of common stock	—	—	—	—	(9.2)	(9.2)
Tax effect on stock options and restricted stock	—	4.9	—	—	—	4.9
Balance, August 31, 2012	0.5	703.1	635.3	(84.7)	(420.2)	834.0
Net income	—	—	127.4	—	—	127.4
Other comprehensive income	—	—	—	22.1	—	22.1
Amortization, issuance, and forfeitures of restricted stock grants	—	8.9	—	—	—	8.9
Employee Stock Purchase Plan issuances	—	0.4	—	—	—	0.4
Cash dividends of \$0.52 per share paid on common stock	—	—	(22.4)	—	—	(22.4)
Stock options exercised	—	14.5	—	—	—	14.5
Tax effect on stock options and restricted stock	—	8.6	—	—	—	8.6
Balance, August 31, 2013	0.5	735.5	740.3	(62.6)	(420.2)	993.5
Net income	—	—	175.8	—	—	175.8
Other comprehensive loss	—	—	—	(9.3)	—	(9.3)
Amortization, issuance, and forfeitures of restricted stock grants	—	7.2	—	—	—	7.2
Employee Stock Purchase Plan issuances	—	0.4	—	—	—	0.4
Cash dividends of \$0.52 per share paid on common stock	—	—	(22.5)	—	—	(22.5)
Stock options exercised	—	8.0	—	—	—	8.0
Tax effect on stock options and restricted stock	—	10.4	—	—	—	10.4
Balance, August 31, 2014	<u>\$ 0.5</u>	<u>\$ 761.5</u>	<u>\$ 893.6</u>	<u>\$ (71.9)</u>	<u>\$ (420.2)</u>	<u>\$ 1,163.5</u>

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in millions, except per-share data and as indicated)

1. Description of Business and Basis of Presentation

Acuity Brands, Inc. ("Acuity Brands") is the parent company of Acuity Brands Lighting, Inc. ("ABL") and other subsidiaries (Acuity Brands, ABL, and such other subsidiaries are collectively referred to herein as the "Company"). The Company designs, produces, and distributes a broad array of lighting solutions and services for commercial, institutional, industrial, infrastructure, and residential applications for various markets throughout North America and select international markets. The Company's lighting solutions include devices such as luminaires, lighting controls, power supplies, prismatic skylights, light-emitting diode ("LED") lamps, and integrated lighting systems for indoor and outdoor applications utilizing a combination of light sources, including daylight, and other devices controlled by software that monitors and manages light levels while optimizing energy consumption (collectively referred to herein as "lighting solutions"). The Company has one operating segment serving the North American lighting market and select international markets.

The Company has made several acquisitions over the last five years to expand and enhance its portfolio of lighting solutions, including the following recent acquisitions:

On March 13, 2013, the Company acquired for cash , including potential additional cash payments that may be paid in future periods under earn-out provisions, all of the ownership interests in eldoLAB Holding B.V. ("eldoLED"), a leading provider of high-performance drivers for LED lighting systems based in Eindhoven, The Netherlands. The operating results of eldoLED have been included in the Company's consolidated financial statements since the date of acquisition.

On December 20, 2012, the Company acquired for cash all of the ownership interests in Adura Technologies ("Adura"), a leading developer of radio frequency (RF) mesh networking technology that allows individual light fixtures to communicate in a wireless mesh network with switches, sensors and system management software. The operating results of Adura have been included in the Company's consolidated financial statements since the date of acquisition.

The *Consolidated Financial Statements* have been prepared by the Company in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") and present the financial position, results of operations, and cash flows of Acuity Brands and its wholly-owned subsidiaries. References made to years are for fiscal year periods, unless noted otherwise.

2. Significant Accounting Policies

Principles of Consolidation

The *Consolidated Financial Statements* include the accounts of Acuity Brands and its wholly-owned subsidiaries after elimination of significant intercompany transactions and accounts.

Revenue Recognition

The Company records revenue when the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred, the Company's price to the customer is fixed and determinable, and collectability is reasonably assured. Delivery is not considered to have occurred until the customer assumes the risks and rewards of ownership. Customers take delivery at the time of shipment for terms designated free on board shipping point. For sales designated free on board destination, customers take delivery when the product is delivered to the customer's delivery site. Provisions for certain rebates, sales incentives, product returns, and discounts to customers are recorded in the same period the related revenue is recorded. The Company also maintains one-time or on-going marketing and trade-promotion programs with certain customers that require the Company to estimate and accrue the expected costs of such programs. These arrangements include cooperative marketing programs, merchandising of the Company's products, introductory marketing funds for new products, and other trade-promotion activities conducted by the customer. Costs associated with these programs are reflected within the Company's *Consolidated Statements of Comprehensive Income* in accordance with the Accounting Standards Codification ("ASC") Topic 605, *Revenue Recognition* ("ASC 605"), which in most instances requires such costs be recorded as a reduction of revenue.

The Company's standard terms and conditions of sale allow returns of certain products within four months of the date of shipment. The Company also provides for limited product return rights to certain distributors and other customers, primarily for slow moving or damaged items subject to certain defined criteria. The limited product return rights generally allow customers to return resalable products purchased within a specified time period and subject to certain limitations, including, at times, when accompanied by a replacement order of equal or greater value. At the time revenue is recognized, the Company records a provision

for the estimated amount of future returns primarily based on historical experience, specific notification of pending returns, or based on contractual terms with the respective customers. Although historical product returns generally have been within expectations, there can be no assurance that future product returns will not exceed historical amounts. A significant increase in product returns could have a material adverse impact on the Company's operating results in future periods.

Revenue is earned on services and the sale of products. Revenue is recognized for the sale of products when the above criteria are met and for services rendered in the period of performance.

Revenue Recognition for Arrangements with Multiple Deliverables

A small portion of the Company's revenues are derived from the combination of any or all of: (i) the sale and license of its products, (ii) fees associated with training, installation, and technical support services, and (iii) monitoring and lighting control services. Certain agreements, particularly related to lighting controls systems, represent multiple-element arrangements that include tangible products that contain software that is essential to the functionality of the systems and undelivered elements that primarily relate to installation, monitoring, and lighting control services. The undelivered elements associated with installation, monitoring, and lighting control services are reviewed and analyzed to determine separability in relation to the delivered elements and appropriate pricing treatment based on (a) vendor-specific objective evidence, (b) third-party evidence, or (c) management estimates. If deemed separate units of accounting, the revenue and associated cost of sales related to the delivered elements are recognized at the time of delivery, while those related to the undelivered elements are recognized appropriately based on the period of performance. If the separation criterion for the undelivered elements is not met because the undelivered elements are essential to the functionality of the lighting controls systems, all revenue and cost of sales attributable to the contract are deferred at the time of sale and are both generally recognized on a straight-line basis over the respective contract periods.

Use of Estimates

The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expense during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash in excess of daily requirements is invested in time deposits and marketable securities and is included in the accompanying balance sheets at fair value. Acuity Brands considers time deposits and marketable securities with an original maturity of three months or less when purchased to be cash equivalents.

Accounts Receivable

The Company records accounts receivable at net realizable value. This value includes an allowance for estimated uncollectible accounts to reflect losses anticipated on accounts receivable balances. The allowance is based on historical write-offs, an analysis of past due accounts based on the contractual terms of the receivables, and economic status of customers, if known. Management believes that the allowance is sufficient to cover uncollectible amounts; however, there can be no assurance that unanticipated future business conditions of customers will not have a negative impact on the Company's results of operations.

Concentrations of Credit Risk

Concentrations of credit risk with respect to receivables, which are typically unsecured, are generally limited due to the wide variety of customers and markets using the Company's lighting solutions as well as their dispersion across many different geographic areas. Receivables from The Home Depot were approximately \$53.3 and \$53.7 at August 31, 2014 and 2013, respectively. No other single customer accounted for more than 10% of consolidated receivables at August 31, 2014 or 2013. Additionally, net sales to The Home Depot accounted for approximately 12% of net sales of the Company in fiscal 2014, 13% in fiscal 2013, and 10% in fiscal 2012.

Reclassifications

Certain prior-period amounts have been reclassified to conform to the current year presentation.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Subsequent Events

The Company has evaluated subsequent events for recognition and disclosure for occurrences and transactions after the date of the consolidated financial statements as of August 31, 2014.

Inventories

Inventories include materials, direct labor, in-bound freight, and related manufacturing overhead, are stated at the lower of cost (on a first-in, first-out or average cost basis) or market, and consist of the following:

	August 31,	
	2014	2013
Raw materials, supplies, and work in process ⁽¹⁾	\$ 125.7	\$ 122.6
Finished goods	97.6	90.9
	223.3	213.5
Less: Reserves	(11.3)	(10.5)
Total Inventory	\$ 212.0	\$ 203.0

⁽¹⁾ Due to the immaterial amount of estimated work in process and the short lead times for the conversion of raw materials to finished goods, the Company does not believe the segregation of raw materials and work in process to be meaningful information.

Management reviews inventory quantities on hand and records a provision for excess or obsolete inventory primarily based on estimated future demand and current market conditions. A significant change in customer demand or market conditions could render certain inventory obsolete and thus could have a material adverse impact on the Company's operating results in the period the change occurs.

Assets Held for Sale

The Company classifies assets as held for sale upon the development of a plan for disposal and in accordance with applicable U.S. GAAP and ceases the depreciation and amortization of the assets at that date. The Company is actively marketing the properties classified as held for sale. As of August 31, 2014, the carrying value of the properties held for sale was \$3.7, which is included in *Prepayments and other current assets* on the *Consolidated Balance Sheets*.

Goodwill and Other Intangibles

Changes in the carrying amount of goodwill during the year are summarized as follows:

Goodwill:	
Balance as of August 31, 2013	\$ 568.2
Adjustments for acquired businesses	1.4
Currency translation adjustments	(0.2)
Balance as of August 31, 2014	\$ 569.4

The current year increase in the gross carrying amount for goodwill was due primarily to the finalization of the acquisition accounting adjustments for Adura and eldoLED partially offset by the impact of foreign currency changes during the period.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Summarized information for the Company's acquired intangible assets is as follows:

	August 31,			
	2014		2013	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Definite-lived intangible assets:				
Patents and patented technology	\$ 69.2	\$ (26.4)	\$ 71.3	\$ (22.2)
Trademarks and trade names	25.4	(8.6)	25.4	(6.9)
Distribution network	61.8	(29.7)	61.8	(27.4)
Customer relationships	55.2	(16.3)	55.2	(13.9)
Other	5.3	(4.3)	5.5	(3.7)
Total	\$ 216.9	\$ (85.3)	\$ 219.2	\$ (74.1)
Indefinite-lived trade names	<u>\$ 100.0</u>		<u>\$ 100.0</u>	

Through multiple acquisitions, the Company acquired intangible assets consisting primarily of trademarks and trade names associated with specific products with finite lives, definite-lived distribution networks, patented technology, non-compete agreements, and customer relationships, which are amortized over their estimated useful lives. Indefinite-lived intangible assets consist of trade names that are expected to generate cash flows indefinitely. Significant estimates and assumptions were used to determine the initial fair value of these acquired intangible assets, including estimated future net sales, customer attrition rates, royalty rates, and discount rates. The current year decreases in the gross carrying amounts for the acquired intangible assets were due primarily to recording the final values of intangible assets associated with the acquisition of Adura (refer to the *Acquisitions* footnote).

The Company recorded amortization expense of \$11.2, \$10.9, and \$11.2 related to intangible assets with finite lives during fiscal 2014, 2013, and 2012, respectively. Amortization expense is generally recorded on a straight-line basis and is expected to be approximately \$11.1 in fiscal 2015, \$10.5 in fiscal 2016, \$10.2 in fiscal 2017, \$10.2 in fiscal 2018, and \$10.2 in fiscal 2019.

The Company tests goodwill and indefinite-lived intangible assets for impairment on an annual basis or more frequently as facts and circumstances change, as required by ASC Topic 350, *Intangibles — Goodwill and Other* ("ASC 350"). The goodwill impairment test has three steps: a qualitative review and a two-step quantitative method. The preliminary step ("Step 0") allows for a qualitative analysis to determine the likelihood of impairment. If the qualitative review results in a more likely than not probability of impairment, the first quantitative step is required. The first step identifies potential impairments by comparing the fair value of a reporting unit with its carrying value, including goodwill. The fair values can be determined based on a combination of valuation techniques including the expected present value of future cash flows, a market multiple approach, and a comparable transaction approach. If the fair value of a reporting unit exceeds the carrying value, goodwill is not considered impaired and the second step is not necessary. If the carrying value of a reporting unit exceeds the fair value, the second step calculates the possible impairment loss by comparing the implied fair value of goodwill with the carrying value. If the implied fair value of the goodwill is less than the carrying value, an impairment charge is recorded. In fiscal 2014, a quantitative fair value analysis, based on discounted future cash flows, was used to determine the likelihood of goodwill impairment for the Company's one reporting unit. The analysis for goodwill did not result in an impairment charge during fiscal 2014, 2013, or 2012.

The impairment test for indefinite-lived trade names consists of comparing the fair value of the asset with its carrying value. The Company estimates the fair value of indefinite-lived trade names using a fair value model based on discounted future cash flows. If the carrying amount exceeds the estimated fair value, an impairment loss would be recorded in the amount of the excess. Significant assumptions, including estimated future net sales, royalty rates, and discount rates, are used in the determination of estimated fair value for indefinite-lived trade names. None of the analyses for the indefinite-lived trade names resulted in an impairment charge during fiscal 2014, 2013, or 2012.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Other Long-Term Assets

Other long-term assets consist of the following:

	August 31,	
	2014	2013
Deferred contract costs	\$ 15.0	\$ 13.5
Capitalized software costs ⁽¹⁾	2.3	2.7
Other ⁽²⁾	7.6	11.2
Total	\$ 24.9	\$ 27.4

⁽¹⁾ The Company recorded amortization expense related to capitalized software costs of \$0.4, \$0.9, and \$1.1 in fiscal 2014, 2013, and 2012, respectively.

⁽²⁾ *Other* - Amount primarily includes deferred debt issuance costs and company-owned life insurance investments. The Company maintains life insurance policies on 78 current and former employees primarily to satisfy obligations under certain deferred compensation plans. These company-owned life insurance policies are presented net of loans that are secured by these policies. This program is frozen and no new policies were issued in the three-year period ended August 31, 2014.

Other Long-Term Liabilities

Other long-term liabilities consist of the following:

	August 31,	
	2014	2013
Deferred compensation and postretirement benefits other than pensions ⁽¹⁾	\$ 32.6	\$ 31.9
Acquisition-related liabilities ⁽²⁾	5.3	9.0
Uncertain tax position liabilities, including interest ⁽³⁾	3.5	5.7
Other ⁽⁴⁾	8.8	8.3
Total	\$ 50.2	\$ 54.9

⁽¹⁾ *Deferred compensation and postretirement benefits other than pensions* — The Company maintains several non-qualified retirement plans for the benefit of eligible employees, primarily deferred compensation plans. The deferred compensation plans provide for elective deferrals of an eligible employee's compensation and, in some cases, matching contributions by the Company. In addition, one plan provides for an automatic contribution by the Company of 3% of an eligible employee's compensation. The Company maintains certain long-term investments that offset a portion of the deferred compensation liability. The Company maintains life insurance policies on certain current and former officers and other key employees as a means of satisfying a portion of these obligations.

⁽²⁾ *Acquisition-related liabilities* - Amounts represent contingent payments and other obligations, including holdback liabilities, related to recent acquisitions.

⁽³⁾ See the *Income Taxes* footnote for more information.

⁽⁴⁾ *Other* - Amount primarily includes deferred revenue and deferred rent.

Shipping and Handling Fees and Costs

The Company includes shipping and handling fees billed to customers in *Net Sales*. Shipping and handling costs associated with inbound freight and freight between manufacturing facilities and distribution centers are generally recorded in *Cost of Products Sold*. Other shipping and handling costs are included in *Selling, Distribution, and Administrative Expenses* and totaled \$100.9, \$86.4, and \$81.5 in fiscal 2014, 2013, and 2012, respectively.

Share-Based Compensation

The Company recognizes compensation cost relating to share-based payment transactions in the financial statements based on the estimated fair value of the equity or liability instrument issued. The Company accounts for stock options, restricted shares, and share units representing certain deferrals into the Director Deferred Compensation Plan or the Supplemental Deferred Savings Plan (both of which are discussed further in the *Share-Based Payments* footnote) based on the grant-date fair value estimated under the current provisions of ASC Topic 718, *Compensation — Stock Compensation* ("ASC 718").

Share-based expense includes expense related to restricted stock and options issued, as well as share units deferred into either the Director Deferred Compensation Plan. The Company recorded \$17.7, \$16.5, and \$15.9 of share-based expense for the years ending August 31, 2014, 2013, and 2012, respectively. The total income tax benefit recognized for share-based compensation

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

arrangements was \$6.0, \$5.6, and \$5.6 for the years ended August 31, 2014, 2013, and 2012, respectively. The Company accounts for any awards with graded vesting on a straight-line basis. Additionally, forfeitures of share-based awards are estimated based on historical experience at the time of grant and are revised in subsequent periods if actual forfeitures differ from initial estimates. The Company did not capitalize any expense related to share-based payments and has recorded share-based expense, net of estimated forfeitures, in *Selling, Distribution, and Administrative Expenses*.

Benefits of tax deductions in excess of recognized share-based compensation cost are reported as a financing cash flow, rather than as an operating cash flow, in the Company's *Statements of Cash Flows* and amounted to \$10.4, \$8.6, and \$4.9 for fiscal 2014, 2013, and 2012, respectively.

See the *Share-Based Payments* footnote for more information.

Depreciation

For financial reporting purposes, depreciation is determined principally on a straight-line basis using estimated useful lives of plant and equipment (10 to 40 years for buildings and related improvements and 3 to 15 years for machinery and equipment), while accelerated depreciation methods are used for income tax purposes. Leasehold improvements are amortized over the shorter of the life of the lease or the estimated useful life of the improvement. Depreciation expense amounted to \$31.8, \$29.0, and \$27.5 during fiscal 2014, 2013, and 2012, respectively.

Research and Development

Research and development ("R&D") expense, which is expensed as incurred, consists of compensation, payroll taxes, employee benefits, materials, supplies, and other administrative costs, but does not include all new product development costs, and is included in *Selling, Distribution, and Administrative Expenses* in the Company's *Consolidated Statements of Comprehensive Income*. R&D expense amounted to \$35.3, \$32.7, and \$34.7 during fiscal 2014, 2013, and 2012, respectively.

Advertising

Advertising costs are expensed as incurred and are included within *Selling, Distribution, and Administrative Expenses* in the Company's *Consolidated Statements of Comprehensive Income*. These costs totaled \$13.3, \$12.1, and \$12.6 during fiscal 2014, 2013, and 2012, respectively.

Service Arrangements with Customers

The Company maintains a service program with one of its retail customers that affords the Company certain in-store benefits, including lighting display maintenance. Costs associated with this program totaled \$6.1, \$5.7, and \$5.7 in fiscal 2014, 2013, and 2012, respectively. These costs have been included within *Selling, Distribution, and Administrative Expenses* in the Company's *Consolidated Statements of Comprehensive Income*.

Interest Expense, Net

Interest expense, net, is comprised primarily of interest expense on long-term debt, revolving credit facility borrowings, and loans collateralized by assets related to a company-owned life insurance program, partially offset by interest income on cash and cash equivalents.

The following table summarizes the components of interest expense, net:

	Years Ended August 31,		
	2014	2013	2012
Interest expense	\$ 32.6	\$ 31.9	\$ 31.3
Interest income	(0.5)	(0.7)	(0.6)
Interest expense, net	<u>\$ 32.1</u>	<u>\$ 31.2</u>	<u>\$ 30.7</u>

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Foreign Currency Translation

The functional currency for the foreign operations of the Company is the local currency. The translation of foreign currencies into U.S. dollars is performed for balance sheet accounts using exchange rates in effect at the balance sheet dates and for revenue and expense accounts using a weighted average exchange rate each month during the year. The gains or losses resulting from the balance sheet translation are included in *Foreign currency translation adjustments* in the *Consolidated Statements of Comprehensive Income* and are excluded from net income.

Miscellaneous Expense (Income), Net

Miscellaneous expense (income), net, is composed primarily of gains or losses on foreign currency items and other non-operating items. Gains or losses relating to foreign currency items consisted of expense of \$1.5 in fiscal 2014, expense of \$0.2 in fiscal 2013, and income of \$1.2 in fiscal 2012.

Income Taxes

The Company is taxed at regular corporate rates after adjusting income reported for financial statement purposes for certain items that are treated differently for income tax purposes. Deferred income tax expenses or benefits result from changes during the year in cumulative temporary differences between the tax basis and book basis of assets and liabilities.

Comprehensive Income

Comprehensive income represents a measure of all changes in equity that result from recognized transactions and other economic events other than transactions with owners in their capacity as owners. Other comprehensive income for the Company includes foreign currency translation and pension adjustments.

The following table presents the changes in each component of Accumulated Other Comprehensive Income/Loss Items, net of tax.

	Foreign Currency Items	Defined Benefit Pension Plans	Accumulated Other Comprehensive Loss Items
Balance at August 31, 2013	\$ (18.8)	\$ (43.8)	\$ (62.6)
Other Comprehensive Income/(Expense) before reclassifications	0.7	(12.6)	(11.9)
Amounts reclassified from accumulated other comprehensive income	—	2.6	2.6
Net current-period Other Comprehensive Income/(Expense)	0.7	(10.0)	(9.3)
Balance at August 31, 2014	<u>\$ (18.1)</u>	<u>\$ (53.8)</u>	<u>\$ (71.9)</u>

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table presents the tax (expense)/benefit allocated to each component of Other Comprehensive Income (Expense).

	Years Ended August 31,								
	2014			2013			2012		
	Before Tax Amount	Tax (Expense) or Benefit	Net of Tax Amount	Before Tax Amount	Tax (Expense) or Benefit	Net of Tax Amount	Before Tax Amount	Tax (Expense) or Benefit	Net of Tax Amount
Foreign Currency Translation Adjustments	\$ 0.7	\$ —	\$ 0.7	\$ (1.9)	\$ —	\$ (1.9)	\$ (8.2)	\$ —	\$ (8.2)
Defined Benefit Pension Plans:									
Prior service cost from plan amendment during period	—	—	—	(5.5)	2.2	(3.3)	—	—	—
Actuarial gains (losses)	(18.2)	5.6	(12.6)	34.5	(11.7)	22.8	(38.3)	12.9	(25.4)
Amortization of defined benefit pension items:									
Prior service cost ⁽¹⁾	0.8	(0.3)	0.5	0.7	(0.3)	0.4	0.1	—	0.1
Actuarial losses ⁽¹⁾	3.1	(1.0)	2.1	6.2	(2.1)	4.1	4.1	(1.5)	2.6
Total Defined Benefit Plans, net	(14.3)	4.3	(10.0)	35.9	(11.9)	24.0	(34.1)	11.4	(22.7)
Other Comprehensive Income/(Expense)	<u>\$ (13.6)</u>	<u>\$ 4.3</u>	<u>\$ (9.3)</u>	<u>\$ 34.0</u>	<u>\$ (11.9)</u>	<u>\$ 22.1</u>	<u>\$ (42.3)</u>	<u>\$ 11.4</u>	<u>\$ (30.9)</u>

⁽¹⁾ The before tax amount of these accumulated other comprehensive income components is included in net periodic pension cost. See the *Pension and Defined Contribution Plans* footnote for additional details.

3. New Accounting Pronouncements

Accounting Standards Adopted in Fiscal 2014

In July 2012, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2012-02, *Intangibles - Goodwill and Other (Topic 350) - Testing Indefinite-Lived Intangible Assets for Impairment* ("ASU 2012-02"), which allows companies to assess qualitative factors to determine if indefinite-lived intangible assets other than goodwill have been impaired. If the qualitative factors reviewed do not indicate that it is more likely than not that the fair value of an indefinite-lived intangible asset does not exceed the carrying value, ASU 2012-02 deems any further impairment testing to be unnecessary. In the event that the qualitative review indicates otherwise, a company is required to perform further quantitative impairment testing as prescribed by Topic 350. ASU 2012-02 is effective for fiscal years beginning after September 15, 2012, with early adoption permitted. The Company adopted ASU 2012-02 in the first quarter of fiscal 2014. The provisions of ASU 2012-02 did not have a material effect on the Company's results of operations, financial condition, and cash flows.

In January 2013, the FASB issued ASU No. 2013-01, *Balance Sheet (Topic 210) - Disclosures about Offsetting Assets and Liabilities* ("ASU 2013-01"), which amended ASC Subtopic 210-20, Balance Sheet - Offsetting. ASU 2013-01 clarified the scope of ASU 2011-11, *Balance Sheet (Topic 210) - Disclosures about Offsetting Assets and Liabilities* ("ASU 2011-11"). ASU 2011-11 requires an entity to disclose information about offsetting and related arrangements to enable users of that entity's financial statements to understand the effect of those arrangements on its financial position. ASU 2013-01 clarifies the scope of ASU 2011-11 as applying to derivatives accounted for in accordance with Topic 815, Derivatives and Hedging, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are offset either in accordance with other requirements of the Accounting Standards Codification or subject to an enforceable master netting arrangement or similar arrangement. The provisions of ASU 2011-11 and ASU 2013-01 are effective retrospectively to all comparative periods for public entities during annual reporting periods beginning after January 1, 2013 (effective date) and interim reporting periods therein. The Company adopted ASU 2011-11 and ASU 2013-01 in the first quarter of fiscal 2014. The provisions of ASU 2011-11 and ASU 2013-01 did not have a material effect on the Company's results of operations, financial condition, and cash flows.

Accounting Standards Yet to Be Adopted

In March 2013, the FASB issued ASU No. 2013-05, *Foreign Currency Matters (Topic 830): Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity (a consensus of the FASB Emerging Issues Task Force)* ("ASU 2013-05"), which applies to the release of the cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a business (other than a sale of in substance real estate or conveyance of oil and gas mineral rights) within a foreign entity. ASU 2013-05 is effective prospectively for fiscal years (and interim reporting periods within those years) beginning after December 15, 2013. The Company is currently reviewing the provisions of ASU 2013-05 but does not expect it to have a material effect on the Company's financial condition, results of operations, and cash flows.

In July 2013, the FASB issued ASU No. 2013-11, *Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (a consensus of the FASB Emerging Issues Task Force)* ("ASU 2013-11"), which applies to the presentation of unrecognized tax benefits as a liability on the balance sheet when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose. ASU 2013-11 is effective prospectively for fiscal years (and interim reporting periods within those years) beginning after December 15, 2013. The Company is currently reviewing the provisions of ASU 2013-11 but does not expect it to have a material effect on the Company's financial condition, results of operations, and cash flows.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue From Contracts With Customers* ("ASU 2014-09"), which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. ASU 2014-09 is effective for fiscal years (and interim reporting periods within those years) beginning after December 15, 2016. The Company is currently evaluating the impact of the provisions of ASU 2014-09.

4. Acquisitions

The Company has actively pursued opportunities for investment and growth through acquisitions. In recent years, the Company has acquired a number of businesses that participate in the North American lighting market, including the businesses discussed below. The companies were purchased to further expand and complement the Company's lighting solutions portfolio and were fully incorporated into the Company's operations. None of the business combinations-individually or in the aggregate-represented a material transaction.

eldoLED Acquisition

On March 13, 2013, the Company acquired for cash, including potential additional cash payments that may be paid in future periods under earn-out provisions, all of the ownership interests in eldoLED, a leading provider of high-performance drivers for LED lighting systems based in Eindhoven, The Netherlands. Potential cash payments related to the earn-out provisions are payable beginning in fiscal 2014 and ending in fiscal 2017 subject to achievement of those provisions. The operating results of eldoLED have been included in the Company's consolidated financial statements since the date of acquisition and are not material to the Company's financial condition, results of operations, or cash flows. Management finalized the acquisition accounting for eldoLED during the second quarter of fiscal 2014 and the amounts are reflected in the *Consolidated Balance Sheets*.

Adura Technologies Acquisition

On December 20, 2012, the Company acquired for cash all of the ownership interests in Adura, a leading developer of radio frequency (RF) mesh networking technology that allows individual light fixtures to communicate in a wireless mesh network with switches, sensors and system management software. The operating results of Adura have been included in the Company's consolidated financial statements since the date of acquisition and are not material to the Company's financial condition, results of operations, or cash flows. Management finalized the acquisition accounting for Adura during the first quarter of fiscal 2014 and the amounts are reflected in the *Consolidated Balance Sheets*.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

5. Fair Value Measurements

The Company determines a fair value measurement based on the assumptions a market participant would use in pricing an asset or liability. ASC Topic 820, *Fair Value Measurements and Disclosures* ("ASC 820"), establishes a three level hierarchy making a distinction between market participant assumptions based on (i) unadjusted quoted prices for identical assets or liabilities in an active market (Level 1), (ii) quoted prices in markets that are not active or inputs that are observable either directly or indirectly for substantially the full term of the asset or liability (Level 2), and (iii) prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement (Level 3).

The following table presents information about assets and liabilities required to be carried at fair value and measured on a recurring basis as of August 31, 2014 and 2013:

	Fair Value Measurements as of:							
	August 31, 2014				August 31, 2013			
	Level 1	Level 2	Level 3	Total Fair Value	Level 1	Level 2	Level 3	Total Fair Value
Assets:								
Cash and cash equivalents	\$ 552.5	\$ —	\$ —	\$ 552.5	\$ 359.1	\$ —	\$ —	\$ 359.1
Other	0.6	—	—	0.6	0.7	—	—	0.7
Liabilities:								
Other	\$ 0.6	\$ —	\$ 11.6	\$ 12.2	\$ 0.7	\$ —	\$ 12.1	\$ 12.8

The Company utilizes valuation methodologies to determine the fair values of its financial assets and liabilities in conformity with the concepts of "exit price" and the fair value hierarchy as prescribed in ASC 820. All valuation methods and assumptions are validated at least quarterly to ensure the accuracy and relevance of the fair values. There were no material changes to the valuation methods or assumptions used to determine fair values during the current period.

The Company used the following valuation methods and assumptions in estimating the fair value of the following assets and liabilities:

The fair value of Level 1 assets and liabilities is determined based on quoted market prices.

The fair value of Level 3 liabilities is estimated using a discounted cash flow technique with significant inputs that are not observable in the market, appropriately discounted considering the uncertainties associated with the obligation. Changes in these inputs, including probability assessments or the discount rate, could result in a higher or lower fair value measurement. Any reasonably likely change in the assumptions used in the analysis would not result in a material change to the fair value of these liabilities.

No transfers between the levels of the fair value hierarchy occurred during the current fiscal period. In the event of a transfer in or out of a level within the fair value hierarchy, the transfers would be recognized on the date of occurrence.

The Company's Level 3 liabilities consist of certain acquisition-related liabilities. The change in these liabilities during fiscal 2014 was due to a \$2.2 increase in the estimated fair value, a \$2.6 decrease due to payments, and a \$0.1 decrease due to currency rate fluctuations in the period. The expense associated with the change in the estimated fair value was included in *Selling, Distribution, and Administrative Expenses* within the *Consolidated Statements of Comprehensive Income*.

Disclosures of fair value information about financial instruments (whether or not recognized in the balance sheet), for which it is practicable to estimate that value, are required each reporting period in addition to any financial instruments carried at fair value on a recurring basis as prescribed by ASC Topic 825, *Financial Instruments* ("ASC 825"). In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The carrying values and estimated fair values of certain of the Company's financial instruments were as follows at August 31, 2014 and 2013:

	August 31, 2014		August 31, 2013	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Liabilities:				
Senior unsecured public notes, net of unamortized discount	\$ 349.6	\$ 391.2	\$ 349.6	\$ 381.5
Industrial revenue bond	4.0	4.0	4.0	4.0

The senior unsecured public notes are carried at the outstanding balance, including bond discounts, as of the end of the reporting period. Fair value is estimated based on discounted future cash flows using rates currently available for debt of similar terms and maturity (Level 2).

The industrial revenue bond is carried at the outstanding balance as of the end of the reporting period. The industrial revenue bond is a tax-exempt, variable-rate instrument that resets on a weekly basis; therefore, the Company estimates that the face amount of the bond approximates fair value as of August 31, 2014 based on bonds of similar terms and maturity (Level 2).

ASC 825 excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value to the Company. In many cases, the fair value estimates cannot be substantiated by comparison to independent markets, nor can the disclosed value be realized in immediate settlement of the instruments. In evaluating the Company's management of liquidity and other risks, the fair values of all assets and liabilities should be taken into consideration, not only those presented above.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

6. Pension and Defined Contribution Plans

Company-sponsored Pension Plans

The Company has several pension plans, both qualified and non-qualified, covering certain hourly and salaried employees. Benefits paid under these plans are based generally on employees' years of service and/or compensation during the final years of employment. The Company makes annual contributions to the plans to the extent indicated by actuarial valuations and statutory requirements. Plan assets are invested primarily in equity and fixed income securities.

The following tables reflect the status of the Company's domestic (U.S.-based) and international pension plans at August 31, 2014 and 2013:

	Domestic Plans		International Plans	
	August 31,		August 31,	
	2014	2013	2014	2013
Change in Benefit Obligation:				
Benefit obligation at beginning of year	\$ 151.5	\$ 168.1	\$ 40.2	\$ 46.9
Service cost	2.4	3.4	0.1	0.1
Interest cost	7.0	6.3	1.9	1.7
Amendments	—	5.5	—	—
Actuarial (gain) loss	17.6	(24.9)	8.6	(6.5)
Plan settlements	—	—	(0.1)	—
Benefits paid	(7.0)	(6.9)	(1.0)	(1.0)
Other	—	—	2.8	(1.0)
Benefit obligation at end of year	171.5	151.5	52.5	40.2
Change in Plan Assets:				
Fair value of plan assets at beginning of year	\$ 105.7	\$ 95.6	\$ 30.1	\$ 28.1
Actual return on plan assets	15.1	9.3	2.9	2.5
Employer contributions	8.7	7.7	1.1	1.1
Benefits paid	(7.0)	(6.9)	(1.0)	(1.0)
Other	—	—	2.1	(0.6)
Fair value of plan assets at end of year	122.5	105.7	35.2	30.1
Funded status at end of year:				
Funded status	\$ (49.0)	\$ (45.8)	\$ (17.3)	\$ (10.1)
Net amount recognized in Consolidated Balance Sheets	\$ (49.0)	\$ (45.8)	\$ (17.3)	\$ (10.1)
Amounts Recognized in the Consolidated Balance Sheets Consist of:				
Current liabilities	\$ (1.2)	\$ (1.2)	\$ —	\$ —
Non-current liabilities	(47.8)	(44.6)	(17.3)	(10.1)
Net amount recognized in Consolidated Balance Sheets	\$ (49.0)	\$ (45.8)	\$ (17.3)	\$ (10.1)
Accumulated Benefit Obligation	\$ 170.7	\$ 151.5	\$ 52.3	\$ 40.2
Pre-tax amounts in accumulated other comprehensive income:				
Prior service cost	\$ (4.5)	\$ (5.3)	\$ —	\$ —
Net actuarial loss	(57.5)	(48.9)	(20.5)	(13.0)
Amounts in accumulated other comprehensive income	\$ (62.0)	\$ (54.2)	\$ (20.5)	\$ (13.0)
Estimated amounts that will be amortized from accumulated comprehensive income over the next fiscal year:				
Prior service cost	\$ 0.8	\$ 0.8	\$ —	\$ —
Net actuarial loss	2.4	2.0	1.9	1.0

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Components of net periodic pension cost for the fiscal years ended August 31, 2014, 2013, and 2012 included the following:

	Domestic Plans			International Plans		
	2014	2013	2012	2014	2013	2012
Service cost	\$ 2.4	\$ 3.4	\$ 2.7	\$ 0.1	\$ 0.1	\$ 0.1
Interest cost	7.0	6.3	6.6	1.9	1.7	1.9
Expected return on plan assets	(8.0)	(7.1)	(6.5)	(2.0)	(1.5)	(1.7)
Amortization of prior service cost	0.8	0.7	0.1	—	—	—
Curtailement	—	—	0.1	—	—	—
Settlement	—	—	—	(0.1)	—	—
Recognized actuarial loss	2.0	4.4	3.2	1.1	1.8	0.9
Net periodic pension cost	\$ 4.2	\$ 7.7	\$ 6.2	\$ 1.0	\$ 2.1	\$ 1.2

Weighted average assumptions used in computing the benefit obligation are as follows:

	Domestic Plans		International Plans	
	2014	2013	2014	2013
Discount rate	4.0%	4.8%	3.6%	4.5%
Rate of compensation increase	5.5%	5.5%	3.1%	3.3%

Weighted average assumptions used in computing net periodic benefit cost are as follows:

	Domestic Plans			International Plans		
	2014	2013	2012	2014	2013	2012
Discount rate	4.8%	3.8%	5.0%	4.5%	3.7%	5.6%
Expected return on plan assets	7.5%	7.5%	7.5%	6.2%	5.5%	6.6%
Rate of compensation increase	5.5%	5.5%	5.5%	3.3%	2.5%	3.4%

It is the Company's policy to adjust, on an annual basis, the discount rate used to determine the projected benefit obligation to approximate rates on high-quality, long-term obligations based on the Company's estimated benefit payments available as of the measurement date. The Company uses a publicly published yield curve to assist in the development of its discount rates. The Company estimates that each 100 basis point increase in the discount rate would result in reduced net periodic pension cost of approximately \$0.6 and \$1.0 for domestic plans and international plans, respectively. The expected return on plan assets is derived from a periodic study of long-term historical rates of return on the various asset classes included in the Company's targeted pension plan asset allocation. The Company estimates that each 100 basis point reduction in the expected return on plan assets would result in additional net periodic pension cost of \$1.2 and \$0.4 for domestic plans and international plans, respectively. The rate of compensation increase is also evaluated and is adjusted by the Company, if necessary, annually.

The Company's investment objective for domestic plan assets is to earn a rate of return sufficient to match or exceed the long-term growth of the plans' liabilities without subjecting plan assets to undue risk. The plan assets are invested primarily in high quality equity and debt securities. The Company conducts a periodic strategic asset allocation study to form a basis for the allocation of pension assets between various asset categories. Specific allocation percentages are assigned to each asset category with minimum and maximum ranges established for each. The assets are then managed within these ranges. During fiscal 2014, the U.S. targeted asset allocation was 55% equity securities, 40% fixed income securities, and 5% real estate securities. The Company's investment objective for the international plan assets is also to add value by matching or exceeding the long-term growth of the plans' liabilities. During fiscal 2014, the international asset target allocation approximated 60% equity securities, 25% fixed income securities, 10% multi-strategy funds, and 5% real estate securities.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The Company's pension plan asset allocation at August 31, 2014 and 2013 by asset category is as follows:

	% of Plan Assets			
	Domestic Plans		International Plans	
	2014	2013	2014	2013
Equity securities	59.2%	58.8%	64.0%	63.4%
Fixed income securities	36.2%	36.4%	21.9%	22.5%
Multi-strategy investments	—%	—%	9.4%	9.6%
Real estate	4.6%	4.8%	4.7%	4.5%
Total	100.0%	100.0%	100.0%	100.0%

The Company's pension plan assets are stated at fair value from quoted market prices in an active market, quoted redemption values, or estimates based on reasonable assumptions as of the most recent measurement period. See the *Fair Value Measurements* footnote for a description of the fair value guidance.

No transfers between the levels of the fair value hierarchy occurred during the current fiscal period. In the event of a transfer in or out of a level within the fair value hierarchy, the transfers would be recognized on the date of occurrence.

The following tables present the fair value of the domestic pension plan assets by major category as of August 31, 2014 and 2013:

Assets	Fair Value as of August 31, 2014	Fair Value Measurements		
		Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds:				
Domestic large cap equity fund	\$ 46.7	\$ 46.7	\$ —	\$ —
Foreign equity fund	12.4	12.4	—	—
Real Estate Fund	5.6	—	—	5.6
Short-Term Investments	6.0	6.0	—	—
Fixed-Income Investments	38.3	—	38.3	—
Collective Trust: Domestic small cap equities	13.5	—	13.5	—
	<u>\$ 122.5</u>			

Assets	Fair Value as of August 31, 2013	Fair Value Measurements		
		Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds:				
Domestic large cap equity fund	\$ 39.1	\$ 39.1	\$ —	\$ —
Foreign equity fund	10.6	10.6	—	—
Domestic small cap equity fund	12.4	12.4	—	—
Real Estate Fund	5.1	—	—	5.1
Short-Term Investments	5.1	5.1	—	—
Fixed-Income Investments	33.4	—	33.4	—
	<u>\$ 105.7</u>			

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following tables present the fair value of the international pension plan assets by major category as of August 31, 2014 and 2013:

Assets	Fair Value as of August 31, 2014	Fair Value Measurements		
		Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Equity Securities	\$ 22.5	\$ —	\$ 22.5	\$ —
Real Estate Fund	1.7	—	—	1.7
Multi-Strategy Investments	3.3	—	3.3	—
Fixed-Income Investments	7.7	—	7.7	—
	<u>\$ 35.2</u>			

Assets	Fair Value as of August 31, 2013	Fair Value Measurements		
		Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Equity Securities	\$ 19.0	\$ —	\$ 19.0	\$ —
Real Estate Fund	1.4	—	—	1.4
Multi-Strategy Investments	3.0	—	3.0	—
Fixed-Income Investments	6.7	—	6.7	—
	<u>\$ 30.1</u>			

Publicly-traded securities are valued at the last reported sales price on the last business day of the period. Investments traded in the over-the-counter market and listed securities for which no sale was reported on the last day of the period are valued at the last reported bid price.

Investments in real estate are stated at estimated fair values based on the fund management's valuations and upon appraisal reports prepared periodically by independent real estate appraisers. These investments are classified as Level 3 assets within the fair value hierarchy. The purpose of the appraisal is to estimate the fair value of the real estate as of a specific date based on the most probable price for which the appraised real estate will sell in a competitive market under all conditions requisite to a fair sale. Estimated fair value is based on (i) discounted cash flows using certain market assumptions, including holding period, discount rates, capitalization rates, rent and expense growth rates, future capital expenditures and the ultimate sale of the property at the end of the holding period; (ii) direct capitalization method; or (iii) comparable sales method.

The tables below present a rollforward of the domestic and international pension plans' Level 3 assets for the years ended August 31, 2014 and 2013:

	Domestic Real Estate Fund	
	Years Ended August 31,	
	2014	2013
Balance, beginning of year	\$ 5.1	\$ 4.7
Net unrealized gain relating to instruments still held at the reporting date	0.3	0.3
Shares purchased, including from dividend reinvestment	0.2	0.1
Balance, end of year	<u>\$ 5.6</u>	<u>\$ 5.1</u>

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	International Real Estate Fund			
	Years Ended August 31,			
	2014		2013	
Balance, beginning of year	\$	1.4	\$	1.4
Shares purchased, including from dividend reinvestment ⁽¹⁾		0.3		—
Balance, end of year	\$	1.7	\$	1.4

⁽¹⁾ Activity in 2013 was less than \$0.1.

The Company expects to contribute approximately \$8.1 and \$1.2 during fiscal 2015 to its domestic and international defined benefit plans, respectively. These amounts are based on the total contributions required during fiscal 2015 to satisfy current legal minimum funding requirements for qualified plans and estimated benefit payments for non-qualified plans.

Benefit payments are made primarily from funded benefit plan trusts. Benefit payments are expected to be paid as follows for the years ending August 31:

	Domestic Plans	International Plans
2015	\$ 7.2	\$ 1.1
2016	7.6	1.1
2017	7.8	1.1
2018	8.4	1.1
2019	8.9	1.2
2020 - 2024	49.2	6.3

Multi-employer Pension Plans

The Company contributes to three multi-employer defined benefit pension plans under the terms of collective-bargaining agreements that cover certain of its union-represented employees. The risks of participating in these multi-employer plans are different from single-employer plans in the following aspects:

- Assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be shared by the remaining participating employers.
- If a participating employer chooses to stop participating in some of its multi-employer plans, the employer may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

The Company's contributions to these plans were \$0.4, \$0.3, and \$0.2 for the years ended August 31, 2014, 2013, and 2012, respectively. The most recent Pension Protection Act zone status for one of the plans is red, generally defined as less than 65% funded. This plan currently has a rehabilitation plan in place and the Company's contributions include a surcharge.

Defined Contribution Plans

The Company also has defined contribution plans to which both employees and the Company make contributions. The cost to the Company for these plans was \$5.3, \$4.7, and \$4.1 for the years ended August 31, 2014, 2013, and 2012, respectively. Employer matching amounts are allocated in accordance with the participants' investment elections for elective deferrals. At August 31, 2014, assets of the domestic defined contribution plans included shares of the Company's common stock with a market value of approximately \$12.0, which represented approximately 4.4% of the total fair market value of the assets in the Company's domestic defined contribution plans.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

7. Debt and Lines of Credit***Debt***

The Company's debt at August 31, 2014 and 2013 consisted of the following:

	August 31,	
	2014	2013
Senior unsecured public notes due December 2019, principal	\$ 350.0	\$ 350.0
Senior unsecured public notes due December 2019, unamortized discount	(0.4)	(0.4)
Industrial revenue bond due 2021	4.0	4.0
Total debt outstanding	<u>\$ 353.6</u>	<u>\$ 353.6</u>

All future annual principal payments of long-term debt in the amount of \$354.0 will become due after fiscal 2019.

On December 1, 2009, the Company announced a private offering by ABL, Acuity Brands' wholly-owned principal operating subsidiary, of \$350.0 aggregate principal amount of senior unsecured notes due in fiscal 2020 (the "Notes"). The Notes are fully and unconditionally guaranteed on a senior unsecured basis by Acuity Brands and ABL IP Holding LLC ("ABL IP Holding", and, together with Acuity Brands, the "Guarantors"), a wholly-owned subsidiary of Acuity Brands. The Notes are senior unsecured obligations of ABL and rank equally in right of payment with all of ABL's existing and future senior unsecured indebtedness. The guarantees of Acuity Brands and ABL IP Holding are senior unsecured obligations of Acuity Brands and ABL IP Holding and rank equally in right of payment with their other senior unsecured indebtedness. The Notes bear interest at a rate of 6% per annum and were issued at a price equal to 99.797% of their face value and for a term of 10 years. Interest on the Notes is payable semi-annually on June 15 and December 15. Additionally, the Company capitalized \$3.1 of deferred issuance costs related to the Notes that are being amortized over the 10-year term of the Notes.

In accordance with the registration rights agreement by and between ABL and the Guarantors and the initial purchasers of the Notes, ABL and the Guarantors filed a registration statement with the SEC for an offer to exchange the Notes for SEC-registered notes with substantially identical terms. The registration became effective on August 17, 2010, and all of the Notes were exchanged.

The \$4.0 industrial revenue bond matures in 2021. The interest rate on the \$4.0 bond was approximately 0.2% at August 31, 2014 and 2013.

Lines of Credit

On August 27, 2014, the Company executed a new \$250.0 revolving credit facility (the "Revolving Credit Facility"). The Revolving Credit Facility replaced the Company's prior \$250.0 revolving credit facility (the "prior facility"), which was scheduled to mature on January 31, 2017. The Revolving Credit Facility will mature and all amounts outstanding will be due and payable on August 27, 2019.

The Revolving Credit Facility contains financial covenants, including a minimum interest coverage ratio ("Minimum Interest Coverage Ratio") and a leverage ratio ("Maximum Leverage Ratio") of total indebtedness to EBITDA (earnings before interest, taxes, depreciation and amortization expense), as such terms are defined in the Revolving Credit Facility agreement. These ratios are computed at the end of each fiscal quarter for the most recent 12-month period. The Revolving Credit Facility allows for a Maximum Leverage Ratio of 3.50 and a Minimum Interest Coverage Ratio of 2.50, subject to certain conditions defined in the financing agreement. Generally, amounts outstanding under the Revolving Credit Facility bear interest at a "Eurocurrency Rate". Eurocurrency rate advances can be denominated in a variety of currencies, including U.S. dollars, and amounts outstanding bear interest at a periodic fixed rate equal to the London Inter Bank Offered Rate ("LIBOR") for the applicable currency plus a margin as determined by Acuity Brands' leverage ratio ("Applicable Margin"). The Applicable Margin is based on the Company's leverage ratio, as defined in the Revolving Credit Facility, with such margin ranging from 1.000% to 1.575%. Additionally, the Company is required to pay certain fees in connection with the Revolving Credit Facility, including administrative service fees and an annual facility fee. The annual facility fee is payable quarterly in arrears and is determined by the Company's leverage ratio as defined in the Revolving Credit Facility. This facility fee ranges from 0.125% to 0.300% of the aggregate \$250.0 commitment of the lenders under the Revolving Credit Facility.

The Company was compliant with all financial covenants under the Revolving Credit Facility as of August 31, 2014. As of August 31, 2014, the Company had outstanding letters of credit totaling \$10.4, primarily for securing collateral requirements under the casualty insurance programs for Acuity Brands and providing credit support for the Company's industrial revenue bond (not an outstanding amount under the Revolving Credit Facility). At August 31, 2014, the Company had additional borrowing

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

capacity under the Revolving Credit Facility of \$243.8 under the most restrictive covenant in effect at the time, which represents the full amount of the Revolving Credit Facility less outstanding letters of credit of \$6.2 issued under the Revolving Credit Facility.

None of the Company's existing debt instruments include provisions that would require an acceleration of repayments based solely on changes in the Company's credit ratings.

8. Common Stock and Related Matters

(share data presented in whole units except where otherwise indicated)

Common Stock

Changes in common stock for the years ended August 31, 2014, 2013, and 2012 were as follows:

	Common Stock	
	Shares	Amount (At par)
<i>(Amounts and shares in millions)</i>		
Balance at August 31, 2011	51.0	\$ 0.5
Issuance of restricted stock grants, net of forfeitures	0.2	—
Stock options exercised	0.3	—
Balance at August 31, 2012	51.5	\$ 0.5
Issuance of restricted stock grants, net of forfeitures	0.2	—
Stock options exercised	0.5	—
Balance at August 31, 2013	52.2	\$ 0.5
Issuance of restricted stock grants, net of forfeitures	0.2	—
Stock options exercised	0.2	—
Balance at August 31, 2014	52.6	\$ 0.5

During fiscal 2012, the Company reacquired 252,000 shares of the Company's outstanding common stock at a total cost of \$9.2, which completed the plan to repurchase two million shares previously authorized by the Board of Directors in July 2010. As of August 31, 2014 and 2013, the Company had 9.7 million repurchased shares recorded as treasury stock at an original repurchase cost of \$420.2.

In September 2011, the Company's Board of Directors authorized the repurchase of an additional two million shares of the Company's outstanding common stock. No shares have been repurchased under the repurchase plan approved in September 2011.

Preferred Stock

The Company has 50 million shares of preferred stock authorized. No shares of preferred stock were issued in fiscal 2014 or 2013 and no shares of preferred stock are outstanding.

Earnings per Share

Basic earnings per share is computed by dividing net earnings available to common stockholders by the weighted average number of common shares outstanding, which has been modified to include the effects of all participating securities (unvested share-based payment awards with a right to receive nonforfeitable dividends) as prescribed by the two-class method under ASC Topic 260, *Earnings Per Share* ("ASC 260"), during the period. Diluted earnings per share is computed similarly but reflects the potential dilution that would occur if dilutive options were exercised and restricted stock awards were vested. Stock options of approximately 41,000 and 62,000 were excluded from the diluted earnings per share calculation for the years ended August 31, 2014 and 2013, respectively, as the effect of inclusion would have been antidilutive. Approximately 9,000 shares of restricted stock were excluded from the diluted earnings per share calculation for the year ended August 31, 2014. There were no shares of restricted stock excluded from the diluted earnings per share calculation for the year ended August 31, 2013.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table calculates basic earnings per common share and diluted earnings per common share for the years ended August 31, 2014, 2013, and 2012:

<i>(Amounts and shares in millions, except earnings per share)</i>	Years Ended August 31,		
	2014	2013	2012
Basic Earnings per Share:			
Net income	\$ 175.8	\$ 127.4	\$ 116.3
Less: Income attributable to participating securities	(1.6)	(2.0)	(2.2)
Net income available to common shareholders	\$ 174.2	\$ 125.4	\$ 114.1
Basic weighted average shares outstanding	42.8	42.2	41.4
Basic earnings per share	\$ 4.07	\$ 2.97	\$ 2.75
Diluted Earnings per Share:			
Net income	\$ 175.8	\$ 127.4	\$ 116.3
Less: Income attributable to participating securities	(1.6)	(2.0)	(2.2)
Net income available to common shareholders	\$ 174.2	\$ 125.4	\$ 114.1
Basic weighted average shares outstanding	42.8	42.2	41.4
Common stock equivalents	0.2	0.3	0.5
Diluted weighted average shares outstanding	43.0	42.5	41.9
Diluted earnings per share	\$ 4.05	\$ 2.95	\$ 2.72

9. Share-Based Payments

(share data presented in whole units except where otherwise indicated)

Omnibus Stock Compensation Incentive and Directors' Equity Plans

In January 2013, the Company's stockholders approved the Acuity Brands, Inc. 2012 Omnibus Stock Compensation Incentive Plan ("2012 Plan") to replace the Amended and Restated 2007 Acuity Brands, Inc. Long Term Incentive Plan ("2007 Plan"). An aggregate of 2.3 million shares are available for issuance under the new plan including 1.9 million previously issuable shares under the 2007 Plan and 400,000 newly authorized shares. In addition, 1.7 million shares that were previously approved by the Company's stockholders and that are subject to outstanding awards granted under the 2007 plan are issuable under the 2012 Plan.

In November 2001, the Company adopted the Acuity Brands, Inc., 2001 Nonemployee Directors' Stock Option Plan (the "Directors' Plan"), under which 300,000 shares were authorized for issuance. In January 2007, the Directors' Plan was amended to provide that no further annual grants of stock options would be made to nonemployee directors. The Directors' Plan expired on November 1, 2011. Approximately 5,000 options, which were previously approved by the Company's stockholders and are subject to awards granted prior to expiration, remain issuable under the Directors' Plan.

Shares available for grant under all plans were approximately 2.1 million, 2.3 million, and 2.3 million at August 31, 2014, 2013, and 2012, respectively. Forfeited shares are returned to the pool of shares available for grant.

Restricted Stock Awards

As of August 31, 2014, the Company had approximately 530,000 shares outstanding of restricted stock to officers, directors, and other key employees under the 2012 Plan, including restricted stock units granted to foreign employees. The shares vest primarily over a four-year period and are valued at the closing stock price on the date of the grant. Compensation expense recognized related to the awards under the equity incentive plans was \$14.2, \$13.2, and \$13.1 in fiscal 2014, 2013, and 2012, respectively.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Activity related to restricted stock awards during the fiscal year ended August 31, 2014 was as follows:

	Number of Shares (in millions)	Weighted Average Grant Date Fair Value Per Share
Outstanding at August 31, 2013	0.7	\$ 52.90
Granted	0.1	\$ 107.92
Vested	(0.2)	\$ 49.32
Forfeited	(0.1)	\$ 61.90
Outstanding at August 31, 2014	0.5	\$ 70.73

As of August 31, 2014, there was \$24.9 of total unrecognized compensation cost related to unvested restricted stock, which is expected to be recognized over a weighted-average period of 1.7 years. The total fair value of shares vested during the years ended August 31, 2014, 2013, and 2012, was approximately \$13.0, \$13.4, and \$12.6, respectively.

Stock Options

As of August 31, 2014, the Company had approximately 658,000 options outstanding to officers and other key employees under the 2012 Plan. Options issued under the 2012 Plan are generally granted with an exercise price equal to the fair market value of the Company's stock on the date of grant (but never less than the fair market value on the grant date) and expire 10 years from the date of grant. These options generally vest and become exercisable over a three-year period. The stock options granted under the Directors' Plan vested and became exercisable one year from the date of grant. Options under the Directors' Plan have an exercise price equal to the fair market value of the Company's stock on the date of the grant and expire 10 years from that date. As of August 31, 2014, approximately 5,000 options remain outstanding under the Director's Plan and are included in the table below. Compensation expense recognized related to the awards under the current and prior equity incentive plans was \$2.4, \$2.5, and \$2.3 in fiscal 2014, 2013, and 2012, respectively. There was no expense related to the director plan in fiscal 2014, 2013, and 2012.

The fair value of each option was estimated on the date of grant using the Black-Scholes model. The dividend yield was calculated based on annual dividends paid and the trailing 12-month average closing stock price at the time of grant. Expected volatility was based on historical volatility of the Company's stock, calculated using the most recent time period equal to the expected life of the options. The risk-free interest rate was based on the U.S. Treasury yield for a term equal to the expected life of the options at the time of grant. The Company used historical exercise behavior data of similar employee groups to determine the expected life of options. All inputs into the Black-Scholes model are estimates made at the time of grant. Actual realized value of each option grant could materially differ from these estimates, without impact to future reported net income.

The following weighted average assumptions were used to estimate the fair value of stock options granted in the fiscal years ended August 31:

	2014	2013	2012
Dividend yield	0.7%	0.9%	1.0%
Expected volatility	38.4%	43.8%	43.2%
Risk-free interest rate	1.3%	0.8%	1.1%
Expected life of options	5 years	5 years	5 years
Weighted-average fair value of options	\$34.37	\$22.32	\$16.43

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Stock option activity during the years ended August 31, 2014, 2013, and 2012 was as follows:

	Outstanding		Exercisable	
	Number of Shares (in millions)	Weighted Average Exercise Price	Number of Shares (in millions)	Weighted Average Exercise Price
Outstanding at August 31, 2011	1.3	\$31.67	1.0	\$28.81
Granted	0.1	\$46.29		
Exercised	(0.3)	\$22.02		
Cancelled	—	*		
Outstanding at August 31, 2012	1.1	\$36.25	1.0	\$33.06
Granted	0.1	\$62.54		
Exercised	(0.4)	\$30.72		
Outstanding at August 31, 2013	0.8	\$43.16	0.5	\$38.00
Granted	0.1	\$103.74		
Exercised	(0.2)	\$40.31		
Outstanding at August 31, 2014	0.7	\$50.58	0.5	\$41.05
Range of option exercise prices:				
\$20.01 - \$40.00 (average life - 4.6 years)	0.2	\$32.71	0.2	\$32.71
\$40.01 - \$60.00 (average life - 5.5 years)	0.3	\$45.47	0.3	\$45.31
\$60.01 - \$80.00 (average life - 8.1 years)	0.1	\$62.54	—	*
\$80.01 - \$110.00 (average life - 9.1 years)	0.1	\$103.74	—	\$—

* Represents shares of less than 0.1.

The total intrinsic value of options exercised during the years ended August 31, 2014, 2013, and 2012 was \$16.3, \$19.2, and \$11.7, respectively. As of August 31, 2014, the total intrinsic value of options outstanding was \$48.6, the total intrinsic value of options expected to vest was \$48.5, and the total intrinsic value of options exercisable was \$38.9. As of August 31, 2014, there was \$2.8 of total unrecognized compensation cost related to unvested options. That cost is expected to be recognized over a weighted-average period of approximately 1.3 years.

Employee Deferred Share Units

The Company previously allowed employees to defer a portion of restricted stock awards granted in fiscal 2003 and fiscal 2004 into the Supplemental Deferred Savings Plan ("SDSP") as share units. The share units are payable in shares of stock at the time of distribution from the SDSP. As of August 31, 2014, approximately 14,000 fully vested share units remain deferred, but undistributed, under the 2012 Plan. There was no compensation expense related to these share units during fiscal years 2014, 2013, and 2012.

Director Deferred Share Units

The Company previously required its Directors to defer at least 50% of their annual retainer into the 2006 Nonemployee Director Deferred Compensation Plan ("2006 Plan"). Shares deferred under the 2006 Plan are to be paid in shares at retirement from the Board. In January 2012, the Company's stockholders approved the 2011 Nonemployee Director Deferred Compensation Plan ("2011 Plan"), following the expiration of the 2006 Plan on November 30, 2011. Pursuant to the 2011 Plan, fees deferred by nonemployee directors can be invested in deferred stock units to be paid in shares or credited to an interest-bearing account to be paid in cash at retirement from the Board. 300,000 shares of common stock were reserved for issuance under the 2011 Plan, which incorporated approximately 86,000 shares previously available for grant under the 2006 Plan. Beginning in fiscal year 2013, the deferral requirement was adjusted to 55% of the annual director fees. On September 28, 2012, the 2011 Plan was amended to allow for stock grants in lieu of mandatory deferrals for the non-cash component of a nonemployee director's annual fee if a director exceeds the stock ownership requirement of five-times the annual cash retainer fee. Shares available for issuance under both plans were approximately 400,000 at August 31, 2014, 2013, and 2012. As of August 31, 2014, approximately 134,000 share units were deferred, but undistributed, under the 2006 Plan and the 2011 Plan.

Compensation expense recognized related to the share units under these plans was \$0.8 million, \$0.8 million, and \$0.5 million in fiscal 2014, 2013, and 2012, respectively.

Employee Stock Purchase Plan

Employees are able to purchase, through payroll deduction, common stock at a 5% discount on a monthly basis. There were 1.5 million shares of the Company's common stock reserved for purchase under the plan, of which approximately 1.0 million shares remain available as of August 31, 2014. Employees may participate at their discretion.

10. Commitments and Contingencies

Self-Insurance

It is the policy of the Company to self-insure — up to certain limits — traditional risks, including workers' compensation, comprehensive general liability, and auto liability. The Company's self-insured retention for each claim involving workers' compensation, comprehensive general liability (including product liability claims), and auto liability is limited per occurrence of such claims. A provision for claims under this self-insured program, based on the Company's estimate of the aggregate liability for claims incurred, is revised and recorded annually. The estimate is derived from both internal and external sources including, but not limited to, the Company's independent actuary. The Company is also self-insured up to certain limits for certain other insurable risks, primarily physical loss to property and business interruptions resulting from such loss lasting two days or more in duration. Insurance coverage is maintained for catastrophic property and casualty exposures, as well as those risks required to be insured by law or contract. The Company is fully self-insured for certain other types of liabilities, including environmental, product recall, warranty, and patent infringement. The actuarial estimates are subject to uncertainty from various sources including, among others, changes in claim reporting patterns, claim settlement patterns, judicial decisions, legislation, and economic conditions. Although the Company believes that the actuarial estimates are reasonable, significant differences related to the items noted above could materially affect the Company's self-insurance obligations, future expense, and cash flow. The Company is also self-insured for the majority of its medical benefit plans. The Company estimates its aggregate liability for claims incurred by applying a lag factor to the Company's historical claims and administrative cost experience. The appropriateness of the Company's lag factor is evaluated and revised annually, as necessary.

Leases

The Company leases certain of its buildings and equipment under noncancelable lease agreements. Future minimum annual lease payments under noncancelable leases are \$14.2, \$13.5, \$12.3, \$9.3, \$5.8, and \$9.3 for fiscal 2015, 2016, 2017, 2018, 2019, and after 2019, respectively.

Total rent expense was \$16.5, \$16.2, and \$15.7 in fiscal 2014, 2013, and 2012, respectively.

Purchase Obligations

The Company has incurred purchase obligations in the ordinary course of business that are enforceable and legally binding. Obligations for years subsequent to August 31, 2014 include \$115.8 and \$1.5 in fiscal 2015 and 2016, respectively. As of August 31, 2014, the Company had no purchase obligations extending beyond August 31, 2016.

Collective Bargaining Agreements

Approximately 65% of the Company's total work force is covered by collective bargaining agreements. Collective bargaining agreements representing approximately 47% of the Company's work force will expire within one year.

Litigation

The Company is subject to various legal claims arising in the normal course of business, including patent infringement and product recall claims. Based on information currently available, it is the opinion of management that the ultimate resolution of pending and threatened legal proceedings will not have a material adverse effect on the financial condition, results of operations, or cash flows of the Company. However, in the event of unexpected future developments, it is possible that the ultimate resolution of any such matters, if unfavorable, could have a material adverse effect on the financial condition, results of operations, or cash flows of the Company in future periods. The Company establishes reserves for legal claims when associated costs become probable and can be reasonably estimated. The actual costs of resolving legal claims may be substantially higher than the amounts reserved.

for such claims. However, the Company cannot make a meaningful estimate of actual costs to be incurred that could possibly be higher or lower than the amounts reserved.

As reported in prior periods, on March 25, 2013, a freight payment and audit service provider, Trendset, Inc. (“Trendset”), provided notice to its customers that all freight payment services would immediately cease as a result of fraud at Trendset. Management believes that the Company incurred a loss primarily related to funds disbursed by the Company to Trendset that were not subsequently remitted to freight carriers that provided services on behalf of the Company and additional costs related to recovery efforts. Based on then available information, management estimated that the Company’s loss was approximately \$8.1 which was previously included in *Selling, Distribution, and Administrative Expenses* in the *Consolidated Statements of Comprehensive Income* during fiscal 2013. During fiscal 2014, the Company received \$5.8 in recovery payments related to this loss, consisting primarily of payments under an insurance policy maintained by the Company. These recoveries are included as an offset to expense in *Selling, Distribution and Administrative Expenses* in the *Consolidated Statements of Comprehensive Income* and cover a portion of, but not the entirety of, the Company’s loss related to this matter.

Environmental Matters

The operations of the Company are subject to numerous comprehensive laws and regulations relating to the generation, storage, handling, transportation, and disposal of hazardous substances, as well as solid and hazardous wastes, and to the remediation of contaminated sites. In addition, permits and environmental controls are required for certain of the Company’s operations to limit air and water pollution, and these permits are subject to modification, renewal, and revocation by issuing authorities. On an ongoing basis, the Company invests capital and incurs operating costs relating to environmental compliance. Environmental laws and regulations have generally become stricter in recent years. The Company is not aware of any pending legislation or proposed regulation related to environmental issues that would have a material adverse effect on the Company. The cost of responding to future changes may be substantial. The Company establishes reserves for known environmental claims when the associated costs become probable and can be reasonably estimated. The actual cost of environmental issues may be substantially higher than that reserved due to difficulty in estimating such costs.

Guarantees and Indemnities

The Company is a party to contracts entered into in the normal course of business in which it is common for the Company to agree to indemnify third parties for certain liabilities that may arise out of or relate to the subject matter of the contract. In most cases, the Company cannot estimate the potential amount of future payments under these indemnities until events arise that would result in a liability under the indemnities.

Acuity Brands completed the spin-off of its specialty products business (the “Spin-off”), Zep Inc. (“Zep”) on October 31, 2007, by distributing all of the shares of Zep common stock, par value \$0.01 per share, to the Company’s stockholders of record as of October 17, 2007. In conjunction with the separation of their businesses (the “Distribution”), Acuity Brands and Zep entered into various agreements that addressed the allocation of assets and liabilities and defined the Company’s relationship with Zep after the Distribution, including a tax disaffiliation agreement. The tax disaffiliation agreement provides that Acuity Brands will indemnify Zep for certain taxes and liabilities that may arise related to the Distribution and generally for deficiencies, if any, with respect to federal, state, local, or foreign taxes of Zep for periods before the Distribution. Liabilities determined under the tax disaffiliation agreement terminate upon the expiration of the applicable statutes of limitation for such liabilities. There is no stated maximum potential liability included in the tax disaffiliation agreement. The Company does not believe that any amounts it is likely to be required to pay under these indemnities will be material to the Company’s financial position, results of operations, or cash flow. The Company cannot estimate the potential amount of future payments under these indemnities because claims that would result in a liability under the indemnities are not fully known.

Acquisition-Related Liabilities

During the negotiations related to business combinations, the previous owners of the acquired entity (“acquiree”) typically indemnify the Company for specific unrecognized liabilities of the acquiree in existence as of the date of acquisition. For some acquisitions of businesses, the Company acts in the place of escrow agents in the holding of funds, including accrued interest (collectively, the “holdback funds”), used to fulfill pre-acquisition obligations agreed to be paid by the acquiree. These funds represent consideration given to the previous owners of the businesses acquired and are payable to them, net of any pre-acquisition obligations satisfied within a stated amount of time, at a future date. Any potential pre-acquisition obligations for which the Company may be reimbursed through the holdback funds are usually uncertain as of the date of the change of control. In certain circumstances, the Company is capable of the identification and quantification of particular liabilities including, but not limited to, uncertain tax positions, legal issues, and other outstanding obligations not recognized in the financial statements of the acquired entity. Under ASC Topic 805, *Business Combinations*, these unrecognized liabilities are recorded as obligations of the Company with a corresponding receivable due from the previous owners as of the date of acquisition and are included as part of the acquisition accounting. The actual costs of resolving pre-acquisition obligations may be substantially higher than the holdback funds or amounts reserved. The Company does not believe that any amounts it is likely to be required to pay under these acquisition-related liabilities, including net holdback funds, will be material to the Company’s financial position, results of operations, or cash flow.

Product Warranty and Recall Costs

Acuity Brands records an allowance for the estimated amount of future warranty costs when the related revenue is recognized. Estimated costs related to product recalls based on a formal campaign soliciting repair or return of that product are accrued when they are deemed to be probable and can be reasonably estimated. Estimated future warranty and recall costs are primarily based on historical experience of identified warranty and recall claims. However, there can be no assurance that future warranty or recall costs will not exceed historical amounts or new technology products, which may include extended warranties, may not generate unexpected costs. If actual future warranty or recall costs exceed historical amounts, additional allowances may be required, which could have a material adverse impact on the Company’s results of operations and cash flow.

The changes in product warranty and recall reserves (included in *Other accrued liabilities* on the *Consolidated Balance Sheets*) during the fiscal years ended August 31, 2014, 2013, and 2012 are summarized as follows:

	2014	2013	2012
Balance at September 1	\$ 5.9	\$ 4.0	\$ 4.2
Warranty and recall costs	19.5	14.3	8.0
Payments and other deductions	(16.9)	(12.4)	(8.2)
Balance at August 31	<u>\$ 8.5</u>	<u>\$ 5.9</u>	<u>\$ 4.0</u>

Amounts included in the table above for fiscal 2013 and 2012 were adjusted to include certain warranty and recall costs and payments and other deductions primarily for products or components shipped to customers at no charge and labor costs to satisfy the product warranty and recall obligations of the Company.

11. Special Charge

Fiscal 2012 Actions

During fiscal 2012, the Company continued efforts to streamline the organization through the planned closure of its Cochran, Georgia production facility (“Cochran facility”) and reductions in workforce resulting from the downsizing of the Company’s operations in Spain as well as the realignment of responsibilities primarily within various Selling, Distribution, and Administrative (“SD&A”) departments. The Company expects that these actions to streamline its business activities, in addition to those taken in previous fiscal years, will allow it to reduce costs and enhance customer service capabilities, while permitting for the continued investment in future growth initiatives, such as new products, expanded market presence, and technology and innovation.

The Company recorded a \$2.7 pre-tax special charge in the first quarter of fiscal 2012 related to the realignment of responsibilities primarily within various SD&A departments. The Company recorded a pre-tax special charge of approximately \$1.2 during the second quarter of fiscal 2012 associated with a reduction in workforce, primarily at its operations in Spain. The reduction in workforce was due to the decline in market conditions in Spain, which were not expected to rebound materially in the near future. The pre-tax charge consisted primarily of severance and other employee related costs.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

During the second quarter of fiscal 2012, the Company decided to close its Cochran facility. The closure was principally completed by the end of the second quarter of fiscal 2013. The Company transitioned production from the Cochran facility, which produced less than 10% of the Company's total sales, to various existing facilities in North America.

During fiscal 2012, approximately \$9.4 of pre-tax special charges related to the Cochran facility closure consisting primarily of severance and employee-related costs of \$7.6, production transfer expenses of \$1.4, and non-cash impairments and other miscellaneous costs of \$0.4 were recognized and were included in *Special Charge* in the *Consolidated Statements of Comprehensive Income*. In addition, related pre-tax expenses of \$4.4 were recognized in fiscal 2012 and were included in *Cost of Products Sold* in the Company's *Consolidated Statements of Comprehensive Income*. These related expenses consisted of manufacturing inefficiencies of \$3.2 and non-cash asset impairments of \$1.2 related to the abandonment of certain otherwise usable inventory at the Cochran facility.

During fiscal 2013, approximately \$0.8 of net pre-tax special charges related to fiscal 2012 actions, consisting primarily of production transfer expenses, were recognized and were included in *Special Charge* in the *Consolidated Statements of Comprehensive Income*. In addition, related pre-tax expenses of \$8.4 directly attributable to temporary manufacturing inefficiencies were recorded in the first nine months of fiscal 2013 and were included in *Cost of Products Sold* in the *Consolidated Statements of Comprehensive Income*. No further costs related to this streamlining effort were incurred after fiscal 2013.

Fiscal 2013 Actions

During fiscal 2013, the Company continued efforts to streamline the organization through the planned closure of certain production facilities as well as the realignment of responsibilities primarily within various SD&A departments. The Company expects that these actions to streamline its business activities, in addition to those taken in previous fiscal years, will allow it to reduce costs and enhance customer service capabilities, while permitting continued investment in future growth initiatives, such as new products, expanded market presence, and technology and innovation.

During fiscal 2013, the Company recorded a pre-tax special charge of \$7.8 consisting of severance and employee-related costs of \$7.6 and lease termination costs of \$0.2, which are included in *Special Charge* in the *Consolidated Statements of Comprehensive Income*.

The remaining severance reserve related to these programs is included in *Accrued Compensation* on the *Consolidated Balance Sheets*. The remaining balance in the reserve as of August 31, 2014 and 2013 was \$0.8 and \$5.1, respectively. The change in the reserve during the year ended August 31, 2014 was due primarily to \$3.7 in payments.

12. Income Taxes

The Company accounts for income taxes using the asset and liability approach as prescribed by ASC Topic 740, *Income Taxes* ("ASC 740"). This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Using the enacted tax rates in effect for the year in which the differences are expected to reverse, deferred tax liabilities and assets are determined based on the differences between the financial reporting and the tax basis of an asset or liability.

The provision for income taxes consists of the following components:

	Years Ended August 31,		
	2014	2013	2012
Provision for current federal taxes	\$ 77.1	\$ 48.4	\$ 47.9
Provision for current state taxes	9.0	6.9	5.4
Provision for current foreign taxes	4.3	4.2	3.7
Provision for deferred taxes	(0.5)	6.2	5.7
Total provision for income taxes	<u>\$ 89.9</u>	<u>\$ 65.7</u>	<u>\$ 62.7</u>

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

A reconciliation of the federal statutory rate to the total provision for income taxes is as follows:

	Years Ended August 31,		
	2014	2013	2012
Federal income tax computed at statutory rate	\$ 93.0	\$ 67.6	\$ 62.6
State income tax, net of federal income tax benefit	6.7	4.8	4.5
Foreign permanent differences and rate differential	(1.0)	(1.1)	(1.2)
Other, net	(8.8)	(5.6)	(3.2)
Total provision for income taxes	\$ 89.9	\$ 65.7	\$ 62.7

Components of the net deferred income taxes at August 31, 2014 and 2013 include:

	August 31,	
	2014	2013
Deferred Income Tax Liabilities:		
Depreciation	\$ (6.1)	\$ (8.1)
Goodwill and intangibles	(101.8)	(98.6)
Other liabilities	(5.3)	(5.8)
Total deferred income tax liabilities	(113.2)	(112.5)
Deferred Income Tax Assets:		
Self-insurance	3.8	3.6
Pension	21.1	17.6
Deferred compensation	27.0	26.0
Bonuses	1.3	0.7
Net operating losses	18.1	17.6
Other accruals not yet deductible	15.9	14.4
Other assets	5.7	6.4
Total deferred income tax assets	92.9	86.3
Valuation Allowance	(13.6)	(12.4)
Net deferred income tax liabilities	\$ (33.9)	\$ (38.6)

The Company currently intends to indefinitely reinvest all undistributed earnings of and original investments in foreign subsidiaries, which amounted to approximately \$62.7 at August 31, 2014; however, this amount could fluctuate due to changes in business, economic, or other conditions. If these earnings were distributed to the U.S. in the form of dividends or otherwise or if the shares of the relevant foreign subsidiaries were sold or otherwise transferred, the Company would be subject to additional U.S. income taxes (subject to an adjustment for foreign tax credits) and foreign withholding taxes. Determination of the amount of unrecognized deferred income tax liability related to these earnings or investments is not practicable.

At August 31, 2014, the Company had state tax credit carryforwards of approximately \$1.7, which will expire between 2018 and 2023. At August 31, 2014, the Company had federal net operating loss carryforwards of \$28.6 that expire beginning in 2027, state net operating loss carryforwards of \$14.2 that begin expiring in 2028, and foreign net operating loss carryforwards of \$27.5 that begin expiring in 2015.

The gross amount of unrecognized tax benefits as of August 31, 2014 totaled \$3.0, which includes \$2.2 of net unrecognized tax benefits that, if recognized, would affect the annual effective tax rate. The Company recognizes potential interest and penalties related to unrecognized tax benefits as a component of income tax expense; such accrued interest and penalties are not material. With few exceptions, the Company is no longer subject to United States federal, state, and local income tax examinations for years ended before 2010 or for foreign income tax examinations before 2008. The Company does not anticipate unrecognized tax benefits will significantly increase or decrease within the next twelve months.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

A reconciliation of the change in the unrecognized income tax benefit (reported in *Other long-term liabilities* on the *Consolidated Balance Sheets*) for the years ended August 31, 2014 and 2013 is as follows:

	2014	2013
Unrecognized tax benefits balance at September 1	\$ 5.0	\$ 7.0
Additions based on tax positions related to the current year	0.4	0.3
Additions for tax positions of prior years	—	0.6
Reductions for tax positions of prior years	(0.6)	—
Reductions due to settlements	—	(0.3)
Reductions due to lapse of statute of limitations	(1.8)	(2.6)
Unrecognized tax benefits balance at August 31	<u>\$ 3.0</u>	<u>\$ 5.0</u>

During fiscal 2014, the Company did not increase its interest accrual associated with uncertain tax positions. Total accrued interest was \$0.5 and \$0.6 as of August 31, 2014 and 2013, respectively. There were no accruals related to income tax penalties during fiscal 2014. Interest, net of tax benefits, and penalties are included in income tax expense. The classification of interest and penalties did not change during the current fiscal year.

13. Supplemental Disaggregated Information

The Company has one operating segment. Sales of lighting solutions, excluding services, accounted for approximately 99% of total consolidated net sales for Acuity Brands in fiscal 2014, 2013, and 2012. The geographic distribution of the Company's net sales, operating profit, income before provision for income taxes, and long-lived assets is summarized in the following table for the years ended August 31:

	2014	2013	2012
Net sales⁽¹⁾			
Domestic ⁽²⁾	\$ 2,155.0	\$ 1,854.9	\$ 1,728.1
International	238.5	234.2	205.6
Total	<u>\$ 2,393.5</u>	<u>\$ 2,089.1</u>	<u>\$ 1,933.7</u>
Operating profit			
Domestic ⁽²⁾	\$ 287.8	\$ 207.2	\$ 197.7
International	11.3	14.3	10.3
Total	<u>\$ 299.1</u>	<u>\$ 221.5</u>	<u>\$ 208.0</u>
Income before Provision for Income Taxes			
Domestic ⁽²⁾	\$ 257.1	\$ 181.2	\$ 171.6
International	8.6	11.9	7.4
Total	<u>\$ 265.7</u>	<u>\$ 193.1</u>	<u>\$ 179.0</u>
Long-lived assets⁽³⁾			
Domestic ⁽²⁾	\$ 149.2	\$ 146.1	\$ 141.9
International	31.2	30.9	30.3
Total	<u>\$ 180.4</u>	<u>\$ 177.0</u>	<u>\$ 172.2</u>

⁽¹⁾ Net sales are attributed to each country based on the selling location.

⁽²⁾ Domestic amounts include net sales (including export sales), operating profit, income before provision for income taxes, and long-lived assets for U.S. based operations.

⁽³⁾ Long-lived assets include net property, plant, and equipment, long-term deferred income tax assets, and other long-term assets.

14. Supplemental Guarantor Condensed Consolidating Financial Statements

In December 2009, ABL, the wholly-owned and principal operating subsidiary of the Company, refinanced the then current outstanding debt through the issuance of the Notes. See *Debt and Lines of Credit* footnote for further information.

In accordance with the registration rights agreement by and between ABL and the guarantors to the Notes and the initial purchasers of the Notes, ABL and the guarantors to the Notes filed a registration statement with the SEC for an offer to exchange the Notes for an issue of SEC-registered notes with identical terms. Due to the filing of the registration statement and offer to exchange, the Company determined the need for compliance with Rule 3-10 of SEC Regulation S-X (“Rule 3-10”). In lieu of providing separate audited financial statements for ABL and ABL IP Holding, the Company has included the accompanying Condensed Consolidating Financial Statements in accordance with Rule 3-10(d) of SEC Regulation S-X since the Notes are fully and unconditionally guaranteed by Acuity Brands and ABL IP Holding. The column marked “Parent” represents the financial condition, results of operations, and cash flows of Acuity Brands. The column marked “Subsidiary Issuer” represents the financial condition, results of operations, and cash flows of ABL. The column entitled “Subsidiary Guarantor” represents the financial condition, results of operations, and cash flows of ABL IP Holding. Lastly, the column listed as “Non-Guarantors” includes the financial condition, results of operations, and cash flows of the non-guarantor direct and indirect subsidiaries of Acuity Brands, which consist primarily of foreign subsidiaries. Eliminations were necessary in order to arrive at consolidated amounts. In addition, the equity method of accounting was used to calculate investments in subsidiaries. Accordingly, this basis of presentation is not intended to present our financial condition, results of operations, or cash flows for any purpose other than to comply with the specific requirements for parent-subsiary guarantor reporting.

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING BALANCE SHEETS

	At August 31, 2014					
	Parent	Subsidiary Issuer	Subsidiary Guarantor	Non- Guarantors	Consolidating Adjustments	Consolidated
ASSETS						
Current Assets:						
Cash and cash equivalents	\$ 516.0	\$ 3.1	\$ —	\$ 33.4	\$ —	\$ 552.5
Accounts receivable, net	—	331.0	—	42.4	—	373.4
Inventories	—	196.8	—	15.2	—	212.0
Other current assets	9.4	31.6	—	7.8	—	48.8
Total Current Assets	<u>525.4</u>	<u>562.5</u>	<u>—</u>	<u>98.8</u>	<u>—</u>	<u>1,186.7</u>
Property, Plant, and Equipment, net	0.4	121.4	—	30.7	—	152.5
Goodwill	—	524.2	2.7	42.5	—	569.4
Intangible assets	—	86.6	121.5	23.5	—	231.6
Deferred income taxes	33.4	—	—	0.1	(30.5)	3.0
Other long-term assets	1.2	18.0	—	5.7	—	24.9
Investments in and amounts due from affiliates	692.6	130.2	142.3	—	(965.1)	—
Total Assets	<u>\$ 1,253.0</u>	<u>\$ 1,442.9</u>	<u>\$ 266.5</u>	<u>\$ 201.3</u>	<u>\$ (995.6)</u>	<u>\$ 2,168.1</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:						
Accounts payable	\$ 1.1	\$ 268.2	\$ —	\$ 18.1	\$ —	\$ 287.4
Accrued liabilities	25.0	129.5	—	28.6	—	183.1
Total Current Liabilities	<u>26.1</u>	<u>397.7</u>	<u>—</u>	<u>46.7</u>	<u>—</u>	<u>470.5</u>
Long-Term Debt	—	353.6	—	—	—	353.6
Deferred Income Taxes	—	88.9	—	—	(30.5)	58.4
Long-Term Liabilities	63.4	34.4	—	24.3	—	122.1
Amounts due to affiliates	—	—	—	52.3	(52.3)	—
Total Stockholders' Equity	1,163.5	568.3	266.5	78.0	(912.8)	1,163.5
Total Liabilities and Stockholders' Equity	<u>\$ 1,253.0</u>	<u>\$ 1,442.9</u>	<u>\$ 266.5</u>	<u>\$ 201.3</u>	<u>\$ (995.6)</u>	<u>\$ 2,168.1</u>

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING BALANCE SHEETS

	At August 31, 2013					
	Parent	Subsidiary Issuer	Subsidiary Guarantor	Non- Guarantors	Consolidating Adjustments	Consolidated
ASSETS						
Current Assets:						
Cash and cash equivalents	\$ 331.0	\$ 0.8	\$ —	\$ 27.3	\$ —	\$ 359.1
Accounts receivable, net	—	270.8	—	47.5	—	318.3
Inventories	—	191.2	—	11.8	—	203.0
Other current assets	4.4	23.0	—	5.7	—	33.1
Total Current Assets	335.4	485.8	—	92.3	—	913.5
Property, Plant, and Equipment, net	0.4	118.1	—	29.4	—	147.9
Goodwill	—	517.0	2.7	48.5	—	568.2
Intangible assets	—	99.9	119.2	26.0	—	245.1
Deferred income taxes	34.2	—	—	—	(32.5)	1.7
Other long-term assets	2.1	19.4	—	5.9	—	27.4
Investments in and amounts due from subsidiaries	701.5	170.7	118.2	—	(990.4)	—
Total Assets	\$ 1,073.6	\$ 1,410.9	\$ 240.1	\$ 202.1	\$ (1,022.9)	\$ 1,903.8
LIABILITIES AND STOCKHOLDERS' EQUITY						
Current Liabilities:						
Accounts payable	\$ 1.6	\$ 233.2	\$ —	\$ 14.7	\$ —	\$ 249.5
Other accrued liabilities	17.0	95.0	—	24.7	—	136.7
Total Current Liabilities	18.6	328.2	—	39.4	—	386.2
Long-Term Debt	—	353.6	—	—	—	353.6
Deferred Income Taxes	—	85.8	—	0.6	(32.5)	53.9
Other Long-Term Liabilities	61.5	33.6	—	21.5	—	116.6
Amounts due to affiliates	—	—	—	61.5	(61.5)	—
Total Stockholders' Equity	993.5	609.7	240.1	79.1	(928.9)	993.5
Total Liabilities and Stockholders' Equity	\$ 1,073.6	\$ 1,410.9	\$ 240.1	\$ 202.1	\$ (1,022.9)	\$ 1,903.8

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME

	Year Ended August 31, 2014					
	Parent	Subsidiary Issuer	Subsidiary Guarantor	Non-Guarantors	Consolidating Adjustments	Consolidated
Net Sales:						
External sales	\$ —	\$ 2,150.6	\$ —	\$ 242.9	\$ —	\$ 2,393.5
Intercompany sales	—	—	37.2	94.8	(132.0)	—
Total Sales	—	2,150.6	37.2	337.7	(132.0)	2,393.5
Cost of Products Sold	—	1,255.5	—	250.5	(91.7)	1,414.3
Gross Profit	—	895.1	37.2	87.2	(40.3)	979.2
Selling, Distribution, and Administrative Expenses	27.8	612.5	4.1	76.2	(40.3)	680.3
Intercompany charges	(39.6)	34.7	—	4.9	—	—
Special Charge	—	(0.2)	—	—	—	(0.2)
Operating Profit	11.8	248.1	33.1	6.1	—	299.1
Interest expense (income), net	10.0	22.2	—	(0.1)	—	32.1
Equity earnings in subsidiaries	(174.2)	(4.0)	—	—	178.2	—
Miscellaneous (income) expense, net	—	(1.6)	—	1.8	1.1	1.3
Income (Loss) before Provision for Income Taxes	176.0	231.5	33.1	4.4	(179.3)	265.7
Provision for Income Taxes	0.2	75.5	13.1	1.1	—	89.9
Net Income (Loss)	175.8	156.0	20.0	3.3	(179.3)	175.8
Other Comprehensive Income/(Expense) Items:						
Foreign Currency Translation Adjustments	0.7	0.7	—	—	(0.7)	0.7
Defined Benefit Pension Plans, net	(10.0)	(3.7)	—	(5.2)	8.9	(10.0)
Other Comprehensive Income/(Expense) Items after Provision for Income Taxes	(9.3)	(3.0)	—	(5.2)	8.2	(9.3)
Other Comprehensive Income/(Expense)	\$ 166.5	\$ 153.0	\$ 20.0	\$ (1.9)	\$ (171.1)	\$ 166.5

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME

	Year Ended August 31, 2013					
	Parent	Subsidiary Issuer	Subsidiary Guarantor	Non-Guarantors	Consolidating Adjustments	Consolidated
Net Sales:						
External sales	\$ —	\$ 1,851.4	\$ —	\$ 237.7	\$ —	\$ 2,089.1
Intercompany sales	—	—	31.8	85.0	(116.8)	—
Total Sales	—	1,851.4	31.8	322.7	(116.8)	2,089.1
Cost of Products Sold	—	1,088.6	—	247.9	(85.0)	1,251.5
Gross Profit	—	762.8	31.8	74.8	(31.8)	837.6
Selling, Distribution, and Administrative Expenses	28.0	542.6	2.9	65.9	(31.8)	607.6
Intercompany charges	(37.5)	32.8	—	4.7	—	—
Special Charges	—	6.5	—	2.0	—	8.5
Operating Profit	9.5	180.9	28.9	2.2	—	221.5
Interest expense (income), net	9.4	22.1	—	(0.3)	—	31.2
Equity earnings in subsidiaries	(127.4)	(2.1)	—	—	129.5	—
Miscellaneous (income) expense, net	—	(1.0)	—	(1.8)	—	(2.8)
Income (Loss) before Provision for Income Taxes	127.5	161.9	28.9	4.3	(129.5)	193.1
Provision for Income Taxes	0.1	51.5	11.6	2.5	—	65.7
Net Income (Loss)	127.4	110.4	17.3	1.8	(129.5)	127.4
Other Comprehensive Income/(Expense) Items:						
Foreign Currency Translation Adjustments	(1.9)	(1.9)	—	—	1.9	(1.9)
Defined Benefit Pension Plans, net	24.0	17.3	—	7.2	(24.5)	24.0
Other Comprehensive Income/(Expense) Items after Provision for Income Taxes	22.1	15.4	—	7.2	(22.6)	22.1
Other Comprehensive Income/(Expense)	\$ 149.5	\$ 125.8	\$ 17.3	\$ 9.0	\$ (152.1)	\$ 149.5

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME

	Year Ended August 31, 2012					
	Parent	Subsidiary Issuer	Subsidiary Guarantor	Non-Guarantors	Consolidating Adjustments	Consolidated
Net Sales:						
External sales	\$ —	\$ 1,726.4	\$ —	\$ 207.3	\$ —	\$ 1,933.7
Intercompany sales	—	—	30.2	67.5	(97.7)	—
Total Sales	—	1,726.4	30.2	274.8	(97.7)	1,933.7
Cost of Products Sold	—	1,002.9	—	210.3	(67.5)	1,145.7
Gross Profit	—	723.5	30.2	64.5	(30.2)	788.0
Selling, Distribution, and Administrative Expenses	25.4	508.4	3.5	59.6	(30.2)	566.7
Intercompany charges	(35.4)	30.7	—	4.7	—	—
Special Charge	—	12.4	—	0.9	—	13.3
Operating Profit (Loss)	10.0	172.0	26.7	(0.7)	—	208.0
Interest expense (income), net	8.9	22.2	—	(0.4)	—	30.7
Equity earnings in subsidiaries	(115.4)	1.3	—	0.1	114.0	—
Miscellaneous (income) expense, net	(0.3)	(2.1)	—	0.7	—	(1.7)
Income (Loss) before Provision for Income Taxes	116.8	150.6	26.7	(1.1)	(114.0)	179.0
Provision for Income Taxes	0.5	49.2	10.8	2.2	—	62.7
Net Income (Loss)	116.3	101.4	15.9	(3.3)	(114.0)	116.3
Other Comprehensive Income/(Expense) Items:						
Foreign Currency Translation Adjustments	(8.2)	(8.2)	—	—	8.2	(8.2)
Defined Benefit Pension Plans, net	(22.7)	(13.9)	—	(7.4)	21.3	(22.7)
Other Comprehensive Income/(Expense) Items after Provision for Income Taxes	(30.9)	(22.1)	—	(7.4)	29.5	(30.9)
Other Comprehensive Income/(Expense)	\$ 85.4	\$ 79.3	\$ 15.9	\$ (10.7)	\$ (84.5)	\$ 85.4

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	Year Ended August 31, 2014					
	Parent	Subsidiary Issuer	Subsidiary Guarantor	Non- Guarantors	Consolidating Adjustments	Consolidated
Net Cash Provided by Operating Activities	\$ 188.7	\$ 35.1	\$ —	\$ 9.3	\$ —	\$ 233.1
Cash Provided by (Used for) Investing Activities:						
Purchases of property, plant, and equipment	—	(29.2)	—	(6.1)	—	(35.3)
Proceeds from sale of property, plant, and equipment	—	1.0	—	—	—	1.0
Investments in subsidiaries	—	(4.5)	—	4.5	—	—
Net Cash Used for Investing Activities	—	(32.7)	—	(1.6)	—	(34.3)
Cash Provided by (Used for) Financing Activities:						
Proceeds from stock option exercises and other	8.4	—	—	—	—	8.4
Excess tax benefits from share-based payments	10.4	—	—	—	—	10.4
Dividends paid	(22.5)	—	—	—	—	(22.5)
Other financing activities	—	—	—	(2.6)	—	(2.6)
Net Cash Used for Financing Activities	(3.7)	—	—	(2.6)	—	(6.3)
Effect of Exchange Rate Changes on Cash	—	(0.1)	—	1.0	—	0.9
Net Change in Cash and Cash Equivalents	185.0	2.3	—	6.1	—	193.4
Cash and Cash Equivalents at Beginning of Year	331.0	0.8	—	27.3	—	359.1
Cash and Cash Equivalents at End of Year	\$ 516.0	\$ 3.1	\$ —	\$ 33.4	\$ —	\$ 552.5

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	Year Ended August 31, 2013					
	Parent	Subsidiary Issuer	Subsidiary Guarantor	Non- Guarantors	Consolidating Adjustments	Consolidated
Net Cash Provided by (Used for) Operating Activities	\$ 83.7	\$ 46.4	\$ —	\$ 14.3	\$ (12.1)	\$ 132.3
Cash Provided by (Used for) Investing Activities:						
Purchases of property, plant, and equipment	(0.4)	(36.9)	—	(3.3)	—	(40.6)
Proceeds from sale of property, plant, and equipment	—	7.6	—	—	—	7.6
Investments in subsidiaries	—	(13.1)	—	—	13.1	—
Acquisitions of businesses	—	(3.7)	—	(21.8)	—	(25.5)
Net Cash (Used for) Provided by Investing Activities	(0.4)	(46.1)	—	(25.1)	13.1	(58.5)
Cash Provided by (Used for) Financing Activities:						
Proceeds from stock option exercises and other	14.9	—	—	—	—	14.9
Excess tax benefits from share-based payments	8.6	—	—	—	—	8.6
Intercompany dividends	—	—	—	(12.1)	12.1	—
Intercompany capital	—	—	—	13.1	(13.1)	—
Dividends paid	(22.4)	—	—	—	—	(22.4)
Net Cash Provided by (Used for) Financing Activities	1.1	—	—	1.0	(1.0)	1.1
Effect of Exchange Rate Changes on Cash	—	0.5	—	(0.8)	—	(0.3)
Net Change in Cash and Cash Equivalents	84.4	0.8	—	(10.6)	—	74.6
Cash and Cash Equivalents at Beginning of Period	246.6	—	—	37.9	—	284.5
Cash and Cash Equivalents at End of Period	\$ 331.0	\$ 0.8	\$ —	\$ 27.3	\$ —	\$ 359.1

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	Year Ended August 31, 2012					
	Parent	Subsidiary Issuer	Subsidiary Guarantor	Non- Guarantors	Consolidating Adjustments	Consolidated
Net Cash Provided by (Used for) Operating Activities	\$ 141.9	\$ 29.8	\$ —	\$ 2.5	\$ (2.0)	\$ 172.2
Cash Provided by (Used for) Investing Activities:						
Purchases of property, plant, and equipment	—	(27.7)	—	(3.7)	—	(31.4)
Proceeds from sale of property, plant, and equipment	—	0.1	—	—	—	0.1
Investments in subsidiaries	(3.8)	—	—	—	3.8	—
Acquisitions of business and intangible assets	—	(3.8)	—	—	—	(3.8)
Net Cash (Used for) Provided by Investing Activities	(3.8)	(31.4)	—	(3.7)	3.8	(35.1)
Cash Provided by (Used for) Financing Activities:						
Proceeds from stock option exercises and other	7.6	—	—	—	—	7.6
Repurchases of common stock	(9.2)	—	—	—	—	(9.2)
Excess tax benefits from share-based payments	4.9	—	—	—	—	4.9
Intercompany dividends	—	—	—	(2.0)	2.0	—
Intercompany capital	—	3.8	—	—	(3.8)	—
Dividends paid	(22.0)	—	—	—	—	(22.0)
Net Cash (Used for) Provided by Financing Activities	(18.7)	3.8	—	(2.0)	(1.8)	(18.7)
Effect of Exchange Rate Changes on Cash	—	(2.3)	—	(1.8)	—	(4.1)
Net Change in Cash and Cash Equivalents	119.4	(0.1)	—	(5.0)	—	114.3
Cash and Cash Equivalents at Beginning of Year	127.2	0.1	—	42.9	—	170.2
Cash and Cash Equivalents at End of Year	\$ 246.6	\$ —	\$ —	\$ 37.9	\$ —	\$ 284.5

ACUITY BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

15. Quarterly Financial Data (Unaudited)

	Fiscal Year 2014			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Net Sales	\$ 574.7	\$ 546.2	\$ 603.9	\$ 668.7
Gross Profit	\$ 237.1	\$ 215.2	\$ 243.4	\$ 283.5
Net Income	\$ 44.5	\$ 32.7	\$ 43.8	\$ 54.8
Basic Earnings per Share	\$ 1.03	\$ 0.76	\$ 1.01	\$ 1.27
Diluted Earnings per Share	\$ 1.03	\$ 0.75	\$ 1.01	\$ 1.26

	Fiscal Year 2013			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Net Sales	\$ 481.1	\$ 486.7	\$ 541.5	\$ 579.8
Gross Profit	\$ 189.5	\$ 189.7	\$ 221.1	\$ 237.3
Net Income	\$ 26.1	\$ 24.7	\$ 31.7	\$ 44.9
Basic Earnings per Share	\$ 0.61	\$ 0.58	\$ 0.74	\$ 1.04
Diluted Earnings per Share	\$ 0.61	\$ 0.57	\$ 0.73	\$ 1.03

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9a. Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to reasonably ensure that information required to be disclosed in the reports filed or submitted by the Company under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's ("SEC") rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to reasonably ensure that information required to be disclosed by the Company in the reports filed under the Securities Exchange Act of 1934 is accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

As required by SEC rules, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of August 31, 2014. This evaluation was carried out under the supervision and with the participation of management, including the principal executive officer and principal financial officer. Based on this evaluation, these officers have concluded that the design and operation of the Company's disclosure controls and procedures were effective as of August 31, 2014 at a reasonable assurance level. However, because all disclosure procedures must rely to a significant degree on actions or decisions made by employees throughout the organization, such as reporting of material events, the Company and its reporting officers believe that they cannot provide absolute assurance that all control issues and instances of fraud or errors and omissions, if any, within the Company will be detected. Limitations within any control system, including the Company's control system, include faulty judgments in decision-making or simple errors or mistakes. In addition, controls can be circumvented by an individual, by collusion between two or more people, or by management override of the control. Because of these limitations, misstatements due to error or fraud may occur and may not be detected.

Management's annual report on the Company's internal control over financial reporting and the independent registered public accounting firm's attestation report are included in the Company's 2014 Financial Statements in Item 8 of this Annual Report on Form 10-K, under the headings, *Management's Report on Internal Control over Financial Reporting* and *Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting*, respectively, and are incorporated herein by reference.

There have been no changes in the Company's internal control over financial reporting that occurred during the Company's most recent completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9b. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item, with respect to directors and corporate governance, is included under the captions *Item 1 — Election of Directors* and *Information Concerning the Board and Its Committees* of the Company's proxy statement for the annual meeting of stockholders to be held January 7, 2015, to be filed with the Commission pursuant to Regulation 14A, and is incorporated herein by reference.

The information required by this item, with respect to executive officers, will be included under the caption *Executive Officers* of the Company's proxy statement for the annual meeting of stockholders to be held January 7, 2015, to be filed with the Commission pursuant to Regulation 14A, and is incorporated herein by reference.

The information required by this item, with respect to beneficial ownership reporting, will be included under the caption *Section 16(a) Beneficial Ownership Reporting Compliance* of the Company's proxy statement for the annual meeting of stockholders to be held January 7, 2015, to be filed with the Commission pursuant to Regulation 14A, and is incorporated herein by reference.

The information required by this item, with respect to the code of ethics, will be included under the caption *Questions and Answers about Communications, Governance, and Company Documents* of the Company's proxy statement for the annual meeting of stockholders to be held January 7, 2015, to be filed with the Commission pursuant to Regulation 14A, and is incorporated herein by reference.

Item 11. Executive Compensation

The information required by this item will be included under the captions *Compensation of Directors, Information Concerning the Board and Its Committees, Compensation Committee Interlocks and Insider Participation, Report of the Compensation Committee, Compensation Discussion and Analysis, Fiscal 2014 Summary Compensation Table, Fiscal 2014 Grants of Plan-Based Awards, Outstanding Equity Awards at Fiscal 2014 Year-End, Option Exercises and Stock Vested in Fiscal 2014, Pension Benefits in Fiscal 2014, Fiscal 2014 Nonqualified Deferred Compensation, Employment Arrangements, Potential Payments upon Termination, and Equity Compensation Plans* of the Company's proxy statement for the annual meeting of stockholders to be held January 7, 2015, to be filed with the Commission pursuant to Regulation 14A, and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item will be included under the captions *Beneficial Ownership of the Company's Securities* and *Equity Compensation Plans* of the Company's proxy statement for the annual meeting of stockholders to be held January 7, 2015, to be filed with the Commission pursuant to Regulation 14A, and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item will be included under the caption *Certain Relationships and Related Party Transactions* of the Company's proxy statement for the annual meeting of stockholders to be held January 7, 2015, to be filed with the Commission pursuant to Regulation 14A, and is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The information required by this item will be included under the caption *Fees Billed by Independent Registered Public Accounting Firm* of the Company's proxy statement for the annual meeting of stockholders to be held January 7, 2015, to be filed with the Commission pursuant to Regulation 14A, and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as a part of this report:

(1)	Management's Report on Internal Control over Financial Reporting	35
	Reports of Independent Registered Public Accounting Firm	36
	Consolidated Balance Sheets as of August 31, 2014 and 2013	38
	Consolidated Statements of Comprehensive Income for the years ended August 31, 2014, 2013, and 2012	39
	Consolidated Statements of Cash Flows for the years ended August 31, 2014, 2013, and 2012	40
	Consolidated Statements of Stockholders' Equity for the years ended August 31, 2014, 2013, and 2012	41
	Notes to Consolidated Financial Statements	42
(2)	Financial Statement Schedules:	
	Schedule II Valuation and Qualifying Accounts	89
	Any of Schedules I through V not listed above have been omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto	
(3)	Exhibits filed with this report (begins on next page):	
	Copies of exhibits will be furnished to stockholders upon request at a nominal fee. Requests should be sent to Acuity Brands, Inc., Investor Relations Department, 1170 Peachtree Street, N.E., Suite 2300, Atlanta, Georgia 30309-7676	

INDEX TO EXHIBITS

EXHIBIT 2	(a) Agreement and Plan of Merger among Acuity Brands, Inc., Acuity Merger Sub, Inc. and Acuity Brands Holdings, Inc., dated September 25, 2007.	Reference is made to Exhibit 10.1 of registrant's Form 8-K as filed with the Commission on September 26, 2007, which is incorporated herein by reference.
	(b) Agreement and Plan of Distribution by and between Acuity Brands, Inc. and Zep Inc., dated as of October 31, 2007.	Reference is made to Exhibit 2.1 of registrant's Form 8-K as filed with the Commission on November 6, 2007, which is incorporated herein by reference.
EXHIBIT 3	(a) Restated Certificate of Incorporation of Acuity Brands, Inc. (formerly Acuity Brands Holdings, Inc.), dated as of September 26, 2007.	Reference is made to Exhibit 3.1 of registrant's Form 8-K as filed with the Commission on September 26, 2007, which is incorporated herein by reference.
	(b) Certificate of Amendment of Acuity Brands, Inc. (formerly Acuity Brands Holdings, Inc.), dated as of September 26, 2007.	Reference is made to Exhibit 3.2 of registrant's Form 8-K as filed with the Commission on September 26, 2007, which is incorporated herein by reference.
	(c) Amended and Restated Bylaws of Acuity Brands, Inc., dated as of September 30, 2011.	Reference is made to Exhibit 3.1 of registrant's Form 8-K as filed with the Commission on October 5, 2011, which is incorporated herein by reference.
EXHIBIT 4	(a) Form of Certificate representing Acuity Brands, Inc. Common Stock.	Reference is made to Exhibit 4.1 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated herein by reference.
	(b) Indenture, dated December 8, 2009, among Acuity Brands Lighting, Inc, as issuer, and Acuity Brands, Inc. and ABL IP Holding LLC, as guarantors, and Wells Fargo Bank, National Association, as trustee.	Reference is made to Exhibit 4.1 of registrant's Form 8-K as filed with the Commission on December 9, 2009, which is incorporated herein by reference.
	(c) Form of 6.00% Senior Note due 2019.	Reference is made to Exhibit 4.2 of registrant's Form 8-K as filed with the Commission on December 9, 2009, which is incorporated herein by reference.
EXHIBIT 10(i)	(1) Tax Disaffiliation Agreement, dated as of October 7, 2005, by and between National Service Industries, Inc. and Acuity Brands, Inc.	Reference is made to Exhibit 10 (i)A(17) of the registrant's Form 10-K as filed with the Commission on November 1, 2005, which is incorporated by reference.
	(2) Tax Disaffiliation Agreement between Acuity Brands, Inc. and Zep Inc., dated as of October 31, 2007.	Reference is made to Exhibit 10.1 of registrant's Form 8-K as filed with the Commission on November 6, 2007, which is incorporated herein by reference.
	(3) 5-Year Revolving Credit Agreement, dated as of August 27, 2014 among Acuity Brands, Inc., the Subsidiary Borrowers from time to time parties hereto, the Lenders from time to time parties hereto, JPMorgan Chase Bank, N.A., as Swing Line Lender, LC Issuer and Administrative Agent, Wells Fargo Bank, National Association, as Syndication Agent and Bank of America, N.A., Branch Banking & Trust Company and Keybank National Association, as Co-Documentation Agents.	Reference is made to Exhibit 10.1 of registrant's Form 8-K as filed with the Commission on August 28, 2014, which is incorporated herein by reference.

EXHIBIT 10(iii)A	Management Contracts and Compensatory Arrangements:	
(1)	Acuity Brands, Inc. 2001 Nonemployee Directors' Stock Option Plan.	Reference is made to Exhibit 10.6 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated herein by reference.
(2)	Amendment No. 1 to Acuity Brands, Inc. 2001 Nonemployee Directors' Stock Option Plan, dated December 20, 2001.	Reference is made to Exhibit 10(iii)A(3) of registrant's Form 10-Q as filed with the Commission on January 14, 2002, which is incorporated herein by reference.
(3)	Amendment No. 1 to Stock Option Agreement for Nonemployee Director dated October 25, 2006.	Reference is made to Exhibit 99.1 of registrant's Form 8-K filed with the Commission on October 27, 2006, which is incorporated herein by reference.
(4)	Amendment No. 2 to Acuity Brands, Inc. 2001 Non-employee Directors' Stock Option Plan.	Reference is made to Exhibit 10(iii)A(2) of registrant's Form 10-Q as filed with the Commission on January 4, 2007, which is incorporated herein by reference.
(5)	Amendment No. 3 to Acuity Brands, Inc. 2001 Nonemployee Directors' Stock Option Plans.	Reference is made to Exhibit 10(iii)A(3) of registrant's Form 10-Q as filed with the Commission on July 10, 2007, which is incorporated herein by reference.
(6)	Acuity Brands, Inc. Supplemental Deferred Savings Plan.	Reference is made to Exhibit 10.14 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated herein by reference.
(7)	Amendment No. 1 to Acuity Brands, Inc. Supplemental Deferred Savings Plan.	Reference is made to Exhibit 10(iii)A(2) of registrant's Form 10-Q as filed with the Commission on January 14, 2003, which is incorporated by reference.
(8)	Amendment No. 2 to Acuity Brands, Inc. Supplemental Deferred Savings Plan.	Reference is made to Exhibit 10(iii)A(8) of the registrant's Form 10-Q as filed with the Commission on July 14, 2003, which is incorporated by reference.
(9)	Amendment No. 3 to Acuity Brands, Inc. Supplemental Deferred Savings Plan.	Reference is made to Exhibit 10(iii)A(36) of the registrant's Form 10-K as filed with the Commission on October 29, 2004, which is incorporated by reference.
(10)	Amendment No. 4 to Acuity Brands, Inc. Supplemental Deferred Savings Plan.	Reference is made to Exhibit 99.2 of registrant's Form 8-K filed with the Commission on July 6, 2006, which is incorporated herein by reference.
(11)	Amendment No. 5 to Acuity Brands, Inc. Supplemental Deferred Savings Plan.	Reference is made to Exhibit 10(iii)A(6) of registrant's Form 10-Q as filed with the Commission on July 10, 2007, which is incorporated herein by reference.
(12)	Amended and Restated Acuity Brands, Inc., 2005 Supplemental Deferred Savings Plan, effective as of January 1, 2010.	Reference is made to Exhibit 10 (c) of registrant's Form 10-Q as filed with the Commission on March 31, 2010, which is incorporated herein by reference.
(13)	Acuity Brands, Inc. Executives' Deferred Compensation Plan.	Reference is made to Exhibit 10.15 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated here in by reference.
(14)	Amendment No. 1 to Acuity Brands, Inc. Executives' Deferred Compensation Plan.	Reference is made to Exhibit 10(iii)A(3) of the registrant's Form 10-Q as filed with the Commission on January 14, 2003, which is incorporated by reference.
(15)	Acuity Brands, Inc. 2002 Executives' Deferred Compensation Plan as Amended on December 30, 2002 and as Amended and Restated January 1, 2005.	Reference is made to Exhibit 10(iii)A(61) of the registrant's Form 10-K as filed with the Commission on November 2, 2006, which is incorporated by reference.

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| (16) Amendment No. 2 to Acuity Brands, Inc. Nonemployee Director Deferred Compensation Plan. | Reference is made to Exhibit 10(iii)A(86) of the registrant's Form 10-K as filed with the Commission on October 27, 2008, which is incorporated herein by reference. |
| (17) Amended and Restated Acuity Brands Inc. 2011 Nonemployee Director Deferred Compensation Plan, effective as of December 1, 2012. | Reference is made to Exhibit 10(iii)A(68) of the registrant's Form 10-K as filed with the Commission on October 26, 2012, which is incorporated herein by reference. |
| (18) Acuity Brands, Inc. Senior Management Benefit Plan. | Reference is made to Exhibit 10.16 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated herein by reference. |
| (19) Amendment No. 1 to Acuity Brands, Inc. Senior Management Benefit Plan. | Reference is made to Exhibit 10(iii)A(5) of registrant's Form 10-Q as filed with the Commission on July 10, 2007, which is incorporated herein by reference. |
| (20) Acuity Brands, Inc. Executive Benefits Trust. | Reference is made to Exhibit 10.18 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated herein by reference. |
| (21) Acuity Brands, Inc. Supplemental Retirement Plan for Executives. | Reference is made to Exhibit 10.19 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated herein by reference. |
| (22) Amendment No. 1 to Acuity Brands, Inc. Supplemental Retirement Plan for Executives. | Reference is made to Exhibit 10(iii)A(2) of the registrant's Form 10-Q as filed with the Commission on April 14, 2003, which is incorporated by reference. |
| (23) Acuity Brands, Inc. Benefits Protection Trust. | Reference is made to Exhibit 10.21 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated herein by reference. |
| (24) Form of Acuity Brands, Inc., Letter regarding Bonuses. | Reference is made to Exhibit 10.25 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated herein by reference. |
| (25) Acuity Brands, Inc. 2002 Supplemental Executive Retirement Plan as Amended and Restated Effective January 1, 2005. | Reference is made to Exhibit 10(iii)A(63) of the registrant's Form 10-K as filed with the Commission on November 2, 2006, which is incorporated by reference. |
| (26) Amendment No. 1 to Acuity Brands, Inc. 2002 Supplemental Executive Retirement Plan. | Reference is made to Exhibit 99.1 of registrant's Form 8-K as filed with the Commission on June 29, 2007, which is incorporated herein by reference. |
| (27) Amendment No. 2 to Acuity Brands, Inc. 2002 Supplemental Executive Retirement Plan, dated September 27, 2007. | Reference is made to Exhibit 10(iii)A(1) of the registrant's Form 10-Q as filed with the Commission on January 8, 2008, which is incorporated herein by reference. |
| (28) Amendment No. 2 to Acuity Brands, Inc. 2002 Supplemental Executive Retirement Plan, dated October 24, 2008. | Reference is made to Exhibit 10(iii)A(87) of the registrant's Form 10-K as filed with the Commission on October 27, 2008, which is incorporated herein by reference. |
| (29) Amendment No. 3 to Acuity Brands, Inc. 2002 Supplemental Executive Retirement Plan. | Reference is made to Exhibit 10(iii)A(88) of the registrant's Form 10-K as filed with the Commission on October 27, 2008, which is incorporated herein by reference. |
| (30) Amendment No. 4 to Acuity Brands, Inc. 2002 Supplemental Executive Retirement Plan. | Reference is made to Exhibit 10(iii)A(69) of the registrant's Form 10-K as filed with the Commission on October 26, 2012, which is incorporated herein by reference. |

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| (31) Letter Agreement relating to Supplemental Executive Retirement Plan between Acuity Brands, Inc. and Vernon J. Nagel. | Reference is made to Exhibit 10(iii)A(4) of the registrant's Form 10-Q as filed with the Commission on July 14, 2003, which is incorporated by reference. |
| (32) Employment Letter between Acuity Brands, Inc. and Vernon J. Nagel, dated June 29, 2004. | Reference is made to Exhibit 10(III)A(1) of the registrant's Form 10-Q as filed with the Commission on July 6, 2004, which is incorporated by reference. |
| (33) Amended and Restated Severance Agreement, entered into as of January 20, 2004, by and between Acuity Brands, Inc. and Vernon J. Nagel. | Reference is made to Exhibit 10(III)A(2) of the registrant's Form 10-Q as filed with the Commission on July 6, 2004, which is incorporated by reference. |
| (34) Amendment dated April 21, 2006 to the Amended and Restated Severance Agreement between Acuity Brands, Inc. and Vernon J. Nagel. | Reference is made to Exhibit 99.3 of registrant's Form 8-K filed with the Commission on April 27, 2006, which is incorporated herein by reference. |
| (35) Amendment No. 2 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Vernon J. Nagel. | Reference is made to Exhibit 10(iii)A(2) of registrant's Form 10-Q as filed with the Commission on April 4, 2007, which is incorporated herein by reference. |
| (36) Amendment No. 3 to Acuity Brands, Inc. Amended and Restated Severance Agreement, between Acuity Brands, Inc. and Vernon J. Nagel. | Reference is made to Exhibit 10(iii)A(78) of the registrant's Form 10-K as filed with the Commission on October 30, 2009, which is incorporated herein by reference. |
| (37) Amendment No. 4 to Acuity Brands, Inc. Amended and Restated Severance Agreement, between Acuity Brands, Inc. and Vernon J. Nagel. | Reference is made to Exhibit 10(iii)A(2) of the registrant's Form 10-Q as filed with the Commission on April 2, 2014, which is incorporated herein by reference. |
| (38) Form of Incentive Stock Option Agreement for Executive Officers. | Reference is made to Exhibit 10(III)A(3) of the registrant's Form 10-Q filed with the Commission on January 6, 2005 incorporated by reference. |
| (39) Form of Nonqualified Stock Option Agreement for Executive Officers. | Reference is made to Exhibit 10(III)A(4) of the registrant's Form 10-Q as filed with the Commission on January 6, 2005, which is incorporated by reference. |
| (40) Premium-Priced Nonqualified Stock Option Agreement for Executive Officers between Acuity Brands, Inc. and Vernon J. Nagel. | Reference is made to Exhibit 10(III)A(5) of the registrant's Form 10-Q as filed with the Commission on January 6, 2005, which is incorporated by reference. |
| (41) Acuity Brands, Inc. Matching Gift Program. | Reference is made to Exhibit 10(III)A(1) of the registrant's Form 10-Q as filed with the Commission on April 4, 2005, which is incorporated by reference. |
| (42) Employment Letter dated November 16, 2005 between Acuity Brands, Inc. and Richard K. Reece. | Reference is made to Exhibit 10.1 of registrant's Form 8-K filed with the Commission on November 18, 2005, which is incorporated herein by reference. |
| (43) Amendment No. 1 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece. | Reference is made to Exhibit 10(iii)A(81) of the registrant's Form 10-K as filed with the Commission on October 30, 2009, which is incorporated herein by reference. |
| (44) Amendment No. 2 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece. | Reference is made to Exhibit 10 (f) of registrant's Form 10-Q as filed with the Commission on March 31, 2010, which is incorporated herein by reference. |
| (45) Amendment No. 3 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece. | Reference is made to Exhibit 10(iii)A(2) of the registrant's Form 10-Q as filed with the Commission on April 2, 2014, which is incorporated herein by reference. |

(46) Amendment No. 4 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece.	Filed with the Commission as part of this Form 10-K.
(47) Form of Nonqualified Stock Option Agreement for Executive Officers.	Reference is made to Exhibit 99.1 of registrant's Form 8-K filed with the Commission on December 2, 2005, which is incorporated herein by reference.
(48) Amended and Restated Acuity Brands, Inc. Long-Term Incentive Plan.	Reference is made to Exhibit A of the registrant's Proxy Statement as filed with the Commission on November 16, 2007, which is incorporated herein by reference.
(49) Acuity Brands, Inc. Long-Term Incentive Plan Fiscal Year 2008 Plan Rules for Executive Officers.	Reference is made to Exhibit 99.1 of the registrant's Form 8-K as filed with the Commission on January 4, 2008, which is incorporated herein by reference.
(50) Acuity Brands, Inc. 2007 Management Compensation and Incentive Plan.	Reference is made to Exhibit B of the registrant's Proxy Statement as filed with the Commission on November 16, 2007, which is incorporated herein by reference.
(51) Acuity Brands, Inc. Management Compensation and Incentive Plan Fiscal Year 2008 Plan Rules for Executive Officers.	Reference is made to Exhibit 99.2 of the registrant's Form 8-K as filed with the Commission on January 4, 2008, which is incorporated herein by reference.
(52) Form of Nonqualified Stock Option Agreement for Key Employees effective October 24, 2008.	Reference is made to Exhibit 10 (i) of registrant's Form 10-Q as filed with the Commission on April 8, 2009, which is incorporated herein by reference.
(53) Form of Nonqualified Stock Option Agreement for Executive Officers of Acuity Brands, Inc. effective October 24, 2008.	Reference is made to Exhibit 10 (j) of registrant's Form 10-Q as filed with the Commission on April 8, 2009, which is incorporated herein by reference.
(54) Employment Letter dated July 27, 2006 between Acuity Brands, Inc. and Mark A. Black.	Reference is made to Exhibit 10 (f) of registrant's Form 10-Q as filed with the Commission on April 8, 2009, which is incorporated herein by reference.
(55) Amendment No. 1 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Mark A. Black.	Reference is made to Exhibit 10(iii)A(79) of the registrant's Form 10-K as filed with the Commission on October 30, 2009, which is incorporated herein by reference.
(56) Amendment No. 2 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Mark A. Black.	Reference is made to Exhibit 10 (d) of registrant's Form 10-Q as filed with the Commission on March 31, 2010, which is incorporated herein by reference.
(57) Amendment No. 3 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Mark A. Black.	Reference is made to Exhibit 10(iii)A(2) of the registrant's Form 10-Q as filed with the Commission on April 2, 2014, which is incorporated herein by reference.
(58) Amendment No. 4 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Mark A. Black.	Filed with the Commission as part of this Form 10-K.
(59) Amended and Restated Change in Control Agreement.	Reference is made to Exhibit 10(iii)A(84) of the registrant's Form 10-K as filed with the Commission on October 30, 2009, which is incorporated herein by reference.
(60) Form of Indemnification Agreement.	Reference is made to Exhibit 10.1 of registrant's Form 8-K as filed with the Commission on February 9, 2010, which is incorporated herein by reference.

(61)	Acuity Brands, Inc. 2012 Omnibus Stock Incentive Compensation Plan.	Reference is made to Exhibit A of the registrant's Proxy Statement as filed with the Commission on November 19, 2012, which is incorporated herein by reference.
(62)	Acuity Brands, Inc. 2012 Management Cash Incentive Plan.	Reference is made to Exhibit B of the registrant's Proxy Statement as filed with the Commission on November 19, 2012, which is incorporated herein by reference.
(63)	Form of Stock Notification and Award Agreement for restricted stock, effective October 24, 2013.	Reference is made to Exhibit 10(iii)A(72) of the registrant's Form 10-K as filed with the Commission on October 29, 2013, which is incorporated herein by reference.
(64)	Form of Stock Notification and Award Agreement for stock options, effective October 24, 2013.	Reference is made to Exhibit 10(iii)A(1) of the registrant's Form 10-Q as filed with the Commission on April 2, 2014, which is incorporated herein by reference.
(65)	Form of Stock Notification and Award Agreement for restricted stock, effective October 27, 2014.	Filed with the Commission as part of this Form 10-K.
(66)	Form of Stock Notification and Award Agreement for stock options, effective October 27, 2014.	Filed with the Commission as part of this Form 10-K.
EXHIBIT 21	List of Subsidiaries.	Filed with the Commission as part of this Form 10-K.
EXHIBIT 23	Consent of Independent Registered Public Accounting Firm.	Filed with the Commission as part of this Form 10-K.
EXHIBIT 24	Powers of Attorney.	Filed with the Commission as part of this Form 10-K.
EXHIBIT 31	(a) Rule 13a-14(a)/15d-14(a) Certification, signed by Vernon J. Nagel. (b) Rule 13a-14(a)/15d-14(a) Certification, signed by Richard K. Reece.	Filed with the Commission as part of this Form 10-K. Filed with the Commission as part of this Form 10-K.
EXHIBIT 32	(a) Section 1350 Certification, signed by Vernon J. Nagel. (b) Section 1350 Certification, signed by Richard K. Reece.	Filed with the Commission as part of this Form 10-K. Filed with the Commission as part of this Form 10-K.
EXHIBIT 101	The following financial information from the Company's Annual Report on Form 10-K for the year ended August 31, 2014, filed on October 29, 2014, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets as of August 31, 2014 and 2013, (ii) the Consolidated Statements of Comprehensive Income for the years ended August 31, 2014, 2013, and 2012, (iii) the Consolidated Statements of Cash Flows for the years ended August 31, 2014, 2013, and 2012, (iv) the Consolidated Statements of Stockholders' Equity for the years ended August 31, 2014, 2013, and 2012 and (v) the Notes to Consolidated Financial Statements.	Filed with the Commission as part of this Form 10-K.

Schedule II

Acuity Brands, Inc.

Valuation and Qualifying Accounts
For the Years Ended August 31, 2014, 2013, and 2012
(In millions)

	Balance at Beginning of Year	Additions and Reductions Charged to Costs and Expenses	Other Accounts	Deductions	Balance at End of Year
Year Ended August 31, 2014					
Reserve for doubtful accounts	\$ 1.5	0.8	—	0.4	\$ 1.9
Reserve for estimated product returns, net	\$ 1.5	35.9	—	33.1	\$ 4.3
Reserve for estimated cash discounts	\$ 2.2	19.5	—	19.0	\$ 2.7
Reserve for estimated other deductions	\$ 1.0	7.4	—	7.1	\$ 1.3
Deferred tax asset valuation allowance	\$ 12.4	0.4	0.8	—	\$ 13.6
Year Ended August 31, 2013					
Reserve for doubtful accounts	\$ 1.4	0.2	—	0.1	\$ 1.5
Reserve for estimated product returns, net ⁽¹⁾	\$ 1.3	24.1	—	23.9	\$ 1.5
Reserve for estimated cash discounts ⁽¹⁾	\$ 1.8	17.4	—	17.0	\$ 2.2
Reserve for estimated other deductions ⁽¹⁾	\$ 0.8	7.4	—	7.2	\$ 1.0
Deferred tax asset valuation allowance	\$ 10.2	1.1	1.1	—	\$ 12.4
Year Ended August 31, 2012					
Reserve for doubtful accounts	\$ 1.8	0.4	—	0.8	\$ 1.4
Reserve for estimated product returns, net ⁽¹⁾	\$ 1.4	18.5	—	18.6	\$ 1.3
Reserve for estimated cash discounts ⁽¹⁾	\$ 1.8	15.4	—	15.4	\$ 1.8
Reserve for estimated other deductions ⁽¹⁾	\$ 1.7	5.7	—	6.6	\$ 0.8
Deferred tax asset valuation allowance	\$ 7.7	1.7	0.8	—	\$ 10.2

⁽¹⁾ Previously these items were combined and reported as "Reserve for estimated returns and allowances."

AMENDMENT No. 4
TO
ACUITY BRANDS, INC
AMENDED AND RESTATED SEVERANCE AGREEMENT

THIS AMENDMENT made and entered into as of the 27th day of October, 2014, by and between ACUITY BRANDS, INC. (the "Company") and RICHARD K. REECE ("Executive");

W I T N E S S E T H

WHEREAS, the Company and Executive entered into a Severance Agreement, dated as of April 21, 2006 ("Severance Agreement"), and amended as of October 28, 2009, March 30, 2010 and March 28, 2014, providing for the payment of certain compensation and benefits to Executive if Executive's employment is terminated under certain circumstances; and

WHEREAS, the parties now desire to amend the Severance Agreement in the manner hereinafter provided;

NOW, THEREFORE, the Severance Agreement is hereby amended, as follows:

1.

Section 4.2 is hereby amended by deleting "80%" from clause (i) and substituting "90%" in lieu thereof.

2.

This Amendment to the Severance Agreement shall be effective as of the date of this Amendment. Except as hereby modified, the Severance Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the day and year first above written.

COMPANY

EXECUTIVE

ACUITY BRANDS, INC.

RICHARD K. REECE

By: _____
Vernon J. Nagel
Chairman, President and CEO

STOCK NOTIFICATION AND AWARD AGREEMENT

Variable Data: Grantee:

Award Amount:

Grant Date:

Grant ID:

Award Type:

Grantee Level

Expiration Date:

Vesting Schedule:

Days Left to Accept:

GRANT OF RESTRICTED STOCK

WHEREAS, Acuity Brands, Inc. (the "Company") maintains the Acuity Brands, Inc. 2012 Omnibus Stock Incentive Compensation Plan (the "Plan"), under which the Compensation Committee of the Company's Board of Directors has authority to make awards of restricted shares of the Company's common stock to select employees and members of the Board of Directors of the Company and its Subsidiaries; and

WHEREAS, the Committee has determined that it is in the best interest of the Company and its stockholders to grant the restricted stock award provided herein (the "Restricted Stock Award") to the Grantee identified above, such grant to be subject to the terms set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants hereinafter set forth, the parties agree as follows:

1. Incorporation by Reference, Etc. The provisions of the Plan are hereby incorporated by reference. Except as otherwise expressly set forth herein, this Agreement shall be construed in accordance with the provisions of the Plan and any capitalized terms not otherwise defined in this Agreement shall have the definitions set forth in the Plan. The Committee shall have final authority to interpret and construe the Plan and this Agreement and to make any and all determinations under them, and its decision shall be binding and conclusive upon the Grantee and the Grantee's legal representative in respect of any questions arising under the Plan or this Agreement.

2. Grant of Restricted Stock Award. The Committee hereby grants to the Grantee an award of Shares of Restricted Stock (hereinafter called the "Restricted Stock") equal to the Award Amount set forth above, on the terms and conditions set forth in this Agreement and as otherwise provided in the Plan. The date of this award of Restricted Stock is set forth above as Grant Date.

3. Terms and Conditions.

(a) Restrictions

- i. This award of Restricted Stock is conditioned upon Grantee's acceptance of the terms of this Agreement and Exhibits A and B, as evidenced by Grantee's execution of this Agreement or by Grantee's

electronic acceptance of the Agreement in a manner and during the time period allowed by the Company. If the terms of this Agreement are not timely accepted by execution or by such electronic means, the award of Restricted Stock may be cancelled by the Committee.

ii. Except for death, Disability or Change in Control, as set forth below, if the Grantee remains employed by the Company, the Restricted Stock shall vest pursuant to the schedule set forth above. For purposes of this Agreement, employment with a Subsidiary of the Company or service as a member of the Board of Directors of the Company shall be considered employment with the Company.

In the event, prior to the Vesting Date, (i) Grantee dies while actively employed by the Company, or (ii) Grantee has his or her employment terminated by reason of Disability, any Restricted Stock shall become fully vested and nonforfeitable as of the date of Grantee's death or Disability. The Company shall transfer the Shares of Restricted Stock, free and clear of any restrictions imposed by this Agreement (except for restrictions set forth in Section (b)(iv)) to Grantee (or, in the event of death, his or her surviving spouse or, if none, to his or her estate) as soon as practical after his or her date of death or termination for Disability.

Except for death or Disability as provided above, or except as otherwise provided in a severance agreement with Grantee, if Grantee terminates his or her employment or if the Company terminates Grantee prior to the Vesting Date, the Restricted Stock shall cease to vest further, the unvested Shares of Restricted Stock shall be immediately forfeited, and Grantee shall only be entitled to the Restricted Stock that has vested as of his or her date of termination. "Date of Termination" means the last day of active employment of the Grantee with the Company or Subsidiary. For greater certainty, the Date of Termination of the Grantee shall be deemed to be the date on which the notice of termination of employment provided is stated to be effective (in the case of alleged constructive dismissal the date on which the alleged constructive dismissal is alleged to have occurred), and not during or as of the end of any period following such date during which the Grantee is in receipt of, or eligible to receive, statutory, contractual or common law notice of termination or any compensation in lieu of such notice or severance pay.

iii. Except as otherwise provided in this Agreement, including Exhibits A and B attached hereto and subject to the Company's Incentive-Based Compensation Recoupment Policy (described below), on each Vesting Date, Grantee shall own the Vested Shares of Restricted Stock free and clear of all restrictions imposed by this Agreement (except those restrictions imposed in Section (b)(iv) below). The Company shall transfer the Vested Shares of Restricted Stock to an unrestricted account in the name of the Grantee as soon as practical after each Vesting Date.

iv. In exchange for receipt of consideration in the form of the Restricted Stock award pursuant to this Agreement, continued employment, and other good and valuable consideration, Grantee agrees that Grantee shall comply with the confidentiality, inventions, non-solicitation and non-competition provisions attached hereto as Exhibit A.

v. Notwithstanding the other provisions of this Agreement, in the event of a Change in Control prior to the Vesting Date, all Shares of Restricted Stock shall become fully vested and nonforfeitable as of the date of the Change in Control. The Company shall transfer the Shares of Restricted Stock that become vested pursuant to this provision to an unrestricted account in the name of Grantee as soon as practical after the date of the Change in Control.

vi. All awards of Restricted Stock designated as "performance-based compensation" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), whether unvested or vested, shall be subject to the Company's Incentive-Based Compensation Recoupment Policy (the "Recoupment Policy"), such that any award that was made to a Grantee, who is deemed a "Covered Employee" under the Recoupment Policy, within the three (3) year period preceding the date on which the Company announces that it will prepare an accounting restatement under the Recoupment Policy shall be subject to deduction, clawback or forfeiture, as applicable.

vii. The Restricted Stock may not be sold, assigned, transferred, pledged, or otherwise encumbered prior to the date Grantee becomes vested in the Restricted Stock.

(b) **Stock; Dividends; Voting**

i. The Restricted Stock shall be registered in the name of Grantee as of the respective Grant Date for such Shares of Restricted Stock. The Company may issue stock certificates or evidence Grantee's interest by using a restricted book entry account with the Company's transfer agent. Physical possession or custody of any stock certificates that are issued shall be retained by the Company until such time as the Shares are vested. The Company reserves the right to place a legend on such stock certificate(s) restricting the transferability of such certificates and referring to the terms and conditions (including forfeiture) of this Agreement and the Plan.

ii. During the Period of Restriction, Participants holding Shares of Restricted Stock shall be entitled to vote such Restricted Stock and shall be credited with any cash dividends paid with respect to such Shares while they are so held, and such dividends shall be paid to the Participants if and when their rights vest at the end of the Period of Restriction.

iii. In the event of a Change in Capitalization, the number and class of Shares or other securities that Grantee shall be entitled to, and shall hold, pursuant to this Agreement shall be appropriately adjusted or changed to reflect the Change in Capitalization, provided that any such additional Shares or additional or different shares or securities shall remain subject to the restrictions in this Agreement.

iv. Grantee represents and warrants that he or she is acquiring the Restricted Stock for investment purposes only, and not with a view to distribution thereof. Grantee is aware that the Restricted Stock may not be registered under the federal or any state securities laws and that in that event, in addition to the other restrictions on the Shares, they will not be able to be transferred unless an exemption from registration is available or the Shares are registered. By making this award of Restricted Stock, the Company is not undertaking any obligation to register the Restricted Stock under any federal or state securities laws.

(c) **No Right to Continued Employment or Additional Grants.** Nothing in this Agreement or the Plan shall be interpreted or construed to confer upon Grantee any right with respect to continuance of employment by the Company or a Subsidiary, nor shall this Agreement or the Plan interfere in any way with the right of the Company or a Subsidiary to terminate Grantee's employment at any time. The Plan may be terminated at any time, and even if the Plan is not terminated, Grantee shall not be entitled to any additional awards under the Plan.

(d) **Taxes and Withholding.** Grantee shall be responsible for all federal, state, and local income taxes payable with respect to this award of Restricted Stock and dividends paid on unvested Restricted Stock. Grantee shall have the right to make such elections under the Code as are available in connection with this award of Restricted Stock. The Company and Grantee agree to report the value of the Restricted Stock in a consistent manner for federal income tax purposes. The Company shall have the right to retain and withhold from any payment of Restricted Stock or cash the amount of taxes required by any government to be withheld or otherwise deducted and paid with respect to such payment. At its discretion, the Company may require Grantee to reimburse the Company for any such taxes required to be withheld and may withhold any distribution in whole or in part until the Company is so reimbursed. In lieu thereof, the Company shall have the right to withhold from any other cash amounts due to Grantee an amount equal to such taxes required to be withheld or withhold and cancel (in whole or in part) a number of shares of Restricted Stock having a market value not less than the amount of such taxes.

(e) **Grantee Bound by the Plan.** Grantee hereby acknowledges receipt of a copy of the Plan and the prospectus for the Plan, and agrees to be bound by all the terms and provisions thereof.

(f) **Modification of Agreement.** This Agreement may be modified, amended, suspended, or terminated, and any terms or conditions may be waived, but only by mutual agreement of the parties in writing.

- (g) **Severability.** Should any provision of this Agreement be held by a court of competent jurisdiction to be unenforceable or invalid for any reason, the remaining provisions of this Agreement shall not be affected by such holding and shall continue in full force in accordance with their terms.
- (h) **Governing Law.** The validity, interpretation, construction, and performance of this Agreement and Exhibit A shall be governed by the laws of the state of Georgia without giving effect to the conflicts of laws principles thereof.
- (i) **Successors in Interest.** This Agreement shall inure to the benefit of, and be binding upon, the Company and its successors and assigns, whether by merger, consolidation, reorganization, sale of assets, or otherwise. This Agreement shall inure to the benefit of Grantee's legal representatives. All obligations imposed upon Grantee and all rights granted to the Company under this Agreement shall be final, binding, and conclusive upon Grantee's heirs, executors, administrators, and successors.
- (j) **Resolution of Disputes.** Any dispute or disagreement which may arise under, or as a result of, or in any way relate to the interpretation, construction, or application of this Agreement shall be determined by the Committee. Any determination made hereunder shall be final, binding, and conclusive on Grantee and the Company for all purposes.
- (k) **Pronouns; Including.** Wherever appropriate in this Agreement, personal pronouns shall be deemed to include the other genders and the singular to include the plural. Wherever used in this Agreement, the term "including" means "including, without limitation."
- (l) **Integration.** This Agreement, along with any Exhibit hereto, encompasses the entire agreement of the parties related to the subject matter of this Agreement, and supersedes all previous understandings and agreements between them, whether oral or written, except as otherwise described specifically in Exhibit A. The parties hereby acknowledge and represent, that they have not relied on any representation, assertion, guarantee, warranty, collateral contract or other assurance, except those set out in this Agreement, made by or on behalf of any other party or any other person or entity whatsoever, prior to the execution of this Agreement.

EXHIBIT A

CONFIDENTIALITY, INVENTIONS, NON-SOLICITATION AND NON-COMPETITION PROVISIONS

1. Definitions.

a. **“Confidential Information”** “Confidential Information” means the following:

- (i) data and information relating to the Company's Business; disclosed to Grantee or of which Grantee became aware of as a consequence of Grantee's relationship with the Company; having value to the Company; not generally known to the competitors of the Company; and which includes trade secrets, methods of operation, names of customers, price lists, financial information and projections, route books, personnel data, and similar information. For purposes of this Agreement, subject to the foregoing, and according to terminology commonly used by the Company, the Company's Confidential Information shall include, but not be limited to, information pertaining to: (1) Business Opportunities (as defined below); (2) data and compilations of data relating to the Company's Business (as defined in Exhibit A); (3) compilations of information about, and communications and agreements with, customers and potential customers of the Company; (4) computer software, hardware, network and internet technology utilized, modified or enhanced by the Company or by Grantee in furtherance of Grantee's duties with the Company; (5) compilations of data concerning Company products, services, customers, and end users including but not limited to compilations concerning projected sales, new project timelines, inventory reports, sales, and cost and expense reports;

(6) compilations of information about the Company's employees and independent contracting consultants; (7) the Company's financial information, including, without limitation, amounts charged to customers and amounts charged to the Company by its vendors, suppliers, and service providers; (8) proposals submitted to the Company's customers, potential customers, wholesalers, distributors, vendors, suppliers and service providers; (9) the Company's marketing strategies and compilations of marketing data; (10) compilations of data or information concerning, and communications and agreements with, vendors, suppliers and licensors to the Company and other sources of technology, products, services or components used in the Company's Business; (11) any information concerning services requested and services performed on behalf of customers of the Company, including planned products or services; and (12) the Company's research and development records and data. Confidential Information also includes any summary, extract or analysis of such information together with information that has been received or disclosed to the Company by any third party as to which the Company has an obligation to treat as confidential.

(ii) Confidential Information shall not include:

(A) Information generally available to the public other than as a result of improper disclosure by Grantee;

(B) Information that becomes available to Grantee from a source other than the Company (provided Grantee has no knowledge that such information was obtained from a source in breach of a duty to the Company);

(C) Information disclosed pursuant to law, regulations or pursuant to a subpoena, court order or legal process; and/or

(D) Information obtained in filings with the Securities and Exchange Commission.

b. "Trade Secrets" has the meaning set forth under Georgia Law, O.C.G.A. §§ 10-1-760, *et seq.*

c. "Customers" means those entities and/or individuals which, within the two-year period preceding the Date of Termination: (i) Grantee had material contact on behalf of the Company; (ii) about whom Grantee acquired, directly or indirectly, Confidential Information or Trade Secrets as a result of his/her employment with the Company; and/or (iii) Grantee exercised oversight or responsibility of subordinates who engaged in Material Contact on behalf of the Company.

d. "Company's Business" means the design, manufacture and/or sale of one or more of the following and any related products and/or services: lighting fixtures and systems, lighting control components and systems (including but not limited to dimmers, switches, relays, programmable lighting controllers, sensors, timers, and range extenders for lighting and energy management and other purposes), building management and/or control systems, emergency lighting fixtures and systems (including but not limited to exit signs, emergency light units, inverters, back-up power battery packs, and combinations thereof), battery powered and/or photovoltaic lighting fixtures, electric lighting track units, hardware for mounting and hanging electrical lighting fixtures, aluminum, steel and fiberglass fixture poles for electric lighting, light fixture lenses, sound and electromagnetic wave receivers and transmitters, flexible and modular wiring systems and components (namely, flexible branch circuits, attachment plugs, receptacles, connectors and fittings), light emitting diode (LED) lamps, daylighting systems including but not limited to prismatic skylighting and related controls, organic LED products and technology, medical and patient care lighting

devices and systems, and any wired or wireless communications and monitoring hardware or software related to any of the above. This shall not include any product or service of the Company if the Company is no longer in the business of providing such product or service to its customers at the relevant time of enforcement.

e. **“Employee Services”** shall mean the duties and services of the type conducted, authorized, offered, or provided by the Grantee in his/her capacity as an employee on behalf of the Company within twelve (12) months prior to the Date of Termination.

f. **“Territory”** means the United States. Grantee acknowledges that the Company is licensed to do business and in fact does business in all fifty states in the United States. Grantee further acknowledges that the services she/he has performed on behalf of the Company are at a senior level and are not limited in their territorial scope to any particular city, state, or region, but instead affect the Company's activity within the entire United States. Specifically, Grantee provides Employee Services on the Company's behalf throughout the United States, meets with Company agents and distributors, develops products and/or contacts throughout the country, and otherwise engages in his/her work on behalf of the Company on a national level. Accordingly, Grantee agrees that these restrictions are reasonable and necessary to protect the Confidential Information, trade secrets, business relationships, and goodwill of the Company.

g. **“Material Contact”** shall have the meaning set forth in O.C.G.A. § 13-8-51(10), which includes contact between an employee and each customer or potential customer: with whom or which Grantee dealt on behalf of the Company; whose dealings with the Company were coordinated or supervised by Grantee; about whom Grantee obtained confidential information in the ordinary course of business as a result of such employee's association with the Company; or who receives products or services authorized by the Company, the sale or provision of which results or resulted in compensation, commissions, or earnings for Grantee within two years prior to the date of the Date of Termination.

h. **“Termination for Cause” or “Terminated for Cause”** shall mean the involuntary termination of Grantee by the Company and/or its Subsidiaries (collectively referred to hereinafter, where applicable, as the “Protected Parties”) for the following reasons:

i. If termination shall have been the result of an act or acts by Grantee which constitute a felony or any crime involving dishonesty, theft, fraud or moral turpitude;

ii. If termination shall have been the result of an act or acts by Grantee which are determined, in the good faith judgment of the Protected Parties, to be in violation of written policies of the Protected Parties;

iii. If termination shall have been the result of an act or acts of dishonesty by Grantee resulting or intended to result directly or indirectly in gain or personal enrichment to Grantee at the expense of the Protected Parties;

iv. Upon the willful and continued failure by Grantee to substantially perform the duties assigned to Grantee (other than any such failure resulting from incapacity due to mental or physical illness constituting a Disability), after a demand in writing for substantial performance of such duties is delivered by the Protected Parties, which demand specifically identifies the manner in which the Protected Parties believe that Grantee has not substantially performed his or her duties; or

v. If termination shall have been the result of the unauthorized disclosure by Grantee of the Protected Parties' Confidential Information or violation of any other provision of this Agreement.

i. **“Inventions” and “Works For Hire.”** The term “Invention” means contributions, discoveries, improvements and ideas and works of authorship, whether or not patentable or copyrightable, and: (i) which relate directly to the business of the Company, or (ii) which result from any work performed

by Grantee or by Grantee's fellow employees for the Company, or (iii) for which equipment, supplies, facilities, Confidential Information or Trade Secrets of the Protected Parties are used, or (iv) which is developed on the Company's time. The term "Works For Hire" ("Works") means all documents, programs, software, creative works and other expressions and information in any tangible medium created, in whole or in part, by Grantee during the period of and relating to his/her employment with the Protected Parties, whether copyrightable or otherwise protectable, other than Inventions.

2. Confidentiality, Inventions, Non-Solicitation and Non-Competition.

a. Purpose and Reasonableness of Provisions. Grantee acknowledges that, during the term of his/her employment with the Company and after the Date of Termination, the Protected Parties have furnished and may continue to furnish to Grantee Trade Secrets and Confidential Information, which, if used by Grantee on behalf of, or disclosed to, a competitor of the Protected Parties or other person, could cause substantial detriment to the Protected Parties. Moreover, the parties recognize that Grantee, during the term of his/her employment with the Company, has developed important relationships with customers, agents and others having valuable business relationships with the Company, and that these relationships may continue to develop after the Date of Termination. In view of the foregoing, Grantee acknowledges and agrees that the restrictive covenants contained in this Section 2 are reasonably necessary to protect the Protected Parties' legitimate business interests, Confidential Information, and good will.

b. Trade Secrets and Confidential Information. Grantee agrees that he/she shall protect the Protected Parties' Trade Secrets (as defined in Section 1(b) above) and Confidential Information (as defined in Section 1(a) above) and shall not disclose to any person or entity, or otherwise use or disseminate, except in connection with the performance of his/her duties for the Company, any Trade Secrets or Confidential Information; provided, however, that Grantee may make disclosures required by a valid order or subpoena issued by a court or administrative agency of competent jurisdiction, in which event Grantee will promptly notify the Protected Parties of such order or subpoena to provide the Protected Parties an opportunity to protect their interests. Grantee's obligations under this Section 2(b) have applied throughout his/her active employment, shall continue after the Date of Termination, and shall survive any expiration or termination of this Agreement, so long as the information or material remains Confidential Information or a Trade Secret, as applicable.

Grantee further confirms that during his/her employment with the Company, he/she has not and will not offer, disclose or use on Grantee's own behalf or on behalf of the Company, any information Grantee received prior to employment by the Company which was supplied to Grantee confidentially or which Grantee should reasonably know to be confidential.

c. Return of Property. On or before Date of Termination, Grantee agrees to deliver promptly to the Company all files, customer lists, management reports, memoranda, research, Company forms, financial data and reports and other documents (including all such data and documents in electronic form) of the Protected Parties, supplied to or created by him/her in connection with his/her employment hereunder (including all copies of the foregoing) in his/her possession or control, and all of the Company's equipment and other materials in his/her possession or control. Grantee's obligations under this Section 2(c) shall survive any expiration or termination of this Agreement.

d. Inventions. Grantee does hereby assign to the Company the entire right, title and interest in any Invention which is or was made or conceived, either solely or jointly with others, during his/her employment with the Company, including after the Date of Termination. Grantee attests that he/she has disclosed (or promptly will disclose, if after the Date of Termination) to the Company all such Inventions. Grantee will, if requested, promptly execute and deliver to the Company a specific assignment of title for

any such Invention and will at the expense of the Company, take all reasonably required action by the Company to patent, copyright or otherwise protect the Invention.

e. Non-Competition. In the event that Grantee,

(i) voluntarily resigns from the Company,

(ii) is Terminated for Cause (as defined above), or

(iii) declines to sign a Confidential Severance Agreement and Release offered by the Company in the event of a termination for any reason other than a Termination for Cause (including, for example, as a result of a position elimination),

Grantee acknowledges and agrees that during his/her employment, and for twelve (12) months after the Date of Termination, he/she has not and will not, directly or indirectly, engage in, provide, or perform any Employee Services on behalf of any person or entity (or, if organized into divisions or units, any distinct division or operating unit) in the Territory that derives revenue from providing goods or services substantially similar to those which comprise the Company's Business. Notwithstanding the foregoing, if the Company terminates Grantee's employment for any reason other than a Termination for Cause (including, for example, as a result of a position elimination), and Grantee elects to sign a Confidential Severance Agreement and Release offered by the Company, the period covered by this non-competition covenant will be reduced to either, (i) the time within which severance payments are scheduled to be paid to Grantee under such agreement, or (ii) if severance is paid to Grantee in a lump sum, the number of weeks of Grantee's then-current regular salary that are used to calculate such lump sum payment; provided, however, that the restrictive period calculated hereunder may not, in any event, exceed twelve (12) months following the Date of Termination.

f. Non-Solicitation of Customers. Grantee acknowledges and agrees that during his/her employment, and for twenty-four (24) months after the Date of Termination, Grantee has not and will not directly or indirectly solicit Customers (as defined in Paragraph 1(c) above) with whom he/she had Material Contact (as defined in 1(g) above) for the purpose of providing goods and/or services competitive with the Company's Business.

g. Non-Solicitation of Employees and Agents. Grantee acknowledges and agrees that during his/her employment, and for a period of twenty-four (24) months after the Date of Termination, Grantee has not and will not, directly or indirectly, whether on behalf of the Grantee or others, solicit, lure or attempt to hire away any of the Company's employees or agents.

h. Injunctive Relief. Grantee acknowledges that if he/she breaches or threatens to breach any of the provisions of this Section 2, his/her actions may cause irreparable harm and damage to the Protected Parties which could not be compensated in damages. Accordingly, if Grantee breaches or threatens to breach any of the provisions of this Section 2, the Company (or, if applicable, the Protected Parties) shall be entitled to seek injunctive relief, in addition to any other rights or remedies the Company (or, if applicable, the Protected Parties) may have. The existence of any claim or cause of action by Grantee against the Company, whether predicated on this Agreement or otherwise, shall not constitute a defense to the enforcement by the Company (or, if applicable, the Protected Parties) of Grantee's agreements under this Section 2.

3. Contract Non-Assignable by Grantee. The parties acknowledge that this Agreement has been entered into due to, among other things, the special skills and knowledge of Grantee, and agree that this Agreement may not be assigned or transferred by Grantee.

4. Notices. All notices, requests, demands and other communications required or permitted hereunder shall be in writing and shall be deemed to have been duly given when delivered or seven days after mailing if mailed first class, certified mail, postage prepaid, addressed as follows:

If to the Protected Parties: Acuity Brands, Inc.
Attention: Corporate Secretary
1170 Peachtree Street, NE
Suite 2300
Atlanta, Georgia 30309-7676

If to Grantee: To his or her last known address on file with the Company.

Any party may change the address to which notices, requests, demands and other communications shall be delivered or mailed by giving notice thereof to the other party in the same manner provided herein.

5. Provisions Severable. If any provision or covenant, or any part thereof, contained in this Exhibit A is held by any court to be invalid, illegal or unenforceable, either in whole or in part, such invalidity, illegality or unenforceability shall not affect the validity, legality or enforceability of the remaining provisions or covenants, or any part thereof, in this Exhibit A, all of which shall remain in full force and effect. Each and every provision, paragraph and subparagraph of Section 2 above is severable from the other provisions, paragraphs and subparagraphs and constitutes a separate and distinct covenant.

The restrictive covenants set forth in Section 2 of this Exhibit A represent the entire agreement of the parties with respect to the subject matter thereof and supersede any prior agreement with respect thereto; provided, however, that the restrictive covenants described in this Exhibit A shall not supersede those set forth in either (a) any Executive Severance Agreement applicable to Grantee, if any, or (b) any Confidentiality, Inventions and Non-Solicitation Agreement to which Grantee is a party, if any. To the extent that any Executive Severance Agreement and/or Confidentiality, Inventions and Non-Solicitation Agreement applicable to Grantee include restrictive covenant provisions that conflict with the provisions contained in this Exhibit A, the provisions that are more restrictive on Grantee will control.

6. Waiver. Failure of either party to insist, in one or more instances, on performance by the other in strict accordance with the terms and conditions of this Agreement shall not be deemed a waiver or relinquishment of any right granted in this Agreement or the future performance of any such term or condition or of any other term or condition of this Agreement, unless such waiver is contained in a writing signed by the party making the waiver.

7. Amendments and Modifications. This Agreement and any Exhibit hereto may be amended or modified only by a writing signed by both parties hereto, which makes specific reference to this Agreement. However, this Section does not affect a court of competent jurisdiction or arbitrator's ability to modify this Agreement pursuant to O.C.G.A. §§ 13-8-51(11); 53(d); 54 in the event that either party initiates legal proceedings that relate in any way to this Agreement, including any action brought by either party seeking to enforce any provision set forth herein.

8. Governing Law. The validity and effect of this Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Georgia.

9. Legal Fees. Each party shall pay its own legal fees and other expenses associated with any dispute under this Agreement or any Exhibit hereto.

10. Tender Back Provision. If, in the context of a lawsuit involving Grantee or any other person or entity arguing on Grantee's behalf, any court determines that any provisions of Section 2 are void, invalid, illegal, or otherwise unenforceable, Grantee shall be required to immediately return to the Company 70% of all monies paid out under Paragraph 2 of the Restricted Stock Award Agreement, or to return 70% of any unsold shares the Grantee still owns of such Restricted Stock awarded under Paragraph 2 of the Restricted Stock Award Agreement. For purposes of this section, the amount to be paid back shall be determined by ascertaining the value and amount the share(s) sold for at the time that the Grantee actually sold such share(s).

11. Tolling Period. If Grantee is found by a court to have violated any restriction in Section 2 of this Agreement, he/she agrees that the time period for such restriction shall be extended by one day for each day that he/she is found to have violated the restriction, up to a maximum of 18 months.

EXHIBIT B

SHARE OWNERSHIP AND RETENTION REQUIREMENT

It is the Company's belief and expectation that executives should own a reasonable amount of Company stock to further align their interests with those of our shareholders. Accordingly, you are expected to adhere to share ownership and share retention requirements in connection with awards under the Plan.

The share ownership requirement is stated as shares having a value at least equal to a multiple of your base salary. The share retention requirement is stated as a percentage of shares acquired under the Plan, net of the cost of exercising shares and/or the taxes associated with the shares. You have until four years from first becoming subject to the requirements to satisfy your share ownership requirement. However, if you do not currently satisfy the share ownership requirement, you are subject to the share retention requirement.

Your share retention requirements are set forth below, based upon your Grantee Level, set forth above.

Grantee Level	Ownership Multiple of Annual Base Salary	Retention Requirement Percentage
0	4	50%
1	3	40%
2	2	35%
3	1	30%
4 or 5	0.5	20%
6 or 7	0	0

Your ownership multiple is multiplied by your annual base salary and your share retention requirement is the percent of net shares acquired through the Plan (exercise of stock options or receipt of restricted shares). Your Restricted Stock Awards count toward satisfying your share ownership requirement beginning at the date of grant.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

Footer: PLEASE RETAIN THIS AGREEMENT FOR YOUR RECORDS.

As your primary source for information on the award, refer to the following:

Link:

Doc#:

STOCK NOTIFICATION AND AWARD AGREEMENT

Optionee :

Grant Type :

Grant ID :

Grant Date :

Award Amount :

Exercise Price :

Vest Schedule :

Accept By Date :

GRANT OF NONQUALIFIED STOCK OPTIONS

THIS AGREEMENT, made as of _____ (the "Grant Date"), between Acuity Brands, Inc., a Delaware corporation (the "Company"), and _____ (the "Optionee").

WHEREAS, the Company maintains the 2012 Omnibus Stock Incentive Compensation Plan (the "Plan"), in order to provide additional incentives to select employees and members of the Board of Directors of the Company and its Subsidiaries; and

WHEREAS, the Optionee performs services for the Company and/or one of its Subsidiaries; and

WHEREAS, the Company and Optionee have determined that All awards of Stock Options designated as "performance-based compensation" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), whether unvested or vested, shall be subject to the Company's Incentive-Based Compensation Recoupment Policy; and,

WHEREAS, the Company and Optionee have determined that Optionee shall enter into certain confidentiality, inventions, non-solicitation and non-competition provisions, which are attached to the Optionee's /\$GrantDate\$/ Restricted Stock Award Agreement as Exhibit A and incorporated herein by reference, in consideration for receipt of the Nonqualified Stock Option award pursuant hereto, continued employment, and other good and valuable consideration, and;

WHEREAS, the Committee responsible for administration of the Plan has determined to grant the Option to the Optionee as provided herein.

NOW, THEREFORE, the parties hereto agree as follows:

1. Grant of Option.

1.1 The Company hereby grants to the Optionee the right and option (the "Option") to purchase all or any part of an aggregate of /\$AwardsGranted/\$ whole Shares subject to, and in accordance with, the terms and conditions set forth in this Agreement and the Plan.

1.2 The Option is not intended to qualify as an Incentive Stock Option within the meaning of Section 422 of the Code.

1. This Agreement shall be construed in accordance and consistent with, and subject to, the provisions of the Plan (the provisions of which are incorporated herein by reference) and, except as otherwise expressly set forth herein, the capitalized terms used in this Agreement shall have the same definitions as set forth in the Plan.

2. The Option is conditioned upon Optionee's execution of this Agreement and the terms of the confidentiality, inventions, non-solicitation and non-competition provisions attached to the Optionee's Restricted Stock

Award Agreement as Exhibit A and incorporated herein by reference. If the Agreement and the $\text{\$/GrantDate\}$ Restricted Stock Award (including Exhibit A) are not accepted by the Optionee in the manner and within the time period specified by the Company, the Option may be canceled by the Committee.

2. Purchase Price.

The price at which the Optionee shall be entitled to purchase Shares upon the exercise of the Option shall be $\text{\$/GrantPrice\}$ per Share.

3. Duration of Option.

The Option shall be exercisable to the extent and in the manner provided herein for a period of ten (10) years from the Grant Date (the "Exercise Term"); provided, however, that the Option may be earlier terminated as provided in Sections 1.4 and 6 hereof.

4. Vesting and Exercisability of Option.

The Option shall vest, and may be exercised, with respect to the Shares as set forth in the Optionee Statement attached hereto and made a part hereof, subject to earlier termination of the Option as provided in Sections 1.4 and 6 hereof or in the Plan. The right to purchase the Shares as they become vested shall be cumulative and shall continue during the Exercise Term unless sooner terminated as provided herein.

5. Manner of Exercise and Payment.

5.1 Subject to the terms and conditions of this Agreement and the Plan, the Option may be exercised by either (i) delivery of written or electronic notice to the Company, at its principal executive office or (ii) online notice given to an online broker with which the Company has made arrangement for the exercise of employee stock options, which notice satisfies the form and conditions set forth in such arrangement, which shall be provided to the Grantee from time to time. Such notice shall state that the Optionee is electing to exercise the Option and the number of Shares in respect of which the Option is being exercised and, if delivered in writing to the Company, shall be signed by the person or persons exercising the Option. If requested by the Committee, such person or persons shall (i) deliver this Agreement to the Secretary of the Company who shall endorse thereon a notation of such exercise and (ii) provide satisfactory proof as to the right of such person or persons to exercise the Option.

1. The notice of exercise described in Section 5.1 shall be accompanied by the full purchase price for any Shares purchased pursuant to the exercise of an Option and shall be paid in full upon such exercise, (i) in cash, by check, by transferring Shares to the Company, by attesting to the ownership of Shares, upon such terms and conditions as may be acceptable to the Committee, or by net settlement of the Option in the manner determined by the Committee, or (ii) by such arrangement as is made by the Company with the designated online broker. Any Shares the Optionee transfers to the Company or attests to owning as payment of the purchase price under an Option shall be valued at their Fair Market Value on the day preceding the date of exercise of such Option.

5.3 Upon receipt of notice of exercise and full payment for the Shares in respect of which the Option is being exercised, the Company shall, subject to Section 16 of the Plan, take such action as may be necessary to affect the transfer to the Optionee of the number of Shares as to which such exercise was effective.

5.4 The Optionee shall not be deemed to be the holder of, or to have any of the rights of a holder with respect to any Shares subject to the Option until (i) the Option shall have been exercised pursuant to the terms of this Agreement and the Optionee shall have paid the full purchase price for the number of Shares in respect of which the Option was exercised, (ii) the Company shall have issued and delivered the Shares to the Optionee, and (iii) the Optionee's name shall have been entered as a stockholder of record on the books of the Company, whereupon the Optionee shall have full voting and other ownership rights with respect to such Shares.

6. Termination of Employment.

6.1 In General.

If the employment of the Optionee with the Company and its Subsidiaries shall terminate for any reason, other than for the reasons set forth in Sections 6.2 and 7.2 below or as otherwise provided in a severance agreement with Grantee, the Option shall continue to be exercisable (to the extent the Option was vested and exercisable on the date of the Optionee's termination of employment) at any time within three (3) months after the date of such termination of employment, but in no event after the expiration of the Exercise Term.

6.2 Termination of Employment Due to Death, Disability, or Retirement.

If the Optionee's termination of employment is due to death, Disability, or Retirement (termination on or after age 65), or if Optionee terminates employment after age 55, the following shall apply:

- (a) *Termination Due To Death.* In the event the Optionee dies while actively employed, the Option shall become immediately and fully exercisable, and shall remain exercisable at any time prior to the end of the Exercise Term, or for one (1) year after the date of death, whichever period is shorter, by (A) a Permitted Transferee (as defined in Section 8 below), if any, or such person(s) that have acquired the Optionee's rights under such Options by will or by the laws of descent and distribution, or (B) if no such person described in (A) exists, the Optionee's estate or representative of the Optionee's estate.
- (a) *Termination by Disability.* In the event the employment of the Optionee is terminated by reason of Disability, the Option shall become immediately and fully exercisable as of the date the Committee determines the Optionee terminated for Disability and shall remain exercisable at any time prior to the end of the Exercise Term, or for one (1) year after the date of termination, whichever period is shorter.
- (b) *Termination by Retirement.* In the event the employment of the Optionee is terminated by reason of Retirement, all outstanding unvested Options shall expire, and any Options vested as of Optionee's date of Retirement shall remain exercisable at any time prior to the end of the Exercise Term, or for five (5) years after the date of termination, whichever period is shorter. In the event of the Optionee's death after Retirement, the vested Options shall be exercisable in accordance with this subsection (c) and the Option shall be exercisable by the persons described in (a) above.
- (d) *Termination After Attaining Age 55.* If the Optionee terminates employment (other than as a result of death or Disability) after attaining age 55 but prior to age 65, all outstanding unvested Options shall expire, and any Options vested as of Optionee's date of termination shall, unless the Committee determines otherwise at the time of such termination, remain exercisable at any time prior to the end of the Exercise Term, or for five (5) years after the date of termination, whichever period is shorter. In the event of the Optionee's death after terminating after age 55, the Option shall be exercisable in accordance with this subsection (d) and the Option shall be exercisable by the persons described in (a) above.

7. Effect of Change in Control.

7.1 Notwithstanding anything contained to the contrary in this Agreement, in the event of a Change in Control, the Option shall become immediately and fully exercisable, and the Committee, in its discretion, may terminate the Option, provided that at least 30 days prior to the Change in Control, the Committee notifies the Optionee that the Option will be terminated and provides the Optionee, at the election of the Committee, (i) the right to receive immediately a cash payment in an amount equal to the excess, if any, of (A) the greater of (x) the Fair Market Value on the date preceding the date of surrender, of the shares subject to the Option or portion of the Option surrendered, or (y) the Adjusted Fair Market Value of the Shares subject to the Option or portion thereof surrendered, over (B) the aggregate purchase price for such Shares under the Option; or (ii) the right to exercise all Options (including the Options

vested as a result of the Change in Control) immediately prior to the Change in Control.

7.2 If the Options remain outstanding after the Change in Control and if the employment of the Optionee is terminated within two (2) years following a Change in Control, all vested Options shall continue to be exercisable at any time within five (5) years after the date of such termination of employment, but in no event after expiration of the Exercise Term.

8. Transferability.

The Option shall not be transferable other than by will or by the laws of descent and distribution. Notwithstanding the foregoing, the Option may be transferred, in whole or in part, without consideration, by written instrument signed by the Optionee, to any members of the immediate family of the Optionee (i.e., spouse, children, and grandchildren), any trusts for the benefit of such family members or any partnerships whose only partners are such family members (the "Permitted Transferees"). Appropriate evidence of any such transfer to the Permitted Transferees shall be delivered to the Company at its principal executive office. If all or part of the Option is transferred to a Permitted Transferee, the Permitted Transferee's rights hereunder shall be subject to the same restrictions and limitations with respect to the Option as the Optionee. During the lifetime of the Optionee, the Option shall be exercisable only by the Optionee, or if applicable, by the Permitted Transferees.

9. No Right to Continued Employment.

Nothing in this Agreement or the Plan shall be interpreted or construed to confer upon the Optionee any right with respect to continuance of employment by the Company or a Subsidiary, nor shall this Agreement or the Plan interfere in any way with the right of the Company or a Subsidiary to terminate the Optionee's employment at any time.

10. Adjustments.

In the event of a Change in Capitalization, the Committee shall make appropriate adjustments to the number and class of Shares or other stock or securities subject to the Option and the purchase price for such Shares or other stock or securities. The Committee's adjustment shall be made in accordance with the provisions of Section 10 of the Plan and shall be effective and final, binding, and conclusive for all purposes of the Plan and this Agreement.

All awards of Stock Options designated as "performance-based compensation" within the meaning of Code Section 162(m), whether unvested or vested, shall be subject to the Company's Incentive-Based Compensation Recoupment Policy (the "Recoupment Policy"), such that any award that was made to a Grantee, who is deemed a "Covered Employee" under the Recoupment Policy, within the three (3) year period preceding the date on which the Company announces that it will prepare an accounting restatement under the Recoupment Policy shall be subject to deduction, clawback or forfeiture, as applicable.

11. Withholding of Taxes.

The Company shall have the right to deduct from any distribution of cash to the Optionee an amount equal to the federal, state, and local income taxes and other amounts as may be required by law to be withheld (the "Withholding Taxes") with respect to the Option. If the Optionee is entitled to receive Shares upon exercise of the Option, the Optionee shall pay the Withholding Taxes to the Company in cash prior to the issuance of such Shares. In satisfaction of the Withholding Taxes, the Optionee may make a written election (the "Tax Election") to have withheld a portion of the Shares issuable to him or her upon exercise of the Option, having an aggregate Fair Market Value equal to the Withholding Taxes, provided that, if the Optionee may be subject to liability under Section 16(b) of the Exchange Act, the election must comply with the requirements applicable to Share transactions by such Optionees.

12. Employee Bound by the Plan.

The Optionee hereby acknowledges receipt of a copy of the Plan and agrees to be bound by all the terms and provisions thereof.

13. Modification of Agreement.

This Agreement may be modified, amended, suspended, or terminated, and any terms or conditions may be waived, but only by mutual agreement of the parties in writing.

14. Severability.

Should any provision of this Agreement be held by a court of competent jurisdiction to be unenforceable or invalid for any reason, the remaining provisions of this Agreement shall not be affected by such holding and shall continue in full force in accordance with their terms.

15. Governing Law.

The validity, interpretation, construction, and performance of this Agreement shall be governed by the laws of the state of Delaware without giving effect to the conflicts of laws principles thereof.

16. Successors in Interest.

This Agreement shall inure to the benefit of and be binding upon each successor corporation. This Agreement shall inure to the benefit of the Optionee's legal representatives. All obligations imposed upon the Optionee and all rights granted to the Company under this Agreement shall be final, binding, and conclusive upon the Optionee's heirs, executors, Permitted Transferees, administrators, and successors.

17. Resolution of Disputes.

Any dispute or disagreement which may arise under, or as a result of, or in any way relate to, the interpretation, construction, or application of this Agreement shall be determined by the Committee. Any determination made hereunder shall be final, binding, and conclusive on the Optionee and the Company for all purposes.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

LIST OF SUBSIDIARIES

ACUITY BRANDS, INC.

As of August 31, 2014

<u>Subsidiary or Affiliate</u>	<u>Principal Location</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>
AB Netherlands Holdings, LLC	Atlanta, Georgia	Delaware
AB Netherlands Holdings C.V.	Cayman Islands	Netherlands
ABL IP Holding LLC	Atlanta, Georgia	Georgia
Acuity Brands Brasil Participacoes LTDA	Sao Paulo, Brazil	Brazil
Acuity Brands Insurance (Bermuda) Ltd.	Hamilton, Bermuda	Bermuda
Acuity Brands Lighting, Inc.	Atlanta, Georgia	Delaware
Acuity Brands Lighting Canada, Inc.	Markham, Ontario	Canada
Acuity Brands Lighting (Hong Kong) Ltd.	Hong Kong	Hong Kong
Acuity Brands Lighting de Mexico, S. de R.L. de C.V.	Monterrey, Nuevo Leon	Mexico
Acuity Brands Netherlands B.V.	Eindhoven, the Netherlands	Netherlands
Acuity Brands Services, Inc.	Atlanta, Georgia	Delaware
Acuity Brands Technology Services, Inc.	Atlanta, Georgia	Delaware
Acuity Mexico Holdings, LLC	Atlanta, Georgia	Delaware
Acuity Trading (Shanghai) Co. Ltd.	Shanghai, China	Shanghai
C&G Carandini S.A.	Barcelona, Spain	Spain
Castlight de Mexico, S.A. de C.V.	Matamoros, Tamaulipas	Mexico
eldoLAB Holding B.V.	Eindhoven, the Netherlands	Netherlands
eldoLED B.V.	Eindhoven, the Netherlands	Netherlands
Holophane S.A. de C.V.	Tultitlan, Mexico City	Mexico
Holophane Alumbrado Iberica SL	Barcelona, Spain	Spain
Holophane Europe Ltd.	Milton Keynes, England	United Kingdom
Holophane Lichttechnik GmbH	Düsseldorf, Germany	Germany
Holophane Lighting Ltd.	Milton Keynes, England	United Kingdom
HSA Acquisition Company, LLC	Atlanta, Georgia	Ohio
ID Limited	Douglas, Isle of Man	Isle of Man
Luxfab Ltd.	Milton Keynes, England	United Kingdom

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-74242) pertaining to the Acuity Brands, Inc. 401(k) Plan, Acuity Lighting Group, Inc. 401(k) Plan for Hourly Employees, Holophane Division of Acuity Lighting Group 401(k) Plan for Hourly Employees, Holophane Division of Acuity Lighting Group 401(k) Plan for Hourly Employees Covered by a Collective Bargaining Agreement,
- (2) Registration Statement (Form S-8 No. 333-74246) pertaining to the Acuity Brands, Inc. Long-Term Incentive Plan, Acuity Brands, Inc. Employee Stock Purchase Plan, Acuity Brands, Inc. 2001 Nonemployee Directors' Stock Option Plan,
- (3) Registration Statement (Form S-8 No. 333-123999) pertaining to the Acuity Brands, Inc. 401(k) Plan,
- (4) Registration Statement (Form S-8 No. 333-126521) pertaining to the Acuity Brands, Inc. Long-Term Incentive Plan (as amended and restated),
- (5) Registration Statement (Form S-8 No. 333-138384) pertaining to the Acuity Brands, Inc. 2005 Supplemental Deferred Savings Plan, Acuity Brands, Inc. Nonemployee Director Deferred Compensation Plan (as amended and restated),
- (6) Registration Statement (Form S-8 No. 333-152134) pertaining to the Acuity Brands, Inc. Long-Term Incentive Plan (as amended and restated),
- (7) Registration Statement (Form S-8 No. 333-179243) pertaining to the Acuity Brands, Inc. 2011 Nonemployee Director Deferred Compensation Plan, and
- (8) Registration Statement (Form S-8 No. 333-185971) pertaining to the Acuity Brands, Inc. 2012 Omnibus Stock Incentive Compensation Plan;

of our reports dated October 29, 2014, with respect to the consolidated financial statements and schedule of Acuity Brands, Inc., and the effectiveness of internal control over financial reporting of Acuity Brands, Inc., included in this Annual Report (Form 10-K) of Acuity Brands, Inc., for the year ended August 31, 2014.

/s/ Ernst & Young LLP

Atlanta, Georgia
October 29, 2014

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Richard K. Reece and Vernon J. Nagel, and each of them individually, his true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for him in his name, place, and stead in his capacity as a director or officer of Acuity Brands, Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended **August 31, 2014**, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ W. Patrick Battle
W. Patrick Battle

Dated: October 29, 2014

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Richard K. Reece and Vernon J. Nagel, and each of them individually, his true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for him in his name, place, and stead in his capacity as a director or officer of Acuity Brands, Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended **August 31, 2014**, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ Peter C. Browning _____
Peter C. Browning

Dated: October 29, 2014

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Richard K. Reece and Vernon J. Nagel, and each of them individually, his true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for him in his name, place, and stead in his capacity as a director or officer of Acuity Brands, Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended **August 31, 2014**, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ George C. (Jack) Guynn
George C. (Jack) Guynn

Dated: October 29, 2014

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Richard K. Reece and Vernon J. Nagel, and each of them individually, his true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for him in his name, place, and stead in his capacity as a director or officer of Acuity Brands, Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended **August 31, 2014**, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ James H. Hance, Jr.
James H. Hance, Jr.

Dated: October 29, 2014

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Richard K. Reece and Vernon J. Nagel, and each of them individually, his true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for him in his name, place, and stead in his capacity as a director or officer of Acuity Brands, Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended **August 31, 2014**, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ Gordon D. Harnett
Gordon D. Harnett

Dated: October 29, 2014

POWER OF ATTORNEY

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/s/ Robert F. McCullough
Robert F. McCullough

Dated: October 29, 2014

POWER OF ATTORNEY

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/s/ Julia B. North
Julia B. North

Dated: October 29, 2014

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Richard K. Reece and Vernon J. Nagel, and each of them individually, his true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for him in his name, place, and stead in his capacity as a director or officer of Acuity Brands, Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended **August 31, 2014**, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ Dominic J. Pileggi
Dominic J. Pileggi

Dated: October 29, 2014

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Richard K. Reece and Vernon J. Nagel, and each of them individually, his true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for him in his name, place, and stead in his capacity as a director or officer of Acuity Brands, Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended **August 31, 2014**, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ Ray M. Robinson
Ray M. Robinson

Dated: October 29, 2014

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Richard K. Reece and Vernon J. Nagel, and each of them individually, his true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for him in his name, place, and stead in his capacity as a director or officer of Acuity Brands, Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended **August 31, 2014**, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ Norman H. Wesley
Norman H. Wesley

Dated: October 29, 2014

I, Vernon J. Nagel, certify that:

1. I have reviewed this annual report on Form 10-K of Acuity Brands, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2014

/s/ Vernon J. Nagel

Vernon J. Nagel

Chairman, President, and Chief Executive Officer

[A signed original of this written statement required by Section 302 of the Sarbanes-Oxley Act has been provided to Acuity Brands, Inc., and will be retained by Acuity Brands, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]

I, Richard K. Reece, certify that:

1. I have reviewed this annual report on Form 10-K of Acuity Brands, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2014

/s/ Richard K. Reece

Richard K. Reece

Executive Vice President and Chief Financial Officer

[A signed original of this written statement required by Section 302 of the Sarbanes-Oxley Act has been provided to Acuity Brands, Inc., and will be retained by Acuity Brands, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and in connection with the Annual Report on Form 10-K of Acuity Brands, Inc. (the "Corporation") for the year ended August 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Chairman, President, and Chief Executive Officer of the Corporation, certifies that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

/s/ Vernon J. Nagel

Vernon J. Nagel

Chairman, President, and Chief Executive Officer

October 29, 2014

[A signed original of this written statement required by Section 906 has been provided to Acuity Brands, Inc., and will be retained by Acuity Brands, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and in connection with the Annual Report on Form 10-K of Acuity Brands, Inc. (the "Corporation") for the year ended August 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Executive Vice President and Chief Financial Officer of the Corporation, certifies that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

/s/ Richard K. Reece

Richard K. Reece

Executive Vice President and Chief Financial Officer

October 29, 2014

[A signed original of this written statement required by Section 906 has been provided to Acuity Brands, Inc., and will be retained by Acuity Brands, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]