

BRADY CORP
Form 11-K
June 26, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

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

For the fiscal year ended December 31, 2011

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from **to**

Commission file number 1-14959 Brady Corporation

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

BRADY MATCHED 401(k) PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

BRADY CORPORATION

6555 WEST GOOD HOPE ROAD

PO BOX 571

MILWAUKEE WI 53202-0571

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Brady Matched 401(k) Plan

Financial Statements as of and for the Years Ended December 31, 2011 and 2010, Supplemental Schedules as of December 31, 2011, and Reports of Independent Registered Public Accounting Firm

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BRADY MATCHED 401(k) PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable

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Report of Independent Registered Public Accounting Firm

Retirement Committee

Brady Matched 401(k) Plan

Milwaukee, Wisconsin

We have audited the accompanying statements of net assets available for benefits of Brady Matched 401(k) Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements 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. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. 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 net assets available for benefits of Brady Matched 401(k) Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules are presented for purposes of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are presented fairly, in all material respects, in relation to the basic financial statements taken as a whole.

/s/ CliftonLarsonAllen LLP

Milwaukee, Wisconsin

June 26, 2012

Table of Contents**BRADY MATCHED 401(k) PLAN****STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS****December 31, 2011 and 2010**

	2011	2010
ASSETS		
Investments at fair value	\$ 159,385,286	\$ 163,101,545
Cash	44,526	34,145
Receivables		
Company contributions	934,524	911,924
Other	55,144	
Notes receivable from participants	3,225,308	3,088,834
Total receivables	4,214,976	4,000,758
Total assets	163,644,788	167,136,448
LIABILITIES excess contributions payable		(808)
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	163,644,788	167,135,640
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(621,779)	(378,761)
NET ASSETS AVAILABLE FOR BENEFITS	\$ 163,023,009	\$ 166,756,879

The accompanying notes are an integral part of the financial statements.

Table of Contents**BRADY MATCHED 401(k) PLAN****STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****Years Ended December 31, 2011 and 2010**

	2011	2010
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Contributions		
Participant	\$ 8,130,759	\$ 8,212,415
Company	4,211,835	4,274,744
Rollover	406,394	733,279
Total contributions	12,748,988	13,220,438
Investment (loss) income		
Net (depreciation) appreciation in fair value of investments	(7,307,220)	15,390,998
Dividends	2,964,919	2,340,887
Interest		177
Net investment (loss) income	(4,342,301)	17,732,062
Interest income from notes receivable from participants	114,458	135,778
Transfers of assets from affiliated plans	143	3,841,937
Total additions	8,521,288	34,930,215
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants	11,791,034	19,371,498
Administrative expenses	464,124	394,135
Total deductions	12,255,158	19,765,633
NET (DECREASE) INCREASE	(3,733,870)	15,164,582
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	166,756,879	151,592,297
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	\$ 163,023,009	\$ 166,756,879

The accompanying notes are an integral part of the financial statements.

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BRADY MATCHED 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

NOTE 1 DESCRIPTION OF THE PLAN

The following description of the Brady Matched 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan is a defined contribution plan, which provides retirement benefits to substantially all full-time employees of Brady Corporation (the Company). The Plan does not provide benefits for employees covered by a collective bargaining agreement, leased employees, non-resident aliens, co-op students, on-call employees or interns. An employee may become a participant in the Plan on the employee's initial date of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Each year, participants may contribute up to 50% of their annual base compensation subject to the Internal Revenue Code (IRC) limitations. These voluntary contributions can be withdrawn in whole or part in the event of qualifying emergencies (as defined by the Plan), subject to certain restrictions. The Company is required to contribute a 100% matching contribution of the first 3% and 50% of the next 2% that a participant contributes, subject to compensation limits of \$245,000 for calendar year 2011, adjusted for inflation. Participants self-direct all participant and Company contributions.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution (net of participant forfeitures) and Plan earnings, and charged with withdrawals and an allocation of Plan losses and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

For any newly eligible participant, the Plan will automatically withhold 3% of the employee's pay, on a pre-tax basis, unless a waiver form to opt-out of the plan is completed by the employee within ninety days of their hire date. The withheld funds will be deposited into an account under the employee's name in the Plan.

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BRADY MATCHED 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

NOTE 1 DESCRIPTION OF THE PLAN (continued)

Investments

Investment options include various equity funds, a common collective trust fund, a bond fund, two money market funds, and Brady Corporation Class A Non-Voting Common Stock.

Vesting

The Plan provides for full vesting of participants' contributions from the date they are made. Company contributions will become vested after a two-year period of continuous service for all contributions made after January 1, 2008. The participants' share of the Company contribution becomes fully vested, in any event, upon normal retirement at age 65, termination due to permanent or total disability or death, or a plan termination.

Participants may withdraw their vested interests upon retirement, approved hardship withdrawal, death, disability, or other termination of employment. Withdrawals are made at the participant's option in the form of a lump sum, installments, or in-kind in shares of Brady Corporation Class A Non-Voting Common Stock.

Notes Receivable from Participants

Participants may borrow up to 50% of their vested account balance. Individual loan amounts must be at least \$1,000; however, aggregate loan amounts may not exceed \$50,000. The interest rate for the loans is the prime rate. Loan terms may range from one to five years, or longer if for the purchase of a primary residence. The loans are secured by the balance in the participant's account. As of December 31, 2011, the interest rates on outstanding loans range from 3.25% to 10.25%.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or installments over a specified period. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts

At December 31, 2011 and 2010, forfeited non-vested accounts totaled \$55,144 and \$55,056, respectively. These amounts were used to reduce Company contribution receivables as of December 31, 2011 and 2010.

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BRADY MATCHED 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared under the accrual basis in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits for a defined contribution plan attributable for fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Risks and Uncertainties

The Plan utilizes various investment instruments, including various equity funds, a common collective trust fund, a bond fund, two money market funds, and common stock. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

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BRADY MATCHED 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Refer to Note 4.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Administrative Expenses

Administrative expenses are paid by the Plan. This includes administrative, investment management, audit, legal and other miscellaneous fees of the Plan.

Payment of Benefits

Benefit payments to participants are recorded upon distribution. There were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid as of December 31, 2011 and 2010.

Excess Contributions Payable

The Plan is required to return contributions received during the Plan year in excess of the IRC limits to the contributing participants. There were excess contributions of \$0 and \$808 for the years ended December 31, 2011 and 2010, respectively.

Table of Contents**BRADY MATCHED 401(k) PLAN****NOTES TO FINANCIAL STATEMENTS****AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010****NOTE 3 INVESTMENTS**

The value of individual investments held which exceeded 5% of the net assets available for benefits at December 31, 2011 and 2010, was as follows:

	2011	2010
Growth Fund of America	\$ 23,728,153	\$ 26,399,363
PNC Investment Contract Fund*	18,936,617**	17,791,748
Vanguard Total Bond Index Inst	15,519,578	13,195,596
Vanguard Institutional Index Fund	13,284,114	13,677,163
Vanguard Prime Money Market Fund	11,061,790	10,367,180
Fidelity Diversified International Fund	9,910,022	11,843,958
T. Rowe Price Retirement 2030	9,082,428	8,460,191
LSV Value Equity Fund	8,935,661	9,399,024
Oppenheimer Developing Markets	***	10,370,602

* Party-in-interest in the Plan.

** This represents contract value which differs from fair value as noted in the supplemental schedule.

*** Less than 5% of the Plan's net assets.

During the years ended December 31, 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) (depreciated) appreciated in value as follows:

	2011	2010
Equity funds	\$ (8,124,637)	\$ 14,380,502
Bond fund	522,577	281,421
Common collective trust fund	424,515	382,031
Brady Corporation common stock	(129,675)	347,044
Net (depreciation) appreciation in fair value of investments	\$ (7,307,220)	\$ 15,390,998

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BRADY MATCHED 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

NOTE 4 FAIR VALUE MEASUREMENT

Generally accepted accounting principles establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

The Plan's net assets measured at fair market value are classified in one of the following categories:

Level 1 Assets for which fair value is based on quoted market prices in active markets for identical instruments as of the reporting date.

Level 2 Assets for which fair value is based on valuation models for which pricing inputs were either directly or indirectly observable.

Level 3 Assets for which fair value is based on valuation models with significant unobservable pricing inputs and which result in the use of management estimates.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011.

Shares of equity funds and bond funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. Common stock is valued at quoted market prices. Such securities are classified within Level 1 of the valuation hierarchy.

The common collective trust fund is valued at the net asset value of the fund based on the fair value of the underlying investments and then adjusted by the issuer to contract value. The collective trust fund does not have a finite life, unfunded commitments relating to these types of investments, or significant restrictions on redemption. The money market funds are valued at a stable \$1.00 net asset value. Such securities are classified within Level 2 of the valuation hierarchy.

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

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The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011.

	Level 1	Level 2	Level 3	Total
Mutual funds				
Growth funds	\$ 30,930,343	\$	\$	\$ 30,930,343
Balanced funds	13,284,114			13,284,114
Value funds	15,517,530			15,517,530
International funds	17,424,540			17,424,540
Target date funds	28,309,810			28,309,810
Bond funds	15,519,578			15,519,578
Other funds	3,616,865			3,616,865
Money market funds		11,070,909		11,070,909
Brady common stock	4,153,201			4,153,201
Common collective trust fund		19,558,396		19,558,396
Total	\$ 128,755,981	\$ 30,629,305	\$	\$ 159,385,286

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010.

	Level 1	Level 2	Level 3	Total
Mutual funds				
Growth funds	\$ 33,791,311	\$	\$	\$ 33,791,311
Balanced funds	13,677,163			13,677,163
Value funds	16,674,805			16,674,805
International funds	22,214,560			22,214,560
Target date funds	27,258,589			27,258,589
Bond funds	13,195,596			13,195,596
Other funds	3,690,103			3,690,103
Money market funds		10,373,593		10,373,593
Brady common stock	4,055,316			4,055,316
Common collective trust fund		18,170,509		18,170,509
Total	\$ 134,557,443	\$ 28,544,102	\$	\$ 163,101,545

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Although it has not expressed any intention to do so, the Company has the right under the Plan provisions to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would become 100 percent vested in unvested Company matching contributions in their accounts.

NOTE 6 FEDERAL INCOME TAX STATUS

The Plan uses a prototype plan document sponsored by PNC Bank (PNC or the Trustee). PNC received an opinion letter from the Internal Revenue Service (IRS), dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

NOTE 7 EXEMPT PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in Company common stock. In addition, certain plan investments represent shares of mutual funds and a common collective trust fund managed by the Trustee. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund. These transactions are considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under ERISA regulations.

At December 31, 2011 and 2010, the Plan held 131,555 and 124,358 shares, respectively, of common stock of Brady Corporation, with a cost basis of \$3,182,618 and \$2,905,633, respectively. During the years ended December 31, 2011 and 2010, the Plan recorded dividend income from the common stock of Brady Corporation of \$91,377 and \$90,186, respectively.

NOTE 8 RECONCILIATION TO FORM 5500

Net assets available for benefits in the accompanying financial statements are reported at contract value; however, they are recorded at fair value in the Plan's Form 5500.

The following table reconciles net assets available for benefits per the financial statements to the Plan's Form 5500 as of December 31:

	2011	2010
Net assets available for benefits per financial statements	\$ 163,023,009	\$ 166,756,879
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	621,779	378,761
Amounts reported per Form 5500	\$ 163,644,788	\$ 167,135,640

Table of Contents**BRADY MATCHED 401(k) PLAN****NOTES TO FINANCIAL STATEMENTS****AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010****NOTE 8 RECONCILIATION TO FORM 5500 (continued)**

The increase in net assets available for benefits per the financial statements for the years ended December 31, 2011 and 2010 includes the transfer of assets from another plan. The amounts reported per Form 5500 do not include the transfer of assets from another plan.

The following table reconciles the increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31:

	2011	2010
(Decrease) increase in net assets available for benefits per financial statements	\$ (3,733,870)	\$ 15,164,582
Adjustment from contract value to fair value for fully benefit-responsive investment contract at end of year	621,779	378,761
Adjustment from contract value to fair value for fully benefit-responsive investment contract at beginning of year	(378,761)	44,408
Transfer of assets to Plan	(143)	(3,841,937)
Amounts reported per Form 5500	\$ (3,490,995)	\$ 11,745,814

NOTE 9 TRANSFERS OF ASSETS FROM AFFILIATED PLANS

Effective January 1, 2010, the Clement Communications Incorporated Pension Plan and the Stopware, Inc. 401(k) Plan merged into the Plan, resulting in a transfer of assets to the Plan of \$3,841,937 for the year ended December 31, 2010.

NOTE 10 SUBSEQUENT EVENTS

Management evaluated subsequent events through June 26, 2012, the date the financial statements were issued. Events or transactions occurring after December 31, 2011, but prior to June 26, 2012 that provide additional evidence about conditions that existed at December 31, 2011 have been recognized in the financial statements for the year ended December 31, 2011. Events or transactions that provided evidence about conditions that did not exist at December 31, 2011 but arose before the financial statements were issued, have not been recognized in the financial statements for the year ended December 31, 2011.

This information is an integral part of the accompanying financial statements.

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SUPPLEMENTAL SCHEDULES

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BRADY MATCHED 401(k) PLAN

SCHEDULE H, LINE 4a SCHEDULE OF DELINQUENT

PARTICIPANT CONTRIBUTIONS

As of December 31, 2011

EIN #: 39-0178960

Plan #: 003

Participant Contributions Transferred Late to Plan					
Total that Constitute Nonexempt Prohibited Transactions					
Check here if Late Participant Loan Repayments are included: ☒	Relating to Plan Year	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
\$ 609,599	2006	\$	\$ 609,302	\$	\$ 297
587,258	2007		586,972		286
903,744	2009		903,217		527
1,076,624	2010		1,076,091		533

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Description	Fair Value
EQUITY FUNDS	
Oppenheimer Developing Markets	\$ 7,514,538
Growth Fund of America	23,728,153
Fidelity Diversified International Fund	9,910,002
Blackrock Small Cap Growth Eq Instl*	7,202,190
American Cent Sm Cap Val Inst	6,581,869
LSV Value Equity Fund	8,935,661
T. Rowe Price Retirement 2010	3,553,481
T. Rowe Price Retirement 2020	7,602,983
T. Rowe Price Retirement 2030	9,082,428
T. Rowe Price Retirement 2040	6,548,469
T. Rowe Price Retirement 2050	1,522,449
Credit Suisse Commodity Return	3,616,865
Vanguard Institutional Index Fund	13,284,114
	109,083,202
COMMON COLLECTIVE TRUST FUND	
PNC Investment Contract Fund*	19,558,396
BOND FUND	
Vanguard Total Bond Index Inst	15,519,578
MONEY MARKET FUNDS	
Vanguard Prime Money Market Fund	11,061,790
Brady Stock Liquidity Fund*	9,119
	11,070,909
COMMON STOCK	
Brady Corporation Class A Non-voting*	4,153,201
NOTES RECEIVABLE from PARTICIPANTS, at various interest rates and due through	
November 9, 2040*	3,225,308
TOTAL ASSETS (HELD AT END OF YEAR)	\$ 162,610,594

* Party-in-interest in the Plan.

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

BRADY MATCHED 401(k) PLAN

Date: June 26, 2012

/s/ WENDY SALMON
Wendy Salmon
Plan Administrative Committee Member