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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2018

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

For the transition period from to

Commission file number 1-37393

SPX FLOW, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**47-3110748**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
13320 Ballantyne Corporate Place **Charlotte, NC**	**28277**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code **(704) 752-4400**

(Former Name, Former Address, and Former Fiscal Year, if Changed Since Last Report)

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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer ☒	Accelerated Filer ☐
Non-Accelerated Filer ☐	Smaller Reporting Company ☐
(Do not check if a smaller reporting company)	Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2018 was approximately $1,830 million. The determination of affiliate status for purposes of the foregoing calculation is not necessarily a conclusive determination for other purposes.

Common shares outstanding as of July 27, 2018 were 42,545,744.

SPX FLOW, INC. AND SUBSIDIARIES
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PART I—FINANCIAL INFORMATION

ITEM 1. Condensed Consolidated Financial Statements

SPX FLOW, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited; in millions, except per share amounts)

	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Revenues	$ 531.2	$ 498.0	$ 1,021.5	$ 931.2
Cost of products sold	358.5	345.0	693.1	639.1
Gross profit	172.7	153.0	328.4	292.1
Selling, general and administrative	118.8	113.0	234.3	228.3
Intangible amortization	4.3	4.3	8.7	8.9
Special charges	1.1	6.7	3.7	15.3
Operating income	48.5	29.0	81.7	39.6
Other expense, net	(0.8)	(0.3)	(5.4)	(2.4)
Interest expense, net	(12.4)	(15.8)	(24.9)	(31.7)
Income before income taxes	35.3	12.9	51.4	5.5
Income tax provision	(11.9)	(2.7)	(12.7)	(2.6)
Net income	23.4	10.2	38.7	2.9
Less: Net income (loss) attributable to noncontrolling interests	0.5	(0.1)	0.3	—
Net income attributable to SPX FLOW, Inc.	$ 22.9	$ 10.3	$ 38.4	$ 2.9
Basic income per share of common stock	$ 0.54	$ 0.25	$ 0.91	$ 0.07
Diluted income per share of common stock	$ 0.54	$ 0.24	$ 0.90	$ 0.07
Weighted average number of common shares outstanding - basic	42.146	41.844	42.072	41.724
Weighted average number of common shares outstanding - diluted	42.616	42.221	42.559	42.058

The accompanying notes are an integral part of these statements.

SPX FLOW, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited; in millions)

	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Net income	$ 23.4	$ 10.2	$ 38.7	$ 2.9
Other comprehensive income (loss), net - foreign currency translation adjustments	(78.0)	47.4	(38.0)	96.9
Total comprehensive income (loss)	(54.6)	57.6	0.7	99.8
Less: Total comprehensive income (loss) attributable to noncontrolling interests	0.1	0.2	(0.1)	1.1
Total comprehensive income (loss) attributable to SPX FLOW, Inc.	$ (54.7)	$ 57.4	$ 0.8	$ 98.7

The accompanying notes are an integral part of these statements.

SPX FLOW, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited; in millions, except share data)

	June 30, 2018	December 31, 2017
ASSETS		
Current assets:		
Cash and equivalents	$ 204.9	$ 263.7
Accounts receivable, net	383.2	381.4
Contract assets	77.4	57.7
Inventories, net	325.3	293.9
Other current assets	39.8	50.0
Total current assets	1,030.6	1,046.7
Property, plant and equipment:		
Land	34.3	35.1
Buildings and leasehold improvements	233.8	238.3
Machinery and equipment	463.7	461.6
	731.8	735.0
Accumulated depreciation	(383.7)	(374.1)
Property, plant and equipment, net	348.1	360.9
Goodwill	754.5	771.3
Intangibles, net	335.5	350.3
Other assets	149.4	159.8
TOTAL ASSETS	$ 2,618.1	$ 2,689.0
LIABILITIES, MEZZANINE EQUITY AND EQUITY		
Current liabilities:		
Accounts payable	$ 234.1	$ 219.4
Contract liabilities	192.6	182.3
Accrued expenses	178.9	207.3
Income taxes payable	23.7	21.6
Short-term debt	27.0	24.2
Current maturities of long-term debt	20.5	20.5
Total current liabilities	676.8	675.3
Long-term debt	792.1	850.9
Deferred and other income taxes	55.2	63.3
Other long-term liabilities	119.7	125.5
Total long-term liabilities	967.0	1,039.7
Commitments and contingent liabilities (Note 11)		
Mezzanine equity	21.0	22.2
Equity:		
SPX FLOW, Inc. shareholders’ equity:		
Preferred stock, no par value, 3,000,000 shares authorized, and no shares issued and outstanding	—	—
Common stock, par value $0.01 per share, 300,000,000 shares authorized, 42,920,361 issued and 42,545,744 outstanding at June 30, 2018, and 42,690,342 issued and 42,405,222 outstanding at December 31, 2017	0.4	0.4
Paid-in capital	1,656.7	1,650.9
Accumulated deficit	(283.3)	(327.5)
Accumulated other comprehensive loss	(417.7)	(372.8)
Common stock in treasury (374,617 shares at June 30, 2018, and 285,120 shares at December 31, 2017)	(13.3)	(8.9)
Total SPX FLOW, Inc. shareholders' equity	942.8	942.1
Noncontrolling interests	10.5	9.7
Total equity	953.3	951.8
TOTAL LIABILITIES, MEZZANINE EQUITY AND EQUITY	$ 2,618.1	$ 2,689.0

The accompanying notes are an integral part of these statements.

SPX FLOW, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited; in millions)

	Six Months Ended June 30, 2018								
	Common Stock								
	Shares Outstanding	Par	Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Common Stock in Treasury	Total SPX FLOW, Inc. Shareholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2017	42.4	$ 0.4	$ 1,650.9	$ (327.5)	$ (372.8)	$ (8.9)	$ 942.1	$ 9.7	$ 951.8
Adoption of accounting standards	—	—	—	5.8	(7.3)	—	(1.5)	—	(1.5)
Net income	—	—	—	38.4	—	—	38.4	0.3	38.7
Other comprehensive loss, net	—	—	—	—	(37.6)	—	(37.6)	(0.4)	(38.0)
Incentive plan activity	—	—	2.4	—	—	—	2.4	—	2.4
Stock-based compensation expense	—	—	9.1	—	—	—	9.1	—	9.1
Restricted stock and restricted stock unit vesting, net of tax withholdings	0.1	—	—	—	—	(4.4)	(4.4)	—	(4.4)
Acquisition of noncontrolling interest	—	—	(5.7)	—	—	—	(5.7)	3.1	(2.6)
Dividends attributable to noncontrolling interests	—	—	—	—	—	—	—	(2.2)	(2.2)
Balance at June 30, 2018	42.5	$ 0.4	$ 1,656.7	$ (283.3)	$ (417.7)	$ (13.3)	$ 942.8	$ 10.5	$ 953.3

	Six Months Ended July 1, 2017								
	Common Stock								
	Shares Outstanding	Par	Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Common Stock in Treasury	Total SPX FLOW, Inc. Shareholders' Equity	Noncontrolling Interests	Total Equity
Balance at December 31, 2016	41.9	$ 0.4	$ 1,640.4	$ (373.9)	$ (521.4)	$ (4.9)	$ 740.6	$ 1.5	$ 742.1
Net income	—	—	—	2.9	—	—	2.9	—	2.9
Other comprehensive income, net	—	—	—	—	95.8	—	95.8	1.1	96.9
Incentive plan activity	0.1	—	3.0	—	—	—	3.0	—	3.0
Stock-based compensation expense	—	—	7.9	—	—	—	7.9	—	7.9
Restricted stock and restricted stock unit vesting, net of tax withholdings	0.3	—	0.3	—	—	(3.3)	(3.0)	—	(3.0)
Dividends attributable to noncontrolling interests and other	—	—	—	—	—	—	—	(1.1)	(1.1)
Balance at July 1, 2017	42.3	$ 0.4	$ 1,651.6	$ (371.0)	$ (425.6)	$ (8.2)	$ 847.2	$ 1.5	$ 848.7

The accompanying notes are an integral part of these statements.

SPX FLOW, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited; in millions)

	Six months ended	
	June 30, 2018	**July 1, 2017**
Cash flows from operating activities:		
Net income	$ 38.7	$ 2.9
Adjustments to reconcile net income to net cash from operating activities:		
Special charges	3.7	15.3
Deferred income taxes	1.4	(3.9)
Depreciation and amortization	29.8	30.7
Stock-based compensation	9.1	7.9
Pension and employee benefits provided in stock	4.4	3.3
Loss (gain) on asset sales and other, net	0.2	(1.5)
Changes in operating assets and liabilities:		
Accounts receivable and other assets	(4.1)	25.5
Contract assets and liabilities, net	(7.6)	17.3
Inventories	(34.9)	(18.4)
Accounts payable, accrued expenses and other	(12.0)	11.3
Cash spending on restructuring actions	(10.1)	(18.5)
Net cash from operating activities	18.6	71.9
Cash flows from (used in) investing activities:		
Proceeds from asset sales and other, net	—	31.1
Capital expenditures	(12.4)	(11.4)
Net cash from (used in) investing activities	(12.4)	19.7
Cash flows used in financing activities:		
Borrowings under senior credit facilities	55.8	125.5
Repayments of senior credit facilities	(115.8)	(202.5)
Borrowings under trade receivables financing arrangement	65.5	77.1
Repayments of trade receivables financing arrangement	(62.5)	(98.3)
Borrowings under other financing arrangements	3.7	5.8
Repayments of other financing arrangements	(3.9)	(9.6)
Minimum withholdings paid on behalf of employees for net share settlements, net	(4.4)	(3.3)
Dividends paid to noncontrolling interests in subsidiary	(2.2)	(1.5)
Net cash used in financing activities	(63.8)	(106.8)
Change in cash, cash equivalents and restricted cash due to changes in foreign currency exchange rates	(1.3)	26.2
Net change in cash, cash equivalents and restricted cash	(58.9)	11.0
Consolidated cash, cash equivalents and restricted cash, beginning of period	264.9	216.2
Consolidated cash, cash equivalents and restricted cash, end of period	$ 206.0	$ 227.2

The accompanying notes are an integral part of these statements.

(1) BASIS OF PRESENTATION

SPX FLOW, Inc. and its consolidated subsidiaries ("SPX FLOW," ''the Company,'' "we," "us," or "our") operate inthree business segments.

We prepared the condensed consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") for interim reporting. As permitted under those rules and regulations, certain footnotes or other financial information normally required by accounting principles generally accepted in the United States ("GAAP") can be condensed or omitted. The financial statements represent our accounts after the elimination of intercompany transactions and, in our opinion, include the adjustments (consisting only of normal and recurring items) necessary for their fair presentation.

Preparing financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Actual results could differ from these estimates. The unaudited information included in this Quarterly Report on Form 10-Q should be read in conjunction with the consolidated and combined financial statements contained in our 2017 Annual Report on Form 10-K. Interim results are not necessarily indicative of full year results and the condensed consolidated financial statements may not be indicative of the Company's future performance.

Certain customer contract-related amounts in the accompanying condensed consolidated balance sheet as ofDecember 31, 2017 and condensed consolidated statement of cash flows for the six months ended July 1, 2017 have been reclassified to conform to the current year presentation.

We establish actual interim closing dates using a fiscal calendar, which requires our businesses to close their books on the Saturday closest to the end of the first calendar quarter, with the second and third quarters being 91 days in length. Our fourth quarter ends on December 31. The interim closing dates for the first, second and third quarters of 2018 are March 31, June 30, and September 29, compared to the respective April 1, July 1, and September 30, 2017 dates. We had one less day in the first quarter of 2018 and will have one more day in the fourth quarter of 2018 than in the respective 2017 periods.

(2) NEW ACCOUNTING PRONOUNCEMENTS

The following is a summary of new accounting pronouncements that apply or may apply to our business.

New Revenue Recognition Pronouncement

Effects of Adoption - In May 2014, and as subsequently amended, the Financial Accounting Standards Board (the "FASB") issued a new standard on revenue recognition that outlines a single comprehensive model for accounting for revenue arising from contracts with customers and supersedes most revenue recognition guidance. The core principle of the new standard is that a company should recognize revenue to depict the transfer of promised goods or services to customers in accordance with the transfer of control over those goods and services. The new standard also requires a number of disclosures intended to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue, and the related cash flows.

We adopted the standard effective January 1, 2018 using the modified retrospective adoption method. In connection with our adoption of the new revenue recognition pronouncement, we recorded a reduction in our accumulated deficit of $2.3, representing the net earnings which would have been recognized as of December 31, 2017 under the new standard on executed customer contracts ("orders") in effect on that date. This reduction in our accumulated deficit reflects the net effects of (1) an increase in the amount of revenue to be recognized over time, as described below for certain product lines that were previously recognized at a point in time under the previous standard, partially offset by (2) a decrease in the amount of revenue recognized over time under the previous standard for certain contracts which do not contain a contractual enforceable right to payment in the event of customer cancellation or default, which are being recognized at a point in time under the new standard. The impacts of the new standard on our reportable segments are as follows:

- Food and Beverage - Under previous accounting principles, we recognized revenue on certain long-term systems projects, most of which are customer-owned assets, over time using the cost-to-cost method, and revenue on long-term service contracts on a straight-line basis over the life of the related agreements. All other revenues were recognized at a point in time when the risks and rewards of ownership transferred to the customer. Under the new standard, revenue for (1) all customer-owned systems projects and service contracts is recognized over time on a cost-to-cost basis, (2) contracts for skids assembled in our factories or systems projects not owned by the customer during execution that

explicitly provide an enforceable right to payment is recognized over time on a cost-to-cost basis and (3) all other skids and systems projects, as well as customer contracts for the sale of component and aftermarket parts, is recognized at a point in time upon transfer of control to the customer.

- Power and Energy - Under previous accounting principles, we recognized revenue on certain long-term contracts for large pumps over time using the cost-to-cost method. We recognized all other product revenues in this segment, including revenues for most service contracts, at a point in time. In assessing the new standard, we determined our large pumps manufactured for use in upstream oil and nuclear power generation applications generally have limited alternative use. Likewise, our larger and more complex valve products and metering systems have limited alternative use. Our contractual enforceable rights to payment for performance completed to date in the event of customer cancellation or default is contract-specific for substantially all product lines in the segment. Under the new standard, revenue is recognized over time, if a contract explicitly provides an enforceable right to payment, for large pumps, large and/or complex valve products and metering systems. Revenue for service contracts is recognized over time. Revenue for all other products is recognized at a point in time, upon transfer of control of the product to the customer.

- Industrial - Under previous accounting principles, substantially all of this segment's revenue was recognized at a point in time when the risks and rewards of ownership transferred to the customer. In assessing the new standard, we determined that certain original equipment ("OE") products such as large mixers constructed with unique metals, custom-enclosed heat exchangers, and certain dehydration systems have little to no alternative use. Our contractual enforceable rights to payment for performance completed to date in the event of customer cancellation or default is contract specific for substantially all product lines in this segment. Under the new standard, revenue is recognized over time, if a contract explicitly provides an enforceable right to payment, for certain OE mixer types, custom-enclosed heat exchanger units, unique dehydration systems and service contracts. Revenue for all other products within this segment is recognized at a point in time, upon transfer of control of the product to the customer (i.e., effectively no change).

Application of New Revenue Recognition Standard to Contract Revenues Recognized Over Time:

Under the new revenue recognition standard, a contract with a customer is an agreement approved by both parties that creates enforceable rights and obligations, has commercial substance and includes identified payment terms under which collectability is probable. Once the Company has entered a contract, the contract is evaluated to identify performance obligations. For OE contracts that are recognized over time, our customers generally contract with us to provide a service of integrating a complex set of tasks and components into a single project of a highly engineered and tailored capability that generally cannot be re-sold to another customer without significant re-engineering and/or re-work cost. Such contracts are typically accounted for as a single performance obligation. For aftermarket service contracts, our customers generally receive and consume the benefits of the service as we perform, or our performance enhances a customer-controlled asset. As noted above, we generally recognize revenue over time, using costs incurred to date relative to total estimated costs at completion ("EAC's") for these OE and service contracts. This measure best depicts the transfer of control to customers continuously over time which occurs as we incur costs related to satisfaction of performance obligation(s) under our contracts. This transfer of control over time is also supported by the work being either customer-owned throughout the life of the project or by termination clauses which allow us to recover costs incurred plus a reasonable profit. Revenues, including estimated profits, are recorded proportionally as costs are incurred. For certain long-term aftermarket maintenance contracts where we stand ready to perform at any time, we recognize revenue ratably over the life of the related contract.

During the three months ended June 30, 2018, we recognized revenues of $81.4, $37.6 and $17.4 under contracts for which control transferred over time in our Food and Beverage, Power and Energy, and Industrial segments, respectively. During the six months ended June 30, 2018, we recognized revenues of $144.0, $65.5 and $36.1 under contracts for which control transferred over time in each segment, respectively.

We have established controls and procedures to update project EAC's for cost-to-cost contracts at least quarterly. Costs to fulfill include primarily labor, materials and subcontractors' costs, as well as other direct costs. Our cost estimation process is based upon (i) historical experience, (ii) the professional judgment and knowledge of our engineers, project managers, and operations and financial professionals, and (iii) an assessment of key factors such as progress towards completion and the related program schedule, identified opportunities and risks and the related changes in estimates of revenues and costs.

EAC adjustments are recognized in the period in which they become known, including the resulting impact on revenues and operating income. These adjustments may result from positive (or negative) project performance, and may result in an increase (or decrease) in operating income during performance, depending on whether or not we are successful in mitigating

risks surrounding the technical, schedule and cost aspects of those performance obligations or realizing related opportunities. If and when EAC costs exceed revenue to be earned on a project, a provision for the entire expected loss on the performance obligation is recognized in the period the loss is determined. The impact of EAC adjustments on our revenues and operating income was insignificant during the three and six months ended June 30, 2018.

The Company recognizes an asset for the incremental costs of obtaining a contract with a customer if the Company expects the benefit of those costs to be longer than one year, and had recorded $0.5 in "Other current assets" in our condensed consolidated balance sheets for such costs as ofJune 30, 2018 and December 31, 2017. The Company applies a practical expedient to expense costs as incurred for costs to obtain a contract when the amortization period is expected to be less than one year. These costs primarily include the Company's internal sales force compensation program; under the terms of this program these costs are generally earned and recognized at the time the revenue is recognized.

Disaggregated Information about Revenues:

Our aftermarket revenues generally include sales of parts and service/maintenance services, and OE revenues generally include all other revenue streams described above. The following table provides disaggregated information about our OE, including Food and Beverage systems, and aftermarket revenues by reportable segment for the three and six months ended June 30, 2018:

	For the Three Months Ended June 30, 2018			For the Six Months Ended June 30, 2018		
	Original Equipment	Aftermarket	Total Revenues	Original Equipment	Aftermarket	Total Revenues
Food and Beverage	$ 126.3 (1)	$ 61.3	$ 187.6	$ 229.6 (1)	$ 124.5	$ 354.1
Power and Energy	83.4	68.4	151.8	157.3	139.2	296.5
Industrial	129.1	62.7	191.8	251.7	119.2	370.9
Total revenues	$ 338.8	$ 192.4	$ 531.2	$ 638.6	$ 382.9	$ 1,021.5

(1) Includes $66.5 and $120.6, for the three and six months ended June 30, 2018, respectively, of revenue realized from the sale of highly engineered Food and Beverage systems.

Contract Assets and Liabilities:

Contract assets include unbilled amounts typically resulting from sales under cost-to-cost contracts when the cost-to-cost method of revenue recognition is utilized and revenue recognized exceeds the amount billed to the customer, and right to payment is not just subject to the passage of time. Contract assets are generally classified as current, as we expect to bill the amounts within the next twelve months. Contract liabilities include billings in excess of revenue recognized under cost-to-cost contracts and advance payments received from customers related to product sales (unearned revenue). We classify contract liabilities generally as a current liability, as we expect to recognize the related revenue within the next twelve months. Our contract assets and liabilities are reported on a contract-by-contract basis at the end of each reporting period. Our contract assets and liabilities, and changes in such balances, were as follows:

	June 30, 2018	December 31, 2017	Change(1)	% Change
Contract assets	$ 77.4	$ 57.7	$ 19.7	34.1%
Contract liabilities	(192.6)	(182.3)	(10.3)	5.7%
Net contract liabilities	$ (115.2)	$ (124.6)	$ 9.4	

(1) The $9.4 reduction in our net contract liabilities from December 31, 2017 to June 30, 2018 was primarily due to the timing of advance and milestone payments received on certain Food and Beverage and Power and Energy cost-to-cost contracts, and of performance obligations satisfied and the related revenue recognized on such contracts.

Reconciliation of Operating Results and Balance Sheet - Previous vs. Current Revenue Recognition Standard:

In accordance with the new revenue recognition standard requirements, the disclosure of the impact of adoption on our condensed consolidated statements of operations and balance sheet is as follows:

	For the three months ended June 30, 2018		
Statement of Operations	**Amounts without adoption of new revenue standard**	**Effect of adoption higher / (lower)**	**As Reported**
Revenues	$ 519.4	$ 11.8	$ 531.2
Cost of products sold	348.7	9.8	358.5
Selling, general and administrative	118.7	0.1	118.8
Income tax provision	11.5	0.4	11.9
Net income	21.9	1.5	23.4
Net income attributable to SPX FLOW, Inc.	21.4	1.5	22.9

	For the six months ended June 30, 2018		
Statement of Operations	**Amounts without adoption of new revenue standard**	**Effect of adoption higher / (lower)**	**As Reported**
Revenues	$ 1,000.4	$ 21.1	$ 1,021.5
Cost of products sold	676.7	16.4	693.1
Selling, general and administrative	234.2	0.1	234.3
Income tax provision	12.0	0.7	12.7
Net income	34.8	3.9	38.7
Net income attributable to SPX FLOW, Inc.	34.5	3.9	38.4

	As of June 30, 2018		
Balance Sheet	**Amounts without adoption of new revenue standard**	**Effect of adoption higher / (lower)**	**As Reported**
Assets			
Contract assets	$ 59.4	$ 18.0	$ 77.4
Inventories, net	335.9	(10.6)	325.3
Other current assets	39.3	0.5	39.8
Other assets	149.9	(0.5)	149.4
Liabilities			
Contract liabilities	193.0	(0.4)	192.6
Accrued expenses	179.0	(0.1)	178.9
Income taxes payable	23.2	0.5	23.7
Deferred and other income taxes	54.0	1.2	55.2
Equity			
Accumulated deficit	(289.5)	6.2	(283.3)

Remaining Performance Obligations:

Remaining performance obligations represent the transaction price of orders for which (i) control of goods or services has not been transferred to the customer or we have not otherwise met our performance obligations, or (ii) where revenue is

accounted for over time, proportional costs have not yet been incurred. Such remaining performance obligations exclude unexercised contract options and potential orders under “blanket order” contracts (e.g., with indefinite delivery dates or quantities). As of June 30, 2018, the aggregate amount of our remaining performance obligations was $1,050.1. The Company expects to recognize revenue on approximately 89% and substantially all of our remaining performance obligations within the next 12 and 24 months, respectively, with an insignificant remaining amount expected to be recognized thereafter.

Other New Accounting Pronouncements

In February 2016, the FASB issued a new standard which requires a lessee to recognize on its balance sheet the assets and liabilities associated with the rights and obligations created by leases with terms that exceed twelve months. Leases will continue to be classified as either financing or operating, with classification affecting the recognition, measurement and presentation of costs and cash flows arising from a lease. The new standard is effective for interim and annual reporting periods beginning after December 15, 2018 and requires a modified retrospective approach to adoption for lessees related to capital and operating leases existing at, or entered into after, the earliest comparative period presented in the financial statements, with certain practical expedients available. Early adoption is permitted. We are currently evaluating the effect that this new standard will have on our consolidated financial statements, including (i) performing procedures to assess the completeness of the population of our lease arrangements and (ii) reviewing the relevant terms of applicable leases and compiling such terms in a centralized database in order to facilitate the determination of the effect of the new standard on our consolidated financial statements.

In October 2016, the FASB issued an amendment that requires recognition of the income tax consequences of an intra-entity transfer of assets other than inventory. Under current authoritative guidance, the tax effects of intra-entity asset transfers (intercompany sales) are deferred until the transferred asset is sold to a third party or otherwise recovered through use. This amendment requires tax expense and deferred tax asset recognition from the intra-entity sale of the asset in the seller’s tax jurisdiction when the asset transfer occurs, even though the pre-tax effects of that transaction are eliminated in consolidation. We adopted this amendment as of the beginning of the first quarter of 2018 using modified retrospective application, and recorded a cumulative charge of $3.8 to accumulated deficit during the quarter.

In November 2016, the FASB issued an amendment to guidance for statement of cash flow presentation, which requires that entities explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents in the statement of cash flows. Entities are also required to reconcile such total to amounts on the balance sheet and disclose the nature of the restrictions. We adopted this amendment in the first quarter of 2018 using retrospective application. We held $1.1 and $1.2 of restricted cash as of June 30, 2018 and December 31, 2017, respectively, and $1.1 of restricted cash as of July 1, 2017 and December 31, 2016, which was reported in "Other current assets" in our condensed consolidated balance sheets and included in "Cash, cash equivalents and restricted cash" in our condensed consolidated statements of cash flows as of the respective dates. Such restricted cash balances consist primarily of deposits which serve as bank guarantees related to our performance under customer contracts and are required by law in certain international jurisdictions in lieu of letters or credit or other forms of security.

In February 2018, the FASB issued an amendment to guidance which allows entities to reclassify certain stranded income tax effects from accumulated other comprehensive income/loss to retained earnings resulting from the Tax Cuts and Jobs Act enacted on December 22, 2017 (the “Tax Act”), as well as additional financial statement disclosures to clarify the effects of adoption. The Company adopted this amendment as of the beginning of the first quarter of 2018 and elected to reclassify the income tax effects of the Tax Act between accumulated other comprehensive loss and accumulated deficit. The Company recorded a cumulative reduction of $7.3 of accumulated deficit and corresponding charge to accumulated other comprehensive loss during the quarter. The tax effects reclassified under this standard included the change in federal tax rate (net of the change in federal benefit of state tax, where applicable) pursuant to the Tax Act on the foreign exchange gains (losses) recorded through accumulated other comprehensive loss and the reversal of the tax impact of certain gains (losses) where the Tax Act impacted the Company’s intention to repatriate certain earnings that were previously taxed but would result in a tax on the foreign exchange gain (loss) upon repatriation.

In March 2018, the FASB issued an amendment to update the FASB Accounting Standards Codification (the "Codification") and XBRL Taxonomy as a result of the Tax Act, and to incorporate Staff Accounting Bulletin No. 118 as released by the SEC, which provides guidance for companies that are not able to complete their accounting for the income tax effects of the Tax Act in the period of enactment. This amendment is effective for interim and annual reporting periods beginning after December 15, 2018. The Company continues to evaluate the impact this tax reform legislation may have on its consolidated financial statements.

Summary of Effects of Retrospective Accounting Standard Changes Adopted in First Quarter of 2018

The cumulative effects of the changes made to our condensed consolidated balance sheet as of the beginning of the first quarter of 2018 as a result of the adoption of the accounting standard updates on (i) revenue recognition, (ii) income tax consequences of intra-entity non-inventory asset transfers and (iii) reclassification of certain stranded income tax effects from accumulated other comprehensive loss ("AOCL") to accumulated deficit, were as follows:

		Effects of adoption of accounting standards updates related to:				
Balance Sheet	**As filed December 31, 2017**	**Revenue recognition**	**Tax effects of intra-entity non-inventory asset transfers**	**Stranded AOCL reclassifications due to the Tax Act**	**Total effects of adoption**	**With effect of accounting standard updates January 1, 2018**
Assets						
Contract assets	$ 57.7	$ 17.8	$ —	$ —	$ 17.8	$ 75.5
Inventories, net	293.9	5.8	—	—	5.8	299.7
Other current assets	50.0	0.5	—	—	0.5	50.5
Other assets	159.8	(0.5)	(3.8)	—	(4.3)	155.5
Liabilities						
Contract liabilities	182.3	20.5	—	—	20.5	202.8
Accrued expenses	207.3	(0.2)	—	—	(0.2)	207.1
Income taxes payable	21.6	0.2	—	—	0.2	21.8
Deferred and other income taxes	63.3	0.8	—	—	0.8	64.1
Equity						
Accumulated deficit	(327.5)	2.3	(3.8)	7.3	5.8	(321.7)
Accumulated other comprehensive loss	(372.8)	—	—	(7.3)	(7.3)	(380.1)

(3) INFORMATION ON REPORTABLE SEGMENTS, CORPORATE EXPENSE AND OTHER

We innovate with customers to help feed and enhance the world by designing, delivering and servicing high value solutions at the heart of growing and sustaining our diverse communities with operations in over 30 countries and sales in over 150 countries around the world. The Company's product offering is concentrated in rotating, actuating and hydraulic technologies, as well as automated process systems, into food and beverage, industrial and power and energy markets.

We have three reportable segments: Food and Beverage, Power and Energy, and Industrial. In determining our segments, we apply the threshold criteria of the Segment Reporting Topic of the Codification to operating income or loss of each segment before considering impairment and special charges, pension and postretirement service costs and other indirect corporate expenses (including corporate stock-based compensation). This is consistent with the way our chief operating decision maker evaluates the results of each segment.

Food and Beverage

The Food and Beverage reportable segment operates in a regulated, global industry with customers who demand highly engineered, turn-key solutions. Key demand drivers include dairy consumption, emerging market capacity expansion, sustainability and productivity initiatives, customer product innovation and food safety. Key products for the segment include mixing, drying, evaporation and separation systems and components, heat exchangers, and reciprocating and centrifugal pump technologies. We also design and construct turn-key systems that integrate many of these products for our customers. Our core brands include Anhydro, APV, Bran+Luebbe, Gerstenberg Schroeder, LIGHTNIN, Seital, and Waukesha Cherry-Burrell.

Power and Energy

The Power and Energy reportable segment primarily serves customers in the oil and gas industry and, to a lesser extent, the nuclear and other conventional power industries. A large portion of the segment's revenues are concentrated in oil extraction, production and transportation at existing wells, and in pipeline applications. The underlying driver of this segment includes demand for power and energy. Key products for the segment include pumps, valves and related accessories, while the core brands include APV, Bran+Luebbe, ClydeUnion Pumps, Copes-Vulcan, Dollinger Filtration, LIGHTNIN, M&J Valve, Plenty, and Vokes.

Industrial

The Industrial reportable segment primarily serves customers in the chemical, air treatment, mining, pharmaceutical, marine, shipbuilding, infrastructure construction, general industrial and water treatment industries. Key demand drivers of this segment are tied to macroeconomic conditions and growth in the respective end markets we serve. Key products for the segment are air dryers, filtration equipment, mixers, pumps, hydraulic technologies and heat exchangers. Core brands include Airpel, APV, Bolting Systems, Delair, Deltech, Hankison, Jemaco, Johnson Pump, LIGHTNIN, Power Team, and Stone.

Corporate Expense

Corporate expense generally relates to the cost of our Charlotte, North Carolina corporate headquarters and our Asia Pacific center in Shanghai, China.

Reportable Segment Financial Data

Financial data for our reportable segments for the three and six months ended June 30, 2018 and July 1, 2017 were as follows:

	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Revenues[1]:				
Food and Beverage	$ 187.6	$ 176.5	$ 354.1	$ 342.4
Power and Energy	151.8	145.0	296.5	250.9
Industrial	191.8	176.5	370.9	337.9
Total revenues	$ 531.2	$ 498.0	$ 1,021.5	$ 931.2
Income:				
Food and Beverage	$ 20.0	$ 17.3	$ 37.9	$ 32.8
Power and Energy	14.5	10.0	26.7	8.5
Industrial	27.5	20.8	48.0	41.9
Total income for reportable segments	62.0	48.1	112.6	83.2
Corporate expense	12.0	12.1	26.4	27.6
Pension and postretirement service costs	0.4	0.3	0.8	0.7
Special charges	1.1	6.7	3.7	15.3
Consolidated operating income	$ 48.5	$ 29.0	$ 81.7	$ 39.6

(1) We recognized revenues of $136.4 and $47.9 over time in the three months ended June 30, 2018 and July 1, 2017, respectively. For the six months ended June 30, 2018 and July 1, 2017, revenues recognized over time were $245.6 and $108.3, respectively.

(4) SPECIAL CHARGES

Special charges for the three and six months ended June 30, 2018 and July 1, 2017 were as follows:

	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Food and Beverage	$ 0.6	$ 3.5	$ 0.7	$ 5.0
Power and Energy	(0.7)	1.3	1.4	2.3
Industrial	1.2	1.9	1.6	4.7
Other	—	—	—	3.3
Total	$ 1.1	$ 6.7	$ 3.7	$ 15.3

Special Charges By Reportable Segment

Unless otherwise noted below, charges for the three and six months ended July 1, 2017 related to our multi-year global realignment program which concluded in the fourth quarter of 2017. Refer to the notes to our consolidated and combined financial statements in our 2017 Annual Report on Form 10-K for additional information regarding the global realignment program.

Food and Beverage — Charges for the three months ended June 30, 2018 related primarily to a further consolidation of our facilities in Poland, including the termination and other exit costs associated with a leased facility.

Charges for the three months ended July 1, 2017 related primarily to severance and other costs associated with the reorganization of certain commercial, operational and administrative functions across all regions in which the segment operates. Charges for the six months ended July 1, 2017 included these charges and, to a lesser extent, severance and other costs associated

with (i) the consolidation and relocation of a manufacturing facility in Germany to an existing facility in Poland, and (ii) reorganization and consolidation of certain administrative functions primarily in Europe and the Asia Pacific region.

Power and Energy — The credit for the three months ended June 30, 2018 related primarily to a revision of estimates for certain previously recognized restructuring initiatives. Charges for the six months ended June 30, 2018 included this credit, which was more than offset by severance and other costs associated with a reduction in workforce of the manufacturing operations of a facility in the U.K.

Charges for the three months ended July 1, 2017 related primarily to severance and other costs associated with the reorganization of certain commercial, operational and administrative functions primarily in Europe and North America, partially offset by revisions of estimates for severance and other costs which were previously recorded in the first quarter of 2017 and in 2016. Charges for the six months ended July 1, 2017 included these net charges as well as severance and other costs associated with (i) various locations in North America, and (ii) the reorganization and consolidation of certain administrative functions primarily in the EMEA region.

Industrial — Charges for the three and six months ended June 30, 2018 related primarily to severance and other costs associated with (i) operations and commercial personnel in North America and the Asia Pacific region, partially offset by (ii) revisions of estimates related to certain previously announced restructuring activities.

Charges for the three months ended July 1, 2017 related primarily to severance and other costs associated with the (i) consolidation and relocation of the manufacturing operations of a facility in the Netherlands to an existing facility in Poland and (ii) reorganization of certain commercial, operational and administrative functions primarily in Europe and North America, partially offset by revisions of estimates for severance and other costs related to the previously planned consolidation and relocation of a manufacturing facility in the U.S. Charges for the six months ended July 1, 2017 related primarily to severance and other costs associated with (i) the consolidation and relocation of a manufacturing facility in Sweden to an existing facility in Poland and, to a lesser extent, (ii) the reorganization and consolidation of certain administrative functions in the U.S., EMEA and Asia Pacific, in addition to the aforementioned charges for the three months ended July 1, 2017.

Other — Charges for the six months ended July 1, 2017 reflected primarily asset impairment and other related charges in connection with the sale of certain corporate assets during the period.

Expected charges still to be incurred under actions approved as of June 30, 2018 were approximately $0.4.

The following is an analysis of our restructuring liabilities for the six months ended June 30, 2018 and July 1, 2017:

	Six months ended	
	June 30, 2018	July 1, 2017
Balance at beginning of year	$ 12.4	$ 33.6
Special charges[(1)]	3.7	11.7
Utilization — cash	(10.1)	(18.5)
Currency translation adjustment and other	(0.2)	1.0
Balance at end of period	$ 5.8	$ 27.8

(1) Amounts that impacted special charges but not the restructuring liabilities included $3.6 of asset impairment and other related charges during the six months ended July 1, 2017.

(5) INVENTORIES, NET

Inventories at June 30, 2018 and December 31, 2017 comprised the following:

	June 30, 2018	December 31, 2017
Finished goods	$ 98.1	$ 92.3
Work in process	118.8	99.2
Raw materials and purchased parts	114.9	108.9
Total FIFO cost	331.8	300.4
Excess of FIFO cost over LIFO inventory value	(6.5)	(6.5)
Total inventories	$ 325.3	$ 293.9

Inventories include material, labor and factory overhead costs and are reduced, when necessary, to estimated net realizable values. Certain domestic inventories are valued using the last-in, first-out ("LIFO") method. These inventories were approximately 7% of total inventory at June 30, 2018 and December 31, 2017. Other inventories are valued using the first-in, first-out ("FIFO") method.

(6) GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

The changes in the carrying amount of goodwill by reportable segment during thesix months ended June 30, 2018 were as follows:

	December 31, 2017	Impairments	Foreign Currency Translation and Other	June 30, 2018
Food and Beverage	$ 271.8	$ —	$ (5.9)	$ 265.9
Power and Energy[(1)]	272.4	—	(4.1)	268.3
Industrial[(2)]	227.1	—	(6.8)	220.3
Total	$ 771.3	$ —	$ (16.8)	$ 754.5

(1) The carrying amount of goodwill included $252.6 and $256.5 of accumulated impairments as of June 30, 2018 and December 31, 2017, respectively.
(2) The carrying amount of goodwill included $67.7 of accumulated impairments as of June 30, 2018 and December 31, 2017.

As of June 30, 2018, there were no indicators necessitating an interim impairment test of any of our reporting units, based on management's review of operating performance.

We will perform our annual impairment testing of goodwill (and indefinite-lived intangible assets that are not amortized), during the fourth quarter of 2018 in conjunction with our annual financial planning process. In performing that annual impairment testing, we will assess, among other items, order trends and the operating cash flow performance of our reporting units.

Other Intangibles, Net

Identifiable intangible assets were as follows:

	June 30, 2018			December 31, 2017		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Intangible assets with determinable lives:						
Customer relationships	$ 221.3	$ (124.8)	$ 96.5	$ 226.1	$ (121.9)	$ 104.2
Technology	91.6	(52.0)	39.6	94.1	(50.9)	43.2
Patents	6.7	(5.2)	1.5	6.8	(5.1)	1.7
Other	13.4	(10.9)	2.5	13.8	(11.1)	2.7
	333.0	(192.9)	140.1	340.8	(189.0)	151.8
Trademarks with indefinite lives	195.4	—	195.4	198.5	—	198.5
Total	$ 528.4	$ (192.9)	$ 335.5	$ 539.3	$ (189.0)	$ 350.3

As of June 30, 2018, the net carrying value of intangible assets with determinable lives consisted of the following by reportable segment: $72.2 in Power and Energy, $47.2 in Food and Beverage, and $20.7 in Industrial. Trademarks with indefinite lives consisted of the following by reportable segment: $100.1 in Food and Beverage, $60.1 in Industrial, and $35.2 in Power and Energy.

No impairment charges were recorded during the six months ended June 30, 2018 or July 1, 2017. Changes in the gross carrying values of trademarks and other identifiable intangible assets during the six months ended June 30, 2018 related to foreign currency translation.

(7) EMPLOYEE BENEFIT PLANS

SPX FLOW sponsors a number of defined benefit pension plans and a postretirement plan. For all of these plans, changes in the fair value of plan assets and actuarial gains and losses are recognized to earnings in the fourth quarter of each year, unless earlier remeasurement is required. The remaining components of pension and postretirement expense, primarily service and interest costs and expected return on plan assets, are recorded on a quarterly basis.

Components of Net Periodic Pension and Postretirement Benefit Expense (Income)

Net periodic benefit expense (income) for our foreign pension plans and our domestic pension and postretirement plans for the three and six months ended June 30, 2018 and July 1, 2017 included the following components:

	Foreign Pension Plans		Domestic Pension and Postretirement Plans		Total		
	Three months ended						
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017	Statement of Operations Caption in Which Expense is Reported
Service cost	$ 0.1	0.1	$ 0.3	$ 0.2	$ 0.4	$ 0.3	Selling, general and administrative
Interest cost	0.1	0.3	0.2	0.1	0.3	0.4	Other expense, net
Recognized net actuarial loss[1]	0.6	—	—	—	0.6	—	Other expense, net
Total net periodic benefit expense	$ 0.8	$ 0.4	$ 0.5	$ 0.3	$ 1.3	$ 0.7	

	Foreign Pension Plans		Domestic Pension and Postretirement Plans		Total		Statement of Operations Caption in Which Expense (Income) is Reported
	Six Months Ended						
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017	
Service cost	$ 0.3	0.3	$ 0.5	$ 0.4	$ 0.8	$ 0.7	Selling, general and administrative
Interest cost	0.3	0.4	0.3	0.3	0.6	0.7	Other expense, net
Curtailment gain[2]	—	(1.1)	—	—	—	(1.1)	Other expense, net
Recognized net actuarial loss[1]	0.6	—	—	—	0.6	—	Other expense, net
Total net periodic benefit expense (income)	$ 1.2	$ (0.4)	$ 0.8	$ 0.7	$ 2.0	$ 0.3	

(1) Represents a cumulative charge related to a change in the accounting for certain foreign benefit plans from defined contribution plans to defined benefit plans. These plans include approximately 50 active participants.

(2) Gain is related to the cessation of accrual of future benefits by participants in a defined benefit pension plan in the Netherlands effective March 31, 2017. The accumulated obligations for future pension payments to participants in this plan were also transferred to an insurance company at that time. Under the agreement, the insurance company irrevocably assumed the obligation to make future pension payments to the approximately 60 participants of the plan.

Employer Contributions

During the six months ended June 30, 2018 and July 1, 2017, contributions to the foreign and domestic pension plans we sponsor were less than $0.1.

(8) INDEBTEDNESS

Debt at June 30, 2018 and December 31, 2017 was comprised of the following:

	June 30, 2018	December 31, 2017
Term loan[1]	$ 210.0	$ 270.0
5.625% senior notes, due in August 2024	300.0	300.0
5.875% senior notes, due in August 2026	300.0	300.0
Trade receivables financing arrangement	3.0	—
Other indebtedness[2]	35.7	35.8
Less: deferred financing fees[3]	(9.1)	(10.2)
Total debt	839.6	895.6
Less: short-term debt	27.0	24.2
Less: current maturities of long-term debt	20.5	20.5
Total long-term debt	$ 792.1	$ 850.9

(1) The term loan, which had an initial principal balance of $400.0, is repayable in quarterly installments of 5.0% annually which began with our third quarter of 2016, with the remaining balance repayable in full on September 24, 2020. In January and May 2018, we made voluntary principal prepayments in the amounts of $30.0 and $20.0, respectively, under the term loan facility, funded by cash on hand. There was no penalty associated with these prepayments.

(2) Primarily includes capital lease obligations of $11.2 and $11.6 and balances under a purchase card program of $23.3 and $21.9 as of June 30, 2018 and December 31, 2017, respectively. The purchase card program allows for payment beyond customary payment terms for goods and services acquired under the program. As this arrangement extends the payment of these purchases beyond their normal payment terms through third-party lending institutions, we have classified these amounts as short-term debt.

(3) Deferred financing fees were comprised of fees related to the term loan and senior notes.

A detailed description of our senior credit facilities and senior notes is included in our consolidated and combined financial statements included in our 2017 Annual Report on Form 10-K.

The weighted-average interest rate of outstanding borrowings under our senior credit facilities was approximately 3.8% and 4.1% at June 30, 2018 and December 31, 2017, respectively.

At June 30, 2018, we had $443.0 of borrowing capacity under our revolving credit facilities after giving effect to $7.0 reserved for outstanding letters of credit. At June 30, 2018, we had $36.0 of available borrowing capacity under our trade receivables financing arrangement after giving effect to borrowings of $3.0. Our trade receivables financing arrangement provides for a total commitment of $50.0 from associated lenders, depending upon our trade receivables balance and other factors. In addition, at June 30, 2018, we had $357.2 of available issuance capacity under our foreign credit instrument facilities after giving effect to $142.8 reserved for outstanding bank guarantees and standby letters of credit.

At June 30, 2018, in addition to the revolving lines of credit described above, we had approximately $7.1 of letters of credit outstanding under separate arrangements in China and India.

During the first quarter of 2018 and as a result of our consolidated leverage and interest coverage ratios being less than or equal to 3.25:1.00 and greater than or equal to 3.50:1.00, respectively, the Company voluntarily ended its covenant relief period prior to its December 31, 2018 termination date, in accordance with provisions provided in the second amendment to our senior credit facilities.

At June 30, 2018, we were in compliance with all covenants of our senior credit facilities and senior notes.

(9) DERIVATIVE FINANCIAL INSTRUMENTS

We manufacture and sell our products in a number of countries and, as a result, are exposed to movements in foreign currency ("FX") exchange rates. Our objective is to preserve the economic value of non-functional currency-denominated cash flows and to minimize the impact of changes as a result of currency fluctuations. Our principal currency exposures relate to the Euro, Chinese Yuan and British Pound.

We had FX forward contracts with an aggregate notional amount of $38.4 and $44.6 outstanding as of June 30, 2018 and December 31, 2017, respectively, with all such contracts scheduled to mature within one year. We also had FX embedded derivatives with an aggregate notional amount of $18.4 and $16.9 at June 30, 2018 and December 31, 2017, respectively, with scheduled maturities of $18.3 and $0.1 within one and two years, respectively. There were no unrealized gains or losses recorded in accumulated other comprehensive loss related to FX forward contracts as of June 30, 2018 and December 31, 2017, respectively. The net gains (losses) recorded in "Other expense, net" related to FX gains (losses) totaled $0.3 and $(1.6) for the three months ended June 30, 2018 and July 1, 2017, respectively, and $(4.0) and $(3.4) for the six months then ended.

We enter into arrangements designed to provide the right of setoff in the event of counterparty default or insolvency, and have elected to offset the fair values of our FX forward contracts in our condensed consolidated balance sheets. The gross fair values of our FX forward contracts and FX embedded derivatives, in aggregate, were $2.2 and $2.3 (gross assets) and $0.2 and $0.0 (gross liabilities) at June 30, 2018 and December 31, 2017, respectively.

(10) EQUITY AND STOCK-BASED COMPENSATION

Income Per Share

The following table sets forth the number of weighted-average shares outstanding used in the computation of basic and diluted income per share:

	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Weighted-average shares outstanding, basic	42.146	41.844	42.072	41.724
Dilutive effect of share-based awards	0.470	0.377	0.487	0.334
Weighted-average shares outstanding, dilutive[(1)]	42.616	42.221	42.559	42.058

(1) Unvested restricted stock shares/units not included in the computation of diluted income per share because required internal performance thresholds for vesting (as discussed below) were not met, were 0.248 and 0.234 for the three months ended June 30, 2018 and July 1, 2017, respectively, and 0.227 and 0.213 for the six months then ended. Stock options outstanding excluded from the computation of diluted income per share because their exercise price was greater than the average market price of common shares, were 0.342 and 0.360 for the three months ended June 30, 2018 and July 1, 2017, respectively, and 0.342 and 0.364 for the six months then ended.

Stock-Based Compensation

SPX FLOW stock-based compensation awards may be granted to certain eligible employees or non-employee directors under the SPX FLOW Stock Compensation Plan (the "Stock Plan"). Under the Stock Plan, up to 0.923 unissued shares of our common stock were available for future grant as of June 30, 2018. The Stock Plan permits the issuance of authorized but unissued shares or shares from treasury upon the vesting of restricted stock units, granting of restricted stock shares or exercise of stock options. Each restricted stock share, restricted stock unit and stock option granted reduces share availability under the Stock Plan by one share.

Restricted stock shares or restricted stock units may be granted to certain eligible employees or non-employee directors in accordance with the Stock Plan and applicable award agreements. Subject to participants' continued service and other award terms and conditions, the restrictions lapse and awards generally vest over a period of time, generally three years (or one year for awards to non-employee directors). In some instances, such as death, disability, or retirement, awards may vest concurrently with or following an employee's termination. Approximately half of such restricted stock shares and restricted stock unit awards vest based on performance thresholds, while the remaining portion vest based on the passage of time since grant date.

Eligible employees, including officers, were granted 2018 target performance awards, primarily during the three months ended March 31, 2018, in which the employee can earn between 50% and 150% of the target performance award in the event, and to the extent, the award meets the required performance vesting criteria. Such awards are generally subject to the employees' continued employment during the three-year vesting period, and may be completely forfeited if the threshold performance criteria are not met. Vesting for the 2018 target performance awards is based on SPX FLOW shareholder return versus the performance of a composite group of companies, as established under the awards (the "Composite Group"), over the three-year period from January 1, 2018 through December 31, 2020. In addition, certain eligible employees, including officers, were granted 2018 internal performance metric awards, primarily during the three months ended March 31, 2018, that vest subject to attainment of stated improvements in a three-year average annual return on invested capital (as defined under the awards) measured at the conclusion of the measurement period ending December 31, 2020 (including eligible employees' continued employment during the measurement period). These target performance and internal performance metric awards were issued as restricted stock units to eligible non-officer employees and restricted stock shares to eligible officers.

Eligible employees, including officers, also were granted 2018 awards, primarily during the three months ended March 31, 2018, that vest ratably over three years, subject to the passage of time and the employees' continued employment during such period. In some instances, such as death, disability, or retirement, awards may vest concurrently with or following an employee's termination. These awards were issued as restricted stock units to eligible non-officer employees and restricted stock shares to eligible officers.

Non-employee directors received restricted stock share awards in the three months ended June 30, 2018 that vest at the close of business on the day before the date of the Company's next regular annual meeting of shareholders held after the date of the grant, subject to the passage of time and the directors' continued service during such period.

Restricted stock share and unit awards granted to eligible employees, including officers, primarily during the three months ended March 31, 2018, include early retirement provisions which permit recipients to be eligible for vesting generally upon reaching the age of 60 and completing ten years of service (and, if applicable, subject to the attainment of performance measures).

Restricted stock shares and restricted stock units that do not vest within the applicable vesting period are forfeited.

Stock options may be granted to eligible employees in the form of incentive stock options or nonqualified stock options. The option price per share may be no less than the fair market value of our common stock at the close of business on the date of grant. Upon exercise, the employee has the option to surrender previously owned shares at current value in payment of the exercise price and/or for withholding tax obligations.

The recognition of compensation expense for share-based awards is based on their grant-date fair values. The fair value of each award is amortized over the lesser of the award's requisite or derived service period, which is generally up to three years as noted above. For the three and six months ended June 30, 2018 and July 1, 2017, we recognized compensation expense related to share-based programs in "Selling, general and administrative" expense in the accompanying condensed consolidated statements of operations as follows:

	Three months ended		Six months ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Stock-based compensation expense	$ 4.0	$ 3.9	9.1	7.9
Income tax benefit	(1.0)	(1.5)	(2.2)	(2.8)
Stock-based compensation expense, net of income tax benefit	$ 3.0	$ 2.4	$ 6.9	$ 5.1

Restricted Stock Share and Restricted Stock Unit Awards

The Monte Carlo simulation model valuation technique was used to determine the fair value of our restricted stock shares and restricted stock units that contain a "market condition." The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the market condition stipulated in the award and calculates the fair value of each restricted stock share and restricted stock unit award.

The following table summarizes the unvested restricted stock share and restricted stock unit activity for the six months ended June 30, 2018:

	Unvested Restricted Stock Shares and Restricted Stock Units	Weighted-Average Grant-Date Fair Value Per Share
Outstanding at December 31, 2017	1.132	$32.65
Granted	0.402	48.69
Vested	(0.283)	39.60
Forfeited and other	(0.030)	32.07
Outstanding at June 30, 2018	1.221	$36.33

As of June 30, 2018, there was $23.8 of unrecognized compensation cost related to restricted stock share and restricted stock unit compensation arrangements. We expect this cost to be recognized over a weighted-average period of 2.0 years.

Stock Options

There were 0.342 of SPX FLOW stock options outstanding as of June 30, 2018 and December 31, 2017, all of which were exercisable as of June 30, 2018. The weighted-average exercise price per share of the stock options is $61.29 and the weighted-average grant-date fair value per share is $19.33. The term of these options expires on January 2, 2025 (subject to earlier expiration upon a recipient's termination of service as provided under the awards). There was no unrecognized compensation cost related to these stock options as of June 30, 2018.

Accumulated Other Comprehensive Loss

Substantially all of accumulated other comprehensive loss as of June 30, 2018 and December 31, 2017, and in the changes thereof during the three and six months then ended, was foreign currency translation adjustment.

Substantially all of accumulated other comprehensive loss as of July 1, 2017 and December 31, 2016, and in the changes thereof during the three and six months then ended, was foreign currency translation adjustment.

Common Stock in Treasury

During the six months ended June 30, 2018 and July 1, 2017, "Common stock in treasury" was increased by $4.4 and $3.3, respectively, for common stock that was surrendered by recipients of restricted stock as a means of funding the related minimum income tax withholding requirements.

Incentive Plan Activity

As of the market close on March 29, 2018, the Company amended the SPX FLOW Retirement Savings Plan (the "401(k) Plan") to institute a freeze of new investments (whether through contributions, transfers, exchanges or rebalancing) directed into the SPX FLOW Stock Fund investment option provided under the 401(k) Plan. All Company matching contributions to the 401(k) Plan related to payroll periods ending after March 29, 2018 have been contributed in cash instead of Company common stock and, as a result of this change, Company matching contributions after such date have not impacted the number of outstanding shares or "Paid-In Capital."

(11) LITIGATION, CONTINGENT LIABILITIES AND OTHER MATTERS

We are subject to litigation matters that arise in the normal course of business. We believe these matters are either without merit or of a kind that should not have a material effect, individually or in the aggregate, on our financial position, results of operations or cash flows.

We are subject to domestic and international environmental protection laws and regulations with respect to our business operations and are operating in compliance with, or taking action aimed at ensuring compliance with, these laws and regulations. We believe our compliance obligations with environmental protection laws and regulations should not have a material effect, individually or in the aggregate, on our financial position, results of operations or cash flows.

Mezzanine Equity

Independent noncontrolling shareholders in certain foreign subsidiaries of the Company have put options under their respective joint venture operating agreements that allow them to sell their common stock to the controlling shareholders (wholly-owned subsidiaries of SPX FLOW) upon the satisfaction of certain conditions, including the passage of time. The respective carrying values presented in "Mezzanine equity" of our condensed consolidated balance sheets as of June 30, 2018 and December 31, 2017 are stated at the the current exercise value of the put options, irrespective of whether the options are currently exercisable. To the extent the noncontrolling interests' put option price is correlated with the estimated fair value of the subsidiary, we have used the market method to estimate such fair values. This represents a Level 3 fair value measurement as described in Note 13. None of the noncontrolling interest put options are exercisable at this time. If and when such options are exercised, we expect to settle the option value in cash. Of the $21.0 of current exercise value of the put options outstanding as of June 30, 2018, options with a value of $11.5 become exercisable during our third quarter of 2018.

(12) INCOME TAXES

Enactment of the Tax Cuts and Jobs Act

On December 22, 2017, the President of the United States signed into law the Tax Act. The Tax Act included numerous changes to existing tax law, including a permanent reduction in the federal corporate income tax rate from 35% to 21%. The rate reduction was effective for the Company as of January 1, 2018. As a result of the reduction in the federal corporate income tax rate, the Company revalued its net U.S. federal deferred tax liability. The Company substantially completed its accounting for the revaluation of its net U.S. federal deferred tax liabilities and recorded a tax benefit of approximately $17.8 in the fourth quarter of 2017, excluding the impact for rate change on earnings which were not considered indefinitely reinvested. There were

certain deferred tax balances that could only be estimated during the fourth quarter of 2017, so the rate change on these balances was a provisional estimate as of December 31, 2017. No revisions to the December 31, 2017 provisional estimate were made during the six months ended June 30, 2018, and the accounting for the revaluation of the Company's net U.S. federal deferred tax liabilities remains substantially complete as of June 30, 2018.

The Tax Act provides a full dividends received deduction for any future dividends from non-U.S. subsidiaries to their U.S. parent company. Generally, this will allow the Company to repatriate cash more freely than under the historical U.S. tax system. To transition to this new tax regime, the Tax Act also provided for a mandatory one-time "deemed repatriation" of accumulated post-1986 foreign earnings which had not been previously taxed. The Company recorded a provisional estimate for this transition tax of $50.4 in the fourth quarter of 2017. As of June 30, 2018, the Company revised this estimate based on additional analysis of the provisions of the Tax Act and a change in certain elections available pursuant to the Tax Act. This revision resulted in an increase to the previously estimated transition tax of $0.8 and $2.6 for the three and six months ended June 30, 2018, resulting in a cumulative provision estimate of $53.0 for the transition tax. Previously, the Company had recorded taxes of $59.8 on earnings not indefinitely reinvested. In the fourth quarter of 2017, the Company recorded a benefit of $53.4 for the reduced tax rate on such earnings. Additionally, during the first two quarters of 2018, the Company analyzed a provision of the Tax Act that allows for additional foreign tax credits upon the subsequent distribution of amounts subject to the transition tax. As a result, the Company recorded a benefit of $9.4 during the three months ended March 31, 2018 and a net charge of $0.8 during the three months ended June 30, 2018. Based on the mechanisms of the transition tax calculation, these additional foreign tax credits will be utilized to offset the transition tax. As of June 30, 2018, the Company expects to pay U.S. federal tax of approximately $12.3 on the deemed repatriation after utilization of tax loss and foreign tax credit carryforwards. The Company will pay this amount over a period of up to nine years as a result of fiscal year-ends of certain foreign subsidiaries ending after December 31, 2017. The accounting for the transition tax as required by the Tax Act remains provisional at June 30, 2018 due to (1) anticipated guidance from the U.S. Treasury department on interpreting various provisions of the Tax Act, (2) foreign subsidiaries with differing U.S. tax year-ends where final cash balances will not be known until November 2018 and (3) final foreign tax credit amounts from foreign subsidiaries that have not yet filed tax returns.

The Tax Act is a comprehensive bill containing several other provisions, some of which will not materially impact the Company. Other provisions, such as the taxation of Global Intangible Low-Taxed Income ("GILTI") and the limitation of deductions for interest expense, could have significant impacts to the Company's future tax position and cash taxes. The Company has not yet adopted an accounting policy related to the provision of deferred taxes related to GILTI. As such, the Company has not recorded any deferred taxes for GILTI but treated it as a period cost in computing the tax provision for the three and six months ended June 30, 2018. The Company anticipates future issuance of U.S. Treasury department regulations and notices that will clarify significant issues dealing with the application and computation of taxes due under the GILTI provisions.

The Tax Act made significant changes to the taxation of undistributed foreign earnings, requiring that all previously untaxed earnings and profits of our controlled foreign corporations be subjected to a one-time mandatory repatriation tax as described above. The transition tax substantially eliminated the basis difference that existed previously for purposes of Section 740 of the Codification. However, there are limited other taxes that could continue to apply such as foreign withholding and certain state taxes. At June 30, 2018, the Company is still evaluating the full impact of the Tax Act on our assertion regarding the indefinite reinvestment of the earnings of our foreign corporations. The Company recorded a charge of $1.1 in the first quarter of 2018 and a charge of $0.2 in the second quarter of 2018 for a change in the expected liability upon the future repatriation of certain earnings resulting from the changes to the transition tax, as described above.

Unrecognized Tax Benefits

As of June 30, 2018, we had gross unrecognized tax benefits of $5.3 (net unrecognized tax benefits of $1.9), of which $1.9, if recognized, would impact our effective tax rate.

We classify interest and penalties related to unrecognized tax benefits as a component of our income tax provision. As of June 30, 2018, gross accrued interest totaled $0.3 (net accrued interest of $0.2), and there was no accrual for penalties included in our unrecognized tax benefits.

Based on the outcome of certain examinations or as a result of the expiration of statutes of limitations for certain jurisdictions, we believe that within the next 12 months it is reasonably possible that our previously unrecognized tax benefits could decrease by $0.8 to $2.0. The previously unrecognized tax benefits relate to transfer pricing matters.

The unrecognized tax benefits described above represent amounts that were included in tax returns filed by the Company. Historically, a portion of the Company's operations were included in tax returns filed by SPX Corporation (the "former Parent") or its subsidiaries that were not part of our spin-off from the former Parent (the "Spin-Off"). As a result, some uncertain tax positions related to the Company's operations resulted in unrecognized tax benefits that are now potential obligations of the former Parent or its subsidiaries that were part of the Spin-Off. In addition, some of the Company's tax returns included the operations of the former Parent's subsidiaries that were not part of the Spin-Off. In certain of these cases, these subsidiaries' activities gave rise to unrecognized tax benefits for which the Company could be potentially liable. When required under the Income Taxes Topic of the Codification, we have recorded a liability for these uncertain tax positions within our condensed consolidated balance sheets.

Other Tax Matters

During the three months ended June 30, 2018, we recorded an income tax provision of $11.9 on $35.3 of pre-tax income, resulting in an effective tax rate of 33.7%. This compares to an income tax provision for the three months ended July 1, 2017 of $2.7 on $12.9 of pre-tax income, resulting in an effective tax rate of 20.9%. The effective tax rate for the second quarter of 2018 was impacted by an income tax benefit of $2.3 resulting from the finalization of the transfer pricing analysis on intercompany transactions to be reported on tax returns of the Company and its subsidiaries, which was partially offset by income tax charges of (i) $0.8 resulting from a refinement of the transition tax calculation and (ii) $0.8 resulting from adjustments to the amount of foreign tax credits available to the Company arising from distributions of income tax under the transition tax provision of the Tax Act. The effective tax rate for the second quarter of 2017 was impacted by (i) an income tax benefit of $3.4 resulting from changes to unrecognized tax benefits due to expiration of the statute of limitations during the period and (ii) an income tax charge of $1.3 related to pre-tax losses generated in the period for which no tax benefit can be recognized.

During the six months ended June 30, 2018, we recorded an income tax provision of $12.7 on $51.4 of pre-tax income, resulting in an effective tax rate of 24.7%. This compares to an income tax provision for the six months ended July 1, 2017 of $2.6 on $5.5 of pre-tax income, resulting in an effective tax rate of 47.3%. The effective tax rate for the first six months of 2018 was impacted by income tax benefits of (i) $8.6 resulting from additional foreign tax credits available to the Company arising from distributions of income taxed under the transition tax provisions of the Tax Act and (ii) $2.3 resulting from the finalization of the transfer pricing analysis on intercompany transactions to be reported on tax returns of the Company and its subsidiaries, which was partially offset by income tax charges of (i) $2.6 resulting from a refinement of the transition tax calculation, (ii) $1.3 resulting from losses occurring in certain jurisdictions where the tax benefit of those losses is not expected to be realized, and (iii) $1.1 resulting from an increase to the liability for earnings not considered indefinitely reinvested caused by the changes to the transition tax calculation. The effective tax rate for the first six months of 2017 was impacted by (i) an income tax benefit of $3.4 resulting from changes to our unrecognized tax benefits due to expiration of the statute of limitations during the period, (ii) an income tax charge of $2.2 related to pre-tax losses generated in the period for which no tax benefit can be recognized, and (iii) an income tax charge of $1.3 related to the vesting of certain restricted stock shares and restricted stock units during the period.

We review our income tax positions on a continuous basis and record unrecognized tax benefits for potential uncertain positions when we determine that an uncertain position meets the criteria of the Income Taxes Topic of the Codification. As events change and resolutions occur, adjustments are made to amounts previously provided, such as in the case of audit settlements with taxing authorities.

In connection with the Spin-Off, we and the former Parent entered into a Tax Matters Agreement which, among other matters, addresses the allocation of certain tax adjustments that might arise upon examination of the 2013, 2014 and the pre-Spin-Off portion of the 2015 federal income tax returns of the former Parent. None of those returns are currently under examination, and we believe any contingencies have been adequately provided for.

State income tax returns generally are subject to examination for a period of three to five years after filing the respective tax returns. The impact on such tax returns of any federal changes remains subject to examination by various states for a period of up to one year after formal notification to the states. We have various state income tax returns in the process of examination. We believe any uncertain tax positions related to these examinations have been appropriately reflected as unrecognized tax benefits.

We have various non-U.S. income tax returns under examination. The most significant of these is the examination in Germany for the 2010 through 2014 tax years. We expect this examination will conclude in 2018. We believe that any uncertain tax positions related to these examinations have been appropriately reflected as unrecognized tax benefits.

An unfavorable resolution of one or more of the above matters could have a material adverse effect on our results of operations or cash flows in the quarter and year in which an adjustment is recorded or the tax is due or paid. As audits and examinations are still in process or we have not yet reached the final stages of the appeals process, the timing of the ultimate resolution and any payments that may be required for the above matters cannot be determined at this time.

(13) 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. In the absence of active markets for the identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. Preference is given to observable inputs. These two types of inputs create the following fair value hierarchy:

- Level 1 — Quoted prices for identical instruments in active markets.
- Level 2 — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level 3 — Significant inputs to the valuation model are unobservable.

There were no changes during the periods presented to the valuation techniques we use to measure asset and liability fair values on a recurring basis. There were no transfers between the three levels of the fair value hierarchy during the periods presented.

The following section describes the valuation methodologies we use to measure different financial instruments at fair value on a recurring basis.

Derivative Financial Instruments

Our derivative financial assets and liabilities include FX forward contracts and FX embedded derivatives, valued using valuation models based on observable market inputs such as forward rates, interest rates, our own credit risk and the credit risk of our counterparties, which comprise investment-grade financial institutions. Based on these inputs, the derivative assets and liabilities are classified within Level 2 of the valuation hierarchy. We have not made any adjustments to the inputs obtained from the independent sources. Based on our continued ability to enter into forward contracts, we consider the markets for our fair value instruments active. We primarily use the income approach, which uses valuation techniques to convert future amounts to a single present amount.

As of June 30, 2018 and December 31, 2017, the gross fair values of our derivative financial assets and liabilities, in aggregate, were $2.2 and $2.3 (gross assets) and $0.2 and $0.0 (gross liabilities), respectively. As of June 30, 2018, there had been no significant impact to the fair value of our derivative liabilities due to our own credit risk as the related instruments are collateralized under our senior credit facilities. Similarly, there had been no significant impact to the fair value of our derivative assets based on our evaluation of our counterparties' credit risks.

Equity Security Investment

Until June 2017, we had an investment in an equity security that was accounted for under the fair value option, but not readily marketable, and therefore which was classified as a Level 3 asset in the fair value hierarchy. In April 2017, we entered into an agreement to sell our investment in the equity security to a third party, and the security's value as of the end of the first quarter of 2017 reflected the sales price under this agreement. We received proceeds from the sale of the equity security during the second quarter of 2017. We held no equity securities required to be stated at fair value as of June 30, 2018 and December 31, 2017.

The table below presents a reconciliation of our investment in the equity security measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the six months ended July 1, 2017, including net unrealized losses recorded to 'Other expense, net.'

	Six months ended	
	July 1, 2017	
Balance at beginning of year	$	7.6
Unrealized losses recorded to earnings		(1.4)
Proceeds received from sale of investment		(6.2)
Balance at end of period	$	—

Mezzanine Equity

To the extent the noncontrolling interests' put option price is correlated with the estimated fair value of the subsidiary, we use the market method to estimate the fair values of noncontrolling interest put options reported in "Mezzanine equity" using unobservable inputs (Level 3) on a recurring basis. Changes to the noncontrolling interest put option values are reflected as adjustments to "Mezzanine equity" and "Accumulated deficit." Refer to Note 11 for further discussion.

Goodwill, Indefinite-Lived Intangible and Other Long-Lived Assets

Certain of our non-financial assets are subject to impairment analysis, including long-lived assets, indefinite-lived intangible assets and goodwill. We review the carrying amounts of such assets whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable or at least annually for indefinite-lived intangible assets and goodwill. Any resulting impairment would require that the asset be recorded at its fair value. At June 30, 2018, we did not have any significant non-financial assets or liabilities that were required to be measured at fair value on a recurring or non-recurring basis. Refer to Note 6 for further discussion pertaining to our annual evaluation of goodwill and other intangible assets for impairment.

Indebtedness and Other

The estimated fair values of other financial liabilities (excluding capital leases and deferred financing fees) not measured at fair value on a recurring basis as of June 30, 2018 and December 31, 2017 were as follows:

	June 30, 2018		December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Term loan[1]	$ 210.0	$ 210.0	$ 270.0	$ 270.0
5.625% Senior notes[1]	300.0	295.5	300.0	315.0
5.875% Senior notes[1]	300.0	294.0	300.0	320.3
Trade receivables financing arrangement	3.0	3.0	—	—
Other indebtedness	24.5	24.5	24.2	24.2

(1) Carrying amount reflected herein excludes related deferred financing fees.

The following methods and assumptions were used in estimating the fair value of these financial instruments:

- The fair values of the senior notes were determined using Level 2 inputs within the fair value hierarchy and were based on quoted market prices for the same or similar instruments or on current rates offered to us for debt with similar maturities, subordination and credit default expectations.
- The fair values of amounts outstanding under our term loan and trade receivables financing arrangement approximated carrying value due primarily to the variable-rate nature and credit spreads of these instruments, when compared to other similar instruments.
- The fair values of other indebtedness approximated carrying value due primarily to the short-term nature of these instruments.

The carrying amounts of cash and equivalents, receivables and contract assets reported in our condensed consolidated balance sheets as of June 30, 2018 and December 31, 2017 approximate fair value due to the short-term nature of those instruments.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations(in millions, unless otherwise noted)

FORWARD-LOOKING STATEMENTS

Some of the statements in this document and any documents incorporated by reference, including any statements as to operational and financial projections, constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our businesses' or our industries' actual results, levels of activity, performance or achievements to be materially different from those expressed or implied by any forward-looking statements. Such statements may address our plans, our strategies, our prospects, or changes and trends in our business and the markets in which we operate under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A") or in other sections of this document. In some cases, you can identify forward-looking statements by terminology such as "may," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential" or "continue" or the negative of those terms or similar expressions. Particular risks facing us include business, internal operations, legal and regulatory risks, costs of raw materials, pricing pressures and changes in the economy. These statements are only predictions. Actual events or results may differ materially because of market conditions in our industries or other factors, and forward-looking statements should not be relied upon as a prediction of actual results. In addition, management's estimates of future operating results are based on our current complement of businesses, which is subject to change as management selects strategic markets.

All the forward-looking statements in this document are qualified in their entirety by reference to the factors discussed herein and under the heading "Risk Factors" in our 2017 Annual Report on Form 10-K and in any documents incorporated by reference herein that describe risks and factors that could cause results to differ materially from those projected in these forward-looking statements. We caution you that these risk factors may not be exhaustive. We operate in a continually changing business environment and frequently enter into new businesses and product lines. We cannot predict these new risk factors, and we cannot assess the impact, if any, of these new risk factors on our businesses or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, you should not rely on forward-looking statements as a prediction of actual results. We undertake no obligation to update or publicly revise any forward-looking statements to reflect events or circumstances that arise after the date of this document.

EXECUTIVE OVERVIEW

Our Business

SPX FLOW, Inc. and its consolidated subsidiaries ("SPX FLOW," "the Company," "we," "us," or "our") operate in three business segments. Based in Charlotte, North Carolina, SPX FLOW innovates with customers to help feed and enhance the world by designing, delivering and servicing high value solutions at the heart of growing and sustaining our diverse communities. The Company's product offering is concentrated in rotating, actuating and hydraulic technologies, as well as automated process systems, into food and beverage, industrial and power and energy markets. In 2017, SPX FLOW had approximately $2 billion in annual revenues with operations in more than 30 countries and sales in more than 150 countries, with approximately 40%, 37%, and 23% from sales into the Americas, EMEA, and Asia Pacific regions, respectively.

We serve the food and beverage, power and energy and industrial markets. Our product portfolio of pumps, valves, mixers, filters, air dryers, hydraulic tools, homogenizers, separators and heat exchangers, along with the related aftermarket parts and services, supports global industries, including food and beverage, oil and gas, power generation (including nuclear and conventional), chemical processing, compressed air and mining. From an end market perspective, in 2017, approximately 37% of our revenues were from sales into the food and beverage end markets, approximately 28% were from sales into the power and energy end markets, and approximately 35% were from sales into the industrial end markets. Our core strengths include expertise in rotating, actuating and hydraulic equipment, a highly skilled workforce, global capabilities, product breadth, and a deep application knowledge that enables us to optimize configuration and create custom-engineered solutions for diverse processes.

Between 2015 and 2017 we executed a multi-year, global realignment plan to transition our organization to an operating structure, improve our competitive position and increase our ability to serve customers. As part of this plan, we optimized our global footprint by consolidating eight manufacturing sites and a shared service center. In addition, we improved our capabilities

in high value countries, streamlined several business processes and reduced selling, general and administrative expense across our support functions. The majority of the improvements tied to the global realignment program are structural in nature to allow us to operate at a lower cost structure and more efficiently.

We have aligned our segment teams to focus primarily on developing intimate customer relationships and expanding our relevance to customers within each end market. The key areas our end market teams are emphasizing include (i) product management, (ii) channel development, (iii) localization and (iv) project execution and delivery. We made substantial progress in these areas during 2016 and 2017. Our ultimate goal was to create a more customer-centric, service-oriented organization and deliver greater value to our customers, investors and employees.

Our business is organized into three reportable segments — Food and Beverage, Power and Energy, and Industrial. The following summary describes the products and services offered by each of our reportable segments:

Food and Beverage: The Food and Beverage reportable segment operates in a regulated, global industry with customers who demand highly engineered, turn-key solutions. Key demand drivers include dairy consumption, emerging market capacity expansion, sustainability and productivity initiatives, customer product innovation and food safety. Key products for the segment include mixing, drying, evaporation and separation systems and components, heat exchangers, and reciprocating and centrifugal pump technologies. We also design and construct turn-key systems that integrate many of these products for our customers. Our core brands include Anhydro, APV, Bran+Luebbe, Gerstenberg Schroeder, LIGHTNIN, Seital and Waukesha Cherry-Burrell. The segment's primary competitors are Alfa Laval AB, Fristam Pumps, GEA Group AG, Krones AG, Südmo, Tetra Pak International S.A. and various regional companies.

Power and Energy: The Power and Energy reportable segment primarily serves customers in the oil and gas industry and, to a lesser extent, the nuclear and other conventional power industries. A large portion of the segment's revenues are concentrated in oil extraction, production and transportation at existing wells, and in pipeline applications. The underlying driver of this segment includes demand for power and energy. Key products for the segment include pumps, valves and the related accessories, while the core brands include APV, Bran+Luebbe, ClydeUnion Pumps, Copes-Vulcan, Dollinger Filtration, LIGHTNIN, M&J Valve, Plenty and Vokes. The segment's primary competitors are Cameron, Ebara Fluid Handling, Flowserve Corporation, ITT Goulds Pumps, KSB AG and Sulzer Ltd.

Industrial: The Industrial reportable segment primarily serves customers in the chemical, air treatment, mining, pharmaceutical, marine, shipbuilding, infrastructure construction, general industrial and water treatment industries. Key demand drivers of this segment are tied to macroeconomic conditions and growth in the respective end markets we serve. Key products for the segment are air dryers, filtration equipment, mixers, pumps, hydraulic technologies and heat exchangers. Core brands include Airpel, APV, Bolting Systems, Delair, Deltech, Hankison, Jemaco, Johnson Pump, LIGHTNIN, Power Team and Stone. The segment's primary competitors are Alfa Laval AB, Chemineer Inc., EKATO, Actuant, Enerpac, IDEX Viking Pump, KSB AG, Parker Domnick Hunter and various regional companies.

Summary of Operating Results

Non-GAAP Measures - Throughout the following segment discussion, we use organic revenue growth (decline) to facilitate explanation of the operating performance of our segments based on the revenue recognition standard which we utilized throughout the comparative period of 2017. Organic revenue growth (decline) is a non-GAAP financial measure, and is not a substitute for net revenue growth (decline). Refer to the explanation of this measure and purpose of use by management under "Results of Operations-Non-GAAP Measures."

The financial information discussed below and included in this Quarterly Report on Form 10-Q may not necessarily reflect what our financial condition, results of operations and cash flows may be in the future.

The following summary is intended to provide a few highlights of the discussion and analysis that follows *(all comparisons are to the related period in the prior year)*:

Revenues — For the three months ended June 30, 2018, revenues increased $33.2 (6.7%). The increase in revenues was due primarily to an increase in organic revenue and an increase in revenue recognized during the second quarter of 2018 as a result of our application of the new revenue recognition standard adopted effective January 1, 2018. A weakening of the U.S. dollar during the period against various foreign currencies also contributed to the increase in revenues. The increase in organic revenue was due primarily to an increase in aftermarket sales across our segments and in revenues across most Industrial product lines, partially offset by a decline in Food and Beverage systems revenues and filters in our Power and Energy segment.

For the six months ended June 30, 2018, revenues increased $90.3 (9.7%). The increase in revenues was due primarily to a weakening of the U.S. dollar against various foreign currencies, an increase in organic revenue and, to a lesser extent, the impact of our application of the new revenue recognition standard in 2018. The increase in organic revenue was due primarily to an increase in aftermarket revenues across our segments, valves into midstream oil and nuclear applications, and capital project revenues in our Industrial segment, partially offset by a decline in Food and Beverage systems revenues.

Income before Income Taxes — Income before income taxes increased from $12.9 in the three months ended July 1, 2017 to $35.3 in the three months ended June 30, 2018, and from $5.5 in the six months ended July 1, 2017 to $51.4 in the six months ended June 30, 2018. The improvement in pre-tax income for both periods was due primarily to (i) an increase in segment profitability, (ii) reduced special charges as our global realignment program concluded in the fourth quarter of 2017, and (iii) reduced interest expense due primarily to voluntary principal prepayments on our term loan facility of $100.0, $30.0 and $20.0, respectively, during the fourth quarter of 2017 and first and second quarters of 2018.

Cash Flows from Operations — For the six months ended June 30, 2018, cash flows from operations decreased to $18.6 from $71.9 primarily as a result of (i) increased payments for incentive compensation and (ii) increases in working capital driven by the timing of project execution and associated milestone payments, partially offset by increased cash flows generated by the improved operating results of our segments during the period.

RESULTS OF OPERATIONS

The unaudited information included in this Quarterly Report on Form 10-Q should be read in conjunction with our annual consolidated and combined financial statements included in our 2017 Annual Report on Form 10-K. Interim results are not necessarily indicative of results for a full year. We establish actual interim closing dates using a fiscal calendar, which requires our businesses to close their books on the Saturday closest to the end of the first calendar quarter, with the second and third quarters being 91 days in length. Our fourth quarter ends on December 31. The interim closing dates for the first, second and third quarters of 2018 are March 31, June 30, and September 29, compared to the respective April 1, July 1, and September 30, 2017 dates. We had one less day in the first quarter of 2018 and will have one more day in the fourth quarter of 2018 than in the respective 2017 periods.

Cyclicality of End Markets, Seasonality and Competition -The financial results of many of our businesses closely follow changes in the industries and end markets they serve.

In our Food and Beverage reportable segment, system revenues are highly correlated to timing on capital projects, which may cause significant fluctuations in our financial performance from period to period. Fluctuations in dairy commodity prices and production of dairy related products, particularly those aimed at serving the China market, can influence the timing of capital spending by many end customers in our Food and Beverage reportable segment.

In our Power and Energy reportable segment, capital spending on original equipment by our customers in the oil and gas industries is heavily influenced by current and expected oil and gas prices.

Although our businesses operate in highly competitive markets, our competitive position cannot be determined accurately in the aggregate or by segment since our competitors do not offer all the same product lines or serve all the same markets. In addition, specific reliable comparative figures are not available for many of our competitors. In most product groups, competition comes from numerous concerns, both large and small. The principal methods of competition are service, product performance, technical innovation and price. These methods vary with the type of product sold. We believe we compete effectively on the basis of each of these factors. See "Executive Overview - Our Business" for a discussion of our competitors.

Non-GAAP Measures - Organic revenue growth (decline) presented herein is defined as revenue growth (decline) excluding the effects of (i) foreign currency fluctuations as well as (ii) the impact of the new revenue recognition standard which we adopted on a modified retrospective basis effective January 1, 2018. We believe this metric is a useful financial measure for investors in evaluating our operating performance for the periods presented, as, when read in conjunction with our revenues, it presents a tool to evaluate our ongoing operations under a consistent basis of revenue recognition methodology and provides investors with a metric they can use to evaluate our management of assets held from period to period. In addition, organic revenue growth (decline) is one of the factors we use in internal evaluations of the overall performance of our business. This metric, however, is not a measure of financial performance under accounting principles generally accepted in the United States ("GAAP"), should not be considered a substitute for net revenue growth (decline) as determined in accordance with GAAP and may not be comparable to similarly titled measures reported by other companies.

The following table provides selected financial information for the three and six months ended June 30, 2018 and July 1, 2017, respectively, including the reconciliation of organic revenue growth to net revenue growth:

	Three months ended			Six months ended		
	June 30, 2018	July 1, 2017	% Change	June 30, 2018	July 1, 2017	% Change
Revenues	$ 531.2	$ 498.0	6.7	$ 1,021.5	$ 931.2	9.7
Gross profit	172.7	153.0	12.9	328.4	292.1	12.4
% of revenues	32.5%	30.7%		32.1%	31.4%	
Selling, general and administrative	118.8	113.0	5.1	234.3	228.3	2.6
% of revenues	22.4%	22.7%		22.9%	24.5%	
Intangible amortization	4.3	4.3	—	8.7	8.9	(2.2)
Special charges	1.1	6.7	(83.6)	3.7	15.3	(75.8)
Other expense, net	(0.8)	(0.3)	166.7	(5.4)	(2.4)	125.0
Interest expense, net	(12.4)	(15.8)	(21.5)	(24.9)	(31.7)	(21.5)
Income before income taxes	35.3	12.9	173.6	51.4	5.5	*
Income tax provision	(11.9)	(2.7)	*	(12.7)	(2.6)	*
Net income	23.4	10.2	129.4	38.7	2.9	*
Less: Net income (loss) attributable to noncontrolling interests	0.5	(0.1)	*	0.3	—	*
Net income attributable to SPX FLOW, Inc.	22.9	10.3	122.3	38.4	2.9	*
Components of consolidated revenue growth:						
Organic growth			2.5			3.5
Foreign currency			1.8			3.9
Impact of new revenue recognition standard			2.4			2.3
Net revenue growth			6.7			9.7

*Not meaningful for comparison purposes

Revenues - For the three months ended June 30, 2018, the increase in revenues, compared to the respective 2017 period, was due primarily to an increase in organic revenue and an increase in revenue recognized during the second quarter of 2018 as a result of our application of the new revenue recognition standard adopted effective January 1, 2018. A weakening of the U.S. dollar during the period against various foreign currencies also contributed to the increase in revenues. The increase in organic revenue was due primarily to an increase in aftermarket sales across our segments, revenues across most Industrial product lines and shipments of Food and Beverage components, partially offset by a decline in Food and Beverage systems revenues and shipments of original equipment filters in our Power and Energy segment.

For the six months ended June 30, 2018, the increase in revenues, compared to the respective 2017 period, was due primarily to a weakening of the U.S. dollar against various foreign currencies, an increase in organic revenue and, to a lesser extent, the impact of our application of the new revenue recognition standard in 2018. The increase in organic revenue was due primarily to an increase in aftermarket revenues across our segments, valves into midstream oil applications, and capital project revenues in our Industrial segment, partially offset by a decline in Food and Beverage systems revenues.

See "Results of Reportable Segments" for additional details.

Gross Profit - The increase in gross profit and margin for the three and six months ended June 30, 2018, compared to the respective 2017 periods, was attributable primarily to the revenue increases noted above, as well as incremental savings from restructuring actions in connection with the Company's global realignment program, concluded in the fourth quarter of 2017, and other cost reduction initiatives, as well as improved execution and productivity in our Bydgoszcz, Poland facility in our Food and Beverage segment. For the six months ended June 30, 2018, the favorable effect of these items was partially offset by costs associated with the repair of a large mixer, which was damaged while in operation at a customer site.

See "Results of Reportable Segments" for additional details.

Selling, General and Administrative ("SG&A") Expense - For the three and six months ended June 30, 2018, the increases in SG&A expense, compared to the respective 2017 periods, were due primarily to the effect of a weaker U.S. dollar during the periods against various foreign currencies, partially offset by incremental savings from restructuring actions in connection with the Company's global realignment program, concluded in the fourth quarter of 2017, and other cost reduction initiatives.

Intangible Amortization - For the six months ended June 30, 2018, the decrease in intangible amortization, compared to the respective period in2017, was due primarily to certain intangible assets having become fully amortized during the first quarter of 2017, partially offset by the effect of a weaker U.S. dollar during the period against various foreign currencies.

Special Charges - See Note 4 to our condensed consolidated financial statements for the details of actions taken during thethree and six months ended June 30, 2018 and July 1, 2017, respectively. For the three and six months ended July 1, 2017, special charges related primarily to our global realignment program, which concluded in the fourth quarter of 2017, including restructuring initiatives to consolidate manufacturing, distribution, sales and administrative facilities, reduce workforce and asset impairment and other related charges associated with management's decision to market for sale certain corporate assets.

Other Expense, net - Other expense, net, for the three months endedJune 30, 2018 was composed of non-service-related pension and postretirement costs of $0.9 and losses on asset dispositions of$0.2, partially offset by foreign currency ("FX") gains of$0.3. See Note 7 to our condensed consolidated financial statements for additional details related to non-service-related pension and postretirement costs.

Other expense, net, for the three months endedJuly 1, 2017 was composed primarily of FX losses of$1.6 and non-service-related pension and postretirement costs of $0.4, partially offset by gains on asset sales of$1.5.

Other expense, net, for the six months ended June 30, 2018 was composed of FX losses of $4.0, non-service-related pension and postretirement costs of $1.2 and losses on asset dispositions of$0.2. Of the $4.0 of FX losses, $4.1 related to the effect of the devaluation of the Angolan Kwanza against the U.S. dollar during the first six months of 2018 and the impact of that devaluation on certain Kwanza-denominated cash and cash equivalents held by the Company.

Other expense, net, for the six months ended July 1, 2017 was composed primarily of FX losses of$3.4 and investment-related losses of$1.4, partially offset by gains on asset sales of $1.5, non-service-related pension and postretirement benefits of$0.4 and other items of $0.3. See Note 13 to our condensed consolidated financial statements for additional details related to the loss on our investment in an equity security.

Interest Expense, net - Interest expense, net, for the three and six months ended June 30, 2018 and July 1, 2017, was composed primarily of interest expense related to our senior notes and senior credit facility and, to a lesser extent, interest expense related to our trade receivables financing arrangement, capital lease obligations and miscellaneous lines of credit, partially offset by interest income on cash and equivalents.

Interest expense, net, included interest expense of$13.6 and $17.1, and interest income of$1.2 and $1.3, respectively, during the three months ended June 30, 2018 and July 1, 2017 and interest expense of $28.1 and $34.0, and interest income of $3.2 and $2.3, respectively, during the six months ended June 30, 2018 and July 1, 2017. The decrease in interest expense, net, during thethree and six months ended June 30, 2018, compared to the respective 2017 periods, was due to a lower level of average outstanding borrowings under our senior credit facilities, including both our term loan and domestic revolving loan facility. The reduction in our term loan borrowings was due primarily to voluntary principal repayments of $100.0, $30.0 and $20.0, respectively, during the fourth quarter of 2017 and first and second quarters of 2018. See Note 8 to our condensed consolidated financial statements for additional details on our third-party debt.

Income Tax Provision - During the three months endedJune 30, 2018, we recorded an income tax provision of$11.9 on $35.3 of pre-tax income, resulting in an effective tax rate of 33.7%. This compares to an income tax provision for the three months endedJuly 1, 2017 of $2.7 on $12.9 of pre-tax income, resulting in an effective tax rate of 20.9%. The effective tax rate for thesecond quarter of 2018 was impacted by an income tax benefit of$2.3 resulting from the finalization of the transfer pricing analysis on intercompany transactions to be reported on tax returns of the Company and its subsidiaries, which was partially offset by income tax charges of (i) $0.8 resulting from a refinement of the transition tax calculation and (ii)$0.8 resulting from adjustments to the amount of foreign tax credits available to the Company arising from distributions of income tax under the transition tax provision of the Tax Act. The effective tax rate for the second quarter of 2017 was impacted by (i) an income tax benefit of $3.4 resulting from changes to unrecognized tax benefits due to expiration of the statute of limitations during the

period and (ii) an income tax charge of $1.3 related to pre-tax losses generated in the period for which no tax benefit can be recognized.

During the six months ended June 30, 2018, we recorded an income tax provision of$12.7 on $51.4 of pre-tax income, resulting in an effective tax rate of 24.7%. This compares to an income tax provision for thesix months ended July 1, 2017 of $2.6 on $5.5 of pre-tax income, resulting in an effective tax rate of 47.3%. The effective tax rate for the firstsix months of 2018 was impacted by income tax benefits of (i)$8.6 resulting from additional foreign tax credits available to the Company arising from distributions of income taxed under the transition tax provisions of the Tax Act and (ii) $2.3 resulting from the finalization of the transfer pricing analysis on intercompany transactions to be reported on tax returns of the Company and its subsidiaries, which was partially offset by income tax charges of (i) $2,600,000.0 resulting from a refinement of the transition tax calculation, (ii)$1.3 resulting from losses occurring in certain jurisdictions where the tax benefit of those losses is not expected to be realized, and (iii) $1.1 resulting from an increase to the liability for earnings not considered indefinitely reinvested caused by the changes to the transition tax calculation. The effective tax rate for the first six months of 2017 was impacted by (i) an income tax benefit of $3.4 resulting from changes to our unrecognized tax benefits due to expiration of the statute of limitations during the period, (ii) an income tax charge of $2.2 related to pre-tax losses generated in the period for which no tax benefit can be recognized, and (iii) an income tax charge of $1.3 related to the vesting of certain restricted stock shares and restricted stock units during the period.

Our future effective tax rate may vary, particularly during the first quarter of each year, based on tax charges or benefits that could result from potential future vestings of restricted stock shares and restricted stock units.

RESULTS OF REPORTABLE SEGMENTS

The following information should be read in conjunction with our condensed consolidated financial statements and related notes.

Food and Beverage

	As of and for the three months ended			As of and for the six months ended		
	June 30, 2018	July 1, 2017	% Change	June 30, 2018	July 1, 2017	% Change
Backlog	$ 382.9	$ 320.3	19.5	$ 382.9	$ 320.3	19.5
Orders	199.3	165.3	20.6	370.5	349.5	6.0
Revenues	187.6	176.5	6.3	354.1	342.4	3.4
Income	20.0	17.3	15.6	37.9	32.8	15.5
% of revenues	10.7%	9.8%		10.7%	9.6%	
Components of revenue growth:						
Organic growth (decline)			0.6			(3.9)
Foreign currency			2.0			4.6
Impact of new revenue recognition standard			3.7			2.7
Revenue growth			6.3			3.4

Revenues - For the three months endedJune 30, 2018, the increase in revenues, compared to the respective2017 period, was due primarily to (i) an increase in revenue recognized during the second quarter of 2018 as a result of our application of the new revenue recognition standard adopted effective January 1, 2018, (ii) a weakening of the U.S. dollar during the period against various foreign currencies and, to a lesser extent, (iii) an increase in organic revenue. The increase in organic revenue was due primarily to higher volumes of component and aftermarket sales, which were substantially offset by a lower volume of systems project revenues.

For the six months ended June 30, 2018, the increase in revenues, compared to the respective 2017 period, was due primarily to a weakening of the U.S. dollar during the period against various foreign currencies and an increase in revenue recognized during the 2018 period as a result of our application of the new revenue recognition standard in 2018, partially offset by a decrease in organic revenue. The decrease in organic revenue was due primarily to a lower volume of systems project revenues, which was partially offset by higher volumes of component and aftermarket sales.

Income - For the three and six months ended June 30, 2018, income and margin increased, compared to the respective 2017 periods, primarily due to savings from restructuring actions and other cost reduction initiatives, improved project execution and productivity in our Bydgoszcz, Poland facility.

Backlog - The segment had backlog of $382.9 and $320.3 as of June 30, 2018 and July 1, 2017, respectively. Of the $62.6 year-over-year increase in backlog, $61.1 was attributable to organic growth and $1.5 was attributable to the impact of fluctuations in foreign currencies relative to the U.S. dollar. The organic growth was due primarily to the impact of two orders in the aggregate amount of $71.5 awarded to the Company during the fourth quarter of 2017, related to dairy processing systems in the EMEA region, and three such systems orders in the aggregate amount of approximately $28.0 awarded to the Company during the second quarter of 2018 in the Asia Pacific region.

Power and Energy

	As of and for the three months ended			As of and for the six months ended		
	June 30, 2018	July 1, 2017	% Change	June 30, 2018	July 1, 2017	% Change
Backlog	$ 430.8	$ 403.5	6.8	$ 430.8	$ 403.5	6.8
Orders	170.0	145.4	16.9	314.4	313.2	0.4
Revenues	151.8	145.0	4.7	296.5	250.9	18.2
Income	14.5	10.0	45.0	26.7	8.5	214.1
% of revenues	9.6%	6.9%		9.0%	3.4%	
Components of revenue growth:						
Organic growth (decline)			(1.6)			10.5
Foreign currency			2.3			4.0
Impact of new revenue recognition standard			4.0			3.7
Revenue growth			4.7			18.2

Revenues - For the three months ended June 30, 2018, the increase in revenues, compared to the respective 2017 period, was due primarily to an increase in revenue recognized during the second quarter of 2018 as a result of our application of the new revenue recognition standard adopted effective January 1, 2018, and a weakening of the U.S. dollar during the period against various foreign currencies, partially offset by a decrease in organic revenue. The decrease in organic revenue was due primarily to a lower level of filtration shipments, partially offset by increased sales of midstream pipeline valves and, to a lesser extent, an increase in aftermarket sales.

For the six months ended June 30, 2018, the increase in revenues, compared to the respective 2017 period, was due primarily to an increase in organic revenue and, to a lesser extent, a weakening of the U.S. dollar during the period against various foreign currencies and the impact of our application of the new revenue recognition standard in 2018. The increase in organic revenue reflects increased aftermarket sales as well as sales of valves and pumps used in midstream oil and nuclear power applications.

Income - For the three and six months ended June 30, 2018, income and margin increased, compared to the respective 2017 periods, primarily due to a higher margin revenue mix, savings from restructuring actions and other cost reduction initiatives, and improved operational productivity.

Backlog - The segment had backlog of $430.8 and $403.5 as of June 30, 2018 and July 1, 2017, respectively. Of the $27.3 year-over-year increase in backlog, $23.6 was attributable to organic growth and $3.7 was attributable to the impact of fluctuations in foreign currencies relative to the U.S. dollar. The organic growth was due primarily to an increase in original equipment pump and valve orders for use in midstream oil applications in the North American region and, to a lesser extent, in nuclear power applications.

Industrial

	As of and for the three months ended			As of and for the six months ended		
	June 30, 2018	**July 1, 2017**	**% Change**	**June 30, 2018**	**July 1, 2017**	**% Change**
Backlog	$ 236.4	$ 206.8	14.3	$ 236.4	$ 206.8	14.3
Orders	206.0	192.9	6.8	399.4	376.1	6.2
Revenues	191.8	176.5	8.7	370.9	337.9	9.8
Income	27.5	20.8	32.2	48.0	41.9	14.6
% of revenues	14.3%	11.8%		12.9%	12.4%	
Components of revenue growth:						
Organic growth			7.8			5.8
Foreign currency			1.1			3.3
Impact of new revenue recognition standard			(0.2)			0.7
Revenue growth			8.7			9.8

Revenues - For the three months ended June 30, 2018, the increase in revenues, compared to the respective 2017 period, was due primarily to an increase in organic revenue and, to a lesser extent, a weakening of the U.S. dollar during the period against various foreign currencies. The increase in organic revenue was across a variety of Industrial segment product lines, reflecting increased original equipment shipments of dehydration equipment, pumps, mixers and hydraulic tools.

For the six months ended June 30, 2018, the increase in revenues, compared to the respective 2017 period, was due primarily to an increase in organic revenue and, to a lesser extent, a weakening of the U.S. dollar during the period against various foreign currencies. The increase in organic revenue was due primarily to an increase in capital project revenues, as well as of original equipment pump, hydraulic tools and mixers shipments.

Income - For the three months ended June 30, 2018, income and margin increased compared to the respective 2017 period, due to income from the organic revenue growth mentioned above as well as savings from restructuring actions and other cost reduction initiatives.

For the six months ended June 30, 2018, income and margin increased compared to the respective 2017 period, due to income from the organic revenue growth mentioned above as well as savings from restructuring actions and other cost reduction initiatives. The effects of these improvements in income and margin were partially offset by costs associated with the repair of a large mixer during the first quarter of 2018, which was damaged while in operation at a customer site.

Backlog - The segment had backlog of $236.4 and $206.8 as of June 30, 2018 and July 1, 2017, respectively. Of the $29.6 year-over-year increase in backlog, $31.1 was attributable to organic growth and was partially offset by a $1.5 decrease attributable to the impact of fluctuations in foreign currencies relative to the U.S. dollar. The organic growth was due primarily to an increase in backlog of mixers and pumps and, to a lesser extent, dehydration equipment and hydraulic tools.

CORPORATE EXPENSE AND PENSION AND POSTRETIREMENT SERVICE COSTS

	Three months ended			Six months ended		
	June 30, 2018	**July 1, 2017**	**% Change**	**June 30, 2018**	**July 1, 2017**	**% Change**
Total consolidated revenues	$ 531.2	$ 498.0	6.7	$ 1,021.5	$ 931.2	9.7
Corporate expense	12.0	12.1	(0.8)	26.4	27.6	(4.3)
% of revenues	2.3%	2.4%		2.6%	3.0%	
Pension and postretirement service costs	0.4	0.3	33.3	0.8	0.7	14.3

Corporate Expense - Corporate expense generally relates to the cost of our Charlotte, North Carolina corporate headquarters and our Asia Pacific center in Shanghai, China. Corporate expense also reflects stock-based compensation costs associated with corporate employees.

The decrease in corporate expense for the six months ended June 30, 2018, compared to the respective 2017 period, was due primarily to savings from restructuring actions undertaken in connection with our global restructuring program during 2017. The effect of these cost reduction initiatives was partially offset by an increase in corporate stock-based compensation expense during the six months ended June 30, 2018, compared to the respective 2017 period, due to an increase in the number of retirement eligible executives whose awards became fully vested during the first quarter of 2018 based on early retirement provisions.

See Note 10 to our condensed consolidated financial statements for further details regarding our stock-based compensation awards.

Pension and Postretirement Service Costs - SPX FLOW sponsors a number of defined benefit pension plans and a postretirement plan. For all of these plans, changes in the fair value of plan assets and actuarial gains and losses are recognized to earnings in the fourth quarter of each year as a component of net periodic benefit expense, unless earlier remeasurement is required. The remaining components of pension and postretirement expense, primarily service and interest costs and expected return on plan assets, are recorded on a quarterly basis. Non-service-related pension and postretirement costs (benefits) are reported in "Other expense, net."

See Note 7 to our condensed consolidated financial statements for further details regarding our pension and postretirement plans.

LIQUIDITY AND FINANCIAL CONDITION

Listed below are the cash flows from (used in) operating, investing, and financing activities, as well as the net change in cash, cash equivalents and restricted cash, for the six months ended June 30, 2018 and July 1, 2017.

Cash Flow

	Six months ended	
	June 30, 2018	July 1, 2017
Cash flows from operating activities	$ 18.6	$ 71.9
Cash flows from (used in) investing activities	(12.4)	19.7
Cash flows used in financing activities	(63.8)	(106.8)
Change in cash, cash equivalents and restricted cash due to changes in foreign currency exchange rates	(1.3)	26.2
Net change in cash, cash equivalents and restricted cash	$ (58.9)	$ 11.0

Operating Activities - During the six months ended June 30, 2018, the decrease in cash flows from operating activities, compared to the same period in 2017, was primarily attributable to (i) increased payments for incentive compensation and (ii) increases in working capital driven by the timing of project execution and associated milestone payments, partially offset by increased cash flows generated by the improved operating results of our segments during the period.

Investing Activities - During the six months ended June 30, 2018, cash flows used in investing activities were comprised of capital expenditures associated generally with the upgrades of manufacturing facilities and information technology. During the six months ended July 1, 2017, cash flows from investing activities were comprised of proceeds from asset sales and other of $31.1, partially offset by capital expenditures of $11.4 associated generally with the upgrades of manufacturing facilities and information technology. Proceeds from asset sales and other of $31.1 during the first six months of 2017 related primarily to the sale of certain corporate assets, certain facilities in the Asia Pacific and EMEA regions, and our former investment in an equity security. See Note 13 to our condensed consolidated financial statements for additional details regarding our former investment in the equity security.

Financing Activities - During the six months ended June 30, 2018, cash flows used in financing activities related primarily to repayments under our term loan facility of $60.0, including voluntary prepayments of $50.0. During the six months ended July 1, 2017, cash flows used in financing activities related primarily to net repayments of our senior credit facilities of $77.0 and repayments of our trade receivables financing arrangements of $21.2.

Change in Cash, Cash Equivalents and Restricted Cash due to Changes in Foreign Currency Exchange Rates- The decrease in cash, cash equivalents and restricted cash due to foreign currency exchange rates of $1.3 in the six months ended June 30, 2018, reflected primarily a decrease in U.S. dollar equivalent balances of foreign-denominated cash, cash equivalents and restricted cash as a result of the modest strengthening of the U.S. dollar against the Euro, British Pound and various other foreign currencies during the period.

The increase in cash, cash equivalents and restricted cash due to foreign currency exchange rates of $26.2 in the six months ended July 1, 2017, reflected primarily an increase in U.S. dollar equivalent balances of foreign-denominated cash, cash equivalents and restricted cash as a result of the weakening of the U.S. dollar against the Euro, British Pound and various other foreign currencies during the period.

Borrowings and Availability

Borrowings —Debt at June 30, 2018 and December 31, 2017 was comprised of the following:

	June 30, 2018	December 31, 2017
Term loan[1]	$ 210.0	$ 270.0
5.625% senior notes, due in August 2024	300.0	300.0
5.875% senior notes, due in August 2026	300.0	300.0
Trade receivables financing arrangement	3.0	—
Other indebtedness[2]	35.7	35.8
Less: deferred financing fees[3]	(9.1)	(10.2)
Total debt	839.6	895.6
Less: short-term debt	27.0	24.2
Less: current maturities of long-term debt	20.5	20.5
Total long-term debt	$ 792.1	$ 850.9

(1) The term loan, which had an initial principal balance of $400.0, is repayable in quarterly installments of 5.0% annually which began with our third quarter of 2016, with the remaining balance repayable in full on September 24, 2020. In January and May 2018, we made voluntary principal prepayments in the amounts of $30.0 and $20.0, respectively, under the term loan facility, funded by cash on hand. There was no penalty associated with these prepayments.

(2) Primarily includes capital lease obligations of $11.2 and $11.6 and balances under a purchase card program of $23.3 and $21.9 as of June 30, 2018 and December 31, 2017, respectively. The purchase card program allows for payment beyond customary payment terms for goods and services acquired under the program. As this arrangement extends the payment of these purchases beyond their normal payment terms through third-party lending institutions, we have classified these amounts as short-term debt.

(3) Deferred financing fees were comprised of fees related to the term loan and senior notes.

Availability — At June 30, 2018, we had $443.0 of borrowing capacity under our revolving credit facilities after giving effect to $7.0 reserved for outstanding letters of credit, and $36.0 of available borrowing capacity under our trade receivables financing arrangement after giving effect to borrowings of $3.0. In addition, at June 30, 2018, we had $357.2 of available issuance capacity under our foreign credit instrument facilities after giving effect to $142.8 reserved for outstanding bank guarantees and standby letters of credit.

At June 30, 2018, in addition to the revolving lines of credit described above, we had approximately $7.1 of letters of credit outstanding under separate arrangements in China and India.

Refer to Note 8 for further information on our borrowings as of June 30, 2018.

During the first quarter of 2018 and as a result of our consolidated leverage and interest coverage ratios being less than or equal to 3.25:1.00 and greater than or equal to 3.50:1.00, respectively, the Company voluntarily ended its covenant relief period prior to its December 31, 2018 termination date, in accordance with provisions provided in the second amendment to our senior credit facilities.

At June 30, 2018, we were in compliance with all covenants of our senior credit facilities and senior notes.

Financial Instruments

We measure our financial assets and liabilities on a recurring basis, and nonfinancial assets and liabilities on a non-recurring basis, 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. We utilize market data or assumptions that we believe market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable quoted prices in active markets for identical assets or liabilities (Level 1), significant other observable inputs (Level 2) or significant unobservable inputs (Level 3).

Our derivative financial assets and liabilities include FX forward contracts and FX embedded derivatives measured at fair value using observable market inputs such as forward rates, interest rates, our own credit risk and our counterparties' credit risks. Based on these inputs, the derivative assets and liabilities are classified within Level 2 of the valuation hierarchy. Based on our continued ability to enter into forward contracts, we consider the markets for our fair value instruments active.

As of June 30, 2018, there had been no significant impact to the fair value of our derivative liabilities due to our own credit risk as the related instruments were collateralized under our senior credit facilities. Similarly, there had been no significant impact to the fair value of our derivative assets based on our evaluation of our counterparties' credit risks.

We primarily use the income approach, market approach, or both approaches, as appropriate. The income approach uses valuation techniques to convert future amounts to a single present amount. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including the sale of a business). Assets and liabilities measured at fair value on a recurring basis are further discussed below.

Currency Forward Contracts and Currency Forward Embedded Derivatives

We manufacture and sell our products in a number of countries and, as a result, are exposed to movements in foreign currency exchange rates. Our objective is to preserve the economic value of non-functional currency-denominated cash flows and to minimize the impact of changes as a result of currency fluctuations (see Note 9 to our condensed consolidated financial statements). Our principal currency exposures relate to the Euro, Chinese Yuan and British Pound.

We had FX forward contracts with an aggregate notional amount of $38.4 and $44.6 outstanding as of June 30, 2018 and December 31, 2017, respectively, with all such contracts scheduled to mature within one year. We also had FX embedded derivatives with an aggregate notional amount of $18.4 and $16.9 at June 30, 2018 and December 31, 2017, respectively, with scheduled maturities of $18.3 and $0.1 within one and two years, respectively. There were no unrealized gains or losses recorded in accumulated other comprehensive loss related to FX forward contracts as of June 30, 2018 and December 31, 2017, respectively. The net gains (losses) recorded in "Other expense, net" related to FX gains (losses) totaled $0.3 and $(1.6) for the three months ended June 30, 2018 and July 1, 2017, respectively, and $(4.0) and $(3.4) for the six months then ended.

The net fair values of our FX forward contracts and FX embedded derivatives were $2.0 (asset) and $2.3 (asset) at June 30, 2018 and December 31, 2017, respectively.

Other Fair Value Financial Assets and Liabilities

The carrying amounts of cash and equivalents, receivables and contract assets reported in our condensed consolidated balance sheets approximate fair value due to the short-term nature of those instruments.

The fair value of our debt instruments (excluding capital leases and deferred financing fees), based on borrowing rates available to us at June 30, 2018 for similar debt, was $827.0, compared to our carrying value of $837.5.

Concentrations of Credit Risk

Financial instruments that potentially subject us to significant concentrations of credit risk consist of cash and equivalents, trade accounts receivable, contract assets and FX forward contracts. These financial instruments, other than trade accounts receivable and contract assets, are placed with high-quality financial institutions throughout the world. We periodically evaluate the credit standing of these financial institutions.

We maintain cash levels in bank accounts that, at times, may exceed federally-insured limits. We have not experienced, and believe we are not exposed to significant risk of, loss in these accounts.

We have credit loss exposure in the event of nonperformance by counterparties to the above financial instruments, but have no other off-balance-sheet credit risk of accounting loss. We anticipate that counterparties will be able to fully satisfy their obligations under the contracts. We do not obtain collateral or other security to support financial instruments subject to credit risk, but we do monitor the credit standing of counterparties.

Concentrations of credit risk arising from trade accounts receivable and contract assets are due to selling to customers in a particular industry. Credit risks are mitigated by performing ongoing credit evaluations of our customers' financial conditions and obtaining collateral, advance payments, or other security when appropriate. No one customer, or group of customers that, to our knowledge, are under common control, accounted for more than 10% of our revenues for any period presented.

Other Matters

Contractual Obligations - As noted above, in January and May 2018, we made voluntary principal prepayments in the amounts of $30.0 and $20.0, respectively, under the term loan facility, funded by cash on hand. As of June 30, 2018, with the exception of these voluntary term loan prepayments, there were no material changes in our contractual obligations from those disclosed in our 2017 Annual Report on Form 10-K.

Our total net liabilities for unrecognized tax benefits including interest were $2.1 as of June 30, 2018. Of that amount, we believe that within the next 12 months it is reasonably possible that our previously unrecognized tax benefits (including interest) could decrease by $0.8 to $2.0.

Contingencies and Other Matters - We are subject to litigation matters that arise in the normal course of business. We believe these matters are either without merit or of a kind that should not have a material effect, individually or in the aggregate, on our financial position, results of operations or cash flows.

We are subject to domestic and international environmental protection laws and regulations with respect to our business operations and are operating in compliance with, or taking action aimed at ensuring compliance with, these laws and regulations. None of our compliance obligations with environmental protection laws and regulations, individually or in the aggregate, is expected to have a material adverse effect on our financial position, results of operations or cash flows.

Refer to Note 11 for discussion regarding amounts reported in "Mezzanine equity" on the condensed consolidated balance sheets as of June 30, 2018 and December 31, 2017. Subsequent changes, if any, in amounts reported are not expected to have a material adverse effect on our financial position, results of operations or cash flows.

Critical Accounting Policies and Use of Estimates

General - The preparation of financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. The accounting policies that we believe are most critical to the portrayal of our financial condition and results of operations and that require our most difficult, subjective or complex judgments in estimating the effect of inherent uncertainties are discussed in our consolidated and combined financial statements included in our 2017 Annual Report on Form 10-K.

Effective January 1, 2018, we adopted the FASB's new standard on revenue recognition, which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most revenue recognition guidance, including industry-specific guidance. Refer to Note 2 of our condensed consolidated financial statements for further information regarding estimates and assumptions associated with our adoption of the new standard on revenue recognition.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risk related to changes in interest rates, foreign currency exchange rates and commodity raw material prices, and we selectively use financial instruments to manage certain of these risks. We do not enter into financial instruments for speculative or trading purposes; however, these instruments may be deemed speculative if the future cash flows originally hedged are no longer probable of occurring as anticipated. Our currency exposures vary, but are primarily concentrated in the Euro, Chinese Yuan and British Pound. We generally do not hedge currency translation exposures. Our exposures for commodity raw materials vary, with the highest concentration relating to steel. See Note 9 to our condensed consolidated financial statements for further details.

The following table provides information, as of June 30, 2018, about our primary outstanding debt obligations and presents principal cash flows by expected maturity dates, weighted-average interest rates and fair values.

	Due Within 1 Year	Due Within 2 Years	Due Within 3 Years	Due Within 4 Years	Due Within 5 Years	Thereafter	Total	Fair Value
Term loan	$ 20.0	$ 20.0	$ 170.0	$ —	$ —	$ —	$ 210.0	$ 210.0
Average interest rate							3.844%	
5.625% senior notes	—	—	—	—	—	300.0	300.0	295.5
Average interest rate							5.625%	
5.875% senior notes	—	—	—	—	—	300.0	300.0	294.0
Average interest rate							5.875%	

We believe that cash and equivalents, cash flows from operations, and availability under revolving credit facilities and our trade receivables financing arrangement will be sufficient to fund working capital needs, planned capital expenditures, dividend payments (if declared), other operational cash requirements and required debt service obligations for at least the next 12 months.

We had FX forward contracts with an aggregate notional amount of $38.4 outstanding as of June 30, 2018, with all such contracts scheduled to mature within one year. We also had FX embedded derivatives with an aggregate notional amount of $18.4 at June 30, 2018, with scheduled maturities of $18.3 and $0.1 within one and two years, respectively. The gross fair values of our FX forward contracts and FX embedded derivatives, in aggregate, were $2.2 (gross assets) and $0.2 (gross liabilities) as of June 30, 2018.

ITEM 4. Controls and Procedures

SPX FLOW management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of disclosure controls and procedures, pursuant to Exchange Act Rules 13a-15 and 15d-15, as of June 30, 2018. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2018.

Effective January 1, 2018 and as outlined in Note 2 of our condensed consolidated financial statements as of and for the three and six months ended June 30, 2018, we adopted the FASB's new standard on revenue recognition, which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most revenue recognition guidance, including industry-specific guidance.

Concurrent with the effective date of adoption of the new revenue standard, we implemented changes to our business processes and related control activities associated with revenue recognition. These included the development of new policies and procedures based on the five-step model provided in the new revenue standard, new training, ongoing contract review requirements, and gathering and review of information provided for required disclosures.

PART II—OTHER INFORMATION

ITEM 1. Legal Proceedings

The information required by this Item is incorporated by reference from the footnotes to the condensed consolidated financial statements, specifically Note 11, “Litigation, Contingent Liabilities and Other Matters,” included under Part I of this Form 10-Q.

ITEM 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in Part I, "Item 1A. Risk Factors" in our 2017 Annual Report on Form 10-K, which could materially affect our business, financial condition, future results of operations or cash flows.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

The following table summarizes the repurchases of common stock during the three months ended June 30, 2018:

Period	Total Number of Shares Purchased(1)	Average Price Per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan or Program	Maximum Approximate Dollar Value of Shares That May Yet be Purchased Under the Plan or Program
4/1/18 - 4/30/18	295	$ 49.19	—	
5/1/18 - 5/31/18	1,892	42.34	—	
6/1/18 - 6/30/18	7,470	45.14	—	
Total	9,657		—	

(1) Reflects the surrender to us of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock shares and restricted stock units.

ITEM 4. Mine Safety Disclosures

None.

ITEM 6. Exhibits

The exhibits to this Quarterly Report on Form 10-Q are listed in the accompanying Index to Exhibits.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SPX FLOW, Inc.
(Registrant)

Date: August 1, 2018	By	**/s/ Marcus G. Michael**
		President and Chief Executive Officer
Date: August 1, 2018	By	**/s/ Jeremy W. Smeltser**
		Vice President and Chief Financial Officer

INDEX TO EXHIBITS

Item No.	Description
3.1	Amended and Restated Certificate of Incorporation of SPX FLOW, Inc., as amended
3.2	Amended and Restated Bylaws of SPX FLOW, Inc., incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 10, 2018 (file no. 1-37393).
10.1	SPX FLOW Annual Enterprise Incentive Plan
11.1	Statement regarding computation of earnings per share. See condensed consolidated statements of operations on page 1 of this Form 10-Q.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.1	SPX FLOW, Inc. financial information from its Form 10-Q for the quarterly period ended June 30, 2018, formatted in XBRL, including: (i) Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2018 and July 1, 2017; (ii) Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended June 30, 2018 and July 1, 2017; (iii) Condensed Consolidated Balance Sheets as of June 30, 2018 and December 31, 2017; (iv) Condensed Consolidated Statements of Equity for the six months ended June 30, 2018 and July 1, 2017; (v) Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2018 and July 1, 2017; and (vi) Notes to Condensed Consolidated Financial Statements.

Exhibit 3.1

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SPX FLOW, INC.

SPX FLOW, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

(a) The Corporation filed its original Certification of Incorporation with the Secretary of State of the State of Delaware on February 11, 2015.

(b) This Amended and Restated Certificate of Incorporation, which restates and integrates and also further amends the provisions of the original Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and reads in its entirety as follows:

FIRST. The name of the corporation is SPX FLOW, Inc..

SECOND. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business, or objects or purposes to be conducted or promoted by the Corporation are:

(a) To manufacture, purchase or otherwise acquire invest in, or mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and with goods, wares and merchandise and property of every class and description, including but not limited to the manufacture and sale of automotive engine parts and related products.

(b) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or possessions of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession or country.

(c) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(d) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH.

1. Authorized Shares. The total number of authorized shares of stock of all classes which the Corporation shall have authority to issue is three hundred three million (303,000,000), of which three million (3,000,000) shall be shares of Preferred Stock, without par value, and three hundred million (300,000,000) shall be shares of Common Stock, par value $0.01 per share.

2. Preferred Stock.

(a) The Preferred Stock shall be issuable in series, and in connection with the issuance of any series of Preferred Stock and to the extent now or hereafter permitted by the laws of the State of Delaware, the Board of Directors is authorized to fix by resolution the designation of each series, the stated value of the shares of each series, the dividend rate of each series and the date or dates and other provisions respecting the payment of dividends, the provisions, if any, for a sinking fund for the shares of each series, the preferences of the shares of each series in the event of the liquidation or dissolution of the Corporation, the provisions, if any, respecting the redemption of the shares of each series and, subject to requirements of the laws of the State of Delaware, the voting rights, the terms, if any, upon which the shares of each series shall be convertible into or exchangeable for any other shares of stock of the Corporation and any other relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the shares of each series.

(b) Preferred Stock of any series redeemed, converted, exchanged, purchased, or otherwise acquired by the Corporation shall constitute authorized but unissued Preferred Stock.

(c) All shares of any series of Preferred Stock, as between themselves, shall rank equally and be identical; and all series of Preferred Stock, as between themselves, shall rank equally and be identical except as set forth in resolutions of the Board of Directors authorizing the issuance of such series.

3. Common Stock.

(a) After dividends to which the holders of Preferred Stock may then be entitled under the resolutions creating any series thereof have been declared and after the Corporation shall have set apart the amounts required pursuant to such resolutions for the purchase or redemption of any series of Preferred Stock, the holders of Common Stock shall be entitled to have dividends declared in cash, property, or other securities of the Corporation out of any net profits or net assets of the Corporation legally available therefor.

(b) In the event of the liquidation or dissolution of the Corporation's business and after the holders of Preferred Stock shall have received amounts to which they are entitled under the resolutions creating such series, the holders of Common Stock shall be entitled to receive ratably the balance of the Corporation's net assets available for distribution.

(c) Each share of Common Stock shall be entitled to one vote, but shall not be entitled to vote for the election of any directors who may be elected by vote of the Preferred Stock voting as a class.

4. Preemptive Rights. No holder of any shares of the Corporation shall have any preemptive right to subscribe for or to acquire any additional shares of the Corporation of the same or of any other class, whether now or hereafter authorized or any options or warrants giving the right to purchase any such shares, or any bonds, notes, debentures or other obligations convertible into any such shares.

FIFTH. The Corporation is to have perpetual existence.

SIXTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH. Except as otherwise fixed by resolution of the Board of Directors pursuant to the provisions of Article FOURTH hereof relating to the rights of the holders of Preferred Stock to elect directors as a class, the number of the directors of the Corporation shall be fixed from time to time by resolution of the Board of Directors. The directors, other than those who may be elected by the holders of Preferred Stock, shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as possible, designated Class I, Class II and Class III. The directors in Class I shall serve for an initial term expiring at the Corporation's 2016 annual meeting of stockholders, the directors in Class II shall serve for an intial term expiring at the Corporation's 2017 annual meeting of stockholders, and the directors in Class III shall serve for an intial term expiring at the Corporation's 2018 annual meeting of stockholders, with each director in a class to hold office until his successor is elected and qualified. At the 2016 annual meeting of the stockholders of the Corporation and at each subsequent annual meeting of the stockholders of the Corporation, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. Advance notice of stockholder nominations for the election of directors shall be given in the manner provided in the By-Laws of the Corporation.

Except as otherwise fixed by resolution of the Board of Directors pursuant to the provisions of Article FOURTH hereof relating to the rights of the holders of Preferred Stock to elect directors as a class, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall be a member of the class of directors in which the new directorship was created (subject to the requirements of this Article SEVENTH that all classes be as nearly equal in number as possible) or in which the vacancy occurred and shall be submitted to a stockholder vote at the next annual meeting of stockholders.

No decrease in the number of directors constituting the Board of Directors shall shorten the term of an incumbent director.

Subject to the rights of the holders of Preferred Stock to elect directors as a class, a director may be removed only for cause and only by the affirmative vote of the holders of 80% of the combined voting power of the then outstanding shares of stock entitled to vote generally in the election of directors, voting together as a single class.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To adopt, amend and repeal the By-Laws of the Corporation. Any by-laws adopted by the directors under the powers conferred hereby may be amended or repealed by the directors or by the stockholders. Notwithstanding any provision in this Amended and Restated Certificate of Incorporation or the By-Laws of the Corporation to the contrary, Article II, Sections 3 and 7 and Article III, Sections 1, 2 and 3 of the By-Laws of the Corporation shall not be amended or repealed by the stockholders and no provision inconsistent therewith shall be adopted by the stockholders, in each case without the affirmative vote of the holders of at least 80% of the voting power of all the shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

2. To fix and determine, and to vary the amount of, the working capital of the Corporation, and to determine the use or investment of any assets of the Corporation, to set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve or reserves.

3. To authorize the purchase or other acquisition of shares of stock of the Corporation or any of its bonds, debentures, notes, scrip, warrants or other securities or evidences of indebtedness.

4. Except as otherwise provided by law, to determine the places, within or without the State of Delaware, where any or all of the books of the Corporation shall be kept.

5. To authorize the sale, lease or other disposition of any part or parts of the properties of the Corporation and to cease to conduct the business connected therewith or again to resume the same, as it may deem best.

6. To authorize the borrowing of money, the issuance of bonds, debentures and other obligations or evidences of indebtedness of the Corporation, secured or unsecured, and the inclusion of provisions as to redeemability and convertibility into shares of stock of the Corporation or otherwise; and the mortgaging or pledging, as security for money borrowed or bonds, notes, debentures or other obligations issued by the Corporation, of any property of the Corporation, real or personal, then owned or thereafter acquired by the Corporation.

In addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Amended and Restated Certificate of Incorporation and of the By-Laws of the Corporation.

Subject to any limitation in the By-Laws of the Corporation, the members of the Board of Directors shall be entitled to reasonable fees, salaries or other compensation for their services, as determined from time to time by the Board of Directors, and to reimbursement for their expenses as such members. Nothing herein contained shall preclude any director from serving the Corporation or its subsidiaries or affiliates in any other capacity and receiving compensation therefor.

Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of all shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal this Article SEVENTH.

EIGHTH. Both stockholders and directors shall have power, if the By-Laws of the Corporation so provide, to hold their meetings and to have one or more offices within or without the State of Delaware.

Except as otherwise fixed by resolution of the Board of Directors pursuant to the provisions of Article FOURTH hereof relating to the rights of the holders of Preferred Stock, any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of such holders and may not be effected by any consent in writing by such holders. Except as otherwise required by law and subject to the rights of the holders of Preferred Stock, special meetings of stockholders may be called only by the Chairman on his own initiative, the President on his own initiative or by the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors. Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of all shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal this Article EIGHTH.

NINTH. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the General

Corporation Law of the State of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the General Corporation Law of the State of Delaware order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

TENTH. Except as otherwise provided in this Amended and Restated Certificate of Incorporation, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ELEVENTH. No contract or other transaction between the Corporation and any person, firm, association or Corporation and no other act of the Corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of the Corporation are, directly or indirectly, pecuniarily or otherwise interested in such contract, transaction or other act or related to or interested in such person, firm, association or corporation as director, stockholder, officer, employee, member or otherwise. Any director of the Corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors, or of any committee of directors having the powers of the full Board, at which action upon any such contract, transaction or other act is taken, and if such fact shall be so disclosed or known any director of the Corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the Board of Directors or of such committee at which action upon any such contract, transaction or act shall be taken and may vote thereat with respect to such action with like force and effect as if he were not so related or interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

TWELFTH.

(a) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware, or any other applicable law, is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, or any other applicable law, as so amended. Any repeal, or modification of this Section (a) by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(b)

(1) Each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, or any other applicable law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties

and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in paragraph (2) of this Section (b) with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Section (b) shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that if the General Corporation Law of the State of Delaware, or any other applicable law, requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section (b) or otherwise.

(2) If a claim under paragraph (1) of this Section (b) is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of the State of Delaware, or any other applicable law, for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, stockholders or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, or any other applicable law, nor an actual determination by the Corporation (including its Board of Directors, stockholders or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(3) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section (b) shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Amended and Restated Certificate of Incorporation, By-Law, agreement, vote of stockholders or disinterested directors or otherwise.

(4) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware, or any other applicable law.

(5) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this Section (b) with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

(6) Any repeal or modification of this Section (b) by the stockholders of the Corporation shall not adversely affect any right or protection of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification.

THIRTEENTH. Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation’s stockholders, (c) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation arising pursuant to the General Corporation Law of the State of

Delaware or the Corporation's certificate of incorporation or by-laws (as either may be amended from time to time), or (d) any action asserting a claim governed by the internal affairs doctrine of the State of Delaware shall be a state court located within the State of Delaware (or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware). Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article THIRTEENTH.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Certificate of Incorporation of the Corporation, and which has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, has been executed by its duly authorized officer as of September 22, 2015.

SPX FLOW, INC.

By: /s/ Stephen A. Tsoris

Name: Stephen A. Tsoris

Title: Vice President, Secretary and General Counsel

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

SPX FLOW, INC.

SPX FLOW, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: On March 1, 2018, the Board of Directors of the Corporation duly adopted resolutions setting forth proposed amendments to the Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") of the Corporation in accordance with the provisions of Section 141 of the Delaware General Corporation Law. The consolidated resolutions setting forth the proposed amendments are as follows:

RESOLVED that Article SEVENTH of the Corporation's Certificate of Incorporation is amended and restated to read as follows:

> SEVENTH. Except as otherwise fixed by resolution of the Board of Directors pursuant to the provisions of Article FOURTH hereof relating to the rights of the holders of Preferred Stock to elect directors as a class, the number of the directors of the Corporation shall be fixed from time to time by resolution of the Board of Directors. The directors, other than those who may be elected by the holders of Preferred Stock, shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as possible, designated Class I, Class II and Class III. The directors in Class I shall serve for an initial term expiring at the Corporation's 2016 annual meeting of stockholders, the directors in Class II shall serve for an initial term expiring at the Corporation's 2017 annual meeting of stockholders, and the directors in Class III shall serve for an initial term expiring at the Corporation's 2018 annual meeting of stockholders, with each director in a class to hold office until his successor is elected and qualified. At the 2016 annual meeting of the stockholders of the Corporation and at each subsequent annual meeting of the stockholders of the Corporation, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. Notwithstanding the foregoing provisions of this paragraph, (i) at the 2019 annual meeting of stockholders, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the 2021 annual meeting of stockholders, (ii) commencing with the 2020 annual meeting of stockholders, directors shall be elected for one-year terms expiring at the next succeeding annual meeting of stockholders, and (iii) commencing with the 2021 annual meeting of stockholders, directors shall no longer be divided into classes. Advance notice of stockholder nominations for the election of directors shall be given in the manner provided in the By-Laws of the Corporation.
>
> Except as otherwise fixed by resolution of the Board of Directors pursuant to the provisions of Article FOURTH hereof relating to the rights of the holders of Preferred Stock to elect directors as a class, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall be a member of the class of directors in which the new directorship was created (subject to the requirement that, for so long as directors are divided into classes, all classes be as nearly equal in number as possible) or in which the vacancy occurred and shall be submitted to a stockholder vote at the next annual meeting of stockholders.
>
> No decrease in the number of directors constituting the Board of Directors shall shorten the term of an incumbent director.
>
> Subject to the rights of the holders of Preferred Stock to elect directors as a class, for so long as the Board of Directors is divided into classes, a director may be removed by the stockholders only for cause.
>
> In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To adopt, amend and repeal the By-Laws of the Corporation. Any by-laws adopted by the directors under the powers conferred hereby may be amended or repealed by the directors or by the stockholders.

2. To fix and determine, and to vary the amount of, the working capital of the Corporation, and to determine the use or investment of any assets of the Corporation, to set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve or reserves.

3. To authorize the purchase or other acquisition of shares of stock of the Corporation or any of its bonds, debentures, notes, scrip, warrants or other securities or evidences of indebtedness.

4. Except as otherwise provided by law, to determine the places, within or without the State of Delaware, where any or all of the books of the Corporation shall be kept.

5. To authorize the sale, lease or other disposition of any part or parts of the properties of the Corporation and to cease to conduct the business connected therewith or again to resume the same, as it may deem best.

6. To authorize the borrowing of money, the issuance of bonds, debentures and other obligations or evidences of indebtedness of the Corporation, secured or unsecured, and the inclusion of provisions as to redeemability and convertibility into shares of stock of the Corporation or otherwise; and the mortgaging or pledging, as security for money borrowed or bonds, notes, debentures or other obligations issued by the Corporation, of any property of the Corporation, real or personal, then owned or thereafter acquired by the Corporation.

In addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Amended and Restated Certificate of Incorporation and of the By-Laws of the Corporation.

Subject to any limitation in the By-Laws of the Corporation, the members of the Board of Directors shall be entitled to reasonable fees, salaries or other compensation for their services, as determined from time to time by the Board of Directors, and to reimbursement for their expenses as such members. Nothing herein contained shall preclude any director from serving the Corporation or its subsidiaries or affiliates in any other capacity and receiving compensation therefor.

RESOLVED that Article EIGHTH of the Corporation’s Certificate of Incorporation is amended and restated to read as follows:

EIGHTH. Both stockholders and directors shall have power, if the By-Laws of the Corporation so provide, to hold their meetings and to have one or more offices within or without the State of Delaware.

Except as otherwise fixed by resolution of the Board of Directors pursuant to the provisions of Article FOURTH hereof relating to the rights of the holders of Preferred Stock, any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of such holders and may not be effected by any consent in writing by such holders. Except as otherwise required by law and subject to the rights of the holders of Preferred Stock, special meetings of stockholders may be called only by the Chairman on his own initiative, the President on his own initiative or by the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the 2018 Annual Meeting of the Stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares required by Section 242 of the General Corporation Law of the State of Delaware and the Corporation’s Certificate of Incorporation were voted in favor of the amendments.

THIRD: That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SPX FLOW, Inc. has caused this Certificate of Amendment to be signed by Stephen A. Tsoris, its Vice President, Secretary and General Counsel, this 9th day of May, 2018.

SPX FLOW, INC.

By: /s/ Stephen A. Tsoris
Stephen A. Tsoris
Vice President, Secretary and General Counsel

Exhibit 3.1

SPX FLOW ANNUAL ENTERPRISE INCENTIVE PLAN

(As Adopted Effective as of January 1, 2018)

I. PURPOSE

The purpose of the SPX FLOW Annual Enterprise Incentive Plan (the "Plan") is to provide annual incentive awards to eligible employees who contribute to the continued success of the Company's global enterprise and promote a culture responsive to the needs of customers, employees, partners and shareholders.

II. PLAN ADMINISTRATION

The Compensation Committee of the Board of Directors of SPX FLOW, Inc. (the "Compensation Committee"), or its designee, annually approves the performance measurement criteria of the Plan. A bonus shall only be payable under the Plan if the Compensation Committee or its designee determines that an individual is entitled to a bonus according to the rules of the Plan.

The Compensation Committee has delegated day-to-day administration and management of the Plan to the Company's Chief Human Resources Officer or any delegate thereof (the "Plan Administrator"). Any delegation or subsequent delegation shall include the same full, final and discretionary authority that the Chief Human Resources Officer has and any decisions, actions or interpretations by any delegate shall have the same ultimate binding effect as if made by the Chief Human Resources Officer. For avoidance of doubt, to the extent required by the charter or other governance documents applicable to the Compensation Committee, any non-ministerial determination under the Plan with respect to Participants who are Officers of the Company shall be made by the Compensation Committee (and, in such case, Plan Administrator shall refer to the Compensation Committee). For this purpose, the determination of which Participants constitute "Officers" will be made by the Compensation Committee and may include employees who are officers for purposes of Section 16 of the Securities Exchange Act of 1934, Section 162(m) of the Internal Revenue Code or Delaware General Corporation Laws.

All decisions made by the Plan Administrator relating to the Plan or to awards thereunder shall be made in its sole discretion and shall be final, conclusive and binding upon all parties. The Plan Administrator shall have the sole authority and discretion to (i) construe and interpret the Plan, (ii) establish, amend, change and/or rescind rules for administration of the Plan, (iii) make all designations and determinations under the Plan, (iv) decide all questions concerning the Plan, and (v) take all other steps necessary or advisable in the administration of the Plan. For avoidance of doubt, the foregoing references to the "Plan" in a Plan Year shall include any applicable Schedule(s) with respect to such Plan Year.

III. IMPORTANT TERMS

Unless provided otherwise under an applicable Schedule or herein, the following terms have the specified meaning below when capitalized throughout this Plan:

- **Annual Compensation:** For US-based non-exempt Participants, earnings paid to the Participant in the applicable Plan Year, including wages and overtime (if any) and excluding awards from other commission or incentive plan or programs, any Company contributions to fringe benefit programs (other than pre-tax contributions by employees to plans maintained under Sections 125 or 401(k) of the Internal Revenue Code), and other "non-salary" income as determined by the Plan Administrator. For all other Participants, "Annual Compensation" shall mean the Participant's year-end base salary/wages and overtime (if any and as required by Applicable Foreign Law) (determined as of December 31st of the applicable Plan Year or other applicable earlier termination date in such Plan Year).

- **Applicable Foreign Law:** The applicable provisions of local laws and regulations in a foreign country in which the Company operates and which may apply to the determination of a Participant's bonus under the Plan, as determined by the Plan Administrator.

- **Company or SPX FLOW:** SPX FLOW, Inc., including, where appropriate, the subsidiary that is the employing unit of an employee eligible to participate in the Plan.

- **Measurement Period:** the applicable Plan Year.

- **Metric(s):** the performance measure(s) for the applicable Plan Year as approved by the Compensation Committee and set forth in the applicable Schedule(s) for such Plan Year.

- **Plan Year:** the calendar year.

- **Retirement:** A Participant will be eligible for "Retirement" treatment for purposes of this Plan if, at the time of the Participant's termination of employment, the Participant is age sixty (60) or older, has completed ten (10) years of service with the Company or a subsidiary and voluntarily elects to retire by providing appropriate notice to the Company's Human Resources department. For avoidance of doubt, for purposes of determining Retirement eligibility under the Plan, years of service with SPX Corporation prior to its spin-off of the Company, as effectuated on September 26, 2015, shall be taken into account as determined by the Plan Administrator in its sole discretion.

IV. EFFECTIVE DATE

The Plan is adopted effective as of January 1, 2018, effective for the 2018 Plan Year and subsequent Plan Years, unless modified or terminated earlier by the Company.

V. ELIGIBILITY & PARTICIPATION

Participation in the Plan for an applicable Plan Year is restricted to employees who (i) are not participating in any other Company-sponsored bonus or incentive plan or program and (ii) are not otherwise excluded from eligibility by the Plan Administrator, any other applicable Plan provision, or any applicable Schedule(s) (any such participating employee referred to as a "Participant" with respect to such Plan Year).

In order to participate in the Plan, an otherwise eligible employee must sign a non-competition and confidentiality agreement and/or any other documents as the Company may require, and failure by such employee to do so may result in ineligibility for participation in the Plan. The terms of the non-competition and confidentiality agreement and such other required documents shall be as set forth by the Company. For avoidance of doubt, any non-competition and confidentiality agreement (or such other required documents) with SPX Corporation shall not be sufficient for purposes of meeting the preceding requirements.

Eligibility and participation under the Plan may cease, as determined by the Plan Administrator, for an employee upon such employee becoming eligible for another bonus, incentive or commission plan of the Company.

Participation in the Plan for any Plan Year shall not be construed as conferring any right to (i) continued employment with the Company or (ii) continued participation in the Plan in any subsequent Plan Year. Participation in the Plan shall not be construed as guaranteeing any payout of an award under the Plan for any Plan Year.

VI. AWARD PROVISIONS

Subject to any applicable provisions herein, a Participant's total bonus award (if any) for a Plan Year will be based on the Company's performance against the Metric(s) for such Plan Year as set forth and determined under the applicable Schedule(s). For any Plan Year, a Participant will be subject to the applicable Schedule(s) as determined by the Plan Administrator.

VII. EXCEPTIONAL PERFORMANCE ENHANCEMENT

The Company's top performing Participants for a Plan Year (as determined by the Plan Administrator in its sole discretion), may be eligible to receive an additional individual exceptional performance bonus enhancement equal to such percentage of the Participant's total bonus award (if any) as determined under Article VI and the applicable Schedule(s). Such determination shall be in the sole discretion of the Plan Administrator. Notwithstanding any other provision herein, the Company shall have no obligation to pay any such individual exceptional performance bonus enhancement to any Participant. Notwithstanding anything to the contrary and for the avoidance of doubt, any Officer who is eligible to participate in the Plan for a Plan Year shall not be eligible for an individual exceptional performance bonus enhancement with respect to such Plan Year.

VIII. TIME & FORM OF PAYMENT

Except as otherwise provided for herein, annual awards under the Plan are discretionary and shall not be considered wages or compensation prior to payment, if any, of such awards.

After approval, payment of awards (if any) under the Plan will typically be made in March of the year following the applicable Plan Year (the "Award Payment Date"), but for Participants subject to U.S. income taxation, in no event will the Award Payment Date be later than the 15th of March following such Plan Year.

Payment of awards (if any) under the Plan shall be made in cash in a single lump sum payment; provided, however, to the extent provided by the Plan Administrator, in its sole discretion, the award may be paid in the form of shares of Company common stock under a shareholder-approved stock plan of the Company, or may be deferred under a nonqualified deferred compensation program maintained by the Company.

IX. NEW PARTICIPANTS OR PROMOTIONS

If an employee is a new hire or is otherwise newly eligible for the Plan, the employee will be eligible to participate if so designated in accordance with Article V. Subject to the terms and conditions contained in this Plan, a Participant becoming eligible any time after the start of the Plan Year will be eligible to receive a pro rata award based on his/her participation during the Plan Year as determined by the Plan Administrator.

X. REQUIRED EMPLOYMENT

Except as expressly provided below and subject to Sections XI.A. and XI.R., a Participant must be an "active" employee of the Company on the Award Payment Date in order to be eligible for an award under the Plan, as determined by the Plan Administrator. An "active" employee is an employee who, as of the Award Payment Date, is rendering work or on an approved vacation or personal leave, but not on a garden leave during the notice period (unless otherwise required by Applicable Foreign Law).

The following provisions shall apply unless otherwise provided in the Plan:

A. Termination Prior to the Award Payment Date:

1. Termination for Reasons Other than Retirement or Death.

If a Participant's employment with the Company terminates for any reason prior to the Award Payment Date other than Retirement or death, no award will be payable for the Plan Year for such Participant.

2. Termination as a Result of Retirement.

If a Participant terminates employment with the Company by reason of Retirement prior to the Award Payment Date (provided that the Participant is not under notice of termination at the time of Retirement), and subject to the following, the Participant will receive a pro rata portion of the award, if any. The pro rata award will be based on the Participant's participation during the Plan Year as determined by the Plan Administrator (and, for avoidance of doubt, if such termination occurs after the Plan Year but prior to the Award Payment Date, the pro rata award in such instance shall be the full award). Such Participant's pro rata award will be based on the performance of the applicable Metrics and shall be determined in the same manner as for other similar active Participants. The pro rata award will be paid at the same time as awards (if any) are paid to active Participants. As determined by the Company in its sole discretion, payment of the pro rata award under this paragraph may be subject to the Participant executing, delivering and not timely revoking a general release of claims against the Company and its affiliates (in the form and manner to be provided by the Company) prior to such payment date, which release must be effective and binding and non-revocable by such payment date.

3. Termination as a Result of Death.

If a Participant's employment is terminated as a result of death prior to the Award Payment Date, and subject to the following, the Participant's estate will receive an award based on the target award amount applicable to such Participant (provided that the Participant is not under notice of termination at the time of death). For the avoidance of doubt, such target award amount shall not be prorated and shall be determined assuming full participation for the Plan Year. The award will be paid to the Participant's estate as soon as administratively practicable following the death of the Participant. As determined by the Company in its sole discretion, payment of the award under this paragraph may be subject to the Participant's estate executing, delivering and not timely revoking a general release of claims against the Company and its affiliates (in the form and manner to be provided by the Company) prior to such payment date, which release must be effective and binding and non-revocable by such payment date.

B. Participant Leave Prior to the Award Payment Date:

The following provisions shall apply in the event a Participant is on leave during the Plan Year or the period thereafter prior to the Award Payment Date:

1. Active Leave.

A Participant who is on a paid or other protected leave that does not exceed six months will be considered an "active" employee for purposes of the Plan (such leave referred to as an "Active Leave"). For example, for a U.S. Participant, an Active Leave includes a short-term disability leave not exceeding six months during which time the Participant is receiving salary continuation; in such case, the Participant will be an "active" employee for the length of the Active Leave, not to exceed six months.

2. Inactive Leave.

A Participant whose leave extends beyond six months will not be considered an "active" employee after six months for purposes of the Plan (such leave referred to as an "Inactive Leave").

Subject to the following, a Participant on Inactive Leave will receive a pro rata portion of the award, if any (provided that the Participant is not under notice of termination prior to beginning such Inactive Leave). The pro rata award will be based on the Participant's participation during the Plan Year (including time spent on Active Leave, but excluding time spent on Inactive Leave) as determined by the Plan Administrator (and, for avoidance of doubt, if such Inactive Leave only occurs after the Plan Year but prior to the Award Payment Date, the pro rata award in such instance shall be the full award). Such Participant's pro rata award will be based on the performance of the applicable Metrics and shall be determined in the same manner as for other similar active Participants. The pro rata award will be paid at the same time as awards (if any) are paid to active Participants. As determined by the Company in its sole discretion, payment of the pro rata award under this paragraph may be subject to the Participant executing, delivering and not timely revoking a general release of claims against the Company and its affiliates (in the form and manner to be provided by the Company) prior to such payment date, which release must be effective and binding and non-revocable by such payment date.

For example, for a U.S. Participant, an Inactive Leave includes a long-term disability leave that begins after a six-month short-term disability Active Leave; in such case, the Participant would receive a prorated bonus measured as of the end of the Participant's Active Leave.

C. Transfers and Changes in Eligibility:

1. If the Participant loses eligibility for this Plan for any reason, including becoming eligible for another bonus, incentive or commission plan or program, a prorated amount will be calculated based only on the time spent as a Participant in the Plan. Loss of eligibility in this context does not include any termination as described in Section A of this Article.

2. In the event that a new employee becomes a Participant and joins the Plan during the Plan Year under Article IX, a prorated amount will be calculated based only on the time spent as a Participant of the Plan.

D. Effects of Applicable Foreign Law.

In the event Applicable Foreign Law for a particular foreign jurisdiction precludes the application of any provision described above in this Article X, or, in the case of Section X.A.2., results in such provision applying to Participants who do not meet the definition of Retirement, each as determined by the Plan Administrator, such provision shall be inapplicable to the Participants covered by such jurisdiction to the extent determined by the Plan Administrator.

XI. MISCELLANEOUS

A. Change of Control:

In the event of a Change of Control (as such term is defined under the SPX FLOW Stock Compensation Plan, as amended from time to time, or any successor stock plan thereto) during the Plan Year, the date of such Change

of Control shall be treated as if it were the end of that Plan Year. In the event of a Change of Control during the Plan Year or the period thereafter prior to the Award Payment Date, the performance measurements shall be measured, and subject to the other applicable provisions of the Plan, the Participant shall be paid the higher of that full Plan Year's target award amount (if any) or the actual bonus determined in accordance with Article VI. Additionally, in such case, a Participant need not be an "active" employee of the Company on the Award Payment Date in order to receive such payment under the Plan.

B. Amendment, Suspension or Termination of the Plan:

The Compensation Committee, in its sole discretion, may at any time amend, suspend, discontinue or terminate, in whole or in part, any or all provisions of this Plan, including any Schedule. The Company (or, as applicable, the Plan Administrator) also reserves the right to reduce or modify any bonus payments under this Plan for any reason (to the fullest extent legally permissible under applicable laws), including, without limitation, if, in particular due to unforeseen changes in legal or factual circumstances, a continuation of the Plan at all or on unchanged terms and conditions would constitute an unreasonable hardship for the Company.

C. No Right of Assignment:

Except as expressly provided herein, no right or benefit under the Plan shall be subject to anticipation, alienation, sale, assignment, pledge, encumbrance or charge. No right or benefit hereunder shall in any manner be liable for or subject to the debts, contracts, liabilities or torts of the person entitled to such right or benefit.

D. No Guarantee:

The Plan is a statement of the intentions of SPX FLOW, Inc. and does not constitute a guarantee that any bonus award shall be paid. It does not create a contractual relationship or any contractually enforceable rights for Participants or any other individuals. Nothing in this Plan shall be construed (i) to give any Participant any right to be granted any particular award payout amount other than at the sole discretion of the Plan Administrator, (ii) to limit the right of the Company to terminate the employment of any Participant at any time, or (iii) to be evidence of any agreement or understanding, express or implied, of a Participant's right to continued employment. Until any award payout is made by the Company to a Participant, no Participant is entitled to rely on any statement or representation made by any employee or other person regarding an award payout under the Plan.

E. Company's Books and Records Conclusive:

The Company's books and records and internal methods of accounting shall be conclusive for all purposes under the Plan, and the Compensation Committee and the Plan Administrator may rely on them as such.

F. Right to Withhold Taxes:

To the extent legally permissible or required under applicable laws, the Company shall have the right to withhold such amounts from any payment under this Plan as it determines necessary to fulfill any federal, state, or local wage or compensation withholding requirements.

G. No Claim Against Company Assets:

Nothing in this Plan shall be construed as giving any Participant, his or her legal representative or estate, or any other individual any claim against any specific assets of the Company or its subsidiaries or affiliates or as imposing any trustee relationship upon the Company in respect of the Participant. The Company shall not be required to segregate any assets in order to provide for the satisfaction of the obligations hereunder. If and to the extent that the Participant, his or her legal representative or estate, or any other individual acquires a right to receive any payment pursuant to this Plan, such right shall be no greater than the right of an unsecured general creditor of the Company, as the case may be.

H. No Other Agreements or Understandings:

Except as expressly provided in this Plan, or in a written agreement between the Company and a Participant that specifically refers to awards under this Plan, this Plan represents the sole understanding between the Company and Participants concerning its subject matter and it supersedes all prior agreements, arrangements,

understandings, warranties, representations, and statements, whether written or oral, between the parties concerning its subject matter.

I. Governing Law:

The Plan and all actions taken pursuant thereto shall be governed by, and construed in accordance with, the laws of the State of North Carolina (applied without regard to conflict of law principles). The jurisdiction and venue for any disputes arising under, or any action brought to enforce (or otherwise relating to), the Plan will be exclusively in the courts in the State of North Carolina, County of Mecklenburg, including the Federal Courts located therein (should Federal jurisdiction exist).

Notwithstanding the foregoing, in the event Applicable Foreign Law for a particular foreign jurisdiction requires application of such law or the ability to bring action under such jurisdiction with respect to Participants covered by such jurisdiction, each as determined by the Plan Administrator, then with respect to such Participants, the Plan shall be governed by such Applicable Foreign Law and the jurisdiction and venue for any disputes arising under, or any action brought to enforce (or otherwise relating to), shall be such jurisdiction.

J. Headings:

Section headings are used in this Plan for convenience of reference only and shall not affect the meaning of any provision of the Plan.

K. Fraud, Manipulation or Negligence:

Any Participant who falsifies, manipulates or is negligent in the processing of information in connection with the computation of performance measures or payments under the Plan forfeits all outstanding awards and may be subject to disciplinary action up to and including termination.

Without limiting the foregoing, if the Company, as a result of misconduct, is required to prepare an accounting restatement due to material noncompliance with any financial reporting requirement under the securities laws, then (a) any Participant whose award under the Plan is subject to automatic forfeiture due to such misconduct and restatement under Section 304 of the Sarbanes-Oxley Act of 2002, and (b) any Participant who the Plan Administrator determines either knowingly engaged in or failed to prevent the misconduct, or whose actions or inactions with respect to the misconduct and restatement constituted gross negligence, shall be required to reimburse the Company the amount of any payment of any award earned or accrued during the twelve month period following the first public issuance or filing with the SEC (whichever first occurred) of the financial document embodying such financial reporting requirement. To the extent such award under the Plan was deferred under a nonqualified deferred compensation plan maintained by the Company rather than paid to the Participant, the amount of bonus award deferred (and any earnings thereon) shall be forfeited.

L. Compensation Recovery Policy:

The awards made under this Plan shall be subject to any compensation recovery or claw back policy adopted by the Company, including any policy required to comply with applicable law or listing standards, as such policy may be amended from time to time in the sole discretion of the Company.

M. Section 409A:

To the extent any provision of this Plan (or any payout) or action by the Company would subject any participant to liability for interest or additional taxes under Section 409A of the Internal Revenue Code (“Code”), it will be deemed null and void, to the extent permitted by law and deemed advisable by the Compensation Committee or the Plan Administrator. It is intended that the Plan (and any payout) will comply with Code Section 409A, and the Plan (and any payout) shall be interpreted and construed on a basis consistent with such intent. The Plan (and any payout) may be amended in any respect deemed necessary (including retroactively) by the Company in order to preserve compliance with, or exemption from, Code Section 409A. The preceding shall not be construed as a guarantee of any particular tax effect for Plan payouts.

N. Severability:

In the event that any one or more of the provisions of this Plan shall be or become invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein shall not be affected thereby. If, in the opinion of any court of competent jurisdiction such covenants are not reasonable in any respect, such court shall have the right, power and authority to excise or modify such provision or provisions of these covenants as to appear reasonable and to enforce the remainder of these covenants as so amended.

O. No Constraint:

Nothing in this Plan shall be construed (a) to limit, impair or otherwise affect the Company's right or power to make adjustments, reclassifications, reorganizations or changes of its capital or business structure, or to merge or consolidate, or dissolve, liquidate, sell, or transfer all or any part of its business or assets or (b) to limit the right or power of the Company to take any action which such entity deems to be necessary or appropriate.

P. Offset:

Notwithstanding any provisions of the Plan to the contrary, and to the extent permitted by applicable law (including Code Section 409A), the Company may offset any amounts to be paid to a Participant (or, in the event of the Participant's death, to his estate) under the Plan against any amounts that such Participant may owe to the Company.

Q. Cooperation:

A Participant will cooperate with the Plan Administrator by furnishing any and all information requested by the Plan Administrator and take such other actions as may be requested in order to facilitate the administration of the Plan and the payment of awards hereunder.

R. Foreign Jurisdictions:

In order to conform with Applicable Foreign Law, the Plan Administrator may (a) modify the terms and conditions of awards granted to Participants employed outside the United States, (b) prescribe, amend and rescind rules and regulations relating to such awards as may be necessary or advisable under the circumstances presented by Applicable Foreign Law, and (c) take any action which it deems advisable to obtain, comply with or otherwise reflect any necessary governmental regulatory procedures, exemptions or approvals with respect to the Plan or any award. As and to the extent determined by the Plan Administrator, it is intended that the Plan (and any award payout) will comply with Applicable Foreign Law, and the Plan (and any award payout) shall be interpreted and construed on a basis consistent with such intent.

S. Schedules:

The Plan shall consist of this main body document and, for a particular Plan Year, the applicable Schedule(s) for such Plan Year. A Schedule may provide for additional provisions, substitute one provision for another, or provide for more restrictive provisions than those found in the main body of this Plan document. A Participant shall be eligible for a Schedule to the extent determined by the Plan Administrator. Receipt of a Schedule should not be taken as any guarantee that a person is eligible for such Schedule under the Plan.

EXHIBIT 31.1

Certification

I, Marcus G. Michael, certify that:

1. I have reviewed this report on Form 10-Q of SPX FLOW, 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 procedures and presented in this report our conclusion about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 1, 2018

/s/ MARCUS G. MICHAEL

President and Chief Executive Officer

EXHIBIT 31.2

Certification

I, Jeremy W. Smeltser, certify that:

1. I have reviewed this report on Form 10-Q of SPX FLOW, 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 procedures and presented in this report our conclusion about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 1, 2018

/s/ JEREMY W. SMELTSER

Vice President and Chief Financial Officer

EXHIBIT 32.1

The following statement is being made to the U.S. Securities and Exchange Commission solely for purposes of Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), which carries with it certain criminal penalties in the event of a knowing or willful misrepresentation.

U.S. Securities and Exchange Commission
100 F. Street N.E.
Washington, DC 20549

Re: SPX FLOW, Inc.

Ladies and Gentlemen:

In accordance with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), each of the undersigned hereby certifies that:

(i) this Quarterly Report on Form 10-Q, for the period ended June 30, 2018, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(ii) the information contained in this report fairly presents, in all material respects, the financial condition and results of operations of SPX FLOW, Inc.

Date: August 1, 2018

/s/ MARCUS G. MICHAEL	/s/ JEREMY W. SMELTSER
Marcus G. Michael President and Chief Executive Officer	Jeremy W. Smeltser Vice President and Chief Financial Officer