UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): July 26, 2023

LSB INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 1-7677 (Commission File Number) 73-1015226 (IRS Employer Identification No.)

3503 NW 63rd Street, Suite 500, Oklahoma City, Oklahoma (Address of principal executive offices) 73116 (Zip Code)

Registrant's telephone number, including area code (405) 235-4546

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$.10	LXU	New York Stock Exchange
Preferred Stock Purchase Rights	N/A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company \Box

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.

Item 2.02. Results of Operations and Financial Condition.

On July 26, 2023, LSB Industries, Inc. (the "Company") issued a press release to report its financial results for the second quarter ended June 30, 2023. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On July 27, 2023, at 10:00 a.m. (Eastern time) / 9:00 a.m. (Central time), the Company will hold a conference call broadcast live over the Internet to discuss the financial results of the second quarter ended June 30, 2023.

The information contained in this Item 2.02 of this Form 8-K and the Exhibit 99.1 attached hereto are being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Act of 1934 (as amended), or otherwise subject to the liabilities of such section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 (as amended), except as shall be expressly set forth by specific reference to this Item 2.02 in such filing.

Item 9.01 Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release issued by LSB Industries, Inc. dated July 26, 2023, titled "LSB Industries, Inc. Reports Operating Results for the 2023 Second Quarter".
104	Cover Page Interactive Data File (embedded within the XBRL document)

SIGNATURES

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

Dated: July 26, 2023

LSB INDUSTRIES, INC.

By:	/s/ Cheryl A. Maguire
Name:	Cheryl A. Maguire
Title:	Executive Vice President and Chief Financial Officer



LSB INDUSTRIES, INC. REPORTS OPERATING RESULTS FOR THE 2023 SECOND QUARTER

OKLAHOMA CITY, Oklahoma...July 26, 2023...LSB Industries, Inc. (NYSE: LXU) ("LSB" or the "Company") today announced results for the second quarter ended June 30, 2023.

Second Quarter 2023 Results Compared to Second Quarter 2022

- Net sales of \$166 million compared to \$285 million in the second quarter of 2022
- Net income of \$25 million compared to \$103 million in the second quarter of 2022; Adjusted net income of \$19 million as compared to \$109 million in the second quarter of 2022
- EPS of \$0.33 compared to \$1.17 for the second quarter of 2022; Adjusted EPS⁽¹⁾ of \$0.25 compared to \$1.22 in the second quarter of 2022
- Adjusted EBITDA⁽¹⁾ of \$47 million compared to \$158 million in the second quarter of 2022
- Cash Flow from Operations of \$44 million and Capital Expenditures of \$14 million
- Repurchased \$125 million in principal amount of Senior Secured Notes for approximately \$114 million
- Repurchased approximately \$17 million in common stock under our \$150 million buyback program
- Total cash and short-term investments of approximately \$314 million as of June 30, 2023

"Our sales volumes were up relative to the second quarter of last year," stated Mark Behrman, LSB's President and CEO. "The teams at our manufacturing facilities operated our plants well and our commercial organization effectively moved product in the face of a challenging demand and pricing environment. For the second consecutive quarter we experienced a significant year-over-year decline in selling prices reflecting the impact of lower natural gas prices in Europe and weaker industrial activity in Asia. Additionally, UAN demand was below expectations as farmers opted to apply more urea due to what had been comparatively attractive pricing early this year versus UAN. More recently, however, prices for nitrogen products have begun to increase, a trend we expect to continue at a measured pace through the second half of this year, with further improvement likely building into the 2024 Spring planting season."

Mr. Behrman continued, "Despite headwinds in the second quarter, we continued to generate solid free cash flow, enabling us to further enhance our financial flexibility. As a result, we not only implemented and repurchased stock under our \$150 million buyback plan, but we also bought back \$125 million of our bonds at a discount to their issuance price. Even with this return of capital to our shareholders, we maintained a substantial cash balance that will support our growth initiatives in the coming years. We continue to evaluate projects that can increase the production capacity of our facilities, as well as expand our product mix. We expect to have a sense for the costs and potential returns of these projects in the

coming weeks. At that point, we plan to commence more detailed engineering including FEED on the projects that have the most attractive return profiles. We would expect to move forward with financial investment decisions on one or more of those projects at some point in the second half of 2024, with project returns potentially enhanced by a grant from the USDA via the Fertilizer Production Expansion Program."

"Industry momentum of the development of clean ammonia and clean hydrogen continues to build. We continue to pursue our previously announced blue and green ammonia projects. Additionally, we recently signed an MOU with Amogy for the development of ammonia as a marine fuel for U.S. inland waterway activities. Through these projects, and the other projects we are exploring, we are well positioned to benefit from attractive government incentives that are currently in place. Additionally, we believe these projects will benefit from anticipated growth in end-market demand, particularly for clean ammonia for power generation and marine locomotion. Our vision is to be at the forefront of this energy transition, reducing our CO_2 emissions and contributing to the expected reduction in global CO_2 emissions. At the same time, we believe these opportunities will allow us to generate additional meaningful incremental profitability and shareholder value."

⁽¹⁾ This is a Non-GAAP measure. Refer to the Non-GAAP Reconciliation section.

Second Quarter Results Overview

<u>Product (Gross Sales in \$000's)</u>	Three Months Ended June 30,							
		2023			% Change			
AN & Nitric Acid	\$	69,561	\$	96,142	(28)%			
Urea ammonium nitrate (UAN)		40,905		76,986	(47)%			
Ammonia		39,612		89,444	(56)%			
Other		15,767		22,231	(29)%			
Total Net Sales	\$	165,845	\$	284,803	(42)%			

Comparison of 2023 to 2022 quarterly periods:

- Net sales declined during the quarter driven by lower pricing for all of our products. The headwind of lower pricing was partially offset by higher sales volumes for ammonia.
- The year-over-year decline in operating income and adjusted EBITDA primarily resulted from lower selling prices, partially
 offset by higher sales volumes and lower natural gas prices.



The following tables provide key sales metrics for our products:

	Three Months Ended June 30,								
Key Product Volumes (short tons sold)	2023			2022	% Change				
AN & Nitric Acid		161,987		162,014	(0)%				
Urea ammonium nitrate (UAN)		126,010		130,561	(3)%				
Ammonia	102,047			75,526	35%				
		390,044		368,101	6%				
<u>Average Selling Prices (price per short ton) (A)</u>									
AN & Nitric Acid	\$	381	\$	525	(27)%				
Urea ammonium nitrate (UAN)	\$	285	\$	553	(48)%				
Ammonia	\$	367	\$	1,164	(68)%				

(A) Average selling prices represent "net back" prices which are calculated as sales less freight expenses divided by product sales volume in tons.

	Three Months Ended June 30,							
	2	023		2022	% Change			
<u>Average Benchmark Prices (price per ton)</u>								
Tampa Ammonia (MT) Benchmark	\$	370	\$	1,257	(71)%			
NOLA UAN	\$	251	\$	584	(57)%			
Input Costs Average natural gas cost/MMBtu	\$	3.39	\$	7.15	(53)%			

Financial Position and Capital Expenditures

As of June 30, 2023, our total liquidity was approximately \$369 million, including \$314 million in cash and short-term investments and approximately \$55 million of availability under our Working Capital Revolver. Total long-term debt, including the \$5 million current portion, was \$584 million on June 30, 2023 compared to \$712 million on December 31, 2022. The decrease in total long-term debt is attributable to the second quarter repurchase of \$125 million in principal amount of our Senior Secured Notes for approximately \$114 million.

Interest expense for the second quarter of 2023 was \$12 million compared to \$12 million in the second quarter of 2022.

During the second quarter we repurchased approximately \$17 million of the Company's stock at an average price of approximately \$9.59 per share under the share repurchase plan that our Board of Directors authorized in May 2023.

Capital expenditures were approximately \$14 million for the second quarter of 2023. For the full year 2023, total capital expenditures are expected to be between \$60 million to \$80 million which includes maintenance and margin enhancement investments.



Market Outlook

Nitrogen fertilizer prices have declined significantly over the course of 2023 reflecting reduced global demand for ammonia and a decline in European production costs. The decline in European production costs have been caused by lower natural gas prices in Europe due to reduced demand primarily related to warmer than expected temperatures throughout Europe this past winter, combined with increased storage inventories resulting from imports of liquefied natural gas (LNG) from the U.S. After curtailing production for much of 2022, the vast majority of European ammonia producers have resumed operations in recent months, resulting in an increased global supply of nitrogen products. Still, natural gas costs in Europe remain significantly higher than those in the U.S. ammonia producers continue to see a significant cost advantage.

A slowdown in Asian industrial activity, particularly in China, has also contributed to lower nitrogen prices as ammonia is a feedstock for various downstream chemicals that are produced in China, such as caprolactam and acrylonitrile. China's manufacturing activity has contracted for much of the past two years resulting in a reduction of the country's ammonia consumption and contributing to greater global ammonia supply and weaker prices.

In addition, cold and wet weather across many corn growing regions of the U.S. in the early Spring delayed the application of fertilizers which, combined with lower demand for phosphate products this planting season, further increased ammonia inventories in the supply chain and leading to weaker prices.

Nitrogen pricing has stabilized over the last month and has recently begun to strengthen. We believe that current pricing for ammonia and other nitrogen products should prove attractive to retailers and farmers such that, as the second half of 2023 progresses and as the 2024 planting season approaches, demand for nitrogen fertilizers should increase to a degree that pricing will continue to rise from current levels.

In addition to attractive pricing, we expect favorable U.S. corn market dynamics to provide support for stronger fertilizer pricing later this year and into next year. Corn prices remain above 10-year averages which should further incentivize farmers to optimize fertilizer applications in the fourth quarter of 2023 and the first half of 2024 in order to maximize yields.

Our industrial business remains robust and demand for our products is steady. Nitric acid demand is stable as the demand impacts of high inflation in the U.S. is offset by global producers shifting production from international facilities to their U.S. operations to take advantage of lower domestic input costs. Demand for AN for use in mining applications is robust due to attractive market fundamentals for quarrying and aggregate production and U.S. metals. While economic concerns persist for 2023, we believe that we have downside protection from the potential impacts of a recession given our diverse customer base, the nature of our contracts and our ability to shift our production mix to products where demand and pricing are strongest.

Conference Call

LSB's management will host a conference call covering the second quarter results on Thursday, July 27, 2023 at 10:00 am ET / 9:00 am CT to discuss these results and recent corporate developments. Participating in the call will be President & Chief Executive Officer, Mark Behrman and Executive Vice President & Chief Financial Officer, Cheryl Maguire. Interested parties may participate in the call by dialing (877) 407-6176 / (201) 689-8451. Please call in 10 minutes before the conference is scheduled to begin and ask for the LSB conference call. To coincide with the conference call, LSB will post a slide presentation at www.lsbindustries.com on the webcast section of the Investor tab of our website.

To listen to a webcast of the call, please go to the Company's website at www.lsbindustries.com at least 15 minutes prior to the conference call to download and install any necessary audio software. If you are unable to listen live, the conference call webcast will be archived on the Company's website.

LSB Industries, Inc.

LSB Industries, Inc., headquartered in Oklahoma City, Oklahoma, manufactures and sells chemical products for the agricultural, mining, and industrial markets. The Company owns and operates facilities in Cherokee, Alabama, El Dorado, Arkansas and Pryor, Oklahoma, and operates a facility for a global chemical company in Baytown, Texas. LSB's products are sold through distributors and directly to end customers primarily throughout the United States. Committed to improving the world by setting goals that will reduce our environmental impact on the planet and improve the quality of life for all of its people, the Company is well positioned to play a key role in the reduction of global carbon emissions through its planned carbon capture and sequestration, and zero carbon ammonia strategies. Additional information about LSB can be found on its website at www.lsbindustries.com.

Forward-Looking Statements

Statements in this release that are not historical are forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements, which are subject to known and unknown risks, uncertainties and assumptions about us, may include projections of our future financial performance and anticipated performance based on our growth and other strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or actual achievements to differ materially from the results, level of activity, performance or implied by the forward-looking statements. Significant risks and uncertainties may relate to, but are not limited to, business and market disruptions, market conditions and price volatility for our products and feedstocks, as well as global and regional economic downturns that adversely affect the demand for our end-use products; disruptions in production at our manufacturing facilities and other financial, economic, competitive, environmental, political, legal and regulatory factors. These and other risk factors are discussed in the Company's filings with the Securities and Exchange Commission (SEC).

Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for our management to predict all risks and uncertainties, nor can management assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or

achievements. Neither we nor any other person assumes responsibility for the accuracy or completeness of any of these forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. Unless otherwise required by applicable laws, we undertake no obligation to update or revise any forward-looking statements, whether because of new information or future developments.

See Accompanying Tables

Company Contact: Cheryl Maguire, Executive Vice President & CFO (405) 510-3524

Fred Buonocore, CFA, Vice President of Investor Relations (405) 510-3550 fbuonocore@lsbindustries.com

LSB Industries, Inc. Condensed Consolidated Statements of Operations (Unaudited)

		Three Months Ended June 30,				Six Months Ended June 30,			
		2023	8 30,	2022	2023		8 30,	2022	
		2023	(In Th	 ousands, Except	t Dor S			2022	
Net sales	\$	165,845	\$	284,803	\$	346,809	\$	483,784	
Cost of sales	Ŷ	129,813	Ψ	141,879	Ψ	269,172	Ψ	250,130	
Gross profit		36,032		142,924	_	77,637		233,654	
Selling, general and administrative expense		9,436		9,638		19,303		20,573	
Other expense (income), net		(900)		628		303		452	
Operating income		27,496		132,658		58,031		212,629	
Interest expense, net		11,836		12,307		24,048		22,262	
(Gain) loss on extinguishment of debt		(8,644)		—		(8,644)		113	
Non-operating other income, net		(3,764)		(3,430)		(7,240)		(3,408	
Income before provision for income taxes		28,068		123,781		49,867		193,662	
Provision for income taxes		2,973		20,382		8,871		31,497	
Net income		25,095		103,399		40,996		162,165	
Income per common share:									
Basic:									
Net income	\$	0.33	\$	1.17	\$	0.54	\$	1.84	
Diluted:									
Net income	\$	0.33	\$	1.15	\$	0.54	\$	1.81	
Adjusted Net Income and Adjusted EPS ⁽¹⁾									
Net income	\$	25,095	\$	103,399	\$	40,996	\$	162,165	
Adjustments		(6,115)		5,782		(3,239)		9,526	
Adjusted net income	\$	18,980	\$	109,181	\$	37,757	\$	171,691	
	\$	0.25	\$	1.22	\$	0.50	\$	1.91	

LSB Industries, Inc. Condensed Consolidated Balance Sheets (Information at June 30, 2023 is unaudited)

	 June 30, 2023 (In Thou		cember 31, 2022
Assets			
Current assets:			
Cash and cash equivalents	\$ 45,072	\$	63,769
Short-term investments	268,762		330,553
Accounts receivable	51,431		75,494
Allowance for doubtful accounts	(692)		(699)
Accounts receivable, net	50,739		74,795
Inventories:			
Finished goods	21,281		28,893
Raw materials	1,420		1,990
Total inventories	 22,701	-	30,883
Supplies, prepaid items and other:			
Prepaid insurance	7,084		17,429
Precious metals	13,100		13,323
Supplies	29,730		27,501
Other	2,904		8,346
Total supplies, prepaid items and other	52,818		66,599
Total current assets	 440,092		566,599
Property, plant and equipment, net	835,423		848,661
Other assets:			
Operating lease assets	25,050		22,682
Intangible and other assets, net	1,572		1,877
	26,622		24,559
	\$ 1,302,137	\$	1,439,819

LSB Industries, Inc. Condensed Consolidated Balance Sheets (continued) (Information at June 30, 2023 is unaudited)

	June 30,	Dece	ember 31,	
	2023		2022	
	 (In Thousands)			
Liabilities and Stockholders' Equity				
Current liabilities:				
Accounts payable	\$ 54,524	\$	78,182	
Short-term financing	5,118		16,134	
Accrued and other liabilities	31,210		38,470	
Current portion of long-term debt	5,371		9,522	
Total current liabilities	 96,223		142,308	
Long-term debt, net	578,214		702,733	
Noncurrent operating lease liabilities	16,158		14,896	
Other noncurrent accrued and other liabilities	522		522	
Deferred income taxes	71,223		63,487	
Commitments and contingencies				
Stockholders' equity:				
Common stock, \$.10 par value; 150 million shares authorized, 91.2 million shares issued	9,117		9,117	
Capital in excess of par value	498,517		497,179	
Retained earnings	240,088		199,092	
	 747,722		705,388	
Less treasury stock, at cost:	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		,05,000	
Common stock, 16.8 million shares (14.9 million shares at December 31, 2022)	207,925		189,515	
Total stockholders' equity	 539,797		515,873	
	\$ 1,302,137	\$	1,439,819	
	 1,502,157	Ą	1,457,01	

Non-GAAP Reconciliations

This news release includes certain "non-GAAP financial measures" under the rules of the Securities and Exchange Commission, including Regulation G. These non-GAAP measures are calculated using GAAP amounts in our consolidated financial statements.

EBITDA and Adjusted EBITDA Reconciliation

EBITDA is defined as net income (loss) plus interest expense and interest income, net, less gain on extinguishment of debt, plus depreciation and amortization (D&A) (which includes D&A of property, plant and equipment and amortization of intangible and other assets), plus provision (benefit) for income taxes. Adjusted EBITDA is reported to show the impact of non-cash stock-based compensation, one time/non-cash or non-operating items-such as, one-time income or fees, loss (gain) on sale of a business and/or other property and equipment, certain fair market value (FMV) adjustments, and consulting costs associated with reliability and purchasing initiatives (Initiatives). We historically have performed turnaround activities on an annual basis; however, we have moved towards extending turnarounds to a two or three-year cycle. Rather than being capitalized and amortized over the period of benefit, our accounting policy is to recognize the costs as incurred. Given these turnarounds are essentially investments that provide benefits over multiple years, they are not reflective of our operating performance in a given year.

We believe that certain investors consider EBITDA a useful means of measuring our ability to meet our debt service obligations and evaluating our financial performance. In addition, we believe that certain investors consider adjusted EBITDA as more meaningful to further assess our performance. We believe that the inclusion of supplementary adjustments to EBITDA is appropriate to provide additional information to investors about certain items.

EBITDA and adjusted EBITDA have limitations and should not be considered in isolation or as a substitute for net income, operating income, cash flow from operations or other consolidated income or cash flow data prepared in accordance with GAAP. Because not all companies use identical calculations, this presentation of EBITDA and adjusted EBITDA may not be comparable to a similarly titled measure of other companies. The following table provides a reconciliation of net income (loss) to EBITDA and adjusted EBITDA for the periods indicated. Adjusted EBITDA margin is calculated by taking adjusted EBITDA divided by Net Sales.

LSB Industries, Inc. Non-GAAP Reconciliations (continued)

LSB Consolidated (\$ In Thousands)		Three Months Ended June 30,				Six Months Ended June 30,			
		2023		2022		2023		2022	
Net income	\$	25,095	\$	103,399	\$	40,996	\$	162,165	
Plus:									
Interest expense and interest income, net		8,065		11,584		16,796		21,539	
Net (gain) loss on extinguishment of debt		(8,644)		_		(8,644)		113	
Depreciation and amortization		17,103		16,996		34,707		34,504	
Provision for income taxes		2,973		20,382		8,871		31,497	
EBITDA	\$	44,592	\$	152,361	\$	92,726	\$	249,818	
Stock-based compensation		1,927		1,365		2,646		2,168	
Legal fees (Leidos)		91		270		364		613	
Loss on disposal of assets		550		852		2,440		806	
Turnaround costs		(39)		3,295		(45)		5,826	
Adjusted EBITDA	\$	47,121	\$	158,143	\$	98,131	\$	259,231	

LSB Industries, Inc. Non-GAAP Reconciliations (continued) (in thousands, except per share amounts)

	Three Months Ended June 30,			Six Months Ended June 30,				
		2023		2022	2023			2022
Numerator:								
Net income	\$	25,095	\$	103,399	\$	40,996	\$	162,165
Adjustments:								
(Gain) loss on extinguishment of debt		(8,644)		-		(8,644)		113
Stock-based compensation		1,927		1,365		2,646		2,168
Legal fees (Leidos)		91		270		364		613
Loss on disposal of assets		550		852		2,440		806
Turnaround costs		(39)		3,295		(45)		5,826
Net income, excluding adjustments	\$	18,980	\$	109,181	\$	37,757	\$	171,691
Denominator:								
Adjusted weighted-average shares for basic net income								
per share and for adjusted net income per share ⁽¹⁾		75,170		88,181		75,488		88,301
Adjustment:								
Unweighted shares, including unvested restricted								
stock subject to forfeiture		409		1,224		409		1,458
Outstanding shares, net of treasury, at period								
end for adjusted net income per share,		75 570		00 405		75 007		00 750
excluding other adjustments		75,579		89,405		75,897		89,759
Basic net income per common share	<u></u> \$	0.33	\$	1.17	\$	0.54	\$	1.84
Net income per common share,								
excluding adjustments	\$	0.25	\$	1.22	\$	0.50	\$	1.91

⁽¹⁾ Excludes the weighted-average shares of unvested restricted stock that are subject to forfeiture

Ammonia, AN, Nitric Acid, UAN Sales Price Reconciliation

The following table provides a reconciliation of total identified net sales as reported under GAAP in our consolidated financial statements reconciled to netback sales which is calculated as net sales less freight and other non-netback costs. We believe this provides a relevant industry comparison among our peer group.

	Three Months Ended June 30,						
	2023			2022			
		ousands)					
Ammonia, AN, Nitric Acid, UAN net sales	\$	150,079	\$	262,572			
Less freight and other		14,881		17,424			
Ammonia, AN, Nitric Acid, UAN netback sales	\$	135,198	\$	245,148			