# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **FORM 11-K**

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

For the fiscal year ended December 31, 2016

OR

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

For the transition period from

to

**Commission File Number 1-12981** 

# Superior Tube Company, Inc. Union 401(K) Plan

(Full title of the plan)

AMETEK, Inc.
1100 Cassatt Road
Berwyn, Pennsylvania 19312-1177
(Name of issuer of the securities held pursuant to the plan and the address of its principal executive office)

# Superior Tube Company, Inc. Union 401(k) Plan Financial Statements and Supplemental Schedule As of December 31, 2016 and 2015 and Year Ended December 31, 2016

# Contents

Report of Independent Registered Public Accounting Firm	
Audited Financial Statements:	
Statements of Assets Available for Benefits Statement of Changes in Assets Available for Benefits Notes to Financial Statements	3 2 5
Supplemental Schedule:	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	12
<u>Signatures</u>	13
Exhibit Index	1/

#### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Savings and Investment Committee
The Superior Tube Company, Inc. Union 401(k) Plan

We have audited the accompanying statements of assets available for benefits of Superior Tube Company, Inc. Union 401(k) Plan as of December 31, 2016 and 2015, and the related statement of changes in assets available for benefits for the year ended December 31, 2016. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for benefits of Superior Tube Company, Inc. Union 401(k) Plan at December 31, 2016 and 2015, and the changes in its assets available for benefits for the year ended December 31, 2016, in conformity with U.S. generally accepted accounting principles.

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2016, has been subjected to audit procedures performed in conjunction with the audit of the Superior Tube Company, Inc. Union 401(k) Plan's financial statements. The information in the supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the information, we evaluated whether such information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ ERNST & YOUNG LLP

Philadelphia, Pennsylvania June 29, 2017

# Superior Tube Company, Inc. Union 401(k) Plan Statements of Assets Available for Benefits

	December 31,	
	2016	2015
Assets:		
Investments, at fair value	\$2,423,528	\$1,673,872
Fully benefit-responsive investment contract at contract value	_	94,474
Receivables:		
Notes receivable from participants	92,828	72,582
Assets available for benefits	\$2,516,356	\$1,840,928

See accompanying notes.

# Superior Tube Company, Inc. Union 401(k) Plan Statement of Changes in Assets Available for Benefits Year Ended December 31, 2016

Additions:	
Contributions:	
Employer	\$ 333,737
Participant	327,577
	661,314
Investment income:	
Net appreciation in fair value of investments	112,632
Interest and dividend income from investments	40,327
	152,959
Interest income on notes receivable from participants	3,150
Total additions	817,423
Deductions:	
Benefits paid to participants	(140,833)
Administrative expenses	(1,162)
Net increase	675,428
Assets available for benefits:	
Beginning of year	1,840,928
End of year	\$2,516,356

See accompanying notes.

#### Superior Tube Company, Inc. Union 401(k) Plan Notes to Financial Statements December 31, 2016

#### 1. Description of the Plan

#### General

The following description of the Superior Tube Company, Inc. Union 401(k) Plan (the "Plan") provides only summarized information. Participants should refer to the Plan document for a more complete description of the Plan's provisions, copies of which may be obtained from Superior Tube Company, Inc. ("Superior", the "Company" or the "Plan Sponsor").

The Plan is a tax-deferred 401(k) defined contribution savings plan which provides eligible union employees an opportunity to invest a portion of their compensation, as defined by the Plan, in one or a combination of investment programs. See Note 3.

#### **Trustee and Recordkeeper**

Great-West Life & Annuity Insurance Company was the Plan Trustee and party-in-interest through September 30, 2016. Empower Retirement was the Plan's administrative recordkeeper through September 30, 2016. On September 30, 2016, the Plan's assets were transferred from Great-West Life & Annuity Insurance Company to Vanguard Fiduciary Trust Company. On September 30, 2016, the Vanguard Fiduciary Trust Company ("Trustee") became the Plan Trustee and a party-in-interest to the Plan. The Vanguard Group is the Plan's administrative recordkeeper.

#### **Participant Eligibility**

A Superior Tube Company union employee, who is not specifically an ineligible employee as defined by the Plan, shall become a participant in the Plan as of the first day of employment.

#### **Contributions**

Each year, participants have an opportunity to invest up to 50% and no less than 2% of annual compensation, as defined in the Plan. Participants age 50 and over have an opportunity to invest catch-up contributions up to Internal Revenue Service ("IRS") annual limits. Participants may also contribute amounts representing rollovers from other qualified plans. Participants direct their elective contributions into various investment options offered by the Plan and can change their investment options on a daily basis.

The Plan provides for Company matching contributions based on a percentage of elective deferrals. Effective March 16, 2015, the Company contributed 50% of elective deferrals up to the first 6% of compensation deferred. For employees hired before March 18, 2013, the Plan provided for a discretionary non-elective Company profit sharing contribution based on a percentage of compensation and years of service. Effective September 30, 2016 the profit sharing contribution became non-discretionary. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

Forfeited Company contributions are used to reduce non-elective employer profit sharing contributions.

#### **Participant Accounts**

Each participant's account is credited with the participant's contributions, Company matching contributions, and allocations of (a) the Company's profit sharing contributions and (b) Plan net earnings. Allocations are based on participant earnings and/or account balances, as defined. The benefit to which a participant is entitled is the balance in the participant's vested account.

#### Superior Tube Company, Inc. Union 401(k) Plan Notes to Financial Statements December 31, 2016

#### 1. Description of the Plan (continued)

#### Vesting

Participants are fully vested at all times in participant contributions and any rollover contributions, plus actual earnings on these contributions. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of credited service. This portion of participant's accounts fully vests after three years of service or upon Normal Retirement Age, as defined. Upon the death or disability before the participant's retirement age or termination date, the participant will be fully vested.

#### **Participant Loans**

Participants may borrow a minimum of \$1,000 or up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Participants may have up to two loans outstanding at any time, although only one loan may be for a primary residence, the sum of which may not exceed the maximum allowable under the Plan. Loan origination fees are paid by participants and are included in the gross loan distribution amount. Repayment terms of the loans are generally limited to no longer than 60 months from inception or for a reasonable period of time in excess of 60 months for the purchase of a principal residence, as fixed by the Plan. The loans are secured by the balance in the participant's account and bear interest at rates established by the Plan, which approximate rates charged by commercial lending institutions for comparable loans. Interest rates on loans outstanding at December 31, 2016 ranged between 4.25% and 4.50%. Principal and interest is paid ratably through payroll deductions.

#### **Master Trust**

The AMETEK Stock Fund of certain employee savings plans of AMETEK are combined under the AMETEK, Inc. Master Trust ("Master Trust") agreement with the Trustee. Participating plans purchase units of participation in the AMETEK Stock Fund based on their contributions to such fund along with income that the fund may earn, less distributions made to the plans' participants. The AMETEK Stock Fund consists primarily of AMETEK common stock and a small portion may also be invested in short-term securities to help accommodate daily transactions. The AMETEK Stock Fund is considered a level 1 investment within the fair value hierarchy. Effective September 30, 2016, the Plan became a participating plan in the Master Trust. As of December 31, 2016, no participants have elected to defer compensation to purchase shares in the AMETEK Stock Fund, therefore, the Plan holds a zero interest in the Master Trust at December 31, 2016.

The Plan limits the amount a participant can invest in the AMETEK Stock Fund to encourage diversification of participants' accounts. Each payroll period, for other investment fund transfers and for other qualified plan rollover contributions, a participant can direct up to a maximum of 25% of their contributions in the AMETEK Stock Fund. The Plan has implemented a dividend pass through election for its participants.

Each participant is entitled to exercise voting rights attributable to the shares allocated to their account and is notified by the Company prior to the time that such rights may be exercised. The Trustee is not permitted to vote any allocated shares for which instructions have not been given by a participant. The Trustee votes any unallocated shares in the same proportion as those shares that were allocated, unless the Savings and Investment Committee directs the Trustee otherwise. Participants have the same voting rights in the event of a tender or exchange offer.

The Plan held no interest in the assets of the Master Trust at December 2016. The value of the assets held by the Master Trust was \$70,665,274 at December 31, 2016.

A summary of the investment loss for the assets held by the Master Trust for the year ended December 31, 2016 was as follows:

Net depreciation in fair value of investment	\$ (8,046,644)
Interest and dividend income on investment	509,528
Total investment loss	\$ (7,537,116)

#### Superior Tube Company, Inc. Union 401(k) Plan Notes to Financial Statements December 31, 2016

#### 1. Description of the Plan (continued)

#### **Payment of Benefits**

Participant's benefits under the Plan are payable to participants, their beneficiaries or their estates upon termination of employment, normal retirement (the attainment of age 65), death, disability, hardship or upon the attainment of age 59 ½. Benefits are payable in the form of lump sum distributions or installments. Installments may be monthly, quarterly, semi-annual, annual or other payment terms over a fixed reasonable period of time, not exceeding the Life Expectancy of the participant, or the joint life and last survivor expectancy of the Participant and his/her designated beneficiary. If a participant's vested benefit derived from employer and employee contributions is less than \$5,000 but more than \$1,000, and the participant does not make an affirmative election otherwise, the administrator will roll over the balance into an individual retirement account. If a participant's vested balance is \$1,000 or less, and the participant does not make an affirmative election otherwise, they will receive a direct rollover in the form of a cash payment.

Also, in certain cases of financial hardship, a participant may elect to withdraw up to a specified portion of his or her elective account balance, regardless of age. Benefits are recorded when paid.

#### **Administrative Expenses**

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Certain investment-related expenses are allocated proportionately to plan participants based on their respective account balances and are included in net investment appreciation.

#### Plan Termination

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). While the Company has not expressed any intent to terminate the Plan, it is free to do so at any time subject to the provisions of ERISA and applicable labor agreements. In the event of Plan termination, each participant's account would become fully vested and each participant will receive the value of his or her separate vested account.

#### 2. Summary of Significant Accounting Policies

#### **Basis of Financial Statements**

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles ("GAAP").

#### **Use of Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires Plan management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes, and supplemental schedule. Actual results could differ from those estimates and assumptions.

#### **Notes Receivable from Participants**

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are paid from participants' accounts. No allowance for credit losses has been recorded at December 31, 2016 and 2015. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

#### Superior Tube Company, Inc. Union 401(k) Plan Notes to Financial Statements December 31, 2016

#### 2. Summary of Significant Accounting Policies (continued)

#### **Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market fluctuation and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of assets available for benefits.

#### **Investment Valuation and Income Recognition**

Investments held by the Plan are stated at fair value less costs to sell, if significant, except for fully benefit-responsive investment contract. At December 31, 2015, the fully benefit-responsive investment contract is reported at contract value, see Note 5. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. See Note 4.

Investments in shares of registered investment companies are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year end. Money market and short-term investments are carried at the fair value established by the issuer and/or the trustee.

At December 31, 2016, the Plan invests in a Vanguard Retirement Savings Fund and Vanguard Target Retirement Date Funds through common/collective trusts. The fair values of the Vanguard Retirement Savings Trust IV and Vanguard Target Retirement Date Trusts II are the reported net asset values of the participation units owned by the Plan at year end. There are currently no redemption restrictions on these investments.

Purchases and sales of investments are reflected on trade dates. Realized gains and losses on sales of investments are based on the average cost of such investments. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned. Plan investments do not have significant costs to sell.

#### Superior Tube Company, Inc. Union 401(k) Plan Notes to Financial Statements December 31, 2016

#### 3. Investment Programs

As of December 31, 2016, a participant could direct contributions (up to certain specified limits) in any of the following investment options:

- · AMETEK Stock Fund
- · Vanguard Retirement Savings Trust IV
- · Vanguard Target Retirement Income Trust II
- · Vanguard Target Retirement Date Trusts II
- · Registered investment companies:
  - · Vanguard Total Bond Market Index Fund
  - · Vanguard LifeStrategy Funds
  - · Vanguard Wellington Fund Admiral Shares
  - · Vanguard Windsor II Fund
  - Vanguard PRIMECAP Fund
  - · Vanguard Small-Cap Index Fund
  - Vanguard 500 Index Fund
  - · Vanguard Developed Markets Index Fund
  - · Vanguard Emerging Markets Stock Index Fund
  - · Vanguard Prime Money Market Fund
  - · American Funds EuroPacific Growth Fund
  - · BlackRock Inflation Protected Bond Fund
  - · RidgeWorth Small Cap Value Equity Fund
  - · Wells Fargo Advantage Discovery Fund

Participants could change their investment options or transfer existing account balances to other investment options daily.

As of December 31, 2015, a participant could direct contributions (up to certain specified limits) in any of the following investment options:

- · American Funds Target Date Funds
- · Key Guaranteed Portfolio Fund
- Registered investment companies:
  - American Funds American Balanced R4
  - · BlackRock Equity Dividend A
  - · BlackRock Global Allocation Inv A
  - BlackRock S&P 500 Stock Institutional
  - · Columbia Mid Cap Index R5
  - Ivy High Income A
  - · Janus Triton T
  - · JPMorgan Government Bond Select
  - JPMorgan Large Cap Growth Select
  - Loomis Sayles Investment Grade Bond Y
  - Oppenheimer International Growth Y

#### Superior Tube Company, Inc. Union 401(k) Plan Notes to Financial Statements December 31, 2016

#### 4. Fair Value Measurements

The Plan utilizes a valuation hierarchy for disclosure of the inputs to the valuations used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Plan's own assumptions used to measure assets and liabilities at fair value. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following tables sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

		December 31, 2016		
	Total	Level 1	Level 2	Level 3
Registered investment companies	\$1,352,731	\$1,352,731	<b>\$</b> —	<b>\$</b> —
Common/collective trusts measured at net asset value:				
Vanguard Retirement Savings Trust IV	144,752			
Vanguard Target Retirement Date Trusts II	926,045			
Investments, at Fair Value	\$2,423,528			
		December 31, 2015		
	Total	Level 1	Level 2	Level 3
Registered investment companies	\$1,673,872	\$1,673,872	\$ —	\$ —

#### 5. Fully Benefit-Responsive Investment Contract

The Plan invested in a fully benefit-responsive investment contract through September 30, 2016 with Great-West Life & Annuity Insurance Company in the form of a guaranteed investment contract that invested in traditional investment contracts. The guaranteed investment contract was carried at contract value, see Note 2. Great-West Life & Annuity Insurance Company maintained the contributions in a general account. The account was credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Great-West Life & Annuity Insurance Company was contractually obligated to repay the principal and a specified interest rate that was guaranteed to the Plan. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Certain events limited the Plan's ability to transact at contract value with Great-West Life & Annuity Insurance Company including plan termination and other events as specified in the guaranteed investment contract. In September 2016, the guaranteed investment contract was terminated prior to maturity date for which the plan sponsor paid a market value adjustment fee to enable the participants to receive contract value at liquidation.

#### Superior Tube Company, Inc. Union 401(k) Plan Notes to Financial Statements December 31, 2016

#### 6. Income Tax Status

Prior to September 30, 2016, the underlying standardized prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2014, stating that the written form of the underlying prototype document is qualified under Section 401 of the Internal Revenue Code (the Code). Any employer adopting this form of the plan will be considered to have a plan qualified under Section 401 of the Code, and, therefore, the related trust is tax-exempt. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status.

Effective September 30, 2016, the Plan became a volume submitter plan. The underlying volume submitter plan has received an advisory letter from the IRS dated March 31, 2014, stating that the form of the plan is qualified under Section 401 of the Code and, therefore, the related trust is tax-exempt. In accordance with Revenue Procedures 2016-6 and 2015-36, the plan administrator has determined that it is eligible to, and has chosen to, rely on the current IRS volume submitter advisory letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. However, the plan administrator believes that the Plan has been designed to comply with the requirements of the Code and has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

U.S. GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Sponsor has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

#### 7. Recent Accounting Pronouncements

In February 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-06, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Plan Master Trust Reporting* ("ASU 2017-06"). ASU 2017-06 requires a plan's interest in a master trust and change in the value of that interest to be presented in separate line items in the statement of assets available for benefits and in the statement of changes in assets available for benefits. The new guidance removes the requirement to disclose the percentage interest in the master trust for those plans with divided interests and instead requires disclosure of the dollar amount of interest in each investment type. ASU 2017-06 is effective for interim and annual reporting periods beginning after December 15, 2018. The new guidance will be applied on a retrospective basis and early adoption is permitted. The Plan is currently evaluating the impact of adopting ASU 2017-06 on the Plan's financial statements.

#### Superior Tube Company, Inc. Union 401(k) Plan EIN 86–1118863 Plan #001 Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2016

Description of investment, including maturity date, rate of interest, collateral, par, or maturity value Current Identity of issue, borrower, lessor or similar party Value \* Vanguard Retirement Savings Trust IV Common/Collective Trust \$ 144,752 \* Vanguard Target Retirement 2010 Trust II Common/Collective Trust 81,374 \* Vanguard Target Retirement 2020 Trust II Common/Collective Trust 182,670 276,047 \* Vanguard Target Retirement 2025 Trust II Common/Collective Trust 57,131 \* Vanguard Target Retirement 2030 Trust II Common/Collective Trust \* Vanguard Target Retirement 2035 Trust II Common/Collective Trust 64,402 \* Vanguard Target Retirement 2040 Trust II Common/Collective Trust 104,877 \* Vanguard Target Retirement 2045 Trust II Common/Collective Trust 58,978 \* Vanguard Target Retirement 2050 Trust II Common/Collective Trust 95,435 \* Vanguard Target Retirement 2055 Trust II Common Collective Trust 5,131 \* Vanguard 500 Index Fund Registered Investment Company 238,463 \* Vanguard PRIMECAP Fund Registered Investment Company 95,973 \* Vanguard Small-Cap Index Fund Registered Investment Company 104,872 \* Vanguard Total Bond Market Index Fund Registered Investment Company 273,177 \* Vanguard Wellington Fund Admiral Shares Registered Investment Company 226,737 \* Vanguard Windsor II Fund Registered Investment Company 96,247 \* American Funds EuroPacific Growth Fund Registered Investment Company 189,501 \* RidgeWorth Small Cap Value Equity Fund Registered Investment Company 689 \* Wells Fargo Advantage Discovery Fund Registered Investment Company 127,072 Total investments 2,423,528

\* Notes Receivable from Participants

Historical cost column is not included as all investments are participant-directed.

Interest rates – 4.25% - 4.50%

92,828 \$2,516,356

<sup>\*</sup> Indicates party-in-interest to the Plan.

Date: June 29, 2017

# Signatures

**The Plan.** Pursuant to the requirements of the Securities Exchange Act of 1934, the Members of the Savings and Investment Committee have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Superior Tube Company, Inc. Union 401(k) Plan

(Name of Plan)

By: /s/ Thomas M. Montgomery

Thomas M. Montgomery Member, Savings and Investment Committee

# **Exhibit Index**

Exhibit Number	Description	
23	Consent of Independent Registered Public Accounting Firm	

#### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-214847) pertaining to the Union 401(k) Plan of Superior Tube Company, Inc. of our report dated June 29, 2017, with respect to the financial statements and schedule of the Superior Tube Company, Inc. Union 401(k) Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2016.

/s/ ERNST & YOUNG LLP

Philadelphia, Pennsylvania June 29, 2017