TEAM® Industrial Services

Team, Inc.
2014 Annual Report

Dear Fellow Shareholders,

We are pleased to share this annual update on Team's performance and progress with you. While the recently completed year was the third best earnings performance in our history, our financial results were below our own expectations. Our slower revenue growth rate this year when combined with significant investments in new capabilities and capacity resulted in a small decline in earnings versus the prior year.

We expect a return to "Team-like" performance in the current fiscal year. We continue to enjoy a very strong position in attractive markets. As is highlighted below, we believe that both our markets and our competitive position will continue to improve this year and beyond. Our future prospects have never been brighter!

Business Review and Outlook

We are a provider of specialized inspection and maintenance, services primarily related to pressurized systems and other critical assets in the broad energy space as well as to other heavy industrial segments. Over the past fifteen years, we have been one of the fastest growing, most successful companies in our industry. Our compound average annual growth rates over this entire time period for revenues and earnings have been 19% and 24%, respectively.

Our strategy has stayed fairly constant and remains unchanged looking ahead. The key elements of our strategy are: delivering outstanding customer service with every opportunity; being the employer of choice in our industry; continually expanding our presence and capabilities in complementary service lines and geographic regions; providing more tightly integrated services, and thereby more actionable and efficient customer solutions; and capitalizing on customer preferences to consolidate their service purchases with fewer, larger, more professional service companies, such as Team. Despite our high historical rate of growth, we estimate that our current composite market penetration is well under 20%. As long as we continue to earn it, we have a very long growth window ahead.

During the past year, Team revenues reached $750 million, a new record level and expanded our capabilities in a number of exciting dimensions. We added rope access service capabilities via a small acquisition early in the year. We also opened 11 new service locations and expanded our service capabilities in tank inspection and repair, advanced UT inspection, mechanical integrity, pipeline services, and advanced welding. We introduced significant improvements to our equipment and capabilities in both the hot tapping and wireless field heat treating service lines. Our Quest Integrity business unit also added new inspection and engineering assessment capabilities and extended their market presence, including new process piping inspection services, additional dimensions to their reformer care solution set, and the introduction of the Pacifica software platform for pipeline pressure cycle monitoring. Heavy investment is also ongoing at Quest Integrity in next generation NDT and related software tools, some of which are scheduled for introduction in the current fiscal year.

As we look ahead, we see a number of favorable trends that will represent additional tailwinds for our markets and business. The new low cost energy environment in North America is driving a significant new facility construction boom in order to capitalize on these regional advantages providing significant opportunities for our services. Team is also well-positioned to participate in the pipeline industry's progression and its focus on integrity management programs.

Of course, potential does not translate into performance unless we earn it. In that respect, we understand that we have to continually earn our customers' trust and confidence with safe, effective, and responsive service and support for each of the more than 150,000 service opportunities we have annually. That is what outstanding service companies do!

Fiscal Year 2014 Financial Performance

Team's adjusted earnings in fiscal year 2014 ending May 31, 2014, was $1.48 per fully diluted share and adjusted operating income before interest and taxes was $52 Million. Operating income margin was 6.9%. Adjusted EBITDA was $78 million, $1 million less than the prior year.

Total profits as well as profit margin were below our expectations this year. The shortfall reflected lower than expected revenue growth this year as well as increased SG&A investment, including significant R&D spending in our Quest business group. Severe weather this past winter across North America, timing of major project and turnaround work, and reduced new project work in the Canadian oil sands contributed to the reduced 5% overall revenue growth rate this year. At the same time, we have been making considerable investments in expanded capabilities and capacity. Importantly, we believe these drivers of lower profits in the fiscal year 2014 are temporary. In the current year, we expect a return to double digit (greater than 10%) revenue growth and a return to our historical profit margins. Our fiscal year 2015 business plan and expectations correspond to new record levels in both revenues and profits for our company.

Reconciliation of GAAP net income to adjusted net income

	Twelve Months Ended May 31, 2014	2013
Net income available to shareholders	**$29,855**	$32,436
Adjustments for non-routine items:		
Severance costs	**742**	-
Revaluation of contingent considerationt	**(2,138)**	-
Venezuelan currency devaluation	**3,962**	597
Total pre-tax adjustments	**2,566**	597
Tax impact of non-routine items	**(898)**	(221)
Adjusted net income available to common shareholders	**$31,523**	$32,812
Adjusted diluted earnings per common share	**$1.48**	$1.55

Team remains very strong and sound financially. Cash flow generated by operating activities was approximately $53 million, which was sufficient to fully fund record capital spending of $33 million, a $10 million new business acquisition, and $13 million in open-market stock repurchases without any increase in our debt levels. Team's debt leverage (measured by net debt to EBITDA ratio) remains very low – well less than 1.0.

Leadership Transition Plan

In July this year, Team's Board of Directors announced a change in our roles and promoted Ted Owen to President and elected him to our Board of Directors. Later this year, we expect Ted to assume the CEO responsibilities for the Company. At that time, Phil Hawk will become Executive Chairman of the Board.

This leadership transition plan reflects our confidence in our strategic position and our current leadership team, as well as the intention to continue building our business in the same way. Ted has served as Team's Chief Financial Officer for the past sixteen years. He is a proven, effective leader who is familiar with all aspects of Team's business. Ted has earned the confidence of our entire organization and is well known to many external Team constituencies. Ted has been Team's key point of contact for bankers, analysts, and major institutional investors. Importantly, except for his replacement as CFO, all other corporate officers including the Presidents for each of Team's three Business Groups remain in their current leadership positions. Phil also looks forward to staying involved and supporting the business and organization in his new role.

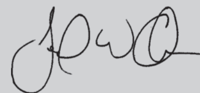
While this leadership transition does not represent a change in strategy for Team, we believe that leadership changes such as this one stimulate a healthy process for the company. The change in our respective roles will bring new questions and perspectives that inevitably lead to new ideas and improved approaches at Team. To thrive, every successful company needs to continually improve and evolve to maintain its competitive edge. With our plan, we believe we have the best of both worlds – experienced, proven Team leaders and the fresh perspectives that accompany these changes in leadership roles.

We are all proud of our outstanding historical high growth performance record. And, we are confident that our future opportunities and performance will be just as robust. At the same time, we all understand that we still have to earn this business one service opportunity at a time! We appreciate and thank our more than 4,300 Team colleagues who earn our customers trust and confidence every day with their safe and effective service activities.

Thank you for your continuing interest in and support of our company. We look forward to continued success and improvement in the coming year.

Philip J. Hawk

Chairman & CEO



Ted W. Owen

President & CFO

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

FORM 10-K

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

OR

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

Commission File Number 001-08604

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

Delaware	**74-1765729**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
13131 Dairy Ashford, Suite 600, Sugar Land, Texas	**77478**
(Address of Principal Executive Offices)	**(Zip Code)**

(281) 331-6154
(Registrant's Telephone Number, Including Area Code)

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $0.30 par value	**New York Stock Exchange**

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

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

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

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

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

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

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

Large accelerated filer	☐	Accelerated filer	☑
Non-accelerated filer	☐	Smaller reporting company	☐

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

The aggregate market value of the voting stock held by non-affiliates on November 30, 2013 was approximately $626 million, determined using the closing price of shares of common stock on the New York Stock Exchange on that date of $40.92.

For purposes for the foregoing calculation only, all directors, executive officers, the Team, Inc. Salary Deferral Plan and Trust and known 5% or greater beneficial owners have been deemed affiliates.

The Registrant had 20,483,288 shares of common stock, par value $0.30, outstanding and zero shares of treasury stock as of July 29, 2014.

Documents Incorporated by Reference

Portions of our Definitive Proxy Statement for the 2014 Annual Meeting of Stockholders are incorporated by reference into Part III of this report. These will be filed no later than September 27, 2014.

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Certain items required in Part III of this Form 10-K can be found in our 2014 Proxy Statement and are incorporated herein by reference. A copy of the 2014 Proxy Statement will be provided, without charge, to any person who receives a copy of this Form 10-K and submits a written request to Team, Inc., Attn: Corporate Secretary, 13131 Dairy Ashford, Suite 600, Sugar Land, Texas, 77478.

PART I

ITEM 1. BUSINESS

General Information

Introduction. Unless otherwise indicated, the terms "Team, Inc.," "Team," "the Company," "we," "our" and "us" are used in this report to refer to Team, Inc., to one or more of our consolidated subsidiaries or to all of them taken as a whole. We are incorporated in the State of Delaware and our company website can be found at *www.teamindustrialservices.com*. Our corporate headquarters is located at 13131 Dairy Ashford, Suite 600, Sugar Land, Texas, 77478 and our telephone number is (281) 331-6154. Our stock is traded on the New York Stock Exchange ("NYSE") under the symbol "TISI" and our fiscal year ends on May 31 of each calendar year.

We are a leading provider of specialty industrial services, including inspection and assessment, required in maintaining high temperature and high pressure piping systems and vessels that are utilized extensively in the refining, petrochemical, power, pipeline and other heavy industries. Through fiscal year 2013, we operated in only one segment—the industrial services segment (see Note 15). Within the industrial services segment, we were organized as two divisions. Our TCM division provided the services of inspection and assessment and field heat treating. Our TMS division provided the mechanical services described below.

Effective July 1, 2013, we implemented a reorganization of our business divisions to conduct operations in three segments: Inspection and Heat Treating Services ("IHT") Group, Mechanical Services ("MS") Group and Quest Integrity ("Quest Integrity") Group. While our services have been realigned in three business groups, we believe our services broadly fall into three different classifications that have unique customer demand drivers: inspection and assessment services, turnaround services, and on-stream services.

Inspection and assessment services are offered in both IHT and Quest Integrity. IHT provides basic and advanced non-destructive testing services for the process, pipeline and power sectors, pipeline integrity management services, as well as associated engineering and assessment services. These services can be offered while facilities are running (on-stream), during facility turnarounds or during new construction or expansion activities. Quest Integrity provides integrity and reliability management solutions for the process, pipeline and power sectors. These solutions encompass two broadly-defined disciplines: (1) highly specialized in-line inspection services for unpiggable process piping and pipelines using proprietary in-line inspection tools and analytical software; and (2) advanced condition assessment services through a multi-disciplined engineering team. We believe there is a general growth in market demand for inspection and assessment services as improved inspection technologies enable better information about asset reliability to be available to facility owners and operators.

Turnaround services are offered in both IHT and MS. These services are project-related and demand is a function of the number and scope of scheduled and unscheduled facility turnarounds as well as new industrial facility construction or expansion. Turnaround services include the field machining, technical bolting, field valve repair, heat exchanger repair, and isolation test plugging services that are part of MS and the field heat treating services that are part of IHT.

On-stream services are offered by MS and represent the services offered while plants are operating and under pressure. These services include leak repair, fugitive emissions control and hot tapping. We believe demand for on-stream services is a function of the population of the existing infrastructure of operating industrial facilities.

We offer these services in over 125 locations throughout the world. Our industrial services are available 24 hours a day, 7 days a week, 365 days a year. We market our services to companies in a diverse array of heavy industries which include the petrochemical, refining, power, pipeline, steel, pulp and paper industries, as well as municipalities, shipbuilding, original equipment manufacturers ("OEMs"), distributors, and some of the world's largest engineering and construction firms. Our services are also provided across a broad geographic reach.

Narrative Description of Business

IHT Group:

IHT offers both inspection services and heat treating services which are generally associated with turnaround or project activities. A description of these services is as follows:

Non-Destructive Evaluation and Testing Services. Machined parts and industrial structures can be complex systems that experience extreme loads and fatigue during their lifetime. Our Non-Destructive Evaluation ("NDE"), or Non-Destructive Testing ("NDT"), enables the inspection of these components without permanently altering the equipment. It is a highly valuable technique that is often used to validate the integrity of materials, detect instabilities, discover performance outside of tolerances, identify failed components, or highlight an inadequate control system. Inspection services frequently require industry recognized training and certification processes. We maintain training and certification programs, which are designed to meet or exceed industry standards. As assets continue to age and compliance regulations advance, inspection techniques are playing a critical role in fit-for-life service assessments.

Radiographic Testing. Radiographic Testing ("RT") is used to detect discontinuities in ferrous and nonferrous castings, welds or forgings using X-ray or gamma ray radiation. RT reveals both external and internal defects, internal assembly details and changes in thickness. Our licensed technicians utilize conventional, computed and real-time radiography testing techniques depending upon the complexity and needs of our customers.

Ultrasonic Testing. Ultrasonic Testing ("UT") uses high frequency ultrasonic waves to detect surface breaking and internal imperfections, measure material thickness and determine acceptance or rejection of a test object based on a reference code or standard. We offer ten different types of UT methods, including traditional scans as well as automated and high speed ultrasonic Electro Magnet Acoustic Transducer ("EMAT") testing. Each method is utilized to meet a specific material or process application requirement.

Magnetic Particle Inspection. Magnetic Particle Inspection is a NDT process for detecting surface and slightly subsurface discontinuities in ferroelectric materials such as iron, nickel, cobalt, and some of their alloys. The process puts a magnetic field into the test object. When the part is magnetized, flaws perpendicular to the magnetic field direction cause flux leakage. If a lapse or a crack is present the magnetic particles will be attracted to the flawed area, providing our technician with what is called an indication. Our technician will then evaluate the indication to assess the location, size, shape and extent of these imperfections.

Liquid Penetrant Inspection. Liquid Penetrant Inspection is one of the most widely used NDE/ NDT methods. Its popularity can be attributed to two main factors: its relative ease of use and its flexibility. Liquid Penetrant Inspection can be used to inspect almost any material. At Team, we utilize Liquid Penetrant Inspection to detect surface discontinuities in both ferromagnetic and non-ferromagnetic materials. In castings and forgings, there may be cracks or leaks in new products or fatigue cracks in in-service components.

Positive Material Identification. Positive Material Identification ("PMI") quickly and accurately identifies the composition of more than 100 different engineering alloys onsite. Team can perform PMI on virtually any size or shape of pipe, plate, weld, welding materials, machined parts or castings.

Electromagnetic Testing. Electromagnetic Testing applies to a family of test methods that use magnetism and electricity to detect or measure cracks, flaws, corrosion or heat damage in conductive materials. Magnetic properties and geometric analysis are used to determine the best technique to identify defects. Our electromagnetic services enable our technicians to evaluate small cracks, pits, dents and general thinning in tubing with small diameters, large steel surfaces such as storage tank floors, and everything in between.

Alternating Current Field Measurement. Originally developed for inspection of fatigue cracking, our Alternating Current Field Measurement ("ACFM") is an advanced technique for detecting surface cracks and pinpointing the location, length and depth of the defect. Our ACFM works through paint and coatings and in a wide range of temperatures. Results are automatically recorded and accepted by certification authorities.

Eddy Current Testing. Eddy Current Testing ("ET") is ideal for nonferrous materials such as heat exchanger tubes, condensers, boilers, tubing and aircraft surfaces. Team's ET uses electromagnetic induction to detect flaws in conductive materials, displaying the presence of very small cracks, pits, dents and general thinning.

Long-Range Guided Ultrasonics. Guided wave inspection is a method of ultrasonic testing that enables the detection and location of pipe defects above and below ground without disruption of service. This technique only requires a small area of excavation to perform the testing where applicable. Guided ultrasonics sends a bilateral signal over hundreds of feet allowing long ranges of piping to be inspected at one time.

Phased Array Ultrasonic Testing ("PAUT"). Phased Array Ultrasonics ("PAUT") provides sharper detection capability for off-angle cracks, and is capable of displaying multiple presentations simultaneously. PAUT applies computer-controlled excitation to individual elements in a multi-element probe. By varying the timing of the excitation, the sound beam can be swept through a range of angles. The shape of the beam may also be modified to a specific focal distance or spot.

Tank Inspection and Management Programs. Our wholly-owned subsidiary, TCI Services, Inc., ("TCI") is a storage tank management company that performs inspections, engineering and repair services across the U.S. for above ground storage tanks. Backed by Team's in-house engineering, documentation and certification services – including API 653 evaluations – TCI's on-site tank inspections, repair and maintenance services help keep customers' tanks fully operational and compliant with stringent industry standards.

Rope Access. In July 2013, Team acquired a leading provider of industrial rope access services. The subsidiary provides a range of innovative and cost-effective solutions to suit the customer's individual requirements for inspection and maintenance services to the energy and industrial markets. Our rope access solutions allow for work to be carried out much quicker than traditional methods using scaffolding, keeping costs and job duration to a minimum. The subsidiary is fully accredited by the Industrial Rope Access Trade Association ("IRATA"), whose guidelines are recognized by the industry as the safest method of working at height.

Mechanical Integrity Services. Maintaining the integrity of equipment is more than simply performing inspections. A well-implemented Mechanical Integrity ("MI") program involves multiple components that improve the safety and reliability of a facility's equipment. Our MI programs ensure the continued integrity and fitness for service of piping systems, pressure vessels, tanks and related components. Our mechanical integrity engineers are well versed in pertinent codes and standards of the Occupational Safety and Health Administration's process safety management ("PSM") and U.S. Environmental Protection Agency's ("EPA") risk management program ("RMP") regulations.

Field Heat Treating Services. Field Heat Treating Services include electric resistance and gas-fired combustion, primarily utilized by industrial customers to enhance the metallurgical properties of their process piping and equipment. Electric resistance heating is the transfer of high energy power sources through attached heaters to the plant component to preheat weld joints, to remove contaminants and moisture prior to welding and post-weld heat treatments to relieve metal thermal stresses induced by the welding process. Specialty heat treating processes are performed using gas-fired combustion on large pressure vessels for stress relieving, to bake specialty paint coatings and controlled drying of abrasion and temperature resistant refractories. Special high frequency heating, commonly called induction heating, is used to expand metal parts for assembly or disassembly, expansion of large bolting for industrial turbines and stress relieving projects which is cost prohibitive for electric resistance or gas-fired combustion.

MS Group:

MS offers both on-stream services and turnaround/project related services as follows:

Leak Repair Services. Our leak repair services consist of on-stream repairs of leaks in pipes, valves, flanges and other parts of piping systems and related equipment. Our on-stream repairs utilize composite repair, drill and tap repair, and both standard and custom-designed clamps and enclosures for piping systems. We use specially developed techniques, sealants and equipment for repairs. Many of our repairs are furnished as interim measures which allow plant systems to continue operating until more permanent repairs can be made during plant shut downs. Our leak repair services involve inspection of the leak by our field crew who records pertinent information about the faulty part of the system and transmits the information to our engineering department for determination of appropriate repair techniques. Repair materials such as clamps and enclosures are custom designed and manufactured at our ISO-9001 certified manufacturing centers and delivered to the job site. We maintain an inventory of raw materials and semi-finished clamps and enclosures to reduce the time required to manufacture the finished product.

Fugitive Emissions Control Services. We provide fugitive volatile organic compound ("VOC") emission leak detection services that include identification, monitoring, data management and reporting primarily for the chemical, refining and natural gas processing industries. These services are designed to monitor and record VOC emissions from specific process equipment and piping components as required by environmental regulations and customer requests, typically assisting the customer in enhancing an ongoing maintenance program and/or complying with present and/or future environmental regulations. We provide specialty trained technicians in the use of portable organic chemical analyzers and data loggers to measure potential leaks at designated plant components maintained in customer or our proprietary databases. The measured data is used to prepare standard reports in compliance with the EPA and local regulatory requirements. We also provide enhanced custom-designed reports to customer specifications.

Hot Tapping Services. Our hot tapping services consist of providing a full range of hot tapping, Line-stop® and Freeze-stop® services with capabilities for up to 48" diameter pipelines. Hot tapping services involve utilizing special equipment to cut a hole in a pressurized pipeline so that a new branch pipe can be connected onto the existing pipeline without interrupting operations. Line-stop® services permit the line to be depressurized downstream so that maintenance work can be performed on the piping system. We typically perform these services by mechanically cutting into the pipeline similar to a hot tap and installing a special plugging device to stop the process flow. The Hi-stop® is a proprietary and patented procedure that allows stopping of the process flow in extreme pressures and temperatures. In some cases, we may use a line freezing procedure by injecting liquid nitrogen into installed special external chambers around the pipe to stop the process flow. Inflatable bag stops are used when a pipe is out of round or inside surface conditions of the pipe prevent a standard line stop. It can also be used to back up a line stop. A small hot tap is made into a pipe and an inflatable pipe plug is inserted into the pipe to allow the plug to stop the flow in the pipe. Additionally, we provide innovative line stop applications for unique service applications to meet customer's needs.

***Field Machining Services and Technical Bolting Services*.** We use portable machining equipment to repair or modify machinery, equipment, vessels and piping systems not easily removed from a permanent location. As opposed to conventional machining processes where the work piece rotates and the cutting tool is fixed, in field machining, the work piece remains fixed in position and the cutting tool rotates. Other common descriptions for this service are on-site or in-place machining. Field machining services include flange facing, pipe cutting, line boring, journal turning, drilling and milling. We provide customers technical bolting as a complementary service to field machining during plant shut downs or maintenance activities. These services involve the use of hydraulic or pneumatic equipment with industry standard bolt tightening techniques to achieve reliable and leak-free connections following plant maintenance or expansion projects. Additional services include bolt disassembly and hot bolting, which is a process to remove and replace a bolt as the process is operating.

Valve Repair Services. We perform on-site repairs to manual and control valves, pressure and safety relief valves as well as specialty valve actuator diagnostics and repair. We are certified and authorized to perform

testing and repairs to pressure and safety relief valves by The National Board of Boiler and Pressure Vessel Inspectors. This certification requires specific procedures, testing and documentation to maintain the safe operation of these essential plant valves. We provide special transportable trailers to the plant site which contain specialty machines to manufacture valve components without removing the valve from the piping system. In addition, we provide preventive maintenance programs for VOC specific valves and valve data management programs.

Heat Exchanger and Maintenance Services. We provide turnkey heat exchanger services that allows for blind to blind disassembly and re-assembly. Utilizing our expanding fleet of bundle extractors that allows us to pull and push the tube bundles, as well as field machining and bolting equipment, complete repairs can be made to minimize downtime using one contractor. A complete service allows us to unbolt the exchanger heads and remove the tube bundle for inspection and repair. Team is certified by The National Board of Boiler and Pressure Vessel Inspectors to make welded code repairs when necessary to the many components that make up the assembly. Based on the inspection the bundle tubes can be replaced or plugged. Assembly of the exchanger is documented by our rigid quality control process providing documented procedures and final “as assembled” bolted values.

Isolation and Test Plug Services. We install isolation plugs to provide a mechanical block of flammable atmosphere to allow for pipe cutting and welding without having to purge the piping system. The plugs are mechanically expanded to seal on the inside pipe surface and provide a venting system to prevent pressure from building up in the piping system while the system is opened. Test plugs are used to verify the integrity of welded joints by providing sealing surfaces on both sides of the weld and pressuring the void cavity in between. The test plugs allows the customer to comply with American Society of Mechanical Engineers (“ASME”) hydrostatic test requirements for welded joints without having to pressurize the whole system which may result in shutdown of other systems or environmental issues with the test medium.

Valve Insertion Services. We offer professional installation services for our patented InsertValve™. The valve installs under pressure, eliminating the need for line shut downs in the event of planned or emergency valve cut-ins. Designed for a wide range of line sizes and types, the InsertValve’s™ wedge gate sits on the valve body, not the pipe bottom. This unique feature prevents the seat from coming into contact with the cut pipe edges to significantly extend valve life. If a repair is ever needed, it is the only valve on the market that can be repaired under pressure.

Project Services. Our Project Services capabilities are a full project management solution provided to turnaround, new construction, routine maintenance and specialty welding projects. This integrated service offering brings all of Team’s service capabilities to bear for the seamless planning, training and execution of these projects meeting the demands of the customer in a timely and safe manner.

Quest Integrity Group:

Quest Integrity offers integrity management solutions to the energy industry in the form of advanced quantitative inspection and engineering assessment services and products. Quest Integrity’s advanced quantitative inspection services utilize proprietary non-destructive testing and examination (NDT/NDE) instrumentation to provide technology-enabled in-line inspections of fired heaters, piping systems and steam reformers, primarily to the process, pipeline and power industries. Additionally, Quest Integrity offers engineering assessment services enabled by proprietary software and a variety of analytical models. Effective July 1, 2013, Quest Integrity became a stand-alone reportable segment of Team.

Quest Integrity’s major service offerings are described as follows:

Furnace Tube Inspection System. Furnace Tube Inspection System (“FTIS™”) in-line inspection service provides an untethered 360-degree 100% coverage ultrasonic inspection of the internal and external surfaces of

serpentine coils of fired heaters, which are found in refineries. FTIS™ allows us to detect and quantify internal/external pipe/tube wall loss, deformation and fouling and thereby identify weak points in such heaters in order to provide customers with timely, actionable information to better manage their infrastructure.

***InVista*™.** Our proprietary InVista™ in-line inspection service provides an untethered 360-degree 100% coverage ultrasonic inspection of the internal and external surfaces of pipelines that are considered "unpiggable" or too challenging to inspect by traditional inspection methods, due to a number of factors. InVista™ allows us to detect and quantify pipe/tube internal/external wall loss, deformation, pitting and fouling in such pipelines. Our InVista™ service also provides an integrated fitness-for-service report which forecasts remaining life of the pipeline and displays the information in a highly intuitive format, providing an integrated solution set for pipeline customers.

***HYDRA*™.** Our proprietary HYDRA™ service is used for in-line inspection of buried or inaccessible piping in nuclear plants and process piping in refining and chemical facilities. HYDRA™ is a hybrid tool that combines key functionality from our FTIS™ and InVista™ in-line inspection technologies. It was developed to address specific industry challenges, such as short lengths of piping in complex configurations, foreign material exclusion and limited space for launching/receiving. The inspection data captured by HYDRA™ can be combined with our LifeQuest™ Fitness-for-Service assessment software, providing an integrated solution set for the nuclear and process industries.

Pipeline Integrity Management. We offer turn-key Pipeline Integrity Management ("PIM") services, including project management, integrity engineering and integrity management development services, in-line inspection support, land surveying, and materials equipment selection and procurement. We offer these resources on an integrated basis with our InVista™ and HYDRA™ in-line inspection services and engineering assessment capabilities, or individually as applicable.

Engineering Assessment Services. Using proprietary software and a variety of analytical models, we offer a variety of advanced engineering assessment services to customers in the process, power, pipeline, and petrochemical industries including fitness-for-service, computational mechanics, failure analysis, pipeline analysis, risk-based asset management, and materials consulting.

Acquisitions

In July 2013, we purchased a leading provider of industrial rope access services, for total consideration of approximately $12.9 million including net working capital of $1.3 million and $11.6 million allocated to goodwill and intangible assets. We expect $7.9 million of the goodwill recognized to be deductible for tax purposes. The purchase price included $1.9 million of contingent consideration.

In September 2012, we purchased TCI, a leading provider of inspection and repair services of above ground storage tanks. The TCI acquisition included total consideration of approximately $23.2 million, including net working capital of $4.1 million, $2.6 million in fixed assets and $16.4 million allocated to goodwill and intangible assets. We expect $6.7 million of the goodwill recognized to be deductible for tax purposes. The purchase price included $5.0 million of deferred consideration and $1.9 million of contingent consideration which we revalued during the second quarter of fiscal year 2014, resulting in the recognition of a non-cash gain of $2.1 million.

In August 2012, we also purchased a specialty remote digital video inspection company in New Zealand for approximately $3.0 million in cash.

Marketing and Customers

Our industrial services are marketed principally by personnel based at our service locations. We believe that these service locations are situated to facilitate timely responses to customer needs with on-call expertise, which is an important feature of selling and providing our services. Our array of integrated services also allows us to

benefit from the procurement trends of many of our customers who are seeking reductions in the number of contractors and vendors in their facilities. No single customer accounted for 10% or more of consolidated revenues during any of the last three fiscal years.

Generally, customers are billed on a time and materials basis, although some work may be performed pursuant to a fixed-price bid. Services are usually performed pursuant to purchase orders issued under written customer agreements. While most purchase orders provide for the performance of a single job, some provide for services to be performed on a run and maintain basis. Substantially all our agreements and contracts may be terminated by either party on short notice. The agreements generally specify the range of services to be performed and the hourly rates for labor. While many contracts cover specific plants or locations, we also enter into multiple-site regional or national contracts which cover multiple plants or locations.

Seasonality

We experience some seasonal fluctuations. Historically, the refining industry has scheduled plant shutdowns (commonly referred to as “turnarounds”) for the fall and spring seasons. The timing of large turnarounds can significantly impact our revenues.

Employees

At May 31, 2014, we had approximately 4,300 employees in our worldwide operations. Our employees in the U.S. are predominantly not unionized. Most of our Canadian employees and certain employees outside of North America, primarily Europe, are unionized. There have been no employee work stoppages to date and we believe our relations with our employees and their representative organizations are good.

Regulation

A significant portion of our business activities are subject to foreign, federal, state and local laws and regulations. These regulations are administered by various foreign, federal, state and local health and safety and environmental agencies and authorities, including the Occupational Safety and Health Administration of the U.S. Department of Labor and the EPA. Failure to comply with these laws and regulations may involve civil and criminal liability. From time to time, we are also subject to a wide range of reporting requirements, certifications and compliance as prescribed by various federal and state governmental agencies that include, but are not limited to, the EPA, the Nuclear Regulatory Commission, Chemical Safety Board, Department of Transportation and Federal Aviation Administration. Expenditures relating to such regulations are made in the normal course of our business and are neither material nor place us at any competitive disadvantage. We do not currently expect that compliance with such laws and regulations will require us to make material expenditures.

From time to time, during the operation of our environmental consulting and engineering services, the assets of which were sold in 1996, we handled small quantities of certain hazardous wastes or other substances generated by our customers. Under the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (the “Superfund Act”), the EPA is authorized to take administrative and judicial action to either cause parties who are responsible under the Superfund Act for cleaning up any unauthorized release of hazardous substances to do so, or to clean up such hazardous substances and to seek reimbursement of the costs thereof from the responsible parties, who are jointly and severally liable for such costs under the Superfund Act. The EPA may also bring suit for treble damages from responsible parties who unreasonably refuse to voluntarily participate in such a clean-up or funding thereof. Responsible parties include anyone who owns or operates the facility where the release occurred (either currently and/or at the time such hazardous substances were disposed of), or who by contract arranges for disposal, treatment, transportation for disposal or treatment of a hazardous substance, or who accepts hazardous substances for transport to disposal or treatment facilities selected by such person from which there is a release. We believe that our risk of liability is minimized since our handling consisted solely of maintaining and storing small samples of materials for laboratory analysis that are classified

as hazardous. Due to its prohibitive costs, we accordingly do not currently carry insurance to cover liabilities which we may incur under the Superfund Act or similar environmental statutes.

Intellectual Property

We are the holder of various patents, trademarks, trade secrets and licenses, which have not historically been material to our consolidated business operations. However, Quest Integrity has significant trade secrets and intellectual property pertaining to its in-line inspection tool technologies. This subsidiary was acquired in fiscal year 2011 and a significant amount of the purchase price was allocated to these intangible assets.

Competition

In general, competition stems from a large number of other outside service contractors. More than 100 different competitors are currently active in our markets. We believe we have a competitive advantage over most service contractors due to the quality, training and experience of our technicians, our nationwide and increasingly international service capability, our broad range of services, and our technical support and manufacturing capabilities supporting the service network. However, there are other competitors that may offer a similar range of coverage or services and include, but are not limited to, Acuren Group, Inc., Furmanite Corporation, Guardian Compliance, Mistras Group, Inc. and T.D. Williamson, Inc.

Available Information

As a public company, we are required to file periodic reports with the Securities and Exchange Commission (the "SEC") within established deadlines. Any document we file with the SEC may be viewed or copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Additional information regarding the Public Reference Room can be obtained by calling the SEC at (800) SEC-0330. Our SEC filings are also available to the public through the SEC's website located at *www.sec.gov*. Our internet website address is *www.teamindustrialservices.com.* Information contained on our website is not part of this report on Form 10-K. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, Proxy Statements and current reports on Form 8-K filed with (or furnished to) the SEC are available on our website, free of charge, as soon as reasonably practicable after we file or furnish such material. We also post our code of ethical conduct, our governance principles, our social responsibility policy and the charters of our Board of Directors' (the "Board") committees on our website. Our governance documents are available in print to any stockholder that submits a written request to Team, Inc., Attn: Corporate Secretary, 13131 Dairy Ashford, Suite 600, Sugar Land, Texas, 77478.

ITEM 1A. RISK FACTORS

Past financial performance is not necessarily a reliable indicator of future performance, and investors in our common stock should not use historical performance to anticipate results or future period trends. Investing in our common stock involves a high degree of risk. The risk factors described below should be carefully considered in addition to other information contained or incorporated by reference herein. We operate in a continually changing business environment and new risk factors emerge from time to time. We cannot predict such risk factors, nor can we assess the impact, if any, of such risk factors on our business or the extent to which any factors may cause actual results to differ materially from those projected. The following risks and uncertainties should be considered in evaluating our outlook of future Company performance.

The economic environment may affect our customers' demand for our services. Future economic uncertainty may reduce the availability of liquidity and credit and, in many cases, reduce demand for our customers' products. Disruption of the credit markets could also adversely affect our customers' ability to finance on-going maintenance and new projects, resulting in contract cancellations or suspensions, and project delays. An extended or deepening recession may result in further plant closures or other contractions in our customer base. These factors may also adversely affect our ability to collect payment for work we have

previously performed. Furthermore, our ability to expand our business could be limited if, in the future, we are unable to increase our credit capacity under favorable terms or at all. Such disruptions, should they occur, could materially impact our results of operations, financial position or cash flows.

Our revenues are heavily dependent on certain industries. Sales of our services are dependent on customers in certain industries, particularly the refining and petrochemical industries. As experienced in the past, and as expected to occur in the future, downturns characterized by diminished demand for services in these industries could have a material impact on our results of operations, financial position or cash flows.

We sell our services in highly competitive markets, which places pressure on our profit margins and limits our ability to maintain or increase the market share of our services. Our competition generally stems from other outside service contractors, many of whom offer a similar range of services. Future economic uncertainty could generally reduce demand for industrial services and thus create a more competitive bidding environment for new and existing work. No assurances can be made that we will continue to maintain our pricing model and our profit margins or increase our market share.

No assurances can be made that we will be successful in maintaining or renewing our contracts with our customers. A significant portion of our contracts and agreements with customers may be terminated by either party on short notice. Although we actively pursue the renewal of our contracts, we cannot assure that we will be able to renew these contracts or that the terms of the renewed contracts will be as favorable as the existing contracts. If we are unable to renew or replace these contracts, or if we renew on less favorable terms, we may suffer a material reduction in revenue and earnings.

No assurances can be made that we will be successful in hiring or retaining members of a skilled technical workforce. We have a skilled technical workforce and an industry recognized technician training program for each of our service lines that prepares new employees as well as further trains our existing employees. The competition for these individuals is intense. The loss of the services of a number of these individuals, or failure to attract new employees, could adversely affect our ability to perform our obligations on our customers' projects or maintenance and consequently could negatively impact the demand for our products and services.

Unsatisfactory safety performance can affect customer relationships, result in higher operating costs and negatively impact our ability to hire and retain a skilled technical workforce. Our workers are subject to the normal hazards associated with providing services at industrial facilities. Even with proper safety precautions, these hazards can lead to personal injury, loss of life, destruction of property, plant and equipment, lower employee morale and environmental damage. We are intensely focused on maintaining a strong safety environment and reducing the risk of accidents to the lowest possible level. Poor safety performance may limit or eliminate potential revenue streams from many of our largest customers and may materially increase our future insurance and other operating costs. Although we maintain insurance coverage, such coverage may be inadequate to protect us from all expenses related to these risks.

Our operations and properties are subject to extensive governmental regulation under environmental laws. Environmental laws and regulations can impose substantial sanctions for violations or operational changes that may limit our services. We must conform our operations to applicable regulatory requirements and adapt to changes in such requirements in all locations in which we operate. These actions may increase the overall costs of providing our services. Some of our services involve handling or monitoring highly regulated materials, including volatile organic compounds or hazardous wastes. Environmental laws and regulations generally impose limitations and standards for regulated materials and require us to obtain permits and comply with various other requirements. The improper characterization, handling, disposal or monitoring of regulated materials or any other failure by us to comply with increasingly complex and strictly enforced federal, state and local environmental laws and regulations or associated environmental permits could subject us to the assessment of administrative, civil and criminal penalties, the imposition of investigatory or remedial obligations, or the issuance of injunctions

that could restrict or prevent our ability to operate our business and complete contracted services. A defect in our services or faulty workmanship could result in an environmental liability if, as a result of the defect or faulty workmanship, a contaminate is released into the environment.

We currently maintain liability insurance to limit any potential loss, but there can be no assurance that our insurance will fully protect us against a claim or loss. We perform services in hazardous environments on or around high-pressure, high temperature systems and our employees are exposed to a number of hazards, including exposure to hazardous materials, explosion hazards and fire hazards. Incidents that occur at these large industrial facilities or systems, regardless of fault, may be catastrophic and adversely impact our employees and third parties by causing serious personal injury, loss of life, damage to property or the environment, and interruption of operations. Our contracts typically require us to indemnify our customers for injury, damage or loss arising out of our presence at our customers' location, regardless of fault, or the performance of our services and provide for warranties for materials and workmanship. We may also be required to name the customer as an additional insured under our insurance policies. We maintain insurance coverage against these and other risks associated with our business. Due to the high cost of general liability coverage, we maintain insurance with a self-insured retention of $3.0 million per occurrence. This insurance may not protect us against liability for certain events, including events involving pollution, product or professional liability, losses resulting from business interruption or acts of terrorism or damages from breach of contract by the Company. We cannot assure you that our insurance will be adequate in risk coverage or policy limits to cover all losses or liabilities that we may incur. Moreover, in the future, we cannot assure that we will be able to maintain insurance at levels of risk coverage or policy limits that we deem adequate. Any future damages caused by our products or services that are not covered by insurance or are in excess of policy limits could have a material adverse effect on our results of operations, financial position or cash flows.

We are involved and are likely to continue to be involved in legal proceedings, which will increase our costs and, if adversely determined, could have a material effect on our results of operations, financial position or cash flows. We are currently a defendant in legal proceedings arising from the operation of our business and it is reasonable to expect that we will be named in future actions. Most of the legal proceedings against us arise out of the normal course of performing services at customer facilities, and include claims for workers' compensation, personal injury and property damage. Legal proceedings can be expensive to defend and can divert the attention of management and other personnel for significant periods of time, regardless of the ultimate outcome. An unsuccessful defense of a liability claim could have an adverse effect on our business, results of operations, financial position or cash flows.

Economic, political and other risks associated with international operations could adversely affect our business. A portion of our operations are conducted and located outside the United States and, accordingly, our business is subject to risks associated with doing business internationally, including changes in foreign currency exchange rates, instability in political or economic conditions, difficulty in repatriating cash proceeds, differing employee relations, differing regulatory environments, trade protection measures, and difficulty in administering and enforcing corporate policies which may be different than the normal business practices of local cultures. In many foreign countries, particularly in those with developing economies, it is common to engage in business practices that are prohibited by U.S. and foreign anti-corruption regulations applicable to us such as the U.S. Foreign Corrupt Practices Act and the United Kingdom Bribery Act. Our international business operations may include projects in countries where corruption is prevalent. Although we have, and continue to, implement policies and procedures designed to ensure compliance with these laws, there can be no assurance that all of our employees, contractors or agents, including those representing us in countries where practices which violate such anti-corruption laws may be customary, will not take actions in violation of our policies and procedures. Any violation of foreign or U.S. laws by our employees, contractors or agents, even if such violation is prohibited by our policies and procedures, could have a material adverse effect on our results of operations, financial position or cash flows.

Our growth strategy entails risk for investors. We intend to continue to pursue acquisitions in, or complementary to, the specialty maintenance and construction services industry to complement and diversify our

existing business. We may not be able to continue to expand our market presence through attractive acquisitions, and any future acquisitions may present unforeseen integration difficulties or costs. From time to time, we make acquisitions of other businesses that enhance our services or geographic scope. No assurances can be made that we will realize the cost savings, synergies or revenue enhancements that we may anticipate from any acquisition, or that we will realize such benefits within the time frame that we expect. If we are not able to address the challenges associated with acquisitions and successfully integrate acquired businesses, or if our integrated product and service offerings fail to achieve market acceptance, our business could be adversely affected. The consideration paid in connection with an acquisition may also affect our share price or future financial results depending on the structure of such consideration. To the extent we issue stock or other rights to purchase stock, including options or other rights, existing shareholders may be diluted and earnings per share may decrease. In addition, acquisitions may result in the incurrence of additional debt.

The price of our outstanding securities may be volatile. It is possible that in some future quarter or quarters our revenues, operating results or other measures of financial performance will not meet the expectations of public stock market analysts or investors, which could cause the price of our outstanding securities to decline or be volatile. Historically, our quarterly and annual sales and operating results have fluctuated. We expect fluctuations to continue in the future. In addition to general economic and political conditions, the following factors may affect our sales and operating results: the timing of significant customer orders, the timing of planned maintenance projects at customer facilities, changes in competitive pricing, wide variations in profitability by product line, variations in operating expenses, rapid increases in raw material and labor costs, the timing of announcements or introductions of new products or services by us, our competitors or our respective customers, the acceptance of those services, our ability to adequately meet staffing requirements with qualified personnel, relative variations in manufacturing efficiencies and costs, and the relative strength or weakness of international markets. Since our quarterly and annual revenues and operating results vary, we believe that period-to-period comparisons are not necessarily meaningful and should not be relied upon as indicators of our future performance.

Our business may be adversely impacted by work stoppages, staffing shortages and other labor matters. At May 31, 2014, we had approximately 4,300 employees approximately 700 of whom were located in Canada and Europe where employees predominantly are represented by unions. Although we believe that our relations with our employees are good and we have had no strikes or work stoppages, no assurances can be made that we will not experience these and other types of conflicts with labor unions, works councils, other groups representing employees, or our employees in general, or that any future negotiations with our labor unions will not result in significant increases in the cost of labor.

Climate change legislation or regulations restricting emissions of "greenhouse gases" could result in reduced demand for our services and products. Scientific studies have suggested that emissions of certain gases, commonly referred to as "greenhouse gases" may be contributing to warming of the earth's atmosphere. As a result, there have been a variety of regulatory developments, proposals or requirements and legislative initiatives that have been introduced in the United States (and other parts of the world) that are focused on restricting the emission of carbon dioxide, methane and other greenhouse gases. The adoption and implementation of any regulations which impose limiting emissions of carbon dioxide and other greenhouse gases from customers for whom we provide repair and maintenance services could affect demand for our products and services.

Interruptions in the proper functioning of our information systems could disrupt operations and cause increases in costs and/or decreases in revenues. The proper functioning of our information systems is critical to the successful operation of our business. Although our information systems are protected through physical and software safeguards, our information systems are still vulnerable to natural disasters, power losses, telecommunication failures and other problems. If critical information systems fail or are otherwise unavailable, our business operations could be adversely affected.

New regulations related to conflict-free minerals may cause us to incur additional expenses. The Dodd-Frank Wall Street Reform and Consumer Protection Act contains provisions to improve transparency and accountability regarding the use of "conflict" minerals mined from the Democratic Republic of Congo and

adjoining countries ("DRC"). The SEC has established new annual disclosure and reporting requirements for those companies who use "conflict" minerals sourced from the DRC in their products. These new requirements could limit the pool of suppliers who can provide conflict-free minerals and as a result, we cannot ensure that we will be able to obtain these minerals at competitive prices. Compliance with these new requirements may also increase our costs. In addition, we may face challenges with our customers if we are unable to sufficiently verify the origins of the minerals used in our products.

Other risk factors. Other risk factors may include interruption of our operations, or the operations of our customers due to fire, hurricanes, earthquakes, power loss, telecommunications failure, terrorist attacks, labor disruptions, health epidemics and other events beyond our control.

Any one of these factors, or a combination of these factors, could materially affect our future results of operations, financial position or cash flows and whether any forward-looking statements in this Form 10-K ultimately prove to be accurate.

ITEM 1B. UNRESOLVED STAFF COMMENTS

NONE

ITEM 2. PROPERTIES

We own several facilities used in our operations. Our 140,000 square foot facility in Alvin, Texas consists of our primary training facility and ISO-9001 certified manufacturing facility for clamps, enclosures, and sealants. Additionally, we own a 30,000 square foot manufacturing facility in Houston, Texas and an 11,000 square foot equipment distribution facility in Pearland, Texas. We also own offices for our branch service locations in the following areas:

- Beaumont, Texas (27,000 square feet)
- Pasadena, Texas (27,000 square feet)
- Tulsa, Oklahoma (23,000 square feet)
- Stafford, Texas (20,000 square feet)
- Edmonton, Alberta (17,000 square feet)
- Milwaukee, Wisconsin (10,000 square feet)

All other facilities used in our operations are provided through operating leases.

Included in assets held for sale is $5.2 million pertaining to 50 acres purchased in October 2007 on which we had previously planned to construct future facilities in Pearland, Texas. During the fourth quarter of fiscal year 2012, we decided not to proceed with construction of the future facilities at this location and recognized a $1.7 million asset write-down of pre-construction building costs and capitalized interest. The property is being actively marketed using the services of a broker.

We believe that our property and equipment are adequate for our current needs, although additional investments are expected to be made in property and equipment for expansion, replacement of assets at the end of their useful lives and in connection with corporate development activities.

ITEM 3. LEGAL PROCEEDINGS

Con Ed Matter—We have, from time to time, provided temporary leak repair services for the steam operations of Con Ed located in New York City. In July 2007, a Con Ed steam main located in midtown Manhattan ruptured causing one death and other injuries and property damage. As of May 31, 2014, ninety-five lawsuits have been filed against Con Ed, the City of New York and Team in the Supreme Courts of New York

located in Kings, New York and Bronx County, alleging that our temporary leak repair services may have contributed to the cause of the rupture. The lawsuits seek generally unspecified compensatory damages for personal injury, property damage and business interruption. Additionally, on March 31, 2008, we received a letter from Con Ed alleging that our contract with Con Ed requires us to indemnify and defend Con Ed for additional claims filed against Con Ed as a result of the rupture. Con Ed filed an action to join Team and the City of New York as defendants in all lawsuits filed against Con Ed that did not include Team and the City of New York as direct defendants. We are vigorously defending the lawsuits and Con Ed's claim for indemnification. We are unable to estimate the amount of liability to us, if any, associated with these lawsuits and the claim for indemnification. We maintain insurance coverage, subject to a deductible limit of $250,000, which we believe should cover these claims. We have not accrued any liability in excess of the deductible limit for the lawsuits. We do not believe the ultimate outcome of these matters will have a material adverse effect on our financial position, results of operations, or cash flows.

We are involved in various other lawsuits and are subject to various claims and proceedings encountered in the normal conduct of business. In our opinion, any uninsured losses that might arise from these lawsuits and proceedings will not have a materially adverse effect on our consolidated financial statements.

ITEM 4. MINE SAFETY DISCLOSURES

NOT APPLICABLE

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

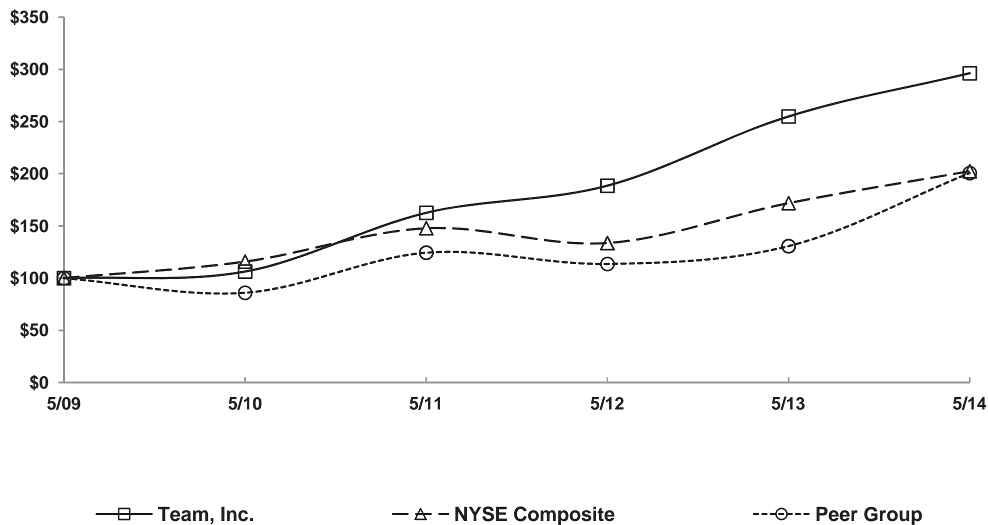
Market Information

Our stock is traded on the NYSE under the symbol "TISI". The table below reflects the high and low sales prices of our common stock by quarter for the fiscal years ended May 31, 2014 and 2013, respectively.

	Sales Price	
	High	**Low**
2014		
Quarter ended:		
August 31, 2013	$41.77	$35.20
November 30, 2013	$41.13	$32.33
February 28, 2014	$48.09	$37.70
May 31, 2014	$45.05	$40.00
2013		
Quarter ended:		
August 31, 2012	$32.63	$25.61
November 30, 2012	$36.90	$30.24
February 28, 2013	$45.66	$35.34
May 31, 2013	$46.66	$34.64

Performance Graph

The following performance graph compares the performance of our common stock to the NYSE Composite Index and a Peer Group Index. The comparison assumes $100 was invested on May 31, 2009 in our common stock, the NYSE Composite Index and a Peer Group Index. The values of each investment are based on share price appreciation, with reinvestment of all dividends, assuming any were paid. For each graph, the investments are assumed to have occurred at the beginning of each period presented. The following companies are included in our Peer Group Index used in the graph: Furmanite Corporation, Matrix Service Company, Englobal Corporation and Mistras Group, Inc.



*$100 invested on 5/31/09 in stock or index, including reinvestment of dividends.
Fiscal year ending May 31.

	5/09	5/10	5/11	5/12	5/13	5/14
Team, Inc.	100.00	106.29	162.54	188.55	254.91	296.25
NYSE Composite	100.00	115.81	147.80	133.59	171.84	202.48
Peer Group	100.00	85.96	124.39	113.56	130.63	200.63

Notes: The above information was provided by Research Data Group, Inc.

Holders

There were 171 holders of record of our common stock as of July 29, 2014 excluding beneficial owners of stock held in street name.

Dividends

No cash dividends were declared or paid during the fiscal years ended May 31, 2014, 2013 and 2012. We are not permitted to pay cash dividends without the consent of our bank syndicate. Accordingly, we have no present intention to pay cash dividends in the foreseeable future. Additionally, any future dividend payments will continue to depend on our financial condition, market conditions and other matters deemed relevant by the Board.

Securities Authorized for Issuance Under Equity Compensation Plans

This information has been omitted from this report on Form 10-K as we intend to file such information in our definitive proxy statement no later than 120 days following the close of our fiscal year ended May 31, 2014. The information required regarding equity compensation plans is hereby incorporated by reference.

ITEM 6. SELECTED FINANCIAL DATA

The following is a summary of selected financial information for the five years ended May 31, (in thousands, except per share data):

	2014	2013	2012	2011	2010
Revenues	$749,527	$714,311	$623,740	$508,020	$453,869
Operating income	$ 53,421	$ 55,602	$ 56,497	$ 42,475	$ 24,777
Net income available to Team shareholders	$ 29,855	$ 32,436	$ 32,911	$ 26,585	$ 12,275
Net income per share					
Basic	$ 1.46	$ 1.61	$ 1.67	$ 1.38	$ 0.65
Diluted	$ 1.40	$ 1.53	$ 1.59	$ 1.32	$ 0.63
Weighted-average shares outstanding					
Basic	20,439	20,203	19,667	19,206	18,923
Diluted	21,285	21,166	20,660	20,083	19,510
Depreciation and amortization	$ 21,468	$ 19,664	$ 17,469	$ 14,584	$ 12,509
Share-based compensation	$ 4,239	$ 3,931	$ 4,386	$ 4,993	$ 5,009
Capital expenditures	$ 33,016	$ 26,068	$ 23,924	$ 13,158	$ 7,711
Balance sheet data:					
Total assets	$484,941	$460,203	$403,788	$355,486	$264,989
Long-term debt and other long-term liabilities	$ 92,753	$ 95,209	$ 97,131	$ 86,299	$ 56,795
Stockholders' equity	$317,045	$292,190	$245,001	$209,446	$165,192
Working capital	$173,671	$174,114	$157,019	$130,533	$107,343
Non-controlling interest	$ 5,678	$ 5,384	$ 5,097	$ 4,983	$ —

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following review of our results of operations and financial condition should be read in conjunction with Item 1 "Business," Item 1A "Risk Factors," Item 2 "Properties," and Item 8 "Consolidated Financial Statements and Supplementary Data," included in this Form 10-K.

CAUTIONARY STATEMENT FOR THE PURPOSE OF SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. In addition, other written or oral statements that constitute forward-looking statements may be made by us or on behalf of the Company in other materials we release to the public including all statements, other than statements of historical facts, included or incorporated by reference in this Form 10-K, that address activities, events or developments which we expect or anticipate will or may occur in the future. You can generally identify our forward-looking statements by the words "anticipate," "believe," "expect," "plan," "intend," "estimate," "project," "projection," "predict," "budget," "forecast," "goal," "guidance," "target," "will," "could," "should," "may" and similar expressions.

We based our forward-looking statements on our reasonable beliefs and assumptions, and our current expectations, estimates and projections about ourselves and our industry. We caution that these statements are not guarantees of future performance and involve risks, uncertainties and assumptions that we cannot predict. In addition, we based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. We wish to ensure that such statements are accompanied by meaningful cautionary statements, so as to obtain the protections of the safe harbor established in the Private Securities Litigation Reform Act of 1995. New risk factors emerge from time to time and it is not possible for us to predict all such risk factors, nor can we assess the impact of all such risk 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. Accordingly, forward-looking statements cannot be relied upon as a guarantee of future results and involve a number of risks and uncertainties that could cause actual results to differ materially from those projected in the statements, including, but not limited to the statements under "Risk Factors." We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

This Management's Discussion and Analysis of Financial Condition and Results of Operations is provided as a supplement to the accompanying consolidated financial statements and notes to help provide an understanding of our financial condition, changes in financial condition, and results of operations.

General Information

We are a leading provider of specialty industrial services, including inspection and assessment, required in maintaining high temperature and high pressure piping systems and vessels that are utilized extensively in the refining, petrochemical, power, pipeline and other heavy industries. Through fiscal year 2013, we operated in only one segment—the industrial services segment (see Note 15). Within the industrial services segment, we were organized as two divisions. Our TCM division provided the services of inspection and assessment and field heat treating. Our TMS division provided mechanical services.

Effective July 1, 2013, we implemented a reorganization of our business divisions to conduct operations in three segments: IHT, MS and Quest Integrity. While our services have been realigned in three business groups, we believe our services broadly fall into three different classifications that have unique customer demand drivers: inspection and assessment services, turnaround services, and on-stream services.

Inspection and assessment services are offered in both IHT Quest Integrity. The IHT Group provides basic and advanced non-destructive testing services for the process, pipeline and power sectors, pipeline integrity management services, as well as associated engineering and assessment services. These services can be offered while facilities are running (on-stream), during facility turnarounds or during new construction or expansion activities. Quest Integrity provides integrity and reliability management solutions for the process, pipeline and power sectors. These solutions encompass two broadly-defined disciplines: (1) highly specialized in-line inspection services for unpiggable process piping and pipelines using proprietary in-line inspection tools and analytical software; and (2) advanced condition assessment services through a multi-disciplined engineering team. We believe there is a general growth in market demand for inspection and assessment services as improved inspection technologies enable better information about asset reliability to be available to facility owners and operators.

Turnaround services are offered in both IHT and MS. These services are project-related and demand is a function of the number and scope of scheduled and unscheduled facility turnarounds as well as new industrial facility construction or expansion. Turnaround services include the field machining, technical bolting, field valve repair, heat exchanger repair, and isolation test plugging services that are part of MS and the field heat treating services that are part of IHT.

On-stream services are offered by MS and represent the services offered while plants are operating and under pressure. These services include leak repair, fugitive emissions control and hot tapping. We believe demand for on-stream services is a function of the population of the existing infrastructure of operating industrial facilities.

We offer these services in over 125 locations throughout the world. Our industrial services are available 24 hours a day, 7 days a week, 365 days a year. We market our services to companies in a diverse array of heavy industries which include the petrochemical, refining, power, pipeline, steel, pulp and paper industries, as well as municipalities, shipbuilding, OEMs, distributors, and some of the world's largest engineering and construction firms. Our services are also provided across a broad geographic reach.

Year Ended May 31, 2014 Compared to Year Ended May 31, 2013

The following table sets forth the components of revenue and operating income from our operations for fiscal years 2014 and 2013 (in thousands):

	Year Ended May 31,		Increase (Decrease)	
	2014	2013	$	%
Revenues by business segment:				
IHT	$408,259	$380,518	$27,741	7%
MS	275,322	276,360	(1,038)	(0)%
Quest Integrity	65,946	57,433	8,513	15%
Total	$749,527	$714,311	$35,216	5%
Operating income:				
IHT	$ 47,787	$ 45,307	$ 2,480	5%
MS	26,177	29,228	(3,051)	(10)%
Quest Integrity	9,260	9,400	(140)	(1)%
Corporate and shared support	(29,803)	(28,333)	(1,470)	5%
Total	$ 53,421	$ 55,602	$ (2,181)	(4)%

Revenues. Total revenues increased 5% or $35 million in 2014 versus 2013, with IHT revenues growing $27.7 million, Quest Integrity revenues growing $8.5 million and MS revenues being relatively flat year over year. The IHT business is comprised of both traditional and advanced NDE services, as well as Heat Treating services. The IHT NDE services were $320 million in 2014, up $35 million or 12% from 2013 . The growth in NDE inspection includes $4.8 million from acquired businesses. IHT Heat Treating services, which are fundamentally performed in turnarounds or projects, were $90 million, down $8 million or 8% from 2013 due to fewer large project opportunities.

MS includes both on-stream and turnaround/project services. On-stream services were $159 million in 2014, up $15 million or 11% over 2013. Turnaround services within MS were $116 million, down $20 million or 15% from 2013. The decline in turnaround/project services was impacted by a reduction in the number of very large turnaround projects in the first half of the year compared to the first half of 2013.

Quest Integrity revenues increased $8.5 million or 15% in 2014 from 2013 and reflect a slowing of revenue growth in the fourth quarter due primarily to deferral of projects into fiscal year 2015.

Operating income. Total operating income (earnings before interest and taxes) was $53.4 million in 2014 compared to $55.6 million in 2013, a decline of $2 million or 4%. Included in operating income in the IHT group in 2014 is a $2.1 million non-cash gain from the revaluation of contingent consideration (see Note 2). Changes in operating income within business groups were driven primarily by revenue changes. However, with respect to Quest Integrity, our investment in next generation tools caused engineering and development costs, which are included in cost of sales and SG&A expenses, to increase 36% to $4.9 million from fiscal year 2013. As a result, Quest Integrity's operating profit was flat when compared to fiscal year 2013, in spite of the 15% increase in its revenues. Corporate and shared support costs include $0.8 million of severance incurred in the first quarter associated with the business unit reorganization.

Foreign currency loss. Non-operating results include $4.2 million currency transaction losses for the year ended May 31, 2014 compared to losses of $0.9 million for the year ended May 31, 2013. Currency transaction losses are primarily due to fluctuations between the Venezuelan Bolivar and the U.S. Dollar. We account for Venezuela as a highly-inflationary economy and accordingly, all currency fluctuations between the Bolivar and the U.S. Dollar are recorded in our statement of operations. Due to the recent devaluations of the Bolivar, we recorded a $4.0 million foreign currency loss during the year ended May 31, 2014. At May 31, 2014 after giving effect to the revaluations in 2014, our Venezuelan subsidiary had remaining net assets of $0.7 million.

Taxes. The provision for income tax was $16.2 million on pre-tax income of $46.4 million for the year ended May 31, 2014 compared to the provision for income tax of $19.2 million on pre-tax income of $51.9 million for the year ended May 31, 2013. The effective tax rate was 35% for the year ended May 31, 2014 and 37% for the year ended May 31, 2013. The reduction in the effective tax rate was due to foreign exchange rate changes to deferred tax liability accounts and the Company expects fiscal year 2015 effective tax rates to be about 36% of pre-tax income.

Year Ended May 31, 2013 Compared to Year Ended May 31, 2012

The comparative discussion of changes in operating results between 2013 and 2012 has been recast to conform to the business group reorganization effected on July 1, 2013.

The following table sets forth the components of revenue and operating income from our operations for fiscal years 2013 and 2012 (in thousands):

	Year Ended May 31,		Increase (Decrease)	
	2013	2012	$	%
Revenues by business segment:				
IHT	$380,518	$314,408	$66,110	21%
MS	276,360	268,910	7,450	3%
Quest Integrity	57,433	40,422	17,011	42%
Total	$714,311	$623,740	$90,571	15%
Operating income:				
IHT	$ 45,307	$ 39,408	$ 5,899	15%
MS	29,228	38,420	(9,192)	(24)%
Quest Integrity	9,400	5,261	4,139	79%
Corporate and shared support	(28,333)	(26,592)	(1,741)	7%
Total	$ 55,602	$ 56,497	$ (895)	(2)%

Revenues. Our revenues for the year ended May 31, 2013 were $714.3 million compared to $623.7 million for the year ended May 31, 2012, an increase of $90.6 million or 15%. Revenues for IHT for the year ended May 31, 2013 were $380.5 million compared to $314.4 million for the year ended May 31, 2012, an increase of $66.1 million or 21%. IHT revenue growth in fiscal year 2013 included $55 million of growth in inspection services, a 24% growth rate, of which $42 million was organic. Heat treating services grew $11 million, or 10%, primarily as a result of strong project activity in the first half of the year.

Quest Integrity revenues of $57.4 million were up 42% over the prior year as a result of expanded pipeline integrity management services and further market penetration of proprietary in-line inspection technologies.

Revenues for MS for the year ended May 31, 2013 were $276.4 million compared to $268.9 million for the year ended May 31, 2012, an increase of $7.5 million or 3%. MS revenue growth was negatively impacted by a reduction in the number of very large turnaround projects in the second half of the fiscal year 2013 as compared to the same period of fiscal year 2012.

Operating income. Total operating income (earnings before interest and taxes) was $55.6 million in 2013 compared to $56.5 million in 2012, a decline of $0.9 million or 2%. Changes in operating income within business groups were driven primarily by revenue changes. However, MS's operating profit declined disproportionately to revenue (by 24% during the year) because our indirect costs and SG&A expenses were not rebalanced as growth rates flattened in the second half of the year. This was a primary contributor to the overall gross margins decline of about 100 basis points in fiscal year 2013 versus 2012.

Foreign currency loss (gain). Non-operating results include $0.9 million currency transaction losses for the year ended May 31, 2013 compared to gains of $0.1 million for the year ended May 31, 2012. Currency transaction gains and losses are primarily due to fluctuations between the Venezuelan Bolivar and the U.S. Dollar. We account for Venezuela as a highly-inflationary economy and accordingly, all currency fluctuations between the Bolivar and the U.S. Dollar are recorded in our statement of operations. Due to the devaluation of the Bolivar in February 2013, we recorded a $0.6 million foreign currency loss during the year ended May 31, 2013.

Liquidity and Capital Resources

Financing for our operations consists primarily of vendor financing and leasing arrangements, our banking credit facility "Credit Facility" and cash flows attributable to our operations, which we believe are sufficient to fund our business needs. The Credit Facility has borrowing capacity of up to $150 million in multiple currencies, bears interest based on a variable Eurodollar rate option (LIBOR plus 1.75% margin at May 31, 2014) with the margin based on financial covenants set forth in the Credit Facility. In connection with a prior renewal of the Credit Facility, we are amortizing $0.8 million of associated debt issuance costs over the life of the Credit Facility. At May 31, 2014, we had $34.7 million of cash on hand and approximately $63 million of available borrowing capacity through our Credit Facility. Our Credit Facility matures in July 2016 and there are no mandatory payments before the maturity date. At that time, we expect to be able to renew the facility based upon our long-term relationships with each member bank of our Credit Facility and the relatively low credit leverage defined as our debt to EBITDA ratio.

In the second quarter of fiscal year 2014, we initiated the design and implementation of a new enterprise resource planning system ("ERP"), which is expected to be fully installed by the end of fiscal year 2016. Through the end of fiscal year 2014, we have capitalized $4.7 million associated with the project.

Additionally, we redeveloped Team's former headquarters in Alvin, Texas as an equipment, training and technical center for operations support. The Alvin project was completed in the spring of 2014 at a total cost of $9.7 million.

On October 1, 2013, our Board approved an initial $25 million stock repurchase plan, superseding and replacing our previous stock repurchase plan. During the second quarter of fiscal year 2014, we repurchased 369,900 shares for a total cost of $13.3 million. These shares, along with 89,569 shares purchased under a previous plan in a prior period at a cost of $1.3 million, were retired and are not included in common stock issued and outstanding as of May 31, 2014. The retirement of the shares purchased resulted in a reduction in common stock of $0.1 million, a reduction of $2.2 million to additional paid-in capital, and a $12.3 million reduction in retained earnings. On June 23, 2014, our Board authorized an increase in the stock repurchase plan limit to repurchase Team common stock up to $50 million (including the $13.3 million repurchased in the second quarter of fiscal year 2014).

Contractual Obligations

A summary of contractual obligations as of May 31, 2014 are as follows (in thousands):

	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
Long term debt obligations	$ —	$ 73,721	$ —	$ —	$ 73,721
Operating lease obligations	18,813	25,549	11,476	12,664	68,502
Other long-term liabilities	—	3,377	—	—	3,377
Total	$18,813	$102,647	$11,476	$12,664	$145,600

A summary of long-term debt and other contractual obligations as of May 31, 2014 and May 31, 2013 is as follows (in thousands):

	May 31,	
	2014	2013
Credit Facility	$73,721	$72,946
Current maturities	—	—
Long-term debt, excluding current maturities	$73,721	$72,946
Outstanding letters of credit	$13,640	$13,149
Leasing arrangements	$68,502	$58,241
Other long-term liabilities	$ 3,377	$ 5,097

Restrictions on cash. Included in our cash and cash equivalents at May 31, 2014, is $0.2 million of cash in Venezuela and $15.5 million of cash in certain foreign subsidiaries (located in primarily Europe and Canada) where earnings are considered by the Company to be permanently reinvested. In the event that some or all of this cash were to be repatriated, we would be required to accrue and pay additional taxes. While not legally restricted from repatriating this cash, we consider all undistributed earnings of these foreign subsidiaries to be indefinitely reinvested and access to cash to be limited. Similarly, the uncertain economic and political environment in Venezuela makes it very difficult to repatriate the cash of our Venezuelan subsidiary. Due to the official devaluation of the Venezuelan currency, the Bolivar, in February 2013 we recorded a devaluation loss of $0.6 million in the year ended May 31, 2013.

In the third quarter of fiscal year 2014, we began using an alternative Venezuelan, state-run exchange rate, commonly referred to as SICAD-1, to translate local currency financial statements. We believed that the SICAD-1 rate of 11.8 Bolivars per U.S. Dollar was more economically representative of what we might expect to receive in a dividend transaction than the official rate of 6.3 Bolivars per U.S. Dollar because any dividend payments that would have been approved by the Central Bank of Venezuela prior to March 2014 would likely have been converted to U.S. Dollars at the SICAD-1 rate. As a result of the revaluation, we recognized a $1.9 million foreign currency loss in the third quarter of fiscal year 2014.

In March 2014, a market-based, state-run exchange, commonly referred to as SICAD-2, was initiated by the Central Bank of Venezuela. As of the beginning of the fourth quarter, Team began using the nascent market-based, state-run exchange rate, commonly referred to as SICAD-2 (approximately 50 Bolivars to the U.S. Dollar) to translate local currency financial statements, changing from the SICAD-1 rate (which fluctuated between 10 and 11.8 Bolivars per U.S. Dollar) which had been adopted at the beginning of the third quarter of fiscal year 2014. As a result, Team incurred an additional $2.1 million currency exchange loss associated with a further revaluation of our Venezuelan business in the fourth quarter of fiscal year 2014.

At May 31, 2014, after giving effect to the revaluations in fiscal year 2014, our Venezuelan subsidiary had net assets of $0.7 million, consisting primarily of Bolivar denominated accounts receivable.

Cash flows attributable to our operating activities. For the year ended May 31, 2014, net cash provided by operating activities was $52.9 million. Positive operating cash flow was primarily attributable to net income of $30.1 million, depreciation and amortization of $21.5 million, and non-cash compensation cost of $4.2 million offset by a $3.5 million increase in working capital.

Cash flows attributable to our investing activities. For the year ended May 31, 2014, net cash used in investing activities was $40.6 million, consisting primarily of $33.0 million of capital expenditures and $10.2 million related to business acquisitions. Capital expenditures can vary depending upon specific customer needs that may arise unexpectedly.

Cash flows attributable to our financing activities. For the year ended May 31, 2014, net cash used in financing activities was $9.6 million consisting primarily of $13.3 million of cash related to the purchase of stock pursuant to our stock repurchase plan offset by $5.3 million provided by the issuance of common stock from share-based payment arrangements.

Effect of exchange rate changes on cash. For the year ended May 31, 2014, the effect of exchange rate changes on cash was a negative impact of $2.2 million. We have significant operations in Europe and Canada, as well as operations in Venezuela which is considered a highly-inflationary economy. The negative impact in the current year is primarily attributable to changes in U.S. Dollar exchange rates with Canada and Venezuela.

Critical Accounting Policies

The process of preparing financial statements in accordance with Generally Accepted Accounting Principles in the U.S. (“GAAP”) requires our management to make estimates and judgments. It is possible that materially

different amounts could be recorded if these estimates and judgments change or if actual results differ from these estimates and judgments. We have identified the following six critical accounting policies that require a significant amount of estimation and judgment and are considered to be important to the portrayal of our financial position and results of operations:

- Revenue Recognition
- Goodwill, Intangible Assets, and Non-Controlling Interest
- Income Taxes
- Workers' Compensation, Auto, Medical and General Liability Accruals
- Allowance for Doubtful Accounts
- Estimated Useful Lives

Revenue recognition. We determine our revenue recognition guidelines for our operations based on guidance provided in applicable accounting standards and positions adopted by the Financial Accounting Standards Board ("FASB") and the SEC. Most of our projects are short-term in nature and we predominantly derive revenues by providing a variety of industrial services on a time and material basis. For all of these services our revenues are recognized when services are rendered or when product is shipped to the job site and risk of ownership passes to the customer. However, due to various contractual terms with our customers, at the end of any reporting period, there may be earned but unbilled revenue that is accrued to properly match revenues with related costs. At May 31, 2014 and May 31, 2013, the amount of earned but unbilled revenue included in accounts receivable was $14.9 million and $25.5 million, respectively.

Goodwill, intangible assets and non-controlling interest. Goodwill represents the excess of costs over fair value of assets of businesses acquired. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but are instead tested for impairment at least annually in accordance with the provisions of the FASB Accounting Standards Codification ("ASC") 350, *Intangibles—Goodwill and Other*. Intangible assets with estimated useful lives are amortized over their respective estimated useful lives to their estimated residual values and reviewed for impairment in accordance with ASC 350.

Effective July 1, 2013, we implemented a reorganization of our business divisions and now conduct operations in three segments: IHT Group, MS Group and Quest Integrity Group. Each operating segment has goodwill relating to past acquisitions and we now assess goodwill for impairment at the operating segment level. Due to the changes in the underlying assumptions surrounding our goodwill testing, during the first quarter of fiscal year 2014, we performed a quantitative analysis of goodwill to test for impairment. The test for impairment is performed at the reporting unit level which is deemed to be at the operating segment level. The test was a two-step process that involved comparing the estimated fair value of each reporting unit to the reporting unit's carrying value, including goodwill. If the fair value of a reporting unit exceeded its carrying amount, the goodwill of the reporting unit was not considered impaired; therefore, the second step of the impairment test would not be deemed necessary. If the carrying amount of the reporting unit exceeded its fair value, we would then perform a second step to the goodwill impairment test to measure the amount of goodwill impairment loss to be recorded.

The fair value of the reporting units at July 1, 2013 were determined using a method based on discounted cash flow models with estimated cash flows based on internal forecasts of revenue and expenses over a four year period plus a terminal value period (the income approach). The income approach estimated fair value by discounting each reporting unit's estimated future cash flows using a discount rate that approximated our weighted-average cost of capital. The fair value derived from the income approach, in the aggregate, approximated our market capitalization. At July 1, 2013, our market capitalization exceeded the carrying value of our consolidated net assets by approximately $500 million or 170%, and the fair value of each operating segment significantly exceeded their respective carrying amounts as of that date.

On May 31, 2014, we completed our annual goodwill impairment test by performing a qualitative analysis that assessed relevant events and circumstances to evaluate whether it was more likely than not that the fair value of our individual reporting units was less than their respective carrying amount of goodwill. If, after assessing the totality of events and circumstances, an entity determines that it is more likely than not that the fair value of a reporting unit is greater than the carrying amount, then the first and second steps of the goodwill impairment test are not necessary. We evaluated considerations under ASU 2011-08, *Testing Goodwill for Impairment*, "ASU 2011-08" such as macroeconomic effects on our business, industry and market considerations, cost factors that could have a negative effect on cash flows or earnings, overall financial performance, entity-specific events, events affecting reporting units, and any realization of a sustained decrease in the price of our stock. After consideration of the aforementioned events and circumstances, we concluded that it was more likely than not that the fair value of each reporting unit was greater than its respective carrying amount of goodwill. Accordingly, we did not perform the two-step process described above for our fiscal year 2014 annual test.

There was $113.8 million and $103.5 million of goodwill at May 31, 2014 and 2013, respectively. A summary of goodwill is as follows (in thousands):

	Twelve Months Ended May 31, 2014			
	MS	IHT	Quest	Total
Balance at beginning of year	$19,131	$53,800	$30,535	$103,466
Acquisitions	—	10,386	—	10,386
Foreign currency adjustments	554	(937)	294	(89)
Balance at May 31, 2014	$19,685	$63,249	$30,829	$113,763

	Twelve Months Ended May 31, 2013			
	MS	IHT	Quest	Total
Balance at beginning of year	$19,871	$45,321	$29,810	$ 95,002
Acquisitions	(1,221)	8,624	385	7,788
Foreign currency adjustments	481	(145)	340	676
Balance at May 31, 2013	$19,131	$53,800	$30,535	$103,466

In November 2010, we purchased 95% of Quest Integrity, a leading provider of proprietary in-line inspection and advanced engineering and assessment services. We expect to purchase the remaining 5% interest ("non-controlling interest") at a consideration to be determined pursuant to a "Put/Call Agreement" that was executed at the time of the Quest acquisition. That agreement essentially rewards the 5% stakeholders with 35% of the agreed incremental value of Quest that is created after the original acquisition. The valuation of Quest Integrity will be made as of the end of fiscal 2015 and will be determined as a multiple of average EBITDA (earnings before interest, taxes, depreciation and amortization) of Quest for fiscal years 2014 and 2015, subject to certain adjustments. The incremental purchase price for the non-controlling interests will be payable in Team common stock, based upon the average value of Team's stock over the ninety trading days prior to May 31, 2015 and recorded as an equity transaction with a corresponding removal of the carrying value of the non-controlling interest. Assuming that Quest's actual EBITDA for fiscal 2014 ($14.4 million) approximates the average of actual EBITDA for fiscal 2014 and 2015 and that the ending stock price at May 31, 2014 ($41.92) approximates the average stock price over the ninety trading days prior to May 31, 2015, we estimate that approximately 558 thousand Team shares will be issued to acquire the non-controlling interests, including 213 thousand that are already included as dilutive securities in the earnings per share calculation as set forth in Note 1. This estimate is subject to change based upon actual results for Quest in 2015 and the use of Team's actual average stock price as of the measurement date of May 31, 2015.

Information regarding the change in carrying value of the non-controlling interest is set forth below (in thousands):

Fair value of non-controlling interest at November 3, 2010	$4,917
Income attributable to non-controlling interest	768
Other comprehensive income attributable to non-controlling interest	(7)
Carrying value of non-controlling interest at May 31, 2014	$5,678

Income taxes. We follow the guidance of ASC 740, *Income Taxes* ("ASC 740") which requires that we use the asset and liability method of accounting for deferred income taxes and provide deferred income taxes for all significant temporary differences. As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax payable and related tax expense together with assessing temporary differences resulting from differing treatment of certain items, such as depreciation, for tax and accounting purposes. These differences can result in deferred tax assets and liabilities, which are included within our consolidated balance sheets.

In accordance with ASC 740, we are required to assess the likelihood that our deferred tax assets will be realized and, to the extent we believe that it is more likely than not (a likelihood of more than 50%) that some portion or all of the deferred tax assets will not be realized, we must establish a valuation allowance. We consider all available evidence to determine whether, based on the weight of the evidence, a valuation allowance is needed. Evidence used includes information about our current financial position and our results of operations for the current and preceding years, as well as all currently available information about future years, including our anticipated future performance, the reversal of existing taxable temporary differences and tax planning strategies.

Management believes future sources of taxable income, reversing temporary differences and other tax planning strategies will be sufficient to realize assets for which no reserve has been established. While we have considered these factors in assessing the need for a valuation allowance, there is no assurance that a valuation allowance would not need to be established in the future if information about future years change. Any change in the valuation allowance would impact our income tax provision and net income in the period in which such a determination is made. As of May 31, 2014, we believe that it is more likely than not that we will have sufficient reversals of temporary differences and future taxable income to allow us to realize the benefits of the net deferred tax assets except for those related to net operating loss carry forwards of certain foreign subsidiaries in the amount $0.2 million, and our investment in Venezuelan operations in the amount of $0.3 million. Our belief is based upon our track record of consistent earnings over the past seven years and projections of future taxable income over the periods in which the future deductible temporary differences become deductible. As of May 31, 2014, our deferred tax assets were $12.9 million, less a valuation allowance of $0.5 million. As of May 31, 2014, our deferred tax liabilities were $21.0 million and our unrecognized tax benefits totaled $0.7 million.

Significant judgment is required in assessing the timing and amounts of deductible and taxable items for tax purposes. In accordance with ASC 740-10, we establish reserves for uncertain tax positions when, despite our belief that our tax return positions are fully supportable, we believe that certain positions may be challenged and potentially disallowed. When facts and circumstances change, we adjust these reserves through our provision for income taxes. To the extent interest and penalties may be assessed by taxing authorities on any related underpayment of income tax, such amounts have been accrued and are classified as a component of income tax expense in our Consolidated Statements of Income. As of May 31, 2014, our unrecognized tax benefits related to uncertain tax positions were $0.7 million.

Workers' compensation, auto, medical and general liability accruals. In accordance with ASC 450, *Contingencies*, we record a loss contingency when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. We review our loss contingencies on an ongoing basis to ensure that we have appropriate reserves recorded on our balance sheet. These reserves are based on historical experience with claims incurred but not received, estimates and judgments made by management, applicable insurance coverage

for litigation matters, and are adjusted as circumstances warrant. For workers' compensation, our self-insured retention is $1.0 million and our automobile liability self-insured retention is currently $500,000 per occurrence. For general liability claims we have an effective self-insured retention of $3.0 million per occurrence. For medical claims, our self-insured retention is $175,000 per individual claimant determined on an annual basis. For environmental liability claims, our self-insured retention is $500,000 per occurrence. We maintain insurance for claims that exceed such self-retention limits. The insurance is subject to terms, conditions, limitations and exclusions that may not fully compensate us for all losses. Our estimates and judgments could change based on new information, changes in laws or regulations, changes in management's plans or intentions, or the outcome of legal proceedings, settlements or other factors. If different estimates and judgments were applied with respect to these matters, it is likely that reserves would be recorded for different amounts.

Allowance for doubtful accounts. In the ordinary course of business, a percentage of our accounts receivable are not collected due to billing disputes, customer bankruptcies, dissatisfaction with the services we performed and other various reasons. We establish an allowance to account for those accounts receivable that will eventually be deemed uncollectible. The allowance for doubtful accounts is based on a combination of our historical experience and management's review of long outstanding accounts receivable.

Estimated useful lives. The estimated useful lives of our long-lived assets are used to compute depreciation expense, future asset retirement obligations and are also used in impairment testing. Estimated useful lives are based, among other things, on the assumption that we provide an appropriate level of associated capital expenditures and maintenance while the assets are still in operation. Without these continued associated capital expenditures and maintenance, the useful lives of these assets could decrease significantly. Estimated useful lives could be impacted by such factors as future energy prices, environmental regulations, various legal factors and competition. If the useful lives of these assets were found to be shorter than originally estimated, depreciation expense may increase, liabilities for future asset retirement obligations may be insufficient and impairments in carrying values of tangible and intangible assets may result.

Newly Adopted Accounting Principles

ASU 2011-05. In June 2011, the FASB issued an update to existing guidance on the presentation of comprehensive income. This update requires the presentation of the components of net income and other comprehensive income either in a single continuous statement or in two separate but consecutive statements. In addition, companies are also required to present reclassification adjustments for items that are reclassified from other comprehensive income to net income on the face of the financial statements. In December 2011, the FASB issued an accounting update to defer the effective date for presentation of reclassification of items out of accumulated other comprehensive income to net income. These updates are effective for fiscal years and interim periods beginning after December 15, 2011 with early adoption permitted. This update was adopted by Team on June 1, 2012. The adoption of this standard did not have a material effect on our results of operations, financial position or cash flows.

ASU 2011-11. In December 2011, an update was issued related to new disclosures on offsetting assets and liabilities of financial and derivative instruments. The amendments require the disclosure of gross asset and liability amounts, amounts offset on the balance sheet and amounts subject to the offsetting requirements, but not offset on the balance sheet. This standard does not amend the existing guidance on when it is appropriate to offset. The standard update is effective for annual periods beginning after January 1, 2013. The adoption of this standard did not have a material impact on our results of operations, financial position or cash flows.

ASU 2013-02. In February 2013, an update regarding other comprehensive income was issued to require entities to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, it requires entities to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of other comprehensive income by the respective line items of net income but only if the amount reclassified is required under GAAP to be reclassified to net

income in its entirety in the same reporting period. The update is effective for fiscal years beginning after December 15, 2012. This update was adopted by Team on June 1, 2013. The adoption of this update did not have a material impact on our results of operations, financial position or cash flows.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have operations in foreign countries with a functional currency that is not the U.S. Dollar. We are exposed to market risk, primarily related to foreign currency fluctuations related to these operations. A significant part of these assets relate to our operations in Europe and Canada. During the year ended May 31, 2014, the exchange rate with the Euro increased from $1.30 per Euro to $1.36 per Euro, an increase of 5%. During the same period, the exchange rate with the Canadian Dollar decreased from $0.97 per Canadian Dollar to $0.92 per Canadian Dollar, a decrease of 5%. For foreign subsidiaries with a functional currency that is not the U.S. Dollar, such as our operations in Europe and Canada, assets and liabilities are translated at period ending exchange rates. Translation adjustments for the assets and liability accounts are included as a separate component of accumulated other comprehensive income in shareholders' equity. Foreign currency translation losses in other comprehensive income were $1.6 million for the year ended May 31, 2014.

We carry Euro based debt to serve as a hedge of our net investment in our European operations as fluctuations in the fair value of the borrowing attributable to the U.S. Dollar/Euro spot rate will offset translation gains or losses attributable to our investment in our European operations. We are exposed to market risk, primarily related to foreign currency fluctuations related to the unhedged portion of our investment in our European operations.

We account for Venezuelan operations pursuant to accounting guidance for hyperinflationary economies. Following the designation of the Venezuelan economy as hyperinflationary, we ceased recording the effects of currency fluctuations to accumulated other comprehensive income and began reflecting all effects as a component of other income in our statement of operations. As discussed above, there was an official devaluation of the Venezuelan currency, the Bolivar, in February 2013 which resulted in the recognition of a devaluation loss of $0.6 million in the year ended May 31, 2013.

In the third quarter of fiscal year 2014, we began using an alternative Venezuelan, state-run exchange rate, commonly referred to as SICAD-1, to translate local currency financial statements. We believed that the SICAD-1 rate of 11.8 Bolivars per U.S. Dollar was more economically representative of what we might expect to receive in a dividend transaction than the official rate of 6.3 Bolivars per U.S. Dollar because any dividend payments that would have been approved by the Central Bank of Venezuela prior to March 2014 would likely have been converted to U.S. Dollars at the SICAD-1 rate. As a result of the revaluation, we recognized a $1.9 million foreign currency loss in the third quarter of fiscal year 2014.

In March 2014, a market-based, state-run exchange, commonly referred to as SICAD-2, was initiated by the Central Bank of Venezuela. As of the beginning of the fourth quarter, Team began using the nascent market-based, state-run exchange rate, commonly referred to as SICAD-2 (approximately 50 Bolivars to the U.S. Dollar) to translate local currency financial statements, changing from the SICAD-1 rate (which fluctuated between 10 and 11.8 Bolivars per U.S. Dollar) which had been adopted at the beginning of the third quarter of fiscal year 2014. As a result, Team incurred an additional $2.1 million currency exchange loss associated with a further revaluation of our Venezuelan business in the fourth quarter of fiscal year 2014.

At May 31, 2014, after giving effect to the revaluations in fiscal year 2014, our Venezuelan subsidiary had net assets of $0.7 million, consisting primarily of Bolivar denominated accounts receivable.

We hold certain floating-rate obligations. We are exposed to market risk primarily related to potential increases in interest rates related to our debt.

ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our financial statements and financial statement schedules, found at the end of this annual report on Form 10-K, are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There have been no disagreements concerning accounting and financial disclosures with our independent accountants during any of the periods presented.

ITEM 9A. CONTROLS AND PROCEDURES

Limitations on effectiveness of control. Our management, including the principal executive and financial officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The design of our control system reflects the fact that there are resource constraints and the benefits of such controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control failures and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts, by collusion of two or more people, or by management override of the controls. The design of any system of controls is also based in part on certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of management's assessments of the current effectiveness of our disclosure controls and procedures and its internal control over financial reporting are subject to risks. However, our disclosure controls and procedures are designed to provide reasonable assurance that the objectives of our control system are met.

Evaluation of disclosure controls and procedures. As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer ("CEO") and our Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act")). This evaluation included consideration of the various processes carried out under the direction of our disclosure committee in an effort to ensure that information required to be disclosed in our SEC reports is recorded, processed, summarized and reported within the time periods specified by the SEC. This evaluation also considered the work completed relating to our compliance with Section 404 of the Sarbanes-Oxley Act of 2002.

Based on this evaluation, our CEO and CFO concluded that, as of May 31, 2014, our disclosure controls and procedures were operating effectively to ensure that the information required to be disclosed in our SEC reports is recorded, processed, summarized and reported within the requisite time periods and that such information is accumulated and communicated to management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Exchange Act Rule 13a-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our consolidated financial statements for external purposes in accordance with U.S. GAAP.

Internal control over financial reporting cannot provide absolute assurance of achieving financial objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting can also be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

We have used the framework set forth in the report entitled *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992) to evaluate the effectiveness of our internal control over financial reporting. We have concluded that our internal control over financial reporting was effective as of May 31, 2014.

Attestation report of the registered public accounting firm. The attestation report of KPMG LLP, the Company's independent registered public accounting firm, on the Company's internal control over financial reporting is set forth in this Annual Report on Form 10-K on page 32 and is incorporated herein by reference.

Changes in internal control over financial reporting**.** There were no changes in our internal control over financial reporting (as defined in Rules 13a-13(f) and 15d-15(f) of the Securities Exchange Act) that have materially affected or are reasonably likely to materially affect our internal control over financial reporting during the fourth quarter of our fiscal year ended May 31, 2014.

ITEM 9B. OTHER INFORMATION

None.

PART III

The information for the following items of Part III has been omitted from this Report on Form 10-K since we will file, not later than 120 days following the close of our fiscal year ended May 31, 2014, our Definitive Proxy Statement. The information required by Part III will be included in that proxy statement and such information is hereby incorporated by reference, with the exception of the information under the headings “Compensation Committee Report.”

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

ITEM 11. EXECUTIVE COMPENSATION

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements

The financial statements and notes thereto can be found on the following pages:

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Consolidated Balance Sheets as of May 31, 2014 and 2013	34
Consolidated Statements of Income for the Years Ended May 31, 2014, 2013 and 2012	35
Consolidated Statements of Comprehensive Income for the Years Ended May 31, 2014, 2013 and 2012	36
Consolidated Statements of Shareholders' Equity for the Years Ended May 31, 2014, 2013 and 2012	37
Consolidated Statements of Cash Flows for the Years Ended May 31, 2014, 2013 and 2012	38
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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Team, Inc. and Subsidiaries:

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

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

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

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

In our opinion, Team Inc. maintained, in all material respects, effective internal control over financial reporting as of May 31, 2014, based on criteria established in *Internal Control—Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Team Inc. and subsidiaries as of May 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the years in the three-year period ended May 31, 2014, and our report dated August 8, 2014 expressed an unqualified opinion on those consolidated financial statements.

(signed) KPMG LLP

Houston, Texas
August 8, 2014

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Team, Inc. and Subsidiaries:

We have audited the accompanying consolidated balance sheets of Team, Inc. and subsidiaries (the Company) as of May 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the years in the three-year period ended May 31, 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated 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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Team, Inc. and Subsidiaries as of May 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the three-year period ended May 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Team, Inc.'s internal control over financial reporting as of May 31, 2014, based on criteria established in *Internal Control—Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated August 8, 2014 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

(signed) KPMG LLP

Houston, Texas
August 8, 2014

TEAM, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	May 31, 2014	May 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 34,656	$ 34,201
Receivables, net of allowance of $4,784 and $5,438	175,601	172,108
Inventory	25,537	26,507
Deferred income taxes	4,717	5,321
Prepaid expenses and other current assets	8,303	8,781
Total current assets	248,814	246,918
Property, plant and equipment, net	89,961	74,939
Assets held for sale	5,207	5,207
Intangible assets, net of accumulated amortization of $12,698 and $9,039	23,513	25,950
Goodwill	113,763	103,466
Other assets, net	1,248	2,907
Deferred income taxes	2,435	816
Total assets	$484,941	$460,203
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 21,755	$ 22,411
Other accrued liabilities	48,391	49,165
Income taxes payable	4,997	1,228
Total current liabilities	75,143	72,804
Deferred income taxes	15,655	17,166
Long-term debt	73,721	72,946
Other long-term liabilities	3,377	5,097
Total liabilities	167,896	168,013
Commitments and contingencies		
Equity:		
Preferred stock, 500,000 shares authorized, none issued	—	—
Common stock, par value $0.30 per share, 60,000,000 and 30,000,000 shares authorized; 20,477,938 and 20,587,808 shares issued	6,142	6,176
Additional paid-in capital	105,872	99,278
Retained earnings	202,032	184,485
Accumulated other comprehensive loss	(2,679)	(1,789)
Treasury stock at cost, 0 and 89,569 shares	—	(1,344)
Total Team shareholders' equity	311,367	286,806
Non-controlling interest	5,678	5,384
Total equity	317,045	292,190
Total liabilities and equity	$484,941	$460,203

See accompanying notes to consolidated financial statements.

TEAM, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)

	Twelve Months Ended May 31,		
	2014	2013	2012
Revenues	$749,527	$714,311	$623,740
Operating expenses	527,611	501,346	428,689
Gross margin	221,916	212,965	195,051
Selling, general and administrative expenses	171,455	158,355	139,737
Earnings from unconsolidated affiliates	822	992	1,183
Gain on revaluation of contingent consideration	2,138	—	—
Operating income	53,421	55,602	56,497
Interest expense, net	2,851	2,734	2,380
Write-down of property costs	—	—	1,658
Foreign currency loss (gain)	4,185	943	(31)
Earnings before income taxes	46,385	51,925	52,490
Less: Provision for income taxes (see Note 9)	16,236	19,211	19,422
Net income	30,149	32,714	33,068
Less: Income attributable to non-controlling interest	294	278	157
Net income available to Team shareholders	$ 29,855	$ 32,436	$ 32,911
Net income per share: Basic	$ 1.46	$ 1.61	$ 1.67
Net income per share: Diluted	$ 1.40	$ 1.53	$ 1.59

See accompanying notes to consolidated financial statements.

TEAM, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	Twelve Months Ended May 31,		
	2014	2013	2012
Net income	$30,149	$32,714	$33,068
Foreign currency translation adjustment	(1,613)	1,070	(8,264)
Foreign currency hedge	(775)	(674)	2,385
Tax benefit attributable to other comprehensive income	1,498	411	318
Total comprehensive income	29,259	33,521	27,507
Less: Total comprehensive income attributable to non-controlling interest	294	287	114
Total comprehensive income available to Team shareholders	$28,965	$33,234	$27,393

See accompanying notes to consolidated financial statements.

TEAM, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands)

	Common Shares	Treasury Shares	Common Stock	Treasury Stock	Additional Paid in Capital	Non Controlling Interest	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at May 31, 2011	19,571	(90)	$5,871	$ (1,344)	$ 77,867	$4,983	$119,138	$ 2,931	$209,446
Net income	—	—	—	—	—	—	33,068	—	33,068
Foreign currency translation adjustment, net of tax	—	—	—	—	—	—	—	(7,018)	(7,018)
Foreign currency hedge, net of tax	—	—	—	—	—	—	—	1,457	1,457
Comprehensive income attributable to non-controlling interest	—	—	—	—	—	114	(157)	43	—
Non-cash compensation	—	—	—	—	4,386	—	—	—	4,386
Vesting of stock awards	106	—	31	—	(899)	—	—	—	(868)
Exercise of stock options	278	—	83	—	2,914	—	—	—	2,997
Tax benefit of exercise of stock options	—	—	—	—	1,533	—	—	—	1,533
Balance at May 31, 2012	19,955	(90)	5,985	(1,344)	85,801	5,097	152,049	(2,587)	245,001
Net income	—	—	—	—	—	—	32,714	—	32,714
Foreign currency translation adjustment, net of tax	—	—	—	—	—	—	—	1,200	1,200
Foreign currency hedge, net of tax	—	—	—	—	—	—	—	(393)	(393)
Comprehensive income attributable to non-controlling interest	—	—	—	—	—	287	(278)	(9)	—
Non-cash compensation	—	—	—	—	3,931	—	—	—	3,931
Vesting of stock awards	124	—	38	—	(1,572)	—	—	—	(1,534)
Exercise of stock options	509	—	153	—	8,122	—	—	—	8,275
Tax benefit of exercise of stock options	—	—	—	—	2,996	—	—	—	2,996
Balance at May 31, 2013	20,588	(90)	6,176	(1,344)	99,278	5,384	184,485	(1,789)	292,190
Net income	—	—	—	—	—	—	30,149	—	30,149
Foreign currency translation adjustment, net of tax	—	—	—	—	—	—	—	(400)	(400)
Foreign currency hedge, net of tax	—	—	—	—	—	—	—	(490)	(490)
Comprehensive income attributable to non-controlling interest	—	—	—	—	—	294	(294)	—	—
Non-cash compensation	—	—	—	—	4,239	—	—	—	4,239
Vesting of stock awards	117	—	34	—	(1,744)	—	—	—	(1,710)
Tax benefit of exercise of stock options	—	—	—	—	1,131	—	—	—	1,131
Exercise of stock options	232	—	70	—	5,200	—	—	—	5,270
Purchase of treasury stock	—	(369)	—	(13,334)	—	—	—	—	(13,334)
Retirement of common stock	(459)	459	(138)	14,678	(2,232)	—	(12,308)	—	—
Balance at May 31, 2014	20,478	—	$6,142	$ —	$105,872	$5,678	$202,032	$(2,679)	$317,045

See accompanying notes to consolidated financial statements.

TEAM, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Twelve Months Ended May 31,		
	2014	**2013**	**2012**
Cash flows from operating activities:			
Net income	$ 30,149	$ 32,714	$ 33,068
Adjustments to reconcile net income to net cash provided by operating activities:			
Earnings from unconsolidated affiliates	(822)	(992)	(1,183)
Depreciation and amortization	21,468	19,664	17,469
Loss (gain) on asset disposals	78	193	(21)
Amortization of deferred loan costs	223	222	283
Venezuela devaluation	3,962	—	—
Foreign currency loss (gain)	223	943	(31)
Deferred income taxes	(1,040)	5,089	(717)
Gain on contingent consideration revaluation	(2,138)	—	—
Write-down of property costs	—	—	1,658
Non-cash compensation cost	4,239	3,931	4,386
(Increase) decrease:			
Receivables	(6,812)	(10,964)	(16,990)
Inventory	822	(1,405)	(3,629)
Prepaid expenses and other current assets	(17)	443	(559)
Increase (decrease):			
Accounts payable	(295)	3,210	(5,965)
Other accrued liabilities	(1,208)	7,779	6,871
Income taxes	4,029	(2,184)	2,012
Net cash provided by operating activities	52,861	58,643	36,652
Cash flows from investing activities:			
Capital expenditures	(33,016)	(26,068)	(23,924)
Proceeds from sale of assets	357	758	220
Business acquisitions, net of cash acquired	(10,175)	(18,589)	(19,351)
Distributions from joint venture	2,223	1,000	800
Increase in other assets, net	2	—	(9)
Net cash used in investing activities	(40,609)	(42,899)	(42,264)
Cash flows from financing activities:			
Net (payments) borrowings under revolving credit agreement	—	(13,600)	12,707
Deferred consideration payments	(1,000)	—	—
Debt issuance costs	—	—	(799)
Payments related to term and auto notes	—	—	(235)
Payments related to withholding tax for share-based payment arrangements	(1,710)	(1,534)	(868)
Corporate tax effect from share-based payment arrangements	1,131	2,996	1,533
Issuance of common stock from share-based payment arrangements	5,270	8,275	2,997
Purchase of treasury stock	(13,334)	—	—
Net cash (used in) provided by financing activities	(9,643)	(3,863)	15,335
Effect of exchange rate changes on cash	(2,154)	(157)	(1,324)
Net increase in cash and cash equivalents	455	11,724	8,399
Cash and cash equivalents at beginning of year	34,201	22,477	14,078
Cash and cash equivalents at end of year	$ 34,656	$ 34,201	$ 22,477
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Interest	$ 2,728	$ 2,615	$ 2,315
Income taxes	$ 12,111	$ 12,926	$ 16,474

See accompanying notes to consolidated financial statements.

TEAM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

Consolidation. The consolidated financial statements include the accounts of Team, Inc. and our majority-owned subsidiaries where we have control over operating and financial policies. Investments in affiliates in which we have the ability to exert significant influence over operating and financial policies, but where we do not control the operating and financial policies, are accounted for using the equity method. All material intercompany accounts and transactions have been eliminated in consolidation.

Use of estimates. Our accounting policies conform to GAAP. Our most significant accounting policies are described below. The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and judgments that affect our reported financial position and results of operations. We review significant estimates and judgments affecting our consolidated financial statements on a recurring basis and record the effect of any necessary adjustments prior to their publication. Estimates and judgments are based on information available at the time such estimates and judgments are made. Adjustments made with respect to the use of these estimates and judgments often relate to information not previously available. Uncertainties with respect to such estimates and judgments are inherent in the preparation of financial statements. Estimates and judgments are used in, among other things, (1) aspects of revenue recognition, (2) valuation of tangible and intangible assets and subsequent assessments for possible impairment, (3) the fair value of the non-controlling interest in subsidiaries that are not wholly-owned, (4) estimating various factors used to accrue liabilities for workers' compensation, auto, medical and general liability, (5) establishing an allowance for uncollectible accounts receivable, (6) estimating the useful lives of our assets and (7) assessing future tax exposure and the realization of tax assets.

Fair value of financial instruments. Our financial instruments consist primarily of cash, cash equivalents, accounts receivable, accounts payable and debt obligations. The carrying amount of cash, cash equivalents, trade accounts receivable and trade accounts payable are representative of their respective fair values due to the short-term maturity of these instruments. The fair value of our banking facility is representative of the carrying value based upon the variable terms and management's opinion that the current rates available to us with the same maturity and security structure are equivalent to that of the banking facility.

Cash and cash equivalents. Cash and cash equivalents consist of all demand deposits and funds invested in highly liquid short-term investments with original maturities of three months or less.

Inventory. Inventory is stated at the lower of cost (first-in, first-out method) or market. Inventory includes material, labor and certain fixed overhead costs.

Property, plant and equipment. Property, plant and equipment are stated at cost less accumulated depreciation and amortization. Leasehold improvements are amortized over the shorter of their respective useful life or the lease term. Depreciation and amortization of assets are computed by the straight-line method over the following estimated useful lives of the assets:

Classification	Useful Life
Buildings	20-40 years
Leasehold improvements	2-15 years
Machinery and equipment	2-12 years
Furniture and fixtures	2-10 years
Computers and computer software	2-5 years
Automobiles	2-5 years

Revenue recognition. We determine our revenue recognition guidelines for our operations based on guidance provided in applicable accounting standards and positions adopted by the FASB and the SEC. Most of our projects are short-term in nature and we predominantly derive revenues by providing a variety of industrial services on a time and material basis. For all of these services our revenues are recognized when services are rendered or when product is shipped to the job site and risk of ownership passes to the customer. However, due to various contractual terms with our customers, at the end of any reporting period, there may be earned but unbilled revenue that is accrued to properly match revenues with related costs. At May 31, 2014 and May 31, 2013, the amount of earned but unbilled revenue included in accounts receivable was $14.9 million and $25.5 million, respectively.

Goodwill, intangible assets, and non-controlling interest. Goodwill represents the excess of costs over fair value of assets of businesses acquired. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but are instead tested for impairment at least annually in accordance with the provisions of the FASB ASC 350, *Intangibles—Goodwill and Other*. Intangible assets with estimated useful lives are amortized over their respective estimated useful lives to their estimated residual values and reviewed for impairment in accordance with ASC 350.

Effective July 1, 2013, we implemented a reorganization of our business divisions and now conduct operations in three segments: IHT Group, MS Group and Quest Integrity Group. Each operating segment has goodwill relating to past acquisitions and we now assess goodwill for impairment at the operating segment level. Due to the changes in the underlying assumptions surrounding our goodwill testing, during the first quarter of fiscal year 2014, we performed a quantitative analysis of goodwill to test for impairment. The test for impairment is performed at the reporting unit level which is deemed to be at the operating segment level. The test was a two-step process that involved comparing the estimated fair value of each reporting unit to the reporting unit's carrying value, including goodwill. If the fair value of a reporting unit exceeded its carrying amount, the goodwill of the reporting unit was not considered impaired; therefore, the second step of the impairment test would not be deemed necessary. If the carrying amount of the reporting unit exceeded its fair value, we would then perform a second step to the goodwill impairment test to measure the amount of goodwill impairment loss to be recorded.

The fair value of the reporting units at July 1, 2013 were determined using a method based on discounted cash flow models with estimated cash flows based on internal forecasts of revenue and expenses over a four year period plus a terminal value period (the income approach). The income approach estimated fair value by discounting each reporting unit's estimated future cash flows using a discount rate that approximated our weighted-average cost of capital. The fair value derived from the income approach, in the aggregate, approximated our market capitalization. At July 1, 2013, our market capitalization exceeded the carrying value of our consolidated net assets by approximately $500 million or 170%, and the fair value of each operating segment significantly exceeded their respective carrying amounts as of that date.

On May 31, 2014, we completed our annual goodwill impairment test by performing a qualitative analysis that assessed relevant events and circumstances to evaluate whether it was more likely than not that the fair value of our individual reporting units was less than their respective carrying amount of goodwill. If, after assessing the totality of events and circumstances, an entity determines that it is more likely than not that the fair value of a reporting unit is greater than the carrying amount, then the first and second steps of the goodwill impairment test are not necessary. We evaluated considerations under ASU 2011-08 such as macroeconomic effects on our business, industry and market considerations, cost factors that could have a negative effect on cash flows or earnings, overall financial performance, entity-specific events, events affecting reporting units, and any realization of a sustained decrease in the price of our stock. After consideration of the aforementioned events and circumstances, we concluded that it was more likely than not that the fair value of each reporting unit was greater than its respective carrying amount of goodwill. Accordingly, we did not perform the two-step process described above for our fiscal year 2014 annual test.

There was $113.8 million and $103.5 million of goodwill at May 31, 2014 and 2013, respectively. A summary of goodwill is as follows (in thousands):

	Twelve Months Ended May 31, 2014			
	MS	IHT	Quest	Total
Balance at beginning of year	$19,131	$53,800	$30,535	$103,466
Acquisitions	—	10,386	—	10,386
Foreign currency adjustments	554	(937)	294	(89)
Balance at May 31, 2014	$19,685	$63,249	$30,829	$113,763

	Twelve Months Ended May 31, 2013			
	MS	IHT	Quest	Total
Balance at beginning of year	$19,871	$45,321	$29,810	$ 95,002
Acquisitions	(1,221)	8,624	385	7,788
Foreign currency adjustments	481	(145)	340	676
Balance at May 31, 2013	$19,131	$53,800	$30,535	$103,466

In November 2010, we purchased 95% of Quest Integrity, a leading provider of proprietary in-line inspection and advanced engineering and assessment services. We expect to purchase the remaining 5% interest ("non-controlling interest") at a consideration to be determined pursuant to a "Put/Call Agreement" that was executed at the time of the Quest acquisition. That agreement essentially rewards the 5% stakeholders with 35% of the agreed incremental value of Quest that is created after the original acquisition. The valuation of Quest Integrity will be made as of the end of fiscal 2015 and will be determined as a multiple of average EBITDA (earnings before interest, taxes, depreciation and amortization) of Quest for fiscal years 2014 and 2015, subject to certain adjustments. The incremental purchase price for the non-controlling interests will be payable in Team common stock, based upon the average value of Team's stock over the ninety trading days prior to May 31, 2015 and recorded as an equity transaction with a corresponding removal of the carrying value of the non-controlling interest. Assuming that Quest's actual EBITDA for fiscal 2014 ($14.4 million) approximates the average of actual EBITDA for fiscal 2014 and 2015 and that the ending stock price at May 31, 2014 ($41.92) approximates the average stock price over the ninety trading days prior to May 31, 2015, we estimate that approximately 558 thousand Team shares will be issued to acquire the non-controlling interests, including 213 thousand that are already included as dilutive securities in the earnings per share calculation as set forth in Note 1. This estimate is subject to change based upon actual results for Quest in 2015 and the use of Team's actual average stock price as of the measurement date of May 31, 2015.

Information regarding the change in carrying value of the non-controlling interest is set forth below (in thousands):

Fair value of non-controlling interest at November 3, 2010	$ 4,917
Income attributable to non-controlling interest	768
Other comprehensive income attributable to non-controlling interest	(7)
Carrying value of non-controlling interest at May 31, 2014	$ 5,678

Income taxes. We follow the guidance of ASC 740, *Income Taxes* ("ASC 740") which requires that we use the asset and liability method of accounting for deferred income taxes and provide deferred income taxes for all significant temporary differences. As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax payable and related tax expense together with assessing temporary differences resulting from differing treatment of certain items, such as depreciation, for tax and accounting purposes. These differences can result in deferred tax assets and liabilities, which are included within our consolidated balance sheets.

In accordance with ASC 740, we are required to assess the likelihood that our deferred tax assets will be realized and, to the extent we believe that it is more likely than not (a likelihood of more than 50%) that some portion or all of the deferred tax assets will not be realized, we must establish a valuation allowance. We consider all available evidence to determine whether, based on the weight of the evidence, a valuation allowance is needed. Evidence used includes information about our current financial position and our results of operations for the current and preceding years, as well as all currently available information about future years, including our anticipated future performance, the reversal of existing taxable temporary differences and tax planning strategies.

Management believes future sources of taxable income, reversing temporary differences and other tax planning strategies will be sufficient to realize assets for which no reserve has been established. While we have considered these factors in assessing the need for a valuation allowance, there is no assurance that a valuation allowance would not need to be established in the future if information about future years change. Any change in the valuation allowance would impact our income tax provision and net income in the period in which such a determination is made. As of May 31, 2014, we believe that it is more likely than not that we will have sufficient reversals of temporary differences and future taxable income to allow us to realize the benefits of the net deferred tax assets except for those related to net operating loss carry forwards of certain foreign subsidiaries in the amount $0.2 million, and our investment in Venezuelan operations in the amount of $0.3 million. Our belief is based upon our track record of consistent earnings over the past seven years and projections of future taxable income over the periods in which the future deductible temporary differences become deductible. As of May 31, 2014, our deferred tax assets were $12.9 million, less a valuation allowance of $0.5 million. As of May 31, 2014, our deferred tax liabilities were $21.0 million and our unrecognized tax benefits totaled $0.7 million.

Significant judgment is required in assessing the timing and amounts of deductible and taxable items for tax purposes. In accordance with ASC 740-10, we establish reserves for uncertain tax positions when, despite our belief that our tax return positions are fully supportable, we believe that certain positions may be challenged and potentially disallowed. When facts and circumstances change, we adjust these reserves through our provision for income taxes. To the extent interest and penalties may be assessed by taxing authorities on any related underpayment of income tax, such amounts have been accrued and are classified as a component of income tax expense in our Consolidated Statements of Income. As of May 31, 2014, our unrecognized tax benefits related to uncertain tax positions were $0.7 million.

Workers' compensation, auto, medical and general liability accruals. In accordance with ASC 450, *Contingencies*, we record a loss contingency when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. We review our loss contingencies on an ongoing basis to ensure that we have appropriate reserves recorded on our balance sheet. These reserves are based on historical experience with claims incurred but not received, estimates and judgments made by management, applicable insurance coverage for litigation matters, and are adjusted as circumstances warrant. For workers' compensation, our self-insured retention is $1.0 million and our automobile liability self-insured retention is currently $500,000 per occurrence. For general liability claims we have an effective self-insured retention of $3.0 million per occurrence. For medical claims, our self-insured retention is $175,000 per individual claimant determined on an annual basis. For environmental liability claims, our self-insured retention is $500,000 per occurrence. We maintain insurance for claims that exceed such self-retention limits. The insurance is subject to terms, conditions, limitations and exclusions that may not fully compensate us for all losses. Our estimates and judgments could change based on new information, changes in laws or regulations, changes in management's plans or intentions, or the outcome of legal proceedings, settlements or other factors. If different estimates and judgments were applied with respect to these matters, it is likely that reserves would be recorded for different amounts.

Allowance for doubtful accounts. In the ordinary course of business, a percentage of our accounts receivable are not collected due to billing disputes, customer bankruptcies, dissatisfaction with the services we performed and other various reasons. We establish an allowance to account for those accounts receivable that will eventually be deemed uncollectible. The allowance for doubtful accounts is based on a combination of our historical experience and management's review of long outstanding accounts receivable.

Concentration of credit risk. No single customer accounts for more than 10% of consolidated revenues.

Earnings per share. Basic earnings per share is computed by dividing net income available to Team shareholders by the weighted-average number of shares of common stock outstanding during the year. Diluted earnings per share is computed by dividing net income available to Team shareholders, less income or loss for the period attributable to the non-controlling interest, by the sum of, (1) the weighted-average number of shares of common stock outstanding during the period, (2) the dilutive effect of the assumed exercise of share-based compensation using the treasury stock method and (3) the dilutive effect of the assumed conversion of our non-controlling interest to our common stock (see Note 1).

Amounts used in basic and diluted earnings per share, for all periods presented, are as follows (in thousands):

	Twelve Months Ended May 31,		
	2014	**2013**	**2012**
Weighted-average number of basic shares outstanding	20,439	20,203	19,667
Stock options, stock units and performance awards	633	759	758
Assumed conversion of non-controlling interest	213	204	235
Total shares and dilutive securities	21,285	21,166	20,660

There were zero options to purchase shares of common stock outstanding during the twelve month periods ended May 31, 2014 and 2013 and 617,500 options for the twelve months ended May 31, 2012, excluded from the computation of diluted earnings per share because the options' exercise prices were greater than the average market price of common shares during the periods.

Foreign currency. For subsidiaries whose functional currency is not the U.S. Dollar, assets and liabilities are translated at period ending rates of exchange and revenues and expenses are translated at period average exchange rates. Translation adjustments for the asset and liability accounts are included as a separate component of accumulated other comprehensive income in shareholders' equity. Foreign currency transaction gains and losses are included in our statement of income. Effective December 1, 2009, we began to account for Venezuela as a highly-inflationary economy and the effect of all subsequent currency fluctuations between the Bolivar and the U.S. Dollar are recorded in our statement of income (see Note 17).

Newly Adopted Accounting Principles

ASU 2011-05. In June 2011, the FASB issued an update to existing guidance on the presentation of comprehensive income. This update requires the presentation of the components of net income and other comprehensive income either in a single continuous statement or in two separate but consecutive statements. In addition, companies are also required to present reclassification adjustments for items that are reclassified from other comprehensive income to net income on the face of the financial statements. In December 2011, the FASB issued an accounting update to defer the effective date for presentation of reclassification of items out of accumulated other comprehensive income to net income. These updates are effective for fiscal years and interim periods beginning after December 15, 2011 with early adoption permitted. This update was adopted by Team on June 1, 2012. The adoption of this standard did not have a material effect on our results of operations, financial position or cash flows.

ASU 2011-11. In December 2011, an update was issued related to new disclosures on offsetting assets and liabilities of financial and derivative instruments. The amendments require the disclosure of gross asset and liability amounts, amounts offset on the balance sheet and amounts subject to the offsetting requirements, but not offset on the balance sheet. This standard does not amend the existing guidance on when it is appropriate to offset. The standard update is effective for annual periods beginning after January 1, 2013. The adoption of this standard did not have a material impact on our results of operations, financial position or cash flows.

ASU 2013-02. In February 2013, an update regarding other comprehensive income was issued to require entities to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, it requires entities to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of other comprehensive income by the respective line items of net income but only if the amount reclassified is required under GAAP to be reclassified to net income in its entirety in the same reporting period. The update is effective for fiscal years beginning after December 15, 2012. This update was adopted by Team on June 1, 2013. The adoption of this update did not have a material impact on our results of operations, financial position or cash flows.

2. ACQUISITIONS

In July 2013, we purchased a leading provider of industrial rope access services, for total consideration of approximately $12.9 million including net working capital of $1.3 million and $11.6 million allocated to goodwill and intangible assets. We expect $7.9 million of the goodwill recognized to be deductible for tax purposes. The purchase price included $1.9 million of contingent consideration. The contingent consideration is based upon the achievement of operating earnings thresholds over a six year period for an amount of up to $4.0 million.

In September 2012, we purchased TCI, a leading provider of inspection and repair services of above ground storage tanks. The TCI acquisition included total consideration of approximately $23.2 million, including net working capital of $4.1 million, $2.6 million in fixed assets and $16.4 million allocated to goodwill and intangible assets. We expect $6.7 million of the goodwill recognized to be deductible for tax purposes. The purchase price included $5.0 million of deferred consideration and $1.9 million of contingent consideration which we revalued during the second quarter of fiscal year 2014, resulting in the recognition of a non-cash gain of $2.1 million.

In August 2012, we also purchased a specialty remote digital video inspection company in New Zealand for approximately $3 million in cash.

3. RECEIVABLES

A summary of accounts receivable as of May 31, 2014 and 2013 is as follows (in thousands):

	May 31,	
	2014	2013
Trade accounts receivable	$165,484	$152,030
Unbilled revenues	14,901	25,516
Allowance for doubtful accounts	(4,784)	(5,438)
Total	$175,601	$172,108

The allowance for doubtful accounts is our best estimate of the amount of probable credit losses in our existing accounts receivable. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is remote. The following summarizes the activity in the allowance for doubtful accounts as of May 31, 2014, 2013 and 2012 (in thousands):

	Twelve Months Ended May 31,		
	2014	2013	2012
Balance at beginning of year	$ 5,438	$ 4,405	$ 4,222
Provision for doubtful accounts	2,140	2,922	1,650
Write-off of bad debts	(2,794)	(1,889)	(1,467)
Balance at end of year	$ 4,784	$ 5,438	$ 4,405

4. INVENTORY

A summary of inventory as of May 31, 2014 and 2013 is as follows (in thousands):

	May 31,	
	2014	2013
Raw materials	$ 2,924	$ 3,460
Work in progress	894	845
Finished goods	21,719	22,202
Total	$25,537	$26,507

5. PROPERTY, PLANT AND EQUIPMENT

A summary of property, plant and equipment as of May 31, 2014 and 2013 is as follows (in thousands):

	May 31,	
	2014	2013
Land	$ 3,078	$ 3,108
Buildings and leasehold improvements	26,793	18,445
Machinery and equipment	150,050	137,439
Furniture and fixtures	5,530	4,469
Capitalized ERP system development costs	4,655	—
Computers and computer software	6,842	8,871
Automobiles	3,550	3,842
Construction in progress	3,123	3,816
Total	203,621	179,990
Accumulated depreciation and amortization	(113,660)	(105,051)
Property, plant, and equipment, net	$ 89,961	$ 74,939

In the second quarter of fiscal year 2014, we initiated the design and implementation of a new ERP system, which is expected to be fully installed during fiscal year 2016. Through the end of fiscal year 2014, we have capitalized $4.7 million associated with the project.

Additionally, we redeveloped Team's former headquarters in Alvin, Texas as an equipment, training and technical center for operations support. The Alvin project was completed in the spring of 2014 at a total cost of $9.7 million.

6. ASSETS HELD FOR SALE

Assets held for sale consists of $5.2 million related to approximately 50 acres of undeveloped land purchased in October 2007 on which we had previously planned to construct future facilities in Pearland, Texas. During the fourth quarter of fiscal year 2012, we decided not to proceed with construction of the future facilities at this location. The property is being actively marketed using the services of a broker.

7. INTANGIBLE ASSETS

A summary of intangible assets as of May 31, 2014 and 2013 is as follows (in thousands):

	May 31, 2014			May 31, 2013		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	$22,424	$ (6,739)	$15,685	$21,418	$(4,168)	$17,250
Non-compete agreements	3,667	(3,430)	237	3,701	(3,232)	469
Trade names	4,325	(717)	3,608	4,075	(424)	3,651
Technology	5,112	(1,698)	3,414	5,112	(1,166)	3,946
Licenses	683	(114)	569	683	(49)	634
Total	$36,211	$(12,698)	$23,513	$34,989	$(9,039)	$25,950

Amortization expense for fiscal years ended May 31, 2014, 2013 and 2012 was $3.7 million, $3.4 million, and $2.6 million, respectively. Amortization expense for current intangible assets is forecasted to be approximately $3 million per year through fiscal year 2019.

8. OTHER ACCRUED LIABILITIES

A summary of other accrued liabilities as of May 31, 2014 and 2013 is as follows (in thousands):

	May 31,	
	2014	2013
Payroll and other compensation expenses	$28,737	$32,093
Insurance accruals	5,897	5,385
Property, sales and other non-income related taxes	2,381	2,385
Lease commitments	1,881	1,926
Other	9,495	7,376
Total	$48,391	$49,165

9. INCOME TAXES

For the years ended May 31, 2014, 2013 and 2012, we were taxed on income from continuing operations at an effective tax rate of 35%, 37% and 37%, respectively. Our income tax provision for May 31, 2014, 2013 and 2012 was $16.2 million, $19.2 million and $19.4 million, respectively, and include federal, state and foreign taxes. The components of our tax provision were as follows (in thousands):

	Current	Deferred	Total
Year ended May 31, 2014:			
U.S. Federal	$11,933	$ 358	$12,291
State & local	1,759	319	2,078
Foreign jurisdictions	3,573	(1,706)	1,867
	$17,265	$(1,029)	$16,236
Year ended May 31, 2013:			
U.S. Federal	$ 7,947	$ 4,873	$12,820
State & local	1,847	236	2,083
Foreign jurisdictions	4,328	(20)	4,308
	$14,122	$ 5,089	$19,211
Year ended May 31, 2012:			
U.S. Federal	$10,918	$ 379	$11,297
State & local	1,880	62	1,942
Foreign jurisdictions	7,378	(1,195)	6,183
	$20,176	$ (754)	$19,422

The components of pre-tax income for the years ended May 31, 2014, 2013 and 2012 were as follows (in thousands):

	Twelve Months Ended May 31,		
	2014	2013	2012
Domestic	$38,214	$37,445	$31,984
Foreign	8,171	14,480	20,506
	$46,385	$51,925	$52,490

Income tax expense attributable to income differed from the amounts computed by applying the U.S. Federal income tax rate of 35% to pre-tax income from continuing operations as a result of the following (in thousands):

	Twelve Months Ended May 31,		
	2014	2013	2012
Pre-tax income	$46,385	$51,925	$52,490
Computed income taxes at statutory rate	$16,235	$18,174	$18,371
State income taxes, net of federal benefit	1,505	1,570	1,342
Foreign tax rate differential	(1,004)	(1,261)	(471)
Production activity deduction	(174)	(113)	(161)
Deferred taxes on investment in foreign subsidiaries	(1,133)	712	—
Non-deductible expenses	510	473	470
Foreign tax credits	(1,942)	(3)	—
Other tax credits	(244)	(337)	(233)
Dividend from foreign subsidiaries	2,062	—	—
Valuation allowance	414	65	—
Other	7	(69)	104
Total provision for income tax	$16,236	$19,211	$19,422

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below (in thousands):

	May 31,	
	2014	2013
Deferred tax assets:		
Accrued compensation and benefits	$ 3,625	$ 3,819
Receivables	1,180	1,686
Inventory	560	598
Stock options	3,299	3,671
Foreign currency translation and other equity adjustments	1,242	—
Net operating loss carry forwards	352	175
Other	2,675	1,158
Deferred tax assets	12,933	11,107
Less: Valuation allowance	(479)	(65)
Deferred tax assets, net	12,454	11,042
Deferred tax liabilities:		
Property, plant and equipment	(11,248)	(12,548)
Goodwill and intangible costs	(6,619)	(5,308)
Foreign currency translation and other equity adjustments	—	(261)
Unremitted earnings of foreign subsidiaries	(1,185)	(1,973)
Prepaids	(1,318)	(1,263)
Other	(588)	(718)
Deferred tax liabilities	(20,958)	(22,071)
Net deferred tax liability	$ (8,504)	$(11,029)

As of May 31, 2014, we had a valuation allowance of $0.5 million to reduce our deferred tax assets to an amount more likely than not to be recovered. This valuation allowance relates to net operating loss carry forwards related to closure of foreign subsidiaries in the amount $0.2 million and deferred tax assets related to our investment in Venezuelan operations in the amount of $0.3 million. In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We consider the reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment.

As of May 31, 2014, we had net operating loss carry forwards totaling $0.9 million that were expected to be realized in fiscal year 2015. The total $0.9 million has an unlimited carry forward period and will therefore not expire.

At May 31, 2014, undistributed earnings of foreign operations totaling $15.7 million were considered to be permanently reinvested. We have recognized no deferred tax liability for the remittance of such earnings to the U.S. since it is our intention to utilize those earnings in the foreign operations. Generally, such earnings become subject to U.S. tax upon the remittance of dividends and under certain other circumstances. Determination of the unrecognized deferred U.S. income tax liability is not practicable due to uncertainties related to the timing and source of any potential distribution of such funds, along with other important factors such as the amount of associated foreign tax credits.

At May 31, 2014, we have established liabilities for uncertain tax positions of $0.7 million, inclusive of interest and penalties. To the extent these uncertainties are ultimately resolved favorably, the resulting reduction of recorded liabilities would have an effect on our effective tax rate. In accordance with ASC 740-10 our policy is to recognize interest and penalties related to unrecognized tax benefits through the tax provision.

We file income tax returns in the U.S. with federal and state jurisdictions as well as various foreign jurisdictions. With few exceptions, we are no longer subject to U.S. Federal, state and local or non-U.S. income tax examinations by tax authorities for fiscal years prior to fiscal year 2011. We are currently in the examination phase of IRS audits for the tax years ended May 31, 2011 and May 31, 2012 and expect these audits to be completed within the next twelve to eighteen months. The income tax laws and regulations are voluminous and are often ambiguous. As such, we are required to make certain subjective assumptions and judgments regarding our tax positions that may have a material effect on our results of operations, financial position or cash flows. We believe, however, that there is appropriate support for the income tax positions taken, and to be taken, on our returns, and that our accruals for tax liabilities are adequate for all open tax years based on an assessment of many factors including past experience and interpretations of tax law applied to the facts of each matter.

Set forth below is a reconciliation of the changes in our unrecognized tax benefits associated with uncertain tax positions (in thousands):

	Year Ended May 31,		
	2014	2013	2012
Balance at beginning of year	$697	$ 624	$ 421
Additions based on tax positions related to the current year	—	—	326
Additions based on tax positions related to prior years	110	191	—
Reductions resulting from a lapse of the applicable statute of limitations	(92)	(118)	(123)
Balance at end of year	$715	$ 697	$ 624

We believe that in the next eighteen months it is reasonably possible $0.1 million of liabilities recorded for tax uncertainties will be effectively settled.

Recent Legislation

The American Taxpayer Relief Act of 2012 was signed into law on January 2, 2013 and included an extension for one year of the 50% bonus depreciation allowance. The provision specifically applies to qualifying property placed in service before January 1, 2014. The acceleration of deductions for the year ended May 31, 2014 on qualifying capital expenditures resulting from the bonus depreciation provision had no impact on our current period effective tax rate because the acceleration of deductions does not result in permanent differences between asset bases for financial reporting purposes and income tax purposes. However, the ability to accelerate depreciation deductions decreased our fiscal year 2014 cash taxes by approximately $1.5 million. Taking the accelerated tax depreciation will result in increased cash taxes in subsequent periods when the deductions for these capital expenditures would have otherwise been taken. The act also reinstated the research and development credit retroactively from January 1, 2012 through December 31, 2013. This change in legislation resulted in a permanent decrease in income tax expense for the year ended May 31, 2014 of $0.2 million.

10. LONG-TERM DEBT, DERIVATIVES AND LETTERS OF CREDIT

Our banking Credit Facility with our banking syndicate has borrowing capacity of up to $150 million in multiple currencies, is secured by virtually all of our domestic assets and a majority of the stock of our foreign subsidiaries and matures in July 2016. In connection with a prior renewal of the Credit Facility, we are amortizing $0.8 million of associated debt issuance costs over the life of the Credit Facility. The Credit Facility bears interest based on a variable Eurodollar rate option (LIBOR plus 1.75% margin at May 31, 2014) and has commitment fees of 0.30% on unused borrowing capacity.

In order to secure our casualty insurance programs we are required to post letters of credit generally issued by a bank as collateral. A letter of credit commits the issuer to remit specified amounts to the holder, if the holder demonstrates that we failed to meet our obligations under the letter of credit. If this were to occur, we would be obligated to reimburse the issuer for any payments the issuer was required to remit to the holder of the letter of credit. We were contingently liable for outstanding stand-by letters of credit totaling $13.6 million at May 31, 2014 and $13.1 million at May 31, 2013. Outstanding letters of credit reduce amounts available under our Credit Facility and are considered as having been funded for purposes of calculating our financial covenants under the Credit Facility.

ASC 815, *Derivatives and Hedging*, established accounting and reporting standards requiring that derivative instruments be recorded at fair value and included in the balance sheet as assets or liabilities. The accounting for changes in the fair value of a derivative instrument depends on the intended use of the derivative and the resulting designation, which is established at the inception date of a derivative. Special accounting for derivatives qualifying as fair value hedges allows derivatives' gains and losses to offset related results on the hedged item in the statement of income. For derivative instruments designated as cash flow hedges, changes in fair value, to the extent the hedge is effective, are recognized in other comprehensive income until the hedged item is recognized in earnings. Hedge effectiveness is measured at least quarterly based on the relative cumulative changes in fair value between the derivative contract and the hedged item over time. Credit risks related to derivatives include the possibility that the counter-party will not fulfill the terms of the contract. We considered counter-party credit risk to our derivative contracts when valuing our derivative instruments.

Our borrowing of €12.3 million under the Credit Facility serves as an economic hedge of our net investment in our European operations as fluctuations in the fair value of the borrowing attributable to the U.S. Dollar/Euro spot rate will offset translation gains or losses attributable to our investment in our European operations. At May 31, 2014 the €12.3 million borrowing had a U.S. Dollar value of $16.8 million.

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on

the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings. Any ineffectiveness related to our hedges was not material for any of the periods presented.

The amounts recognized in other comprehensive income, and reclassified into income, for the twelve months ended May 31, 2014 and 2013, are as follows (in thousands):

	Gain (Loss) Recognized in Other Comprehensive Income		Gain (Loss) Reclassified from Other Comprehensive Income to Earnings	
	Twelve Months Ended May 31,		Twelve Months Ended May 31,	
	2014	2013	2014	2013
Euro denominated long-term debt	$(775)	$(674)	$—	$—

The following table presents the fair value totals and balance sheet classification for derivatives designated as hedges under ASC 815 (in thousands):

	May 31, 2014			May 31, 2013		
	Classification	Balance Sheet Location	Fair Value	Classification	Balance Sheet Location	Fair Value
Euro denominated long-term debt	Liability	Long-term debt	$1,229	Liability	Long-term debt	$2,004

11. FAIR VALUE MEASUREMENTS

Effective June 1, 2008, we adopted the provisions of ASC 820, *Fair Value Measurements and Disclosures* ("ASC 820"), which among other things, requires enhanced disclosures about assets and liabilities carried at fair value.

As defined in ASC 820, 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 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, market corroborated, or generally unobservable. We primarily apply the market approach for recurring fair value measurements and endeavor to utilize the best information available. Accordingly, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The use of unobservable inputs is intended to allow for fair value determinations in situations in which there is little, if any, market activity for the asset or liability at the measurement date. We are able to classify fair value balances based on the observability of those inputs. ASC 820 establishes a fair value hierarchy such that "Level 1" measurements include unadjusted quoted market prices for identical assets or liabilities in an active market, "Level 2" measurements include quoted market prices for identical assets or liabilities in an active market which have been adjusted for items such as effects of restrictions for transferability and those that are not quoted but are observable through corroboration with observable market data, including quoted market prices for similar assets, and "Level 3" measurements include those that are unobservable and of a highly subjective measure.

The following table sets forth, by level within the fair value hierarchy, our financial assets and liabilities that are accounted for at fair value on a recurring basis as of May 31, 2014 and 2013. As required by ASC 820, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement (in thousands):

	May 31, 2014			
	Quoted Prices in Active Markets for Identical Items (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Liabilities:				
Contingent consideration	$—	$ —	$2,015	$2,015
Euro denominated long-term debt	—	1,229	—	1,229
Total liabilities	$—	$1,229	$2,015	$3,244

	May 31, 2013			
	Quoted Prices in Active Markets for Identical Items (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Liabilities:				
Contingent consideration	$—	$ —	$2,047	$2,047
Euro denominated long-term debt	—	2,004	—	2,004
Total liabilities	$—	$2,004	$2,047	$4,051

The fair value of contingent consideration liabilities that was classified as Level 3 in the table above was estimated using a discounted cash flow technique with significant inputs that are not observable in the market and thus represents a Level 3 fair value measurement as defined in ASC 820. The significant inputs in the Level 3 measurement not supported by market activity include a combination of actual cash flows and probability-weighted assessments of expected future cash flows related to the acquired businesses, appropriately discounted considering the uncertainties associated with the obligation, and as calculated in accordance with the terms of the acquisition agreement.

12. SHARE-BASED COMPENSATION

We have adopted stock incentive plans and other arrangements pursuant to which our Board of Directors may grant stock options, restricted stock, stock units, stock appreciation rights, common stock or performance awards to officers, directors and key employees. At May 31, 2014, there were approximately 1.2 million stock options, restricted stock units and performance awards outstanding to officers, directors and key employees. The exercise price, terms and other conditions applicable to each form of share-based compensation under our plans are generally determined by the Compensation Committee of our Board at the time of grant and may vary.

Our share-based payments consist primarily of stock options, stock units, common stock and performance awards. The governance of our share-based compensation does not directly limit the number of future awards. However, the total number of shares ultimately issued may not exceed the total number of shares cumulatively authorized, which is 7,120,000 at May 31, 2014. Shares issued in connection with our share-based compensation are issued out of authorized but unissued common stock. Compensation expense related to share-based compensation totaled $4.2 million, $3.9 million, and $4.4 million for the years ended May 31, 2014, 2013, and 2102, respectively. At May 31, 2014, $8.6 million of unrecognized compensation expense related to share-based compensation is expected to be recognized over a remaining weighted-average period of 2.7 years. The tax benefit derived when share-based awards result in a tax deduction for the company was $1.1 million, $3.0 million, and $1.5 million for the years ended May 31, 2014, 2013, and 2012, respectively.

We determine the fair value of each stock option at the grant date using a Black-Scholes model and recognize the resulting expense of our stock option awards over the period during which an employee is required to provide services in exchange for the awards, usually the vesting period. There was no compensation expense related to stock options for the years ended May 31, 2014 and 2013, respectively. Compensation expense related to stock options for the year ended May 31, 2012 totaled $0.8 million. Our options typically vest in equal annual installments over a four year service period. Expense related to an option grant is recognized on a straight line basis over the specified vesting period for those options. Stock options generally have a ten year term. Transactions involving our stock options during the years ended May 31, 2014, 2013, and 2012 are summarized below:

	Year Ended May 31, 2014		Year Ended May 31, 2013		Year Ended May 31, 2012	
	No. of Options	Weighted Average Exercise Price	No. of Options	Weighted Average Exercise Price	No. of Options	Weighted Average Exercise Price
	(in thousands)		(in thousands)		(in thousands)	
Shares under option, beginning of year	1,052	$20.24	1,562	$18.95	1,856	$17.81
Changes during the year:						
Granted	—	$ —	—	$ —	—	$ —
Exercised	(232)	$22.69	(509)	$16.25	(278)	$10.77
Cancelled	—	$ —	(1)	$30.33	(2)	$30.33
Expired	(4)	$ 6.96	—	$ —	(14)	$30.33
Shares under option, end of year	816	$19.61	1,052	$20.24	1,562	$18.95
Exercisable at end of year	816	$19.61	1,052	$20.24	1,562	$18.95

Options exercisable at May 31, 2014 had a weighted-average remaining contractual life of 2.4 years. For total options outstanding at May 31, 2014, the range of exercise prices and remaining contractual lives are as follows:

Range of Prices	No. of Options	Weighted Average Exercise Price	Weighted Average Remaining Life
	(in thousands)		(in years)
$7.84 to $9.62	85	$ 9.07	1.1
$9.63 to $12.82	142	$11.21	1.7
$12.83 to $16.03	259	$14.49	2.1
$16.04 to $32.05	330	$29.92	3.4
	816	$19.61	2.4

Performance awards are settled with common stock upon vesting unless it is not legally feasible to issue shares, in which case the value of the award is settled in cash. We determine the fair value of each performance award based on the market price on the date of grant. Performance awards granted to our Chairman of our Board vest over the longer of four years or the achievement of performance goals based upon our future results of operations. Compensation expense related to performance awards totaled $0.6 million, for the years ended May 31, 2014 and 2013, and $0.5 million for the year ended May 31, 2012. Transactions involving our performance awards during the years ended May 31, 2014, 2013 and 2012 are summarized below:

	Year Ended May 31, 2014		Year Ended May 31, 2013		Year Ended May 31, 2012	
	No. of Performance Awards	Weighted Average Fair Value	No. of Performance Awards	Weighted Average Fair Value	No. of Performance Awards	Weighted Average Fair Value
	(in thousands)		(in thousands)		(in thousands)	
Performance awards, beginning of year	57	$25.47	64	$21.86	61	$20.33
Changes during the year:						
Granted	17	$36.40	19	$32.89	24	$25.16
Vested and settled	(24)	$22.65	(26)	$22.04	(21)	$21.14
Cancelled	—	$ —	—	$ —	—	$ —
Performance awards, end of year	50	$30.63	57	$25.47	64	$21.86

Stock units are settled with common stock upon vesting unless it is not legally feasible to issue shares, in which case the value of the award is settled in cash. We determine the fair value of each stock unit based on the market price on the date of grant. Stock units generally vest in annual installments over four years and the expense associated with the units is recognized over the same vesting period. We also grant common stock to our directors which typically vest immediately. Compensation expense related to stock units and director stock grants totaled $3.7 million, $3.3 million and $3.0 million for the years ended May 31, 2014, 2013 and 2012, respectively. Transactions involving our stock units and director stock grants during the years ended May 31, 2014, 2013 and 2012 are summarized below:

	Year Ended May 31, 2014		Year Ended May 31, 2013		Year Ended May 31, 2012	
	No. of Stock Units	Weighted Average Fair Value	No. of Stock Units	Weighted Average Fair Value	No. of Stock Units	Weighted Average Fair Value
	(in thousands)		(in thousands)		(in thousands)	
Stock and stock units, beginning of year	329	$26.07	342	$21.73	310	$19.80
Changes during the year:						
Granted	136	$36.70	141	$32.81	159	$24.78
Vested and settled	(139)	$24.32	(143)	$22.53	(120)	$20.81
Cancelled	(16)	$28.01	(11)	$23.58	(7)	$21.27
Stock and stock units, end of year	310	$31.42	329	$26.07	342	$21.73

13. EMPLOYEE BENEFIT PLANS

Under the Team, Inc. Salary Deferral Plan (the "Plan"), contributions are made to the Plan by qualified employees at their election and our matching contributions to the Plan are made at specified rates. Our contributions to the Plan in fiscal years 2014, 2013 and 2012, were approximately $4.4 million, $3.7 million and $2.9 million, respectively, and are included in selling, general and administrative expenses.

14. COMMITMENTS AND CONTINGENCIES

Con Ed Matter—We have, from time to time, provided temporary leak repair services for the steam operations of Con Ed located in New York City. In July 2007, a Con Ed steam main located in midtown Manhattan ruptured causing one death and other injuries and property damage. As of May 31, 2014, ninety-five lawsuits have been filed against Con Ed, the City of New York and Team in the Supreme Courts of New York located in Kings, New York and Bronx County, alleging that our temporary leak repair services may have contributed to the cause of the rupture. The lawsuits seek generally unspecified compensatory damages for personal injury, property damage and business interruption. Additionally, on March 31, 2008, we received a letter from Con Ed alleging that our contract with Con Ed requires us to indemnify and defend Con Ed for additional claims filed against Con Ed as a result of the rupture. Con Ed filed an action to join Team and the City of New York as defendants in all lawsuits filed against Con Ed that did not include Team and the City of New York as direct defendants. We are vigorously defending the lawsuits and Con Ed's claim for indemnification. We are unable to estimate the amount of liability to us, if any, associated with these lawsuits and the claim for indemnification. We maintain insurance coverage, subject to a deductible limit of $250,000, which we believe should cover these claims. We have not accrued any liability in excess of the deductible limit for the lawsuits. We do not believe the ultimate outcome of these matters will have a material adverse effect on our financial position, results of operations, or cash flows.

We are involved in various other lawsuits and are subject to various claims and proceedings encountered in the normal conduct of business. In our opinion, any uninsured losses that might arise from these lawsuits and proceedings will not have a materially adverse effect on our consolidated financial statements.

15. ENTITY WIDE DISCLOSURES

ASC 280, *Segment Reporting*, requires we disclose certain information about our operating segments where operating segments are defined as "components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance." Through July 1, 2013, we operated in only one segment—the industrial services segment. Within the industrial services segment, we were organized as two divisions. Our TCM division provided the services of inspection and assessment and field heat treating. Our TMS division provided the services of leak repair, fugitive emissions control, hot tapping, field machining, technical bolting and field valve repair.

Effective July 1, 2013, we implemented a reorganization of our business divisions to conduct operations in three segments: IHT Group, MS Group and Quest Integrity Group. All three operating segments operate under a business segment manager who reports directly to Team's Chief Executive Officer who operates as the chief operating decision maker. Segment data for our three operating segments are as follows (in thousands):

	Twelve Months Ended May 31,		
	2014	2013	2012
Revenues:			
IHT	$408,259	$380,518	$314,408
MS	275,322	276,360	268,910
Quest Integrity	65,946	57,433	40,422
Total	$749,527	$714,311	$623,740

	Twelve Months Ended May 31,		
	2014	2013	2012
Operating income:			
IHT	$ 47,787	$ 45,307	$ 39,408
MS	26,177	29,228	38,420
Quest Integrity	9,260	9,400	5,261
Corporate and shared support services	(29,803)	(28,333)	(26,592)
Total	$ 53,421	$ 55,602	$ 56,497

	Twelve Months Ended May 31,		
	2014	2013	2012
Capital expenditures:			
IHT	$ 8,104	$ 8,042	$ 8,992
MS	6,114	8,401	11,822
Quest Integrity	4,366	5,384	2,506
Corporate and shared support services	14,432	4,241	604
Total	$ 33,016	$ 26,068	$ 23,924

	Twelve Months Ended May 31,		
	2014	2013	2012
Depreciation and amortization:			
IHT	$ 7,953	$ 7,673	$ 6,961
MS	7,208	7,007	6,014
Quest Integrity	5,475	4,417	3,515
Corporate and shared support services	832	567	979
Total	$ 21,468	$ 19,664	$ 17,469

Separate measures of Team's assets by operating segment are not produced or utilized by management to evaluate segment performance.

Revenues and total assets in the United States and other countries are as follows for the fiscal years ended May 31, 2014, 2013 and 2012 (in thousands):

	Total Revenues	Total Assets
FY 2014		
United States	$540,967	$353,624
Canada	126,874	68,515
Europe	42,248	38,870
Other foreign countries	39,438	23,932
Total	$749,527	$484,941
FY 2013		
United States	$508,928	$334,579
Canada	135,527	68,164
Europe	37,787	35,734
Other foreign countries	32,069	21,726
Total	$714,311	$460,203

	Total Revenues	Total Assets
FY 2012		
United States	$438,413	$296,240
Canada	121,865	60,334
Europe	36,448	30,352
Other foreign countries	27,014	16,862
Total	$623,740	$403,788

16. UNCONSOLIDATED SUBSIDIARIES

Our earnings from unconsolidated affiliates consisted entirely of our joint venture (50% ownership) to perform non-destructive testing and inspection services in Alaska. At December 31, 2013 the joint venture was dissolved and the net assets were liquidated resulting in no material gain or loss. However, the operations previously carried out by the joint venture have been continued by IHT. Our investment in the net assets of the joint venture, accounted for using the equity method of accounting, was zero at May 31, 2014 and $1.8 million at May 31, 2013. Revenues from the joint venture not reflected in our consolidated revenues were $8.5 million and $13.5 million for the fiscal years ended May 31, 2014 and 2013, respectively.

17. VENEZUELA'S HIGHLY INFLATIONARY ECONOMY

We operate a small service location in Punta Fijo, Venezuela, whose annual revenues have historically been less than one percent of our consolidated revenues for all periods presented. Because of the uncertain political environment in Venezuela, starting in the third quarter of fiscal year 2010, we began to account for Venezuelan operations pursuant to accounting guidance for hyperinflationary economies. Following the designation of the Venezuelan economy as hyperinflationary, we ceased taking the effects of currency fluctuations to accumulated other comprehensive income and began reflecting all effects as a component of other income in our statement of operations. Prior to February 2013, we were using the Venezuelan central bank's official published rate (5.3 Bolivars per U.S. Dollar) to translate Venezuelan assets into U.S. Dollars as no other legal rate was readily available. In February 2013, the Venezuelan government announced a devaluation in its currency and created a new official exchange rate of 6.3 Bolivars per U.S. Dollar. As a result of the currency devaluation, we recognized a $0.6 million pre-tax foreign currency loss in the third quarter of fiscal year 2013.

In the third quarter of fiscal year 2014, we began using an alternative Venezuelan, state-run exchange rate, commonly referred to as SICAD-1, to translate local currency financial statements. We believe using the SICAD-1 rate of 11.8 Bolivars per U.S. Dollar is more economically representative of what we might expect to receive in a dividend transaction than the official exchange rate of 6.3 Bolivars per U.S. Dollar because any dividend payments that would have been approved by the Central Bank of Venezuela prior to March 2014 would likely have been converted to U.S. Dollars at the SICAD-1 rate. As a result of the revaluation, we recognized a $1.9 million foreign currency loss in the third quarter of fiscal year 2014.

In March 2014, a market-based, state-run exchange, commonly referred to as SICAD-2, was initiated by the Central Bank of Venezuela. As of the beginning of the fourth quarter, Team began using the nascent market-based, state-run exchange rate, commonly referred to as SICAD-2 (approximately 50 Bolivars to the U.S. Dollar) to translate local currency financial statements, changing from the SICAD-1 rate (which fluctuated between 10 and 11.8 Bolivars per U.S. Dollar) which had been adopted at the beginning of the third quarter of fiscal year 2014. As a result, Team incurred an additional $2.1 million currency exchange loss associated with a further revaluation of our Venezuelan business in the fourth quarter of fiscal year 2014.

At May 31, 2014, after giving effect to the revaluations in fiscal year 2014, our Venezuelan subsidiary had net assets of $0.7 million, consisting primarily of Bolivar denominated accounts receivable.

18. OTHER COMPREHENSIVE INCOME

A summary of changes in other comprehensive income included within shareholders' equity is as follows (in thousands):

	Twelve Months Ended May 31, 2014				Twelve Months Ended May 31, 2013			
	Foreign Currency Translation Adjustments	Foreign Currency Hedge	Tax Provision	Total	Foreign Currency Translation Adjustments	Foreign Currency Hedge	Tax Provision	Total
Balance at beginning of year	$(3,532)	$2,004	$ (261)	$(1,789)	$(4,593)	$2,678	$(672)	$(2,587)
Other comprehensive income before tax	(1,613)	(775)	1,498	(890)	1,070	(674)	411	807
Non-controlling interest	—	—	—	—	(9)	—	—	(9)
Balance at end of year	$(5,145)	$1,229	$1,237	$(2,679)	$(3,532)	$2,004	$(261)	$(1,789)

The following table represents the related tax effects allocated to each component of other comprehensive income (in thousands):

	Twelve Months Ended May 31, 2014			Twelve Months Ended May 31, 2013			Twelve Months Ended May 31, 2012		
	Gross Amount	Tax Effect	Net Amount	Gross Amount	Tax Effect	Net Amount	Gross Amount	Tax Effect	Net Amount
Foreign currency translation adjustments	$(1,613)	$1,213	$(400)	$1,070	$130	$1,200	$(8,264)	$1,246	$(7,018)
Foreign currency hedge	(775)	285	(490)	(674)	281	(393)	2,385	(928)	1,457
Total	$(2,388)	$1,498	$(890)	$ 396	$411	$ 807	$(5,879)	$ 318	$(5,561)

19. REPURCHASE OF COMMON STOCK

On October 1, 2013, our Board approved an initial $25 million stock repurchase plan, superseding and replacing our previous stock repurchase plan. During the second quarter of fiscal year 2014, we repurchased 369,900 shares for a total cost of $13.3 million. These shares, along with 89,569 shares purchased under a previous plan in a prior period at a cost of $1.3 million, were retired and are not included in common stock issued and outstanding as of May 31, 2014. The retirement of the shares purchased resulted in a reduction in common stock of $0.1 million, a reduction of $2.2 million to additional paid-in capital, and a $12.3 million reduction in retained earnings. On June 23, 2014, our Board authorized an increase in the stock repurchase plan limit to repurchase Team common stock up to $50 million (including the $13.3 million repurchased in the second quarter of fiscal year 2014).

20. SELECTED QUARTERLY FINANCIAL DATA

The following is a summary of selected unaudited quarterly financial data for the years ended May 31, 2014 and 2013 (in thousands, except per share data):

	Year Ended May 31, 2014				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total Year
Revenues	$174,311	$200,493	$163,236	$211,487	$749,527
Operating income	$ 8,105	$ 23,881	$ 1,000	$ 20,435	$ 53,421
Net income (loss) available to Team shareholders	$ 4,510	$ 14,425	$ (1,010)	$ 11,930	$ 29,855
Net income (loss) per share: Basic	$ 0.22	$ 0.71	$ (0.05)	$ 0.58	$ 1.46
Net income (loss) per share: Diluted	$ 0.21	$ 0.68	$ (0.05)	$ 0.56	$ 1.40

	Year Ended May 31, 2013				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total Year
Revenues	$161,492	$200,648	$150,975	$201,196	$714,311
Operating income	$ 12,824	$ 23,040	$ 609	$ 19,129	$ 55,602
Net income (loss) available to Team shareholders	$ 7,561	$ 13,936	$ (535)	$ 11,474	$ 32,436
Net income per share: Basic	$ 0.38	$ 0.69	$ (0.03)	$ 0.57	$ 1.61
Net income per share: Diluted	$ 0.36	$ 0.66	$ (0.03)	$ 0.54	$ 1.53

3. Exhibits

Exhibit Number	
3.1	Amended and Restated Articles of Incorporation of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 2, 2011).
3.2	Amended and Restated Bylaws of the Company (filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed on April 4, 2014).
4.1	Certificate representing shares of common stock of Company (filed as Exhibit 4(1) to the Company's Registration Statement on Form S-1, File No. 2-68928).
10.1†	Team, Inc. 2004 Restricted Stock Option and Award Plan dated June 24, 2004 (filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K for the year ended May 31, 2004).
10.2†	Team, Inc. 2006 Stock Incentive Plan (as Amended and Restated August 1, 2009) (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 30, 2009).
10.3†	Form of Stock Unit Agreement (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 17, 2008).
10.4†	Form of Performance-Based Stock Unit Agreement (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on October 17, 2008).
10.5	Membership Interest Purchase Agreement dated November 2, 2010, by and among Team, Inc., TQ Acquisition, Inc., Quest Integrity Group, LLC, and John Zink Holdings, Inc., Ring Mountain Capital, LLC, Quest Integrated, Inc., Alexius Group II, LLC, Milton J. Altenberg and Todd Katz (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on November 3, 2010).
10.6	Form of Membership Interest Purchase Agreement dated November 2, 2010, by and among Team, Inc., TQ Acquisition, Inc. and each of the other members of Quest Integrity Group, LLC listed on Exhibit A to the Membership Interest Purchase Agreement dated November 2, 2010, by and among Team, Inc., TQ Acquisition, Inc., Quest Integrity Group, LLC, and John Zink Holdings, Inc., Ring Mountain Capital, LLC, Quest Integrated, Inc., Alexius Group II, LLC, Milton J. Altenberg and Todd Katz (filed as Exhibit 2.2 to the Company's Current Report on Form 8-K filed on November 3, 2010).
10.7	Form of Amended and Restated Put-Call Option Agreement dated April 7, 2014 (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on April 4, 2014).
10.8	Guaranty, dated as of November 2, 2010, made by KG Holding, LLC for the benefit of Team, Inc. (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 3, 2010).
10.9	Guaranty, dated as of November 2, 2010, made by Milton J. Altenberg for the benefit of Team, Inc. (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on November 3, 2010).
10.10	Guaranty, dated as of November 2, 2010, made by Jeffrey L. Ott for the benefit of Team, Inc. (filed as Exhibit 10.4 to the Company's Current Report on Form 8-K filed on November 3, 2010).
10.11	Second Amended and Restated Credit Agreement dated July 22, 2011 among Team, Inc. as the borrower, Bank of America, NA as Administrative Agent, Swing Line Lender and L/C Issuer, and Other Lenders party thereto (filed as Exhibit 10.34 to the Company's Annual Report on Form 10-K for the year ended May 31, 2011).
10.12	Second Amendment dated June 20 2014, to the Amended and Restated Credit Agreement dated July 22, 2011 among Team, Inc. as the borrower, Bank of America, NA as Administrative Agent, Swing Line Lender and L/C Issuer, and Other Lenders party thereto (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 24, 2014).
21	Subsidiaries of the Company.
23.1	Consent of Independent Registered Public Accounting Firm—KPMG LLP.

Exhibit Number	
31.1	Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*101.INS	XBRL Instance Document.
*101.SCH	XBRL Taxonomy Schema Document.
*101.CAL	XBRL Calculation Linkbase Document.
*101.DEF	XBRL Definition Linkbase Document.
*101.LAB	XBRL Label Linkbase Document.
*101.PRE	XBRL Presentation Linkbase Document.

† Management contract or compensation plan or arrangement.

* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 August 8, 2014.

TEAM, INC.

By: /S/ PHILIP J. HAWK

Philip J. Hawk
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacity and on the dates indicated.

Signature	Title	Date
/S/ PHILIP J. HAWK **(Philip J. Hawk)**	Chairman, Chief Executive Officer and Director	August 8, 2014
/S/ VINCENT D. FOSTER **(Vincent D. Foster)**	Director	August 8, 2014
/S/ JACK M. JOHNSON, JR. **(Jack M. Johnson, Jr.)**	Director	August 8, 2014
/S/ EMMETT J. LESCROART **(Emmett J. Lescroart)**	Director	August 8, 2014
/S/ LOUIS A. WATERS **(Louis A. Waters)**	Director	August 8, 2014
/S/ SIDNEY B. WILLIAMS **(Sidney B. Williams)**	Director	August 8, 2014
/S/ TED W. OWEN **(Ted W. Owen)**	President, Chief Financial Officer and Director (Principal Financial Officer and Principal Accounting Officer)	August 8, 2014

Corporate Information

Operating Locations*

NORTH AMERICAN LOCATIONS

United States

Daphne, Alabama
Decatur, Alabama
Mobile, Alabama
Anchorage, Alaska
Kenai, Alaska
Phoenix, Arizona
Bakersfield, California
Benicia, California
Los Angeles, California
San Francisco, California
Denver, Colorado
Hartford, Connecticut
Jacksonville, Florida
Chicago, Illinois
Wood River, Illinois
Hammond, Indiana
Wichita, Kansas
Baton Rouge, Louisiana
Lafayette, Louisiana
Lake Charles, Louisiana
Sulphur, Louisiana
Detroit, Michigan
Minneapolis, Minnesota
Kansas City, Missouri
St. Louis, Missouri
Billings, Montana
Farmington, New Mexico
New York, New York
Syracuse, New York
Charlotte, North Carolina
Wilmington, North Carolina
Mandan, North Dakota
Cincinnati, Ohio
Cleveland, Ohio
Columbus, Ohio
Toledo, Ohio
Tulsa, Oklahoma
Philadelphia, Pennsylvania
Pittsburgh, Pennsylvania
Butler, Pennsylvania
San Juan, Puerto Rico
Augusta, South Carolina
Chattanooga, Tennessee
Memphis, Tennessee
Nashville, Tennessee
Alvin, Texas
Angleton, Texas
Beaumont, Texas
Borger, Texas
Corpus Christi, Texas
Houston, Texas
Longview, Texas
Odessa, Texas
Sugar Land, Texas
Salt Lake, Utah
Richmond, Virginia
Seattle, Washington
Vancouver, Washington
Charleston, West Virginia
Neenah, Wisconsin
Milwaukee, Wisconsin

Canada

Brooks, Alberta
Calgary, Alberta
Edmonton, Alberta
Fort McMurray, Alberta
Red Deer, Alberta
Slave Lake, Alberta
St. John, New Brunswick
Mount Pearl, Newfoundland
Dartmouth, Nova Scotia
Kitchener, Ontario
Oakville, Ontario
Sarnia, Ontario
Thunder Bay, Ontario
Regina, Saskatchewan

INTERNATIONAL LOCATIONS

Angola
Australia
Belgium
Germany
Malaysia
Mexico
Netherlands
New Zealand
Saudi Arabia
Singapore
Suriname
Trinidad
U.A.E.
United Kingdom
Venezuela
*As of August 1, 2014

Directors

Philip J. Hawk
Chairman of the Board and
Chief Executive Officer
Team, Inc.

Ted W. Owen
President, Chief Financial Officer
and Treasurer
Team, Inc.

Vincent D. Foster
Chairman and CEO
Main Street Capital Corp.
(NYSE: "MAIN")

Jack M. Johnson, Jr.
Managing General Partner
Wintermann & Company
(real estate management)

Emmett J. Lescroart
Managing Director
EJL Capital, LLC.

Louis A. Waters
Investor, Retired Chairman of
Browning-Ferris Industries, Inc.

Sidney B. Williams
Shareholder, Chamberlain,
Hrdlicka, White, Williams & Martin
(legal services)

Corporate Officers

Philip J. Hawk
Chairman of the Board and
Chief Executive Officer

Ted W. Owen
President, Chief Financial Officer
and Treasurer

Arthur F. Victorson
President, Inspection and
Heat Treating Services

Peter W. Wallace, Jr.
President, Mechanical Services

Jeffrey L. Ott
President
Quest Integrity Services

André C. Bouchard
Senior Vice President
Administration, General Counsel
and Secretary

Registrar and Transfer Agent

Communications regarding change of address, transfer of stock ownership, lost stock certificates or consolidation of multiple listings should be directed to:

Registrar and Transfer Co.
Attn: Investor Relations
10 Commerce Drive
Cranford, New Jersey 07016
Phone: 800/368-5948
Fax: 908/497-2318
E-mail: invrelations@rtco.com

Corporate Headquarters

Stockholders or other interested persons wishing to be placed on the corporate mailing list should write to the corporate headquarters.

Attn: Corporate Secretary
André C. Bouchard
13131 Dairy Ashford, Suite 600
Sugar Land, Texas 77478

Investor Relations

Ted W. Owen
President, Chief Financial Officer
and Treasurer
Phone: 281/388-5525
E-mail: ir@teamindustrial
services.com

Independent Auditors

KPMG LLP
811 Main St.
Houston, TX 77002

TEAM® Industrial Services

Corporate Headquarters
13131 Dairy Ashford, Suite 600
Sugar Land, Texas 77478
United States
Phone: 281/331-6154

OUR VALUES

The Company's Code of Ethical Conduct can be accessed on our Internet web site at www.teamindustrialservices.com.

This Code encompasses our Core Values, which are:

- **Safety First/Quality Always** in everything we do.
- **Integrity** means doing the right thing.
- **Service Leadership** throughout the Company.
- **Innovation** supports continuous growth and improvement.
- **Pride and Respect** for ourselves and our Company.