

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

For the quarterly period ended March 13, 2019  
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: 001-08308

**Luby's, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

74-1335253  
(IRS Employer  
Identification No.)

13111 Northwest Freeway, Suite 600  
Houston, Texas  
(Address of principal executive offices)

77040  
(Zip Code)

(713) 329-6800  
(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

As of April 17, 2019, there were 29,875,791 shares of the registrant's common stock outstanding.

**Luby's, Inc.**  
**Form 10-Q**  
**Quarter ended March 13, 2019**  
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**Additional Information**

We file reports with the Securities and Exchange Commission (the "SEC"), including annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K. The SEC maintains an Internet site at <http://www.sec.gov> that contains the reports, proxy and information statements, and other information that we file electronically. Our website address is <http://www.lubysinc.com>. Please note that our website address is provided as an inactive textual reference only. We make available free of charge through our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. The information provided on our website is not part of this report, and is therefore not incorporated by reference unless such information is specifically referenced elsewhere in this report.

**Part I—FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**Luby's, Inc.**  
**Consolidated Balance Sheets**  
*(In thousands, except share data)*

	<b>March 13, 2019</b>	<b>August 29, 2018</b>
	<i>(Unaudited)</i>	
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 3,907	\$ 3,722
Restricted cash and cash equivalents	10,832	—
Trade accounts and other receivables, net	9,201	8,787
Food and supply inventories	4,067	4,022
Prepaid expenses	2,688	3,219
Total current assets	30,695	19,750
Property held for sale	14,940	19,469
Assets related to discontinued operations	1,813	1,813
Property and equipment, net	130,921	138,287
Intangible assets, net	17,286	18,179
Goodwill	555	555
Other assets	1,372	1,936
Total assets	<u>\$ 197,582</u>	<u>\$ 199,989</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 9,192	\$ 10,457
Liabilities related to discontinued operations	4	14
Current portion of credit facility debt	—	39,338
Accrued expenses and other liabilities	25,030	31,755
Total current liabilities	34,226	81,564
Credit facility debt, less current portion	40,674	—
Liabilities related to discontinued operations	16	16
Other liabilities	7,583	5,781
Total liabilities	<u>82,499</u>	<u>87,361</u>
<b>Commitments and Contingencies</b>		
<b>SHAREHOLDERS' EQUITY</b>		
Common stock, \$0.32 par value; 100,000,000 shares authorized; shares issued were 30,289,492 and 30,003,642; and shares outstanding were 29,789,492 and 29,503,642, at March 13, 2019 and August 29, 2018, respectively	9,693	9,602
Paid-in capital	34,614	33,872
Retained earnings	75,551	73,929
Less cost of treasury stock, 500,000 shares	(4,775)	(4,775)
Total shareholders' equity	<u>115,083</u>	<u>112,628</u>
Total liabilities and shareholders' equity	<u>\$ 197,582</u>	<u>\$ 199,989</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**Luby's, Inc.**  
**Consolidated Statements of Operations (unaudited)**  
*(In thousands, except per share data)*

	Quarter Ended		Two Quarters Ended	
	March 13, 2019	March 14, 2018	March 13, 2019	March 14, 2018
	(12 weeks)	(12 weeks)	(28 weeks)	(28 weeks)
<b>SALES:</b>				
Restaurant sales	\$ 65,369	\$ 74,352	\$ 156,468	\$ 178,934
Culinary contract services	7,543	5,889	17,039	12,774
Franchise revenue	1,421	1,401	3,644	3,288
Vending revenue	90	151	190	294
<b>TOTAL SALES</b>	<b>74,423</b>	<b>81,793</b>	<b>177,341</b>	<b>195,290</b>
<b>COSTS AND EXPENSES:</b>				
Cost of food	18,144	21,181	43,226	50,936
Payroll and related costs	24,730	28,512	59,244	66,640
Other operating expenses	11,412	14,360	27,914	33,858
Occupancy costs	4,166	4,707	10,041	10,968
Opening costs	11	331	44	406
Cost of culinary contract services	6,717	5,677	15,532	12,009
Cost of franchise operations	247	369	519	856
Depreciation and amortization	3,222	3,998	8,126	9,351
Selling, general and administrative expenses	9,017	9,188	20,240	20,712
Provision for asset impairments and restaurant closings	1,195	1,407	2,422	2,252
Net loss (gain) on disposition of property and equipment	(12,651)	(204)	(12,501)	18
<b>Total costs and expenses</b>	<b>66,210</b>	<b>89,526</b>	<b>174,807</b>	<b>208,006</b>
<b>INCOME (LOSS) FROM OPERATIONS</b>	<b>8,213</b>	<b>(7,733)</b>	<b>2,534</b>	<b>(12,716)</b>
Interest income	19	5	19	11
Interest expense	(1,554)	(545)	(3,269)	(1,194)
Other income, net	55	194	86	309
Income (loss) before income taxes and discontinued operations	6,733	(8,079)	(630)	(13,590)
Provision for income taxes	93	3,382	213	3,373
Income (loss) from continuing operations	6,640	(11,461)	(843)	(16,963)
Loss from discontinued operations, net of income taxes	(8)	(110)	(13)	(145)
<b>NET INCOME (LOSS)</b>	<b>\$ 6,632</b>	<b>\$ (11,571)</b>	<b>\$ (856)</b>	<b>\$ (17,108)</b>
<b>Income (loss) per share from continuing operations:</b>				
Basic	\$ 0.22	\$ (0.38)	\$ (0.03)	\$ (0.57)
Assuming dilution	\$ 0.22	\$ (0.38)	\$ (0.03)	\$ (0.57)
<b>Loss per share from discontinued operations:</b>				
Basic	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.00)
Assuming dilution	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.00)
<b>Net income (loss) per share:</b>				
Basic	\$ 0.22	\$ (0.39)	\$ (0.03)	\$ (0.57)
Assuming dilution	\$ 0.22	\$ (0.39)	\$ (0.03)	\$ (0.57)
<b>Weighted average shares outstanding:</b>				
Basic	29,769	29,950	29,671	29,802
Assuming dilution	29,799	29,950	29,671	29,802

The accompanying notes are an integral part of these Consolidated Financial Statements.

**Luby's, Inc.**  
**Consolidated Statement of Shareholders' Equity (unaudited)**  
*(In thousands)*

	Common Stock				Paid-In Capital	Retained Earnings	Total Shareholders' Equity
	Issued		Treasury				
	Shares	Amount	Shares	Amount			
Balance at August 30, 2017	29,624	\$ 9,480	(500)	\$ (4,775)	\$ 31,850	107,497	144,052
Net loss	—	—	—	—	—	(5,537)	(5,537)
Share-based compensation expense	30	10	—	—	857	—	867
Common stock issued under employee benefit plans	163	52	—	—	(52)	—	—
Balance at December 20, 2017	<u>29,817</u>	<u>\$ 9,542</u>	<u>(500)</u>	<u>\$ (4,775)</u>	<u>\$ 32,655</u>	<u>\$ 101,960</u>	<u>\$ 139,382</u>
Net loss	—	—	—	—	—	(11,571)	(11,571)
Share-based compensation expense	27	8	—	—	377	—	385
Common stock issued under employee benefit plans	20	7	—	—	(7)	—	—
Common stock issued under nonemployee benefit plans	87	28	—	—	(28)	—	—
Balance at March 14, 2018	<u>29,951</u>	<u>\$ 9,585</u>	<u>(500)</u>	<u>\$ (4,775)</u>	<u>\$ 32,997</u>	<u>\$ 90,389</u>	<u>\$ 128,196</u>

	Common Stock				Paid-In Capital	Retained Earnings	Total Shareholders' Equity
	Issued		Treasury				
	Shares	Amount	Shares	Amount			
Balance at August 29, 2018	30,003	\$ 9,602	(500)	\$ (4,775)	\$ 33,872	\$ 73,929	\$ 112,628
Net loss	—	—	—	—	—	(7,489)	(7,489)
Cumulative effect of accounting changes from the adoption of ASC Topic 606	—	—	—	—	—	2,479	2,479
Share-based compensation expense	42	13	—	—	426	—	439
Common stock issued under employee benefit plans	81	26	—	—	(26)	—	—
Common stock issued under nonemployee benefit plans	38	12	—	—	(12)	—	—
Balance at December 19, 2018	<u>30,164</u>	<u>\$ 9,653</u>	<u>(500)</u>	<u>\$ (4,775)</u>	<u>\$ 34,260</u>	<u>\$ 68,919</u>	<u>\$ 108,057</u>
Net Income	—	—	—	—	—	\$ 6,632	\$ 6,632
Share-based compensation expense	98	31	—	—	363	—	394
Common stock issued under employee benefit plans	12	4	—	—	(4)	—	—
Common stock issued under nonemployee benefit plans	15	5	—	—	(5)	—	—
Balance at March 13, 2019	<u>30,289</u>	<u>\$ 9,693</u>	<u>(500)</u>	<u>\$ (4,775)</u>	<u>\$ 34,614</u>	<u>\$ 75,551</u>	<u>\$ 115,083</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**Luby's, Inc.**  
**Consolidated Statements of Cash Flows (unaudited)**  
*(In thousands)*

	<b>Two Quarters Ended</b>	
	<b>March 13, 2019</b>	<b>March 14, 2018</b>
	<i>(28 weeks)</i>	<i>(28 weeks)</i>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (856)	\$ (17,108)
Adjustments to reconcile net loss to net cash used in operating activities:		
Provision for asset impairments and net losses (gains) on property sales	(10,079)	2,271
Depreciation and amortization	8,126	9,351
Amortization of debt issuance cost	811	70
Share-based compensation expense	823	1,252
Deferred tax provision	—	3,494
Cash used in operating activities before changes in operating assets and liabilities	(1,175)	(670)
Changes in operating assets and liabilities:		
Increase in trade accounts and other receivables	(414)	(376)
Increase in food and supply inventories	(45)	(188)
Decrease in prepaid expenses and other assets	1,115	218
Decrease in accounts payable, accrued expenses and other liabilities	(7,110)	(1,121)
Net cash used in operating activities	(7,629)	(2,137)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Proceeds from disposal of assets and property held for sale	20,444	2,805
Insurance proceeds	—	756
Purchases of property and equipment	(1,781)	(8,030)
Net cash provided by (used in) investing activities	18,663	(4,469)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Revolver borrowings	34,500	47,900
Revolver repayments	(54,500)	(39,300)
Proceeds from term loan	58,400	—
Term loan repayments	(35,169)	(1,415)
Debt issuance costs	(3,236)	—
Taxes paid on equity withheld	(12)	(70)
Net cash provided by (used in) financing activities	(17)	7,115
Net increase in cash and cash equivalents and restricted cash	11,017	509
Cash and cash equivalents and restricted cash at beginning of period	3,722	1,096
Cash and cash equivalents and restricted cash at end of period	\$ 14,739	\$ 1,605
Cash paid for:		
Income taxes	\$ 51	\$ —
Interest	1,951	1,065

The accompanying notes are an integral part of these Consolidated Financial Statements.

**Luby's, Inc.**  
**Notes to Consolidated Financial Statements (unaudited)**

**Note 1. Basis of Presentation**

The accompanying unaudited Consolidated Financial Statements of Luby's, Inc. (the "Company", "we", "our", "us", or "Luby's") have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements that are prepared for the Company's Annual Report on Form 10-K. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the quarter ended March 13, 2019 are not necessarily indicative of the results that may be expected for the fiscal year ending August 28, 2019.

The Consolidated Balance Sheet dated August 29, 2018, included in this Quarterly Report on Form 10-Q (this "Form 10-Q"), has been derived from the audited Consolidated Financial Statements as of that date. However, this Form 10-Q does not include all of the information and footnotes required by GAAP for audited, year-end financial statements. Therefore, these financial statements should be read in conjunction with the audited Consolidated Financial Statements and footnotes included in the Company's Annual Report on Form 10-K for the fiscal year ended August 29, 2018.

**Correction of Immaterial Errors in Previously Issued Financial Statements**

In the third quarter of fiscal 2018, we identified an accounting error in Trade accounts and other receivables, net, that overstated Culinary Contract Services (CCS) segment revenues by approximately \$1.0 million, in the aggregate, through the second fiscal quarter of 2018. Of the approximate \$1.0 million aggregate error, approximately \$0.1 million related to fiscal 2017 and approximately \$0.5 million and \$0.4 million related to the first and second quarters of fiscal 2018, respectively.

The error resulted from a duplication in the general ledger of certain sales within our CCS segment. While this error was not material to any previously issued annual or quarterly interim consolidated financial statements, management concluded that correcting the cumulative error and related tax effects would be material to the Company's consolidated financial statements for the fiscal quarter ended June 6, 2018.

Accordingly, the Company revised its consolidated financial statements for the quarters ended December 20, 2017 and March 14, 2018, to correct these errors. The prior period error corrections did not change the cash flows provided by or used in operating, investing, or financing activities previously reported.

**Recently Adopted Accounting Pronouncements**

We transitioned to the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers ("ASC 606") from ASC Topic 605, Revenue Recognition and ASC Topic 953-605, Franchisors - Revenue Recognition (together, the "Previous Standards") on August 30, 2018. Our transition to ASC 606 represents a change in accounting principle. ASC 606 eliminates industry-specific guidance and provides a single model for recognizing revenue from contracts with customers. The core principle of ASC 606 is that a reporting entity should recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the reporting entity expects to be entitled for the exchange of those goods or services.

We adopted ASC 606 using the modified retrospective method applied to contracts that were not completed at August 29, 2018. Due to the short term nature of a significant portion of our contracts with customers, we have elected to apply the practical expedients under ASC 606 to: (1) not adjust the consideration for the effects of a significant financing component, (2) recognize incremental costs of obtaining a contract as expense when incurred and (3) not disclose the value of our unsatisfied performance obligations for contracts with an original expected duration of one year or less.

The adoption of ASC 606 did not have an impact on the recognition of revenues from our primary source of revenue from our Company owned restaurants (except for recognition of breakage and discounts on gift cards, as discussed below), revenues from our culinary contract services, vending revenue or ongoing franchise royalty fees, which are based on a percentage of franchisee sales. The adoption did impact the recognition of initial franchise fees and area development fees and gift card breakage.

The adoption of ASC 606 requires us to recognize initial and renewal franchise and development fees on a straight-line basis over the term of the franchise agreement, which is usually 20 years. Historically, we have recognized revenue from initial franchise and development fees upon the opening of a franchised restaurant when we have completed all our material obligations and initial services.

Additionally, ASC 606 requires gift card breakage to be recognized as revenue in proportion to the pattern of gift card redemptions exercised by our customers. Historically, we recorded breakage income within other (expense) income (and not within revenue) when it was deemed remote that the unused gift card balance will be redeemed.

Upon adoption of ASC 606 we changed our reporting of marketing and advertising fund (“MAF”) contributions from franchisees and the related marketing and advertising expenditures. Under the Previous Standards, we did not reflect MAF contributions from franchisees and MAF expenditures in our statements of operations. Although the gross amounts of our revenues and expenses are impacted by the recognition of franchisee MAF fund contributions and related expenditures of MAF funds we manage, increases to gross revenues and expenses did not result in a material net impact to our statement of operations.

Our consolidated financial statements reflect the application of ASC 606 beginning in fiscal year 2019, while our consolidated financial statements for prior periods were prepared under the guidance of the Previous Standards. The \$2.5 million cumulative effect of our adoption of ASC 606 is reflected as an increase to August 30, 2018 Shareholders’ equity with a corresponding decrease to accrued expenses and other liabilities and was comprised of (1) a reduction to accrued expense and other liabilities of \$3.1 million to adjust the unused gift card liability balance as if the gift card breakage guidance had been applied prior to August 30, 2018 and (2) an increase to accrued expense and other liabilities of \$0.6 million to adjust the unearned franchise fees for the fees received through the end of FY 2018 that would have been deferred and recognized over the term of the franchise agreement if the new guidance had been applied prior to August 30, 2018.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230) Classification of Certain Cash Receipts and Cash Payments. This update provides clarification regarding how certain cash receipts and disbursements are presented and classified in the statement of cash flows. The update addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. We adopted ASU 2016-15 on August 30, 2018 using the retrospective method of adoption. The adoption of this standard did not have a material impact on our consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230), Restricted Cash. This update addresses the diversity in practice on how to classify and present changes in restricted cash or restricted cash equivalents in the statement of cash flows. The update requires that a statement of cash flows explain the change during the period in restricted cash or restricted cash equivalents in addition to changes in cash and cash equivalents. Entities are also required to disclose information about the nature of the restrictions and amounts described as restricted cash and restricted cash equivalents. Also, when cash, cash equivalents, restricted cash and restricted cash equivalents are presented in more than one line on the balance sheet, an entity must reconcile these amounts to the total shown on the statement of cash flows. We adopted ASU 2016-18 effective August 30, 2018 using the retrospective method of adoption. Our adoption of ASU 2016-18 represents a change in accounting principle. Our consolidated statement of cash flow for the quarter ended December 30, 2017 has been revised to reflect the application of ASU 2016-18. See Note 16 for the reconciliation and disclosures regarding the restrictions required by this update. The adoption of this standard did not have a material impact on our consolidated financial statements.

#### **New Accounting Pronouncements - "to be Adopted"**

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). In January, July and December 2018, the FASB issued ASU 2018-01, 2018-10, 2018-11, 2018-20 and 2019-01, which were targeted improvements to ASU 2016-02 (collectively, with ASU 2016-02, “ASC 842”) and provided entities with an additional (and optional) transition method to adopt the new lease standard. ASC 842 requires a lessee to recognize a liability to make lease payments and a corresponding right-of-use asset on the balance sheet, as well as provide additional disclosures about the amount, timing and uncertainty of cash flows arising from leases. ASC 842 is effective for annual and interim periods beginning after December 15, 2018, which will require us to adopt the new standard in the first quarter of fiscal 2020. ASC 842 may be adopted using the modified retrospective method, which requires application to all comparative periods presented (the “comparative method”) or alternatively, as of the effective date of initial application without restating comparative period financial statements (the “effective date method”). The new standard also provides several practical expedients and policies that companies may elect under either transition method. Based on a preliminary assessment, we expect that most of our operating lease commitments will be subject to the new standard and recognized as operating lease liabilities and right-of-use assets upon adoption, resulting in a significant increase in the assets and liabilities on our consolidated balance sheet. We are continuing our assessment of the impact of adoption, which may identify additional impacts to our consolidated financial statements. We have not yet determined the method we will use to adopt ASC 842.

#### **Subsequent Events**

We evaluate events subsequent to March 13, 2019 through the date the financial statements are issued to determine if the nature and significance of the events warrant inclusion in our consolidated financial statements.



## **Note 2. Revenue Recognition**

### **Restaurant Sales**

Restaurant sales consist of sales of food and beverage products to restaurant guests at our Luby's Cafeteria, Fuddruckers and Cheeseburger in Paradise restaurants. Revenue from restaurant sales is recognized at the point of sale and is presented net of discounts, coupons, employee meals and complimentary meals. Sales taxes that we collect and remit to the appropriate taxing authority related to these sales are excluded from revenue.

We sell gift cards to our customers in our venues and through certain third-party distributors. These gift cards do not expire and do not incur a service fee on unused balances. Sales of gift cards to our restaurant customers are initially recorded as a contract liability, included in accrued expenses and other liabilities, at their expected redemption value. When gift cards are redeemed, we recognize revenue and reduce the contract liability. Discounts on gift cards sold by third parties are recorded as a reduction to accrued expenses and other liabilities and are recognized, as a reduction to revenue, over a period that approximates redemption patterns. The portion of gift cards sold to customers that is never redeemed is commonly referred to as gift card breakage. Under ASC 606 we recognize gift card breakage revenue in proportion to the pattern of gift card redemptions exercised by our customers, using an estimated breakage rate based on our historical experience. Under the Previous Standards, we recognized gift card breakage income within other (expense) income (and not within revenue) when it was deemed remote that the unused gift card balance would be redeemed.

### **Culinary contract services revenue**

Our Culinary Contract Services segment provides food, beverage and catering services to our clients at their locations. Depending on the type of client and service, we are either paid directly by our client and/or directly by the customer to whom we have been provided access by our client.

We typically use one of the following types of client contracts:

**Fee-Based Contracts.** Revenue from fee-based contracts is based on our costs incurred and invoiced to the client along with the agreed management fee, which may be calculated as a fixed dollar amount or a percentage of sales or other variable measure. Some fee-based contracts entitle us to receive incentive fees based upon our performance under the contract, as measured by factors such as sales, operating costs and client satisfaction surveys. This potential incentive revenue is allocated entirely to the management services performance obligation. We recognize revenue from our management fee and payroll cost reimbursement over time as the services are performed. We recognize revenue from our food and 3<sup>rd</sup> party purchases reimbursement at the point in time when the vendor delivers the goods or performs the services.

**Profit and Loss Contracts.** Revenue from profit and loss contracts consist primarily of sales made to consumers, typically with little or no subsidy charged to clients. Revenue is recognized at the point of sale to the consumer. Sales taxes that we collect and remit to the appropriate taxing authority related to these sales are excluded from revenue.

As part of client contracts, we sometimes make payments to clients, such as concession rentals, vending commissions and profit share. These payments are accounted for as operating costs when incurred.

Revenue from the sale of frozen foods includes royalty fees based on a percentage of frozen food sales and is recognized at the point in time when product is delivered by our contracted manufacturers to the retail outlet.

### **Franchise revenues**

Franchise revenues consist primarily of royalties, marketing and advertising fund ("MAF") contributions, initial and renewal franchise fees, and upfront fees from area development agreements related to our Fuddruckers restaurant brand. Our performance obligations under franchise agreements consist of: (1) a franchise license, including a license to use our brand and MAF management, (2) pre-opening services, such as training and inspections and (3) ongoing services, such as development of training materials and menu items as well as restaurant monitoring and inspections. These performance obligations are highly interrelated, so we do not consider them to be individually distinct. We account for them under ASC 606 as a single performance obligation, which is satisfied over time by providing a right to use our intellectual property over the term of each franchise agreement.

Royalties, including franchisee MAF contributions, are calculated as a percentage of franchise restaurant sales. MAF contributions paid by franchisees are used for the creation and development of brand advertising, marketing and public relations, merchandising research and related programs, activities and materials. The initial franchisee fee is payable upon execution of the franchise agreement and the renewal fee is due and payable at the expiration of the initial term of the franchise agreement. Our franchise agreement royalties, including advertising fund contributions, represent sales-based royalties that are related entirely to our performance obligation under the franchise agreement and are recognized as franchise sales occur.

Initial and renewal franchise fees and area development fees are recognized as revenue over the term of the respective agreement. Area development fees are not distinct from franchise fees, so upfront fees paid by franchisees for exclusive development rights are deferred and apportioned to each franchise restaurant opened by the franchisee. The pro-rata amount apportioned to each restaurant is accounted for as an initial franchise fee.

Under the Previous Standards, initial franchise fees and area development fees were recognized as revenue when the related restaurant commenced operations and we completed all material pre-opening services and conditions. Renewal franchise fees were recognized as revenue upon execution of a new franchise agreement. MAF contributions from franchisees and the related MAF expenditures were accounted for on a net basis in our Consolidated Balance Sheets.

Revenue from vending machine sales is recorded at the point in time when the sale occurs.

### Contract Liabilities

Contract liabilities consist of (1) deferred revenue resulting from initial and renewal franchise fees and upfront area development fees paid by franchisees, which are generally recognized on a straight-line basis over the term of the underlying agreement, (2) liability for unused gift cards and (3) unamortized discount on gift cards sold to 3<sup>rd</sup> party retailers. These contract liabilities are included in accrued expenses and other liabilities in our consolidated balance sheets. The following table reflects the change in contract liabilities between the date of adoption (August 30, 2018) and March 13, 2019 (in thousands):

	<b>Gift Cards, net of discounts</b>	<b>Franchise Fees</b>
	<i>(In thousands)</i>	
Balance at August 30, 2018	\$ 2,707	\$ 1,891
Revenue recognized that was included in the contract liability balance at the beginning of the year	(990)	(503)
Increase (decrease), net of amounts recognized as revenue during the period	1,633	(20)
Balance at March 13, 2019	<u>\$ 3,350</u>	<u>\$ 1,368</u>

The following table illustrates the estimated revenues expected to be recognized in the future related to our deferred franchise fees that are unsatisfied (or partially unsatisfied) as of March 13, 2019 (in thousands):

	<b>Franchise Fees</b>
	<i>(In thousands)</i>
Remainder of fiscal 2019	\$ 18
Fiscal 2020	40
Fiscal 2021	40
Fiscal 2022	40
Fiscal 2023	39
Thereafter	401
Total operating franchise restaurants	<u>\$ 578</u>
Franchise restaurants not yet opened <sup>(1)</sup>	790
Total	<u>\$ 1,368</u>

(1) Amortization of the deferred franchise fees will begin when the restaurant commences operations and revenue will be recognized straight-line over the franchise term (which is typically 20 years). If the franchise agreement is terminated, the deferred franchise fee will be recognized in full in the period of termination.

### Disaggregation of Total Revenues

For the two quarters ended March 13, 2019, total sales of \$177.3 million was comprised of revenue from performance obligations satisfied over time of \$12.3 million and revenue from performance obligations satisfied at a point in time of \$165.0 million. For the quarter ended March 13, 2019, total sales of \$74.4 million was comprised of revenue from performance obligations satisfied over time of \$5.2 million and revenue from performance obligations satisfied at a point in time of \$69.2 million. See Note 4. Reportable Segments for disaggregation of revenue by reportable segment.

With the exception of the cumulative effect adjustment described in Note 1, the adoption of ASC 606 did not have a material effect on our consolidated financial statements for the two quarters ended March 13, 2019.

### **Note 3. Accounting Periods**

The Company's fiscal year ends on the last Wednesday in August. Accordingly, each fiscal year normally consists of 13 four-week periods, or accounting periods, accounting for 364 days in the aggregate. However, every fifth or sixth year, we have a fiscal year that consists of 53 weeks, accounting for 371 days in the aggregate. The first fiscal quarter consists of four four-week periods, or 16 weeks, and the remaining three quarters typically include three four-week periods, or 12 weeks, in length. The fourth fiscal quarter includes 13 weeks in certain fiscal years to adjust for our standard 52 week, or 364 day, fiscal year compared to the 365 day calendar year.

### **Note 4. Reportable Segments**

The Company has three reportable segments: Company-owned restaurants, Culinary Contract Services ("CCS"), and Franchise Operations.

#### ***Company-owned restaurants***

Company-owned restaurants consists of several brands which are aggregated into one reportable segment because the nature of the products and services, the production processes, the customers, the methods used to distribute the products and services, the nature of the regulatory environment, and store level profit margins are similar. The chief operating decision maker analyzes Company-owned restaurants at store level profit which is revenue less cost of food, payroll and related costs, other operating expenses, and occupancy costs. The primary brands are Luby's Cafeterias, Fuddruckers - World's Greatest Hamburgers® and Cheeseburger in Paradise. All company-owned restaurants are casual dining restaurants. Each restaurant is an operating segment because operating results and cash flow can be determined for each restaurant.

The total number of Company-owned restaurants was 136 at March 13, 2019 and 146 at August 29, 2018.

#### ***Culinary Contract Services***

CCS, branded as Luby's Culinary Services, is a business line servicing healthcare, sport stadiums, corporate dining clients, and sales through retail grocery stores. The healthcare accounts are full service and typically include in-room delivery, catering, vending, coffee service, and retail dining. CCS has contracts with long-term acute care hospitals, acute care medical centers, ambulatory surgical centers, retail grocery stores, behavioral hospitals, sports stadiums, a senior care facility, government, business and industry clients. CCS has the unique ability to deliver quality services that include facility design and procurement as well as nutrition and branded food services to our clients. The cost of Culinary Contract Services on the Consolidated Statements of Operations includes all food, payroll and related costs, other operating expenses, and other direct general and administrative expenses related to CCS sales. The total number of CCS locations was 33 at March 13, 2019 and 28 at August 29, 2018.

CCS began selling Luby's Famous Fried Fish and Macaroni & Cheese in February 2017 and December 2016, respectively, in the freezer section of H-E-B stores, a Texas-born retailer. H-E-B stores now stock the family-sized versions of Luby's Classic Macaroni and Cheese and Luby's Jalapeño Macaroni and Cheese varieties as well as Luby's Fried Fish.

#### ***Franchise Operations***

We offer franchises for the Fuddruckers brand. Franchises are sold in markets where expansion is deemed advantageous to the development of the Fuddruckers concept and system of restaurants. Initial franchise agreements have a term of 20 years. Franchise agreements typically grant franchisees an exclusive territorial license to operate a single restaurant within a specified area.

Franchisees bear all direct costs involved in the development, construction, and operation of their restaurants. In exchange for a franchise fee, the Company provides assistance to franchisees in the following areas: site selection, prototypical architectural plans, interior and exterior design and layout, training, marketing and sales techniques, assistance by a Fuddruckers "opening team" at the time a franchised restaurant opens, as well as accounting and operational guidelines set forth in various policies and procedures manuals.

All franchisees are required to operate their restaurants in accordance with Fuddruckers' standards and specifications, including controls over menu items, food quality, and preparation. The Company requires the successful completion of its training program by a minimum of three managers for each franchised restaurant. In addition, franchised restaurants are evaluated regularly by the

Company for compliance with franchise agreements, including standards and specifications through the use of periodic, unannounced, on-site inspections, and standard evaluation reports.

The number of franchised restaurants was 102 at March 13, 2019 and 105 at August 29, 2018.

***Licensee***

In November 1997, a prior owner of the Fuddruckers – World’s Greatest Hamburgers® brand granted to a licensee the exclusive right to use the Fuddruckers proprietary marks, trade dress and system to develop Fuddruckers restaurants in a territory consisting of certain countries in Africa, the Middle East and parts of Asia. As of January 2019, this licensee operated 33 restaurants that are licensed to use the Fuddruckers Proprietary Marks in Saudi Arabia, Egypt, United Arab Emirates, Qatar, Jordan, and Bahrain. The Company does not receive revenue or royalties from these restaurants.

***Segment Table***

The table on the following page shows segment financial information. The table also lists total assets for each reportable segment. Corporate assets include cash and cash equivalents, restricted cash, property and equipment, assets related to discontinued operations, property held for sale, deferred tax assets, and prepaid expenses.

	Quarter Ended		Two Quarters Ended	
	March 13, 2019	March 14, 2018	March 13, 2019	March 14, 2018
	(12 weeks)	(12 weeks)	(28 weeks)	(28 weeks)
<i>(In thousands)</i>				
<b>Sales:</b>				
Company-owned restaurants <sup>(1)</sup>	\$ 65,459	\$ 74,503	\$ 156,658	\$ 179,228
Culinary contract services	7,543	5,889	17,039	12,774
Franchise operations	1,421	1,401	3,644	3,288
<b>Total</b>	<b>\$ 74,423</b>	<b>\$ 81,793</b>	<b>\$ 177,341</b>	<b>\$ 195,290</b>
<b>Segment level profit:</b>				
Company-owned restaurants	\$ 7,007	\$ 5,743	\$ 16,233	\$ 16,826
Culinary contract services	826	212	1,507	765
Franchise operations	1,174	1,032	3,125	2,432
<b>Total</b>	<b>\$ 9,007</b>	<b>\$ 6,987</b>	<b>\$ 20,865</b>	<b>\$ 20,023</b>
<b>Depreciation and amortization:</b>				
Company-owned restaurants	\$ 2,613	\$ 3,319	\$ 7,004	\$ 7,772
Culinary contract services	24	18	46	37
Franchise operations	177	178	413	414
Corporate	408	483	663	1,128
<b>Total</b>	<b>\$ 3,222</b>	<b>\$ 3,998</b>	<b>\$ 8,126</b>	<b>\$ 9,351</b>
<b>Capital expenditures:</b>				
Company-owned restaurants	\$ 498	\$ 2,993	\$ 1,562	\$ 6,417
Culinary contract services	(44)	22	10	130
Corporate	208	690	209	1,483
<b>Total</b>	<b>\$ 662</b>	<b>\$ 3,705</b>	<b>\$ 1,781</b>	<b>\$ 8,030</b>
<b>Income (loss) before income taxes and discontinued operations</b>				
Segment level profit	\$ 9,007	\$ 6,987	\$ 20,865	\$ 20,023
Opening costs	(11)	(331)	(44)	(406)
Depreciation and amortization	(3,222)	(3,998)	(8,126)	(9,351)
Selling, general and administrative expenses	(9,017)	(9,188)	(20,240)	(20,712)
Provision for asset impairments and restaurant closings	(1,195)	(1,407)	(2,422)	(2,252)
Net gain (loss) on disposition of property and equipment	12,651	204	12,501	(18)
Interest income	19	5	19	11
Interest expense	(1,554)	(545)	(3,269)	(1,194)
Other income, net	55	194	86	309
<b>Income (loss) before income taxes and discontinued operations</b>	<b>\$ 6,733</b>	<b>\$ (8,079)</b>	<b>\$ (630)</b>	<b>\$ (13,590)</b>

	March 13, 2019	August 29, 2018
<b>Total assets:</b>		
Company-owned restaurants <sup>(2)</sup>	\$ 152,855	\$ 151,511
Culinary contract services	6,175	4,569
Franchise operations <sup>(2)</sup>	10,979	10,982
Corporate	27,573	32,927
<b>Total</b>	<b>\$ 197,582</b>	<b>\$ 199,989</b>

(1) Includes vending revenue of approximately \$90 thousand and \$151 thousand for the quarter ended March 13, 2019 and March 14, 2018, respectively, and amortization of discounts on gift cards sold partially offset by gift card breakage of approximately \$100 thousand in the quarter ended March 13, 2019. Includes vending revenue of approximately \$190 thousand and \$294 thousand for the two quarters ended March 13, 2019 and March 14, 2018, respectively, and amortization of discounts on gift cards sold partially offset by gift card breakage of approximately \$244 thousand in the two quarters ended March 13, 2019.

(2) Company-owned restaurants segment includes \$7.8 million of Fuddrucker's trade name, Cheeseburger in Paradise liquor licenses, and Jimmy Buffett intangibles. Franchise operations segment includes approximately \$9.5 million in royalty intangibles.

## Note 5. Derivative Financial Instruments

The Company enters into derivative instruments, from time to time, to manage its exposure to changes in interest rates on a percentage of its long-term variable rate debt. On December 14, 2016, the Company entered into an interest rate swap, pay fixed - receive floating, with a constant notional amount of \$17.5 million. The fixed swap rate we paid was 1.965% and the variable rate we received was one-month LIBOR. The term of the interest rate swap was 5 years. The Company does not apply hedge accounting treatment to this derivative, therefore, changes in fair value of the instrument were recognized in Other income (expense), net. The changes in the interest rate swap fair value resulted in an expense of approximately \$0.1 million during the two quarters ended March 13, 2019 and a credit to expense of approximately \$0.2 million in the two quarters ended March 14, 2018. The Company terminated its interest rate swap in the quarter ended December 19, 2018 and received approximately \$0.3 million in cash proceeds.

The Company does not hold or use derivative instruments for trading purposes.

## Note 6. Fair Value Measurements

GAAP establishes a framework for using fair value to measure assets and liabilities, and expands disclosure about fair value measurements. Fair value measurements guidance applies whenever other authoritative accounting guidance requires or permits assets or liabilities to be measured at fair value.

GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used to measure fair value. These tiers include:

- Level 1: Defined as observable inputs such as quoted prices in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2: Defined as pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures.
- Level 3: Defined as pricing inputs that are unobservable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

The fair values of the Company's cash and cash equivalents, restricted cash and cash equivalents, trade receivables and other receivables, net, and accounts payable approximate their carrying value due to their short duration. The carrying value of the Company's total credit facility debt, net of unamortized discounts and debt issue costs, at March 13, 2019 and August 29, 2018 was approximately \$40.7 million and \$39.3 million, respectively, which approximates fair value because the applicable interest rate is adjusted frequently based on short-term market rates (Level 2).

Recurring fair value measurements related to assets are presented below:

	<b>Fair Value Measurement Using</b>				<b>Valuation Method</b>
	<b>March 13, 2019</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	
Recurring Fair Value - Assets					
Continuing Operations:					
Derivative - Interest Rate Swap <sup>(1)</sup>	\$ —	\$ —	\$ —	\$ —	

(1) The Company terminated its interest rate swap in the first quarter of fiscal 2019 and received cash proceeds of approximately \$0.3 million which is recorded in Other income.

	Fair Value Measurement Using				Valuation Method
	March 14, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Recurring Fair Value - Assets	<i>(In thousands)</i>				
Continuing Operations:					
Derivative - Interest Rate Swap <sup>(1)</sup>	\$ 361	—	\$ 361	—	Discounted Cash Flow

(1) The fair value of the interest rate swap is recorded in Other Assets on the company's Consolidated Balance Sheet.

Recurring fair value measurements related to liabilities are presented below:

	Fair Value Measurement Using				Valuation Method
	March 13, 2019	Quoted Prices in Active Markets for Identical Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Recurring Fair Value - Liabilities	<i>(In thousands)</i>				
Continuing Operations:					
TSR Performance Based Incentive Plan <sup>(1)</sup>	\$ —	\$ —	\$ —	\$ —	Monte Carlo Simulation

(1) The fair value of the Company's 2017 Performance Based Incentive Plan liabilities was zero. See Note 13 to the Company's consolidated financial statements in this Form 10-Q for further discussion of Performance Based Incentive Plan.

	Fair Value Measurement Using				Valuation Method
	March 14, 2018	Quoted Prices in Active Markets for Identical Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Recurring Fair Value - Liabilities	<i>(In thousands)</i>				
Continuing Operations:					
TSR Performance Based Incentive Plan <sup>(1)</sup>	\$ 357	\$ —	\$ 357	\$ —	Monte Carlo Simulation
<b>Total liabilities at Fair Value</b>	<b>\$ 357</b>	<b>\$ —</b>	<b>\$ 357</b>	<b>\$ —</b>	

(1) The fair value of the Company's 2016 and 2017 Performance Based Incentive Plan liabilities were approximately \$0.2 million and \$0.1 million, respectively, and is recorded in Other liabilities on the Company's Consolidated Balance Sheet. See Note 13 to the Company's consolidated financial statements in this Form 10-Q for further discussion of Performance Based Incentive Plan.

Non-recurring fair value measurements related to impaired property held for sale and property and equipment consisted of the following:

	<b>Fair Value Measurement Using</b>				<b>Total Impairments<sup>(3)</sup></b>
	<b>March 13, 2019</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	
Nonrecurring Fair Value Measurements	<i>(In thousands)</i>				
<b>Continuing Operations</b>					
Property held for sale <sup>(1)</sup>	\$ 6,573	\$ —	\$ —	\$ 6,573	\$ (62)
Property and equipment related to company-owned restaurants <sup>(2)</sup>	704	—	—	704	(1,129)
<b>Total Nonrecurring Fair Value Measurements</b>	<b>\$ 7,277</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 7,277</b>	<b>\$ (1,191)</b>

(1) In accordance with Subtopic 360-10, long-lived assets held for sale with a carrying value of approximately \$6.6 million were written down to their fair value, less cost to sell, of approximately \$6.6 million, resulting in an impairment charge of less than \$0.1 million.

(2) In accordance with Subtopic 360-10, long-lived assets held and used with a carrying value of approximately \$1.8 million were written down to their fair value of approximately \$0.7 million, resulting in an impairment charge of approximately \$1.1 million.

(3) Total impairments for continuing operations are included in Provision for asset impairments and restaurant closings in the Company's Consolidated Statement of Operations for the two quarters ended March 13, 2019.

	<b>Fair Value Measurement Using</b>				<b>Total Impairments<sup>(4)</sup></b>
	<b>March 14, 2018</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	
Nonrecurring Fair Value Measurements	<i>(In thousands)</i>				
<b>Continuing Operations</b>					
Property held for sale <sup>(1)</sup>	\$ 2,331	\$ —	\$ —	\$ 2,331	\$ (298)
Property and equipment related to company-owned restaurants <sup>(2)</sup>	1,519	—	—	1,519	(1,116)
Goodwill <sup>(3)</sup>	—	—	—	—	(273)
<b>Total Nonrecurring Fair Value Measurements</b>	<b>\$ 3,850</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 3,850</b>	<b>\$ (1,687)</b>

(1) In accordance with Subtopic 360-10, long-lived assets held for sale with a carrying value of approximately \$2.6 million were written down to their fair value, less costs to sell, of approximately \$2.3 million, resulting in an impairment charge of approximately \$0.3 million.

(2) In accordance with Subtopic 360-10, long-lived assets held and used with a carrying amount of approximately \$2.6 million were written down to their fair value of approximately \$1.5 million, resulting in an impairment charge of approximately \$1.1 million.

(3) In accordance with Subtopic 350-20, goodwill with a carrying value of approximately \$273 thousand was written down to zero, resulting in an impairment charge of approximately \$273 thousand.

(4) Total impairments are included in Provision for asset impairments and restaurant closings in the Company's Consolidated Statement of Operations in the two quarters ended March 14, 2018.

## Note 7. Income Taxes

The effects of the U.S. tax reform legislation that is commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act") on the Company's income tax accounts were reflected in the fiscal 2018 financial statements as determined based on available information,



subject to interpretation in accordance with the SEC's Staff Accounting Bulletin No. 118 ("SAB 118"). SAB 118 provides guidance on accounting for the effects of the Tax Act where such determinations are incomplete; however, the Company has completed its determination of the effects of the Tax Act on its income tax accounts.

No cash payments of estimated federal income taxes were made during the two quarters ended March 13, 2019 and March 14, 2018, respectively. Deferred tax assets and liabilities are recorded based on differences between the financial reporting basis and the tax basis of assets and liabilities using currently enacted rates and laws that will be in effect when the differences are expected to reverse.

Deferred tax assets are recognized to the extent future taxable income is expected to be sufficient to utilize those assets prior to their expiration. If current available evidence and information raises doubt regarding the realization of the deferred tax assets, on a more likely than not basis, a valuation allowance is necessary. In evaluating our ability to realize the Company's deferred tax assets, the Company considered available positive and negative evidence, scheduled reversals of deferred tax liabilities, tax-planning strategies, and results of recent operations. As of March 13, 2019, management determined that for the two quarters ended March 13, 2019 a full valuation allowance on the Company's net deferred tax assets was necessary.

The effective tax rate ("ETR") for continuing operations was 1.4% for the quarter ended March 13, 2019 and a negative 41.9% for the quarter ended March 14, 2018. The ETR for the quarter ended March 13, 2019 differs from the federal statutory rate of 21% due to management's full valuation allowance conclusion, anticipated federal jobs credits, state income taxes, and other discrete items.

The effective tax rate ("ETR") for continuing operations was a negative 33.8% for the two quarters ended March 13, 2019 and a negative 24.8% for the two quarters ended March 14, 2018. The ETR for the two quarters ended March 13, 2019 differs from the federal statutory rate of 21% due to full management's valuation allowance conclusion, anticipated federal jobs credits, state income taxes, and other discrete items.

Management believes that adequate provisions for income taxes have been reflected in the financial statements and is not aware of any significant exposure items that have not been reflected in the financial statements. Amounts considered probable of settlement within one year have been included in the accrued expenses and other liabilities in the accompanying Consolidated Balance Sheet.

#### Note 8. Property and Equipment, Intangible Assets and Goodwill

The costs, net of impairment, and accumulated depreciation of property and equipment at March 13, 2019 and August 29, 2018, together with the related estimated useful lives used in computing depreciation and amortization, were as follows:

	<b>March 13, 2019</b>	<b>August 29, 2018</b>	<b>Estimated Useful Lives (years)</b>
	<i>(In thousands)</i>		
Land	\$ 46,677	\$ 46,817	—
Restaurant equipment and furnishings	70,676	69,678	3 to 15
Buildings	130,521	131,557	20 to 33
Leasehold and leasehold improvements	23,638	27,172	Lesser of lease term or estimated useful life
Office furniture and equipment	3,413	3,596	3 to 10
	<u>274,925</u>	<u>278,820</u>	
Less accumulated depreciation and amortization	<u>(144,004)</u>	<u>(140,533)</u>	
Property and equipment, net	<u>\$ 130,921</u>	<u>\$ 138,287</u>	
Intangible assets, net	<u>\$ 17,286</u>	<u>\$ 18,179</u>	15 to 21

During the quarter ended March 13, 2019, the Company completed the sale of two properties with a total net sales price of approximately \$19.6 million. The properties sold had been included in the previously announced asset sales program. The sales included lease back periods of 36 and 60 months and average annual lease payments of approximately \$450 thousand and \$295 thousand, respectively. The Company recorded a total net gain on the two sales of approximately \$15.3 million of which \$12.9 million was recognized in the quarter ending March 13, 2019 and the remainder will be recognized over the respective lease back periods. The deferred gain on the sale of the two properties is included in Other Liabilities on our consolidated balance sheet at March 13, 2019. Net proceeds from the sale were used in accordance with the 2018 Credit Agreement, to reduce the balance on its outstanding 2018 Term Loan (as defined below) and for general business purposes.

Intangible assets, net, includes the Fuddruckers trade name and franchise agreements and are amortized. The Company believes the Fuddruckers brand name has an expected accounting life of 21 years from the date of acquisition based on the expected use of its assets and the restaurant environment in which it is being used. The trade name represents a respected brand with customer loyalty and the Company intends to cultivate and protect the use of the trade name. The franchise agreements, after considering renewal periods, have an estimated accounting life of 21 years from the date of acquisition, July 2010, and will be amortized over this period of time.

Intangible assets, net, also includes the license agreement and trade name related to Cheeseburger in Paradise and the value of the acquired licenses and permits allowing the sales of beverages with alcohol. These assets have an expected useful life of 15 years from the date of acquisition, December 2012.

The aggregate amortization expense related to intangible assets subject to amortization was approximately \$0.7 million for the two quarters ended March 13, 2019 and March 14, 2018, respectively. The aggregate amortization expense related to intangible assets subject to amortization is expected to be approximately \$1.4 million in each of the next five successive fiscal years.

The following table presents intangible assets as of March 13, 2019 and August 29, 2018:

	March 13, 2019			August 29, 2018 <sup>(1)</sup>		
	<i>(In thousands)</i>			<i>(In thousands)</i>		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible Assets Subject to Amortization:						
Fuddruckers trade name and franchise agreements	\$ 29,831	\$ (12,591)	\$ 17,240	\$ 29,701	\$ (11,653)	\$ 18,048
Cheeseburger in Paradise trade name and license agreements	76	(30)	46	206	(75)	131
Intangible assets, net	\$ 29,907	\$ (12,621)	\$ 17,286	\$ 29,907	\$ (11,728)	\$ 18,179

(1) The amounts as of August 29, 2018 reflect a reclassification of amounts from the Cheeseburger in Paradise trade name and license agreements to the Fuddruckers trade name and franchise agreements lines on the table, netting to approximately \$88 thousand.

Goodwill, net of accumulated impairments of approximately \$1.9 million, was approximately \$555 thousand as of March 13, 2019 and August 29, 2018, respectively, and relates to our Company-owned restaurants reportable segment. Goodwill has been allocated and impairment is assessed at the reporting level, which is the individual restaurants within our Fuddruckers and Cheeseburger in Paradise brands that were acquired in fiscal 2010 and fiscal 2013, respectively. The net Goodwill balance at March 13, 2019 is comprised of amounts assigned to one Cheeseburger in Paradise restaurant that is still operated by us, and the goodwill from the Fuddruckers acquisition in 2010. The Company performs a goodwill impairment test annually as of the end of the second fiscal quarter of each year and more frequently when negative conditions or a triggering event arises. Management prepares valuations for each of its restaurants using a discounted cash flow analysis (Level 3 inputs) to determine the fair value of each reporting unit for comparison with the reporting unit's carrying value in determining if there has been an impairment of goodwill at the reporting level.

The Company recorded no goodwill impairment charges during the two quarters ended March 13, 2019 and March 14, 2018, respectively.

## Note 9. Impairment of Long-Lived Assets, Discontinued Operations, Property Held for Sale and Store Closings

### *Impairment of Long-Lived Assets and Store Closings*

The Company periodically evaluates long-lived assets held for use and held for sale whenever events or changes in circumstances indicate that the carrying amount of those assets may not be recoverable. The Company analyzes historical cash flows of operating locations and compares results of poorer performing locations to more profitable locations. The Company also analyzes lease terms, condition of the assets and related need for capital expenditures or repairs, as well as construction activity and the economic and market conditions in the surrounding area.

For assets held for use, the Company estimates future cash flows using assumptions based on possible outcomes of the areas analyzed. If the estimated undiscounted future cash flows are less than the carrying value of the location's assets, the Company records an impairment loss based on an estimate of discounted cash flows. The estimates of future cash flows, based on reasonable and supportable assumptions and projections, require management's subjective judgments. Assumptions and estimates used include operating results, changes in working capital, discount rate, growth rate, anticipated net proceeds from disposition of the property and, if applicable, lease terms. The span of time for which future cash flows are estimated is often lengthy, increasing the sensitivity to assumptions made. The time span could be 20 to 25 years for newer properties, but only 5 to 10 years for older properties. Depending on the assumptions and estimates used, the estimated future cash flows projected in the evaluation of long-lived assets can vary within a wide range of outcomes. The Company considers the likelihood of possible outcomes in determining the best estimate of future cash flows. The measurement for such an impairment loss is then based on the fair value of the asset as determined by discounted cash flows.

The Company recognized the following impairment charges to income from operations:

	<b>Two Quarters Ended</b>	
	<b>March 13, 2019</b>	<b>March 14, 2018</b>
	<i>(28 weeks)</i>	<i>(28 weeks)</i>
	<i>(In thousands, except per share data)</i>	
Provision for asset impairments and restaurant closings	\$ 2,422	\$ 2,252
Net loss (gain) on disposition of property and equipment	(12,501)	18
	<u>\$ (10,079)</u>	<u>\$ 2,270</u>
Effect on EPS:		
Basic	\$ 0.34	\$ (0.08)
Assuming dilution	\$ 0.34	\$ (0.08)

The approximate \$2.4 million impairment charge for the two quarters ended March 13, 2019 is primarily related to assets at eight property locations held for use, six properties held for sale written down to their fair value and one international joint venture investment.

The approximate \$2.3 million impairment charge for the two quarters ended March 14, 2018 is primarily related to assets at seven property locations held for use, three properties held for sale written down to their fair value, goodwill at 2 locations, and approximately \$0.6 million in net lease termination costs at five property locations.

The approximate \$12.5 million net gain for the two quarters ended March 13, 2019 is primarily related to gains on the sale and leaseback of two properties partially offset by routine asset retirements.

The approximate \$18 thousand net loss for the two quarters ended March 14, 2018 is primarily related to asset retirements at six property location closures partially offset by gains on the sale of two property locations.

### *Discontinued Operations*

As a result of the first quarter fiscal 2010 adoption of the Company's Cash Flow Improvement and Capital Redeployment Plan, the Company reclassified 24 Luby's Cafeterias to discontinued operations. As of March 13, 2019, one location remains held for sale.

The following table sets forth the assets and liabilities for all discontinued operations:

	<b>March 13, 2019</b>	<b>August 29, 2018</b>
	<i>(In thousands)</i>	
Property and equipment	\$ 1,813	\$ 1,813
Assets related to discontinued operations—non-current	\$ 1,813	\$ 1,813
Accrued expenses and other liabilities	\$ 4	\$ 14
Liabilities related to discontinued operations—current	\$ 4	\$ 14
Other liabilities	\$ 16	\$ 16
Liabilities related to discontinued operations—non-current	\$ 16	\$ 16

As of March 13, 2019, under both closure plans, the Company had one property classified as discontinued operations. The asset carrying value of the owned property was approximately \$1.8 million and is included in assets related to discontinued operations. The Company is actively marketing this property for sale. The asset carrying value at one other property with a ground lease, included in discontinued operations, was previously impaired to zero.

The following table sets forth the sales and pretax losses reported from discontinued operations:

	<b>Two Quarters Ended</b>	
	<b>March 13, 2019</b>	<b>March 14, 2018</b>
	<i>(28 weeks)</i>	<i>(28 weeks)</i>
	<i>(In thousands)</i>	
Sales	\$ —	\$ —
Pretax loss	\$ (13)	\$ (8)
Income tax expense from discontinued operations	—	(137)
Loss from discontinued operations, net of income taxes	\$ (13)	\$ (145)

The following table summarizes discontinued operations for the two quarters of fiscal 2019 and 2018:

	<b>Two Quarters Ended</b>	
	<b>March 13, 2019</b>	<b>March 14, 2018</b>
	<i>(28 weeks)</i>	<i>(28 weeks)</i>
	<i>(In thousands, except per share data)</i>	
Discontinued operating loss	\$ (13)	\$ (8)
Impairments	—	—
Pretax loss	(13)	(8)
Income tax expense from discontinued operations	—	(137)
Loss from discontinued operations, net of income taxes	\$ (13)	\$ (145)
Effect on EPS from discontinued operations—basic	\$ (0.00)	\$ (0.00)

### ***Property Held for Sale***

The Company periodically reviews long-lived assets against its plans to retain or ultimately dispose of properties. If the Company decides to dispose of a property, it will be moved to property held for sale, actively marketed and recorded at fair value less transaction costs. The Company analyzes market conditions each reporting period and records additional impairments due to declines in market values of like assets. The fair value of the property is determined by observable inputs such as appraisals and prices of comparable properties in active markets for assets like the Company's. Gains are not recognized until the properties are sold.

Property held for sale includes unimproved land, closed restaurant properties, properties with operating restaurants the Board approved for sale, and related equipment for locations not classified as discontinued operations. The specific assets are valued at the lower of net depreciable value or net realizable value.

At March 13, 2019, the Company had 13 owned properties with a carrying value of approximately \$14.9 million in property held for sale. The pretax profit (loss) for the disposal group of locations operating for the two quarters ended March 13, 2019 and March 14, 2018 was a pretax income of approximately \$12.8 million and \$0.5 million, respectively. Included in the pretax income for the disposal group of locations was net gains on disposal of assets of approximately \$12.9 million and \$0.2 million, respectively for the two quarters ended March 13, 2019 and March 14, 2018.

At August 29, 2018, the Company had 15 owned properties, of which two restaurants are located on one property, with a carrying value of approximately \$19.5 million in property held for sale. The pretax loss for the disposal group of locations operating in fiscal 2018 was approximately \$1.2 million.

The Company is actively marketing the locations currently classified as property held for sale.

### ***Abandoned Leased Facilities - Reserve for Store Closings***

As of March 13, 2019, the Company classified 11 restaurant leased locations in Arizona, Florida, Illinois, Indiana, Maryland, New York, Oklahoma, Texas and Virginia as abandoned. Although the Company remains obligated under the terms of the leases for the rent and other costs that may be associated with the leases, the Company decided to cease operations and has no foreseeable plans to occupy the spaces as a company restaurant in the future. During the two quarters ended March 13, 2019, the Company recorded an increase to the liability for lease termination expense and a charge to earnings, in provision for asset impairments and restaurant closings of approximately \$0.2 million. The liability is equal to the total amount of rent and other direct costs for the remaining period of time the properties will be unoccupied plus the present value, calculated using a credit-adjusted risk free rate, of the amount by which the rent paid by the Company to the landlord exceeds any rent paid to the Company by a tenant under a sublease over the remaining period of the lease terms. Accrued lease termination expense was approximately \$2.0 million as of March 13, 2019 and August 29, 2018, respectively.

## **Note 10. Commitments and Contingencies**

### ***Off-Balance Sheet Arrangements***

The Company has no off-balance sheet arrangements, except for operating leases.

### ***Pending Claims***

From time to time, the Company is subject to various private lawsuits, administrative proceedings, and claims that arise in the ordinary course of its business. A number of these lawsuits, proceedings, and claims may exist at any given time. These matters typically involve claims from guests, employees, and others related to issues common to the restaurant industry. The Company currently believes that the final disposition of these types of lawsuits, proceedings, and claims will not have a material adverse effect on the Company's financial position, results of operations, or liquidity. It is possible, however, that the Company's future results of operations for a particular fiscal quarter or fiscal year could be impacted by changes in circumstances relating to lawsuits, proceedings, or claims.

### ***Cheeseburger in Paradise, Royalty Commitment***

The license agreement and trade name relates to a perpetual license to use intangible assets including trademarks, service marks and publicity rights related to Cheeseburger in Paradise owned by Jimmy Buffett and affiliated entities. In return, the Company pays a royalty fee of 2.5% of gross sales, less discounts, at the Company's operating Cheeseburger in Paradise location to an entity owned or controlled by Jimmy Buffett. The trade name represents a respected brand with positive customer loyalty, and the Company intends to cultivate and protect the use of the trade name.

### **Note 11. Related Parties**

#### ***Affiliate Services***

Christopher J. Pappas, the Company's Chief Executive Officer, and Harris J. Pappas, former director and Chief Operating Officer of the Company, own two restaurant entities (the "Pappas entities") that from time to time may provide services to the Company and its subsidiaries, as detailed in the Amended and Restated Master Sales Agreement dated August 2, 2017 among the Company and the Pappas entities. Collectively, Messrs. Pappas and the Pappas entities own greater than 5 percent of the Company's common stock.

Under the terms of the Amended and Restated Master Sales Agreement, the Pappas entities may provide specialized (customized) equipment fabrication and basic equipment maintenance, including stainless steel stoves, shelving, rolling carts, and chef tables. The Company incurred \$13 thousand under the Amended and Restated Master Sales Agreement for custom-fabricated and refurbished equipment in the two quarters ended March 13, 2019 and incurred two thousand dollars in costs in the two quarters ended March 14, 2018. Services provided under this agreement are subject to review and approval by the Finance and Audit Committee of the Board.

#### ***Operating Leases***

In the third quarter of fiscal 2004, Messrs. Pappas became partners in a limited partnership which purchased a retail strip center in Houston, Texas. Messrs. Pappas collectively own a 50% limited partnership interest and a 50% general partnership interest in the limited partnership. A third party company manages the center. One of the Company's restaurants has rented approximately 7% of the space in that center since July 1969. No changes were made to the Company's lease terms as a result of the transfer of ownership of the center to the new partnership.

On November 22, 2006, the Company executed a new lease agreement with respect to this shopping center. Effective upon the Company's relocation and occupancy into the new space in July 2008, the new lease agreement provides for a primary term of approximately 12 years with two subsequent five-year options and gives the landlord an option to buy out the tenant on or after the calendar year 2015 by paying the then unamortized cost of improvements to the tenant. The Company pays rent of \$22.00 per square foot plus maintenance, taxes, and insurance during the remaining primary term of the lease. Thereafter, the lease provides for increases in rent at set intervals. The new lease agreement was approved by the Finance and Audit Committee.

In the third quarter of fiscal 2014, on March 12, 2014, the Company executed a new lease agreement for one of the Company's Houston Fuddruckers locations with Pappas Restaurants, Inc. The lease provides for a primary term of approximately six years with two subsequent five-year options. Pursuant to the lease agreement, the Company paid \$27.56 per square foot plus maintenance, taxes, and insurance from March 12, 2014 until November 30, 2016. Currently, the lease agreement provides for increases in rent at set intervals. The new lease agreement was approved by the Finance and Audit Committee.

For the two quarters ended March 13, 2019 and March 14, 2018, affiliated costs incurred as a percentage of relative total Company cost was 0.54% and 0.42%, respectively. Rent payments under the two lease agreements described above were \$314 thousand and \$285 thousand, respectively.

#### ***Key Management Personnel***

The Company entered into a new employment agreement with Christopher Pappas on December 11, 2017. The new employment agreement contains a termination date of August 28, 2019. Mr. Pappas continues to devote his primary time and business efforts to the Company while maintaining his role at Pappas Restaurants, Inc.

Peter Tropoli, a former director of the Company and the Company's General Counsel and Secretary, is an attorney and stepson of Frank Markantonis, who is a director of the Company.

Paulette Gerukos, Vice President of Human Resources of the Company, is the sister-in-law of Harris J. Pappas.

**Note 12. Debt**

The following table summarizes credit facility debt, less current portion at March 13, 2019 and August 29, 2018:

	<b>March 13, 2019</b>	<b>August 29, 2018</b>
<b>Long-Term Debt</b>		
2016 Credit Agreement - Revolver	\$ —	\$ 20,000
2016 Credit Agreement - Term Loan	—	19,506
2018 Credit Agreement - Term Loan	44,337	—
Total credit facility debt	44,337	39,506
Less:		
Unamortized debt issue costs	(2,143)	(168)
Unamortized debt discount	(1,520)	—
Total credit facility debt, less unamortized debt issuance costs	40,674	39,338
Current portion of credit facility debt	—	39,338
Credit facility debt, less current portion	<u>\$ 40,674</u>	<u>\$ —</u>

**2018 Credit Agreement**

On December 13, 2018, the Company entered into a credit agreement (the “2018 Credit Agreement”) among the Company, the lenders from time to time party thereto, and MSD PCOF Partners VI, LLC (“MSD”), as Administrative Agent, pursuant to which the lenders party thereto agreed to make loans to the Company from time to time up to an aggregate principal amount of \$80.0 million, consisting of a \$10.0 million revolving credit facility (the “2018 Revolver”), a \$10.0 million delayed draw term loan (“2018 Delayed Draw Term Loan”), and a \$60.0 million term loan (the “2018 Term Loan”, and together with the 2018 Revolver and the 2018 Delayed Draw Term Loan, the “2018 Credit Facility”). The 2018 Credit Facility terminates on, and all amounts owing thereunder must be repaid on, December 13, 2023.

Borrowings under the 2018 Revolver, 2018 Delayed Draw Term Loan, and 2018 Term Loan will bear interest at the London InterBank Offered Rate plus 7.75% per annum. Interest is payable quarterly and accrues daily. Under the terms of the 2018 Credit Agreement, the maximum amount of interest payable, based on the aggregate principal amount of \$80.0 million and interest rates in effect at December 13, 2018, in the next 12 months was required to be pre-funded at the closing date of the 2018 Credit Agreement. The pre-funded amount of approximately \$8.4 million is recorded in Restricted cash and cash equivalents on the Company's Balance Sheet.

The 2018 Credit Facility is subject to the following minimum amortization payments: 1st anniversary: \$10.0 million; 2nd anniversary: \$10.0 million; 3rd anniversary: \$15.0 million; and 4th anniversary: \$15.0 million.

The Company also pays a quarterly commitment fee based on the unused portion of the 2018 Revolver and the 2018 Delayed Draw Term Loan at 0.50% per annum. Voluntary prepayments, refinancing and asset dispositions constituting a sale of all or substantially all assets, under the 2018 Delayed Draw Term Loan and the 2018 Term Loan are subject to a make whole premium during years one and two equal to the present value of all interest otherwise owed from the date of the pre-payment through the end of year two, a 2.0% fee during year three, and a 1.0% fee during year four. Finally, the Company paid to the lenders a one-time fee in connection with the closing of the 2018 Credit Facility.

Indebtedness under the 2018 Credit Facility is secured by a security interest in, among other things, all of the Company’s present and future personal property (other than certain excluded assets), all of the personal property of its guarantors (other than certain excluded assets) and all Mortgaged Property (as defined in the 2018 Credit Agreement) of the Company and its subsidiaries.

The 2018 Credit Facility contains customary covenants and restrictions on the Company’s ability to engage in certain activities, including financial performance covenants, asset sales and acquisitions, and contains customary events of default. Specifically, among other things, the Company is required to maintain minimum Liquidity (as defined in the 2018 Credit Agreement) of \$3.0 million as of the last day of each fiscal quarter and a minimum Asset Coverage Ratio (as defined in the 2018 Credit Agreement) of 2.50 to 1.00. As of March 13, 2019, the Company was in full compliance with all covenants with respect to the 2018 Credit Facility.

All amounts owing by the Company under the 2018 Credit Facility are guaranteed by the subsidiaries of the Company.

As of March 13, 2019, we had no amounts due within the next 12 months under the 2018 Credit Facility due to principal repayments in excess of the required minimum during the quarter ended March 13, 2019. We had approximately \$1.3 million committed under letters of credit, which is used as security for the payment of insurance obligations and are fully cash collateralized, and approximately \$0.2 million in other indebtedness.

As of April 22, 2019, the Company was in compliance with all covenants under the terms of the 2018 Credit Agreement.

### **2016 Credit Agreement**

On November 8, 2016, the Company entered into a \$65.0 million Senior Secured Credit Facility with Wells Fargo Bank, National Association, as Administrative Agent and Cadence Bank, NA and Texas Capital Bank, NA, as lenders ("2016 Credit Agreement"). The 2016 Credit Agreement, prior to the amendments discussed below, was comprised of a \$30.0 million 5-year Revolver (the "Revolver") and a \$35.0 million 5-year Term Loan (the "Term Loan"), and it also included sub-facilities for swingline loans and letters of credits. The original maturity date of the 2016 Credit Agreement was November 8, 2021.

Borrowings under the Revolver and Term Loan bore interest at 1) a base rate equal to the greater of (a) the federal funds effective rate plus one-half of 1% (the "Base Rate"), (b) prime and (c) LIBOR for an interest period of 1 month, plus, in any case, an applicable spread that ranges from 1.50% to 2.50% per annum the ("Applicable Margin"), or (2) the London InterBank Offered Rate ("LIBOR"), as adjusted for any Eurodollar reserve requirements, plus an applicable spread that ranges from 2.50% to 3.50% per annum. Borrowings under the swingline loan bore interest at the Base Rate plus the Applicable Margin. The applicable spread under each option was dependent upon certain measures of the Company's financial performance at the time of election. Interest was payable quarterly, or in more frequent intervals if LIBOR applies.

The Company was obligated to pay to the Administrative Agent for the account of each lender a quarterly commitment fee based on the average daily unused amount of the commitment of such lender, ranged from 0.30% to 0.35% per annum depending upon the Company's financial performance.

The proceeds of the 2016 Credit Agreement were available for the Company to (i) pay in full all indebtedness outstanding under the 2013 Credit Agreement as of November 8, 2016, (ii) pay fees, commissions, and expenses in connection with our repayment of the 2013 Credit Agreement, initial extensions of credit under the 2016 Credit Agreement, and (iii) for working capital and general corporate purposes of the Company.

The 2016 Credit Agreement, as amended, contained the customary covenants.

The 2016 Credit Agreement was secured by an all asset lien on all of the Company's real property and also included customary events of default. If a default occurred and was continuing, the lenders' commitments under the 2016 Credit Agreement may have been immediately terminated, and, or the Company may have been required to repay all amounts outstanding under the 2016 Credit Agreement.

On December 13, 2018, the 2016 Credit Agreement was terminated with all outstanding amounts paid in full.

### **Note 13. Share-Based Compensation**

We have two active share based stock plans, the Luby's Incentive Stock Plan, as amended and restated effective December 5, 2015 (the "Employee Stock Plan") and the Nonemployee Director Stock Plan, as amended and restated effective February 9, 2018. Both plans authorize the granting of stock options, restricted stock, and other types of awards consistent with the purpose of the plans.

Of the aggregate 2.1 million shares approved for issuance under the Nonemployee Director Stock Plan, as amended, 1.4 million options, restricted stock units and restricted stock awards have been granted to date, and 0.1 million options were canceled or expired and added back into the plan, since the plan's inception. Approximately 0.8 million shares remain available for future issuance as of March 13, 2019. Compensation costs for share-based payment arrangements under the Nonemployee Director Stock Plan, recognized in selling, general and administrative expenses for the two quarters ended March 13, 2019 and March 14, 2018 was approximately \$289 thousand and \$321 thousand, respectively and approximately \$168 thousand and \$169 thousand, respectively, for the quarters ended March 13, 2019 and March 14, 2018.

Of the aggregate 4.1 million shares approved for issuance under the Employee Stock Plan, as amended, 7.3 million options and restricted stock units have been granted to date, and 4.1 million options and restricted stock units were canceled or expired and added back into the plan, since the plan's inception in 2005. Approximately 0.9 million shares remain available for future issuance as of March 13, 2019. Compensation costs for share-based payment arrangements under the Employee Stock Plan, recognized in selling, general and administrative expenses for the quarters ended March 13, 2019 and March 14, 2018 was approximately \$113 thousand and \$167 thousand, respectively and approximately \$296 thousand and \$455 thousand, respectively, for the two quarters ended March 13, 2019 and March 14, 2018, respectively.



## Stock Options

Stock options granted under either the Employee Stock Plan or the Nonemployee Director Stock Plan have exercise prices equal to the market price of the Company's common stock at the date of the grant.

Option awards under the Nonemployee Director Stock Plan generally vest 100% on the first anniversary of the grant date and expire ten years from the grant date. No options were granted under the Nonemployee Director Stock Plan in the two quarters ended March 13, 2019. No options to purchase shares were outstanding under this plan as of March 13, 2019.

Options granted under the Employee Stock Plan generally vest 50% on the first anniversary date of the grant date, 25% on the second anniversary of the grant date and 25% on the third anniversary of the grant date, with all options expiring ten years from the grant date. No options were granted in the two quarters ended March 13, 2019. Options to purchase 1,464,010 shares at option prices of \$2.82 to \$5.95 per share remain outstanding as of March 13, 2019.

A summary of the Company's stock option activity for the two quarters ended March 13, 2019 is presented in the following table:

	<b>Shares Under Fixed Options</b>	<b>Weighted- Average Exercise Price</b>	<b>Weighted- Average Remaining Contractual Term</b>	<b>Aggregate Intrinsic Value</b>
		<i>(Per share)</i>	<i>(In years)</i>	<i>(In thousands)</i>
Outstanding at August 29, 2018	1,653,414	\$ 4.10	6.5	\$ —
Forfeited	(102,102)	4.10	—	—
Expired	(87,302)	5.54	—	—
Outstanding at March 13, 2019	<u>1,464,010</u>	\$ 4.01	6.3	\$ —
Exercisable at March 13, 2019	<u>1,217,957</u>	\$ 4.19	5.8	\$ —

The intrinsic value for stock options is defined as the difference between the current market value, or closing price on March 13, 2019, and the grant price on the measurement dates in the table above.

At March 13, 2019, there was approximately \$0.2 million of total unrecognized compensation cost related to unvested options that are expected to be recognized over a weighted-average period of 1.5 years.

## Restricted Stock Units

Grants of restricted stock units consist of the Company's common stock and generally vest after three years. All restricted stock units are cliff-vested. Restricted stock units are valued at the closing market price of the Company's common stock at the date of grant.

A summary of the Company's restricted stock unit activity during the two quarters ended March 13, 2019 is presented in the following table:

	<b>Restricted Stock Units</b>	<b>Weighted Average Fair Value</b>	<b>Weighted- Average Remaining Contractual Term</b>
		<i>(Per share)</i>	<i>(In years)</i>
Unvested at August 29, 2018	517,291	\$ 3.79	1.8
Vested	(153,757)	4.66	—
Forfeited	(22,491)	3.60	—
Unvested at March 13, 2019	<u>341,043</u>	\$ 3.41	1.5

At March 13, 2019, there was approximately \$0.5 million of total unrecognized compensation cost related to unvested restricted stock units that is expected to be recognized over a weighted-average period of 1.5 years.

### ***Performance Based Incentive Plan***

For fiscal years 2015 - 2018, the Company approved a Total Shareholder Return ("TSR") Performance Based Incentive Plan ("Plan"). Each Plan's award value varies from 0% to 200% of a base amount, as a result of the Company's TSR performance in comparison to its peers over the respective measurement period. Each Plan's vesting period is three years.

The Plans for fiscal years 2015 - 2017 provides for a right to receive an unspecified number of shares of common stock under the Employee Stock Plan based on the total shareholder return ranking compared to a selection of peer companies over the three-year vesting period, for each plan year. The number of shares at the end of the three-year period will be determined as the award value divided by the closing stock price on the last day of each fiscal year. Each three-year measurement period is designated a plan year name based on year one of the measurement period. Since the plans provide for an undeterminable number of awards, the plans are accounted for as liability based plans. The liability valuation estimate for each plan year has been determined based on a Monte Carlo simulation model. Based on this estimate, management accrues expense ratably over the three-year service periods. A valuation estimate of the future liability associated with each fiscal year's performance award plan is performed periodically with adjustments made to the outstanding liability at each reporting period to properly state the outstanding liability for all plan years in the aggregate as of the respective balance sheet date. As of March 13, 2019, the valuation estimate which represents the fair value of the performance awards liability for the 2017 plan year, resulted in an approximate \$21 thousand decrease in the aggregate liability. The 2015 TSR Plan vested for each active participant on August 30, 2017 and a total of 187,883 shares were awarded, in the fiscal quarter ended December 20, 2017, under the Plan at 50% of the original target. The fair value of the 2015 Plan's liability in the amount of \$496 thousand was converted to equity and the number of shares awarded for the 2015 TSR Plan was based on the Company's stock price at closing on the last day of fiscal 2017. The fair value of the 2016 TSR Plan was zero at the end of the three-year measurement period and at August 29, 2018 the 2016 TSR Plan was terminated with no shares vested due to the relative ranking of the Company's stock performance. The number of shares at the end of each plan's three-year periods will be determined as the award value divided by the Company's closing stock price on the last day of the plan's fiscal year.

The 2018 TSR Performance Based Incentive Plan provides for a specified number of shares of common stock under the Employee Stock Plan based on the total shareholder return ranking compared to a selection of peer companies over a three-year cycle. The Fair Value of the 2018 TSR Plan has been determined based on a Monte Carlo simulation model for the three-year period. The target number of shares for distribution at 100% of the plan was 373,294 on the grant date. The 2018 TSR Plan is accounted for as an equity award since the Plan provides for a specified number of shares. The expense for this Plan year is amortized over the three-year period based on 100% target award.

Non-cash compensation expense related to the Company's TSR Performance Based Incentive Plans, recorded in Selling, general and administrative expenses, was approximately \$237 thousand and \$72 thousand in the two quarters ended March 13, 2019 and March 14, 2018, respectively, and approximately \$118 thousand and \$(44) thousand for the quarters ended March 13, 2019 and March 14, 2018.

A summary of the Company's restricted stock Performance Based Incentive Plan activity during the two quarters ended March 13, 2019 is presented in the following table:

	<u>Units</u>	<u>Weighted Average Fair Value</u> <i>(Per share)</i>
Unvested at August 29, 2018	373,294	\$ 3.68
Forfeited	(19,864)	3.68
Unvested at March 13, 2019	<u>353,430</u>	<u>\$ 3.68</u>

At March 13, 2019, there was approximately \$0.7 million of total unrecognized compensation cost related to 2018 TSR Performance Based Incentive Plan that is expected to be recognized over a weighted-average period of 1.4 years.

## Restricted Stock Awards

Under the Nonemployee Director Stock Plan, directors are granted restricted stock in lieu of cash payments, for all or a portion of their compensation as directors. Directors may receive a 20% premium of additional restricted stock by opting to receive stock over a minimum required amount of stock, in lieu of cash. The number of shares granted is valued at the average of the high and low price of the Company's stock at the date of the grant. Restricted stock awards vest when granted because they are granted in lieu of a cash payment. However, directors are restricted from selling their shares until after the third anniversary of the date of the grant.

## Note 14. Earnings Per Share

Basic net income per share is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding for the reporting period. Diluted net income per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. For the calculation of diluted net income per share, the basic weighted average number of shares is increased by the dilutive effect of stock options determined using the treasury stock method. Stock options excluded from the computation of net income per share for the quarter and two quarters ended March 13, 2019 include 1,464,010 shares with exercise prices exceeding market prices whose inclusion would also be anti-dilutive.

The components of basic and diluted net loss per share are as follows:

	Quarter Ended		Two Quarters Ended	
	March 13, 2019	March 14, 2018	March 13, 2019	March 14, 2018
	(12 weeks)	(12 weeks)	(28 weeks)	(28 weeks)
	<i>(In thousands, except per share data)</i>			
Numerator:				
Income (loss) from continuing operations	\$ 6,640	\$ (11,461)	\$ (843)	\$ (16,963)
Loss from discontinued operations, net of income taxes	(8)	(110)	(13)	(145)
NET INCOME (LOSS)	\$ 6,632	\$ (11,571)	\$ (856)	\$ (17,108)
Denominator:				
Denominator for basic earnings per share—weighted-average shares	29,769	29,950	29,671	29,802
Effect of potentially dilutive securities:				
Employee and non-employee stock options	30	—	—	—
Denominator for earnings per share assuming dilution	29,799	29,950	29,671	29,802
Income (loss) per share from continuing operations:				
Basic	\$ 0.22	\$ (0.38)	\$ (0.03)	\$ (0.57)
Assuming dilution	\$ 0.22	\$ (0.38)	\$ (0.03)	\$ (0.57)
Loss per share from discontinued operations:				
Basic	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.00)
Assuming dilution	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.00)
Net income (loss) per share:				
Basic	\$ 0.22	\$ (0.39)	\$ (0.03)	\$ (0.57)
Assuming dilution	\$ 0.22	\$ (0.39)	\$ (0.03)	\$ (0.57)

### **Note 15: Shareholder Rights Plan**

On February 15, 2018, the Board of Directors adopted a shareholder rights plan with a 10% triggering threshold and declared a dividend distribution of one right initially representing the right to purchase one half of a share of Luby's common stock, upon specified terms and conditions. The rights plan was effective immediately.

The Board adopted the shareholder rights plan in view of the concentrated ownership of Luby's common stock as a means to ensure that all of Luby's stockholders are treated equally. The shareholder rights plan is designed to limit the ability of any person or group to gain control of Luby's without paying all of Luby's stockholders a premium for that control. The shareholder rights plan was not adopted in response to any specific takeover bid or other plan or proposal to acquire control of Luby's.

If a person or group acquires 10% or more of the outstanding shares of Luby's common stock (including in the form of synthetic ownership through derivative positions), each right will entitle its holder (other than such person or members of such group) to purchase, for \$12, a number of shares of Luby's common stock having a then-current market value of twice such price. The rights plan exempts any person or group owning 10% or more (35.5% or more in the case of Harris J. Pappas, Christopher J. Pappas and their respective affiliates and associates) of Luby's common stock immediately prior to the adoption of the rights plan. However, the rights will be exercisable if any such person or group acquires any additional shares of Luby's common stock (including through derivative positions) other than as a result of equity grants made by Luby's to its directors, officers or employees in their capacities as such.

Prior to the acquisition by a person or group of beneficial ownership of 10% or more of the outstanding shares of Luby's common stock, the rights are redeemable for 1 cent per right at the option of Luby's Board of Directors.

The dividend distribution was made on February 28, 2018 to stockholders of record on that date. Unless and until a triggering event occurs and the rights become exercisable, the rights will trade with shares of Luby's common stock.

Luby's financial condition, operations, and earnings per share was not affected by the adoption of the shareholder rights plan.

On February 11, 2019, the Board of Directors approved the first amendment to the shareholder rights plant extending the term of the shareholder rights plan to February 15, 2020.

## Note 16. Cash, Cash Equivalents and Restricted Cash

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the statements of financial position that sum to the total of the same such amounts shown in the statement of cash flows:

	March 13, 2019	August 29, 2018
	<i>(in thousands)</i>	
Cash and cash equivalents	\$ 3,907	\$ 3,722
Restricted cash and cash equivalents	10,832	—
Total cash and cash equivalents shown in the statement of cash flows	<u>\$ 14,739</u>	<u>\$ 3,722</u>

Amounts included in restricted cash represent those required to be set aside for (1) maximum amount of interest payable in the next 12 months under the 2018 Credit Agreement (see Note 12), (2) collateral for letters of credit issued for potential insurance obligations, which letters of credit expire in 2019 and (3) pre-funding of the credit limit under our corporate purchasing card program.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*Management's discussion and analysis of financial condition and results of operations should be read in conjunction with the unaudited Consolidated Financial Statements and footnotes for the quarter ended March 13, 2019 included in Item 1 of Part I of this Quarterly Report on Form 10 (this "Form 10-Q"), and the audited Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended August 29, 2018.*

The following presents an analysis of the results and financial condition of our continuing operations. Except where indicated otherwise, the results of discontinued operations are excluded from this discussion

The following table sets forth selected operating data as a percentage of total sales (unless otherwise noted) for the periods indicated. All information is derived from the accompanying consolidated statements of income.

Percentages may not total due to rounding.

	Quarter Ended		Two Quarters Ended	
	March 13, 2019	March 14, 2018	March 13, 2019	March 14, 2018
	(12 weeks)	(12 weeks)	(28 weeks)	(28 weeks)
Restaurant sales	87.8 %	90.9 %	88.2 %	91.6 %
Culinary contract services	10.1 %	7.2 %	9.6 %	6.5 %
Franchise revenue	1.9 %	1.7 %	2.1 %	1.7 %
Vending revenue	0.1 %	0.2 %	0.1 %	0.2 %
<b>TOTAL SALES</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>

#### STORE COSTS AND EXPENSES:

*(As a percentage of restaurant sales)*

Cost of food	27.8 %	28.5 %	27.6 %	28.5 %
Payroll and related costs	37.8 %	38.3 %	37.9 %	37.2 %
Other operating expenses	17.5 %	19.3 %	17.8 %	18.9 %
Occupancy costs	6.4 %	6.3 %	6.4 %	6.1 %
Vending revenue	(0.1)%	(0.2)%	(0.1)%	(0.2)%
<b>Store level profit</b>	<b>10.7 %</b>	<b>7.7 %</b>	<b>10.4 %</b>	<b>9.4 %</b>

#### COMPANY COSTS AND EXPENSES:

*(As a percentage of total sales)*

Opening costs	0.0 %	0.4 %	0.0 %	0.2 %
Depreciation and amortization	4.3 %	4.9 %	4.6 %	4.8 %
Selling, general and administrative expenses	12.1 %	11.2 %	11.4 %	10.6 %
Net loss (gain) on disposition of property and equipment	(17.0)%	(0.2)%	(7.0)%	0.0 %

#### Culinary Contract Services Costs

*(As a percentage of Culinary Contract Services sales)*

Cost of culinary contract services	89.0 %	96.4 %	91.2 %	94.0 %
<b>Culinary segment profit</b>	<b>11.0 %</b>	<b>3.6 %</b>	<b>8.8 %</b>	<b>6.0 %</b>

#### Franchise Operations Costs

*(As a percentage of Franchise revenue)*

Cost of franchise operations	17.4 %	26.3 %	14.2 %	26.0 %
<b>Franchise segment profit</b>	<b>82.6 %</b>	<b>73.7 %</b>	<b>85.8 %</b>	<b>74.0 %</b>

*(As a percentage of total sales)*

<b>INCOME (LOSS) FROM OPERATIONS</b>	<b>11.0 %</b>	<b>(9.5)%</b>	<b>1.4 %</b>	<b>(6.5)%</b>
Interest income	0.0 %	0.0 %	0.0 %	0.0 %
Interest expense	(2.1)%	(0.7)%	(1.8)%	(0.6)%
Other income, net	0.1 %	0.2 %	0.0 %	0.2 %
Income (loss) before income taxes and discontinued operations	9.0 %	(9.9)%	(0.4)%	(7.0)%
Provision for income taxes	0.1 %	4.1 %	0.1 %	1.7 %
Income (loss) from continuing operations	8.9 %	(14.0)%	(0.5)%	(8.7)%
Loss from discontinued operations, net of income taxes	(0.0)%	(0.1)%	0.0 %	(0.1)%
<b>NET INCOME (LOSS)</b>	<b>8.9 %</b>	<b>(14.1)%</b>	<b>(0.5)%</b>	<b>(8.8)%</b>

Although store level profit, defined as restaurant sales less cost of food, payroll and related costs, other operating expenses, and occupancy costs is a non-GAAP measure, we believe its presentation is useful because it explicitly shows the results of our most significant reportable segment. The following table reconciles between store level profit, a non-GAAP measure, to loss from continuing operations, a GAAP measure:

	Quarter Ended		Two Quarters Ended	
	March 13, 2019	March 14, 2018	March 13, 2019	March 14, 2018
	(12 weeks)	(12 weeks)	(28 weeks)	(28 weeks)
	(In thousands)		(In thousands)	
Store level profit	\$ 7,007	\$ 5,743	\$ 16,233	\$ 16,826
Plus:				
Sales from culinary contract services	7,543	5,889	17,039	12,774
Sales from franchise operations	1,421	1,401	3,644	3,288
Less:				
Opening costs	11	331	44	406
Cost of culinary contract services	6,717	5,677	15,532	12,009
Cost of franchise operations	247	369	519	856
Depreciation and amortization	3,222	3,998	8,126	9,351
Selling, general and administrative expenses	9,017	9,188	20,240	20,712
Provision for asset impairments and restaurant closings	1,195	1,407	2,422	2,252
Net loss (gain) on disposition of property and equipment	(12,651)	(204)	(12,501)	18
Interest income	(19)	(5)	(19)	(11)
Interest expense	1,554	545	3,269	1,194
Other income, net	(55)	(194)	(86)	(309)
Provision for income taxes	93	3,382	213	3,373
Income (loss) from continuing operations	\$ 6,640	\$ (11,461)	\$ (843)	\$ (16,963)

The following table shows our restaurant unit count as of August 29, 2018 and March 13, 2019.

**Restaurant Counts:**

	August 29, 2018	FY19 YTD Q2 Openings	FY19 YTD Q2 Closings	March 13, 2019
Luby's Cafeterias	84	—	(3)	81
Fuddruckers Restaurants	60	—	(6)	54
Cheeseburger in Paradise	2	—	(1)	1
Total	146	—	(10)	136

## ***Overview***

Luby's, Inc. ("Luby's", the "Company", "we", "us", or "our") is a multi-branded company operating in the restaurant industry and in the contract food services industry. Our primary brands include Luby's Cafeteria, Fuddruckers - World's Greatest Hamburgers<sup>®</sup>, Luby's Culinary Contract Services and Cheeseburger in Paradise.

Our Company's vision is that our guests, employees and shareholders stay loyal to our restaurant brands and value them as a significant part of their lives. We want our company's performance to make it a leader in our industry.

We are headquartered in Houston, Texas. Our corporate headquarters is located at 13111 Northwest Freeway, Suite 600, Houston, Texas 77040, and our telephone number at that address is (713) 329-6800. Our website is [www.lubysinc.com](http://www.lubysinc.com). The information on our website is not, and shall not be deemed to be, a part of this Form 10-Q or incorporated by reference into any of our other filings with the SEC.

As of March 13, 2019, we owned and operated 136 restaurants, of which 81 are traditional cafeterias, 54 are gourmet hamburger restaurants, and one is a casual dining restaurant and bar. These establishments are located in close proximity to retail centers, business developments and residential areas mostly throughout the United States. Included in the 136 restaurants that we own and operate are 12 restaurants located at six property locations where we operate a side-by-side Luby's Cafeteria and Fuddruckers on the same property. We refer to these locations as "Combo locations."

As of March 13, 2019, we operated 33 Culinary Contract Services locations. We operated 24 of these locations in the Houston, Texas area, three in the Texas Lower Rio Grande Valley, two in Dallas, Texas, and two in San Antonio, Texas and one in northwest Texas. Outside of Texas we operated one location in North Carolina. Luby's Culinary Contract Services currently provides food service management to hospitals, corporate dining facilities, sports stadiums, and a senior care facility.

As of March 13, 2019, we had 41 franchisees operating 102 Fuddruckers restaurants. Our largest five franchise owners own five to twelve restaurants each. Fifteen franchise owners each own two to four restaurants. The 21 remaining franchise owners each own one restaurant.

## ***Accounting Periods***

The Company's fiscal year ends on the last Wednesday in August. Accordingly, each fiscal year normally consists of 13 four-week periods, or accounting periods, accounting for 364 days in the aggregate. However, every fifth or sixth year, we have a fiscal year that consists of 53 weeks, accounting for 371 days in the aggregate. The first fiscal quarter consists of four four-week periods, or 16 weeks, and the remaining three quarters typically includes three four-week periods, or 12 weeks, in length. The fourth fiscal quarter includes 13 weeks in certain fiscal years to adjust for our standard 52 week, or 364 day, fiscal year compared to the 365 day calendar year. Comparability between quarters may be affected by the varying lengths of the quarters, as well as the seasonality associated with the restaurant business.

## ***Same-Store Sales***

The restaurant business is highly competitive with respect to food quality, concept, location, price, and service, all of which may have an effect on same-store sales. Our same-store sales calculation measures the relative performance of a certain group of restaurants. A restaurant's sales results are included in the same-store sales calculation in the quarter after a store has been open for six consecutive fiscal quarters. Stores that close on a permanent basis (or on a temporary basis for remodeling) are removed from the group in the quarter when operations cease at the restaurant, but remain in the same-store group for previously reported quarters. Although management believes this approach leads to more effective year-over-year comparisons, neither the time frame nor the exact practice may be similar to those used by other restaurant companies.



## RESULTS OF OPERATIONS

### Quarter Ended March 13, 2019 Compared to Quarter Ended March 14, 2018

Comparability between quarters is affected by the varying lengths of the quarters and quarters ending at different points in the calendar year when seasonal patterns for sales are different. Both the quarter ended March 13, 2019 and the quarter ended March 14, 2018 consisted of 12 weeks.

#### Sales

(\$000s)	Quarter Ended		Increase/	
	March 13, 2019	March 14, 2018	(Decrease)	
	(12 weeks)	(12 weeks)	(12 weeks vs 12 weeks)	
Restaurant sales	\$ 65,369	\$ 74,352	\$ (8,983)	(12.1)%
Culinary contract services	7,543	5,889	1,654	28.1 %
Franchise revenue	1,421	1,401	20	1.4 %
Vending revenue	90	151	(61)	(40.4)%
<b>TOTAL SALES</b>	<b>\$ 74,423</b>	<b>\$ 81,793</b>	<b>\$ (7,370)</b>	<b>(9.0)%</b>

(\$000s)	Two Quarters Ended		Increase/	
	March 13, 2019	March 14, 2018	(Decrease)	
	(28 weeks)	(28 weeks)	(28 weeks vs 28 weeks)	
Restaurant sales	\$ 156,468	\$ 178,934	\$ (22,466)	(12.6)%
Culinary contract services	17,039	12,774	4,265	33.4 %
Franchise revenue	3,644	3,288	356	10.8 %
Vending revenue	190	294	(104)	(35.4)%
<b>TOTAL SALES</b>	<b>\$ 177,341</b>	<b>\$ 195,290</b>	<b>\$ (17,949)</b>	<b>(9.2)%</b>

The Company has three reportable segments: Company-owned restaurants, franchise operations, and culinary contract services.

#### Company-Owned Restaurants

##### Restaurant Sales

(\$000s)	Quarter Ended		Increase/(Decrease)	
	March 13, 2019	March 14, 2018	\$ Amount % Change	
	(12 weeks)	(12 weeks)	(12 weeks vs 12 weeks)	
<b>Restaurant Brand</b>				
Luby's Cafeterias	\$ 44,366	\$ 47,261	\$ (2,895)	(6.1)%
Fuddruckers	16,156	19,941	(3,785)	(19.0)%
Combo locations	4,355	4,685	(330)	(7.0)%
Cheeseburger in Paradise	592	2,465	(1,873)	(76.0)%
Other Revenue	(100)	—	(100)	
<b>Total Restaurant Sales</b>	<b>\$ 65,369</b>	<b>\$ 74,352</b>	<b>\$ (8,983)</b>	<b>(12.1)%</b>

The approximate \$2.9 million sales decrease in stand-alone Luby's Cafeteria restaurants was the result of the closure of seven locations over the prior year and a 2.2% decrease in Luby's same-store sales in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018. The 2.2% decrease in Luby's Cafeteria same-store sales was the result of a 4.0% decrease in guest traffic, partially offset by a 1.9% increase in average spend per guest. The approximate \$3.8 million sales decrease at stand-alone Fuddruckers restaurants was the result of 14 restaurant closings and a 5.3% decrease in same-store sales in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018. The 5.3% decrease in same-store sales was the result of a 9.3% decrease in guest traffic, partially offset by a 4.4% increase in average spend per guest. All six Combo locations are included in our same-store grouping and sales at this group of restaurants decreased 7.0% in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018. The approximate \$1.9 million decrease in Cheeseburger in Paradise restaurants sales in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018 was primarily the result of seven store closures. Other revenue in the quarter ended March 13, 2019 reflects a \$0.1 million net reduction in revenue due to amortization of the discounts on gift cards sold to third parties, partially offset by recognizing revenue associated with gift card breakage.

Restaurant Brand (\$000s)	Two Quarters Ended		Two Quarters Ended	
	March 13, 2019 <i>(28 weeks)</i>	March 14, 2018 <i>(28 weeks)</i>	Increase/(Decrease)	
			\$ Amount	% Change
Luby's Cafeterias	\$ 107,153	\$ 114,689	\$ (7,536)	(6.6)%
Fuddruckers	37,689	46,854	(9,165)	(19.6)%
Combo locations	10,319	11,398	(1,079)	(9.5)%
Cheeseburger in Paradise	1,550	5,993	(4,443)	(74.1)%
Other Revenue	(243)		(243)	
Total Restaurant Sales	\$ 156,468	\$ 178,934	\$ (22,466)	(12.6)%

The approximate \$7.5 million sales decrease in stand-alone Luby's Cafeteria restaurants was the result of a 2.6% decrease in same-store sales and the closure of seven locations (accounting for approximately \$4.5 million of this sales decline) compared to the two quarters ended March 14, 2018. The 2.6% decrease in Luby's Cafeteria same-store sales was the result of a 7.8% decrease in guest traffic partially offset by a 5.6% increase in average spend per guest. The approximate \$9.2 million sales decrease at stand-alone Fuddruckers restaurants was the result of 17 restaurant closures (accounting for approximately \$6.5 million of this sales decline) and a same-store sales decrease of 8.8%. Fuddruckers same-store sales decrease of 8.8% was the result of a 13.9% decrease in guest traffic offset by a 6.0% increase in average spend per guest. The approximate \$1.1 million decrease in sales at our Combo locations was due to a 9.5% decrease in same-store sales. The approximate \$4.4 million decrease in Cheeseburger in Paradise restaurants sales in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018 was primarily the result of seven store closures. Other revenue in the quarter ended March 14, 2018 reflects a \$0.1 million net reduction of revenue due to amortization of the contract liability associated with discounts on gift cards sold to third parties, partially offset by recognizing revenue associated with gift card breakage. Other revenue in the two quarters ended March 13, 2019 reflects an approximate \$0.2 million net reduction in revenue due to amortization of the discounts on gift cards sold to third parties, partially offset by recognizing revenue associated with gift card breakage.

### Cost of Food

(\$000s)	Quarter Ended		Quarter Ended	
	March 13, 2019 <i>(12 weeks)</i>	March 14, 2018 <i>(12 weeks)</i>	Increase/ (Decrease)	
				<i>(12 weeks vs 12 weeks)</i>
Cost of food	\$ 18,144	\$ 21,181	\$ (3,037)	(14.3)%
As a percentage of restaurant sales	27.8%	28.5%		(0.7)%

Cost of food decreased approximately \$3.0 million, or 14.3%, in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018 with lower guest traffic levels and operations at 27 fewer locations. As a percentage of restaurant sales,

cost of food decreased 0.7% to 27.8% in the quarter ended March 13, 2019 compared to 28.5% in the quarter ended March 14, 2018 due in part to higher menu pricing and changes in the mix of menu offerings as well as further focus on efficient operations, including minimizing waste.

<i>(\$000s)</i>	<b>Two Quarters Ended</b>		<b>Two Quarters Ended</b>	
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	<i>(28 weeks)</i>	<i>(28 weeks)</i>	<i>(28 weeks vs 28 weeks)</i>	
Cost of food	\$ 43,226	\$ 50,936	\$ (7,710)	(15.1)%
As a percentage of restaurant sales	27.6%	28.5%		(0.9)%

Cost of food decreased approximately \$7.7 million, or 15.1%, for the two quarters ended March 13, 2019 compared to the two quarters ended March 14, 2018 with lower guest traffic levels and operations at 31 fewer locations. As a percentage of restaurant sales, cost of food decreased 0.9% to 27.6% in the two quarters ended March 13, 2019 compared to 28.5% in the two quarters ended March 14, 2018 due in part to higher menu pricing and changes in the mix of menu offerings as well as further focus on efficient operations, including minimizing waste.

#### ***Payroll and Related Costs***

<i>(\$000s)</i>	<b>Quarter Ended</b>		<b>Quarter Ended</b>	
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	<i>(12 weeks)</i>	<i>(12 weeks)</i>	<i>(12 weeks vs 12 weeks)</i>	
Payroll and related costs	\$ 24,730	\$ 28,512	\$ (3,782)	(13.3)%
As a percentage of restaurant sales	37.8%	38.3%		(0.5)%

Payroll and related costs decreased approximately \$3.8 million in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018. The decrease reflects operating 27 fewer restaurants (reducing cost by approximately \$3.4 million) and inclusion of a \$0.6 million reduction to workers' compensation liability estimates, partially offset by higher average wage rates. As a percentage of restaurant sales, payroll and related costs decreased 0.5% to 37.8% in the quarter ended March 13, 2019 compared to 38.3% in the quarter ended March 14, 2018 due to (1) a \$0.6 million reduction to workers' compensation liability estimates (or 0.9% as a percent of restaurant sales); partially offset by (2) the fixed cost component of labor costs (especially salaried restaurant managers) with declines in same-store sales; and (3) an environment of rising hourly wage rates. Excluding the impact of the \$0.6 million reduction to workers' compensation expense, payroll and related costs were 38.7% as a percent of restaurant sales.

<i>(\$000s)</i>	<b>Two Quarters Ended</b>		<b>Two Quarters Ended</b>	
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	<i>(28 weeks)</i>	<i>(28 weeks)</i>	<i>(28 weeks vs 28 weeks)</i>	
Payroll and related costs	\$ 59,244	\$ 66,640	\$ (7,396)	(11.1)%
As a percentage of restaurant sales	37.9%	37.2%		0.7 %

Payroll and related costs decreased approximately \$7.4 million in the two quarters ended March 13, 2019 compared to the two quarters ended March 14, 2018 due to operating 31 fewer restaurants (reducing cost by approximately \$6.7 million), lower associate hours scheduled and deployed on the decreased level of guest traffic, reduced overtime hours deployed, partially offset by higher average hourly wage rates. The two quarters ended March 13, 2019 also includes an approximate \$0.6 million reduction in workers' compensation liability estimates. As a percentage of restaurant sales, payroll and related costs increased

0.7%, to 37.9% in the two quarters ended March 13, 2019 compared to 37.2% in the two quarters ended March 14, 2018 due to (1) the fixed cost component of labor costs (especially salaried restaurant managers) with declines in same-store sales; and (2) an environment of rising hourly wage rates; partially offset by (3) a \$0.6 million reduction to workers' compensation liability estimates (or 0.4% as a percent of restaurant sales).

### Other Operating Expenses

(\$000s)	Quarter Ended		Quarter Ended	
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	(12 weeks)	(12 weeks)	(12 weeks vs 12 weeks)	
Other operating expenses	\$ 11,412	\$ 14,360	\$ (2,948)	(20.5)%
As a percentage of restaurant sales	17.5%	19.3%		(1.8)%

Other operating expenses include restaurant-related expenses for utilities, repairs and maintenance, local store advertising, property and liability insurance losses above insurance deductibles, services and supplies. Other operating expenses decreased approximately \$2.9 million, or 20.5%, in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018, due primarily to (1) an approximate \$1.0 million decrease in restaurant supplies; (2) an approximate \$0.8 million decrease in repairs and maintenance; (3) an approximate \$0.4 million decrease in restaurant services; (4) benefit from an approximate \$0.3 million increase in insurance recoveries; (5) benefit from the absence of approximately \$0.1 million in post-hurricane related repair and other expenses incurred in the quarter ended March 14, 2018; (6) an approximate \$0.1 million decrease in local store marketing; and (7) a \$0.1 million decrease in net other miscellaneous expenses, including reduction in royalty expense with the closure of Cheeseburger in Paradise restaurants. Of the approximate \$2.9 million decrease in total other operating expenses, approximately \$1.9 million is attributed to store closures and approximately \$1.0 million is attributed to stores that continue to operate; the \$1.0 million reduction in total other operating expenses at stores that continue to operate is mostly attributable to lower restaurant supplies expense and lower repairs and maintenance expense. As a percentage of restaurant sales, other operating expenses decreased 1.8%, to 17.5%, in the quarter ended March 13, 2019, compared to 19.3% in the quarter ended March 14, 2018 due primarily to (1) reductions in restaurant supplies expenses at continually operated stores; (2) reductions in repairs and maintenance at continually operated stores and to a lesser extent at closed stores; and (3) benefit from an approximate \$0.3 million increase in insurance recoveries.

(\$000s)	Two Quarters Ended		Two Quarters Ended	
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	(28 weeks)	(28 weeks)	(28 weeks vs 28 weeks)	
Other operating expenses	\$ 27,914	\$ 33,858	\$ (5,944)	(17.6)%
As a percentage of restaurant sales	17.8%	18.9%		(1.1)%

Other operating expenses decreased by approximately \$5.9 million, or 17.6%, in the two quarters ended March 13, 2019 compared to the two quarters ended March 14, 2018, due primarily to (1) an approximate \$2.0 million decrease in restaurant supplies; (2) an approximate \$1.1 million decrease in repairs and maintenance; (3) an approximate \$1.1 million decrease in restaurant services; (4) benefit from an approximate \$0.3 million increase in insurance recoveries; (5) benefit from the absence of approximately \$0.5 million in post-hurricane related repair and other expenses incurred in the quarter ended March 14, 2018; (6) an approximate \$0.2 million decrease in local store marketing; (7) an approximate \$0.6 million increase in insurance recoveries and lower uninsured losses; and (8) an approximate \$0.1 million reduction in royalty expense with the closure of Cheeseburger in Paradise restaurants. Of the approximate \$5.9 million decrease in total other operating expenses, approximately \$4.1 million is attributed to store closures and approximately \$1.8 million is attributed to stores that continue to operate; the \$1.8 million reduction in total other operating expenses at stores that continue to operate is mostly attributable to lower restaurant supplies expense, lower repairs and maintenance expense, and to a lesser extent lower restaurant services expense, and lower uninsured losses expense, partially offset by higher electricity utility expense. As a percentage of restaurant sales, other operating expenses decreased 1.1%, to 17.8%, in the two quarters ended March 13, 2019, compared to

18.9% for the two quarters ended March 14, 2018 due to cost decreases enumerated above for continually operated stores, partially offset by higher electricity utility expense.

### Occupancy Costs

(\$000s)	Quarter Ended		Quarter Ended		Increase/ (Decrease)
	March 13, 2019	March 14, 2018			
	(12 weeks)	(12 weeks)	(12 weeks vs 12 weeks)		
Occupancy costs	\$ 4,166	\$ 4,707	\$ (541)		(11.5)%
As a percentage of restaurant sales	6.4%	6.3%			0.1 %

Occupancy costs include property lease expense, property taxes, common area maintenance charges, and property insurance expense. Occupancy costs decreased approximately \$0.5 million to approximately \$4.2 million in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018. The decrease was primarily due to a decrease in rent and property taxes associated with 27 fewer restaurants in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018. As a percentage of restaurant sales, occupancy costs increased 0.1%, to 6.4%, in the quarter ended March 13, 2019 compared to 6.3% in the quarter ended March 14, 2018 primarily as a result of the change in the mix of the portfolio of owned versus leased stores after the closure of 27 locations and sale of certain owned property locations as well as adjustments to property tax estimates.

(\$000s)	Two Quarters Ended		Two Quarters Ended		Increase/ (Decrease)
	March 13, 2019	March 14, 2018			
	(28 weeks)	(28 weeks)	(28 weeks vs 28 weeks)		
Occupancy costs	\$ 10,041	\$ 10,968	\$ (927)		(8.5)%
As a percentage of restaurant sales	6.4%	6.1%			0.3 %

Occupancy costs decreased approximately \$0.9 million to approximately \$10.0 million in the two quarters ended March 13, 2019 compared to the two quarters ended March 14, 2018. The decrease was primarily due to a decrease in rent and property taxes associated with operating 31 fewer restaurants in the two quarters ended March 13, 2019 compared to the two quarters ended March 14, 2018. As a percentage of restaurant sales, occupancy costs increased 0.3%, to 6.4%, in two quarters ended March 13, 2019 compared to 6.1% in the two quarters ended March 14, 2018 primarily as a result of the change in the mix of the portfolio of owned versus leased stores after the closure of 31 locations and sale of certain owned property locations as well as adjustments to property tax estimates.

### Franchise Operations

We offer franchises for the Fuddruckers brand. Franchises are sold in markets where expansion is deemed advantageous to the development of the Fuddruckers concept and system of restaurants. Franchise revenue includes (1) royalties paid to us as the franchisor for the Fuddruckers brand; (2) funds paid to us as the franchisor for pooled advertising expenditures; and (3) franchise fees paid to us when franchise units are opened for business or transferred to new owners and when franchise agreements are renewed or certain milestones in franchise agreements are reached. Cost of franchise operations includes the direct costs associated with supporting franchisees with opening new Fuddruckers franchised restaurants and the corporate overhead expenses associated with generating franchise revenue. These corporate expenses primarily include the salaries and benefits, travel and related expenses, and other expenses for employees whose primary job function involves supporting our franchise owners and the development of new franchise locations.

Beginning with the first quarter fiscal 2019, as a result of our adoption of the new revenue accounting standards more fully described in Note 1 to our unaudited financial statements:

- We recognize as revenue the amounts due to us from franchisees for pooled advertising expenditures.
- We recognize initial and renewal franchise fees evenly over the term of franchise area development agreements.

(\$000s)	Quarter Ended		Quarter Ended	
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	(12 weeks)	(12 weeks)	(12 weeks vs 12 weeks)	
Franchise revenue	\$ 1,421	\$ 1,401	\$ 20	1.4 %
Cost of franchise operations	247	369	(122)	(33.1)%
Franchise profit	\$ 1,174	\$ 1,032	\$ 142	13.8 %
Franchise profit as a percentage of franchise revenue	82.6%	73.7%		8.9 %

Franchise revenue increased \$20 thousand in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018. The \$20 thousand increase in franchise revenue reflects (1) an increase in fees earned upon reaching certain milestones in franchise development agreements; and (2) recognizing as revenue funds paid to us as franchisor for pooled advertising expenditures; partially offset by (3) a decline in franchise royalties on fewer franchise locations in operation.

Cost of franchise operations decreased approximately \$0.1 million in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018. Franchise segment profit, defined as franchise revenue less cost of franchise operations, increased \$0.1 million in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018 due primarily to the (1) higher franchise fees earned; (2) recognition as revenue, funds paid to us as the franchisor for pooled advertising expenditures; and (3) a reduction in cost of franchise operations with a reduction in franchise sales and support headcount and travel expenses. One international franchise location in the country of Colombia closed in the quarter ended March 13, 2019.

(\$000s)	Two Quarters Ended		Two Quarters Ended	
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	(28 weeks)	(28 weeks)	(28 weeks vs 28 weeks)	
Franchise revenue	\$ 3,644	\$ 3,288	\$ 356	10.8 %
Cost of franchise operations	519	856	(337)	(39.4)%
Franchise profit	\$ 3,125	\$ 2,432	\$ 693	28.5 %
Franchise profit as a percentage of franchise revenue	85.8%	74.0%		11.8 %

Franchise revenue increased \$0.4 million in the two quarters ended March 13, 2019 compared to the two quarters ended March 14, 2018. The \$0.4 million increase in franchise revenue reflects (1) an approximate \$0.5 million increase in franchise fees earned; and (2) recognition of approximately \$0.2 million of revenue related to funds paid to us as the franchisor for pooled advertising expenditures; partially offset by (3) an approximate \$0.3 million decline in franchise royalties on fewer franchise locations in operation.

Cost of franchise operations decreased approximately \$0.3 million, or 39.4%, in the two quarters ended March 13, 2019 compared to the two quarters ended March 14, 2018. Franchise profit, defined as Franchise revenue less Cost of franchise operations, increased approximately \$0.7 million in the two quarters ended March 13, 2019 compared to the two quarters ended March 14, 2018. due primarily to a \$0.4 million increase in franchise revenue discussed above combined with a \$0.3 million reduction in franchise costs. Two franchise locations opened and five locations closed in the two quarters ended March 13, 2019.

### Culinary Contract Services

Culinary Contract Services is a business line servicing healthcare, sport stadiums, corporate dining clients, and sales through retail grocery stores. The healthcare accounts are full service and typically include in-room delivery, catering, vending, coffee service, and retail dining. Culinary Contract Services has contracts with long-term acute care hospitals, acute care medical centers, ambulatory surgical centers, behavioral hospitals, sports stadiums, and business and industry clients. Culinary Contract Services has the unique ability to deliver quality services that include facility design and procurement as well as nutrition and branded food services to our clients. We operated 33 Culinary Contract Services locations at the end of the quarter ended March 13, 2019 and 24 at the end of the quarter ended March 14, 2018. We focus on clients who are able to enter into agreements in which all operating costs are reimbursed to us and we generally charge a fixed fee. These agreements typically present lower financial risk to the company.

(\$000s)	Quarter Ended	Quarter Ended		
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	(12 weeks)	(12 weeks)	(12 weeks vs 12 weeks)	
Culinary contract services sales	\$ 7,543	\$ 5,889	\$ 1,654	28.1%
Cost of culinary contract services	6,717	5,677	1,040	18.3%
Culinary contract services profit	\$ 826	\$ 212	\$ 614	289.6%
Culinary contract services profit as a percentage of Culinary contract services sales	11.0%	3.6%		7.4%

Culinary contract services sales increased approximately \$1.7 million, or 28.1%, in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018. The \$1.7 million sales increase consisted of (1) an increase in sales of approximately \$1.1 million from newer accounts that have been in operation less than a full year (2) approximately \$0.3 million from a location that was transferred from our restaurant business segment to our culinary contract services business segment; and (3) approximately \$0.3 million increase in sales from locations continually operated over the prior full year.

Cost of culinary contract services includes the food, payroll and related costs, other direct operating expenses, and corporate overhead expenses associated with generating Culinary Contract Services sales. Cost of culinary contract services increased approximately \$1.0 million, or 18.3%, in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018. Culinary contract services segment profit, defined as Culinary contract services sales less Cost of culinary contract services, increased to 11.0% in the quarter ended March 13, 2019 from 3.6% in the quarter ended March 14, 2018 due to the change in the mix of our culinary agreements with clients.

(\$000s)	Two Quarters Ended		Two Quarters Ended	
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	(28 weeks)	(28 weeks)	(28 weeks vs 28 weeks)	
Culinary contract services sales	\$ 17,039	\$ 12,774	\$ 4,265	33.4%
Cost of culinary contract services	15,532	12,009	3,523	29.3%
Culinary contract services profit	\$ 1,507	\$ 765	\$ 742	97.0%
Culinary contract services profit as a percentage of Culinary contract services sales	8.8%	6.0%		2.8%

Culinary Contract Services sales increased approximately \$4.3 million, or 33.4%, in the two quarters ended March 13, 2019 compared to the two quarters ended March 14, 2018. The \$4.3 million sales increase consisted of 1) an increase in sales of approximately \$3.2 million from newer accounts that were not in operation for the entire two quarters ended March 14, 2018; 2) approximately \$0.7 million from a location that was transferred from our restaurant business segment to our culinary contract services business segment; and 3) approximately \$0.7 million increase in sales from locations continually operated over the prior full year; partially offset by loss of sales of approximately \$0.3 million for locations that ceased operations.

Cost of Culinary Contract Services includes the food, payroll and related costs, other direct operating expenses, and corporate overhead expenses associated with generating Culinary Contract Services sales. Cost of Culinary Contract Services increased approximately \$3.5 million, or 29.3%, in the two quarters ended March 13, 2019 compared to the two quarters ended March 14, 2018, consistent with an increase in Culinary Contract Services sales. Culinary contract services segment profit, defined as Culinary contract services sales less Cost of culinary contract services, increased to 8.8% in the two quarters ended March 13, 2019 from 6.0% in the quarter ended March 14, 2018 due to the change in the mix of our culinary agreements with clients.

### Company-wide Expenses

#### *Opening Costs*

Opening costs include labor, supplies, occupancy, and other costs necessary to support a restaurant through its opening period. Opening costs were \$11 thousand in the quarter ended March 13, 2019 compared to \$0.3 million in the quarter ended March 14, 2018. The \$11 thousand in opening costs for the quarter ended March 13, 2019 related to one location that we lease for a potential future Fuddruckers opening. The approximate \$0.3 million in opening costs for the quarter ended March 14, 2018 included the re-opening costs associated with one Fuddruckers location that was damaged during Hurricane Harvey and subsequently restored and re-opened for business in the quarter ended March 14, 2018 as well as the carrying costs for one location where we previously operated a Cheeseburger in Paradise restaurant and one location that we lease for a potential future Fuddruckers opening.

#### *Depreciation and Amortization Expense*

(\$000s)	Quarter Ended		Quarter Ended	
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	(12 weeks)	(12 weeks)	(12 weeks vs 12 weeks)	
Depreciation and amortization	\$ 3,222	\$ 3,998	\$ (776)	(19.4)%
As a percentage of total sales	4.3%	4.9%		(0.6)%

Depreciation and amortization expense decreased by approximately \$0.8 million, or 19.4%, in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018 due primarily to certain assets reaching the end of their depreciable lives and the removal of certain assets upon sale. As a percentage of total revenue, depreciation and amortization expense decreased to 4.3% in the quarter ended March 13, 2019, compared to 4.9% in the quarter ended March 14, 2018.



(\$000s)	Two Quarters Ended		Two Quarters Ended	
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	(28 weeks)	(28 weeks)	(28 weeks vs 28 weeks)	
Depreciation and amortization	\$ 8,126	\$ 9,351	\$ (1,225)	(13.1)%
As a percentage of total sales	4.6%	4.8%		(0.2)%

Depreciation and amortization expense decreased by approximately \$1.2 million, or 13.1%, in the two quarters ended March 13, 2019 compared to the two quarters ended March 14, 2018 due primarily to certain assets reaching the end of their depreciable lives and the removal of certain assets upon sale.

#### *Selling, General and Administrative Expenses*

(\$000s)	Quarter Ended		Quarter Ended	
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	(12 weeks)	(12 weeks)	(12 weeks vs 12 weeks)	
General and administrative expenses	\$ 8,247	\$ 8,457	\$ (210)	(2.5)%
Marketing and advertising expenses	770	731	39	5.3 %
Selling, general and administrative expenses	\$ 9,017	\$ 9,188	\$ (171)	(1.9)%
As a percentage of total sales	12.1%	11.2%		0.9 %

Selling, general and administrative expenses include corporate salaries and benefits-related costs, including restaurant area leaders, share-based compensation, marketing and advertising expenses, professional fees, travel and recruiting expenses and other office expenses. Selling, general and administrative expenses decreased approximately \$0.2 million, or 1.9%, in the quarter ended March 13, 2019 compared to the quarter ended March 14, 2018. The decrease in selling, general and administrative expenses reflects (1) an approximate \$0.6 million decrease in salary and benefits expenses on reduced headcount; (2) an approximate a \$0.6 million decrease in other corporate overhead expenses, including lower general liability insurance expense, lower corporate travel expense, and lower recruiting expenses; partially offset by (3) a \$1.0 million increase in outside professional services, inclusive of one-time proxy solicitation and communication costs. As a percentage of total revenue, Selling, general and administrative expenses increased to 12.1% in the quarter ended March 13, 2019, compared to 11.2% in the quarter ended March 14, 2018 due in large part to the reduction in sales from operating fewer restaurants.

(\$000s)	Two Quarters Ended		Two Quarters Ended	
	March 13, 2019	March 14, 2018	Increase/ (Decrease)	
	(28 weeks)	(28 weeks)	(28 weeks vs 28 weeks)	
General and administrative expenses	\$ 18,544	\$ 18,549	\$ (5)	(0.0)%
Marketing and advertising expenses	1,696	2,163	(467)	(21.6)%
Selling, general and administrative expenses	\$ 20,240	\$ 20,712	\$ (472)	(2.3)%
As a percentage of total sales	11.4%	10.6%		0.8 %

Selling, general and administrative expenses decreased approximately \$0.5 million, or 2.3%, in the two quarters ended March 13, 2019 compared to the two quarters ended March 14, 2018. The decrease in selling, general and administrative expenses includes (1) an approximate \$1.2 million decrease in salaries, benefits, and other compensation expenses, (2) an approximate \$0.5 million decrease in marketing expenses primarily as a comparison to prior year when sports team sponsorships comprised a greater portion of our marketing expenditures; (3) an approximate \$0.5 million decrease in other corporate overhead expenses, including lower general liability insurance expense, lower corporate travel expense, and lower corporate supplies expense; partially offset by a \$1.7 million increase in outside professional services, inclusive of approximately \$1.7 million in one-time proxy solicitation and communication costs. As a percentage of total sales, selling, general and administrative expenses increased to 11.4% in the two quarters ended March 13, 2019, compared to 10.6% in the two quarters ended March 14, 2018.

#### ***Provision for Asset Impairments and Restaurant Closings***

The approximate \$1.2 million impairment charge for the quarter ended March 13, 2019 is primarily related to two property locations and one international joint venture investment, each written down to their fair value as well as net lease termination costs. The approximate \$1.4 million impairment charge for the quarter ended March 14, 2018 was the result of an impairment charge for seven property locations (one of which is included in property held for sale) each written down to its fair value and goodwill at two properties.

The approximate \$2.4 million impairment charge for the two quarters ended March 13, 2019 is primarily related to assets at eight property locations held for use, six properties held for sale, and one international joint venture investment, each written down to their fair value. The approximate \$2.3 million impairment charge for the two quarters ended March 14, 2018 is primarily related to assets at seven property locations, goodwill at two locations, and three properties held for sale written down to their fair value, as well as approximately \$0.6 million in net lease termination costs at five property locations.

#### ***Net Loss (Gain) on Disposition of Property and Equipment***

Gain on disposition of property and equipment was approximately \$12.7 million in the quarter ended March 13, 2019 and primarily related to the sale and leaseback of two property locations where we operate a total of three restaurants, partially offset by net lease termination costs at other locations. The gain on disposition of property and equipment was approximately \$0.2 million in the quarter ended March 14, 2018 and primarily reflects the net gain on the sale of one property.

Gain on disposition of property and equipment was approximately \$12.5 million in the two quarters ended March 13, 2019 and primarily reflects the sale and leaseback of two property locations where we operate a total of three restaurants, partially offset by net lease termination costs at other locations as well as routine asset retirement activity. The loss on disposition of property and equipment was approximately \$18 thousand in the two quarters ended March 14, 2018 is primarily related to asset retirements at six property location closures partially offset by net gains on the sale of two property locations.

#### ***Interest Income***

Interest income was \$19 thousand in the quarter ended March 13, 2019 and \$5 thousand in the quarter ended March 14, 2018.

Interest income was \$19 thousand in the two quarters ended March 13, 2019 and \$11 thousand in the two quarters ended March 14, 2018.

#### ***Interest Expense***

Interest expense was approximately \$1.6 million in the quarter ended March 13, 2019 and \$0.5 million in the quarter ended March 14, 2018. The increase reflects higher average debt balances, higher interest rates in the credit agreement entered into on December 13, 2018, and higher amortization expense related to pre-paid interest and fees association with the credit agreement into on December 13, 2018.

Interest expense was approximately \$3.3 million in the two quarters ended March 13, 2019 compared to \$1.2 million in the two quarters ended March 14, 2018. The increase in interest expense reflects higher average debt balances, higher interest rates in the credit agreement entered into on December 13, 2018, and higher amortization expense related to pre-paid interest and fees association with the credit agreement into on December 13, 2018, as well as acceleration of the expensing of deferred financing fees associated with our previous debt agreement.

### ***Other Income, Net***

Other income, net, consisted primarily of the following components: net rental property income and expenses relating to property for which we are the landlord; prepaid sales tax discounts earned through our participation in state tax prepayment programs; oil and gas royalty income; and changes in the fair value of our interest rate swap agreement.

Other income, net, was \$55 thousand in the quarter ended March 13, 2019 compared to approximately \$0.2 million in the quarter ended March 14, 2018. The \$55 thousand of income in the quarter ended March 13, 2019 is primarily net rental income, partially offset by sales tax discount expense. The \$0.2 million of income in the quarter ended March 14, 2018 primarily reflects an increase to the fair value of our interest rate swap, partially offset by gift card expenses (specifically the expense of discounting gift card sales).

Other income, net, was \$86 thousand in the two quarters ended March 13, 2019 compared to approximately \$0.3 million in the two quarters ended March 14, 2018. The \$86 thousand of income in the quarter ended March 13, 2019 is primarily net rental income, partially offset by sales tax discount expense and a reduction in the fair value of our interest rate swap. The \$0.3 million of income in the two quarters ended March 14, 2018 primarily reflects an increase in the fair value of our interest rate swap and net rental income, partially offset by gift card expenses (specifically the expense of discounting gift card sales).

### ***Taxes***

For the quarter ended March 13, 2019, the income taxes related to continuing operations resulted in a tax provision of approximately \$0.1 million compared to a tax provision of approximately \$3.4 million for the quarter ended March 14, 2018. The effective tax rate ("ETR") for continuing operations was 1.4% for the quarter ended March 13, 2019 and a negative 41.9% for the quarter ended March 14, 2018. The ETR for the quarter ended March 13, 2019 and the quarter ended March 14, 2018 differs from the federal statutory rate of 21.0% due to management's full valuation allowance conclusion, anticipated federal jobs credits, state income taxes, and other discrete items.

For the two quarters ended March 13, 2019, the income taxes related to continuing operations resulted in a tax provision of approximately \$0.2 million compared to a tax provision of approximately \$3.4 million for the two quarters ended March 14, 2018. The effective tax rate ("ETR") for continuing operations was a negative 33.8% for the two quarters ended March 13, 2019 and a negative 24.8% for the two quarters ended March 14, 2018. The ETR for the two quarters ended March 13, 2019 and two quarters ended March 14, 2018 differs from the federal statutory rate of 21.0% due to management's full valuation allowance conclusion, anticipated federal jobs credits, state income taxes, and other discrete items.

### ***Discontinued Operations***

Discontinued operations resulted in a loss of \$8 thousand in the quarter ended March 13, 2019 compared to a loss of \$110 thousand in the quarter ended March 14, 2018. The loss from discontinued operations of \$8 thousand in the quarter ended March 13, 2019 was related to carrying costs associated with assets related to discontinued operations. Loss from discontinued operations of \$110 thousand in the quarter ended March 14, 2018 consisted of (1) \$6 thousand in carrying costs associated with assets related to discontinued operations and (2) an income tax provision of \$104 thousand for assets related to discontinued operations.

Loss from discontinued operations was \$13 thousand in the two quarters ended March 13, 2019 compared to a loss of \$145 thousand in the two quarters ended March 14, 2018. The loss from discontinued operations of \$13 thousand in the two quarters ended March 13, 2019 was related to carrying costs associated with assets related to discontinued operations. Loss from discontinued operations of \$145 thousand in the two quarters ended March 14, 2018 consisted of (1) \$8 thousand in carrying costs associated with assets related to discontinued operations and (2) an income tax provision of \$137 thousand.

## LIQUIDITY AND CAPITAL RESOURCES

### *Cash and Cash Equivalents*

**General.** Our primary sources of short-term and long-term liquidity are cash flows from operations and our 2018 Credit Facility (as defined below). During the two quarters ended March 13, 2019, cash provided by investing activities of approximately \$18.7 million was partially offset by cash used in operating activities of approximately \$7.6 million, and cash used in financing activities of \$17 thousand. Cash and cash equivalents and restricted cash increased approximately \$11.0 million in the two quarters ended March 13, 2019 compared to a \$0.5 million increase in the two quarters ended March 14, 2018. We plan to continue the level of capital and repair and maintenance expenditures necessary to keep our restaurants attractive and operating efficiently.

Our cash requirements consist principally of:

- capital expenditures for recurring maintenance of our restaurant property and equipment, restaurant renovations and upgrades, new construction, information technology and culinary contract services development; and
- payments to reduce our debt; and
- working capital primarily for our Company-owned restaurants and obligations under our Culinary Contract Services agreements.

As is common in the restaurant industry, we maintain relatively low levels of accounts receivable and inventories, and our vendors grant trade credit for purchases such as food and supplies. However, higher levels of accounts receivable are typical for culinary contract services and franchises. We also strategically invest in our business through the addition of new units and refurbishment of existing units, which are reflected as long-term assets.

The following table summarizes our cash flows from operating, investing, and financing activities:

	<b>Two Quarters Ended</b>	
	<b>March 13, 2019</b>	<b>March 14, 2018</b>
	<b>(28 weeks)</b>	<b>(28 weeks)</b>
	<b>(In thousands)</b>	
Total cash provided by (used in):		
Operating activities	\$ (7,629)	\$ (2,137)
Investing activities	18,663	(4,469)
Financing activities	(17)	7,115
Net increase in cash and cash equivalents and restricted cash	<u>\$ 11,017</u>	<u>\$ 509</u>

**Operating Activities.** Cash used in operating activities was approximately \$7.6 million in the two quarters ended March 13, 2019, an approximate \$5.5 million increase from the two quarters ended March 14, 2018. The approximate \$5.5 million increase in cash used in operating activities is due to an approximate \$5.0 million increase in cash used for working capital purposes and an approximate \$0.5 million increase in net loss after adjusting for non-cash items.

Net loss after adjusting for non-cash items (a use of cash) was approximately \$1.2 million in the two quarters ended March 13, 2019, an approximate \$0.5 million increase compared to the two quarters ended March 14, 2018. The \$0.5 million increase in net loss after adjusting for non-cash items was primarily due to decreased store-level profit from our Company-owned restaurants.

Changes in working capital were an approximate \$6.5 million use of cash in the two quarters ended March 13, 2019 and an approximate \$1.5 million use of cash in the two quarters ended March 14, 2018. The approximate \$5.0 million increase in the use of cash was due to greater reductions in our accounts payable and accrued balances (in part due to the operation of 31 fewer restaurants) between the two quarters ended March 13, 2019 and the two quarters ended March 14, 2018.

Increases in current asset accounts are a use of cash while decreases in current asset accounts are a source of cash. During the two quarters ended March 13, 2019, the change in trade accounts and other receivables, net, was an approximate \$0.4 million use of cash which was a \$38 thousand increase from the use of cash in the two quarters ended March 14, 2018. The change in food and supplies inventory during the two quarters ended March 13, 2019 was a \$45 thousand use of cash which was an approximate \$0.1 million decrease from the use of cash in the two quarters ended March 14, 2018. The change in prepaid expenses and other assets was an approximate \$1.1 million source of cash during the two quarters ended March 13, 2019, compared to a \$0.2 million source of cash in the two quarters ended March 14, 2018.

Increase in current liability accounts are a source of cash, while decreases in current liability accounts are a use of cash. During the two quarters ended March 13, 2019, changes in the balances of accounts payable, accrued expenses and other liabilities was an approximate \$7.1 million use of cash, compared to a use of cash of approximately \$1.1 million during the two quarters ended March 14, 2018.

*Investing Activities.* We generally reinvest available cash flows from operations to maintain and enhance existing restaurants and support Culinary Contract Services. Cash provided by investing activities was approximately \$18.7 million in the two quarters ended March 13, 2019 and an approximate \$4.5 million use of cash in the two quarters ended March 14, 2018. Capital expenditures were approximately \$1.8 million in the two quarters ended March 13, 2019 and approximately \$8.0 million in the two quarters ended March 14, 2018. Proceeds from the disposal of assets were approximately \$20.4 million in the two quarters ended March 13, 2019 and approximately \$2.8 million in the two quarters ended March 14, 2018. Insurance proceeds received as a result of claims made from property damage caused by Hurricane Harvey were approximately \$0.8 million in the two quarters ended March 14, 2018.

*Financing Activities.* Cash used in financing activities was \$17 thousand in the two quarters ended March 13, 2019 compared to an approximate \$7.1 million source of cash during the two quarters ended March 14, 2018. Cash flows from financing activities was primarily the result of our 2018 Credit Agreement. During the two quarters ended March 13, 2019, net cash provided by our 2018 Term Loan was \$58.4 million, cash used in Revolver borrowings was approximately \$20.0 million, cash used for Term Loan re-payments was approximately \$35.2 million, cash used for debt issuance costs was approximately \$3.2 million, and cash used for equity shares withheld to cover taxes was \$12 thousand. During the two quarters ended March 14, 2018, cash provided by borrowings on our Revolver were approximately \$8.6 million, cash used for Term Loan re-payments was approximately \$1.4 million, and cash used for equity shares withheld to cover taxes was \$70 thousand.

#### ***Status of Long-Term Investments and Liquidity***

At March 13, 2019, we did not hold any long-term investments.

#### ***Status of Trade Accounts and Other Receivables, Net***

We monitor the aging of our receivables, including Fuddruckers franchising related receivables, and record provisions for uncollectable accounts, as appropriate. Credit terms of accounts receivable associated with our CCS business vary from 30 to 45 days based on contract terms.

#### ***Working Capital***

Current assets increased approximately \$10.9 million in the two quarters ended March 13, 2019 compared to an increase of approximately \$1.6 million in the two quarters ended March 14, 2018. In the two quarters ended March 13, 2019, restricted cash (See Note 16) increased approximately \$10.8 million, cash and cash equivalents increased approximately \$0.2 million, food and supplies inventory increased \$45 thousand, trade accounts and other receivables, net, increased approximately \$0.4 million; partially offset by decreases in prepaid expenses of approximately \$0.5 million. In the two quarters ended March 14, 2018, trade accounts and other receivables, net increased approximately \$1.8 million, cash and cash equivalents increased approximately \$0.5 million, and food and supplies inventory increased approximately \$0.2 million; partially offset by decreases in prepaid expenses of approximately \$0.5 million and insurance receivables of approximately \$0.4 million.

Current liabilities decreased approximately \$47.3 million in the two quarters ended March 13, 2019 compared to an increase of approximately \$1.4 million in the two quarters ended March 14, 2018. In the two quarters ended March 13, 2019, current portion of credit facility debt decreased approximately \$39.3 million, unredeemed gift cards decreased approximately \$2.5 million, accrued taxes other than income taxes decreased approximately \$1.6 million (primarily due to timing of property taxes), accounts payable decreased approximately \$1.3 million, accrued salaries and incentives decreased approximately \$1.4 million, accrued claims and insurance decreased approximately \$0.9 million, accrued operating expenses decreased approximately \$0.2 million; partially offset by increases in income taxes, legal, and other of approximately \$0.2 million. In the two quarters ended March 14, 2018, accrued claims and insurance increased approximately \$1.2 million, accounts payable increased approximately \$0.8 million, unredeemed gift cards increased approximately \$0.7 million, salaries and incentives increased approximately \$0.5 million, and income taxes legal and other increased approximately \$0.2 million; partially offset by decreases in accrued taxes other than income taxes of approximately \$1.5 million, deferred income taxes of approximately \$0.4 million, and accrued operating expenses of approximately \$0.1 million.

### **Capital Expenditures**

Capital expenditures consist of purchases of real estate for future restaurant sites, Culinary Contract Services investments, new unit construction, purchases of new and replacement restaurant furniture and equipment, and ongoing remodeling programs. Capital expenditures for the two quarters ended March 13, 2019 were approximately \$1.8 million primarily related to recurring maintenance of our existing units. We expect to be able to fund all capital expenditures in fiscal 2019 using proceeds from the sale of assets, cash flows from operations and our 2018 Credit Agreement. We expect to spend less than \$6.0 million on capital expenditures in fiscal 2019.

### **DEBT**

The following table summarizes credit facility debt, less current portion at March 13, 2019 and August 29, 2018:

	<b>March 13, 2019</b>	<b>August 29, 2018</b>
<b>Long Term Debt</b>	<i>(In thousands)</i>	
2016 Credit Agreement - Revolver	\$ —	\$ 20,000
2016 Credit Agreement - Term Loan	—	19,506
2018 Credit Agreement - Term Loan	44,337	—
Total credit facility debt	44,337	39,506
Less:		
Unamortized debt issue costs	(2,143)	(168)
Unamortized debt discount	(1,520)	—
Total credit facility debt, less unamortized debt issuance costs	40,674	39,338
Current portion of credit facility debt	—	39,338
Total Credit facility debt, less current portion	<u>\$ 40,674</u>	<u>\$ —</u>

### **2018 Credit Agreement**

On December 13, 2018, we entered into a credit agreement (the “2018 Credit Agreement”) among the Company, the lenders from time to time party thereto, and MSD PCOF Partners VI, LLC (“MSD”), as Administrative Agent, pursuant to which the lenders party thereto agreed to make loans to the Company from time to time up to an aggregate principal amount of \$80.0 million, consisting of a \$10.0 million revolving credit facility (the “2018 Revolver”), a \$10.0 million delayed draw term loan (“2018 Delayed Draw Term Loan”), and a \$60.0 million term loan (the “2018 Term Loan”, and together with the 2018 Revolver and the 2018 Delayed Draw Term Loan, the “2018 Credit Facility”). The 2018 Credit Facility terminates on, and all amounts owing thereunder must be repaid on, December 13, 2023.

Borrowings under the 2018 Revolver, 2018 Delayed Draw Term Loan, and 2018 Date Term Loan will bear interest at the London InterBank Offered Rate plus 7.75% per annum. Interest is payable quarterly and accrues daily. Under the terms of the 2018 Credit Agreement, the maximum amount of interest payable, based on the aggregate principal amount of \$80.0 million and interest rates in effect at December 13, 2018, in the next 12 months was required to be pre-funded at the closing date of the 2018 Credit Agreement. The pre-funded amount of approximately \$8.4 million is recorded in Restricted cash and cash equivalents on the Company's Balance Sheet.

The 2018 Credit Facility is subject to the following amortization payments: 1st anniversary: \$10.0 million; 2nd anniversary: \$10.0 million; 3rd anniversary: \$15.0 million; and 4th anniversary: \$15.0 million.

We pay a quarterly commitment fee based on the unused portion of the 2018 Revolver and the 2018 Delayed Draw Term Loan at 0.50% per annum. Voluntary prepayments, refinancing and asset dispositions constituting a sale of all or substantially all assets, under the 2018 Delayed Draw Term Loan and the 2018 Term Loan are subject to a make whole premium during years one and two equal to the present value of all interest otherwise owed from the date of the pre-payment through the end of year two, a 2.0% fee during year three, and a 1.0% fee during year four. Finally, the Company paid the lenders a one-time fee in connection with the closing of the 2018 Credit Facility.

Indebtedness under the 2018 Credit Facility is secured by a security interest in, among other things, all of our present and future personal property (other than certain excluded assets), all of the personal property of our guarantors (other than certain excluded assets) and all Mortgaged Property (as defined in the 2018 Credit Agreement) of ours and our subsidiaries.

The 2018 Credit Facility contains customary covenants and restrictions on our ability to engage in certain activities, including financial performance covenants, asset sales and acquisitions, and contains customary events of default. Specifically, among other things, we are required to maintain minimum Liquidity (as defined in the 2018 Credit Agreement) of \$3.0 million as of the last day of each fiscal quarter and a minimum Asset Coverage Ratio (as defined in the 2018 Credit Agreement) of 2.50 to 1.00. As of March 13, 2019, we were in full compliance with all covenants with respect to the 2018 Credit Facility.

All amounts owing by us under the 2018 Credit Facility are guaranteed by us and all of our subsidiaries.

As of March 13, 2019, we had approximately \$1.3 million committed under letters of credit, which we use as security for the payment of insurance obligations and are fully cash collateralized, and approximately \$0.2 million in other indebtedness.

As of April 22, 2019, we were in compliance with all covenants under the terms of the 2018 Credit Agreement.

### **2016 Credit Agreement**

On November 8, 2016, we entered into a \$65.0 million Senior Secured Credit Facility with Wells Fargo Bank, National Association, as Administrative Agent and Cadence Bank, NA and Texas Capital Bank, NA, as lenders (“2016 Credit Agreement”).

On December 13, 2018, the 2016 Credit Agreement was terminated with all outstanding amounts paid in full.

See Note 12 of the accompanying unaudited Consolidated Financial Statements for more details regarding the Company's credit agreements.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The Consolidated Financial Statements included in Item 1 of Part 1 of this Form 10-Q were prepared in conformity with GAAP. Preparation of the financial statements requires us to make judgments, estimates and assumptions that affect the amounts of assets and liabilities in the financial statements and revenues and expenses during the reporting periods. Due to the significant, subjective and complex judgments and estimates used when preparing our Consolidated Financial Statements, management regularly reviews these assumptions and estimates with the Finance and Audit Committee of our Board. Management believes the following are critical accounting policies used in the preparation of these financial statements. Actual results may differ from these estimates, including our estimates of future cash flows, which are subject to the current economic environment and changes in estimates. Other than the implementation of ASC 606 as discussed in Note 1 and 2 of the accompanying unaudited consolidated financial statements, we had no changes in our critical accounting policies and estimates which were disclosed in our Annual Report on Form 10-K for the fiscal year ended August 29, 2018.

## **NEW ACCOUNTING PRONOUNCEMENTS**

See Note 1 to the accompanying unaudited Consolidated Financial Statements for a discussion of recent accounting guidance adopted and not yet adopted. The adopted accounting guidance discussed in Note 1 did not have a significant impact on our consolidated financial position or results of operations. The Company either expects that the accounting guidance not yet adopted will not have a significant impact on the Company's consolidated financial position or results of operations or is currently evaluating the impact of adopting the accounting guidance.

## **INFLATION**

It is generally our policy to maintain stable menu prices without regard to seasonal variations in food costs. Certain increases in costs of food, wages, supplies, transportation and services may require us to increase our menu prices from time to time. To the extent prevailing market conditions allow, we intend to adjust menu prices to maintain profit margins.

## FORWARD-LOOKING STATEMENTS

This Form 10-Q contains statements that are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements contained in this Form 10-Q, other than statements of historical facts, are forward-looking statements for purposes of these provisions, including any statements regarding:

- future operating results,
- future capital expenditures and expected sources of funds for capital expenditures,
- future debt, including liquidity and the sources and availability of funds related to debt, and expected repayment of debt,
- expected sources of funds for working capital requirements,
- plans for our new prototype restaurants,
- plans for expansion and revisions to our business,
- scheduled openings of new units,
- closing existing units,
- future sales of assets and the gains or losses that may be recognized as a result of any such sales, and
- continued compliance with the terms of our 2018 Credit Agreement.

In some cases, investors can identify these statements by forward-looking words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “outlook,” “may,” “should,” “will,” and “would” or similar words. Forward-looking statements are based on certain assumptions and analyses made by management in light of its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are relevant. Although management believes that its assumptions are reasonable based on information currently available, those assumptions are subject to significant risks and uncertainties, many of which are outside of its control. The following factors, as well as the factors set forth in Item 1A of our Annual Report on Form 10-K for the fiscal year ended August 29, 2018 and any other cautionary language in this Form 10-Q, provide examples of risks, uncertainties, and events that may cause our financial and operational results to differ materially from the expectations described in our forward-looking statements:

- general business and economic conditions,
- the impact of competition,
- our operating initiatives, changes in promotional, couponing and advertising strategies and the success of management’s business plans,
- fluctuations in the costs of commodities, including beef, poultry, seafood, dairy, cheese, oils and produce,
- ability to raise menu prices and customer acceptance of changes in menu items,
- increases in utility costs, including the costs of natural gas and other energy supplies,
- changes in the availability and cost of labor, including the ability to attract qualified managers and team members,
- the seasonality of the business,
- collectability of accounts receivable,
- changes in governmental regulations, including changes in minimum wages and health care benefit regulation,
- the effects of inflation and changes in our customers’ disposable income, spending trends and habits,
- the ability to realize property values,
- the availability and cost of credit,
- the effectiveness of our credit card controls and PCI compliance,
- weather conditions in the regions in which our restaurants operate,
- costs relating to legal proceedings,
- impact of adoption of new accounting standards,
- effects of actual or threatened future terrorist attacks in the United States,
- unfavorable publicity relating to operations, including publicity concerning food quality, illness or other health concerns or labor relations, and
- the continued service of key management personnel.

Each forward-looking statement speaks only as of the date of this Form 10-Q, and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Investors should be aware that the occurrence of the events described above and elsewhere in this Form 10-Q could have material adverse effect on our business, results of operations, cash flows and financial condition.



### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to interest rate risk due to changes in interest rates affecting our variable-rate debt. As of March 13, 2019, the total amount of debt subject to interest rate fluctuations outstanding under our 2018 Credit Facility was \$44.3 million . Assuming an average debt balance with interest rate exposure of \$44.3 million, a 100 basis point increase in prevailing interest rates would increase our annual interest expense by \$0.4 million.

We have exposure to various foreign currency exchange rate fluctuations for revenues generated by our operations outside of the United States, which can adversely impact our net income and cash flows. Sales to customers and royalties from franchisees outside the contiguous United States as a percentage of our total revenues were not significant in the quarter ended March 13, 2019 and March 14, 2018, respectively.

Many ingredients in the products sold in our restaurants are commodities subject to unpredictable price fluctuations. We attempt to minimize price volatility by negotiating fixed price contracts for the supply of key ingredients and in some cases by passing increased commodity costs through to the customer by adjusting menu prices or menu offerings. Our ingredients are available from multiple suppliers so we are not dependent on a single vendor for our ingredients.

### **Item 4. Controls and Procedures**

#### ***Evaluation of Disclosure Controls and Procedures***

Management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act), as of March 13, 2019. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of March 13, 2019, our disclosure controls and procedures were effective in providing reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

#### ***Changes in Internal Control over Financial Reporting***

There were no changes in our internal control over financial reporting during the quarter ended March 13, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Part II—OTHER INFORMATION

### Item 1. Legal Proceedings

There have been no material changes to our legal proceedings as disclosed in “Legal Proceedings” in Item 3 of Part I of our Annual Report on Form 10-K for the fiscal year ended August 29, 2018.

### Item 1A. Risk Factors

There have been no material changes during the quarter ended March 13, 2019 to the Risk Factors discussed in Item 1A of Part I of our Annual Report on Form 10-K for the fiscal year ended August 29, 2018.

### Item 5. Other Information

None

### Item 6. Exhibits

- [4.1](#) First Amendment to Rights Agreement, dated as of February 11, 2019, between Luby’s, Inc. and American Stock Transfer & Trust Company, LLC (incorporated by reference to Exhibit 4.2 to the Company’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 12, 2019, File No. 1-08308).
- [31.1](#) Rule 13a-14(a)/15d-14(a) certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- [31.2](#) Rule 13a-14(a)/15d-14(a) certification of the Principal Financial and Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- [32.1](#) Section 1350 certification of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- [32.2](#) Section 1350 certification of the Principal Financial and Accounting Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS XBRL Instance Document
- 101.SCH XBRL 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

## SIGNATURES

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

LUBY'S, INC.  
(Registrant)

Date: 4/22/2019

By: /s/ Christopher J. Pappas

Christopher J. Pappas  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: 4/22/2019

By: /s/ K. Scott Gray

K. Scott Gray  
Senior Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)