

NATHANS FAMOUS INC  
Form 10-Q  
February 02, 2018  
**FORM 10-Q**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Mark One)

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

For the quarterly period ended **December 24, 2017**.

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 001-35962**

**NATHAN'S FAMOUS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware** **11-3166443**  
(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

**One Jericho Plaza, Second Floor – Wing A,**  
**Jericho, New York 11753**

(Address of principal executive offices)

(Zip Code)

**(516) 338-8500**

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(Registrant's telephone number, including area code)

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(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (do not check if a smaller reporting company)  
Emerging growth company  Smaller reporting 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

At February 2, 2018 an aggregate of 4,184,549 shares of the registrant's common stock, par value of \$.01, were outstanding.



**NATHAN'S FAMOUS, INC. AND SUBSIDIARIES**

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**Nathan's Famous, Inc. and Subsidiaries****CONSOLIDATED BALANCE SHEETS**

December 24, 2017 and March 26, 2017

(in thousands, except share and per share amounts)

**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements.**

	<b>December 24, 2017 (Unaudited)</b>	March 26, 2017
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	<b>\$ 67,288</b>	\$56,915
Accounts and other receivables, net	<b>11,873</b>	8,948
Inventories	<b>406</b>	579
Prepaid expenses and other current assets (Note G)	<b>3,352</b>	1,093
Total current assets	<b>82,919</b>	67,535
Property and equipment, net of accumulated depreciation of \$8,525 and \$7,522, respectively	<b>8,276</b>	8,844
Goodwill	<b>95</b>	95
Intangible asset	<b>1,353</b>	1,353
Other assets	<b>293</b>	298
Total assets	<b>\$ 92,936</b>	\$78,125
<b>LIABILITIES AND STOCKHOLDERS' (DEFICIT)</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	<b>\$ 4,268</b>	\$4,809
Accrued expenses and other current liabilities (Note H)	<b>26,644</b>	5,865
Deferred franchise fees	<b>198</b>	98
Total current liabilities	<b>31,110</b>	10,772
Long-term debt, net of unamortized debt issuance costs of \$5,374 and \$3,525, respectively (Note N)	<b>144,626</b>	131,475
Other liabilities	<b>1,484</b>	1,555

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Deferred income taxes	<b>751</b>	814
Total liabilities	<b>177,971</b>	144,616
COMMITMENTS AND CONTINGENCIES (Note O)		
STOCKHOLDERS' (DEFICIT)		
Common stock, \$.01 par value; 30,000,000 shares authorized; 9,311,922 and 9,303,870 shares issued; and 4,184,549 and 4,176,497 shares outstanding at December 24, 2017 and March 26, 2017, respectively	<b>93</b>	93
Additional paid-in capital	<b>60,723</b>	60,582
(Accumulated deficit)	<b>(68,548)</b>	(49,863)
Stockholders' (deficit) equity before treasury stock	<b>(7,732)</b>	10,812
Treasury stock, at cost, 5,127,373 shares at December 24, 2017 and March 26, 2017, respectively	<b>(77,303)</b>	(77,303)
Total stockholders' (deficit)	<b>(85,035)</b>	(66,491)
Total liabilities and stockholders' (deficit)	<b>\$ 92,936</b>	\$78,125

*The accompanying notes are an integral part of these financial statements.*

**Nathan's Famous, Inc. and Subsidiaries****CONSOLIDATED STATEMENTS OF EARNINGS**

Thirteen and thirty-nine weeks ended December 24, 2017 and December 25, 2016

(in thousands, except share and per share amounts)

(Unaudited)

	Thirteen weeks ended <b>December</b> <b>24, 2017</b>		Thirty-nine weeks ended <b>December</b> <b>24, 2017</b>	
	December	December	December	December
	2017	25, 2016	2017	25, 2016
<b>REVENUES</b>				
Sales	<b>\$16,767</b>	\$14,859	<b>\$63,639</b>	\$58,012
License royalties	<b>4,228</b>	3,990	<b>17,393</b>	15,602
Franchise fees and royalties	<b>1,088</b>	1,088	<b>3,575</b>	3,752
Total revenues	<b>22,083</b>	19,937	<b>84,607</b>	77,366
<b>COSTS AND EXPENSES</b>				
Cost of sales	<b>12,599</b>	10,785	<b>48,165</b>	41,732
Restaurant operating expenses	<b>760</b>	695	<b>2,769</b>	2,711
Depreciation and amortization	<b>320</b>	309	<b>1,055</b>	1,005
General and administrative expenses	<b>3,034</b>	3,394	<b>10,064</b>	10,309
Total costs and expenses	<b>16,713</b>	15,183	<b>62,053</b>	55,757
Income from operations	<b>5,370</b>	4,754	<b>22,554</b>	21,609
Loss on debt extinguishment	<b>(8,872)</b>	-	<b>(8,872)</b>	-
Interest expense	<b>(3,650)</b>	(3,663)	<b>(10,976)</b>	(11,002)
Interest income	<b>44</b>	35	<b>114</b>	71
Other income, net	<b>22</b>	21	<b>64</b>	64
(Loss) income before provision for income taxes	<b>(7,086)</b>	1,147	<b>2,884</b>	10,742
(Benefit) provision for income taxes	<b>(3,307)</b>	448	<b>621</b>	3,986
Net (loss) income	<b>\$(3,779)</b>	\$699	<b>\$2,263</b>	\$6,756
<b>PER SHARE INFORMATION</b>				
(Loss) income per share:				
Basic	<b>\$(0.90)</b>	\$0.17	<b>\$0.54</b>	\$1.62
Diluted	<b>\$(0.90)</b>	\$0.17	<b>\$0.54</b>	\$1.61



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Weighted average shares used in computing (loss) income per share:

Basic	<b>4,185,000</b>	4,175,000	<b>4,180,000</b>	4,171,000
Diluted	<b>4,185,000</b>	4,209,000	<b>4,219,000</b>	4,202,000

*The accompanying notes are an integral part of these financial statements.*

## Nathan's Famous, Inc. and Subsidiaries

## CONSOLIDATED STATEMENT OF STOCKHOLDERS'(DEFICIT)

Thirty-nine weeks ended December 24, 2017

(in thousands, except share amounts)

(Unaudited)

	Common Shares	Common Stock	Additional Paid-in Capital	(Accumulated Deficit)	Treasury Stock, at Cost Shares	Treasury Stock, at Amount	Total Stockholders' (Deficit)
Balance, March 26, 2017	9,303,870	\$ 93	\$ 60,582	\$ (49,863 )	5,127,373	\$(77,303)	\$(66,491 )
Shares issued in connection with share-based compensation plans	<b>8,052</b>	-	-	-	-	-	-
Withholding tax on net share settlement of share-based compensation plans	-	-	(157 )	-	-	-	(157 )
Share-based compensation	-	-	<b>298</b>	-	-	-	<b>298</b>
Cash dividends declared on common stock and restricted stock	-	-	-	(20,948 )	-	-	(20,948 )
Net income	-	-	-	<b>2,263</b>	-	-	<b>2,263</b>
<b>Balance, December 24, 2017</b>	<b>9,311,922</b>	<b>\$ 93</b>	<b>\$ 60,723</b>	<b>\$ (68,548 )</b>	<b>5,127,373</b>	<b>\$(77,303)</b>	<b>\$(85,035 )</b>

The accompanying notes are an integral part of these financial statements.

**Nathan's Famous, Inc. and Subsidiaries****CONSOLIDATED STATEMENTS OF CASH FLOWS**

Thirty-nine weeks ended December 24, 2017 and December 25, 2016

(in thousands)

(Unaudited)

	<b>December 24, 2017</b>	December 25, 2016
Cash flows from operating activities:		
Net income	<b>\$2,263</b>	\$ 6,756
Adjustments to reconcile net income to net cash provided by operating activities		
Loss on debt extinguishment	<b>8,872</b>	-
Depreciation and amortization	<b>1,055</b>	1,005
Amortization of debt issuance costs	<b>932</b>	910
Share-based compensation expense	<b>298</b>	482
Income tax benefit on stock option exercises	<b>194</b>	659
Provision for doubtful accounts	<b>42</b>	34
Deferred income taxes	<b>(63)</b>	) 92
Changes in operating assets and liabilities:		
Accounts and other receivables, net	<b>(2,967)</b>	) (1,523 )
Inventories	<b>173</b>	293
Prepaid expenses and other current assets	<b>(2,259)</b>	) 643
Other assets	<b>5</b>	15
Accounts payable, accrued expenses and other current liabilities	<b>(779)</b>	) 545
Deferred franchise fees	<b>100</b>	4
Other liabilities	<b>(71)</b>	) (142 )
Net cash provided by operating activities	<b>7,795</b>	9,773
Cash flows from investing activities:		
Purchase of property and equipment	<b>(488)</b>	) (1,001 )
Net cash (used in) investing activities	<b>(488)</b>	) (1,001 )
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	<b>150,000</b>	-
Cash payments for extinguishment of debt	<b>(135,000)</b>	-
Premium paid on extinguishment of debt	<b>(6,750)</b>	) -

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Debt issuance costs	<b>(4,902 )</b>	-
Proceeds from exercise of stock options	-	44
Dividends paid upon vesting of restricted stock	<b>(125 )</b>	(375 )
Payments of withholding tax on net share settlement of share-based compensation plans	<b>(157 )</b>	(994 )
Repurchase of treasury stock	-	(1,272 )
Net cash provided by (used in) financing activities	<b>3,066</b>	(2,597 )
Net increase in cash	<b>10,373</b>	6,175
Cash, beginning of period	<b>56,915</b>	50,228
Cash, end of period	<b>\$67,288</b>	\$ 56,403
Cash paid during the period for:		
Interest	<b>\$9,038</b>	\$ 6,750
Income taxes paid	<b>\$3,447</b>	\$ 2,976
Noncash financing activity:		
Dividends declared	<b>\$20,948</b>	\$ -

*The accompanying notes are an integral part of these financial statements.*

## **NATHAN'S FAMOUS, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

December 24, 2017

(Unaudited)

#### **NOTE A - BASIS OF PRESENTATION**

The accompanying consolidated financial statements of Nathan's Famous, Inc. and subsidiaries (collectively "Nathan's," the "Company," "we," "us" or "our") as of and for the thirteen and thirty-nine week periods ended December 24, 2017 and December 25, 2016 have been prepared in accordance with accounting principles generally accepted in the United States of America. The unaudited financial statements include all adjustments (consisting of normal recurring adjustments) which, in the opinion of management, are necessary for a fair presentation of financial condition, results of operations and cash flows for the periods presented. However, our results of operations are seasonal in nature, and the results of any interim period are not necessarily indicative of results for any other interim period or the full fiscal year.

Certain information and footnote disclosures normally included in financial statements in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to the requirements of the Securities and Exchange Commission. Management believes that the disclosures included in the accompanying consolidated interim financial statements and footnotes are adequate to make the information not misleading, but should be read in conjunction with the consolidated financial statements and notes thereto included in Nathan's Annual Report on Form 10-K for the fiscal year ended March 26, 2017.

A summary of the Company's significant accounting policies is identified in Note B of the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the fiscal year ended March 26, 2017. There have been no changes to the Company's significant accounting policies subsequent to March 26, 2017.

#### **NOTE B- ADOPTION OF NEW ACCOUNTING PRONOUNCEMENTS**

In July 2015, the Financial Accounting Standards Board ("FASB") updated U.S. accounting guidance to simplify the ways businesses measure inventory. Companies that use the first-in, first-out (FIFO) method or the average cost method will measure inventory at the lower of its cost or net realizable value. Net realizable value is the estimated selling price in the normal course of business, minus the cost of completion, disposal, and transportation. Companies will no longer consider replacement cost or net realizable value less a normal profit margin when measuring inventory. The guidance was effective for the Company beginning in the quarter ended June 25, 2017 and did not have

a material impact on its results of operations or financial position.

In August 2016, the FASB issued ASU 2016-15, “*Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force)*”. This update addresses eight specific cash flow topics with the objective of reducing the existing diversity in practice for certain aspects under Topic 230. ASU 2016-15 is effective for annual reporting periods, and interim periods therein, beginning after December 15, 2017. The Company elected to early adopt ASU 2016-15 during the quarter ending December 24, 2017. The adoption of this guidance did not have a significant impact on the Company’s consolidated financial statements.

#### NOTE C – NEW ACCOUNTING PRONOUNCEMENTS NOT YET ADOPTED

In May 2014, the FASB issued a new accounting standard that attempts to establish a uniform basis for recording revenue to virtually all industries’ financial statements, under U.S. GAAP as further amended during 2016. The FASB issued certain updates to the standard, including clarifying reporting revenue between Principle versus Agent and clarification in determining performance obligations and licenses guidance. The revenue standard’s core principle is built on the contract between a vendor and a customer for the provision of goods and services. It attempts to depict the exchange of rights and obligations between the parties in the pattern of revenue recognition based on the consideration to which the vendor is entitled. In order to accomplish this objective, companies must evaluate the following five basic steps: (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, and (v) recognize revenue when (or as) the entity satisfies a performance obligation.

There are two basic transition methods that are available – full retrospective, or modified retrospective transition methods. Early adoption is prohibited. Public companies were originally expected to apply the new standard for annual periods beginning after December 15, 2016, including interim periods therein, which for Nathan’s would have been its first quarter of fiscal 2018, beginning on March 27, 2017. On July 9, 2015, the FASB agreed to delay the standard’s effective date to annual reporting periods beginning after December 15, 2017 which will now be our first quarter (June 2018) of our fiscal year ending March 31, 2019.

The Company has assigned internal resources to evaluate and implement the new standard, and will continue to provide updates during fiscal year 2018. The Company is continuing its evaluation of the impact of the new standard, but currently does not believe that the standard will materially impact its recognition of revenue for its Company-operated restaurants or its recognition of royalties from its franchised restaurants or retail licenses, which are based on a percentage of sales. The Company is still assessing the impact of the new standard on revenues from its Branded Product Program as well as decisions reached by the FASB Transition Resource Group in November 2016 on the treatment of minimum guarantees in licensing arrangements, which may affect the timing of the Company’s recognition of royalty revenues. Currently, franchise and international development fees are recognized when the Company has performed substantially all initial services required by the agreements, which is generally when the franchisee begins operations. Under the new guidance, these fees may be recognized over the term of the agreements. The Company also expects that the adoption of this new guidance may change the reporting of contributions to the advertising fund from franchisees and other third parties and the related advertising fund expenditures, which are

currently reported on a net basis in the Consolidated Statements of Earnings and Consolidated Balance Sheets. The Company expects the new guidance will require these advertising fund contributions and expenditures to be reported on a gross basis in the Consolidated Statement of Earnings. For the fiscal year ended March 26, 2017, advertising fund contributions from franchisees and other third parties were \$2,572,000, and therefore we expect this change may impact our total revenues and expenses. The Company plans to adopt this standard in the first quarter of fiscal 2019, beginning March 26, 2018, using the modified retrospective method.

In February 2016, the FASB issued a new accounting standard on leases. The new standard, among other changes, will require lessees to recognize a right-of-use asset and a lease liability on the balance sheet for all leases. The lease liability will be measured at the present value of the lease payments over the lease term. The right-of-use asset will be measured at the lease liability amount, adjusted for lease prepayments, lease incentives received and the lessee's initial direct costs (e.g. commissions). The new standard is effective for annual reporting periods beginning after December 15, 2018, including interim reporting periods within those annual reporting periods. This standard is required to take effect in Nathan's first quarter (June 2019) of our fiscal year ending March 29, 2020. The adoption will require a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest period presented. The Company is currently evaluating the standard to determine the impact of the adoption on its consolidated financial statements but expects that the standard will result in a significant increase to its other assets and other liabilities.

In January 2017, the FASB issued an update to the accounting guidance to simplify the testing for goodwill impairment. The update removes the requirement to determine the implied fair value of goodwill to measure the amount of impairment loss, if any, under the second step of the current goodwill impairment test. A company will perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. A goodwill impairment charge will be recognized for the amount by which the reporting unit's carrying amount exceeds its fair value, not to exceed the carrying amount of the goodwill. The guidance is effective prospectively for public business entities for annual reporting periods beginning after December 15, 2019. This standard is required to take effect in Nathan's first quarter (June 2020) of our fiscal year ending March 28, 2021. Nathan's does not expect the adoption of this new guidance to have a material impact on its results of operations or financial position.

The Company does not believe that any other recently issued, but not yet effective accounting standards, when adopted, will have a material effect on the accompanying financial statements.

#### NOTE D – INCOME PER SHARE

Basic income per common share is calculated by dividing income by the weighted-average number of common shares outstanding and excludes any dilutive effect of stock options. Diluted income per common share gives effect to all potentially dilutive common shares that were outstanding during the period. Dilutive common shares used in the computation of diluted income per common share result from the assumed exercise of stock options and warrants, as determined using the treasury stock method.

The following chart provides a reconciliation of information used in calculating the per-share amounts for the thirteen and thirty-nine week periods ended December 24, 2017 and December 25, 2016, respectively.



**Thirteen weeks**

	Net (Loss) Income		Number of Shares		Net (Loss) Income Per Share	
	<b>2017</b>	2016	<b>2017</b>	2016	<b>2017</b>	2016
	(in thousands)		(in thousands)			
<b><u>Basic EPS</u></b>						
Basic calculation	<b>\$(3,779)</b>	\$699	<b>4,185</b>	4,175	<b>\$(0.90)</b>	\$0.17
Effect of dilutive employee stock options	-	-	-	34	-	-
<b><u>Diluted EPS</u></b>						
Diluted calculation	<b>\$(3,779)</b>	\$699	<b>4,185</b>	4,209	<b>\$(0.90)</b>	\$0.17

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**Thirty-nine weeks**

	Net Income		Number of Shares		Net Income Per Share	
	<b>2017</b>	2016	<b>2017</b>	2016	<b>2017</b>	2016
	(in thousands)		(in thousands)			
<b><u>Basic EPS</u></b>						
Basic calculation	<b>\$2,263</b>	\$6,756	<b>4,180</b>	4,171	<b>\$0.54</b>	\$1.62
Effect of dilutive employee stock options	-	-	<b>39</b>	31	-	(0.01)
<b><u>Diluted EPS</u></b>						
Diluted calculation	<b>\$2,263</b>	\$6,756	<b>4,219</b>	4,202	<b>\$0.54</b>	\$1.61

No options to purchase shares of common stock for the thirty-nine week periods ended December 24, 2017 and December 25, 2016 or for the thirteen week period ended December 25, 2016 were excluded from the computation of diluted earnings per share. For the thirteen week period ended December 24, 2017, 47,000 options to purchase common stock were excluded from the computation of dilutive earnings per share as the effect would be anti-dilutive.

## NOTE E- FAIR VALUE MEASUREMENTS

Nathan's follows a three-level fair value hierarchy that prioritizes the inputs to measure fair value. This hierarchy requires entities to maximize the use of "observable inputs" and minimize the use of "unobservable inputs." The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability on the measurement date. The three levels are defined as follows:

Level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for an identical asset or liability in an active market

Level 2 - inputs to the valuation methodology include quoted prices for a similar asset or liability in an active market or model-derived valuations in which all significant inputs are observable for substantially the full term of the asset or liability

Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement of the asset or liability

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The Company's long-term debt had a face value of \$150,000,000 as of December 24, 2017 and a fair value of \$155,625,000 as of December 24, 2017. The Company estimates the fair value of its long-term debt based upon review of observable pricing in secondary markets as of the last trading day of the fiscal period. Accordingly, the Company classifies its long-term debt as Level 2.

The carrying amounts of accounts receivable and accounts payable approximate fair value due to the short-term maturity of the instruments.

Certain non-financial assets and liabilities are measured at fair value on a non-recurring basis; that is, the assets and liabilities are not measured at fair value on an ongoing basis, but are subject to fair value adjustments in certain circumstances, such as when evidence of impairment exists. At December 24, 2017, no fair value adjustment or material fair value measurements were required for non-financial assets or liabilities.

NOTE F – ACCOUNTS AND OTHER RECEIVABLES, NET

Accounts and other receivables, net, consist of the following (in thousands):

	<b>December 24, 2017</b>	March 26, 2017
Branded product sales	<b>\$ 8,726</b>	\$6,037
Franchise and license royalties	<b>2,534</b>	2,746
Other	<b>1,093</b>	622
	<b>12,353</b>	9,405
Less: allowance for doubtful accounts	<b>480</b>	457
Accounts and other receivables, net	<b>\$ 11,873</b>	\$8,948

Accounts receivable are due within 30 days and are stated at amounts due from franchisees, retail licensees and Branded Product Program customers, net of an allowance for doubtful accounts. Accounts that are outstanding longer than the contractual payment terms are generally considered past due. The Company does not recognize franchise and license royalties that are not deemed to be realizable.

The Company individually reviews each past due account and determines its allowance for doubtful accounts by considering a number of factors, including the length of time accounts receivable are past due, the Company's previous loss history, the customer's current and expected future ability to pay its obligation to the Company, the condition of the general economy and the industry as a whole. Based on management's assessment, the Company provides for

estimated uncollectible amounts through a charge to earnings. After the Company has used reasonable collection efforts it writes off accounts receivable through a charge to the allowance for doubtful accounts.

Changes in the Company's allowance for doubtful accounts for the thirty-nine week period ended December 24, 2017 and the fiscal year ended March 26, 2017 are as follows (in thousands):

	<b>December 24, 2017</b>	March 26, 2017
Beginning balance	\$ 457	\$ 471
Bad debt expense	42	53
Accounts written off	(19 )	(67 )
Ending balance	\$ 480	\$ 457

NOTE G – PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consist of the following (in thousands):

	<b>December 24, 2017</b>	March 26, 2017
Income taxes	\$ 2,751	\$-
Insurance	247	319
Other	354	774
Total prepaid expenses and other current assets	\$ 3,352	\$ 1,093

NOTE H – ACCRUED EXPENSES, OTHER CURRENT LIABILITIES AND OTHER LIABILITIES

Accrued expenses and other current liabilities consist of the following (in thousands):

	<b>December 24, 2017</b>	March 26, 2017
Payroll and other benefits	\$ 2,087	\$ 2,708
Accrued rebates	1,245	1,050
Rent and occupancy costs	207	215

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Deferred revenue	<b>17</b>	723
Construction costs	<b>70</b>	160
Interest	<b>1,470</b>	463
Professional fees	<b>168</b>	109
Income taxes	<b>33</b>	143
Dividend payable	<b>21,073</b>	125
Other	<b>274</b>	169
Total accrued expenses and other current liabilities	<b>\$ 26,644</b>	\$5,865

Other liabilities consist of the following (in thousands):

	<b>December</b>	March
	<b>24,</b>	26,
	<b>2017</b>	2017
Deferred development fees	<b>\$ 154</b>	\$67
Reserve for uncertain tax positions	<b>419</b>	366
Deferred rental liability	<b>700</b>	786
Dividend payable	-	125
Other	<b>211</b>	211
Total other liabilities	<b>\$ 1,484</b>	\$1,555

## NOTE I – SALES

The Company's sales for the thirteen and thirty-nine weeks ended December 24, 2017 and December 25, 2016 are as follows (in thousands):

	Thirteen weeks ended <b>December</b> <b>24,</b>		Thirty-nine weeks ended <b>December</b> <b>24,</b>	
	25, <b>2017</b>	2016	25, <b>2017</b>	2016
Branded Products	<b>\$14,674</b>	\$ 12,868	<b>\$50,741</b>	\$ 44,349
Company-operated restaurants	<b>2,093</b>	1,991	<b>12,898</b>	13,449
Other	-	-	-	214
Total sales	<b>\$16,767</b>	\$ 14,859	<b>\$63,639</b>	\$ 58,012

## NOTE J – INCOME TAXES

The income tax provisions for the thirty-nine week periods ended December 24, 2017 and December 25, 2016 reflect effective tax rates of 21.5% and 37.1%, respectively. Nathan's effective tax rates for the thirty-nine week periods ended December 24, 2017 and December 25, 2016 were reduced by 670 BPS and 610 BPS, respectively, as a result of the tax benefits associated with stock compensation. For the thirty-nine week periods ended December 24, 2017 and December 25, 2016, excess tax benefits of \$194,000 and \$659,000, respectively, were reflected in the Consolidated Statements of Earnings as a reduction to the provision for income taxes.

The amount of unrecognized tax benefits at December 24, 2017 was \$207,000, all of which would impact Nathan's effective tax rate, if recognized. As of December 24, 2017, Nathan's had \$212,000 of accrued interest and penalties in connection with unrecognized tax benefits.

During the fiscal year ending March 25, 2018, Nathan's will seek to settle additional uncertain tax positions with the tax authorities. As a result, it is reasonably possible the amount of unrecognized tax benefits, excluding the related accrued interest and penalties, could be reduced by up to \$5,000, which would favorably impact Nathan's effective tax rate, although no assurances can be given in this regard.

On December 22, 2017, the Enactment Date, President Trump signed the Tax Cuts and Jobs Act (“Act”) into law which among other provisions, permanently reduces the top corporate tax rate from 35 percent to a flat 21 percent beginning January 1, 2018 and eliminates the corporate Alternative Minimum Tax. The new law limits the deduction of business interest, net of interest income, to 30 percent of the adjusted taxable income of the taxpayer in any taxable year. Any amount disallowed under the limitation is treated as business interest paid or accrued in the following year.

Disallowed interest will have an indefinite carryforward. The new law also repeals the performance-based exception to the \$1.0 million deduction limitation on executive compensation and modifies the definition of “covered employees”. The new law allows businesses to immediately write off the full cost of new equipment.

Pursuant to Staff Accounting Bulletin #118, Nathan’s has determined reasonable estimates to its deferred assets and liabilities and pursuant to ASC 740, Income Taxes, the Company has recognized the effect(s) of the Act on current and deferred income taxes in its financial statements during the quarter ended December 24, 2017. Nathan’s has recorded the following discrete adjustment to its deferred tax liability and unrecognized tax benefits which reduced the provision for income taxes by \$436,000 or 1510 BPS during the thirty-nine weeks ended December 24, 2017.

Nathan’s estimates that its blended federal tax rate will be 31% for its fiscal year ending March 25, 2018 and that its annual tax rate for the fiscal year ending March 25, 2018 will be in the range of approximately 40.8% to 43.1%, excluding the impact of the discrete items recorded and excess tax benefit associated with stock compensation. The final annual tax rate is subject to many variables, including the ultimate determination of revenue and income tax by state, among other factors, and therefore cannot be determined until the end of the fiscal year; therefore, the actual tax rate could differ from our current estimates. In addition, the ultimate benefit of the Act on Nathan’s is unclear as the lower annual tax rate could be outweighed by the limitation of the deduction of interest expense and other provisions.

#### NOTE K – SEGMENT INFORMATION

Nathan’s considers itself to be a brand marketer of the Nathan’s Famous signature products to the foodservice industry pursuant to its various business structures. Nathan’s sells its products directly to consumers through its restaurant system of Company-operated and franchised restaurants, to distributors that resell our products to the foodservice industry through the Branded Product Program (“BPP”) and by third party manufacturers pursuant to license agreements that sell our products to club stores and grocery stores nationwide. The Company’s Chief Executive Officer has been identified as the Chief Operating Decision Maker (“CODM”) who evaluates performance and allocates resources for the Branded Product Program, Product Licensing and Restaurant Operations segments based upon a number of factors, the primary profit measure being income from operations. Certain administrative expenses are not allocated to the segments and are reported within Corporate.

*Branded Product Program* – This segment derives revenue principally from the sale of hot dog products either directly to foodservice operators or to various foodservice distributors who resell the products to foodservice operators.



*Product licensing* – This segment derives revenue, primarily in the form of royalties, from licensing a broad variety of Nathan’s Famous branded products, including our hotdogs, sausage and corned beef products, frozen French fries and additional products through retail grocery channels and club stores throughout the United States.

*Restaurant operations* – This segment derives revenue from the sale of our products at Company-owned restaurants and earns fees and royalties from its franchised restaurants.

Revenues from operating segments are from transactions with unaffiliated third parties and do not include any intersegment revenues.

Income from operations attributable to corporate consists principally of administrative expenses not allocated to the operating segments such as executive management, finance, information technology, legal, insurance, corporate office costs, corporate incentive compensation and compliance costs.

Interest expense, interest income and other income, net are managed centrally at the corporate level, and, accordingly, such items are not presented by segment since they are excluded from the measure of profitability reviewed by the CODM.

Operating segment information is as follows (in thousands):

	Thirteen weeks ended <b>Dec. 24,</b>		Thirty-nine weeks ended <b>Dec. 24,</b>	
	Dec. 25,	Dec. 25,	Dec. 25,	Dec. 25,
	<b>2017</b>	2016	<b>2017</b>	2016
<b>Revenues</b>				
Branded Product Program	<b>\$14,674</b>	\$12,868	<b>\$50,741</b>	\$44,563
Product licensing	<b>4,228</b>	3,990	<b>17,393</b>	15,602
Restaurant operations	<b>3,181</b>	3,079	<b>16,473</b>	17,201
Corporate	-	-	-	-
Total revenues	<b>\$22,083</b>	\$19,937	<b>\$84,607</b>	\$77,366
<b>Income from operations</b>				
Branded Product Program	<b>\$2,924</b>	\$2,886	<b>\$7,888</b>	\$8,336
Product licensing	<b>4,182</b>	3,944	<b>17,257</b>	15,465
Restaurant operations	<b>(21 )</b>	48	<b>3,209</b>	4,083
Corporate	<b>(1,715 )</b>	(2,124 )	<b>(5,800 )</b>	(6,275 )
Income from operations	<b>\$5,370</b>	\$4,754	<b>\$22,554</b>	\$21,609
Loss on debt extinguishment	<b>(8,872 )</b>	-	<b>(8,872 )</b>	-
Interest expense	<b>(3,650 )</b>	(3,663 )	<b>(10,976)</b>	(11,002)

Interest income	<b>44</b>	35	<b>114</b>	71
Other income, net	<b>22</b>	21	<b>64</b>	64
(Loss) income before provision for income taxes	<b>\$(7,086)</b>	\$1,147	<b>\$2,884</b>	\$10,742

## NOTE L – SHARE-BASED COMPENSATION

Total share-based compensation during the thirteen-week periods ended December 24, 2017 and December 25, 2016 was \$99,000 and \$136,000, respectively. Total share-based compensation during the thirty-nine week periods ended December 24, 2017 and December 25, 2016 was \$298,000 and \$482,000, respectively. Total share-based compensation is included in general and administrative expense in our accompanying Consolidated Statements of Earnings. As of December 24, 2017, there was \$200,000 of unamortized compensation expense related to share-based incentive awards. We expect to recognize this expense over approximately seven months, which represents the weighted average remaining requisite service periods for such awards.

The Company recognizes compensation cost for unvested stock-based incentive awards on a straight-line basis over the requisite service period. Compensation cost charged to expense under all stock-based incentive awards is as follows (in thousands):

	Thirteen weeks ended <b>December 24, 2017</b>		Thirty-nine weeks ended <b>December 24, 2017</b>	
	December 25, 2016	December 25, 2016	December 25, 2016	December 25, 2016
Stock options	<b>\$38</b>	\$ 38	<b>\$114</b>	\$ 114
Restricted stock	<b>61</b>	98	<b>184</b>	368
Total compensation cost	<b>\$99</b>	\$ 136	<b>\$298</b>	\$ 482

*Stock options outstanding:*

There were no new share-based awards granted during the thirty-nine week period ended December 24, 2017.

In connection with the Company's special cash dividend, paid on January 4, 2018, to stockholders of record as of December 22, 2017, the Company performed an analysis, pursuant to the anti-dilution provisions of the 2010 Plan (the "2010 Plan"), and issued replacement options to purchase 68,498 shares at an exercise price of \$33.438 for the unvested stock options outstanding as of the record date of December 22, 2017, cancelling 64,384 shares at an exercise price of \$35.58 per share. Nathan's performed its evaluation based on the closing price of its common stock on December 20, 2017, the day before the stock went ex-dividend, of \$83.20 per share, or \$78.20 per share excluding the dividend of \$5.00 per share. No other terms or conditions of the outstanding options were modified. The anti-dilution provisions of the original award were structured to equalize the award's fair value before and after the modification.

During the fiscal year ended March 29, 2015, the Company granted options to purchase 50,000 shares at an exercise price of \$53.89 per share, all of which expire five years from the date of grant. All such stock options vest ratably over a four-year period commencing August 6, 2015.

In connection with the Company's special cash dividend, paid on March 27, 2015, to stockholders of record as of March 20, 2015, the Company performed an analysis, pursuant to the anti-dilution provisions of the 2010 Plan, and issued replacement options to purchase 75,745 shares at an exercise price of \$35.58 for the unvested stock options outstanding as of March 29, 2015, canceling 50,000 shares at an exercise price of \$53.89. Nathan's performed its evaluation based on the closing price of its common stock on March 27, 2015 of \$73.56 per share, or \$48.56 per share excluding the dividend of \$25.00 per share. No other terms or conditions of the outstanding options were modified. The anti-dilution provisions of the original award were structured to equalize the award's fair value before and after the modification.

Transactions with respect to stock options for the thirty-nine weeks ended December 24, 2017 are as follows:

	Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Life	Aggregate Intrinsic Value (in thousands)
Options outstanding at the beginning of the fiscal year	75,745	\$ 35.58	2.36	\$ 1,899

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Granted	-	-	-	-
Replacement options issued (A)	<b>68,498</b>	<b>\$ 33.438</b>	<b>1.61</b>	<b>\$ 3,093</b>
Expired	-	-	-	-
Cancellation of outstanding options (A)	<b>(64,384)</b>	<b>\$ 35.58</b>	<b>1.61</b>	<b>\$ 3,093</b>
Exercised	<b>(11,361)</b>	<b>\$ 35.58</b>	-	<b>379</b>
Options Outstanding at December 24, 2017 (A)	<b>68,498</b>	<b>\$ 33.438</b>	<b>1.61</b>	<b>\$ 3,093</b>
Options exercisable at December 24, 2017 (A)	<b>48,348</b>	<b>\$ 33.438</b>	<b>1.61</b>	<b>\$ 2,183</b>

<sup>A-</sup> Represents the effects on outstanding options after giving effect to the replacement options issued in connection with the Company's special dividend to shareholders of record on December 22, 2017.

*Restricted stock:*

Transactions with respect to restricted stock for the thirty-nine weeks ended December 24, 2017 are as follows:

	<b>Shares</b>	<b>Weighted- Average Grant-date Fair value Per share</b>
Unvested restricted stock at March 26, 2017	<b>10,000</b>	<b>\$ 49.80</b>
Granted	-	-
Vested	<b>(5,000 )</b>	<b>\$ 49.80</b>
Unvested restricted stock at December 24, 2017	<b>5,000</b>	<b>\$ 49.80</b>

**NOTE M – STOCKHOLDERS’ EQUITY**

*1. Dividends*

On November 1, 2017, the Company’s Board of Directors declared a special cash dividend of \$5.00 per share payable to stockholders of record as of December 22, 2017 of which approximately \$20,923,000 was paid on January 4, 2018 to the stockholders. The Company also accrued \$25,000 for the expected dividends payable on unvested restricted shares pursuant to the terms of the restricted stock agreement. As unvested restricted stock vests, the declared dividend is paid. We estimate that \$25,000 (see Note H) will be paid during our fiscal year ending March 31, 2019.

On March 10, 2015, the Company’s Board of Directors declared a special cash dividend of \$25.00 per share payable to stockholders of record as of March 20, 2015 of which approximately \$115,100,000 was paid on March 27, 2015 to the stockholders. The Company accrued \$1,000,000 for the expected dividends payable on unvested restricted shares pursuant to the terms of the restricted stock agreements. As unvested restricted stock vests, the declared dividend is paid. We have paid \$875,000 of the accrued dividend and estimate that the remaining \$125,000 (see Note H) will be paid during our fiscal year ending March 31, 2019.

## *2. Common Stock Purchase Rights*

On June 5, 2013, Nathan's adopted a new stockholder rights plan (the "2013 Rights Plan") under which all stockholders of record as of June 17, 2013 received rights to purchase shares of common stock (the "2013 Rights") and the previously existing "New Rights Plan" was terminated.

The 2013 Rights were distributed as a dividend. Initially, the 2013 Rights will attach to, and trade with, the Company's common stock. Subject to the terms, conditions and limitations of the 2013 Rights Plan, the 2013 Rights will become exercisable if (among other things) a person or group acquires 15% or more of the Company's common stock. Upon such an event and payment of the purchase price of \$100.00 (the "2013 Right Purchase Price"), each 2013 Right (except those held by the acquiring person or group) will entitle the holder to acquire one share of the Company's common stock (or the economic equivalent thereof) or, if the then-current market price is less than the then current 2013 Right Purchase Price, a number of shares of the Company's common stock which at the time of the transaction has a market value equal to the then current 2013 Right Purchase Price at a purchase price per share equal to the then current market price of the Company's Common Stock.

The Company's Board of Directors may redeem the 2013 Rights prior to the time they are triggered. Upon adoption of the 2013 Rights Plan, the Company initially reserved 10,188,600 shares of common stock for issuance upon exercise of the 2013 Rights. The 2013 Rights will expire on June 17, 2018 unless earlier redeemed or exchanged by the Company.

At December 24, 2017, the Company has reserved 5,696,732 shares of common stock for issuance upon exercise of the Common Stock Purchase Rights approved by the Board of Directors on June 5, 2013.

## *3. Stock Repurchase Programs*

During the period from October 2001 through December 24, 2017, Nathan's purchased 5,127,373 shares of its common stock at a cost of approximately \$77,303,000 pursuant to various stock repurchase plans previously authorized by the Board of Directors. During the thirty-nine week period ended December 24, 2017, we did not repurchase any shares of common stock.

As of December 24, 2017, an aggregate of 260,258 shares can still be purchased under Nathan's existing stock buy-back program.

Purchases may be made from time to time, depending on market conditions, in open market or privately-negotiated transactions, at prices deemed appropriate by management. There is no set time limit on the repurchases to be made under these stock-repurchase plans.



## NOTE N – LONG-TERM DEBT

Long-term debt consists of the following (in thousands):

	<b>December</b>	March
	<b>24,</b>	26,
	<b>2017</b>	2017
6.625% Senior secured notes due 2025	<b>\$ 150,000</b>	-
10.000% Senior secured notes due 2020	-	\$ 135,000
Less: unamortized debt issuance costs	<b>(5,374 )</b>	(3,525 )
Total long-term debt	<b>\$ 144,626</b>	\$ 131,475

On November 1, 2017, the Company completed the issuance of \$150,000,000 of 6.625% Senior Secured Notes due 2025 (the "2025 Notes") in a private offering in accordance with Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The 2025 Notes were issued pursuant to an indenture, dated November 1, 2017, (the "Indenture") by and among the Company, certain of its wholly-owned subsidiaries, as guarantors, and U.S. Bank National Association, as trustee and collateral trustee. The Company used the net proceeds of the 2025 Notes offering to satisfy and discharge the Indenture relating to the 2020 Notes (as hereinafter defined) and redeem the 2020 Notes (the "Redemption"), paid a portion of a special \$5.00 per share cash dividend to Nathan's stockholders of record (see Note M.1), with the remaining net proceeds for general corporate purposes, including working capital. The Company also funded the majority of the special dividend through its existing cash. The Redemption occurred on November 16, 2017. The Company performed the required evaluation of the refinancing and determined that a portion of the Redemption of the 2020 Notes is accounted for as a modification of the debt and a portion as an extinguishment of the debt. In connection with the Redemption, the Company recorded a loss on early extinguishment of debt of \$8,872,000 that primarily reflects a portion of the premium paid to redeem the 2020 Notes and the write-off of certain debt issuance costs.

On March 10, 2015, the Company completed the issuance of \$135,000,000 of 10.000% Senior Secured Notes due 2020 ("the 2020 Notes") in a Rule 144A transaction. The 2020 Notes were issued pursuant to an indenture, dated March 10, 2015 by and among the Company, certain of its wholly-owned subsidiaries, as guarantors, and U.S. Bank National Association, a national banking association, as trustee and collateral trustee. The Company used the proceeds to pay a special cash dividend of approximately \$116,100,000 (see Note M.1) with the remaining net proceeds for general corporate purposes, including working capital. Debt issuance costs of approximately \$5,985,000 were incurred, which were being amortized into interest expense over the remaining 5-year term of the 2020 Notes, or until redeemed.

The 2020 Notes bore interest at 10.000% per annum, payable semi-annually on March 15<sup>th</sup> and September 15<sup>th</sup>. An interest payment of \$6,750,000 was paid on September 14, 2017. The 2020 Notes had no scheduled principal amortization payments prior to its final maturity on March 10, 2020.

The 2025 Notes will have no scheduled principal amortization payments prior to its final maturity on November 1, 2025.

The Company paid a 5% call premium of \$6,750,000 associated with the Redemption and incurred debt issuance costs of \$4,902,000 in connection with the issuance of the 2025 Notes. The Company also incurred additional interest expense of approximately \$562,500 from the closing of the 2025 Notes on November 1, 2017 until the Redemption on November 16, 2017.

The 2025 Notes bear interest at 6.625% per annum, payable semi-annually on May 1<sup>st</sup> and November 1<sup>st</sup> of each year, beginning on May 1, 2018. Semi-annual interest payments are expected to be \$4,968,750. The Company expects to reduce its annual cash interest expense by approximately \$3,562,500 per annum.

The terms and conditions of the 2025 Notes are as follows:

There are no financial maintenance covenants associated with the 2025 Notes. As of December 24, 2017, Nathan's was in compliance with all covenants associated with the 2025 Notes.

The Indenture contains certain covenants limiting the Company's ability and the ability of its restricted subsidiaries (as defined in the Indenture) to, subject to certain exceptions and qualifications: (i) incur additional indebtedness; (ii) pay dividends or make other distributions on, redeem or repurchase, capital stock; (iii) make investments or other restricted payments; (iv) create or incur certain liens; (v) incur restrictions on the payment of dividends or other distributions from its restricted subsidiaries; (vi) enter into certain transactions with affiliates; (vii) sell assets; or (viii) effect a consolidation or merger. Certain Restricted Payments which may be made or indebtedness incurred by Nathan's or its Restricted Subsidiaries may require compliance with the following financial ratios:

*Fixed Charge Coverage Ratio*: the ratio of the Consolidated Cash Flow to the Fixed Charges for the relevant period, currently set at 2.0 to 1.0 in the Indenture. The Fixed Charge Coverage Ratio applies to determining whether additional Restricted Payments may be made, certain additional debt may be incurred and acquisitions may be made.

*Priority Secured Leverage Ratio:* the ratio of (a) Consolidated Net Debt outstanding as of such date that is secured by a Priority Lien to (b) Consolidated Cash Flow of Nathan's for the Test Period then most recently ended, in each case with such pro forma adjustments as are appropriate; currently set at 0.40 to 1.00 in the Indenture.

*Secured Leverage Ratio:* the ratio of (a) Consolidated Net Debt outstanding as of such date that is secured by a Lien on any property of Nathan's or any Guarantor to (b) Consolidated Cash Flow of Nathan's for the Test Period then most recently ended, in each case with such pro forma adjustments as are appropriate. The Secured Leverage Ratio under the Indenture is 3.75 to 1.00 and applies if Nathan's wants to incur additional debt on the same terms as the 2025 Notes.

The Indenture also contains customary events of default, including, among other things, failure to pay interest, failure to comply with agreements related to the Indenture, failure to pay at maturity or acceleration of other indebtedness, failure to pay certain judgments, and certain events of insolvency or bankruptcy. Generally, if any event of default occurs, the Trustee or the holders of at least 25% in principal amount of the 2025 Notes may declare the 2025 Notes due and payable by providing notice to the Company. In case of default arising from certain events of bankruptcy or insolvency, the 2025 Notes, will become immediately due and payable.

The 2025 Notes are general senior secured obligations, are fully and unconditionally guaranteed by substantially all of the Company's wholly-owned subsidiaries and rank *pari passu* in right of payment with all of the Company's existing and future indebtedness that is not subordinated, are senior in right of payment to any of the Company's existing and future subordinated indebtedness, are structurally subordinated to any existing and future indebtedness and other liabilities of the Company's subsidiaries that do not guarantee the 2025 Notes, and are effectively junior to all existing and future indebtedness that is secured by assets other than the collateral securing the 2025 Notes.

Pursuant to the terms of a collateral trust agreement, the liens securing the 2025 Notes and the guarantees will be contractually subordinated to the liens securing any future credit facility.

The 2025 Notes and the guarantees will be the Company and the guarantors' senior secured obligations and will rank:

senior in right of payment to all of the Company and the guarantors' future subordinated indebtedness;

effectively senior to all unsecured senior indebtedness to the extent of the value of the collateral securing the 2025 Notes and the guarantees;

*pari passu* with all of the Company and the guarantors' other senior indebtedness;

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effectively junior to any future credit facility to the extent of the value of the collateral securing any future credit facility and the 2025 Notes and the guarantees and certain other assets;

effectively junior to any of the Company and the guarantors' existing and future indebtedness that is secured by assets other than the collateral securing the 2025 Notes and the guarantees to the extent of the value of any such assets; and

structurally subordinated to the indebtedness of any of the Company's current and future subsidiaries that do not guarantee the 2025 Notes.

The Company may redeem the 2025 Notes in whole or in part prior to November 1, 2020, at a redemption price of 100% of the principal amount of the 2025 Notes redeemed plus the Applicable Premium as of, plus accrued and unpaid interest. An Applicable Premium is the greater of 1% of the principal amount of the 2025 Notes; or the excess of the present value at such redemption date of (i) the redemption price of the 2025 Notes at November 1, 2020 plus (ii) all required interest payments due on the 2025 Notes through November 1, 2020 (excluding accrued but unpaid interest to the redemption date), computed using a discount rate equal to the Treasury Rate as of such redemption date plus 50 basis points; over the then outstanding principal amount of the 2025 Notes.

Prior to November 1, 2020, if using the net cash proceeds of certain equity offerings, the Company has the option to redeem up to 35% of the aggregate principal amount of the 2025 Notes at a redemption price equal to 106.625% of the principal amount of the 2025 Notes redeemed, plus accrued and unpaid interest and any additional interest.

On or after November 1, 2020, the Company may redeem some or all of the 2025 Notes at a decreasing premium over time, plus accrued and unpaid interest as follows:

<b><u>YEAR</u></b>	<b>PERCENTAGE</b>	
On or after November 1, 2020 and prior to November 1, 2021	103.313	%
On or after November 1, 2021 and prior to November 1, 2022	101.656	%
On or after November 1, 2022	100.000	%

In certain circumstances involving a change of control, the Company will be required to make an offer to repurchase all or, at the holder's option, any part, of each holder's 2025 Notes pursuant to the offer described below (the "Change of Control Offer"). In the Change of Control Offer, the Company will be required to offer payment in cash equal to 101% of the aggregate principal amount of 2025 Notes repurchased plus accrued and unpaid interest, to the date of purchase.

If the Company sells certain assets and does not use the net proceeds as required, the Company will be required to use such net proceeds to repurchase the 2025 Notes at 100% of the principal amount thereof, plus accrued and unpaid interest and additional interest penalty, if any, to the date of repurchase.

The 2025 Notes may be traded between qualified institutional buyers pursuant to Rule 144A of the Securities Act. We have recorded the 2025 Notes at cost.

## NOTE O – COMMITMENTS AND CONTINGENCIES

### 1. Commitments

On February 27, 2017, a wholly-owned subsidiary of the Company executed a Guaranty of Lease (the "Brooklyn Guaranty") in connection with its re-franchising of a restaurant located in Brooklyn, New York. The Company is obligated to make payments under the Brooklyn Guaranty in the event of a default by the tenant/franchisee. The Brooklyn Guaranty has an initial term of 10 years and one 5-year option and is limited to 24 months of rent for the first three years of the term. Nathan's has recorded a liability of \$204,000 in connection with the Brooklyn Guaranty which does not include potential percentage rent, real estate tax increases, attorney's fees and other costs as these amounts are not reasonably determinable at this time. Nathan's has received a personal guaranty from the franchisee for all obligations under the Brooklyn Guaranty. For the remainder of the term, the Brooklyn Guaranty is limited to 12 months of rent plus reasonable costs of collection and attorney's fees.

On December 6, 2017, the Company amended its employment agreement with Howard M. Lorber. Under the amendment, the term of the employment agreement was extended from December 31, 2017 to December 31, 2022 and the base compensation of Mr. Lorber will be \$1,000,000 per annum. All other terms and conditions remained the same.

### 2. Contingencies

The Company and its subsidiaries are from time to time involved in ordinary and routine litigation. Management presently believes that the ultimate outcome of these proceedings, individually or in the aggregate, will not have a material adverse effect on the Company's financial position, cash flows or results of operations. Nevertheless, litigation is subject to inherent uncertainties and unfavorable rulings could occur. An unfavorable ruling could include money damages and, in such event, could result in a material adverse impact on the Company's results of operations for the period in which the ruling occurs.

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

### **Forward-Looking Statements**

Statements in this Form 10-Q quarterly report may be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements that express our intentions, beliefs, expectations, strategies, predictions or any other statements relating to our future activities or other future events or conditions. These statements are based on current expectations, estimates and projections about our business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. These risks and uncertainties, many of which are not within our control, include but are not limited to: economic, weather (including the affects on the supply of cattle and the impact of weather on sales at our restaurants, particularly during Summer months), and change in the price of beef trimmings; our ability to pass on the cost of any price increases in beef and beef trimmings, or labor costs; legislative and business conditions; the collectibility of receivables; changes in consumer tastes; the status of our licensing and supply agreements, including the impact of our supply agreement for hot dogs with John Morrell & Co., the impact of our debt service and repayment obligations under the 2025 Notes; the impact of the Tax Cuts and Jobs Act (“the Act”); the continued viability of Coney Island as a destination location for visitors; the ability to continue to attract franchisees; the impact of the new minimum wage legislation in New York State or other changes in labor laws, including court decisions which could render a franchisor as a “joint employee” or the impact of our new union contracts; our ability to attract competent restaurant and managerial personnel; the enforceability of international franchising agreements and the future effects of any food borne illness; such as bovine spongiform encephalopathy, BSE or e-coli; as well as those risks discussed from time to time in this Form 10-Q and our Form 10-K annual report for the year ended March 26, 2017, and in other documents we file with the Securities and Exchange Commission. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in the forward-looking statements. We generally identify forward-looking statements with the words “believe,” “intend,” “plan,” “expect,” “anticipate,” “estimate,” “will,” “should” and similar expressions. Any forward-looking statements speak only as of the date on which they are made, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this Form 10-Q.

### **Introduction**

As used in this Report, the terms “we”, “us”, “our”, “Nathan’s” or the “Company” mean Nathan’s Famous, Inc. and its subsidiaries (unless the context indicates a different meaning).

We are engaged primarily in the marketing of the “Nathan’s Famous” brand and the sale of products bearing the “Nathan’s Famous” trademarks through several different channels of distribution. Historically, our business has been the operation and franchising of quick-service restaurants featuring Nathan’s World Famous Beef Hot Dogs, crinkle-cut French-fried potatoes, and a variety of other menu offerings. Our Company-owned and franchised units operate under

the name “Nathan’s Famous,” the name first used at our original Coney Island restaurant opened in 1916. Nathan’s product licensing program sells packaged hot dogs and other products to retail customers through supermarkets or grocery-type retailers for off-site consumption. Our Branded Product Program enables foodservice retailers and others to sell some of Nathan’s proprietary products outside of the realm of a traditional franchise relationship. In conjunction with this program, purchasers of Nathan’s products are granted a limited use of the Nathan’s Famous trademark with respect to the sale of the purchased products, including Nathan’s World Famous Beef Hot Dogs, certain other proprietary food items and paper goods. Our Branded Menu Program is a limited franchise program, under which foodservice operators may sell a greater variety of Nathan’s Famous menu items than under the Branded Product Program.

Our revenues are generated primarily from selling products under Nathan’s Branded Product Program, operating Company-owned restaurants, licensing agreements for the sale of Nathan’s products within supermarkets and club stores, the sale of Nathan’s products directly to other foodservice operators and the manufacture of certain proprietary spices by third parties and franchising the Nathan’s restaurant concept (including the Branded Menu Program).

At December 24, 2017, our restaurant system consisted of 285 units comprised of 280 Nathan’s franchised units, including 124 Branded Menu units, and five Company-owned units (including one seasonal unit), located in 19 states, and 12 foreign countries. At December 25, 2016, our restaurant system consisted of 287 units comprised of 282 Nathan’s franchised units, including 114 Branded Menu units, and five Company-owned units (including one seasonal unit), located in 20 states, and 10 foreign countries.

In addition to plans for expansion through our Branded Product Program, licensing and franchising, Nathan’s continues to seek to co-brand within its restaurant system. Nathan’s is also the owner of the Arthur Treacher’s brand. Currently there are seven locations operating under our Arthur Treacher’s Branded Menu Program agreement.

As described in our Annual Report on Form 10-K for the year ended March 26, 2017, our future results could be materially impacted by many developments including our dependence on John Morrell & Co. as our principal supplier and the dependence of our licensing revenue and overall profitability on our agreement with John Morrell & Co. In addition, our future operating results could be impacted by supply constraints on beef or by increased costs of beef compared to earlier periods.



On November 1, 2017, the Company completed the issuance of \$150,000,000 of 6.625% Senior Secured Notes due 2025 (the “2025 Notes”) and used the majority of the proceeds of this offering to redeem the 2020 Notes (the “Redemption”), paid a portion of the special \$5.00 cash dividend and will use any remaining proceeds for general corporate purposes, including working capital. Our future results could also be impacted by our obligations under the 2025 Notes. As a result of the issuance of the 2025 Notes, Nathan’s expects to incur interest expense of \$9,937,500 per annum, reducing its cash interest expense by \$3,562,500 per annum. Nathan’s expects to incur annual amortization of debt issuance costs of approximately \$685,000. Please refer to Note N – Long Term Debt, for the effects of the Company’s refinancing from the preceding consolidated financial statements. The impact of interest expense on net income has been reflected in our results for the thirteen and thirty-nine week periods ended December 24, 2017 and December 25, 2016.

On March 10, 2015, we consummated a \$135,000,000 offering of 10.000% Senior Secured Notes due 2020 (the “2020 Notes”) and paid a dividend of \$25.00 per share (or approximately \$116,100,000 in the aggregate). As a result of the issuance of the 2020 Notes, Nathan’s incurred interest expense of \$13,500,000 per annum and annual amortization of debt issuance costs of approximately \$1,200,000.

As described below, we are also including information relating to EBITDA and Adjusted EBITDA in this Form 10-Q quarterly report.

On November 1, 2017, the Board of Directors declared a special cash dividend of \$5.00 per share, or \$20,923,000 to stockholders of record at the close of business on December 22, 2017, which was paid on January 4, 2018.

### **Critical Accounting Policies and Estimates**

As discussed in our Form 10-K for the fiscal year ended March 26, 2017, the discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in conformity with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and assumptions that affect the amounts of assets, liabilities, revenues and expenses reported in those financial statements. These judgments can be subjective and complex, and consequently, actual results could differ from those estimates. Our most critical accounting policies and estimates relate to revenue recognition; impairment of goodwill and other intangible assets; impairment of long-lived assets; share-based compensation and income taxes (including uncertain tax positions). Except for the adoption discussed in Note B – simplifying the measurement of inventory and simplifying the elements of cash flow classification; there have been no changes to the Company’s significant accounting policies subsequent to March 26, 2017.

### **Adoption of New Accounting Pronouncements**

Please refer to Note B of the preceding consolidated financial statements for our discussion of the Adoption of New Accounting Pronouncements.

### **New Accounting Pronouncements Not Yet Adopted**

Please refer to Note C of the preceding consolidated financial statements for our discussion of New Accounting Pronouncements Not Yet Adopted.

### **EBITDA and Adjusted EBITDA**

The Company believes that EBITDA and Adjusted EBITDA are useful to investors to assist in assessing and understanding the Company's operating performance and underlying trends in the Company's business because EBITDA and Adjusted EBITDA are (i) among the measures used by management in evaluating performance and (ii) are frequently used by securities analysts, investors and other interested parties as a common performance measure.

### **Reconciliation of GAAP and Non-GAAP Measures**

The following is provided to supplement certain Non-GAAP financial measures.

In addition to disclosing results that are determined in accordance with Generally Accepted Accounting Principles in the United States of America ("US GAAP"), the Company has provided EBITDA which excludes (i) interest expense; (ii) provision for income taxes and (iii) depreciation and amortization expense. The Company has also provided Adjusted EBITDA excluding loss on early extinguishment of debt and stock-based compensation that the Company believes will impact the comparability of its results of operations.

EBITDA and Adjusted EBITDA are not recognized terms under US GAAP and should not be viewed as alternatives to net income (loss) or other measures of financial performance or liquidity in conformity with US GAAP. Additionally, our definitions of EBITDA and Adjusted EBITDA may differ from other companies. Analysis of results and outlook on a Non-US GAAP basis should be used as a complement to, and in conjunction with, data presented in accordance with US GAAP.



The following is a reconciliation of Net (loss) income to Adjusted EBITDA (in thousands):

	Thirteen weeks ended <b>December</b> <b>24,</b> <b>2017</b>		Thirty-nine weeks ended <b>December</b> <b>24,</b> <b>2017</b>	
	December 25, 2016		December 25, 2016	
Net (loss) income	<b>\$(3,779)</b>	\$ 699	<b>\$2,263</b>	\$ 6,756
Interest expense	<b>3,650</b>	3,663	<b>10,976</b>	11,002
(Benefit) provision for income taxes	<b>(3,307)</b>	448	<b>621</b>	3,986
Depreciation and amortization	<b>320</b>	309	<b>1,055</b>	1,005
EBITDA	<b>(3,116)</b>	5,119	<b>14,915</b>	22,749
Loss on debt extinguishment	<b>8,872</b>	-	<b>8,872</b>	-
Stock-based compensation	<b>99</b>	136	<b>298</b>	482
Adjusted EBITDA	<b>\$5,855</b>	\$ 5,255	<b>\$24,085</b>	\$ 23,231

## Results of Operations

### Thirteen weeks ended December 24, 2017 compared to thirteen weeks ended December 25, 2016

#### Revenues

Total sales increased by 12.8% to \$16,767,000 for the thirteen weeks ended December 24, 2017 (“third quarter fiscal 2018”) as compared to \$14,859,000 for the thirteen weeks ended December 25, 2016 (“third quarter fiscal 2017”). Foodservice sales from the Branded Product Program increased by 14.0% to \$14,674,000 for the third quarter fiscal 2018 as compared to sales of \$12,868,000 in the third quarter fiscal 2017. During the third quarter fiscal 2018, the volume of business increased by approximately 10.4%. Our average selling prices increased by approximately 3.0% as a result of our pricing strategy, which is more closely correlated to the cost of beef which increased by approximately 8.0%, during the third quarter fiscal 2018 as compared to the third quarter fiscal 2017. Total Company-owned restaurant sales increased by 5.1% to \$2,093,000 during the third quarter fiscal 2018 as compared to \$1,991,000 during the third quarter fiscal 2017 due primarily to higher sales at our Coney Island and Yonkers locations attributable to a higher check average of 3.8% and higher customer counts.

License royalties increased 6.0% to \$4,228,000 in the third quarter fiscal 2018 as compared to \$3,990,000 in the third quarter fiscal 2017. Total royalties earned on sales of hot dogs from our license agreement with John Morrell & Co. at

retail and foodservice, substantially from sales of hot dogs to Sam's Club, increased \$180,000 to \$3,680,000 for the third quarter fiscal 2018 as compared to \$3,500,000 in the third quarter fiscal 2017. The increase is due to an increase in retail volume during the third quarter fiscal 2018 as compared to the third quarter fiscal 2017, partly offset by lower average selling prices, on which our royalties are calculated. Royalties earned from all other licensing agreements for the manufacture and sale of Nathan's products increased by \$58,000 during the third quarter fiscal 2018 as compared to the third quarter fiscal 2017.

Franchise fees and royalties were \$1,088,000 in both the third quarter fiscal 2018 and the third quarter fiscal 2017. Total royalties were \$963,000 in the third quarter fiscal 2018 as compared to \$984,000 in the third quarter fiscal 2017. Royalties earned under the Branded Menu program were \$259,000 in the third quarter fiscal 2018 as compared to \$214,000 in the third quarter fiscal 2017. Royalties earned under the Branded Menu Program are not based upon a percentage of restaurant sales but based upon product purchases. Traditional franchise royalties decreased to \$704,000 in the third quarter fiscal 2018 as compared to \$770,000 in the third quarter fiscal 2017. Franchise restaurant sales decreased to \$15,596,000 in the third quarter fiscal 2018 as compared to \$17,184,000 in the third quarter fiscal 2017 primarily due to the decline in comparable domestic sales and the impact of units closed in the previous fiscal year. Comparable domestic franchise sales (consisting of 92 Nathan's outlets, excluding sales under the Branded Menu Program) were \$12,251,000 in the third quarter fiscal 2018 as compared to \$12,863,000 in the third quarter fiscal 2017.

At December 24, 2017, 280 franchised outlets, including domestic, international and Branded Menu Program outlets were operating as compared to 282 franchised outlets, including domestic, international and Branded Menu Program outlets at December 25, 2016. Total franchise fee income was \$125,000 in the third quarter fiscal 2018 as compared to \$104,000 in the third quarter fiscal 2017. Domestic franchise fee income was \$33,000 in the third quarter fiscal 2018 as compared to \$90,000 in the third quarter fiscal 2017, due primarily to the difference in the types of locations opened, and associated fees earned, between the two periods. International franchise fee income was \$92,000 in the third quarter fiscal 2018 as compared to \$6,000 during the third quarter fiscal 2017, primarily due to the timing of new international development fees. We also recognized \$8,000 in forfeited fees in the third quarter fiscal 2017. During the third quarter fiscal 2018, 8 new franchised outlets opened, including three units in Australia, one unit in the Philippines and two new Branded Menu Program outlets. During the third quarter fiscal 2017, 22 new franchised outlets opened, including nine new Branded Menu Program outlets.

**Costs and Expenses**

Overall, our cost of sales increased by 16.8% or \$1,814,000 to \$12,599,000 in the third quarter fiscal 2018, as compared to \$10,785,000 in the third quarter fiscal 2017. Our gross profit (representing the difference between sales and cost of sales) was \$4,168,000 or 24.9% of sales during the third quarter fiscal 2018 as compared to \$4,074,000 or 27.4% of sales during the third quarter fiscal 2017. The margin reduction was primarily due to the higher cost of beef in the Branded Product Program and in the Company-operated restaurants in addition to the higher labor costs at the Company-owned restaurants.

Cost of sales in the Branded Product Program increased by approximately \$1,736,000 during the third quarter fiscal 2018 as compared to the third quarter fiscal 2017, primarily due to the 10.4% increase in the volume of product sold and the 8.0% increase in the average cost per pound of our hot dogs. We did not make any purchases during the third quarter fiscal 2018 or third quarter fiscal 2017 pursuant to any purchase commitments. If the cost of beef and beef trimmings increases and we are unable to pass on these higher costs through price increases or otherwise reduce any increase in our costs through the use of purchase commitments, our margins will be adversely impacted.

With respect to Company-owned restaurants, our cost of sales during the third quarter fiscal 2018 was \$1,434,000 or 68.5% of restaurant sales, as compared to \$1,355,000 or 68.1% of restaurant sales in the third quarter fiscal 2017 due primarily to the impact of higher food costs on higher revenues and higher labor costs principally associated with the effects of the New York State minimum wage increase. We expect that our labor costs going forward will continue to be impacted by the multi-year new increase in minimum wage requirements in New York State and any increase in food costs from higher commodity costs.

Restaurant operating expenses were \$760,000 in the third quarter fiscal 2018 as compared to \$695,000 in the third quarter fiscal 2017. The increase in restaurant operating costs results primarily from higher occupancy costs, insurance and utilities.

Depreciation and amortization was \$320,000 in the third quarter fiscal 2018 as compared to \$309,000 in the third quarter fiscal 2017.

General and administrative expenses decreased by \$360,000 or 10.6% to \$3,034,000 in the third quarter fiscal 2018 as compared to \$3,394,000 in the third quarter fiscal 2017. The decrease in general and administrative expenses was primarily attributable to lower compensation expenses, the timing of expenses in connection with our fiscal 2018 audit and lower bad debts.

**Other Items**

On November 1, 2017, the Company completed the issuance of \$150,000,000 of the 2025 Notes in a private offering in accordance with Rule 144A under the Securities Act. The 2025 Notes were issued pursuant to the Indenture by and among the Company, certain of its wholly-owned subsidiaries, as guarantors, and U.S. Bank National Association, as trustee and collateral trustee. The Company used the net proceeds of the 2025 Notes offering to satisfy and discharge the Indenture relating to the 2020 Notes and redeem the 2020 Notes, paid a portion of a special \$5.00 per share cash dividend to Nathan's stockholders of record (see Note M.1), with the remaining net proceeds for general corporate purposes, including working capital. The Redemption occurred on November 16, 2017. The Company performed the required evaluation of the refinancing and determined that a portion of the Redemption of the 2020 Notes is accounted for as a modification of the debt and a portion as an extinguishment of the debt. In connection with the Redemption, the Company recorded a loss on early extinguishment of debt of \$8,872,000 that primarily reflects a portion of the premium paid to redeem the 2020 Notes and the write-off of certain debt issuance costs.

Interest expense of \$3,650,000 in the third quarter fiscal 2018 represents interest of \$1,847,000 on the 2020 Notes, \$1,470,000 accrued interest on the 2025 Notes and total amortization of debt issuance costs of \$333,000. On November 1, 2017, the Company issued the 2025 Notes and the Redemption occurred on November 16, 2017. The Company incurred additional interest expense of approximately \$562,500 from the time the 2025 Notes closed until the Redemption. As a result of the issuance of the 2025 Notes and the Redemption, the Company expects to reduce its annual interest expense by approximately \$3,562,500 per annum.

Interest income was \$44,000 in the third quarter fiscal 2018 as compared to \$35,000 in the third quarter fiscal 2017 due principally to rising interest rates earned on our money market account.

Other income, which primarily relates to a sublease of a franchised restaurant, was \$22,000 in the third quarter fiscal 2018 and \$21,000 in the third quarter fiscal 2017.

**Provision for Income Taxes**

In the third quarter fiscal 2018, the income tax benefit was \$(3,307,000) or 46.7% of loss before income taxes as compared to the income tax provision of \$448,000 or 39.1% of earnings before income taxes in the third quarter fiscal 2017.

Nathan's effective tax rate for the thirteen week period ended December 25, 2016 was reduced by 330 BPS, as a result of the tax benefits associated with stock compensation. For the thirteen week period ended December 25, 2016, excess tax benefits of \$39,000, were reflected in the Consolidated Statements of Earnings as a reduction to the provision for income taxes. Pursuant to Staff Accounting Bulletin #118, Nathan's has determined reasonable estimates to its deferred

assets and liabilities and pursuant to ASC 740, Income Taxes, the Company has recognized the effect(s) of the Act on current and deferred income taxes in its financial statements during the quarter ended December 24, 2017. Nathan's has recorded the following discrete adjustment to its deferred tax liability and unrecognized tax benefits which reduced the provision for income taxes by \$436,000 during the thirteen weeks ended December 24, 2017. As described in Note J to the Consolidated Financial Statements, Nathan's estimates that its blended federal tax rate will be 31% for its fiscal year ending March 25, 2018 and that its annual tax rate for the fiscal year ending March 25, 2018 will be in the range of approximately 40.8% to 43.1%, excluding the impact of the discrete items recorded and excess tax benefit associated with stock compensation. The final annual tax rate is subject to many variables, including the ultimate determination of revenue and income tax by state, among other factors, and therefore cannot be determined until the end of the fiscal year; therefore, the actual tax rate could differ from our current estimates. As of December 24, 2017, Nathan's had \$212,000 of accrued interest and penalties in connection with unrecognized tax benefits. Nathan's estimates that its unrecognized tax benefits, including the related accrued interest and penalties could be further reduced by up to \$5,000 during the remainder of fiscal 2018.



## Results of Operations

### Thirty-nine weeks ended December 24, 2017 compared to thirty-nine weeks ended December 25, 2016

#### Revenues

Total sales increased by 9.7% to \$63,639,000 for the thirty-nine weeks ended December 24, 2017 (“fiscal 2018 period”) as compared to \$58,012,000 for the thirty-nine weeks ended December 25, 2016 (“fiscal 2017 period”). Foodservice sales from the Branded Product Program increased by 14.4% to \$50,741,000 for the fiscal 2018 period as compared to sales of \$44,349,000 for the fiscal 2017 period. During the fiscal 2018 period, the volume of business increased by approximately 10.9%. Our average selling prices increased by approximately 3.2% in the fiscal 2018 period as a result of our pricing strategy, which is more closely correlated to the cost of beef which increased by approximately 8.6%, during the fiscal 2018 period as compared to the fiscal 2017 period. Total Company-owned restaurant sales were \$12,898,000 during the fiscal 2018 period as compared to \$13,449,000 during the fiscal 2017 period due primarily to lower sales at both Coney Island locations. Sales at our Company-owned restaurants were unfavorably affected during the fiscal 2018 period due primarily to unfavorable weather conditions. Direct retail sales also decreased by \$214,000 during the fiscal 2018 period as compared to the fiscal 2017 period as we began to transition this business into our Branded Product Program during fiscal 2017.

License royalties were \$17,393,000 in the fiscal 2018 period as compared to \$15,602,000 in the fiscal 2017 period. Total royalties earned on sales of hot dogs from our license agreement with John Morrell & Co. at retail and foodservice, substantially from sales of hot dogs to Sam’s Club, increased 11.5% to \$15,853,000 for the fiscal 2018 period as compared to \$14,214,000 for the fiscal 2017 period. The increase is due to an 8.5% increase in volume during the fiscal 2018 period as compared to the fiscal 2017 period, in addition to a 4.1% increase in average selling prices, on which our royalties are calculated. Royalties earned from all other licensing agreements for the manufacture and sale of Nathan’s products increased by \$152,000 during the fiscal 2018 period as compared to the fiscal 2017 period.

Franchise fees and royalties were \$3,575,000 in the fiscal 2018 period as compared to \$3,752,000 in the fiscal 2017 period. Total royalties were \$3,293,000 in the fiscal 2018 period as compared to \$3,386,000 in the fiscal 2017 period. Royalties earned under the Branded Menu program were \$873,000 in the fiscal 2018 period as compared to \$779,000 in the fiscal 2017 period. Royalties earned under the Branded Menu Program are not based upon a percentage of restaurant sales, but are based upon product purchases. Traditional franchise royalties were \$2,420,000 in the fiscal 2018 period as compared to \$2,607,000 in the fiscal 2017 period. Franchise restaurant sales decreased to \$54,737,000 in the fiscal 2018 period as compared to \$58,118,000 in the fiscal 2017 period primarily due to the decline in comparable domestic sales and the impact of units closed in the previous fiscal year. Comparable domestic franchise sales (consisting of 89 Nathan’s outlets, excluding sales under the Branded Menu Program) were \$40,490,000 in the fiscal 2018 period as compared to \$41,709,000 in the fiscal 2017 period.

At December 24, 2017, 280 franchised outlets, including domestic, international and Branded Menu Program outlets were operating as compared to 282 franchised outlets, including domestic, international and Branded Menu Program outlets at December 25, 2016. Total franchise fee income was \$282,000 in the fiscal 2018 period as compared to \$366,000 in the fiscal 2017 period. Domestic franchise fee income was \$140,000 in the fiscal 2018 period as compared to \$177,000 in the fiscal 2017 period due primarily to the difference in the types of locations opened, and associated fees earned, between the two periods. International franchise fee income was \$132,000 in the fiscal 2018 period as compared to \$156,000 in the fiscal 2017 period due to the timing of new international development fees. We also recognized \$10,000 and \$33,000 in forfeited fees in the fiscal 2018 and fiscal 2017 periods, respectively. During the fiscal 2018 period, 35 new franchised outlets opened, including 13 international locations, and 17 Branded Menu Program outlets. During the fiscal 2017 period, 42 new franchised outlets opened, including 16 international locations, and 20 Branded Menu Program outlets.

### **Costs and Expenses**

Overall, our cost of sales increased by \$6,433,000 to \$48,165,000 in the fiscal 2018 period as compared to \$41,732,000 in the fiscal 2017 period. Our gross profit (representing the difference between sales and cost of sales) was \$15,474,000 or 24.3% of sales during the fiscal 2018 period as compared to \$16,280,000 or 28.1% of sales during the fiscal 2017 period. The margin decline was primarily due to the higher cost of beef in the Branded Products Program and in the Company-operated restaurants, in addition to the higher labor costs at the Company-owned restaurants.

Cost of sales in the Branded Product Program increased by approximately \$6,677,000 during the fiscal 2018 period as compared to the fiscal 2017 period, primarily due to the 10.9% increase in volume of product sold and the 8.6% increase in the average cost per pound of our hot dogs. During the fiscal 2017 period, we completed our purchase of approximately 662,000 lbs. of hot dogs pursuant to the open purchase commitment, representing approximately 4.1% of volume, which reduced our overall cost of hot dogs by approximately 36 BPS. We did not make any purchases during the fiscal 2018 period pursuant to any purchase commitments. If the cost of beef and beef trimmings increases and we are unable to pass on these higher costs through price increases or otherwise reduce any increase in our costs through the use of purchase commitments, our margins will be adversely impacted.

With respect to Company-owned restaurants, our cost of sales during the fiscal 2018 period was \$7,199,000 or 55.8% of restaurant sales, as compared to \$7,247,000 or 53.9% of restaurant sales in the fiscal 2017 period due primarily to the impact of lower revenues and higher labor costs principally associated with the effects of the New York State minimum wage increase. We expect that our future labor costs will continue to be impacted by the multi-year new increase in minimum wage requirements in New York State and any increase in food costs from higher commodity costs.

Restaurant operating expenses were \$2,769,000 in the fiscal 2018 period as compared to \$2,711,000 in the fiscal 2017 period. The increase in restaurant operating costs results primarily from higher occupancy and insurance costs.

Depreciation and amortization was \$1,055,000 in the fiscal 2018 period as compared to \$1,005,000 in the fiscal 2017 period.

General and administrative expenses decreased \$245,000 or 2.4% to \$10,064,000 in the fiscal 2018 period as compared to \$10,309,000 in the fiscal 2017 period. The decrease in general and administrative expenses was primarily attributable to reduced marketing and promotional activities in connection with the commemoration of our 100th anniversary during the fiscal 2017 period, partly offset by higher compensation expenses during the fiscal 2018 period.

### **Other Items**

On November 1, 2017, the Company completed the issuance of \$150,000,000 of the 2025 Notes in a private offering in accordance with Rule 144A under the Securities Act. The 2025 Notes were issued pursuant to the Indenture by and among the Company, certain of its wholly-owned subsidiaries, as guarantors, and U.S. Bank National Association, as trustee and collateral trustee. The Company used the net proceeds of the 2025 Notes offering to satisfy and discharge the Indenture relating to the 2020 Notes and redeem the 2020 Notes, paid a portion of a special \$5.00 per share cash dividend to Nathan's stockholders of record (see Note M.1), with the remaining net proceeds for general corporate

purposes, including working capital. The Redemption occurred on November 16, 2017. The Company performed the required evaluation of the refinancing and determined that a portion of the Redemption of the 2020 Notes is accounted for as a modification of the debt and a portion as an extinguishment of the debt. In connection with the Redemption, the Company recorded a loss on early extinguishment of debt of \$8,872,000 that primarily reflects a portion of the premium paid to redeem the 2020 Notes and the write-off of certain debt issuance costs.

Interest expense of \$10,976,000 in the fiscal 2018 period represents interest of \$8,574,000 on the 2020 Notes, \$1,470,000 accrued interest on the 2025 Notes and total amortization of debt issuance costs of \$932,000. On November 1, 2017, the Company issued the 2025 Notes and the Redemption occurred on November 16, 2017. The Company incurred additional interest expense of approximately \$562,500 from the time the 2025 Notes closed until the Redemption. As a result of the issuance of the 2025 Notes and the Redemption, the Company expects to reduce its annual interest expense by approximately \$3,562,500 per annum.

Interest income was \$114,000 in the fiscal 2018 period as compared to \$71,000 in the fiscal 2017 period. Nathan's established its interest bearing money market account during the fiscal 2017 period.

Other income, which primarily relates to a sublease of a franchised restaurant, was \$64,000 in the fiscal 2018 period, as compared to \$64,000 in the fiscal 2017 period.

### **Provision for Income Taxes**

The income tax provisions for the thirty-nine week periods ended December 24, 2017 and December 25, 2016 reflect effective tax rates of 21.5% and 37.1%, respectively. Nathan's effective tax rates for the thirty-nine week periods ended December 24, 2017 and December 25, 2016 were reduced by 670 BPS and 610 BPS, respectively, as a result of the tax benefits associated with stock compensation. For the thirty-nine week periods December 24, 2017 and December 25, 2016, excess tax benefits of \$194,000 and \$659,000, respectively, were reflected in the Consolidated Statements of Earnings as a reduction to the provision for income taxes. The amount of unrecognized tax benefits at December 24, 2017 was \$207,000, all of which would impact Nathan's effective tax rate, if recognized. Pursuant to Staff Accounting Bulletin #118, Nathan's has determined reasonable estimates to its deferred assets and liabilities and pursuant to ASC 740, Income Taxes, the Company has recognized the effect(s) of the Act on current and deferred income taxes in its financial statements during the quarter ended December 24, 2017. Nathan's has recorded the following discrete adjustments to its deferred tax liability and unrecognized tax benefits which reduced the provision for income taxes by \$436,000 or 1510 BPS during the thirty-nine weeks ended December 24, 2017. As described in Note J to the Consolidated Financial Statements, Nathan's estimates that its blended federal tax rate will be 31% for its fiscal year ending March 25, 2018 and that its annual tax rate for the fiscal year ending March 25, 2018 will be in the range of approximately 40.8% to 43.1%, excluding the impact of the discrete items recorded and excess tax benefit associated with stock compensation. The final annual tax rate is subject to many variables, including the ultimate determination of revenue and income tax by state, among other factors, and therefore cannot be determined until the end of the fiscal year; therefore, the actual tax rate could differ from our current estimates. As of December 24, 2017, Nathan's had \$212,000 of accrued interest and penalties in connection with unrecognized tax benefits.



## Off-Balance Sheet Arrangements

Nathan's did not have any open purchase commitments for hot dogs outstanding as of December 24, 2017. Nathan's may enter into purchase commitments in the future as favorable market conditions become available.

## Liquidity and Capital Resources

Cash at December 24, 2017 aggregated \$67,288,000, a \$10,373,000 increase during the fiscal 2018 period as compared to cash of \$56,915,000 at March 26, 2017. Net working capital decreased to \$51,809,000 from \$56,763,000 at March 26, 2017, which primarily relates to the special dividend of approximately \$20,923,000 payable to the shareholders of record on December 22, 2017 that was paid on January 4, 2018.

On November 1, 2017, the Company issued the 2025 Notes and used the majority of the proceeds for the Redemption, paid a portion of the special \$5.00 cash dividend and will use any remaining proceeds for general corporate purposes, including working capital. Our future results could also be impacted by our obligations under the 2025 Notes, as well as the new limitation on the deduction of interest expense under the Act. As a result of the issuance of the 2025 Notes, Nathan's expects to incur interest expense of \$9,937,500 per annum, reducing its cash interest expense by \$3,562,500 per annum. Nathan's expects to incur annual amortization of debt issuance costs of approximately \$685,000. Please refer to Note N – Long Term Debt, for the effects of the Company's refinancing from the preceding consolidated financial statements. The impact of interest expense on net income has been reflected in our results for the thirteen and thirty-nine week periods ended December 24, 2017 and December 25, 2016.

On March 10, 2015, we issued the 2020 Notes and paid a dividend of \$25.00 per share (or approximately \$116,100,000 in the aggregate). In connection with the 2020 Notes, Nathan's incurred interest expense of \$13,500,000 per annum and annual amortization of debt issuance costs of approximately \$1,200,000.

Nathan's used the net proceeds of the 2025 Notes offering to satisfy and discharge the Indenture relating to the 2020 Notes and the Redemption, paid a portion of a special \$5.00 per share cash dividend to Nathan's stockholders of record (see Note M.1) with the remaining net proceeds for general corporate purposes, including working capital. The payment in connection with the Redemption was approximately \$144,000,000. Nathan's also funded the majority of the special dividend through its existing cash. The Redemption occurred on November 16, 2017.

The Company paid a 5% call premium of \$6,750,000 associated with the Redemption and incurred debt issuance costs of \$4,902,000 in connection with the issuance of the 2025 Notes. The Company also incurred additional interest

expense of approximately \$562,500 from the closing of the 2025 Notes on November 1, 2017 until the Redemption.

The 2025 Notes bear interest at 6.625% per annum, payable semi-annually on May 1<sup>st</sup> and November 1<sup>st</sup> of each year, beginning on May 1, 2018. Semi-annual interest payments are expected to be \$4,968,750. The 2025 Notes have no scheduled principal amortization payments prior to its final maturity on November 1, 2025. As a result of the issuance of the 2025 Notes and the Redemption, the Company expects to reduce its annual interest expense by approximately \$3,562,500 per annum.

The Indenture for the 2025 Notes contains certain covenants limiting the Company's ability and the ability of its restricted subsidiaries (as defined in the Indenture) to, subject to certain exceptions and qualifications: (i) incur additional indebtedness; (ii) pay dividends or make other distributions on, redeem or repurchase, capital stock; (iii) make investments or other restricted payments; (iv) create or incur certain liens; (v) incur restrictions on the payment of dividends or other distributions from its restricted subsidiaries; (vi) enter into certain transactions with affiliates; (vii) sell assets; or (viii) effect a consolidation or merger.

The Indenture for the 2025 Notes also contains customary events of default, including, among other things, failure to pay interest, failure to comply with agreements related to the Indenture, failure to pay at maturity or acceleration of other indebtedness, failure to pay certain judgments, and certain events of insolvency or bankruptcy. Generally, if any event of default occurs, the Trustee or the holders of at least 25% in principal amount of the 2025 Notes may declare the 2025 Notes due and payable by providing notice to the Company. In case of default arising from certain events of bankruptcy or insolvency, the 2025 Notes will become immediately due and payable.

The 2025 Notes are general senior secured obligations, are fully and unconditionally guaranteed by substantially all of the Company's wholly-owned subsidiaries and rank *pari passu* in right of payment with all of the Company's existing and future indebtedness that is not subordinated, are senior in right of payment to any of the Company's existing and future subordinated indebtedness, are structurally subordinated to any existing and future indebtedness and other liabilities of the Company's subsidiaries that do not guarantee the 2025 Notes, and are effectively junior to all existing and future indebtedness that is secured by assets other than the collateral securing the 2025 Notes. Pursuant to the terms of a collateral trust agreement, the liens securing the 2025 Notes and the guarantees will be contractually subordinated to the liens securing any future credit facility.

The 2025 Notes and the guarantees will be the Company and the guarantors' senior secured obligations and will rank:

senior in right of payment to all of the Company and the guarantors' future subordinated indebtedness;

effectively senior to all unsecured senior indebtedness to the extent of the value of the collateral securing the 2025 Notes and the guarantees;

*pari passu* with all of the Company and the guarantors' other senior indebtedness;

effectively junior to any future credit facility to the extent of the value of the collateral securing any future credit facility and the 2025 Notes and the guarantees and certain other assets;

effectively junior to any of the Company and the guarantors' existing and future indebtedness that is secured by assets other than the collateral securing the 2025 Notes and the guarantees to the extent of the value of any such assets; and

structurally subordinated to the indebtedness of any of the Company's current and future subsidiaries that do not guarantee the 2025 Notes.

Cash provided by operations of \$7,795,000 in the fiscal 2018 period is primarily attributable to net income of \$2,263,000 in addition to other non-cash operating items of \$11,330,000, offset by increases in changes in other operating assets and liabilities of \$5,798,000. Non-cash operating items include \$194,000 of excess income tax benefits from stock-based compensation arrangements as a result of the accounting for certain aspects of its share-based payments to employees. In the fiscal 2018 period, accounts and other receivables increased by \$2,967,000 compared to the fiscal 2017 period due primarily to higher receivables from Branded Product Program sales of \$2,489,000 and increased seasonal advances to the Advertising Fund of \$593,000, partly offset by lower seasonal license royalties of \$358,000. In the fiscal 2018 period, prepaid expenses and other current assets increased by \$2,259,000 due principally to prepaid income taxes of \$2,751,000 which were deposited prior to the successful debt refinancing. The decrease in accounts payable, accrued expenses and other current liabilities of \$779,000 is primarily due to reductions in deferred revenue of \$706,000 that was recognized into income during the fiscal 2018 period, accrued payroll and other benefits of \$621,000 due primarily to the payment of prior year incentive compensation, lower accounts payable of \$541,000 arising primarily from seasonally lower product purchases for the Branded Product Program, which were partly offset by higher accrued interest of \$1,007,000 and accrued rebates of \$195,000. The decrease in other liabilities of \$71,000 is primarily due to dividend payments of \$125,000 on vested restricted stock, offset by an increase in the accrual for uncertain tax positions of \$53,000. The Company also declared a \$5.00 per share special cash dividend to the shareholders of record as of the close of business on December 22, 2017 which was paid on January 4, 2018 in the amount of \$20,923,000 which has been presented as a noncash financing activity on the accompanying consolidated statement of cash flows.

Cash used in investing activities was \$488,000 in the fiscal 2018 period in connection with capital expenditures incurred for our Branded Product Program and select restaurant improvements.



Cash provided by financing activities of \$3,066,000 in the fiscal 2018 period relates to the Company's refinancing of the 2020 Notes. The Company received gross proceeds of \$150,000,000 from the sale of 2025 Notes, repaid the 2020 Notes, paid a call premium of \$6,750,000 in addition to \$4,902,000 of debt issuance costs. The Company also paid \$157,000 for withholding taxes on the net share vesting of employee restricted stock and dividends of \$125,000 relating to the previously declared special cash dividend in connection with the vesting of 5,000 shares of the Company's restricted stock.

During the period from October 2001 through December 24, 2017, Nathan's purchased 5,127,373 shares of its common stock at a cost of approximately \$77,303,000 pursuant to its stock repurchase plans previously authorized by the Board of Directors. Since March 26, 2007, we have repurchased 3,236,273 shares at a total cost of approximately \$70,145,000, reducing the number of shares then-outstanding by 53.8%.

On February 1, 2016 and March 11, 2016, the Company's Board of Directors authorized increases to the sixth stock repurchase plan for the purchase of up to 1,200,000 shares of its common stock on behalf of the Company. As of December 24, 2017, Nathan's has repurchased 939,742 shares at a cost of \$29,641,000 under the sixth stock repurchase plan. At December 24, 2017, there were 260,258 shares remaining to be repurchased pursuant to the sixth stock repurchase plan. The plan does not have a set expiration date. Purchases under the Company's stock repurchase program may be made from time to time, depending on market conditions, in open market or privately-negotiated transactions, at prices deemed appropriate by management. There is no set time limit on the repurchases.

Management believes that available cash, marketable securities and cash generated from operations should provide sufficient capital to finance our operations, and satisfy our debt service requirements, for at least the next 12 months.

As discussed above, we had cash at December 24, 2017 aggregating \$67,288,000. Our Board routinely monitors and assesses its cash position and our current and potential capital requirements. In November 2017, we successfully refinanced \$135.0 million 10.000% Notes due 2020 with \$150.0 million 6.625% Notes due 2025 and, our Board of Directors announced the payment of a \$5.00 per share special dividend to the shareholders of record as of the close of business on December 22, 2017. We may continue to return capital to our shareholders through stock repurchases or cash dividends, subject to any restrictions in the Indenture, although there is no assurance that the Company will make any repurchases under its existing stock-repurchase plan.

We expect that in the future we will make investments in certain existing restaurants, support the growth of the Branded Product and Branded Menu Programs, service the outstanding debt and continue our stock repurchase programs, funding those investments from our operating cash flow. We may also incur capital and other expenditures or engage in investing activities in connection with opportunistic situations that may arise on a case-by-case basis. We are not required to make interest payments during the remainder of our fiscal year ending March 25, 2018. Pursuant to the Indenture, we will be required to make semi-annual interest payments of \$4,968,750 on May 1, 2018 and November 1, 2018.

At December 24, 2017, we sublet one property to a franchisee that we lease from a third party. We remain contingently liable for all costs associated with this property including: rent, property taxes and insurance. We may incur future cash payments with respect to such property, consisting primarily of future lease payments, including costs and expenses associated with terminating any of such leases.

The following schedule represents Nathan's cash contractual obligations and commitments by maturity as of December 24, 2017 (in thousands):

Cash Contractual Obligations	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Long term debt (a)	\$150,000	\$-	\$-	\$-	\$150,000
Employment Agreements	6,700	1,100	2,000	2,000	1,600
Dividends Payable	21,073	21,073	-	-	-
Operating Leases	11,540	1,652	2,717	2,137	5,034
Gross Cash Contractual Obligations	189,313	23,825	4,717	4,137	156,634
Sublease Income	2,175	329	640	474	732
Net Cash Contractual Obligations	\$187,138	\$23,496	\$4,077	\$3,663	\$155,902

a) Represents the Notes due 2025.

At December 24, 2017, the Company had unrecognized tax benefits of \$207,000. The Company believes that it is reasonably possible that the unrecognized tax benefits may decrease by \$5,000 within the next year. A reasonable estimate of the timing of the remaining liabilities is not practicable.

On February 27, 2017, a wholly-owned subsidiary of the Company executed a Guaranty of Lease (the "Brooklyn Guaranty") in connection with its re-franchising of a restaurant located in Brooklyn, New York. The Company is obligated to make payments under the Brooklyn Guaranty in the event of a default by the tenant/franchisee. The Brooklyn Guaranty has an initial term of 10 years and one 5-year option and is limited to 24 months of rent for the first three years of the term. Nathan's has recorded a liability of \$204,015 in connection with the Brooklyn Guaranty which does not include potential percentage rent, real estate tax increases, attorney's fees and other costs as these amounts are not reasonably determinable at this time. Nathan's has received a personal guaranty from the franchisee for all obligations under the Brooklyn Guaranty. For the remainder of the term, the Brooklyn Guaranty is limited to 12 months of rent plus reasonable costs of collection and attorney's fees.

## **Inflationary Impact**

We do not believe that general inflation has materially impacted earnings since 2006. However, we have experienced significant volatility in our costs for our hot dogs and certain food products, distribution costs and utilities. From 2011 through 2014, we experienced unprecedented increases in the cost of beef. Beginning March 2015, the beef markets stabilized through June 2015 before subsequently declining by approximately 30%. As a result of the decline through March 2016, the market price of hot dogs during the fiscal year ended March 27, 2016 was approximately 7.1% lower than the fiscal year ended March 29, 2015. During the fiscal 2017 period, beef prices remained favorable, and as such, our market price for hot dogs was 17.1% lower than during the period ended September 25, 2016. Despite the favorable pricing of fiscal 2017, prices began escalating in January 2017 and continued through June 2017 before beginning to slightly decline until July which is when the costs stabilized for the balance of 2017 at approximately 10% higher than the last six months of 2016. As such, our market price for hot dogs during our fiscal 2018 period was approximately 8.2% higher than the fiscal 2017 period. We are unable to predict the future cost of our hot dogs and expect to experience price volatility for our beef products during fiscal 2018. To the extent that beef prices increase as compared to earlier periods, it could impact our results of operations. In the past, we entered into purchase commitments for a portion of our hot dogs to reduce the impact of increasing market prices. Most recently, we concluded a purchase commitment for approximately 2,600,000 pounds of hot dogs at approximately \$2.01 per pound which we purchased between February and May 2016. We may attempt to enter into similar purchase arrangements for hot dogs and other products in the future. Additionally, we expect to continue experiencing volatility in oil and gas prices on our distribution costs for our food products and utility costs in the Company-owned restaurants and volatile insurance costs resulting from the uncertainty of the insurance markets.

In March 2010, the Federal government passed new legislation to reform the U.S. health care system. As part of the plan, employers will be expected to provide their employees that work more than 30 hours per week with minimum levels of healthcare coverage or incur certain financial penalties. As Nathan's workforce includes numerous part-time workers that typically are not offered healthcare coverage, we may be forced to expand healthcare coverage or potentially incur new penalties which may increase our health care costs.

New York State recently passed legislation increasing the minimum hourly wage for fast food workers of restaurant chains with 30 or more locations nationwide. The increase will be phased in differently between New York City and the rest of New York State. Effective December 31, 2017, the minimum wage increased to \$13.50 and \$11.75 in New York City and outside of New York City, respectively.

In New York City, the hourly rate of pay will increase to \$15.00 on Dec. 31, 2018.

The minimum hourly rate of pay for the remainder of New York State will increase to:

\$12.75 on Dec. 31, 2018; \$13.75 on Dec. 31, 2019; \$14.50 on Dec. 31, 2020; and \$15.00 on July 1, 2021.

All of Nathan's Company-operated restaurants are within New York State, three of which operate within New York City that have been affected by this new legislation.

The Company is further studying the impact on the Company's operations and is developing strategies and tactics, including pricing and potential operating efficiencies, to minimize the effects of these increases and future increases. We have recently increased certain selling prices to pass on recent cost of sales increases. However, if we are unable to fully offset these and future increases through pricing and operating efficiencies, our margins and profits will be negatively affected. We believe that these increases in the minimum wage could have a significant financial impact on our financial results and the results of our franchisees that operate in New York State. Our business could be negatively impacted if the decrease in margins for our franchisees results in the potential loss of new franchisees or the closing of a significant number of franchised restaurants.

Effective April 1, 2014, the City of New York, passed legislation requiring employers to offer paid sick leave to all employees, including part-time employees, who work more than 80 hours for the employer. Nathan's operates three restaurants that have been affected by this legislation.

Effective December 1, 2016, changes to the Fair Labor Standards Act were to take effect until nationwide implementation was enjoined by a Federal District Court. The legislation would have increased the minimum salary threshold for overtime exemption from \$23,660 to \$47,476 per annum. Nathan's performed its evaluation of its workforce and determined that the proposed legislation is not expected to have a significant impact on our results of operations.

On May 30, 2017, New York City Mayor Bill de Blasio signed into law the Fair Work Week Legislation package of bills that the city estimates will cover some 65,000 fast food workers by giving them more predictable work schedules effective November 27, 2017. A key component of the package is a requirement that fast food restaurants schedule their workers at least two weeks in advance or pay employees between \$10 to \$75 per scheduling change depending on the situation. Due to Nathan's dependency on weather conditions at our two beach locations during the summer, we are unable to determine the potential impact on our results of operations, which could be material. We have estimated that the daily penalty could amount to as much as \$10,000 per day during the height of the summer season for these two restaurants.

Continued increases in labor, food and other operating expenses, including health care, could adversely affect our operations and those of the restaurant industry and we might have to further reconsider our pricing strategy as a means to offset reduced operating margins.

The Company's business, financial condition, operating results and cash flows can be impacted by a number of factors, including but not limited to those set forth above in "Management's Discussion and Analysis of Financial Condition and Results of Operations," any one of which could cause our actual results to vary materially from recent results or from our anticipated future results. For a discussion identifying additional risk factors and important factors that could cause actual results to differ materially from those anticipated, also see the discussions in "Forward-Looking Statements" and "Notes to Consolidated Financial Statements" in this Form 10-Q and "Risk Factors" in this Form 10-Q and our Form 10-K for our fiscal year ended March 26, 2017.

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

#### **Cash**

We have historically invested our cash in money market funds or short-term, fixed rate, highly rated and highly liquid instruments which are generally reinvested when they mature. Although these existing investments are not considered at risk with respect to changes in interest rates or markets for these instruments, our rate of return on short-term investments could be affected at the time of reinvestment as a result of intervening events. As of December 24, 2017, Nathan's cash aggregated \$67,288,000. Earnings on this cash would increase or decrease by approximately \$168,000 per annum for each 0.25% change in interest rates.

#### **Borrowings**

At December 24, 2017, we had \$150.0 Million of 2025 Notes outstanding which are due in November 2025. Interest expense on these borrowings would increase or decrease by approximately \$375,000 per annum for each 0.25% change in interest rates. We currently do not anticipate entering into interest rate swaps or other financial instruments to hedge our borrowings.

#### **Commodity Costs**

We do not believe that general inflation has materially impacted earnings since 2006. However, we have experienced significant volatility in our costs for our hot dogs and certain food products, distribution costs and utilities. Our commodity costs for beef have been especially volatile since fiscal 2004. From 2011 through 2014, we experienced unprecedented increases in the cost of beef. Beginning March 2015, the beef markets stabilized through June 2015 before subsequently declining by approximately 30%. As a result of the decline through March 2016, the market price of hot dogs during the fiscal 2016 period was approximately 7.1% lower than the fiscal 2015 period. During the fiscal 2017 period, beef prices remained favorable, and as such, our market price for hot dogs was 17.1% lower than during the fiscal 2016 period. Despite the favorable pricing of fiscal 2017, prices began escalating in January 2017 and continued through June 2017 before beginning to slightly decline until July which is when the costs stabilized for the balance of 2017 at approximately 10% higher than the last six months of 2016. As such, our market price for hot dogs during our fiscal 2018 period was approximately 8.2% higher than the fiscal 2017 period. We are unable to predict the future cost of our hot dogs and expect to experience price volatility for our beef products during fiscal 2018. To the extent that beef prices increase as compared to earlier periods, it could impact our results of operations. In the past, we entered into purchase commitments for a portion of our hot dogs to reduce the impact of increasing market prices. During fiscal 2017, we concluded a purchase commitment for approximately 2,600,000 pounds of hot dogs at approximately \$2.01 per pound which we purchased between February and May 2016. We may attempt to enter into

similar purchase arrangements for hot dogs and other products in the future. Additionally, we expect to continue experiencing volatility in oil and gas prices on our distribution costs for our food products and utility costs in the Company-owned restaurants and volatile insurance costs resulting from the uncertainty of the insurance markets.

With the exception of purchase commitments, we have not attempted to hedge against fluctuations in the prices of the commodities we purchase using future, forward, option or other instruments. As a result, we expect that the majority of our future commodity purchases will be subject to market changes in the prices of such commodities. We have attempted to enter sales agreements with our customers that are correlated to our cost of beef, thus reducing our market volatility, or have passed through permanent increases in our commodity prices to our customers that are not on formula pricing, thereby reducing the impact of long-term increases on our financial results. A short-term increase or decrease of 10.0% in the cost of our food and paper products for the thirty-nine weeks ended December 24, 2017 would have increased or decreased our cost of sales by approximately \$4,303,000.

### **Foreign Currencies**

Foreign franchisees generally conduct business with us and make payments in United States dollars, reducing the risks inherent with changes in the values of foreign currencies. As a result, we have not purchased future contracts, options or other instruments to hedge against changes in values of foreign currencies and we do not believe fluctuations in the value of foreign currencies would have a material impact on our financial results.



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

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

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as required by Exchange Act Rule 13a-15. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that the 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 by the SEC's rules and forms and that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

##### **Changes in Internal Controls**

There were no changes in our internal controls over financial reporting that occurred during the quarter ended December 24, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

##### **Limitations on the Effectiveness of Controls**

We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our Chief Executive Officer and Chief Financial Officer have concluded that such controls and procedures are effective at the reasonable assurance level.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

None

### **Item 1A. Risk Factors.**

In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in Part I, “Item 1A. Risk Factors” in the Annual Report on Form 10-K for the fiscal year ended March 26, 2017, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing Nathan's. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None.

### **Item 3. Defaults Upon Senior Securities.**

None.

### **Item 4. Mine Safety Disclosures.**

None.

**Item 5. Other Information.**

None

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**Item 6. Exhibits.**

3.1 Certificate of Incorporation. (Incorporated by reference to Exhibit 3.1 to Registration Statement on Form S-1 No. 33- 56976.)

3.2 Amendment to the Certificate of Incorporation, filed December 15, 1992. (Incorporated by reference to Exhibit 3.2 to Registration Statement on Form S-1 No. 33-56976.)

3.3 By-Laws, as amended. (Incorporated by reference to Exhibit 3.1 to Form 8-K dated November 6, 2006.)

4.1 Specimen Stock Certificate. (Incorporated by reference to Exhibit 4.1 to Registration Statement on Form S-1 No. 33-56976.)

4.2 Rights Agreement, dated as of June 5, 2013, between Nathan's Famous, Inc. and American Stock Transfer and Trust Company, LLC, as Rights Agent, which includes form of Rights Certificate as Exhibit A and the Summary of Rights to Purchase as Exhibit B. (Incorporated by reference to Exhibit 4.2 to the Company's Current Report filed on Form 8-K dated June 11, 2013.)

4.3 Indenture, dated as of November 1, 2017, by and among Nathan's Famous, Inc., certain of its wholly owned subsidiaries, as guarantors, and U.S. Bank National Association, a National Banking Association, as trustee and collateral trustee (including the form of Note (Incorporated by reference to Exhibit 4.1 to the Company's Current Report filed on Form 8-K dated November 1, 2017.))

10.1 \*\*Amendment, dated as of December 6, 2017 to the Employment Agreement dated as of December 15, 2016, as amended November 1, 2012 between Howard M. Lorber and Nathan's Famous, Inc. (Incorporated by reference to Exhibit 10.1 to the Company's Current Report filed on Form 8-K dated December 12, 2017.)

10.2 \*Parity Lien Security Agreement, dated November 1, 2017, by and among Nathan's Famous, Inc. and The Other Assignors Identified Herein and U.S. Bank National Association, as Collateral Trustee.

31.1 \*Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 \*Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 \*Certification by Eric Gatoff, CEO, Nathan's Famous, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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32.2 \*Certification by Ronald G. DeVos, CFO, Nathan's Famous, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.1 \*The following materials from the Nathan's Famous, Inc., Quarterly Report on Form 10-Q for the quarter ended December 24, 2017 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Earnings, (iii) the Consolidated Statement of Stockholders' Equity, (iv) the Consolidated Statements of Cash Flows and (v) related notes.

\*Filed herewith.

\*\* Indicates a management plan or amendment.

**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.

NATHAN'S FAMOUS, INC.

Date: February 2, 2018 By: /s/ Eric Gatoff  
Eric Gatoff

Chief Executive Officer

(Principal Executive Officer)

Date: February 2, 2018 By: /s/ Ronald G. DeVos  
Ronald G. DeVos

Vice President - Finance

and Chief Financial Officer

(Principal Financial and Accounting Officer)

**Exhibit Index.**

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