NOODLES & Co
Form 10-Q
May 07, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)
x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2015
or
o 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: 001-35987

NOODLES & COMPANY
(Exact name of registrant as specified in its charter)

Delaware	84-1303469
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
520 Zang Street, Suite D	
Broomfield, CO	80021
(Address of principal executive offices)	(Zip Code)

(720) 214-1900
(Registrant's telephone number, including area code)
(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 x No o

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 x No o

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

Large accelerated filer o	Accelerated filer x

Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at May 4, 2015
Class A Common Stock, $0.01 par value per share	29,994,302 shares
Class B Common Stock, $0.01 par value per share	1,522,098 shares

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PART I

Item 1. Financial Statements

Noodles & Company
Condensed Consolidated Balance Sheets
(in thousands, except share and per share data)

	March 31, 2015 (unaudited)	December 30, 2014
Assets		
Current assets:		
Cash and cash equivalents	$1,638	$1,906
Accounts receivable	3,849	4,557
Inventories	9,692	9,415
Income tax receivable	1,090	627
Prepaid expenses and other assets	6,648	6,271
Total current assets	22,917	22,776
Property and equipment, net	201,885	205,573
Intangibles	1,960	1,927
Goodwill	6,400	6,400
Other assets, net	2,167	2,227
Total long-term assets	212,412	216,127
Total assets	$235,329	$238,903
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$10,828	$10,865
Accrued payroll and benefits	8,082	4,704
Accrued expenses and other current liabilities	7,777	8,560
Current deferred tax liabilities, net	1,702	1,702
Total current liabilities	28,389	25,831
Long-term debt	22,460	27,500
Deferred rent	37,144	35,498
Deferred tax liabilities, net	4,968	6,512
Other long-term liabilities	3,583	3,447
Total liabilities	96,544	98,788
Stockholders' equity:		
Preferred stock—$0.01 par value, authorized 1,000,000 shares as of March 31, 2015 and December 30, 2014; no shares issued or outstanding	—	—
Common stock—$0.01 par value, authorized 180,000,000 shares as of March 31, 2015 and December 30, 2014; 29,948,078 and 29,820,340 issued and outstanding as of March 31, 2015 and December 30, 2014, respectively	299	298
Treasury stock, at cost, 67,586 shares as of March 31, 2015 and December 30, 2014	(2,848)	(2,848)
Additional paid-in capital	122,361	120,929
Accumulated other comprehensive loss	(11)	—
Retained earnings	18,984	21,736
Total stockholders' equity	138,785	140,115

Total liabilities and stockholders' equity	$235,329	$238,903

See accompanying notes to consolidated financial statements.

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Noodles & Company
Consolidated Statements of Income
(in thousands, except share and per share data, unaudited)

	Fiscal Quarter Ended March 31, 2015	April 1, 2014
Revenue:		
Restaurant revenue	$104,782	$88,448
Franchising royalties and fees	979	1,071
Total revenue	105,761	89,519
Costs and expenses:		
Restaurant operating costs (exclusive of depreciation and amortization shown separately below):		
Cost of sales	27,812	23,848
Labor	33,029	27,198
Occupancy	12,218	9,865
Other restaurant operating costs	14,717	12,206
General and administrative	8,418	7,009
Depreciation and amortization	6,919	5,610
Pre-opening	880	1,113
Restaurant impairment, asset disposals and closure costs	6,086	214
Total costs and expenses	110,079	87,063
(Loss) income from operations	(4,318)	2,456
Interest expense	229	20
(Loss) income before income taxes	(4,547)	2,436
(Benefit) provision for income taxes	(1,795)	1,012
Net (loss) income	$(2,752)	$1,424
Earnings per share of Class A and Class B common stock, combined:		
Basic	$(0.09)	$0.05
Diluted	$(0.09)	$0.05
Weighted average shares of Class A and Class B common stock outstanding, combined:		
Basic	29,843,204	29,606,321
Diluted	29,843,204	31,059,324

See accompanying notes to consolidated financial statements.

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Noodles & Company
Consolidated Statements of Comprehensive (Loss) Income
(in thousands, unaudited)

	Fiscal Quarter Ended	
	March 31, 2015	April 1, 2014
Net (loss) income	$(2,752)	$1,424
Other comprehensive loss:		
Foreign currency translation adjustments	(11)	—
Other comprehensive loss	(11)	—
Comprehensive (loss) income	$(2,763)	$1,424

See accompanying notes to consolidated financial statements.

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Noodles & Company
Consolidated Statements of Cash Flows
(in thousands, unaudited)

	One Fiscal Quarter Ended March 31, 2015	April 1, 2014
Operating activities		
Net (loss) income	$(2,752)	$1,424
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	6,919	5,610
Deferred income taxes	(1,544)	—
Restaurant impairments, asset disposals and closure costs	6,080	214
Amortization of debt issuance costs	25	25
Stock-based compensation	161	140
Other noncash	(11)	—
Changes in operating assets and liabilities:		
Accounts receivable	708	244
Inventories	(277)	(400)
Prepaid expenses and other assets	(342)	(573)
Accounts payable	459	1,441
Deferred rent	1,646	1,396
Income taxes	(463)	930
Accrued expenses and other liabilities	2,717	(194)
Net cash provided by operating activities	13,326	10,257
Investing activities		
Purchases of property and equipment	(9,783)	(11,510)
Net cash used in investing activities	(9,783)	(11,510)
Financing activities		
Proceeds from issuance of long-term debt	82,257	41,909
Payments on long-term debt	(87,298)	(41,621)
Acquisition of treasury stock	—	(71)
Proceeds from exercise of stock options, warrants and employee stock purchase plan	1,230	736
Net cash (used in) provided by financing activities	(3,811)	953
Net decrease in cash and cash equivalents	(268)	(300)
Cash and cash equivalents		
Beginning of period	1,906	968
End of period	$1,638	$668

See accompanying notes to consolidated financial statements.

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NOODLES & COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. Business and Summary and Basis of Presentation

Business

Noodles & Company, (the "Company" or "Noodles & Company"), a Delaware corporation, develops and operates fast casual restaurants that serve globally inspired noodle and pasta dishes, soups, salads and sandwiches. As of March 31, 2015, there were 399 company-owned restaurants and 56 franchise restaurants in 33 states and the District of Columbia. The Company operates its business as one operating and reportable segment.

The accompanying interim unaudited consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles in the United States ("U.S. GAAP") for complete financial statements. In the opinion of the Company, all adjustments considered necessary for the fair presentation of the Company's results of operations, financial position and cash flows for the periods presented have been included and are of a normal, recurring nature. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. These financial statements should be read in conjunction with the audited financial statements and the related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2014.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Noodles & Company and its subsidiaries. All material intercompany balances and transactions are eliminated in consolidation.

Fiscal Year

The Company operates on a 52- or 53-week fiscal year ending on the Tuesday closest to December 31. Fiscal year 2015, which ends on December 29, 2015, and fiscal year 2014, which ended on December 30, 2014, each contain 52 weeks. Fiscal quarters each contain thirteen weeks, with the exception of the fourth quarter of a 53-week fiscal year, which contains fourteen weeks.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." The pronouncement was issued to clarify the principles for recognizing revenue and to develop a common revenue standard and disclosure requirements for U.S. GAAP and International Financial Reporting Standards ("IFRS"). The pronouncement is effective for annual and interim periods beginning after December 15, 2016, which will require the Company to adopt these provisions in the first quarter of fiscal 2017. Early adoption is not permitted. This pronouncement permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect this guidance will have on the Company's consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

In August 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Updated ("ASU"), "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern." This update requires management of the Company to evaluate whether there is substantial doubt about the Company’s ability to continue as a going concern. This update is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. Early adoption is permitted. The Company does not expect this standard to have an impact on the Company’s consolidated financial position or results of operations.

In April 2015, the FASB issued ASU No. 2015-03, "Interest-Imputation of Interest (subtopic 835-50): Simplifying the Presentation of Debt Issuance Costs." This update requires debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying value of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by this update. The update is effective retrospectively for fiscal years, and interim periods within those years, beginning after December

15, 2015. Early adoption is permitted. The adoption of this standard is not expected to have a material effect on the Company's consolidated financial statements.

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2. Supplemental Financial Information

Property and equipment, net, consist of the following (in thousands):

	March 31, 2015	December 30, 2014
Leasehold improvements	$210,555	$208,678
Furniture, fixtures and equipment	115,783	114,148
Construction in progress	9,039	12,074
	335,377	334,900
Accumulated depreciation and amortization	(133,492)	(129,327)
	$201,885	$205,573

3. Borrowings

The Company has a credit facility with a borrowing capacity of $45.0 million in the form of a revolving line of credit, expiring in November 2018. As of March 31, 2015, the Company had $22.5 million outstanding and $19.6 million available for borrowing under the credit facility. Outstanding letters of credit aggregating $2.9 million reduce the amount available to borrow. The credit facility bore interest at 3.50% during the first quarter of 2015. The Company was in compliance with all of its debt covenants as of March 31, 2015.

4. Fair Value Measurements

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and all other current liabilities approximate fair values due to the short maturities of these instruments. The carrying amounts of borrowings approximate fair value as interest rates on the the line of credit borrowings vary with market interest rates and negotiated terms and conditions are consistent with current market rates. The fair value of our line of credit borrowings is measured using Level 2 inputs.

Adjustments to the fair value of non-financial assets measured at fair value on a non-recurring basis as of March 31, 2015 are discussed in Note 7-Restaurant Impairments, Asset Disposals and Closure Costs. There were no adjustments to the fair values of non-financial assets measured at fair value on a non-recurring basis as of April 1, 2014.

5. Income Taxes

The following table presents the Company's (benefit) provision for income taxes for the first quarter ended March 31, 2015 and April 1, 2014 (dollars in thousands):

	Fiscal Quarter Ended	
	March 31, 2015	April 1, 2014
(Benefit) provision for income taxes	$(1,795)	$1,012
Effective tax rate	39.5%	41.5%

The 2015 estimated annual effective tax rate is expected to be between 39% and 40% compared to 38.4% for 2014. The effective tax rate for the first quarter of 2015 reflects a projected federal tax rate of 34%, compared to 35% for the first quarter of 2014.

6. Stock-Based Compensation

The Company's Stock Incentive Plan, as amended and restated in May of 2013, authorizes the grant of nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock, restricted stock units and incentive bonuses to employees, officers, non-employee directors and other service providers. The number of shares of common stock available for issuance pursuant to awards granted under the Stock Incentive Plan shall not exceed 3,750,500.

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6. Stock-Based Compensation (continued)

The following table presents information related to the Stock Incentive Plan (in thousands, except share and per share amounts):

	Fiscal Quarter Ended	
	March 31, 2015	April 1, 2014
Outstanding, beginning of period	3,245,264	3,309,872
Granted	176,016	—
Exercised	122,887	142,249
Forfeited	73,315	9,709
Outstanding, end of period	3,225,078	3,157,914
Weighted average fair market value on option grant date	$6.23	N/A
Stock based compensation expense	$161	$140
Capitalized stock based compensation expense	$41	$18

7. Restaurant Impairments, Asset Disposals and Closure Costs

The following table presents restaurant impairments, asset disposals and closure costs for the first quarter ended March 31, 2015 and April 1, 2014 (in thousands):

	Fiscal Quarter Ended	
	March 31, 2015	April 1, 2014
Restaurant impairments	$5,913	$—
Loss on disposal of assets	134	134
Closure costs and other	39	80
	$6,086	$214

During the quarter ended March 31, 2015, the Company recognized restaurant impairment expense of $5.9 million, primarily related to management's current assessment of the expected future cash flows at eight restaurants, based on recent results. Impairment expense is a Level 3 fair value measure and was determined by comparing the carrying value of restaurant assets to the estimated fair market value, which is based on projected cash flows. Fair value is generally determined based on appraisals or sales prices of comparable assets and estimates of future cash flows. These expenses are included in the "Restaurant impairment, asset disposals and closure costs" line in the Consolidated Statements of Income.

8. Earnings Per Share

Earnings per share ("EPS") is calculated by dividing income available to common stockholders by the weighted-average number of shares of common stock outstanding during each period. Diluted earnings per share ("diluted EPS") is calculated using income available to common stockholders divided by diluted weighted-average shares of common stock outstanding during each period. Potentially dilutive securities include shares of common stock underlying stock options and warrants.

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8. Earnings Per Share (continued)

The following table sets forth the computations of basic and diluted earnings per share:

	Fiscal Quarter Ended	
	March 31, 2015	April 1, 2014
Net (loss) income (in thousands):	$(2,752)	$1,424
Shares:		
Basic weighted average shares outstanding	29,843,204	29,606,321
Dilutive stock options and warrants	—	1,453,003
Diluted weighted average number of shares outstanding	29,843,204	31,059,324
Earnings per share:		
Basic EPS	$(0.09)	$0.05
Diluted EPS	$(0.09)	$0.05

Potential common shares are excluded from the computation of diluted (loss) earnings per share when the effect would be anti-dilutive. All potential common shares are anti-dilutive in periods of net loss. In the first quarters of 2015 and 2014, there were 3,225,078 and 17,000 outstanding options, respectively, excluded from the diluted earnings per share calculation because they were anti-dilutive. Additionally, 18,000 outstanding warrants were anti-dilutive and were excluded in the calculation of diluted earnings per share for the first quarter of 2015.

9. Supplemental Disclosures to Consolidated Statements of Cash Flows

The following table presents the supplemental disclosures to the consolidated statements of cash flows for the first quarters ended March 31, 2015 and April 1, 2014 (in thousands):

	March 31, 2015	April 1, 2014
Interest paid (net of amounts capitalized)	$420	$73
Income taxes paid	212	81
Changes in purchases of property and equipment accrued in accounts payable, net	(496)	1,020

10. Commitments and Contingencies

In the normal course of business, the Company is subject to other proceedings, lawsuits and claims, including those matters that the Company has previously disclosed and for which there is no material update. Consequently, the Company is unable to ascertain the ultimate aggregate amount of monetary liability or financial impact with respect to these matters as of March 31, 2015. These matters could affect the operating results of any one financial reporting period when resolved in future periods. Management believes that an unfavorable outcome with respect to these matters is remote or a potential range of loss is not material to the Company's consolidated financial statements. Significant increases in the number of these claims, or one or more successful claims that result in greater liabilities than the Company currently anticipates, could materially and adversely affect the Company's business, financial condition, results of operations or cash flows.

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NOODLES & COMPANY
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes in Item 1 and with the audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K for our fiscal year ended December 30, 2014. We operate on a 52- or 53-week fiscal year ending on the Tuesday closest to December 31. Our fiscal quarters each contain 13 operating weeks, with the exception of the fourth quarter of a 53-week year, which contains 14 operating weeks. Fiscal years 2015 and 2014 each contain 52 weeks.

Cautionary Note Regarding Forward-Looking Statements

In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks and uncertainties such as the number of restaurants we intend to open, projected capital expenditures and estimates of our effective tax rates. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "design," "estimate," "predict," "potential," "plan" or the negative of these terms, and similar expressions intended to identify forward-looking statements. These statements reflect our current views with respect to future events, are based on assumptions and are subject to risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements including, but not limited to, those discussed in "Special Note Regarding Forward-Looking Statements" and "Risk Factors" as filed in our Annual Report on Form 10-K for our fiscal year ended December 30, 2014.

Key Measures We Use to Evaluate Our Performance

To evaluate the performance of our business, we utilize a variety of financial and performance measures. These key measures include revenue, average unit volumes ("AUVs"), comparable restaurant sales, restaurant contribution, EBITDA and adjusted EBITDA.

Revenue

Restaurant revenue represents sales of food and beverages in company-owned restaurants. Several factors affect our restaurant revenue in any period, including the number of restaurants in operation and per-restaurant sales.

Franchise royalties and fees represent royalty income and initial franchise fees. While we expect that the majority of our revenue and net income growth will be driven by company-owned restaurants, our franchise restaurants remain an important part of our financial success.

Seasonal factors cause our revenue to fluctuate from quarter to quarter. Our revenue per restaurant is typically lower in the first and fourth quarters due to reduced winter and holiday traffic and is higher in the second and third quarters. These seasonal factors could cause our quarterly and annual operating results and comparable restaurant sales to fluctuate significantly.

Average Unit Volumes ("AUVs")

AUVs consist of the average annualized sales of all company-owned restaurants for the trailing 12 periods. AUVs are calculated by dividing restaurant revenue by the number of operating days within each time period and multiplying by 361, which is the number of operating days we have in a typical year. This measurement allows management to assess changes in consumer traffic and per-person-spending patterns at our restaurants.

Comparable Restaurant Sales

Comparable restaurant sales refer to year-over-year sales comparisons for the comparable restaurant base. We define the comparable restaurant base to include restaurants open for at least 18 full periods. This measure highlights performance of existing restaurants, as it excludes the impact of new restaurant openings. Comparable restaurant sales growth is generated by increases in traffic, which we calculate as the number of entrees sold, or changes in per-person spend, calculated as sales divided by traffic. Per-person spend can be influenced by changes in menu prices and the mix and number of items sold per person.

Measuring our comparable restaurant sales allows us to evaluate the performance of our existing restaurant base. Various factors impact comparable restaurant sales, including:

- consumer recognition of our brand and our ability to respond to changing consumer preferences;

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- overall economic trends, particularly those related to consumer spending;
- our ability to operate restaurants effectively and efficiently to meet consumer expectations;
- pricing;
- per-person spend and average check amount;
- marketing and promotional efforts;
- weather;
- local competition;
- trade area dynamics;
- introduction of new and seasonal menu items and limited time offerings; and
- opening new restaurants in the vicinity of existing locations.

Since opening new company-owned and franchise restaurants is an important part of our growth strategy and we anticipate new restaurants will be a significant component of our revenue growth, comparable restaurant sales are only one measure of how we evaluate our performance.

Restaurant Contribution

Restaurant contribution is defined as restaurant revenue less restaurant operating costs, which consist of cost of sales, labor, occupancy and other restaurant operating costs. We expect restaurant contribution to increase in proportion to the number of new restaurants we open and our comparable restaurant sales growth. Fluctuations in restaurant contribution margin can also be attributed to those factors discussed above for the components of restaurant operating costs.

EBITDA and Adjusted EBITDA

We define EBITDA as net income before interest expense, provision for income taxes and depreciation and amortization. We define adjusted EBITDA as net income before interest expense, provision for income taxes, restaurant impairments, asset disposals and closure costs, depreciation and amortization and stock-based compensation.

EBITDA and adjusted EBITDA provide clear pictures of our operating results by eliminating certain expenses that do not reflect our underlying business performance. We use these metrics to facilitate a comparison of our operating performance on a consistent basis from period to period, to analyze the factors and trends affecting our business and as a measure of liquidity.

The following table presents a reconciliation of net income to EBITDA and adjusted EBITDA:

	Fiscal Quarter Ended	
	March 31, 2015	April 1, 2014
	(in thousands, unaudited)	
Net (loss) income	$(2,752)	$1,424
Depreciation and amortization	6,919	5,610
Interest Expense	229	20
(Benefit) provision for income taxes	(1,795)	1,012
EBITDA	$2,601	$8,066
Restaurant impairment, asset disposals and closure costs [1]	6,086	214

Stock-based compensation expense	161	140
Adjusted EBITDA	$8,848	$8,420

(1) The first quarter of 2015 includes the impairment of eight restaurants. See Note 7-Restaurant Impairments, Asset Disposals and Closure Costs.

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Restaurant Openings, Closures and Relocations

The following table shows restaurants opened, closed or relocated during the periods indicated.

	Fiscal Quarter Ended	
	March 31, 2015	April 1, 2014
Company-Owned Restaurant Activity		
Beginning of period	386	318
Openings	13	13
Restaurants at end of period	399	331
Franchise Restaurant Activity		
Beginning of period	53	62
Openings	3	1
Restaurants at end of period	56	63
Total restaurants	455	394

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Results of Operations

The following table summarizes key components of our results of operations for the periods indicated as a percentage of our total revenue, except for the components of restaurant operating costs, which are expressed as a percentage of restaurant revenue.

	Fiscal Quarter Ended			
	March 31, 2015		April 1, 2014	
Revenue:				
Restaurant revenue	99.1	%	98.8	%
Franchising royalties and fees	0.9		1.2	
Total revenue	100.0		100.0	
Costs and Expenses:				
Restaurant Operating Costs (exclusive of depreciation and amortization shown separately below): (1)				
Cost of sales	26.5		27.0	
Labor	31.5		30.8	
Occupancy	11.7		11.2	
Other restaurant operating costs	14.0		13.8	
General and administrative	8.0		7.8	
Depreciation and amortization	6.5		6.3	
Pre-opening	0.8		1.2	
Restaurant impairments, asset disposals and closure costs	5.8			