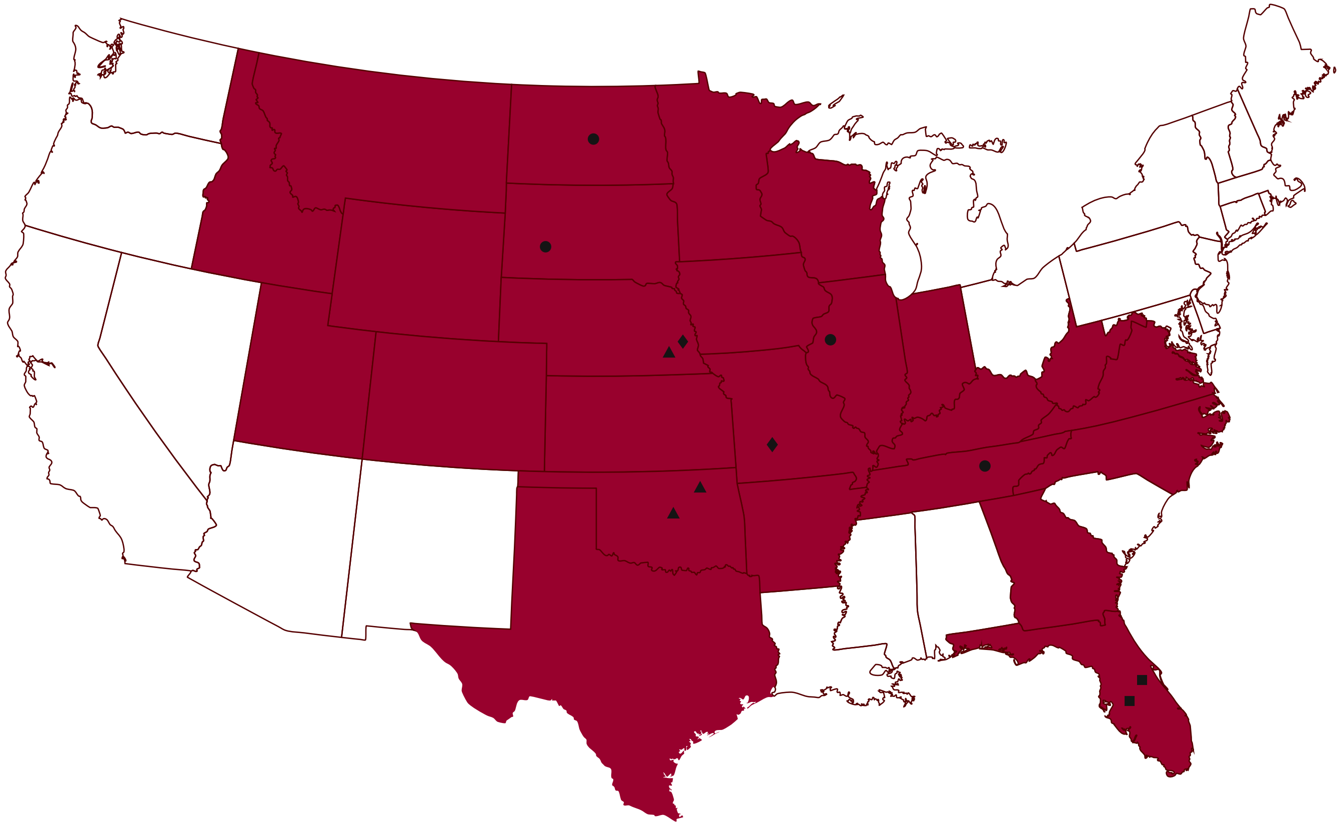
AMCON Distributing Company / 2017 Annual Report

putting customers first

OUR FOOTPRINT

- ● AMCON Warehouse Locations
- ▲ Akin's
- ■ Chamberlin's
- ♦ AMCON Warehouse Locations & Akin's



- Bismarck, North Dakota
- Crossville, Tennessee
- Omaha, Nebraska
- Quincy, Illinois
- Rapid City, South Dakota
- Springfield, Missouri

- Altamonte Springs, Florida
- Kissimmee, Florida
- Lakeland, Florida (2)
- Orlando, Florida
- Oviedo, Florida
- East Orlando, Florida

- Lincoln, Nebraska
- Omaha, Nebraska
- Oklahoma City, Oklahoma (2)
- Rogers, Arkansas
- Springfield, Missouri
- Tulsa, Oklahoma (3)

LETTER TO OUR SHAREHOLDERS

LADIES AND GENTLEMEN,

We are pleased to report earnings of $2.9 million, or $4.26 per diluted common share for the fiscal year ended September 30, 2017. Our fully diluted shareholders' equity per share rose to $99.24. AMCON's management team and associates achieved these financial measures by implementing a focused strategic plan centered on short, medium, and long-term objectives. The overall objective of our strategic plan is to increase shareholder value over the long term in a conservative, low risk fashion.

SHORT TERM

In the short term, which we define as up to six months, our strategic objective is to maximize balance sheet liquidity. Working capital management is a core competency of AMCON. Our management believes this expertise is a critical element of success in the distribution industry. The highly liquid posture we maintain supports our commitment to excellence in operations, logistics, financial reporting, and cash management. The wholesale and retail segments in which we operate require tens of thousands of inventory SKU's and require careful management attention to detail on a continuous basis. We turned our inventory twenty-two times in fiscal 2017 while maintaining high levels of availability on our credit line.

Our relentless focus on liquidity also enables AMCON to utilize our capital advantage decisively when strategic and tactical opportunities present themselves. In particular, in fiscal 2017, we used our liquidity to benefit from several meaningful merchandising opportunities. One major opportunity presented itself at the end of the fiscal year which required a significant use of capital and temporarily increased our inventory and consolidated debt. Additionally, we were able to repurchase shares from long-term shareholders who desired their own liquidity.

Our banking relationships are strong and long term in nature. The partnership we have with our bank group affords us significant availability under our credit facility. We understand that we are stewards of the banks' capital and treat it as if it was our own. To that end, we are pleased to report that our credit facility and partnership with our lending group has been extended through November 2022.

MEDIUM TERM

In the medium term, which we define as six to eighteen months, we seek to generate free cash flow which we can use to reduce overall debt. We established this objective as a medium-term goal because we frequently leverage our credit facility to enhance profits. As a leading distributor, we have access to attractive mercantile opportunities that benefit our customers. Thus, on a short-term basis, borrowings on our credit facility may increase as opportunities manifest themselves. In addition, we also utilize capital for acquisitions and infrastructure development. However, over time, through profits, we seek to reduce the total amount of debt outstanding and reduce the debt-to-equity ratio. We started the year with consolidated debt of $13.9 million and ended the year with $32.1 million. The increase in consolidated debt is temporary as we leveraged our credit facility at the end of fiscal 2017. At its lowest point during fiscal 2017 our consolidated debt was $3.7 million. We were able to increase our shareholders equity from $65.8 million to $68.2 million. At the same time, we were able to repurchase $1.1 million of common stock from shareholders seeking liquidity. We made strategic capital expenditures of $2.6 million. We are a balance sheet driven company, and our primary focus from a financial perspective is return on assets and capital employed. Our strategic objective is to generate attractive risk adjusted rates of return on capital employed over the medium term.

In order to maintain and extend our leadership position in the convenience distribution industry, our operational infrastructure requires continual upgrades. These enhancements are financed primarily through the free cash flow we generate and are necessary to maintain our competitive position. We are studying potential locations for new distribution centers as our customer base expands its geographic reach. In addition, the development of our Information Technology ("IT") and foodservice platforms continue to be a major focus of our capital deployment strategy. IT is a broad area and our expenditures are for both

internal and external purposes. We serve over 4,000 locations for which there is no universal IT interface. Hence, our technological flexibility is a key competitive strength. To that end, we have developed the capability to custom design software that capitalizes on advances in mobile technology. Our ability to seamlessly integrate with our customers from an IT perspective adds value and increases customer loyalty. In addition, the associated network necessary to efficiently and securely process the high volume of transactions requires constant and careful attention on a daily basis.

Retail store remodeling, relocations, and new store openings are also an important component of our medium-term strategy. These capital expenditures will be supported with continued investments in marketing resources. Our commitment to the brand reimaging process supported by a rigorous marketing campaign is an approach we believe will have long-term benefits. Our objective with these investments is to restore this segment to profitability which will enhance our strategic alternatives.

LONG TERM

Finally, in the long term, which we define as eighteen months to five years, our strategic objective is to increase AMCON's penetration in the markets we presently serve, as well as to expand our geographic footprint. During the course of fiscal 2017, our wholesale segment began distributing in the Texas market. We are patient and focused in our approach to growth. Our historical culture has always been rooted in customer service, and we take that philosophy into every new territory we enter. The convenience distribution industry is dominated by national and regional players with close relationships to their customers, so the opportunities to develop new business organically have long lead times. We believe the intrinsic value of your Company is enhanced, and risk is reduced, as we expand the company; hence we are actively seeking new acquisition opportunities. However, our evaluation process is measured and pragmatic. We are willing to pay a fair price for the assets acquired and can close in a very efficient fashion. We carefully examine and rank all of our various capital-related opportunities and their place on the spectrum of our strategic plan. This dynamic prioritization enables AMCON to consider acquisitions, inventory purchases, capital expenditures, share or debt repurchases, and new store opening/relocation opportunities as they best fit our strategic plan.

The convenience distribution industry is developing a consumer recognized ability to compete against quick service restaurants by offering robust foodservice programs. AMCON has made long term investments to develop a wide variety of high quality foodservice offerings to our customers. When we jointly develop foodservice programs with our customers, the benefits are meaningful to their bottom line and long-term success. Each customer is evaluated for their own specific needs and our management team tailors foodservice solutions to maximize the potential of their business. We believe the breadth of our foodservice programs provide our customers a menu of options that work best with their staffing and facility requirements. Additionally, AMCON maintains high standards for quality and sanitation which are a value added benefit for our customers. A commitment to foodservice means that we will continue to invest in the appropriate equipment and facilities necessary to be a top level supplier in these markets. The tobacco industry is in a well-documented long-term decline. The urgency of our foodservice initiatives are a high priority and that is why we are committed for the long term in this area.

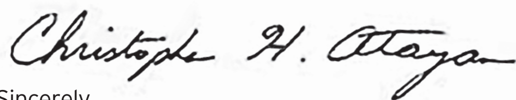
We are also implementing a plan to revitalize our retail health food segment. This has consumed significant management resources in the short term. The new flagship retail health food store in Orlando under our Chamberlin's banner has been a commercial success. We have followed that with a major remodel of our Oviedo, Florida store which has also been well received in the market. We opened a second store in the Lakeland, Florida market in the first quarter of 2018 and have developed a new website that will enhance our e-commerce capability. We are mindful of the extreme competitive pressures in the retail health food market and the evolution of technology in retail in general. As such, we are utilizing every opportunity to reduce exposure to underperforming store locations as lease renewals come up. During the course of the year we closed our Topeka, Kansas location and reallocated those resources. Our Florida stores were impacted by Hurricane Irma, and we are grateful to the dedicated efforts of our team to get the stores back in operation as quickly as possible.

OUR PHILOSOPHY

Our Customer First approach to Delivering Value is the primary tenet of our organization. The financial success AMCON has experienced is a direct result of our company-wide adherence to this philosophy. Our customers' financial success is dependent on our ability to deliver high-quality branded consumer products in a timely and accurate manner. Hence, AMCON's management structure is designed to enable considerable authority to make real-time decisions at the local level. This puts the customer's needs first and foremost. This is an outgrowth of our original legacy of providing high-quality service for the pioneering convenience store operators of the Great Plains region.

Competition within the convenience store channel is fierce and our customers have stores in rural and urban locations. Our objective is for our customers' stores to be the best merchandised and managed operations in their regions. The investments we are making in AMCON are with this customer-oriented objective in mind. Our organization is completely geared to the partnership we have with our customers as they grow their own enterprises. We believe this customer-centric heritage and approach meaningfully differentiates us from our competition. Our talented group of Managers and Associates are able to enthusiastically drive our strategic plan with this philosophy as a tail wind. We are actively seeking new additions to our management team as we believe that the organization has the opportunity to provide meaningful career paths for those who possess the entrepreneurial spirit.

We look forward to building your enterprise in fiscal 2018 and beyond. Thank you for your continued support.

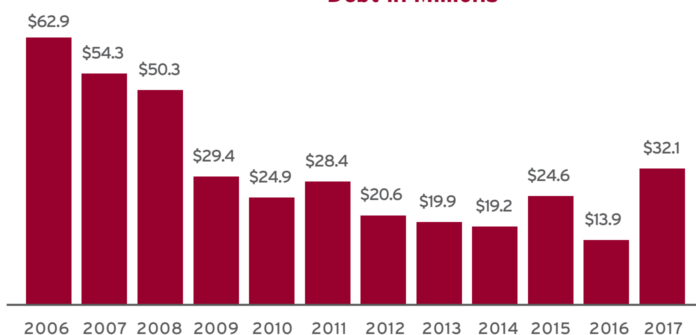


Sincerely,

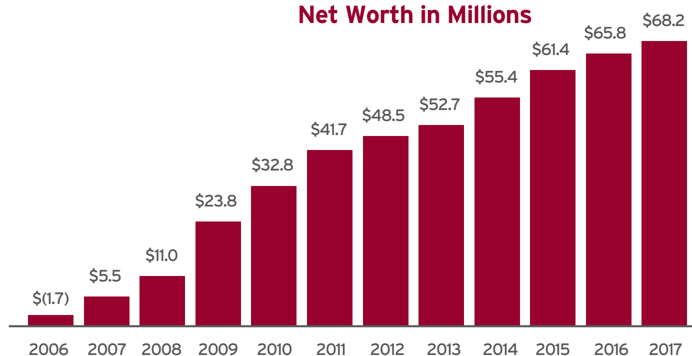
Christopher H. Atayan

Chairman and Chief Executive Officer

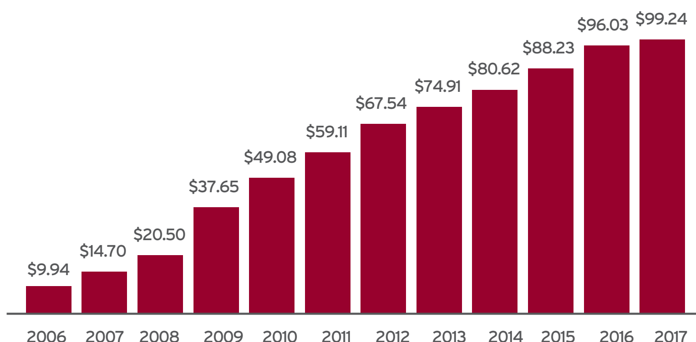
Debt in Millions



Net Worth in Millions



Shareholders' Equity Per Share



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

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

For the fiscal year ended September 30, 2017

☐ **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 1-15589

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**47-0702918** (I.R.S. Employer Identification No.)
7405 Irvington Road, Omaha NE (Address of principal executive offices)	**68122** (Zip Code)

Registrant's telephone number, including area code:
(402) 331-3727

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

Title of Each Class	Name of Each Exchange on Which Registered
None	None

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

Common Stock, $.01 Par Value
(Title of Class)

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

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth 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.

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐
(Do not check if a smaller reporting company)

Smaller reporting company ☒ Emerging growth company ☐

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

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant on March 31, 2017 was $30,530,530 computed by reference to the $99.10 closing price of such common stock equity on March 31, 2017.

As of November 6, 2017 there were 690,657 shares of common stock outstanding.

Portions of the following document are incorporated by reference into the indicated parts of this report: definitive proxy statement for the December 2017 annual meeting of stockholders to be filed with the Commission pursuant to Regulation 14A—Part III.

AMCON DISTRIBUTING COMPANY
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PART I

For purposes of this report, unless the context indicates otherwise, all references to "we," "us," "our," "Company," and "AMCON" shall mean AMCON Distributing Company and its subsidiaries. The Company's 2017 and 2016 fiscal years ended September 30, are herein referred to as fiscal 2017 and fiscal 2016, respectively. The fiscal year-end balance sheet dates of September 30, 2017 and September 30, 2016 are referred to herein as September 2017 and September 2016, respectively. This report and the documents incorporated by reference herein, if any, contain forward looking statements, which are inherently subject to risks and uncertainties. See "Forward Looking Statements" under Item 7 of this report.

ITEM 1. *BUSINESS*

COMPANY OVERVIEW

AMCON Distributing Company was incorporated in Delaware in 1986 and our common stock is listed on NYSE American under the symbol "DIT." The Company operates two business segments:

- Our wholesale distribution segment ("Wholesale Segment") distributes consumer products and provides a full range of programs and services to our customers and is focused on helping them manage their business and increase their profitability. We primarily operate in the Central, Rocky Mountain, and Southern regions of the United States.

- Our retail health food segment ("Retail Segment") operates fifteen health food retail stores located throughout the Midwest and Florida.

WHOLESALE SEGMENT

Our Wholesale Segment is one of the largest wholesale distributors in the United States serving approximately 4,000 retail outlets including convenience stores, grocery stores, liquor stores, drug stores, and tobacco shops. We currently distribute over 16,000 different consumer products, including cigarettes and tobacco products, candy and other confectionery, beverages, groceries, paper products, health and beauty care products, frozen and chilled products and institutional foodservice products. Convenience stores represent our largest customer category. In November 2017, Convenience Store News ranked us as the seventh (7th) largest convenience store distributor in the United States based on annual sales.

Our wholesale business offers retailers the ability to take advantage of manufacturer and Company sponsored sales and marketing programs, merchandising and product category management services, and the use of information systems and data services that are focused on minimizing retailers' investment in inventory, while seeking to maximize their sales and profits. In addition, our wholesale distributing capabilities provide valuable services to both manufacturers of consumer products and convenience retailers. Manufacturers benefit from our broad retail coverage, inventory management, efficiency in processing small orders, and frequency of deliveries. Convenience retailers benefit from our distribution capabilities by gaining access to a broad product line, optimizing inventory, merchandising expertise, information systems, and accessing trade credit.

Our Wholesale Segment operates six distribution centers located in Illinois, Missouri, Nebraska, North Dakota, South Dakota, and Tennessee. These distribution centers, combined with cross-dock facilities, include approximately 641,000 square feet of permanent floor space. Our principal suppliers include Altria, RJ Reynolds, ITG Brands, Hershey, Kelloggs, Kraft, and Mars. We also market private label lines of water, candy products, batteries, and other products. We do not maintain any long-term purchase contracts with our suppliers.

RETAIL SEGMENT

Our Retail Segment is a specialty retailer of natural/organic groceries and dietary supplements which focuses on providing high quality products at affordable prices, with an exceptional level of customer service and nutritional consultation. All of the products carried in our stores must meet strict quality and ingredient guidelines, and include offerings such as gluten-free and antibiotic-free groceries and meat products, as well as products containing no artificial colors, flavors, preservatives, or partially hydrogenated oils. We design our retail sites in an efficient and flexible small-store format, which emphasizes a high energy and shopper-friendly environment.

We operate within the natural products retail industry, which is a subset of the U.S. grocery industry. This industry includes conventional, natural, gourmet and specialty food markets, mass and discount retailers, warehouse clubs, health food stores, dietary supplement retailers, drug stores, farmers markets, mail order and online retailers, and multi-level marketers.

Our Retail Segment operates fifteen retail health food stores as Chamberlin's Market & Café and Akin's Natural Foods Market. These stores carry over 32,000 different national and regionally branded and private label products including high-quality natural, organic, and specialty foods consisting of produce, baked goods, frozen foods, nutritional supplements, personal care items, and general merchandise. Chamberlin's, which was established in 1935, operates six stores in and around Orlando, Florida. Akin's, which was also established in 1935, has a total of nine locations in Arkansas, Missouri, Nebraska, and Oklahoma.

COMPETITIVE STRENGTHS

We believe that we benefit from a number of competitive strengths, including the following:

Industry Experience

The management teams for both of our business segments include substantial depth in the areas of finance, information technology, business development, retail store support, logistics, sales, and marketing. This experience is beneficial for the management of vendor and customer relationships as well as overall operational execution.

Flexible Distribution Capabilities and Customer Service Programs

Wholesale distributors typically provide convenience store retailers access to a broad product line, the ability to place small quantity orders, inventory management, and access to trade credit. As a large, full-service wholesale distributor, we offer retailers a wide array of manufacturer and Company sponsored sales and marketing programs, merchandising and product category management services, and the use of information systems that are focused on minimizing retailers' investment in inventory, while seeking to maximize their sales and profit.

The wholesale distribution industry is highly fragmented and historically has consisted of a large number of small, privately-owned businesses and a small number of large, full-service wholesale distributors serving multiple geographic regions. Relative to smaller competitors, large distributors such as our Company benefit from several competitive advantages including: increased purchasing power, the ability to service large chain accounts, economies of scale in sales and operations, and the resources to invest in information technology and other productivity-enhancing technologies.

Unique Product Selection

Our retail health foods business prides itself in carrying a broad and superior-quality selection of natural food products and vitamin supplements. The depth of our product offerings, combined with highly trained and knowledgeable in-store associates, has created a loyal customer following where our stores are sought out destinations, providing a personalized shopping experience.

BUSINESS STRATEGY

Our business strategy focuses on short, medium, and long term objectives designed to create shareholder value. Our strategic objectives are:

- Maximizing liquidity in the short term.
- Reducing debt, developing new customer focused technology applications, expanding our foodservice platform, and making continued investments in our retail health food and wellness business in the medium term.
- Growing both organically and through acquisitions, and expanding our geographic footprint in the long term.

To execute this strategy, our Company has rigorous operational processes in place designed to control costs, manage credit risk, monitor inventory levels, and maintain maximum liquidity. The success of our strategy, however, is ultimately dependent on our ability to provide superior service, develop leading edge technologies, and maintain an exceptional array of product offerings.

PRINCIPAL PRODUCTS

The sales of cigarettes represented 71% and 72% of our consolidated revenue in fiscal 2017 and fiscal 2016 respectively. Sales of candy, beverages, foodservice, groceries, health food products, paper products, health and beauty care products, and tobacco products represented approximately 29% of our consolidated revenue in fiscal 2017 and 28% in fiscal 2016.

INFORMATION ON SEGMENTS

Information about our segments is presented in Note 11 to the Consolidated Financial Statements included in this Annual Report.

COMPETITION—Wholesale Segment

Our Wholesale Segment has a significant presence in the regions in which we operate. There are, however, a number of both national and regional wholesale distributors operating in the same geographical regions as our Company, resulting in a highly competitive marketplace. Our principal competitors are national wholesalers such as McLane Co., Inc. (Temple, Texas) and Core-Mark International (San Francisco, California), as well as regional wholesalers such as Eby-Brown LLP (Chicago, Illinois), and H.T. Hackney (Knoxville, Tennessee) along with a host of smaller grocery and tobacco wholesalers. Most recently, Amazon has entered the grocery and natural foods business with its acquisition of Whole Foods Market which enhances their competitive position in the food and grocery category posing a threat not only to food and grocery retailers, but also to wholesale distribution companies should they decide to compete in that portion of the industry’s supply chain, including the distribution of products to convenience stores.

Competition within the wholesale distribution industry is primarily based on the range and quality of the services provided, pricing, variety of products offered, and the reliability of deliveries. Our larger competitors principally compete on pricing and breadth of product offerings, while our smaller competitors focus on customer service and their delivery arrangements.

We believe our business model positions us to compete with a wide range of competitors including national, regional, and local wholesalers. As the seventh (7th) largest convenience store distributor in the United States based on annual sales (according to Convenience Store News), our wholesale distribution business has sufficient economies of scale to offer competitive pricing as compared to national wholesalers. Additionally, we believe our flexible distribution and support model allows us to provide a high level of customized merchandising solutions.

COMPETITION—Retail Segment

Natural food and supplement retailing is an intensely competitive business. We face competition from a variety of sales channels including local, regional, and national retailers, specialty supermarkets, membership clubs, farmers markets, other natural foods stores, and internet and/or digital direct-to-consumer retailers, each of which competes with us on the basis of product selection, quality, customer service, and price.

The natural food retail industry is highly fragmented. According to The Natural Foods Merchandiser ("NFM"), there are approximately 10,000 natural food retail stores operating independently or as part of small retail chains and nearly 26,000 stores when national chains are included. These competitors include companies such as Whole Foods Markets, Trader Joe's, Sprouts Farmers Market, Natural Grocers, Luck's Market, Fresh Thyme Farmers Market, General Nutrition Centers ("GNC"), and Vitamin World, and other online competitors such as Amazon all who have embarked on aggressive expansion strategies. We also compete with specialty supermarkets, other and independent natural foods stores chains, small specialty stores, and restaurants. In recent years, conventional supermarkets and mass market outlets such Krogers, Albertsons, Walmart, and Costco have significantly increased their offerings of organic and natural products adding another layer of competition. Most recently, Amazon entered the grocery and natural foods business with its acquisition of Whole Foods Market which enhances their competitive position in the food and grocery category posing a threat to all food and grocery retailers.

SEASONALITY

Sales in the wholesale distribution industry are somewhat seasonal and tend to be higher in warm weather months during which our convenience store customers experience increased customer traffic. The warm weather months generally fall within the Company's third and fourth fiscal quarters. Our retail health food business does not generally experience significant seasonal fluctuations in its business.

GOVERNMENT REGULATION

AMCON is subject to regulation by federal, state and local governmental agencies, including but not limited to the U.S. Department of Agriculture, the U.S. Food and Drug Administration ("FDA"), the Occupational Safety and Health Administration ("OSHA"), the Bureau of Alcohol Tobacco and Firearms ("ATF") and the U.S. Department of Transportation ("DOT"). These regulatory agencies generally impose standards for product quality and sanitation, workplace safety, and security and distribution policies.

The Company operates in 25 states and is subject to state regulations related to the distribution and sale of cigarettes and tobacco products, generally in the form of licensing and bonding requirements. Additionally, both state and federal regulatory agencies have the ability to impose excise taxes on cigarette and tobacco products. In recent years a number of states, as well as the federal government, have increased the excise taxes levied on cigarettes and tobacco products. We expect this trend to continue as legislators look for alternatives to fund budget shortfalls and as a mechanism to discourage tobacco product use.

ENVIRONMENTAL MATTERS

All of AMCON's facilities and operations are subject to state and federal environmental regulations. The Company believes it is in compliance with all such regulations and is not aware of any violations that could have a material adverse effect on its financial condition or results of operations. Further, the Company has not been notified by any governmental authority of any potential liability or other claim in connection with any of its properties. The costs and effect on the Company to comply with state and federal environmental regulations were not significant during either fiscal 2017 or fiscal 2016.

EMPLOYEES

At September 2017, the Company had 684 full-time and 106 part-time employees, which together serve in the following areas:

Managerial	39
Administrative	91
Delivery	126
Sales & Marketing	253
Warehouse	281
Total Employees	790

Approximately thirty of our wholesale delivery employees in our Quincy, Illinois distribution center are represented by the International Association of Machinists and Aerospace Workers ("IAMAW"). The current labor agreement with the union is effective through December 2017. While the Company believes it has satisfactory relations with its employees and is in negotiations with representatives from the IAMAW, no assurances can be given that the Company will execute a new labor agreement prior to December 31, 2017.

CORPORATE AND AVAILABLE INFORMATION

The Company's principal executive offices are located at 7405 Irvington Road, Omaha, Nebraska 68122. The telephone number at that address is 402-331-3727 and our website address is www.amcon.com. We provide free access to the various reports we file with the United States Securities and Exchange Commission through our website. These reports include, but are not limited to, our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q. Please note that any internet addresses provided in this report are for information purposes only and are not intended to be hyperlinks. Accordingly, no information found and/or provided at such internet addresses is intended or deemed to be incorporated by reference herein.

You may also read and copy any materials we file with the Commission at the SEC's Public Reference Room at 100 F Street NE, Washington, DC 20549 on official business days during the hours of 10:00 a.m. to 3:00 p.m. You can get information about the Public Reference Room by calling 1-800-SEC-0330. The SEC also maintains a website at www.sec.gov which contains reports, proxies and other company information.

ITEM 1A. ***RISK FACTORS***

IN GENERAL

You should carefully consider the risks described below before making an investment decision concerning our securities.

If any of the following risks actually materialize, our business, financial condition or results of operations could be materially adversely affected. In that case, the trading price of our common stock could decline substantially. This Annual Report also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors, including the risks described below and elsewhere in this Annual Report. See "Forward Looking Statements" under Item 7 of this report for a discussion of forward looking statements.

RISK FACTORS RELATED TO THE WHOLESALE BUSINESS

- Regulation of Cigarette and Tobacco Products by the FDA May Negatively Impact Our Operations.

In 2009, the Family Smoking Prevention and Tobacco Control Act was signed into law which granted the FDA the authority to regulate the production, distribution, and marketing of tobacco products in the United States. Specifically, the legislation established an FDA office to regulate changes to nicotine yields, chemicals, flavors, ingredients, and the

labeling used to produce and market tobacco products. The FDA office is financed through user fees paid by tobacco companies, which is passed on to wholesale distributors and end consumers in the form of higher costs.

To date, most of the regulatory and compliance burden related to this legislation has fallen upon product manufacturers. However, if the FDA were to impose new regulations impacting wholesale distributors that we are not able to comply with, we could face remedial actions such as fines, suspension of product distribution rights, and/or termination of operations. Further, if the FDA were to issue product bans or product restrictions, our future revenue stream could materially decrease. If any of these items were to occur, our results from operations, cash flow, business, and overall financial condition could be negatively impacted.

- Our Sales Volume Is Largely Dependent upon the Distribution of Cigarette Products, Which is a Declining Sales Category.

The distribution of cigarettes represents a significant portion of our business. During fiscal 2017, approximately 71% of our consolidated revenues came from the distribution of cigarettes which generated approximately 20% of our consolidated gross profit. Due to manufacturer price increases, restrictions on advertising and promotions, regulation, higher excise and other taxes, health concerns, smoking bans, and other factors, the demand for cigarettes may continue to decline. If this occurs, our results from operations, cash flow, business, and overall financial condition could be negatively impacted.

- Cigarettes and Other Tobacco Products Are Subject to Substantial Excise Taxes and If These Taxes Are Increased, Our Sales of Cigarettes and Other Tobacco Products Could Decline.

Cigarette and tobacco products are subject to substantial excise taxes. Significant increases in cigarette-related taxes and fees have been imposed by city, state, and federal governments in recent years. Further, the evolving regulatory responsibilities of the FDA are being funded by fees imposed on tobacco companies. These fees have been passed on to wholesale distributors and end consumers in the form of higher prices for cigarette and tobacco products.

Increases in excise taxes and fees imposed by the FDA may reduce the long-term demand for cigarette and tobacco products and/or result in a sales shift from higher margin premium cigarette and tobacco products to lower margin deep-discount brands, while at the same time increasing the Company's accounts receivable risk and inventory carrying costs. If any of these events were to occur, our results from operations, cash flow, liquidity position, and overall financial condition could be negatively impacted.

- Divestiture and Consolidation Trends Within the Convenience Store Industry May Negatively Impact Our Operations.

Divestitures and consolidations within the convenience store industry reflect a trend that may result in customer losses for us if the acquiring entity is served by another wholesale distributor and we are unable to retain the business. If we were to lose a substantial volume of business because of these trends, our results from operations, cash flow, business, and overall financial condition could be negatively impacted.

- Volatility in Fuel Prices Could Reduce Profit Margins and Adversely Affect Our Business.

Increases or decreases in fuel prices can and do have an impact on our profit margins. If we are not able to meaningfully pass on these costs to customers, it could adversely impact our results of operations, business, cash flow, and financial condition.

- The Wholesale Distribution of Convenience Store Products Is Significantly Affected by Pricing Decisions and Promotional Programs Offered by Manufacturers and State Taxing Authorities.

We receive payments from the manufacturers of the products we distribute including allowances, discounts, volume rebates, and other merchandising incentives in connection with various incentive programs. In addition, we receive

discounts from states in connection with the purchase of excise stamps for cigarettes. If the manufacturers or states change or discontinue these programs or we are unable to maintain the volume of our sales, our results of operations, business, cash flow, and financial condition could be negatively affected. There are no assurances that the manufacturers or states will maintain these programs.

- Competition Within The Wholesale Distribution Industry May Have an Adverse Effect on Our Business.

The wholesale distribution industry is highly competitive. There are many distribution companies operating in the same geographical regions as our Company. Our Company's principal competitors are national and regional wholesalers, along with a host of smaller grocery and tobacco wholesalers. Most of these competitors generally offer a wide range of products at prices comparable to those offered by our Company. Some of our competitors have substantial financial resources and long-standing customer relationships. This competition may reduce our margins and/or cause a loss in market share, adversely impacting our results of operations, cash flow, and financial condition. Most recently, Amazon entered the grocery and natural foods business with its acquisition of Whole Foods Market which enhances their competitive position in the food and grocery category posing a threat not only to food and grocery retailers, but also to wholesale distribution companies should they decide to compete in that portion of the industry's supply chain, including the distribution of products to convenience stores.

- We Occasionally Purchase Cigarettes From Manufacturers Not Covered by The Tobacco Industry's Master Settlement Agreement ("MSA"), Which May Expose Us to Certain Potential Liabilities and Financial Risks for Which We Are Not Indemnified.

In 1994, the Mississippi attorney general brought an action against various tobacco industry members on behalf of the state to recover state funds paid for health-care costs related to tobacco use. Subsequently, most other states sued the major U.S. cigarette manufacturers based on similar theories. The cigarette manufacturer defendants settled the first four of these cases with Mississippi, Florida, Texas and Minnesota by separate agreements. These states are referred to as non-MSA states. In November 1998, the major U.S. tobacco product manufacturers entered into the MSA with 46 states, the District of Columbia and certain U.S. territories. The MSA and the other state settlement agreements settled health-care cost recovery actions and monetary claims relating to future conduct arising out of the use of, or exposure to, tobacco products, imposed a stream of future payment obligations on major U.S. cigarette manufacturers and placed significant restrictions on the ability to market and sell cigarettes. The payments required under the MSA resulted in the products sold by the participating manufacturers being priced at higher levels than the products sold by non-MSA manufacturers.

In order to limit our potential tobacco related liabilities, we try to limit our purchases of cigarettes from non-MSA manufacturers for sale in MSA states. The benefits of liability limitations and indemnities we are entitled to under the MSA do not apply to sales of cigarettes manufactured by non-MSA manufacturers. From time-to-time, however, we find it necessary to purchase a limited amount of cigarettes from non-MSA manufacturers. For example, during a transition period while integrating distribution operations from an acquisition we may need to purchase and distribute cigarettes manufactured by non-MSA manufacturers to satisfy the demands of customers of the acquired business. With respect to sales of such non-MSA cigarettes, we could be subject to litigation that could expose us to liabilities for which we would not be indemnified.

- If the Tobacco Industry's Master Settlement Agreement Is Invalidated, or Tobacco Manufacturers Cannot Meet Their Obligations to Indemnify Us, We Could Be Subject to Substantial Litigation Liability.

In connection with the MSA, we are indemnified by many of the tobacco product manufacturers from whom we purchase cigarettes and other tobacco products for liabilities arising from the sale of the tobacco products that they supply to us. However, if litigation challenging the validity of the MSA were to be successful and all or part of the MSA is invalidated, we could be subject to substantial litigation due to the sales of cigarettes and other tobacco products, and we may not be indemnified for such costs by the tobacco product manufacturers in the future. In addition, even if we continue to be indemnified by cigarette manufacturers that are parties to the MSA, future litigation awards against such cigarette manufacturers could be so large as to eliminate the ability of the manufacturers to satisfy their indemnification

obligations. Our results of operations, business, cash flow, and overall financial condition could be negatively impacted due to increased litigation costs and potential adverse rulings against us.

- We Face Competition From Sales of Deep-Discount Brands and Illicit and Other Low Priced Sales of Cigarettes.

Increased selling prices for cigarettes and higher cigarette taxes have resulted in the growth of deep-discount cigarette brands. Deep-discount cigarette brands are brands generally manufactured by companies that are not original participants to the MSA, and accordingly do not have cost structures burdened by the MSA. Since the MSA was signed, the category of deep-discount brands manufactured by smaller manufacturers or supplied by importers has grown substantially. If this growth continues, our results of operations, business cash flows, and overall financial condition would be negatively impacted.

RISK FACTORS RELATED TO THE RETAIL BUSINESS

- Increased Competition in the Retail Health Food Industry May Have an Adverse Effect on Our Business.

In our retail health food business, we compete with a wide range of well financed regional and national competitors such as Whole Foods Markets, Trader Joe's, Sprouts Farmers Market, Natural Grocers, Luck's Market, Fresh Thyme Farmers Market, General Nutrition Centers ("GNC"), and Vitamin World, and other online competitors such as Amazon all who have embarked on aggressive expansion strategies. Additionally, we compete with specialty supermarkets, other and independent natural foods stores chains, small specialty stores, and restaurants. Conventional supermarkets and mass market outlets such Krogers, Albertsons, Walmart, and Costco have also significantly increased their offerings of organic and natural products providing another layer of competition. Finally, if online shopping continues to grow in popularity and further disrupts traditional sales channels, it may present a significant direct risk to brick and mortar retailers. Most recently, Amazon entered the grocery and natural foods business with its acquisition of Whole Foods Market which enhances their competitive position in the food and grocery category posing a threat to all food and grocery retailers. Most of these competitors may have greater financial and marketing resources than our Company and may be able to devote greater resources to sourcing, promoting, and selling their products. In response to heightened competition, the Company is in the process of implementing a repositioning strategy for our retail business. This repositioning strategy calls for a wide range of initiatives including the possible addition of one or more of our new retail store prototypes per year into the foreseeable future. If our repositioning strategy in response to this increase in competition is not successful, it may have a material adverse effect on our results of operations, business, cash flow, and financial condition, and could potentially result in the impairment of assets within this business segment.

- Changes in the Availability of Quality Natural and Organic Products Could Impact Our Business.

There is no assurance that quality natural and organic products including dietary supplements, fresh and processed foods and vitamins will be available to meet our stores future needs. If conventional supermarkets increase their natural and organic product offerings or if new laws require the reformulation of certain products to meet tougher standards, the supply of these products may be constrained. Any significant disruption in the supply of quality natural and organic products could have a material adverse impact on our overall sales and product costs.

- Perishable Food Product Losses Could Materially Impact Our Results.

Our retail stores carry many perishable products which may result in significant product inventory losses in the event of extended power outages, natural disasters, or other catastrophic occurrences.

- A Reduction in Traffic to Anchor Stores in the Shopping Areas in Close Proximity to Our Stores Could Significantly Reduce Our Sales and Leave Us With Unsold Inventory, Which Could Have a Material Adverse Effect on Our Business, Financial Condition and Results of Operations.

Many of our stores are located in close proximity to shopping areas that also accommodate other well-known anchor stores. Sales at our stores are derived, in part, from the volume of traffic generated by the other anchor stores in the shopping areas where our stores are located. Customer traffic may be adversely affected by regional economic

downturns, a general downturn in the local area where our store is located, long-term nearby road construction projects, the closing of nearby anchor stores or other nearby stores or the decline of the shopping environment in a particular shopping area. Any of these events would reduce our sales and leave us with excess inventory, which could have a material adverse impact on our business, financial condition, and results of operation. In response to such events, we may be required to increase markdowns or initiate marketing promotions to reduce excess inventory, which would further decrease our gross profits and net income.

- If We Are Unable to Successfully Identify Market Trends and React to Changing Consumer Preferences in a Timely Manner, Our Sales May Decrease.

We believe our success depends, in substantial part, on our ability to:

- anticipate, identify and react to natural and organic grocery and dietary supplement trends and changing consumer preferences in a timely manner;

- translate market trends into appropriate, saleable product and service offerings in our stores before our competitors; and

- develop and maintain vendor relationships that provide us access to the newest merchandise on reasonable terms.

If we are unable to anticipate and satisfy consumer merchandise preferences in the regions where we operate, our sales may decrease, and we may be forced to increase markdowns of slow-moving merchandise, either of which could negatively impact our business, results of operations, cash flow, and financial condition.

- If We or Our Third-Party Suppliers Fail to Comply With Regulatory Requirements, or are Unable to Provide Products that Meet Our Specifications, Our Business and Our Reputation Could be Negatively Impacted.

If we or our third-party suppliers, including suppliers of our private label products, fail to comply with applicable regulatory requirements or to meet our specifications for quality, we could be required to take costly corrective action and our reputation could be negatively impacted. We do not own or operate any manufacturing facilities, and therefore depend upon independent third-party vendors to produce our private label branded products, such as vitamins, minerals, dietary supplements, body care products, food products and bottled water. Third-party suppliers of our private label products may not maintain adequate controls with respect to product specifications and quality. Such suppliers may be unable to produce products on a timely basis or in a manner consistent with regulatory requirements. Additionally, there are no assurances that we would be successful in finding new third-party suppliers that meet our quality guidelines if needed. If any of these events were to occur, our results from operations, cash flow, liquidity position, and overall financial condition could be negatively impacted.

RISK FACTORS RELATED TO ALL OF OUR BUSINESSES

- Employee Healthcare Benefits Represent a Significant Expense for Our Company and May Negatively Affect Our Profitability.

Healthcare represents a significant expense item for our Company and has been increasing in recent years similar to that of the general upward trend in healthcare costs nationwide. While we strive to control these costs through modifications to insurance coverage, including increasing co-pays and deductibles, there can be no assurance that we will be as successful in controlling such costs in the future. Continued increases in healthcare costs, as well as changes in laws, regulations, and assumptions used to calculate health and benefit expenses, may adversely affect our business, financial position and results of operations. In particular, changes mandated under the Patient Protection and Affordable Care Act and its overall impact on the healthcare industry may increase our healthcare costs and negatively impact our cost structure, cash flow, profitability, and overall financial condition.

- We May Be Subject to Product Liability Claims Which Could Adversely Affect Our Business.

We may face exposure to product liability claims in the event that the use of products sold by us is alleged to cause injury or illness. With respect to product liability claims, we believe that we have sufficient liability insurance coverage and indemnities from manufacturers. However, product liability insurance may not continue to be available at a reasonable cost, or, if available, may not be adequate to cover all of our liabilities. We generally seek contractual indemnification and insurance coverage from parties supplying the products we sell, but this indemnification or insurance coverage is limited, as a practical matter, to the creditworthiness of the indemnifying party and the insurance limits of any insurance provided by suppliers. If we do not have adequate insurance or if contractual indemnification is not available or if the counterparty cannot fulfill its indemnification obligation, product liability relating to allegedly defective products could materially adversely impact our results of operations, cash flow, business, and overall financial condition could be negatively impacted.

- Risk Associated with Insurance Plans Claims

The Company uses a combination of insurance and self-insurance plans to provide for the potential liabilities for workers' compensation, general liability, property insurance, director and officers' liability insurance, vehicle liability, and employee health care benefits. Liabilities associated with these risks are estimated by the Company, in part, by considering historical claims experience, demographic factors, severity factors, and other assumptions. Our results could be materially impacted by claims and other expenses related to such insurance plans if future occurrences and claims differ from these assumptions and historical trends.

- A Deterioration in Economic Conditions May Negatively Impact Sales in Both Our Business Segments

Our results of operations and financial condition are particularly sensitive to changes in the overall economy, including the level of consumer spending. Changes in discretionary spending patterns may decrease demand from our convenience store customers and/or impact the demand for natural food products in our retail health food stores as customers purchase cheaper product alternatives.

Additionally, many of our wholesale segment customers are thinly capitalized and their access to credit in the current business environment may be impacted by their ability to operate as a going concern, presenting additional credit risk for the Company. In a period of economic downturn or if the economy deteriorates, it could result in lower sales and profitability as well as customer credit defaults.

- Periods of Significant or Prolonged Inflation or Deflation Affect Our Product Costs and Profitability

Volatile product costs have a direct impact on our business. Prolonged periods of product cost inflation may have a negative impact on our profit margins and earnings to the extent that we are unable to pass on all or a portion of such product cost increases to our customers, which may have a negative impact on our business and our profitability. In addition, product cost inflation may negatively impact consumer spending decisions, which could adversely impact our sales. Conversely, our business may be adversely impacted by periods of prolonged product cost deflation because we make a significant portion of our sales at prices that are based on the cost of products we sell plus a percentage markup. As a result, our profit levels may be negatively impacted during periods of product cost deflation, even though our gross profit percentage may remain relatively constant.

- We Rely Heavily on Our Information Technology Systems to Operate Our Business. Any Disruptions to These Technology Systems Including Security Breaches, Cyber-Attacks, Malware, or Other Methods by Which Our Information Systems Could Be Compromised, May Have A Material Negative Impact on Our Business.

We rely extensively on our information technology systems to run all aspects of our business. If any of our information technology systems are damaged or made unavailable due to a wide range of issues such as power outages, computer and telecommunications failures, computer viruses, security breaches, malware, or compromised by any other method, it could have a material negative impact on our operations and profits.

- Adverse Publicity About Us or Lack of Confidence in The Products We Carry Could Negatively Impact Our Reputation and Reduce Earnings

Maintaining a good reputation and public confidence in the products we distribute is critical to our business. Anything that damages that reputation or the public's confidence in our products, whether or not justified, including adverse publicity about the quality, safety or integrity of our products, could quickly and adversely affect our revenues and profits. In addition, such adverse publicity may result in product liability claims, a loss of reputation, and product recalls which would have a material adverse effect on our sales and operations.

- Impairment Charges for Goodwill or Other Intangible Assets Could Adversely Affect Our Financial Condition and Results of Operations.

We are required to test annually goodwill and intangible assets with indefinite useful lives to determine if impairment has occurred. Additionally, interim reviews must be performed whenever events or changes in circumstances indicate that impairment may have occurred. If the testing performed indicates that impairment has occurred, we are required to record a non-cash impairment charge for the difference between the carrying value of the goodwill or other intangible assets and the implied fair value of the goodwill or other intangible assets in the period the determination is made.

The testing of goodwill and other intangible assets for impairment requires management to make significant estimates about our future performance and cash flows, as well as other assumptions. These estimates can be affected by numerous factors, including potential changes in economic, industry or market conditions, changes in business operations, changes in competition or changes in our stock price and market capitalization. Changes in these factors, or changes in actual performance compared with estimates of our future performance, may affect the fair value of goodwill or other intangible assets, which may result in an impairment charge. We cannot accurately predict the amount and timing of any impairment of assets. Should the value of goodwill or other intangible assets become impaired, our financial condition and results of operations may be adversely affected.

- Capital Needed for Expansion May Not Be Available.

The acquisition of other distributors or existing retail stores, the opening of new retail stores, and the development of new or expansion of existing production and distribution facilities requires significant amounts of capital. In the past, our growth has been funded primarily through proceeds from bank debt, private placements of equity and debt and internally generated cash flow. These and other sources of capital may not be available to us in the future, which could impair our ability to further expand our business.

- Covenants in Our Revolving Credit Facility May Restrict Our Ability to React to Changes Within Our Business or Industry.

Our revolving credit facility imposes certain restrictions on us that could increase our vulnerability to general adverse economic and industry conditions by limiting our flexibility in planning for and reacting to changes in our business and industry. Specifically, these restrictions limit our ability, among other things, to incur additional indebtedness, make distributions, pay dividends, issue stock of subsidiaries, make investments, repurchase stock, create liens, enter into transactions with affiliates, merge or consolidate, or transfer and sell our assets.

- Failure to Meet Restrictive Covenants in Our Revolving Credit Facility Could Result in Acceleration of the Facility and We May not be Able to Find Alternative Financing.

Under our credit facility, we are required to maintain a minimum debt service ratio if our excess availability falls below 10% of the maximum loan limit as defined in our revolving credit agreement. Our ability to comply with this covenant may be affected by factors beyond our control. If we breach, or if our lender contends that we have breached this covenant or any other restrictions, it could result in an event of default under our revolving credit facility, which would permit our lenders to declare all amounts outstanding thereunder to be immediately due and payable, and our lenders under our revolving credit facility could terminate their commitments to make further extensions of credit under our

revolving credit facility. Additionally, our real estate note payable includes a cross-default provision that would cause it to be in default and due immediately if our credit facility was deemed to be in default.

- We May Not Be Able to Obtain Capital or Borrow Funds to Provide Us with Sufficient Liquidity and Capital Resources Necessary to Meet Our Future Financial Obligations.

We expect that our principal sources of funds will be cash generated from our operations and if necessary, borrowings under our revolving credit facility. However, the current and future conditions in the credit markets may impact the availability of capital resources required to meet our future financial obligations, or to provide funds for our working capital, capital expenditures and other needs for the foreseeable future. We may require additional equity or debt financing to meet our working capital requirements or to fund our capital expenditures. We may not be able to obtain financing on terms satisfactory to us, or at all.

- We Depend on Relatively Few Suppliers for a Large Portion of Our Products, and Any Interruptions in the Supply of the Products That We Sell Could Adversely Affect Our Results of Operations and Financial Condition.

We do not have any long-term contracts with our suppliers committing them to provide products to us. Although our purchasing volume can provide leverage when dealing with suppliers, suppliers may not provide the products we sell in the quantities we request or on favorable terms. Because we do not control the actual production of the products we sell, we are also subject to delays caused by interruption in production based on conditions beyond our control. These conditions include job actions or strikes by employees of suppliers, inclement weather, drought, transportation interruptions, and natural disasters or other catastrophic events. Our inability to obtain adequate supplies of the products we sell as a result of any of the foregoing factors or otherwise, could cause us to fail to meet our obligations to our customers.

- We Would Lose Business if Cigarette or Other Manufacturers That We Use Decide to Engage in Direct Distribution of Their Products.

In the past, some large manufacturers have decided to engage in direct distribution of their products and eliminate distributors such as our Company. If other manufacturers make similar product distribution decisions in the future, our revenues and profits would be adversely affected and there can be no assurance that we will be able to take action to compensate for such losses.

- We Depend on Our Senior Management and Key Personnel.

We depend on the continued services and performance of our senior management and other key personnel. While we have employment agreements with certain key personnel, the loss of service from any of our executive officers or key employees could harm our business.

- We Operate in a Competitive Labor Market and Some of Our Employees Are Covered by Collective Bargaining Agreements.

We compete with other businesses in each of our markets with respect to attracting and retaining qualified employees. A shortage of qualified employees could require us to enhance our wage and benefits packages in order to compete effectively in the hiring and retention of qualified employees or to hire more expensive temporary employees.

In addition, at September 2017 approximately thirty of our delivery drivers in our Wholesale Segment are covered by a collective bargaining agreement with a labor organization, which expires in December 2017. If we were not able to renew our future labor agreements on similar terms, we may be unable to recover labor cost increases through increased prices or may suffer business interruptions as a result of strikes or other work stoppages.

- We Are Subject to Significant Governmental Regulation and If We Are Unable to Comply with Regulations That Affect Our Business or If There Are Substantial Changes in These Regulations, Our Business Could Be Adversely Affected.

As a distributor and retailer of food products, we are subject to regulation by the FDA. Our operations are also subject to regulation by OSHA, the Department of Transportation and other federal, state and local agencies. Each of these regulatory authorities has broad administrative powers with respect to our operations. If we fail to adequately comply with government regulations or regulations become more stringent, we could experience increased inspections, regulatory authorities could take remedial action including imposing fines or shutting down our operations or we could be subject to increased audit and compliance costs. If any of these events were to occur, our results of operations, business, cash flow, and financial condition would be adversely affected.

We cannot predict the impact that future laws, regulations, interpretations or applications, the effect of additional government regulations or administrative orders, when and if promulgated, or disparate federal, state and local regulatory schemes would have on our business in the future. They could, however, require the reformulation of certain products to meet new standards, the recall or discontinuance of certain products not able to be reformulated, additional record keeping, expanded documentation of the properties of certain products, expanded or different labeling and/or scientific substantiation. While we do not manufacture any products, any of the aforementioned items could disrupt the supply levels of inventory that we sell. Any or all of such requirements could have an adverse effect on our results of operations, business, cash flow, and financial condition.

RISK FACTORS RELATED TO OUR COMMON STOCK

- The Company Has Few Shareholders of Record And, If this Number Drops below 300, as was true as of September 30, 2017, the Company Will No Longer Be Obligated to Report under the Securities Exchange Act of 1934 and in Such Case We May Be Delisted from NYSE American, Reducing the Ability of Investors to Trade in Our Common Stock.

If the number of owners of record (including direct participants in the Depository Trust Company) of our common stock falls below 300, as was true as of September 30, 2017, our obligation to file reports under the Securities Exchange Act of 1934 could be suspended. If we take advantage of this right we will likely reduce administrative costs of complying with public company rules, but periodic and current information updates about the Company would not be available to investors. In addition, the common stock of the Company would be removed from listing on NYSE American. This would likely impact investors' ability to trade in our common stock.

- We Have Various Mechanisms in Place to Discourage Takeover Attempts, Which May Reduce or Eliminate Our Stockholders' Ability to Sell Their Shares for a Premium in a Change of Control Transaction.

Various provisions of our bylaws and of corporate law may discourage, delay or prevent a change in control or takeover attempt of our company by a third party that is opposed by our management and Board of Directors. These anti-takeover provisions could substantially impede the ability of public stockholders to benefit from a change of control or change in our management and Board of Directors. These provisions include:

- classification of our directors into three classes with respect to the time for which they hold office;
- supermajority voting requirements to amend the provision in our certificate of incorporation providing for the classification of our directors into three such classes;
- non-cumulative voting for directors;
- control by our Board of Directors of the size of our Board of Directors;

- limitations on the ability of stockholders to call special meetings of stockholders; and
- advance notice requirements for nominations of candidates for election to our Board of Directors or for proposing matters that can be acted upon by our stockholders at stockholder meetings.

ITEM 1B. *UNRESOLVED STAFF COMMENTS*

Not applicable.

ITEM 2. *PROPERTIES*

The location and approximate square footage of the Company's six distribution centers and fifteen retail stores at September 2017 are set forth below:

Location	Square Feet
Distribution—IL, MO, ND, NE, SD, & TN	641,000
Retail—AR, FL, MO, NE, & OK	150,400
Total Square Footage	791,400

Our Quincy, Illinois; Bismarck, North Dakota; and Rapid City, South Dakota distribution facilities are owned by our Company, and are subject to first mortgages granted to BMO Harris, NA ("BMO"). The Company leases its remaining distribution facilities, retail stores, offices, and certain equipment under noncancellable operating leases. Management believes that its existing facilities are adequate for the Company's present level of operations, however, larger facilities and additional cross-dock facilities and retail stores may be required if the Company experiences growth in certain market areas.

ITEM 3. *LEGAL PROCEEDINGS*

None.

ITEM 4. *MINE SAFETY DISCLOSURES*

Not applicable.

EXECUTIVE OFFICERS OF THE REGISTRANT

Executive officers of our Company are appointed by the Board of Directors and serve at the discretion of the Board. The following table sets forth certain information with respect to all executive officers of our Company.

Name	Age	Position
Christopher H. Atayan	57	Chairman of the Board, Chief Executive Officer, Director
Kathleen M. Evans	70	President, Director
Andrew C. Plummer	43	Vice President, Chief Financial Officer, and Secretary

CHRISTOPHER H. ATAYAN has served in various senior executive positions with the Company since March 2006, including his service as Chairman of the Board since January 2008 and Chief Executive Officer since October 2006, and has been a director of the Company since 2004. Mr. Atayan has served as the Senior Managing Director of Slusser Associates, a private equity and investment banking firm, since 1988, and has been engaged in private equity and investment banking since 1982. He also serves on the Board of Eastek Holdings, LLC, a manufacturing company.

KATHLEEN M. EVANS has been President of the Company since 1991. Prior to that time, Ms. Evans served as Vice President of the AMCON Corporation from 1985 to 1991. From 1978 to 1985, Ms. Evans acted in various capacities with AMCON Corporation and its operating subsidiaries.

ANDREW C. PLUMMER has served as the Company's Chief Financial Officer and Secretary since January 2007. From 2004 to 2007, Mr. Plummer served the Company in various roles including Acting Chief Financial Officer, Corporate Controller, and Manager of SEC Compliance. Prior to joining AMCON in 2004, Mr. Plummer practiced public accounting, primarily with the accounting firm Deloitte and Touche, LLP.

PART II

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

MARKET FOR COMMON STOCK

The Company's common stock trades on NYSE American under the trading symbol "DIT". As of October 31, 2017, the closing price of our common stock on NYSE American was $90.00 and there were 690,657 common shares outstanding. As of that date, the Company had approximately 607 persons holding common shares beneficially of which approximately 132 are shareholders of record (including direct participants in the Depository Trust Company). The following table reflects the range of the high and low closing prices per share of the Company's common stock reported by NYSE American for fiscal 2017 and 2016.

	Fiscal 2017		Fiscal 2016	
	High	Low	High	Low
4th Quarter	$111.35	$86.35	$92.99	$88.98
3rd Quarter	107.00	94.03	89.62	80.05
2nd Quarter	121.05	97.65	82.76	70.09
1st Quarter	115.30	88.32	85.00	76.15

DIVIDEND POLICY

On a quarterly basis, the Company's Board of Directors evaluates the potential declaration of dividend payments on the Company's common stock. Our dividend policy is intended to return capital to shareholders when it is most appropriate. The Company's revolving credit facility provides that the Company may not pay dividends on its common shares in excess of $1.00 per common share on an annual basis. There is no limit on dividend payments provided that certain excess availability measurements have been maintained for the thirty day period immediately prior to the payment of any such dividends or distributions, and immediately after giving effect to any such dividend or distribution payments, the Company has a fixed charge coverage ratio of at least 1.10 to 1.0 as defined in the credit facility agreement.

Our Board of Directors could decide to alter our dividend policy or not pay quarterly dividends at any time in the future. Such an action by the Board of Directors could result from, among other reasons, changes in the marketplace, changes in our performance or capital needs, changes in federal income tax laws, disruptions in the capital markets, or other events affecting our business, liquidity or financial position. The Company paid cash dividends of $0.7 million, or $1.00 per common share, during both fiscal 2017 and fiscal 2016.

Prior to the conversion of the Company's Series A and B Convertible Preferred Stock ("Convertible Preferred Stock") into common stock during fiscal 2016, the Company paid cash dividends on its Convertible Preferred Stock. The Company paid dividends on its Convertible Preferred Stock during fiscal 2016 totaling $0.2 million.

REPURCHASE OF COMPANY SHARES

The Company repurchased a total of 12,036 and 56,391 shares of its common stock during fiscal 2017 and fiscal 2016, respectively, for cash totaling approximately $1.1 million and $4.8 million, respectively. All repurchased shares were recorded in treasury stock at cost. At September 2017, 49,068 shares of the Company's common shares remained authorized for repurchase in either the open market or privately negotiated transactions, as previously approved by the Company's Board of Directors. In October 2017, our Board of Directors renewed the repurchase authorization for 50,000 shares of the Company's common stock.

During the fourth quarter of fiscal 2017, the Company repurchased shares of its common stock for cash totaling approximately $0.1 million. The following table summarizes these repurchases made by or on behalf of our Company or certain affiliated purchasers of shares of our common stock for the quarterly period ended September 30, 2017:

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs*
July 1-31, 2017	578	$ 93.50	578	49,422
August 1 - 31, 2017	354	92.60	354	49,068
September 1 - 30, 2017	—	—	—	49,068
Total	932	$ 93.16	932	49,068

* In December 2016, our Board of Directors authorized purchases of up to 50,000 shares of our Company's common stock in open market or negotiated transactions. Management was given discretion to determine the number and pricing of the shares to be purchased, as well as the timing of any such purchases. In October 2017 and subsequent to the end of fiscal 2017, our Board of Directors renewed the repurchase authorization for 50,000 shares.

EQUITY COMPENSATION PLAN INFORMATION

We refer you to Item 12 of this report for the information required by Item 201(d) of SEC Regulation S-K.

ITEM 6. ***SELECTED FINANCIAL DATA***

Not applicable.

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

Overview

The following discussion should be read in conjunction with the Consolidated Financial Statements and Notes to the Consolidated Financial Statements under Item 8 and other information in this report, including Critical Accounting Policies and Cautionary Information included at the end of this Item 7. The following discussion and analysis includes the results of operations for the twelve month periods ended September 2017 and September 2016. For more information regarding our business segments, see Item 1 "Business" of this Annual Report.

Business Update—Wholesale Segment

The convenience store industry ("Industry") we serve continues to perform well relative to other retail formats. Similar to other retail sectors, however, the Industry is transforming in response to changes in consumer shopping habits and technology.

A number of ongoing trends continue to impact the Industry. First, the long term demand trend for cigarettes continues to decline as fewer individuals smoke, in part because of the impact of higher excise taxes. Secondly, the lines between convenience stores and other retail formats continues to blur as quick serve restaurants ("QSRs"), drugstores, dollar stores, and smaller conventional grocery stores all add competing products and services. Lastly, the demand for food away from home continues to grow, fueling the demand for new and innovative foodservice solutions across all retail formats. These trends have resulted in a highly competitive pricing environment across the entire Industry at all levels, and is driving new rounds of consolidation at both the convenience store and distributor level. In particular, we are increasingly seeing smaller distributors come to market as the economics of their business model becomes less attractive.

Our long term growth strategy for our wholesale business reflects this operating environment. Independent convenience store owners are increasingly looking to our Company to assist them in areas such as category and profitability management, and for new technology solutions. Additionally, the interest in building new non-tobacco revenue streams continues to accelerate among convenience store owners.

While many traditional consumer package goods (CPG) companies struggle with modest growth prospects, the convenience store channel remains a relatively bright spot for CPG manufacturers. Because of this, CPG manufacturers have been highly focused on new product innovation and responding to a rapidly changing retail environment. Accordingly, CPG companies continue to rely heavily on convenience store distributors to help them build and maintain this important sales channel.

Given these market dynamics, our long term strategic plan is centered around three core areas: 1) expanding our geographic footprint either through strategic acquisitions or establishing new distribution centers, 2) expanding our foodservice platform, and 3) ongoing investments in our information technology applications as a means of differentiation and long term customer retention.

We remain optimistic about the future of the Industry and our leadership position as one of the largest distributors in a highly fragmented market. Many of the changes in technology and consumer behavior which are reshaping the retail sector are focused around shopping convenience. In an operating environment that rewards speed, we believe the convenience store industry is well positioned to capitalize on the forces which are currently transforming all of retail.

Business Update—Retail Segment

All retail sectors continue to experience a tremendous structural shift driven by increased competition, changes in the types of products being demanded, how consumers shop and engage with retailers.

In the food retailing industry, the changes have been profound as conventional grocery stores, mass merchants, and web based shopping formats such as Krogers, Albertsons, Walmart, Costco have all greatly expanded their natural product offerings. Additionally, regional and national health food retailers such as Sprouts Farmers Market, Natural Grocers, Trader Joe's, Lucky's Market, and Fresh Thyme Farmers Market all continue to expand. Most recently, the nation's largest health food retailer (Whole Foods Market) was acquired by Amazon. These factors have impacted sales across the health food industry and our stores have been no exception.

Despite a challenging operating environment, small and independent health food retailers continue to survive and thrive in this hyper-competitive landscape. This is due in part to the nimble business strategies deployed by smaller retailers, in addition to their ongoing role in the overall health food ecosystem in which they serve as the initial launching pad for most new products, brands, and innovations. Because smaller health food retailers often serve as a first point of market entry for new products, they typically carry a highly differentiated product mix and level of service not found at their big box competitors.

In the prior fiscal year (fiscal 2016), our Company outlined a multi-year strategic plan to reposition our retail business and more fully leverage the strength of our local brands which dates back to the 1930's. This strategic plan is centered around four functional areas including: 1) targeted closure of non-performing stores, 2) selectively remodeling existing stores and adding new stores which incorporate modern design themes and convenience shopping attributes, 3) the implementation of a comprehensive program to optimize our merchandising strategy, and 4) the introduction of a new branding and marketing program.

Our management team has moved quickly in executing this strategic plan and to date has successfully completed a wide range of initiatives including the following:

- Named a new leadership team over our retail business in late September 2016
- Opened one new store in our Florida market in late September 2016
- Closed one non-performing store in our Midwest market during fiscal 2017
- Developed new store proto-type based on our "Total Wellness Solution" concept
- Re-imaged store branding, product labeling, and in-store signage
- Introduced new multi-channel marketing campaign with the assistance of professional marketing agencies (radio, print, web, direct mail)
- Implemented a program to build comprehensive email marketing campaigns and build a robust social media presence
- Completed a beta version for a new website which will offer enhanced ecommerce capabilities
- Completed one major remodeling project for an existing store during fiscal 2017
- Completed enhancement projects for two existing stores during fiscal 2017
- Completed the build-out of a new store in our Florida market which opened in October 2017

Our "Total Wellness Solution" store proto-types ("proto-type") have been well received by customers and have demonstrated attractive unit economics. This proto-type re-invents the customer experience with a completely redesigned store perimeter which offers expanded selections in areas such as local and fresh products, on-the-go meal kits, larger produce, dairy and beverage sections, "all natural" smoothie bars, and featured wine selections. This new proto-type also calls for a smaller physical footprint which decreases our initial development costs and lowers our ongoing overhead and maintenance costs.

An important element of our new proto-type is the use of modern design attributes to help increase the frequency of customer visits, drive customers towards add-on purchases in other higher margin product categories such as health and beauty and vitamin supplements, and ultimately to help increase our average basket size. Importantly, our new proto-type stores have not been designed for direct head-to-head competition against larger big box retailers whose stores often range between 25,000 and 50,000 square feet in size. Rather, our new proto-type stores are focused on winning business from time constrained consumers who desire quick and easy store access and a more personalized level of service.

Forward looking, we believe that health food and wellness retailing will remain an attractive sector long term and that our current business strategy will position us well to capture growth in this area. Further, we believe our new store proto-type presents us with a highly competitive retail format and that the market potential is such that we can add one or more new stores deploying this proto-type per year into the foreseeable future.

Results of Operations

The following table sets forth an analysis of various components of the Company's Statement of Operations as a percentage of sales for fiscal years 2017 and 2016:

	Fiscal Years	
	2017	2016
Sales	100.0 %	100.0 %
Cost of sales	94.3	94.2
Gross profit	5.7	5.8
Selling, general and administrative expenses	5.0	4.8
Depreciation and amortization	0.2	0.2
Operating income	0.5	0.8
Interest expense	0.1	0.1
Income before income taxes	0.4	0.7
Income tax expense	0.2	0.3
Net income	0.2	0.4
Preferred stock dividend requirements	—	—
Net income available to common shareholders	0.2 %	0.4 %

	Fiscal Years		
(In millions)	2017	2016	Incr (Decr) (2)
CONSOLIDATED:			
Sales(1)	$ 1,275.0	$1,294.6	$ (19.6)
Cost of sales	1,202.5	1,219.9	(17.4)
Gross profit	72.4	74.8	(2.4)
Gross profit percentage	5.7 %	5.8 %	
Operating expense	$ 66.2	$ 63.9	$ 2.3
Operating income	6.2	10.9	(4.7)
Interest expense	0.8	0.7	0.1
Income tax expense	2.5	4.3	(1.8)
Net income	2.9	6.0	(3.1)
BUSINESS SEGMENTS:			
Wholesale			
Sales	$ 1,249.6	$1,267.2	$ (17.6)
Gross profit	61.7	62.9	(1.2)
Gross profit percentage	4.9 %	5.0 %	
Retail			
Sales	$ 25.4	$ 27.4	$ (2.0)
Gross profit	10.7	11.8	(1.1)
Gross profit percentage	42.1 %	43.2 %	

(1) Sales are reported net of costs associated with incentives provided to retailers. These incentives totaled $24.1 million in fiscal 2017 and $23.1 million in fiscal 2016.

(2) Calculated based on rounded numbers as presented in the table.

SALES

Changes in sales are driven by two primary components:

(i) changes to selling prices, which are largely controlled by our product suppliers, and excise taxes imposed on cigarettes and tobacco products by various states; and

(ii) changes in the volume of products sold to our customers, either due to a change in purchasing patterns resulting from consumer preferences or the fluctuation in the comparable number of business days in our reporting period.

SALES—Fiscal 2017 vs. Fiscal 2016

Sales in our Wholesale Segment decreased $17.6 million during fiscal 2017 as compared to Fiscal 2016. Significant items impacting sales during fiscal 2017 included a $47.4 million decrease in sales related to the volume and mix of cigarette cartons sold. This decrease was partially offset by a $27.5 million increase in sales related to price increases implemented by cigarette manufacturers and a $2.3 million increase in sales related to higher sales volume in our tobacco, beverage, snacks, candy, grocery, health & beauty products, automotive, foodservice, and store supplies categories (“Other Products”).

Sales in our Retail Segment decreased $2.0 million in fiscal 2017 as compared to Fiscal 2016. This change was primarily related to the net impact of relocating one store in our Florida market, the closure of one store in our Midwest market, and lower sales in our remaining stores which have been impacted by increased competition.

GROSS PROFIT—Fiscal 2017 vs. Fiscal 2016

Our gross profit does not include fulfillment costs and costs related to the distribution network which are included in selling, general and administrative costs, and may not be comparable to those of other entities. Some entities may classify such costs as a component of cost of sales. Cost of sales, a component used in determining gross profit, for the wholesale and retail segments includes the cost of products purchased from manufacturers, less incentives we receive which are netted against such costs.

Gross profit in our Wholesale Segment decreased $1.2 million during fiscal 2017 as compared to fiscal 2016. This decrease was primarily related to the volume and mix of cigarette cartons sold during fiscal 2017. Gross profit in our Retail Segment decreased $1.1 million during fiscal 2017 as compared to fiscal 2016, primarily related to lower sales volumes.

OPERATING EXPENSE—Fiscal 2017 vs. Fiscal 2016

Operating expense includes selling, general and administrative expenses and depreciation and amortization. Selling, general, and administrative expenses include costs related to our sales, warehouse, delivery and administrative departments for all segments. Specifically, purchasing and receiving costs, warehousing costs and costs of picking and loading customer orders are all classified as selling, general and administrative expenses. Our most significant expenses relate to employee and facility costs, equipment leases, transportation costs, fuel costs, insurance, and professional fees.

Our fiscal 2017 operating expenses increased $2.3 million as compared to fiscal 2016. Significant items impacting fiscal 2017 operating expenses included a $1.6 million increase in our wholesale operating expenses primarily related to higher health insurance, fuel, employee benefits, and other operating expenses, and a $0.7 million increase in our retail operating expenses primarily related to the execution of our repositioning strategy for that business (i.e. staffing, marketing, promotion, etc.).

INCOME TAX EXPENSE —Fiscal 2017 vs. Fiscal 2016

The change in the fiscal 2017 income tax rate as compared to fiscal 2016, is primarily related to nondeductible compensation expense in relation to the amount of income from operations before income tax expense between the comparative periods.

Liquidity and Capital Resources

The Company's variability in cash flows from operating activities is dependent on the timing of inventory purchases and seasonal fluctuations. For example, periodically we have inventory "buy-in" opportunities which offer more favorable pricing terms. As a result, we may have to hold inventory for a period longer than the payment terms. This generates a cash outflow from operating activities which we expect to reverse in later periods. Additionally, during the warm weather months which is our peak time of operations, we generally carry higher amounts of inventory to ensure high fill rates and customer satisfaction.

In general, the Company finances its operations through a credit agreement (the "Facility") with Bank of America acting as the senior agent and with BMO Harris Bank participating in the loan syndication. The Facility which was due to expire in July 2018 was renewed in November 2017, subsequent to the end of fiscal 2017. The renewed credit facility has substantially the same terms as those provided for in the credit facility agreement in place at September 2017 and has a November 2022 maturity date. The significant terms of the Facility agreement in place at September 2017 included the following:

- A July 2018 maturity date without a penalty for prepayment.
- $70.0 million revolving credit limit.
- Loan accordion allowing the Company to increase the size of the credit facility agreement by $25.0 million.
- A provision providing an additional $10.0 million of credit advances for certain inventory purchases.
- Evergreen renewal clause automatically renewing the agreement for one year unless either the borrower or lender provides written notice terminating the agreement at least 90 days prior to the end of any original or renewal term of the agreement.
- The Facility bears interest at either the bank's prime rate, or at LIBOR plus 125 - 175 basis points depending on certain credit facility utilization measures, at the election of the Company.
- Lending limits subject to accounts receivable and inventory limitations.
- An unused commitment fee equal to one-quarter of one percent ($^{1}/_{4}$%) per annum on the difference between the maximum loan limit and average monthly borrowings.
- Secured by collateral including all of the Company's equipment, intangibles, inventories, and accounts receivable.
- A financial covenant requiring a fixed charge coverage ratio of at least 1.0 as measured by the previous twelve month period then ended only if excess availability falls below 10% of the maximum loan limit as defined in the credit agreement. The Company's availability has not fallen below 10% of the maximum loan limit and the Company's fixed charge coverage ratio is over 1.0.

- Provides that the Company may not pay dividends on its common stock in excess of $1.00 per share on an annual basis. There is, however, no limit on common stock dividends if certain excess availability measurements have been maintained for the thirty day period immediately prior to the payment of any such dividends or distributions and if immediately after giving effect to any such dividend or distribution payments the Company has a fixed charge coverage ratio of at least 1.10 to 1.0 as defined in the credit facility agreement.

The amount available for use on the Facility at any given time is subject to a number of factors including eligible accounts receivable and inventory balances that fluctuate day-to-day. Based on our collateral and loan limits as defined in the Facility agreement, the credit limit of the Facility at September 2017 was $69.6 million, of which $29.0 million was outstanding, leaving $40.6 million available.

At September 2017, the revolving portion of the Company's Facility balance bore interest based on the bank's prime rate and various short-term LIBOR rate elections made by the Company. The average interest rate was 3.56% at September 2017.

During fiscal 2017, our peak borrowings under the Facility were $45.0 million and our average borrowings and average availability was $20.4 million and $45.9 million, respectively. Our availability to borrow under the Facility generally decreases as inventory and accounts receivable levels increase because of the borrowing limitations that are placed on collateralized assets. At September 2017, our inventory and Facility had increased in comparison to September 2016 primarily related to opportunistic inventory purchases. We expect our inventory and Facility will return to normalized levels during the first quarter of fiscal 2018 as the associated inventory is sold and the Facility is paid down. In October 2017, the Company renewed the Facility (see Note 13).

Cross Default and Co-Terminus Provisions

The Company owns real estate in Bismarck, ND, Quincy, IL, and Rapid City, SD, which is financed through a single term loan with BMO Harris Bank (the "Real Estate Loan") which is also a participant lender on the Company's revolving line of credit. The Real Estate Loan contains cross default provisions which cause it to be considered in default if the loans where BMO is a lender, including the revolving credit facility, is in default. There were no such cross defaults at September 2017. In addition, the Real Estate Loan contains co-terminus provisions which require all loans with BMO to be paid in full if any of the loans are paid in full prior to the end of their specified terms.

Other

The Company has issued a letter of credit for $0.4 million to its workers' compensation insurance carrier as part of its self-insured loss control program.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Liquidity Risk

The Company's liquidity position is significantly influenced by its ability to maintain sufficient levels of working capital. For our Company and industry in general, customer credit risk and ongoing access to bank credit heavily influence liquidity positions.

The Company does not currently hedge its exposure to interest rate risk or fuel costs. Accordingly, significant price movements in these areas can and do impact the Company's profitability.

While the Company believes its liquidity position going forward will be adequate to sustain operations, a precipitous change in operating environment could materially impact the Company's future revenue stream as well as its ability to collect on customer accounts receivable or secure bank credit.

OTHER MATTERS—Critical Accounting Estimates

GENERAL

The Consolidated Financial Statements of the Company are prepared in accordance with U.S. generally accepted accounting principles, which require the Company to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, net revenue and expenses, and the disclosure of contingent assets and liabilities. The Company bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The Company believes that the accounting estimates employed and the resulting balances are reasonable; however, actual results may differ from these estimates under different assumptions or conditions.

The Company believes the following critical accounting policies reflect the significant estimates and assumptions used in the preparation of the Consolidated Financial Statements. Our critical accounting estimates are set forth below and have not changed during fiscal 2017.

ALLOWANCE FOR DOUBTFUL ACCOUNTS

NATURE OF ESTIMATES REQUIRED. The allowance for doubtful accounts represents our estimate of uncollectible accounts receivable at the balance sheet date. We monitor our credit exposure on a daily basis and regularly assess the adequacy of our allowance for doubtful accounts. Because credit losses can vary significantly over time, estimating the required allowance requires a number of assumptions that are uncertain.

ASSUMPTIONS AND APPROACH USED. We estimate our required allowance for doubtful accounts using the following key assumptions.

- Historical collections—Represented as the amount of historical uncollectible accounts as a percent of total accounts receivable.

- Specific credit exposure on certain accounts—Identified based on management's review of the accounts receivable portfolio and taking into account the financial wherewithal of particular customers that management deems to have a higher risk of collection.

- Market conditions—We consider a broad range of industry trends and macro-economic issues which may impact the creditworthiness of our customers.

INVENTORIES

NATURE OF ESTIMATES REQUIRED. In our businesses, we carry large quantities and dollar amounts of inventory. Inventories primarily consist of finished products purchased in bulk quantities to be sold to our customers. Given the large quantities and broad range of products we carry, there is a risk that inventory may become impaired because it has become unsaleable or unrefundable, slow moving, obsolete, or because it has been discontinued. The use of estimates is required in determining the salvage value of this inventory.

ASSUMPTIONS AND APPROACH USED. We estimate our inventory obsolescence reserve at each balance sheet date based on the following criteria:

- Slow moving products—Items identified as slow moving are evaluated on a case-by-case basis for impairment.

- Obsolete/discontinued inventory—Products identified that are near or beyond their expiration dates. We may also discontinue carrying certain product lines for our customers. As a result, we estimate the market value of this inventory as if it were to be liquidated.

- Estimated salvage value/sales price—The salvage value of the inventory is estimated using management's evaluation of the congestion in the distribution channels and experience with brokers and inventory liquidators to determine the salvage value of the inventory.

DEPRECIATION, AMORTIZATION AND IMPAIRMENT OF LONG-LIVED ASSETS, INCLUDING GOODWILL

Long-lived assets consist primarily of property and equipment, intangible assets, and goodwill acquired in business combinations. Property and equipment and amortizable identified intangible assets are assigned useful lives ranging from 2 to 40 years. Indefinite-lived intangible assets and goodwill are not amortized. Impairment of the Company's long-lived assets is assessed during the Company's fourth fiscal quarter using both qualitative and quantitative analysis, or whenever events or circumstances change that indicate the carrying value of such long-lived assets may not be recoverable. The Company recorded no impairment charges during either fiscal 2017 or fiscal 2016.

NATURE OF ESTIMATES REQUIRED. Management has to estimate the useful lives of the Company's long lived assets. In regard to the Company's impairment analysis, the most significant assumptions include management's estimate of the annual growth rate used to project future sales and expenses.

ASSUMPTIONS AND APPROACH USED. For property and equipment, depreciable lives are based on our accounting policy which is intended to mirror the expected useful life of the asset. In determining the estimated useful life of amortizable intangible assets, such as customer lists, we rely on our historical experience in addition to estimates of how long certain assets will generate cash flows. If impairment indicators arise, we then evaluate the potential impairment of property and equipment and amortizable identifiable intangible assets using an undiscounted future cash flow approach.

When evaluating the potential impairment of non-amortizable indefinite-lived assets and goodwill we first assess a range of qualitative factors, including but not limited to, macroeconomic conditions, industry conditions, the competitive environment, changes in the market for the Company's products and services, regulatory and political developments, entity specific factors such as strategy and changes in key personnel, and the overall financial performance for each of the Company's reporting units. If after completing this assessment, it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying value, we proceed to a two-step impairment testing methodology using the income approach (discounted cash flow method).

A discounted cash flow methodology requires estimation in (i) forecasting future earnings (ii) determining the discount rate applicable to the earnings stream being discounted, and (iii) computing a terminal value at some point in the future. The forecast of future earnings is an estimate of future financial performance based on current year results and management's evaluation of the market potential for growth. The discount rate is a weighted average cost of capital using a targeted debt-to-equity ratio using the industry average under the assumption that it represents our optimal capital structure and can be achieved in a reasonable time period. The terminal value is determined using a commonly accepted growth model.

INSURANCE

The Company's insurance for workers' compensation, general liability and employee-related health care benefits are provided through high-deductible or self-insured programs. As a result, the Company accrues for its workers' compensation liability based upon claim reserves established with the assistance of a third-party administrator, which are then trended and developed. The reserves are evaluated at the end of each reporting period. Due to the uncertainty involved with the realization of claims incurred but unreported, management is required to make estimates of these claims.

ASSUMPTIONS AND APPROACH USED. In order to estimate our reserve for incurred but unreported claims we consider the following key factors:

Employee Health Insurance Claims

- Historical claims experience—We review loss runs for each month to calculate the average monthly claims experience.

- Lag period for reporting claims—Based on our analysis, our experience is such that we have a minimum of a one month lag period in which claims are reported.

Workers' Compensation Insurance Claims

- Historical claims experience—We review prior years' loss runs to estimate the average annual expected claims and review monthly loss runs to compare our estimates to actual claims.

- Lag period for reporting claims—We review claims trends and use standard insurance industry loss models to develop reserves on reported claims in order to estimate the amount of incurred but unreported claims.

INCOME TAXES

The Company accounts for its income taxes by recording taxes payable or refundable for the current year and deferred tax assets and liabilities for the future tax consequences of events that have been recognized in our financial statements or tax returns. These expected future tax consequences are measured based on provisions of tax law as currently enacted; the effects of future changes in tax laws are not anticipated. Future tax law changes, such as a change in the corporate tax rate, could have a material impact on our financial condition or results of operations.

On a periodic basis, we assess the likelihood that our deferred tax assets will be recovered from future taxable income and establish a related valuation allowance as appropriate. In performing our evaluation, we consider all available evidence, both positive and negative, to determine whether, based on the weight of the evidence, a valuation allowance is needed. Evidence used includes information about our current financial position and our results of operations for the current and preceding years, as well as all currently available information about future years, including our anticipated future performance, the reversal of deferred tax liabilities and tax planning strategies. When appropriate, we record a valuation allowance against deferred tax assets to offset future tax benefits that may not be realized.

ASSUMPTIONS AND APPROACH USED. In determining whether a valuation allowance is appropriate, we consider whether it is more likely than not that all or some portion of our deferred tax assets will not be realized, based in part upon management's judgments regarding future events.

In making that estimate we consider the following key factors:

- our current financial position;

- historical financial information;

- future reversals of existing taxable temporary differences;

- future taxable income exclusive of reversing temporary differences and carryforwards;

- taxable income in prior carryback years; and

- tax planning strategies.

REVENUE RECOGNITION

We recognize revenue in our Wholesale Segment when products are delivered to customers (which generally is the same day products are shipped) and in our retail health food segment when products are sold to consumers. Sales are shown net of returns, discounts, and sales incentives to customers.

NATURE OF ESTIMATES REQUIRED. We estimate and reserve for anticipated sales discounts. We also estimate and provide a reserve for anticipated sales incentives to customers when earned under established program requirements.

ASSUMPTIONS AND APPROACH USED. We estimate the sales reserves using the following criteria:

- Sales discounts—We use historical experience to estimate the amount of accounts receivable that will not be collected due to customers taking advantage of authorized term discounts.

- Volume sales incentives—We use historical experience in combination with quarterly reviews of customers' sales progress in order to estimate the amount of volume incentives due to the customers on a periodic basis.

Our estimates and assumptions for each of the aforementioned critical accounting estimates have not changed materially during the periods presented, nor are we aware of any reasons that they would be reasonably likely to change in the future.

ACCOUNTING PRONOUNCEMENTS

Accounting Pronouncement Adopted

In November 2015, the Financial Accounting Standards Board ("FASB") issued ASU No. 2015-17, "Income Taxes: Balance Sheet Classification of Deferred Taxes" ("ASU 2015-17") which was effective for fiscal years beginning December 15, 2016 (fiscal 2018 for the Company). ASU 2015-17 required that deferred tax assets and liabilities be net and classified as noncurrent on the balance sheet rather than presenting deferred taxes into current and noncurrent amounts. The Company elected to early adopt ASU 2015-07 effective for the fiscal year ending September 30, 2017. The Company applied the new guidance on a retrospective basis, resulting in a reclassification of current deferred tax assets totaling $1.4 million against long term deferred tax liabilities in the Company's Consolidated Balance Sheet as of September 30, 2016. The adoption of this ASU had no impact on the Company's Consolidated Statement of Operations.

New Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-11, "Simplifying the Measurement of Inventory" ("ASU 2015-11"). ASU 2015-11 requires an entity to measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using last-in, first-out ("LIFO") or the retail inventory method. This ASU is effective for fiscal years beginning after December 15, 2016 (fiscal 2018 for the Company). The amendments should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. We do not believe the adoption of this ASU will have a material impact on our consolidated financial statements.

In March 2016, FASB issued ASU No. 2016-09, "Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting" ("ASU 2016-09"). ASU 2016-09 simplifies several aspects of how companies account for share-based compensation, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statements of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016 (fiscal 2018 for the Company) and early adoption is permitted. We do not believe the adoption of this ASU will have a material impact on our consolidated financial statements.

In May 2014, FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers." This ASU and related amendments supersedes the revenue recognition requirements in "Accounting Standard Codification 605 - Revenue Recognition" and most industry-specific guidance. The standard requires that entities recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. This ASU is effective for fiscal years beginning after December 15, 2017 (fiscal 2019 for the Company), and for interim periods within that fiscal year. The Company is in the data aggregation and quantification phase of its review of this new standard, and is working to assess the impact and our approach towards adopting this ASU.

In February 2016, FASB issued ASU No. 2016-02 "Leases" ("ASU 2016-02"). ASU 2016-02 requires the recognition of lease assets and lease liabilities by lessees for all leases greater than one year in duration and classified as operating leases under previous GAAP. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018 (fiscal 2020 for the Company), and for interim periods within that fiscal year. The Company is currently evaluating this ASU and its impact on our consolidated financial statements including the potential capitalization of all operating leases on the Company's balance sheet.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASU 2016-13"), which introduces a forward-looking approach, based on expected losses, to estimate credit losses on certain types of financial instruments, including trade receivables. The estimate of expected credit losses will require entities to incorporate considerations of historical information, current information and reasonable and supportable forecasts. This ASU also expands the disclosure requirements to enable users of financial statements to understand the entity's assumptions, models and methods for estimating expected credit losses. This guidance is effective for fiscal years beginning after December 15, 2019 (fiscal 2021 for the Company) with early adoption permitted. The Company is currently reviewing this ASU and its potential impact on our consolidated financial statements.

In January 2017, FASB issued ASU No. 2017-04, "Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment" ("ASU 2017-04"). The new guidance simplifies the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. ASU 2017-04 requires goodwill impairment to be measured as the amount by which a reporting unit's carrying amount exceeds its fair value, not to exceed the carrying amount of its goodwill. ASU 2017-04 requires prospective application and is effective for annual periods beginning after December 15, 2019 (fiscal 2021 for the Company) with early adoption permitted. The Company is currently evaluating this ASU and its potential impact on our consolidated financial statements.

FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K, including Management's Discussion and Analysis of Financial Condition and Results of Operations and other sections, contains forward-looking statements that are subject to risks and uncertainties and which reflect management's current beliefs and estimates of future economic circumstances, industry conditions, company performance and financial results. Forward-looking statements include information concerning the possible or assumed future results of operations of the Company and those statements preceded by, followed by or that include the words "future," "position," "anticipate(s)," "expect," "believe(s)," "see," "plan," "further improve," "outlook," "should" or similar expressions. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward- looking statements are not guarantees of future performance or results. They involve risks, uncertainties and assumptions.

You should understand that the following important factors, in addition to those discussed elsewhere in this document, could affect the future results of the Company and could cause those results to differ materially from those expressed in our forward-looking statements:

- increasing competition in our wholesale and retail health food businesses and any associated impact on the carrying value of intangible assets within those businesses,

- that our repositioning strategy for our retail business will not be successful,

- if online shopping formats such as Amazon continue to grow in popularity and further disrupt traditional sales channels, it may present a significant direct risk to brick and mortar retailers and potentially wholesale distributors,
- increases in fuel costs and expenses associated with operating a refrigerated trucking fleet,
- increases in state and federal excise taxes on cigarette and tobacco products and the potential impact on demand,
- higher commodity prices which could impact food ingredient costs for many of the products we sell,
- regulation of cigarette, tobacco, and e-cigarette products by the FDA, in addition to existing state and federal regulations by other agencies,
- potential bans or restrictions imposed by the FDA, states, or local municipalities on the manufacture, distribution, and sale of certain cigarette and tobacco products,
- increases in manufacturer prices,
- increases in inventory carrying costs and customer credit risk,
- changes in promotional and incentive programs offered by manufacturers,
- demand for the Company's products, particularly cigarette and tobacco products,
- risks associated with opening new retail stores,
- changes in laws and regulations and ongoing compliance related to health care and associated insurance,
- increasing health care costs for consumers and the potential impact on discretionary consumer spending,
- the ongoing trend of higher health care costs in our business which has impacted profitability,
- decreased availability of capital resources,
- domestic regulatory and legislative risks,
- poor weather conditions,
- consolidation trends within the convenience store, wholesale distribution, and retail health food industries,
- natural disasters and domestic or political unrest,
- other risks over which the Company has little or no control, and any other factors not identified herein

Changes in these factors could result in significantly different results. Consequently, future results may differ from management's expectations. Moreover, past financial performance should not be considered a reliable indicator of future performance. Any forward-looking statement contained herein is made as of the date of this document. Except as required by law, the Company undertakes no obligation to publicly update or correct any of these forward- looking statements in the future to reflect changed assumptions, the occurrence of material events or changes in future operating results, financial conditions or business over time.

ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

Not applicable.

ITEM 8. ***FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA***

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
AMCON Distributing Company
Omaha, Nebraska

We have audited the accompanying consolidated balance sheets of AMCON Distributing Company and subsidiaries as of September 30, 2017 and 2016, and the related consolidated statements of operations, shareholders' equity and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of AMCON Distributing Company and subsidiaries as of September 30, 2017 and 2016, and the results of their operations and their cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

RSM US LLP

Omaha, Nebraska
November 8, 2017

AMCON Distributing Company and Subsidiaries

CONSOLIDATED BALANCE SHEETS

	September 2017	September 2016
ASSETS		
Current assets:		
Cash	$ 523,065	$ 605,380
Accounts receivable, less allowance for doubtful accounts of $0.8 million at September 2017 and $0.7 million at September 2016	30,690,403	30,033,104
Inventories, net	72,909,996	48,404,882
Income taxes receivable	—	164,959
Prepaid and other current assets	4,218,811	8,608,049
Total current assets	108,342,275	87,816,374
Property and equipment, net	13,307,986	12,607,877
Goodwill	6,349,827	6,349,827
Other intangible assets, net	3,494,311	3,759,311
Other assets	310,488	288,082
Total assets	$ 131,804,887	$ 110,821,471
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 17,631,552	$ 18,164,983
Accrued expenses	7,553,089	6,792,884
Accrued wages, salaries and bonuses	3,477,966	3,580,996
Income taxes payable	544,069	—
Current maturities of long-term debt	373,645	362,495
Total current liabilities	29,580,321	28,901,358
Credit facility	29,037,182	10,537,226
Deferred income tax liability, net	2,336,263	2,579,650
Long-term debt, less current maturities	2,648,179	3,021,824
Other long-term liabilities	34,100	30,815
Shareholders' equity:		
Preferred stock, $.01 par value, 1,000,000 shares authorized	—	—
Common stock, $.01 par value, 3,000,000 shares authorized, 678,006 shares outstanding at September 2017 and 677,057 shares outstanding at September 2016	8,314	8,184
Additional paid-in capital	20,825,919	19,525,554
Retained earnings	60,935,911	58,693,241
Treasury stock at cost	(13,601,302)	(12,476,381)
Total shareholders' equity	68,168,842	65,750,598
Total liabilities and shareholders' equity	$ 131,804,887	$ 110,821,471

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

AMCON Distributing Company and Subsidiaries

CONSOLIDATED STATEMENTS OF OPERATIONS

	Fiscal Years Ended September	
	2017	2016
Sales (including excise taxes of $368.8 million and $386.1 million, respectively)	$ 1,274,984,408	$ 1,294,625,223
Cost of sales	1,202,536,285	1,219,855,401
Gross profit	72,448,123	74,769,822
Selling, general and administrative expenses	64,173,895	61,733,220
Depreciation and amortization	2,049,475	2,162,667
	66,223,370	63,895,887
Operating income	6,224,753	10,873,935
Other expense (income):		
Interest expense	825,690	723,221
Other (income), net	(39,513)	(104,959)
	786,177	618,262
Income from operations before income tax expense	5,438,576	10,255,673
Income tax expense	2,489,000	4,275,000
Net income	2,949,576	5,980,673
Preferred stock dividend requirements	—	(160,360)
Net income available to common shareholders	$ 2,949,576	$ 5,820,313
Basic earnings per share available to common shareholders	$ 4.34	$ 9.37
Diluted earnings per share available to common shareholders	$ 4.26	$ 8.38
Basic weighted average shares outstanding	679,478	621,435
Diluted weighted average shares outstanding	692,183	713,897
Dividends declared and paid per common share	$ 1.00	$ 1.00

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

AMCON Distributing Company and Subsidiaries

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Common Stock		Treasury Stock		Additional Paid in Capital	Retained Earnings	Total
	Shares	Amount	Shares	Amount			
Balance, October 1, 2015	706,109	$ 7,061	(85,005)	$ (7,680,969)	$ 15,509,199	$ 53,527,606	$ 61,362,897
Dividends on common stock, $1.00 per share	—	—	—	—	—	(654,678)	(654,678)
Dividends on convertible preferred stock	—	—	—	—	—	(160,360)	(160,360)
Compensation expense and issuance of stock in connection with equity-based awards	13,637	136	—	—	1,117,450	—	1,117,586
Proceeds from the exercise of stock options	98,707	987	—	—	2,898,905	—	2,899,892
Repurchase of common stock	—	—	(56,391)	(4,795,412)	—	—	(4,795,412)
Net income	—	—	—	—	—	5,980,673	5,980,673
Balance September 30, 2016	818,453	$ 8,184	(141,396)	$ (12,476,381)	$ 19,525,554	$ 58,693,241	$ 65,750,598
Dividends on common stock, $1.00 per share	—	—	—	—	—	(706,906)	(706,906)
Compensation expense and issuance of stock in connection with equity-based awards	12,985	130	—	—	1,300,365	—	1,300,495
Repurchase of common stock	—	—	(12,036)	(1,124,921)	—	—	(1,124,921)
Net income	—	—	—	—	—	2,949,576	2,949,576
Balance, September 30, 2017	831,438	$ 8,314	(153,432)	$ (13,601,302)	$ 20,825,919	$ 60,935,911	$ 68,168,842

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

AMCON Distributing Company and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Fiscal Years Ended September	
	2017	**2016**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 2,949,576	$ 5,980,673
Adjustments to reconcile net income from operations to net cash flows from operating activities:		
Depreciation	1,784,475	1,831,000
Amortization	265,000	331,667
Gain on sale of property and equipment	(31,622)	(58,926)
Equity-based compensation	1,394,879	1,403,584
Deferred income taxes	(243,387)	437,278
Provision (recovery) for losses on doubtful accounts	98,000	(199,000)
Recoveries for losses on inventory obsolescence	(101,716)	(57,247)
Other	3,285	(4,045)
Changes in assets and liabilities:		
Accounts receivable	(755,299)	2,032,683
Inventories	(24,403,398)	12,445,843
Prepaid and other current assets	4,389,238	(6,482,141)
Other assets	(22,406)	29,102
Accounts payable	(467,348)	976,142
Accrued expenses and accrued wages, salaries and bonuses	669,873	(228,552)
Income taxes payable (receivable)	709,028	(51,721)
Net cash flows from operating activities	(13,761,822)	18,386,340
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(2,565,699)	(1,594,848)
Proceeds from sales of property and equipment	46,654	112,157
Net cash flows from investing activities	(2,519,045)	(1,482,691)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under revolving credit facility	1,311,967,154	1,303,722,318
Repayments under revolving credit facility	(1,293,467,198)	(1,314,087,299)
Principal payments on long-term debt	(362,495)	(351,383)
Repurchase of common stock	(1,124,921)	(4,795,412)
Dividends paid on convertible preferred stock	—	(160,360)
Dividends on common stock	(706,906)	(654,678)
Withholdings on the exercise of equity-based awards	(107,082)	(190,991)
Net cash flows from financing activities	16,198,552	(16,517,805)
Net change in cash	(82,315)	385,844
Cash, beginning of period	605,380	219,536
Cash, end of period	$ 523,065	$ 605,380
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	$ 819,969	$ 737,252
Cash paid during the period for income taxes	2,023,359	3,889,443
Supplemental disclosure of non-cash information:		
Equipment acquisitions classified in accounts payable	101,361	167,444
Issuance of common stock in connection with the vesting and exercise of equity-based awards	1,262,763	1,174,981
Issuance of common stock in connection with the redemption of Series A & B convertible preferred stock	—	2,899,892

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

(a) Company Operations:

AMCON Distributing Company and Subsidiaries ("AMCON" and "the Company") is primarily engaged in the wholesale distribution of consumer products in the Central, Rocky Mountain, and Southern regions of the United States.

AMCON's wholesale distribution business includes six distribution centers that sell approximately 16,000 different consumer products, including cigarettes and tobacco products, candy and other confectionery, beverages, groceries, paper products, health and beauty care products, frozen and chilled products and institutional foodservice products. The Company distributes products primarily to retailers such as convenience stores, discount and general merchandise stores, grocery stores, drug stores, and gas stations. In addition, the Company services institutional customers, including restaurants and bars, schools, sports complexes, as well as other wholesalers.

AMCON also operates six retail health food stores in Florida under the name Chamberlin's Market & Café ("Chamberlin's") and nine in the Midwest under the name Akin's Natural Foods Market ("Akin's"). These stores carry natural supplements, groceries, health and beauty care products, and other food items.

The Company's operations are subject to a number of factors which are beyond the control of management, such as changes in manufacturers' cigarette pricing, state excise tax increases, or the opening of competing retail stores in close proximity to the Company's retail stores. While the Company sells a diversified product line, it remains dependent upon the sale of cigarettes which accounted for approximately 71% of our consolidated revenue and 20% of our consolidated gross profit during fiscal 2017 and 72% of our consolidated revenue and 22% of our consolidated gross profit during fiscal 2016.

(b) Accounting Period:

The Company's fiscal year ends on September 30 and the fiscal years ended September 30, 2017 and September 30, 2016 have been included herein.

(c) Principles of Consolidation and Basis of Presentation:

The Consolidated Financial Statements include the accounts of AMCON and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated.

(d) Cash and Accounts Payable:

AMCON utilizes a cash management system under which an overdraft is the normal book balance in the primary disbursing accounts. Overdrafts included in accounts payable at fiscal 2017 and fiscal 2016 totaled approximately $2.2 million and $2.6 million, respectively, and reflect checks drawn on the disbursing accounts that have been issued but have not yet cleared through the banking system. The Company's policy has been to fund these outstanding checks as they clear with borrowings under its revolving credit facility (see Note 6). These outstanding checks (book overdrafts) are classified as cash flows from operating activities in the Consolidated Statements of Cash Flows.

(e) Accounts Receivable:

Accounts receivable consist primarily of amounts due to the Company from its normal business activities. An allowance for doubtful accounts is maintained to reflect the expected uncollectibility of accounts receivable based on past collection history, evaluation of economic conditions as they may impact our customers, and specific risks identified in the portfolio. The Company determines the past due status of trade receivables based on our terms with each customer. Account balances are charged off against the allowance for doubtful accounts when collection efforts have been

exhausted and the account receivable is deemed worthless. Any subsequent recoveries of charged off account balances are recorded as income in the period received.

(f) Inventories:

At September 2017 and September 2016, inventories consisted of finished goods and are stated at the lower of cost (determined on a FIFO basis for our wholesale segment and using the retail method for our retail segment) or market. The wholesale distribution and retail health food segment inventories consist of finished products purchased in bulk quantities to be redistributed to the Company's customers or sold at retail. Finished goods included total reserves of approximately $0.8 million and $0.9 million at September 2017 and September 2016 respectively. These reserves include the Company's obsolescence allowance, which reflects estimated unsaleable or non-refundable inventory based upon an evaluation of slow moving and discontinued products.

(g) Prepaid Expenses and Other Current Assets:

A summary of prepaid expenses and other current assets is as follows (in millions):

	September 2017	September 2016
Prepaid expenses	$ 1.4	$ 1.2
Prepaid inventory	2.8	7.4
	$ 4.2	$ 8.6

Prepaid inventory represents inventory in-transit that has been paid for but not received.

(h) Property and Equipment:

Property and equipment are stated at cost less accumulated depreciation or amortization. Major renewals and improvements are capitalized and charged to expense over their useful lives through depreciation or amortization charges. Repairs and maintenance are charged to expense in the period incurred. The straight-line method of depreciation is used to depreciate assets over the estimated useful lives as follows:

	Years
Buildings	40
Warehouse equipment	5 - 7
Furniture, fixtures and leasehold improvements	2 - 12
Vehicles	2 - 5

Costs and accumulated depreciation applicable to assets retired or sold are eliminated from the accounts, and the resulting gains or losses are reported as a component of operating income.

The Company reviews property and equipment for indicators of impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Cash flows expected to be generated by the asset group are estimated over the asset's useful life of the primary asset and based on updated projections on an undiscounted basis. If the evaluation indicates that the carrying value of the asset group may not be recoverable, the potential impairment is determined based on the amount by which the carrying value of the asset group exceeds the fair value of the asset group.

(i) Goodwill and Intangible Assets:

Our goodwill consists of the excess purchase price paid in business combinations over the fair value of assets acquired. Our intangible assets consist of trademarks, tradenames, customer relationships, and the value of non-competition agreements acquired as part of acquisitions. Goodwill, trademarks, and tradenames are considered to have indefinite lives.

Goodwill and intangible assets having indefinite useful lives are not amortized into the results of operations, but instead are reviewed annually or more frequently if events or changes in circumstances indicate that the assets might be impaired, to assess whether their fair value exceeds their carrying value. The Company performs its annual goodwill and intangible asset impairment assessment during the fourth fiscal quarter of each year.

When evaluating the potential impairment of non-amortizable indefinite-lived assets and goodwill we first assess a range of qualitative factors, including but not limited to, macroeconomic conditions, industry conditions, the competitive environment, changes in the market for the Company's products and services, regulatory and political developments, entity specific factors such as strategy and changes in key personnel, and the overall financial performance for each of the Company's reporting units. If after completing this assessment, it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying value, we then proceed to a two-step impairment testing methodology using the income approach (discounted cash flow method) as discussed below.

In the first step of the two step testing methodology, we compare the carrying value of the reporting unit, including goodwill, with its fair value, as determined by its estimated discounted cash flows. If the carrying value of a reporting unit exceeds its fair value, we then complete the second step of the impairment test to determine the amount of impairment to be recognized. In the second step, we estimate an implied fair value of the reporting unit's goodwill by allocating the fair value of the reporting unit to all of the assets and liabilities other than goodwill (including any unrecognized intangible assets). If the carrying value of a reporting unit's goodwill exceeds its implied fair value, the Company records an impairment loss equal to the difference in that period.

We arrive at our estimates of fair value using a discounted cash flow methodology which includes estimates of future cash flows to be generated by particular assets, as well as selecting a discount rate to measure the present value of those anticipated cash flows. Estimating future cash flows requires significant judgment and includes making assumptions such as but not limited to projected sales growth rates including the addition of new retail stores, gross profit estimates, macroeconomic conditions, industry conditions, the competitive environment, changes in the market for the Company's products and services, regulatory and political developments, entity specific factors such as strategy and changes in key personnel, working capital requirements, weighted average cost of capital, and current and anticipated operating conditions. The use of different assumptions or estimates for future cash flows could produce different results.

Identifiable intangible assets with finite lives are amortized over their estimated useful lives and are assessed for impairment whenever events or circumstances change which may indicate that the carrying amount of the assets may not be recoverable. Identifiable intangible assets that are subject to amortization are evaluated for impairment using a process similar to that used in evaluating the elements of property and equipment. If impaired, the related assets are written down to their estimated fair value.

No impairments of goodwill, indefinite-lived assets, or identifiable intangible assets with finite lives were recorded during either fiscal 2017 or fiscal 2016.

(j) Revenue Recognition:

AMCON recognizes revenue when title passes to our customers. In our Wholesale Segment, this occurs when products are delivered to customers (which generally is the same day products are shipped) and in our retail health food segment when products are sold to consumers. Sales are shown net of returns, discounts, and sales incentives to customers.

(k) Insurance:

The Company's workers' compensation, general liability, and employee-related health care benefits are provided through high-deductible or self- insurance programs. As a result, the Company accrues for its workers' compensation and general liability based upon a claim reserve analysis. The Company has issued a letter of credit in the amount of $0.4 million to its workers' compensation insurance carrier as part of its loss control program. The reserve for incurred, but not reported, employee health care benefits is calculated using the Company's historical claims experience rate, plus specific reserves for large claims. The reserves associated with the exposure to these liabilities are reviewed by management for adequacy at the end of each reporting period.

(l) Income Taxes:

The Company uses the asset and liability method to calculate deferred income taxes. Deferred tax assets and liabilities are recognized on temporary differences between financial statement and tax bases of assets and liabilities using enacted tax rates. The effect of tax rate changes on deferred tax assets and liabilities is recognized in income during the period that includes the enactment date. Deferred tax assets are reduced by a valuation allowance when we do not consider it more likely than not that some portion or all of the deferred tax assets will be realized.

(m) Share-Based Compensation:

The Company recognizes expense for its share-based compensation based on the fair value of the awards that are granted. The fair value of the stock options is estimated at the date of grant using the Black-Scholes option pricing model. Option pricing methods require the input of highly subjective assumptions, including the expected stock price volatility. The fair value of restricted stock units is based on the period ending closing price of the Company's common stock. Measured compensation cost is recognized ratably over the vesting period of the related share-based compensation award and is reflected in our Consolidated Statement of Operations under "selling, general and administrative expenses."

(n) Customer Sales Incentives:

The Company provides sales rebates or discounts to our wholesale customers. These incentives are recorded as a reduction of sales revenue as earned by the customer.

(o) Per-share results:

Basic earnings or loss per share data are based on the weighted-average number of common shares outstanding during each period. Diluted earnings or loss per share data are based on the weighted-average number of common shares outstanding and the effect of all dilutive potential common shares including stock options and conversion features of the Company's preferred stock issuances.

(p) Use of Estimates:

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(q) Fair Value Measurements:

The Company's financial assets and liabilities are recognized or disclosed at fair value in the financial statements on a recurring basis. The carrying amount of trade accounts receivable, other receivables, trade accounts payable, accounts payable and other accrued liabilities approximates fair value because of the short maturity of these financial instruments. The carrying amount of the Company's variable rate debt also approximates fair value.

(r) Accounting Pronouncements:

Accounting Pronouncement Adopted

In November 2015, the Financial Accounting Standards Board ("FASB") issued ASU No. 2015-17, "Income Taxes: Balance Sheet Classification of Deferred Taxes" ("ASU 2015-17") which was effective for fiscal years beginning December 15, 2016 (fiscal 2018 for the Company). ASU 2015-17 required that deferred tax assets and liabilities be net and classified as noncurrent on the balance sheet rather than presenting deferred taxes into current and noncurrent amounts. The Company elected to early adopt ASU 2015-07 effective for the fiscal year ending September 30, 2017. The Company applied the new guidance on a retrospective basis, resulting in a reclassification of current deferred tax assets

totaling $1.4 million against long term deferred tax liabilities in the Company's Consolidated Balance Sheet as of September 30, 2016. The adoption of this ASU had no impact on the Company's Consolidated Statement of Operations.

New Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-11, "Simplifying the Measurement of Inventory" ("ASU 2015-11"). ASU 2015-11 requires an entity to measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using last-in, first-out ("LIFO") or the retail inventory method. This ASU is effective for fiscal years beginning after December 15, 2016 (fiscal 2018 for the Company). The amendments should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. We do not believe the adoption of this ASU will have a material impact on our consolidated financial statements.

In March 2016, FASB issued ASU No. 2016-09, "Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting" ("ASU 2016-09"). ASU 2016-09 simplifies several aspects of how companies account for share-based compensation, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statements of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016 (fiscal 2018 for the Company) and early adoption is permitted. We do not believe the adoption of this ASU will have a material impact on our consolidated financial statements.

In May 2014, FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers." This ASU and related amendments supersedes the revenue recognition requirements in "Accounting Standard Codification 605 - Revenue Recognition" and most industry-specific guidance. The standard requires that entities recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. This ASU is effective for fiscal years beginning after December 15, 2017 (fiscal 2019 for the Company), and for interim periods within that fiscal year. The Company is in the data aggregation and quantification phase of its review of this new standard, and is working to assess the impact and our approach towards adopting this ASU.

In February 2016, FASB issued ASU No. 2016-02 "Leases" ("ASU 2016-02"). ASU 2016-02 requires the recognition of lease assets and lease liabilities by lessees for all leases greater than one year in duration and classified as operating leases under previous GAAP. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018 (fiscal 2020 for the Company), and for interim periods within that fiscal year. The Company is currently evaluating this ASU and its impact on our consolidated financial statements including the potential capitalization of all operating leases on the Company's balance sheet.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASU 2016-13"), which introduces a forward-looking approach, based on expected losses, to estimate credit losses on certain types of financial instruments, including trade receivables. The estimate of expected credit losses will require entities to incorporate considerations of historical information, current information and reasonable and supportable forecasts. This ASU also expands the disclosure requirements to enable users of financial statements to understand the entity's assumptions, models and methods for estimating expected credit losses. This guidance is effective for fiscal years beginning after December 15, 2019 (fiscal 2021 for the Company) with early adoption permitted. The company is currently reviewing this ASU and its potential impact on our consolidated financial statements.

In January 2017, FASB issued ASU No. 2017-04, "Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment" ("ASU 2017-04"). The new guidance simplifies the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. ASU 2017-04 requires goodwill impairment to be measured as the amount by which a reporting unit's carrying amount exceeds its fair value, not to exceed the carrying amount of its goodwill. ASU 2017-04 requires prospective application and is effective for annual periods beginning after December 15, 2019 (fiscal 2021 for the Company) with early adoption permitted. The Company is currently evaluating this ASU and its potential impact on our consolidated financial statements.

(s) Reclassifications:

Certain amounts in the prior year financial statements have been reclassified to conform to the current year presentation with no effect on net income or stockholder's equity.

2. CONVERTIBLE PREFERRED STOCK:

In fiscal 2016, the Company had 100,000 shares of Series A Preferred Stock ("Series A") and 16,000 shares of Series B Preferred Stock ("Series B") outstanding. During the fourth quarter of fiscal 2016, all outstanding shares of Series A and Series B were converted to 98,707 common shares of the Company pursuant to terms provided in the preferred stock agreements. Mr. Christopher Atayan, AMCON's Chief Executive Officer and Chairman of the Board, owned all of the outstanding shares of the Series A and 8,000 shares of the Series B. In fiscal 2016, the Company paid cash dividends of approximately $0.1 million to Mr. Atayan related to his ownership of the Series A and Series B.

3. EARNINGS PER SHARE:

Basic earnings per share available to common shareholders is calculated by dividing net income less preferred stock dividend requirements by the weighted average common shares outstanding for each period. Diluted earnings per share available to common shareholders is calculated by dividing income from operations less preferred stock dividend requirements (when anti-dilutive) by the sum of the weighted average common shares outstanding and the weighted average dilutive options.

	For Fiscal Years	
	2017 Basic	2016 Basic
Weighted average common shares outstanding	679,478	621,435
Net income	$ 2,949,576	$ 5,980,673
Deduct: convertible preferred stock dividends	—	(160,360)
Net income available to common shareholders	$ 2,949,576	$ 5,820,313
Net earnings per share available to common shareholders	$ 4.34	$ 9.37

	For Fiscal Years	
	2017 Diluted	2016 Diluted
Weighted average common shares outstanding	679,478	621,435
Weighted average of net additional shares outstanding assuming dilutive options exercised and proceeds used to purchase treasury stock and conversion of preferred stock(1)	12,705	92,462
Weighted average number of shares outstanding	692,183	713,897
Net income	$ 2,949,576	$ 5,980,673
Deduct: convertible preferred stock dividends (2)	—	—
Net income available to common shareholders	$ 2,949,576	$ 5,980,673
Net earnings per share available to common shareholders	$ 4.26	$ 8.38

(1) Diluted earnings per share calculation includes all stock options, convertible preferred stock, and restricted stock units deemed to be dilutive.

(2) Diluted earnings per share calculation excludes dividend payments for convertible preferred stock deemed to be dilutive, as those amounts are assumed to have been converted to common stock of the Company.

4. PROPERTY AND EQUIPMENT, NET:

Property and equipment at September 2017 and September 2016 consisted of the following:

	2017	2016
Land	$ 648,818	$ 648,818
Buildings and improvements	10,661,543	10,661,543
Warehouse equipment	13,195,827	12,915,534
Furniture, fixtures and leasehold improvements	10,732,163	10,118,995
Vehicles	2,195,704	2,164,794
Construction in progress	1,315,714	32,968
	38,749,769	36,542,652
Less accumulated depreciation and amortization:		
Owned property and equipment	(25,441,783)	(23,934,775)
	$ 13,307,986	$ 12,607,877

5. GOODWILL AND OTHER INTANGIBLE ASSETS:

Goodwill by reporting segment at September 2017 and September 2016 was as follows:

	2017	2016
Wholesale Segment	$ 4,436,950	$ 4,436,950
Retail Segment	1,912,877	1,912,877
	$ 6,349,827	$ 6,349,827

Other intangible assets at fiscal year ends 2017 and 2016 consisted of the following:

	2017	2016
Trademarks and tradenames (Retail Segment)	$ 3,373,269	$ 3,373,269
Customer relationships (Wholesale Segment) (less accumulated amortization of approximately $2.0 million and $1.7 million at September 2017 and September 2016, respectively)	121,042	386,042
	$ 3,494,311	$ 3,759,311

Goodwill, trademarks and tradenames are considered to have indefinite useful lives and therefore no amortization has been taken on these assets. At September 2017 and September 2016, identifiable intangible assets considered to have finite lives were represented by customer relationships which are being amortized over eight years. These intangible assets are evaluated for accelerated attrition or amortization adjustments if warranted. Amortization expense related to these assets totaled $0.3 million during both fiscal 2017 and fiscal 2016.

Estimated future amortization expense related to identifiable intangible assets with finite lives is as follows at September 2017:

Fiscal 2018	$ 79,375
Fiscal 2019	41,667
	$ 121,042

6. DEBT:

The Company primarily finances its operations through a credit facility agreement (the "Facility") and long-term debt agreements with banks. The Facility is provided through Bank of America acting as the senior agent and with BMO Harris Bank participating in a loan syndication.

CREDIT FACILITY

	2017	2016
Revolving portion of the Facility, interest payable at 3.56% at September 2017	$ 29,037,182	$ 10,537,226

The Facility included the following significant terms at September 2017:

- A July 2018 maturity date without a penalty for prepayment.
- $70.0 million revolving credit limit.
- Loan accordion allowing the Company to increase the size of the credit facility agreement by $25.0 million.
- A provision providing an additional $10.0 million of credit advances for certain inventory purchases.
- Evergreen renewal clause automatically renewing the agreement for one year unless either the borrower or lender provides written notice terminating the agreement at least 90 days prior to the end of any original or renewal term of the agreement.
- The Facility bears interest at either the bank's prime rate, or at LIBOR plus 125 - 175 basis points depending on certain credit facility utilization measures, at the election of the Company.
- Lending limits subject to accounts receivable and inventory limitations.
- An unused commitment fee equal to one-quarter of one percent ($^1/_4$%) per annum on the difference between the maximum loan limit and average monthly borrowings.
- Secured by collateral including all of the Company's equipment, intangibles, inventories, and accounts receivable.
- A financial covenant requiring a fixed charge coverage ratio of at least 1.0 as measured by the previous twelve month period then ended only if excess availability falls below 10% of the maximum loan limit as defined in the credit agreement. The Company's availability has not fallen below 10% of the maximum loan limit and the Company's fixed charge coverage ratio is over 1.0.
- Provides that the Company may not pay dividends on its common stock in excess of $1.00 per share on an annual basis. There is, however, no limit on common stock dividends if certain excess availability measurements have been maintained for the thirty day period immediately prior to the payment of any such dividends or distributions and if immediately after giving effect to any such dividend or distribution payments the Company has a fixed charge coverage ratio of at least 1.10 to 1.0 as defined in the credit facility agreement.

During fiscal 2017, total borrowings and payments on the Facility were approximately $1.3 billion and $1.3 billion, respectively, resulting in net advances of $18.5 million. Total borrowings and repayment on the Facility during fiscal 2016 were approximately $1.3 billion and $1.3 billion, respectively, resulting in net payments of $10.4 million.

The amount available for use on the Facility at any given time is subject to a number of factors including eligible accounts receivable and inventory balances that fluctuate day-to-day. Based on our collateral and loan limits as defined in the Facility agreement, the credit limit of the Facility at September 2017 was $69.6 million, of which $29.0 million was outstanding, leaving $40.6 million available. In November 2017, the Company renewed the Facility. Based on this renewal the Facility has been reflected in the Company's Consolidated Balance Sheet at September 2017 as a long term liability (see Note 13).

LONG-TERM DEBT

In addition to the Facility, the Company also had the following long-term obligations at fiscal 2017 and fiscal 2016.

	2017	2016
Note payable to a bank ("Real Estate Loan"), interest payable at a fixed rate of 2.99% with monthly installments of principal and interest of $38,344 through August 2021 with remaining principal due September 2021, collateralized by three distribution facilities	$ 3,021,824	$ 3,384,319
Less current maturities	373,645	362,495
	$ 2,648,179	$ 3,021,824

The aggregate minimum principal maturities of the long-term debt for each of the next four fiscal years are as follows:

Fiscal Year Ending	
2018	373,645
2019	385,139
2020	396,809
2021	1,866,231
	$ 3,021,824

Market rate risk for fixed rate debt is estimated as the potential increase in fair value of debt obligations resulting from decreases in interest rates. Based on the borrowing rates currently available to the Company for bank loans with similar terms and average maturities, the fair value of the Company's long-term debt approximated its carrying value at September 2017.

Cross Default and Co-Terminus Provisions

The Company owns real estate in Bismarck, ND, Quincy, IL, and Rapid City, SD, which is financed through a single term loan with BMO Harris Bank (the "Real Estate Loan") which is also a participant lender on the Company's revolving line of credit. The Real Estate Loan contains cross default provisions which cause it to be considered in default if the loans where BMO is a lender, including the revolving credit facility, is in default. There were no such cross defaults at September 2017. In addition, the Real Estate Loan contains co-terminus provisions which require all loans with BMO to be paid in full if any of the loans are paid in full prior to the end of their specified terms.

Other

AMCON has issued a $0.4 million letter of credit to its workers' compensation insurance carrier as part of its self-insured loss control program.

7. INCOME TAXES:

The components of income tax expense from operations for fiscal 2017 and fiscal 2016 consisted of the following:

	2017	2016
Current: Federal	$ 2,348,725	$ 3,355,335
Current: State	383,662	482,387
	2,732,387	3,837,722
Deferred: Federal	(223,283)	401,159
Deferred: State	(20,104)	36,119
	(243,387)	437,278
Income tax expense	$ 2,489,000	$ 4,275,000

The difference between the Company's income tax expense in the accompanying consolidated financial statements and that which would be calculated using the statutory income tax rate of 35% for both fiscal 2017 and fiscal 2016 on income before income taxes is as follows:

	2017	2016
Tax at statutory rate	$ 1,903,502	$ 3,589,485
Nondeductible business expenses	402,980	368,002
State income taxes, net of federal tax benefit	244,587	345,323
Valuation allowance, net operating losses	—	6,260
Other	(62,069)	(34,070)
	$ 2,489,000	$ 4,275,000

Temporary differences between the financial statement carrying balances and tax basis of assets and liabilities giving rise to a net deferred tax asset liability at September 2017 and September 2016 relates to the following:

	2017	2016
Deferred tax assets:		
Allowance for doubtful accounts	$ 282,576	$ 246,178
Accrued expenses	1,185,624	1,084,140
Inventory	502,042	464,648
Property and equipment	28,713	21,087
Net operating loss carry forwards - federal	195,675	241,717
Net operating loss carry forwards - state	592,559	592,559
Total gross deferred tax assets	2,787,189	2,650,329
Less: Valuation allowance	(592,559)	(592,559)
Total net deferred tax assets	2,194,630	2,057,770
Deferred tax liabilities:		
Trade discounts	410,793	353,047
Property and equipment	1,395,560	1,618,875
Goodwill	1,381,953	1,308,729
Intangible assets	1,342,587	1,356,769
Total deferred tax liabilities	4,530,893	4,637,420
Total net deferred income tax liability	$ 2,336,263	$ 2,579,650

At September 2017, the Company had a $0.2 million noncurrent deferred tax asset related to federal net operating loss carryforwards. These federal net operating loss carryforwards totaled approximately $0.6 million and were primarily attributable to the Company's fiscal 2002 purchase of Hawaiian Natural Water Company, Inc. ("HNWC"), a wholly owned subsidiary of the Company. The utilization of HNWC's net operating losses is limited by Internal Revenue Code Section 382 to approximately $0.1 million per year through 2022.

At September 2017, the Company had a valuation allowance of approximately $0.6 million against certain state net operating losses, which more likely than not will not be utilized. The Company had no material unrecognized tax benefits, interest, or penalties during fiscal 2017 or fiscal 2016, and the Company does not anticipate any such items during the next twelve months. The Company's policy is to record interest and penalties directly related to income taxes as income tax expense in the Consolidated Statements of Operations. The Company files income tax returns in the U.S. and various states and the tax years 2014 and forward remain open under U.S. and state statutes.

8. PROFIT SHARING PLAN:

The Company sponsors a profit sharing plan (i.e. a section 401(k) plan) covering substantially all employees. The plan allows employees to make voluntary contributions up to 100% of their compensation, subject to Internal Revenue Service limits. The Company matches 50% of the first 4% contributed and 100% of the next 2% contributed for a maximum match of 4% of employee compensation. The Company made matching contributions to the profit sharing plan of approximately $0.7 million (net of employee forfeitures) in both fiscal 2017 and fiscal 2016.

9. COMMITMENTS AND CONTINGENCIES:

Lease Obligations

The Company leases various office and warehouse facilities and equipment under noncancellable operating leases. Rents charged to expense under these operating leases totaled approximately $5.7 million in fiscal 2017 and $5.5 million in fiscal 2016.

At September 2017 the minimum future lease commitments were as follows:

Fiscal Year Ending	Operating Leases
2018	$ 5,444,675
2019	4,552,452
2020	3,618,693
2021	2,608,271
2022	2,074,661
Thereafter	3,733,399
Total minimum lease payments	$ 22,032,151

Liability Insurance

The Company carries property, general liability, vehicle liability, directors and officers' liability and workers' compensation insurance. Additionally, the Company carries an umbrella liability policy to provide excess coverage over the underlying limits of the aforementioned primary policies.

The Company's insurance programs for workers' compensation, general liability, and employee related health care benefits are provided through high deductible or self-insured programs. Claims in excess of self-insurance levels are fully insured subject to policy limits. Accruals are based on historical claims experience, actual claims filed, and estimates of claims incurred but not reported.

The Company's liabilities for unpaid and incurred, but not reported claims, for workers' compensation, general liability, and health insurance at September 2017 and September 2016 was $1.5 million and $1.3 million, respectively. These amounts are included in accrued expenses in the accompanying Consolidated Balance Sheets. While the ultimate amount of claims incurred is dependent on future developments, in the Company's opinion, recorded reserves are adequate to cover the future payment of claims previously incurred. However, it is possible that recorded reserves may not be adequate to cover the future payment of claims.

Adjustments, if any, to claims estimates previously recorded, resulting from actual claim payments, are reflected in operations in the periods in which such adjustments are known.

A summary of the activity in the Company's self-insured liabilities reserve is set forth below (in millions):

	2017	2016
Beginning balance	$ 1.3	$ 1.6
Charged to expense	6.5	5.7
Payments	6.3	6.0
Ending balance	$ 1.5	$ 1.3

10. EQUITY-BASED INCENTIVE AWARDS:

Omnibus Plan

The Company has two equity-based incentive plans, the 2007 Omnibus Incentive Plan and 2014 Omnibus Incentive Plan (collectively "the Omnibus Plans"), which provide for equity incentives to employees. Each Omnibus Plan was designed with the intent of encouraging employees to acquire a vested interest in the growth and performance of the Company. The Omnibus Plans together permit the issuance of up to 225,000 shares of the Company's common stock in the form of stock options, restricted stock awards, restricted stock units, performance share awards as well as awards such as stock appreciation rights, performance units, performance shares, bonus shares, and dividend share awards payable in the form of common stock or cash. The number of shares issuable under the Omnibus Plans is subject to customary adjustments in the event of stock splits, stock dividends, and certain other distributions on the Company's common stock. At September 2017, awards with respect to a total of 190,935 shares, net of forfeitures, had been awarded pursuant to the Omnibus Plans and awards with respect to another 34,065 shares may be awarded under the Omnibus Plans.

Stock Options

The Company issued 6,000 and 5,500 incentive stock options during fiscal 2017 and fiscal 2016, respectively, to various employees pursuant to the provisions of the Company's 2014 Omnibus Plan. These awards vest in equal installments over a five year service period. The awards had an estimated fair value at the grant date of approximately $0.1 million in both fiscal years using the Black-Scholes option pricing model. The following assumptions were used in connection with the Black-Scholes option pricing calculation as it relates to the fiscal 2017 and fiscal 2016 incentive stock option awards:

	Stock Option Pricing Assumptions 2017	Stock Option Pricing Assumptions 2016
Risk-free interest rate	2.12 %	1.98 %
Dividend yield	0.6 %	0.9 %
Expected volatility	22.40 %	24.30 %
Expected life in years	6	6

The stock options issued by the Company expire ten years from the grant date and include a five year graded vesting schedule. At September 2017, the Company had 28,300 stock options outstanding with a weighted average exercise price of $74.75 per share and 13,200 stock options which were exercisable with a weighted average price of $63.33 per share.

The following is a summary of stock option activity during fiscal 2017:

	Number of Shares	Weighted Average Exercise Price
Outstanding at September 2016	22,800	$ 69.79
Granted	6,000	91.65
Exercised	(500)	51.50
Forfeited/Expired	—	—
Outstanding at September 2017	28,300	$ 74.75

Net income before income taxes included compensation expense related to the amortization of the Company's stock option awards of $0.1 million during both fiscal 2017 and fiscal 2016. At September 2017, total unamortized compensation expense related to stock options was approximately $0.2 million. This unamortized compensation expense is expected to be amortized over approximately the next 40 months.

The aggregate intrinsic value of stock options outstanding was approximately $0.5 million at both September 2017 and September 2016. The aggregate intrinsic value of stock options exercisable was approximately $0.4 million and $0.3 million at September 2017 and September 2016, respectively.

The total intrinsic value of stock options exercised was $0.1 million in both fiscal 2017 and fiscal 2016. The total fair value of stock options vested was $0.4 million during both fiscal 2017 and fiscal 2016.

Restricted Stock Units

At September 2017, the Compensation Committee of the Board of Directors had authorized and approved the following restricted stock unit awards to members of the Company's management team pursuant to the provisions of the Company's Omnibus Plans:

	Restricted Stock Units(1)	Restricted Stock Units(2)	Restricted Stock Units(3)	Restricted Stock Units(4)
Date of award:	October 2013	October 2014	October 2015	October 2016
Original number of awards issued:	17,600	13,000	13,250	13,000
Service period:	36 - 60 months	36 months	36 - 60 months	36 months
Estimated fair value of award at grant date:	$ 1,486,000	$ 1,083,000	$ 1,112,000	$ 1,191,000
Non-vested awards outstanding at September 30, 2017:	1,320	4,334	8,867	13,000
Fair value of non-vested awards at September 30, 2017 of approximately:	$ 122,000	$ 400,000	$ 818,000	$ 1,199,000

(1) 16,280 restricted stock units were vested as of September 2017. The remaining 1,320 restricted stock units will vest in equal amounts in October 2017 and October 2018.

(2) 8,666 of the restricted stock units were vested as of September 2017. The remaining 4,334 restricted stock units will vest in October 2017.

(3) 4,383 of the restricted stock units were vested as of September 2017. 8,667 of the restricted stock units will vest in equal amounts in October 2017 and October 2018. The remaining 200 restricted stock units will vest annually in October 2017 through October 2020.

(4) 13,000 of the restricted stock units will vest in equal amounts in October 2017, October 2018, and October 2019.

There is no direct cost to the recipients of the restricted stock units, except for any applicable taxes. The recipients of the restricted stock units are entitled to the customary adjustments in the event of stock splits, stock dividends, and certain other distributions on the Company's common stock. All cash dividends and/or distributions payable to restricted stock recipients will be held in escrow until all the conditions of vesting have been met.

The restricted stock units provide that the recipients can elect, at their option, to receive either common stock in the Company, or a cash settlement based upon the closing price of the Company's shares, at the time of vesting. Based on these award provisions, the compensation expense recorded in the Company's Statement of Operations reflects the straight-line amortized fair value based on the period end closing price under the liability method.

Net income before income taxes included compensation expense related to the amortization of the Company's restricted stock unit awards of approximately $1.3 million during both fiscal 2017 and fiscal 2016. These amounts were recorded as accrued expenses in the Company's Consolidated Balance Sheet at both September 2017 and September 2016. The tax benefit related to this compensation expense was approximately $0.5 million in both fiscal 2017 and 2016, respectively. The total intrinsic value of restricted stock units vested was approximately $1.3 million during both fiscal 2017 and fiscal 2016.

Total unamortized compensation expense for these awards based on the September 2017 closing price was approximately $1.3 million. This unamortized compensation expense, plus any changes in the fair value of the awards through the settlement date, are expected to be amortized over approximately the next 16 months (the weighted-average period). The following summarizes restricted stock unit activity under the Omnibus Plans during fiscal 2017:

	Number of Shares	Weighted Average Fair Value
Nonvested restricted stocks units at September 2016	28,567	$ 90.96
Granted	13,000	91.65
Vested	(14,046)	94.70
Expired	—	—
Nonvested restricted stocks units at September 2017	27,521	$ 92.25

11. BUSINESS SEGMENTS:

The Company has two reportable business segments: the wholesale distribution of consumer products and the retail sale of health and natural food products. The retail health food stores' operations are aggregated to comprise the Retail Segment because such operations have similar economic characteristics, as well as similar characteristics with respect to the nature of products sold, the type and class of customers for the health food products and the methods used to sell the products. Included in the "Other" column are intercompany eliminations, and assets held and charges incurred by our holding company. The segments are evaluated on revenues, gross margins, operating income (loss), and income before taxes.

	Wholesale Segment	Retail Segment	Other	Consolidated
FISCAL YEAR ENDED 2017:				
External revenues:				
Cigarettes	$ 909,533,495	$ —	$ —	$ 909,533,495
Tobacco	158,899,064	—	—	158,899,064
Confectionery	80,129,898	—	—	80,129,898
Health food	—	25,421,603	—	25,421,603
Foodservice & other	101,000,348	—	—	101,000,348
Total external revenue	1,249,562,805	25,421,603	—	1,274,984,408
Depreciation	1,295,534	488,941	—	1,784,475
Amortization	265,000	—	—	265,000
Operating income (loss)	13,665,234	(1,801,581)	(5,638,900)	6,224,753
Interest expense	101,691	—	723,999	825,690
Income (loss) from operations before taxes	13,663,327	(1,786,851)	(6,437,900)	5,438,576
Total assets	117,297,333	14,399,224	108,330	131,804,887
Capital expenditures	525,558	2,040,141	—	2,565,699
FISCAL YEAR ENDED 2016:				
External revenue:				
Cigarettes	$ 929,512,552	$ —	$ —	$ 929,512,552
Tobacco	153,176,500	—	—	153,176,500
Confectionery	83,196,699	—	—	83,196,699
Health food	—	27,416,987	—	27,416,987
Foodservice & other	101,322,485	—	—	101,322,485
Total external revenue	1,267,208,236	27,416,987	—	1,294,625,223
Depreciation	1,390,625	440,375	—	1,831,000
Amortization	331,667	—	—	331,667
Operating income (loss)	16,177,122	51,749	(5,354,936)	10,873,935
Interest expense	115,415	—	607,806	723,221
Income (loss) from operations before taxes	16,148,463	69,952	(5,962,742)	10,255,673
Total assets	97,819,841	12,896,376	105,254	110,821,471
Capital expenditures	851,718	743,130	—	1,594,848

12. TREASURY STOCK:

The Company repurchased a total of 12,036 and 56,391 shares of its common stock during fiscal 2017 and fiscal 2016, respectively, for cash totaling approximately $1.1 million and $4.8 million, respectively. All repurchased shares were recorded in treasury stock at cost.

13. SUBSEQUENT EVENTS:

On October 24, 2017 the Compensation Committee of the Company's Board of Directors awarded 13,000 long-term incentive equity awards to members of the Company's executive management team. These awards included a three year graded vesting schedule and can be settled in either cash or stock. At the same time, the Company's Board of Directors replenished the number of shares authorized for repurchase under AMCON's existing Common Stock repurchase program. The program provides for periodic repurchases of up to 50,000 shares of AMCON's common stock in open market or privately negotiated transactions.

In November 2017, the Company also renewed its credit facility agreement with Bank of America on substantially the same terms as those provided in the credit facility agreement in place at September 2017. The renewed credit facility agreement has an November 2022 maturity date.

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

NONE

ITEM 9A. *CONTROLS AND PROCEDURES*

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in company reports filed or submitted under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in company reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

As required by Rules 13a-15(b) and 15d-15(b) under the Exchange Act, an evaluation of the effectiveness of our disclosure controls and procedures as of September 30, 2017 was made under the supervision and with the participation of our senior management, including our principal executive officer and principal financial officer. Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, do not expect that our disclosure controls and procedures will prevent all errors and fraud. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives. Further, the design of a control system must reflect the fact that there are resource constraints, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management's override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and the dispositions of our assets; (2) provide reasonable assurance that our transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with appropriate authorizations; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect all misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Further, because of changes in conditions, effectiveness of internal control over financial reporting may vary over time.

We have completed our evaluation and testing of our internal control over financial reporting as required by Section 404 of Sarbanes-Oxley and Item 308(a) of Regulation S-K. Under the supervision and with the participation of our management, we assessed the effectiveness of our internal control over financial reporting as of September 30, 2017. In making this assessment, we used the criteria set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO 2013). Based on its assessment, management has concluded that our internal control over financial reporting was effective as of September 30, 2017.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control that occurred during the fiscal quarter ended September 30, 2017, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. ***OTHER INFORMATION***

Not applicable.

PART III

ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE*

The Registrant's Proxy Statement to be used in connection with the December 2017 Annual Meeting of Shareholders (the "Proxy Statement") will contain under the captions "Item 1: Election of Directors—What is the structure of our board and how often are directors elected?", "Item 1: Election of Directors—Who are this year's nominees?", "Item 1: Election of Directors—What is the business experience of the nominees and of our continuing board members and the basis for the conclusion that each such person should serve on our board?", "Section 16(a) Beneficial Ownership Reporting Compliance", "Corporate Governance and Board Matters—Code of Ethics", and "Corporate Governance and Board Matters—Committees of the Board—Audit Committee", certain information required by Item 10 of Form 10-K and such information is incorporated herein by this reference.

The information appearing under the caption "Executive Officers of the Registrant" in Part I of this report also is incorporated herein by reference. Our Board of Directors has adopted a code of ethical conduct that applies to our executive officers, including our principal executive officer and our principal financial officer. This code of ethical conduct is available without charge to any person who requests it by writing to our corporate secretary. It also is available on our internet website (www.amcon.com) by clicking on the "Corporate Governance" tab under "Investor Relations". Any substantive amendment to, or waiver from, a provision of this code that applies to our principal executive officer or principal financial officer will be disclosed on our internet website and, if required by rules of the SEC or NYSE American, on the reports we file with the SEC.

ITEM 11. *EXECUTIVE COMPENSATION*

The Registrant's Proxy Statement will contain under the captions "Executive Compensation and Related Matters" and "Corporate Governance and Board Matters—Director Compensation" the information required by Item 11 of Form 10-K, and such information is incorporated herein by this reference. Rules of the Securities and Exchange Commission permit the Company to omit the disclosure contemplated by Item 407(e)(4) and (e)(5) relating to "Compensation Committee Interlocks and Insider Participation" and "Compensation Committee Report", respectively, and this annual report does not include such disclosure.

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

The Registrant's Proxy Statement will contain under the captions "Ownership of Our Common Stock by Our Directors and Executive Officers and Other Principal Stockholders" and "Executive Compensation and Related Matters—Equity Compensation Plan Information" the information required by Item 12 of Form 10-K and such information is incorporated herein by this reference.

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

The Registrant's Proxy Statement will contain under the captions "Certain Relationships and Related Party Transactions", "Item 1: Election of Directors—What is the structure of our board and how often are directors elected?" and "Corporate Governance and Board Matters—Committees of the Board", the information required by Item 13 of Form 10-K and such information is incorporated herein by this reference.

ITEM 14. *PRINCIPAL ACCOUNTING FEES AND SERVICES*

The Registrant's Proxy Statement will contain under the caption "Independent Auditor Fees and Services", the information required by Item 14 of Form 10-K and such information is incorporated herein by this reference.

PART IV

ITEM 15. *EXHIBITS, FINANCIAL STATEMENT SCHEDULES*

(a) Financial Statements, Financial Statement Schedules, and Exhibits

(1) *Financial Statements*

The financial statements filed as part of this filing are listed on the index to Consolidated Financial Statements under Item 8.

(2) *Financial Statement Schedules*

Not Applicable.

(3) *Exhibits*

3.1 Restated Certificate of Incorporation of AMCON Distributing Company, as amended May 12, 2004 (incorporated by reference to Exhibit 3.1 of AMCON's Annual Report on Form 10-K filed November 7, 2008)

3.2 Certificate of Amendment of Certificate of Incorporation dated March 18, 2005 (incorporated by reference to Exhibit 3.2 of AMCON's Annual Report on Form 10-K filed November 7, 2008)

3.3 Second Corrected Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock of AMCON Distributing Company dated August 5, 2004 (incorporated by reference to Exhibit 3.3 of AMCON's Quarterly Report on Form 10-Q filed on August 9, 2004)

3.4 Certificate of Designations, Preferences and Rights of Series B Convertible Preferred Stock of AMCON Distributing Company dated October 8, 2004 (incorporated by reference to Exhibit 3.4 of AMCON's Annual Report on Form 10-K filed on January 7, 2005)

3.5 Amended and Restated Bylaws of AMCON Distributing Company dated January 29, 2008 (incorporated by reference to Exhibit 3.2 of AMCON's Current Report on Form 8-K filed on February 4, 2008).

4.1 Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of AMCON's Registration Statement on Form S-1 (Registration No. 33-82848) filed on August 15, 1994)

4.2 Securities Purchase Agreement dated October 8, 2004 between AMCON Distributing Company and Spencer Street Investments, Inc. (incorporated by reference to Exhibit 4.5 of AMCON's Annual Report on Form 10-K filed on January 7, 2005)

10.1 Second Amended and Restated Loan and Security Agreement, date April 18, 2011, between AMCON Distributing Company and Bank of America, as agent (incorporated by reference to Exhibit 10.1 of AMCON's Quarterly Report on Form 10-Q filed on April 19, 2011)

10.2 Consent and First Amendment to Second Amended and Restated Credit Agreement dated May 27, 2011 (incorporated by reference to Exhibit 10.2 of AMCON's Form 8-K filed on May 31, 2011)

10.3 Second Amendment to Second Amended and Restated Loan and Security Agreement, date July 16, 2013, between AMCON Distributing Company and Bank of America, (incorporated by reference to Exhibit 10.1 of AMCON's Quarterly Report on Form 10-Q filed on July 18, 2013)

10.4 AMCON Distributing Company Profit Sharing Plan (incorporated by reference to Exhibit 10.8 of Amendment No. 1 to the Company's Registration Statement on Form S-1 (Registration No. 33-82848) filed on November 8, 1994)*

10.5 2007 Omnibus Incentive Plan dated April 17, 2007 (incorporated herein by reference to Exhibit 10.12 to AMCON's Annual Report on Form 10-K filed on November 9, 2007)*

10.6 Security Agreement by and between AMCON Distributing Company and Gold Bank (predecessor to BMO Harris Bank); (incorporated by reference to Exhibit 10.24 of AMCON's Quarterly Report on Form 10-Q filed on February 14, 2005)

10.7	Change of Control Agreement between the Company and Christopher H. Atayan, dated December 29, 2006 (incorporated by reference to Exhibit 10.40 of AMCON's Annual Report on Form 10-K filed on December 29, 2006)*
10.8	Change of Control Agreement between the Company and Kathleen M. Evans, dated December 29, 2006 (incorporated by reference to Exhibit 10.41 of AMCON's Annual Report on Form 10-K filed on December 29, 2006)*
10.9	Executive Restricted Stock Award Agreement under the 2007 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.45 to AMCON's Annual Report on Form 10-K filed on November 7, 2008)*
10.10	Director Restricted Stock Award Agreement under the 2007 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.46 of AMCON's Annual Report on Form 10-K filed on November 7, 2008)
10.11	Form of Stock Option Award Agreement under the 2007 Omnibus Incentive Plan, together with a schedule identifying individual award recipients and the related terms (incorporated by reference to Exhibit 10.2 of AMCON's Quarterly Report on Form 10-Q filed on April 19, 2011)
10.12	Form of Restricted Stock Unit Award Agreement under the 2007 Omnibus Incentive Plan, together with a schedule identifying individual award recipients and the related terms (incorporated by reference to Exhibit 10.3 of AMCON's Quarterly Report on Form 10-Q filed on April 19, 2011)
10.13	Amended and Restated Term Real Estate Promissory Note, dated September 30, 2016, issued by AMCON Distributing Company to BMO Harris, NA (incorporated by reference to Exhibit 10.13 of AMCON's Annual Report on form 10-K filed on November 8, 2016)
10.14	2014 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.1 to AMCON's Current Report on Form 8-K filed with the Commission on December 22, 2014)*
10.15	Form of Restricted Stock Unit Award Agreement under the 2014 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.2 to AMCON's Current Report on Form 8-K filed with the Commission on December 22, 2014)*
10.16	Third Amendment to Second Amended and Restated Loan and Security Agreement, dated November 6, 2017, between AMCON Distributing Company and Bank of America.
11.1	Statement regarding computation of per share earnings (incorporated by reference to Note 3 to the Consolidated Financial Statements included as a part of this report on Form 10-K under Item 8)
21.1	Subsidiaries of the Company
31.1	Certification by Christopher H. Atayan, Chief Executive Officer and Chairman, pursuant to section 302 of the Sarbanes-Oxley Act
31.2	Certification by Andrew C. Plummer, Vice President and Chief Financial Officer, pursuant to section 302 of the Sarbanes-Oxley Act
32.1	Certification by Christopher H. Atayan, Chief Executive Officer and Chairman, furnished pursuant to section 906 of the Sarbanes-Oxley Act
32.2	Certification by Andrew C. Plummer, Vice President and Chief Financial Officer, furnished pursuant to section 906 of the Sarbanes-Oxley Act.
101	Interactive Data File (filed herewith electronically).

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* Represents management contract or compensation plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

November 8, 2017

AMCON DISTRIBUTING COMPANY
(registrant)

By: /s/ CHRISTOPHER H. ATAYAN

Christopher H. Atayan,
Chief Executive Officer and Chairman

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

November 8, 2017	/s/ CHRISTOPHER H. ATAYAN Christopher H. Atayan, *Chief Executive Officer* *Chairman of the Board and Director* *(Principal Executive Officer)*
November 8, 2017	/s/ KATHLEEN M. EVANS Kathleen M. Evans *President and Director*
November 8, 2017	/s/ ANDREW C. PLUMMER Andrew C. Plummer *Vice President and Chief Financial Officer* *(Principal Financial and Accounting Officer)*
November 8, 2017	/s/ JEREMY W. HOBBS Jeremy W. Hobbs *Director*
November 8, 2017	/s/ JOHN R. LOYACK John R. Loyack *Director*
November 8, 2017	/s/ RAYMOND F. BENTELE Raymond F. Bentele *Director*
November 8, 2017	/s/ STANLEY MAYER Stanley Mayer *Director*
November 8, 2017	/s/ TIMOTHY R. PESTOTNIK Timothy R. Pestotnik *Director*

CORPORATE DIRECTORY

DIRECTORS

Christopher H. Atayan
Chairman & Chief Executive Officer

Raymond F. Bentele (2), (3)
Retired President & CEO of Mallinckrodt, Inc.

Kathleen M. Evans
President

Jeremy W. Hobbs
Exective Director, Western Wind Foundation

John R. Loyack (1), (2), (3)
Executive Vice President of Business &
Administrative Affairs of King's College

Stanley Mayer (1), (2)
Retired General Manager of CMC Rebar, Albuquerque

Timothy R. Pestontnik (1), (3)
Pestotnik LLP

(1) AUDIT COMMITTEE
(2) COMPENSATION COMMITTEE
(3) NOMINATING/GOVERNANCE COMMITTEE

SENIOR EXECUTIVES

Christopher H. Atayan
Chief Executive Officer

Andrew C. Plummer
Chief Financial Officer & Secretary

Kathleen M. Evans
President

Clifford Ginn
President and Chief Administrative Officer
of Chamberlin's Natural Foods, Inc.
& Health Food Associates, Inc.

PRINCIPAL EXECUTIVE OFFICES

MAILING ADDRESS:
AMCON Distributing Company
7405 Irvington Road
Omaha, Nebraska 68122

STOCK TRANSFER AGENT

COMPUTERSHARE
P.O. Box 505000
Louisville, KY 40233-5000
800-368-5948
ComputerShare.com

INDEPENDENT AUDITORS

RSM US LLP
1299 Farnam Street
Suite 530
Omaha, Nebraska 68102

ANNUAL STOCKHOLDER'S MEETING

Thursday, December 21, 2017
1:00 p.m.
Omaha Hilton Hotel
1001 Cass Street
Omaha, Nebraska 68102

STOCKHOLDER INFORMATION

AMCON Distributing Company's Common
Shares are traded on the NYSE American
The symbol for our Common Stock is "DIT"

WEBSITE

AMCON.com

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AMCON Distributing Company
7405 Irvington Road
Omaha, Nebraska 68122
amcon.com

chamberlins.com

akins.com