

SANFILIPPO JOHN B & SON INC

FORM 10-K (Annual Report)

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Address	1703 N. RANDALL ROAD ELGIN, IL, 60123-7820
Telephone	847-289-1800
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SIC Code	2060 - Sugar And Confectionery Products
Industry	Food Processing
Sector	Consumer Non-Cyclicals
Fiscal Year	06/28

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

FORM 10-K

(Mark One)

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

For the fiscal year ended June 27, 2019

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 0-19681

JOHN B. SANFILIPPO & SON, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

36-2419677
(I.R.S. Employer
Identification Number)

1703 North Randall Road
Elgin, Illinois 60123
(Address of Principal Executive Offices, Zip Code)

Registrant's telephone number, including area code: (847) 289-1800

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, \$.01 par value per share	JBSS	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

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

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

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 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 every Interactive Data File required to be submitted 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 such files). Yes No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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. (Check One)

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

The aggregate market value of the voting Common Stock held by non-affiliates was \$481,295,450 as of December 27, 2018 (8,506,459 shares at \$56.58 per share).

As of August 15, 2019, 8,791,506 shares of the registrant’s Common Stock, \$.01 par value (“Common Stock”) and 2,597,426 shares of the registrant’s Class A Common Stock, \$.01 par value (“Class A Stock”), were outstanding. The Class A Stock is convertible at the option of the holder at any time and from time to time (and, upon the occurrence of certain events specified in the Restated Certificate of Incorporation, automatically converts) into one share of Common Stock.

Documents Incorporated by Reference:

Portions of the registrant’s definitive Proxy Statement for its Annual Meeting of Stockholders to be held October 30, 2019 are incorporated by reference into Part III of this Form 10-K.

PART I

Item 1 — Business

a. General Development of Business

John B. Sanfilippo & Son, Inc. was formed as a corporation under the laws of the State of Delaware in 1979 as the successor by merger to an Illinois corporation that was incorporated in 1959. As used throughout this annual report on Form 10-K, unless the context otherwise indicates, the terms “we”, “us”, “our” or “Company” refer collectively to John B. Sanfilippo & Son, Inc. and its wholly-owned subsidiary, JBSS Ventures, LLC. Our fiscal year ends on the final Thursday of June each year, and typically consists of fifty-two weeks (four thirteen week quarters). Additional information on the comparability of the periods presented is as follows:

- References herein to fiscal 2020 are to the fiscal year ending June 25, 2020.
- References herein to fiscal 2019, fiscal 2018 and fiscal 2017 are to the fiscal years ended June 27, 2019, June 28, 2018 and June 29, 2017, respectively.

We are one of the leading processors and distributors of peanuts, pecans, cashews, walnuts, almonds and other nuts in the United States. These nuts are sold under the *Fisher*, *Orchard Valley Harvest*, *Squirrel Brand*, *Southern Style Nuts*, and *Sunshine Country* brand names and under a variety of private brands. We also market and distribute, and in most cases, manufacture or process, a diverse product line of food and snack products, including peanut butter, almond butter, cashew butter, candy and confections, snack and trail mixes, snack bites, sunflower kernels, dried fruit, corn snacks, sesame sticks and other sesame snack products under private brands and brand names.

Our website is accessible to the public at <http://www.jbssinc.com>. Information about us, including our code of ethics, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports are made available free of charge through our website as soon as reasonably practicable after such reports have been filed with the United States Securities and Exchange Commission (the “SEC”). Our materials filed with the SEC are also available on the SEC’s website at <http://www.sec.gov>. References to our website addressed in this Form 10-K are provided as a convenience and do not constitute, and should not be viewed as, an incorporation by reference of the information contained on, or available through, the website. Therefore, such information should not be considered part of this Form 10-K.

Our headquarters and executive offices are located at 1703 North Randall Road, Elgin, Illinois 60123, and our telephone number for investor relations is (847) 289-1800, extension 4612.

b. Segment Reporting

We operate in a single reporting unit and operating segment that consists of selling various nut and nut related products through three distribution channels. See Part II, Item 8 — “Financial Statements and Supplementary Data” for our net sales, net income and total assets.

c. Narrative Description of Business

(i) General

We are one of the leading processors and distributors of tree nuts and peanuts in the United States. We manufacture and market the *Fisher*, *Orchard Valley Harvest*, *Squirrel Brand*, *Southern Style Nuts*, and *Sunshine Country* brand names and manufacture and distribute numerous private brands as well. Through a deliberate strategy of focused capital expenditures and complementary acquisitions, we have built a generally vertically integrated nut processing operation that enables us to control almost every step of the process for pecans, peanuts and walnuts, including procurement from growers, shelling, processing, packaging and marketing. Vertical integration allows us to enhance product quality and, in most crop years, purchase inshell pecans, peanuts and walnuts at lower costs as opposed to purchasing these nut meats from other shellers. We believe that our generally vertically integrated business model typically works to our advantage in terms of cost savings and provides us with better insight into crop development. Our generally vertically integrated model, however, can under certain circumstances result in reduced earnings or losses. See Part I, Item 1A — “Risk Factors”.

Our brands are some of the most well-recognized in the packaged food industry. In recent years we have developed *Fisher* recipe nuts as the leading brand in the category, increased distribution of *Orchard Valley Harvest* in the produce section of many retailers, increased innovative snacking solutions with our *Fisher* snack nuts and expanded into new channels with our acquisition of *Squirrel Brand* and *Southern Style Nuts*. Our branded and private brand products are sold through the major distribution channels to

significant buyers of nuts, including food retailers, commercial ingredient users and contract packaging customers. Selling through multiple distribution channels allows us to generate multiple revenue opportunities for the nuts we process. For example, pecan halves could be sold to food retailers under our *Fisher* brand, and pecan pieces could be sold to commercial ingredient users. We process and sell all major nut types consumed in the United States, including peanuts, pecans, cashews, walnuts and almonds (our major nut types) in a wide variety of innovative packaging, thus offering our customers a complete nut product offering.

(ii) Principal Products

Our principal products are raw and processed nuts. These products accounted for approximately 78%, 79% and 82% of our gross sales for fiscal 2019, fiscal 2018 and fiscal 2017, respectively. The nut product line includes almonds, pecans, peanuts, black walnuts, English walnuts, cashews, macadamia nuts, pistachios, pine nuts, Brazil nuts and filberts. Our nut products are sold in numerous package styles and sizes and we offer our nut products in a variety of different styles and seasonings. We sell our products domestically to retailers and wholesalers as well as to commercial ingredient and contract packaging customers. We also sell certain of our products to foreign customers in the retail, contract packaging and commercial ingredient markets. For more information about our revenues in our various distribution channels, see Part II, Item 8 — “Financial Statements and Supplementary Data”.

We acquire all of our peanuts and walnuts directly from domestic growers. The majority of our pecans are acquired from domestic growers with the remainder acquired from growers in Mexico. We purchase the balance of our raw nuts from importers, trading companies and domestic processors.

We manufacture and market peanut butter in several sizes and varieties. We also market and distribute, and in many cases process and manufacture, a wide assortment of other food and snack products. These other products include snack mixes, salad toppings, snacks, snack bites, trail mixes, dried fruit and chocolate and yogurt coated products sold to retailers and wholesalers; baking ingredients sold to retailers, wholesalers, and commercial ingredient customers; bulk food products sold to retail and commercial ingredient users; an assortment of sunflower kernels, pepitas, snack mixes, almond butter, cashew butter, candy and confections, corn snacks, sesame sticks and other sesame snack products sold to retail supermarkets, mass merchandisers and commercial ingredient users and a wide variety of toppings for ice cream and yogurt sold to commercial ingredient users.

(iii) Customers and Channels

We sell our products to approximately 300 customers through the consumer, commercial ingredient and contract packaging distribution channels. The consumer channel supplies nut-based products, including consumer-packaged and bulk products, to retailers including supermarket chains, wholesalers, supercenters, internet retailers and other retail outlets, across the United States. We sell products through the consumer channel under our brand names, including the *Fisher*, *Orchard Valley Harvest*, *Squirrel Brand*, *Southern Style Nuts* and *Sunshine Country* brands, as well as under our customers’ private brands. The commercial ingredient channel supplies nut-based products to other manufacturers to use as ingredients in their final food products such as bakery, confection, cereal and ice cream, and produces nut-based products that are customized to the specifications of chefs, national restaurant chains, food service distributors, fast food chains, institutions and hotel kitchens. We sell products through the commercial ingredient channel under our *Fisher* brand and our customers’ private brands. Our contract packaging channel produces and packages nut-based snacks for food manufacturers and marketers under their brand name.

We are dependent on a few significant customers for a majority of our total net sales, particularly in the consumer channel. Net sales to Wal-Mart Stores, Inc. accounted for approximately 33% of our net sales for fiscal 2019, 30% of our net sales in fiscal 2018 and 28% of our net sales for fiscal 2017. Net sales to Target Corporation accounted for approximately 10% of our net sales for fiscal 2019, 13% of our net sales for fiscal 2018 and 14% our net sales for fiscal 2017. Net sales to PepsiCo, Inc. accounted for approximately 11% of our net sales for fiscal 2018 and 10% of our net sales for fiscal 2017. No other customer accounted for more than 10% of net sales for any period presented.

(iv) Sales and Distribution

We market our products through our own sales department and through a network of approximately 60 independent brokers and various independent distributors and suppliers.

We distribute products from each of our principal facilities. The majority of our products are shipped from our facilities by contract and common carriers.

We operate a retail store at our Elgin headquarters. This store sells *Fisher* snack and baking products, *Orchard Valley Harvest*, *Squirrel Brand* and *Southern Style Nut* products, bulk foods and other products produced by us and other vendors. We also operate an internet site that sells *Squirrel Brand* products.

(v) Marketing

Marketing strategies are developed for each distribution channel and focus primarily on branded products. Branded consumer efforts concentrate on building brand awareness, developing, identifying and introducing new products, attracting new customers, increasing distribution and increasing consumption in the snack nut, recipe nut and produce categories. Private brand and commercial ingredient channel efforts are focused on category management, new product identification and introduction, brand awareness and merchandising support.

A significant portion of our branded marketing efforts are focused on consumer promotional campaigns that include advertisements (e.g., social media, magazine, newspaper, internet and television), product sampling and coupon offers. Our integrated marketing efforts for the *Fisher* brand include sponsorships of celebrity chefs and professional sports franchises. Additionally, shipper display units are utilized in retail stores in an effort to gain additional temporary product placement and to drive sales volume. We work with third-party information agencies, such as Information Resources, Inc. (“IRI”), to monitor the effectiveness of our marketing and measure product growth, particularly in comparison to our competition and the product category.

Commercial ingredient trade promotion includes periodically attending regional and national trade shows, trade publication advertising and one-on-one marketing. These promotional efforts highlight our processing capabilities, broad product portfolio, product customization and packaging innovation.

Through participation in several trade associations, funding of industry research and sponsorship of educational programs, we support efforts to increase awareness of the health benefits, convenience and versatility of nuts as both a snack and a recipe ingredient among existing and future consumers of nuts.

(vi) Competition

Our nuts and other snack food products compete against products manufactured and sold by numerous other companies in the snack food industry, some of whom are substantially larger and have greater resources than us. In the nut industry, we compete with, among others, The Kraft Heinz Company (Planters brand), Treehouse Foods, Inc. and numerous regional snack food processors. We also compete with the Diamond brand, among others. Competitive factors in our markets include price, product quality, customer service, breadth of product line, brand name awareness, method of distribution and sales promotion. The combination of our generally vertically integrated operating model with respect to pecans, peanuts and walnuts, our product quality, product offering, brand strength, innovation, distribution model and our focus on nut and nut related products generally enable us to compete in each of these categories, but there can be no guarantee that our products will continue to be competitive with many of our larger competitors. See Part I, Item 1A — “Risk Factors”.

(vii) Raw Materials and Supplies

We purchase nuts from domestic and foreign sources. In fiscal 2019, all of our walnuts, almonds and peanuts were purchased from domestic sources. We purchase our pecans from the southern United States and Mexico. Cashew nuts are imported from Vietnam, India, Brazil and certain West African countries. For fiscal 2019, approximately 35% of the dollar value of our total nut purchases was from foreign sources.

Competition in the nut shelling industry is driven by shellers’ ability to access and purchase raw nuts, to shell the nuts efficiently and to sell the nuts to processors. We shell all major domestic nut types, with the exception of almonds, and are among a few select shellers who further process, package and sell nuts to the end-user. Raw material pricing pressure and the high cost of equipment automation have previously contributed to a consolidation among shellers across all nut types, especially peanuts and pecans.

We are generally vertically integrated with respect to pecans, peanuts and walnuts and, unlike our major consumer distribution channel competitors who purchase nuts on the open market, we purchase a substantial portion of our pecans, peanuts and walnuts directly from growers. However, there are risks associated with vertical integration, such as susceptibility to market price volatility for pecans, peanuts and walnuts. See Part I, Item 1A — “Risk Factors”.

Due, in part, to the seasonal nature of the industry, we maintain significant inventories of peanuts, pecans and walnuts at certain times of the year, especially in the second and third quarters of our fiscal year. Fluctuations in the market price of pecans, peanuts and walnuts and other nuts may affect the value of our inventory and thus may also affect our gross profit and gross profit margin. See Part I, Item 1A — “Risk Factors”.

Until July 2017, we had purchased some of our packaging and labels from a related party. We purchase other inventory items such as roasting oils, seasonings, plastic jars, labels, stand-up bags, composite and clear-plastic cans and other packaging materials from other third parties. Material costs, including tree nuts, peanuts, other commodities and other inventory items represented approximately 80% of our total cost of sales for fiscal 2019.

(viii) Trademarks and Patents

We market our products primarily under name brands, including the *Fisher*, *Orchard Valley Harvest*, *Squirrel Brand*, *Southern Style Nuts* and *Sunshine Country* brand names. *Fisher*, *Orchard Valley Harvest*, *Squirrel Brand*, *Southern Style Nuts* and *Sunshine Country* are registered as trademarks with the U.S. Patent and Trademark Office as well as in various other foreign jurisdictions. We do not own any trademarks for any private brands, which are owned by the respective private brand customer. Our trademarks are important as they provide our customers with information about the quality of our products. However, registration and use of our trademarks in foreign jurisdictions may be subject to certain risks in addition to other risks generally related to our intellectual property. See Part I, Item 1A — “Risk Factors”. We also own several patents of various durations. We expect to continue to renew for the foreseeable future those trademarks that are important to our business and expand registration of our trademarks into new jurisdictions. We intend to protect our intellectual property rights vigorously.

(ix) Employees

As of June 27, 2019, we had approximately 1,470 full-time employees, including approximately 255 corporate staff employees.

(x) Seasonality

Our business is seasonal. Demand for peanut and tree nut products is highest during the last four months of the calendar year. Peanuts, pecans and walnuts, three of our principal raw materials, are primarily purchased between September and February and are processed throughout the year until the following harvest. As a result of this seasonality, our personnel requirements rise during the second quarter of our fiscal year. Our working capital requirements generally peak during the third quarter of our fiscal year.

(xi) Backlog

Because the time between order and shipment is usually less than three weeks, we believe that any backlog as of a particular date is not material to an understanding of our business as a whole.

(xii) Operating Hazards and Uninsured Risks

The sale of food products for human consumption involves the risk of injury to consumers as a result of product contamination or spoilage, including the presence of shell fragments, foreign objects, insects, foreign substances, pathogens, chemicals, aflatoxin and other agents or residues introduced during the growing, storage, handling or transportation phases. We (i) maintain what we believe to be rigid quality control standards and food safety systems and are SQF Edition 8 Code certified, (ii) generally inspect our nut and other food products by visual examination, metal detectors or electronic monitors at various stages of our shelling and processing operations, (iii) work with the United States Department of Agriculture (“USDA”) in its inspection of peanuts shipped to and from our peanut shelling facilities, (iv) maintain environmental pathogen programs, and (v) seek to comply with the Nutrition Labeling and Education Act by labeling each product that we sell with labels that disclose the nutritional value and content of each of our products; however, no assurance can be given that some nut or other food products sold by us may not contain or develop harmful substances. In order to mitigate this risk, we strive to select high-quality nut suppliers and currently maintain product liability and contaminated product insurance at amounts we believe are adequate in light of our operations.

Item 1A — Risk Factors

We face a number of significant risks and uncertainties, and therefore, an investment in our Common Stock is subject to risks and uncertainties. The factors described below could materially and adversely affect our business, results of operations and financial condition. While each risk is described separately, some of these risks are interrelated and it is possible that certain risks could trigger the applicability of other risks described below. Also, the risks and uncertainties described below are not the only ones that we face. Additional risks and uncertainties not presently known to us or risks we view as not rising to the level of being material, could also potentially impair our business, results of operations and financial condition. Investors should consider the following factors, in addition to the other information contained in this Annual Report on Form 10-K, including Part II, Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources” before deciding to purchase our Common Stock.

We Cannot Control the Availability or Cost of Raw Materials and this May Have a Material Adverse Effect on Our Results of Operations, Cash Flows and Financial Condition

The availability and cost of raw materials for the production of our products, including peanuts, pecans, almonds, cashews, walnuts and other nuts are subject to crop size and yield fluctuations caused by factors beyond our control. These factors include weather conditions, natural disasters (including floods, droughts, frosts, earthquakes and hurricanes), changing climate patterns, plant diseases, foreign currency fluctuations, trade agreements, tariffs and embargos, import/export controls, political change and unrest, changes in global customer demand, changes in government agricultural programs and purchasing behavior of certain countries, including China and India. Additionally, any determination by the USDA or other government agencies that certain pesticides, herbicides or other chemicals used by growers have left harmful residues on portions of the crop, any portion of the crop has been contaminated by aflatoxin or other agents or any future product recalls for other reasons could reduce the supply of edible nuts and other raw materials used in our products and could cause our costs to increase significantly.

Because these raw materials are commodities, their prices are set by the market and can therefore fluctuate quickly and dramatically due to varied events, such as those described above. Furthermore, we are not able to hedge against changes in nut commodity prices because no appropriate futures, derivative or other risk-sharing market for these commodities exists. Consequently, in order to achieve or maintain profitability levels, we attempt to increase the prices of our products to reflect the increase in the costs of the raw materials that we use and sell. However, we may not be successful in passing along partial or full price increases to our customers, if at all. In addition, even if we are successful in passing across partial or full price increases, we may not be able to do so in a timely fashion. Our ability to raise prices and the timing of any price increases is often dependent upon the actions of our competitors, some of whom are significantly larger and more diversified than we are or own farms which produce the raw materials. Additionally, any such product price increase that we are able to pass along to our customers may ultimately reduce the demand for, and sales of, our products as customers reduce purchases or buy lower priced products. Alternatively, if the prices of any raw materials significantly decrease, and we have inventories of such materials on hand, we may be unable to reduce product prices without impacting our gross margin. Any competitors who purchase such material on the open market or own the farms which produce the raw materials may be able to reduce prices in a more timely manner, and we could lose market share to such competitors. Any one or more of the foregoing aspects may have a material adverse effect on our results of operations, cash flows and financial condition.

Moreover, fluctuations in the market prices of nuts may affect the value of our inventories and profitability. We maintain significant inventories of nuts, and our financial condition could be materially and adversely affected by any significant decrease in the market price of such raw materials. See Part II, Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources”.

Significant Private Brand Competitive Activity Could Materially and Adversely Affect Our Financial Condition and Results of Operations

Some customer buying decisions, including some of our largest customers, are based upon a periodic bidding process in which the single, successful bidder is assured the selling of the selected product to the food retailer, supercenter or mass merchandiser until the next bidding process to the exclusion of other bidders. Our sales volume may decrease significantly if our bids are too high and we lose the ability to sell products through these channels, even temporarily. Alternatively, we risk reducing our margins if our bids are successful, but below our desired price points. In addition, margins could be further reduced if commodity prices subsequently rise and customers are unwilling or unable to accept price increases. Should any of our significant customers elect to introduce or expand their private brand programs, and we do not participate in such programs or the programs directly compete against our branded products, our sales volume and margins could be negatively impacted. Any of these outcomes may materially and adversely affect our financial condition and results of operations.

Our Inability to Manage Successfully the Price Gap Between our Private Brand Snack Nut Products and Those of our Branded Competitors May Materially and Adversely Affect Our Results of Operations

Although demand for private brand snack nut products (and our private brand snack nut products in particular) has increased, our competitors' branded snack nut products have certain advantages over our private brand snack nut products primarily due to their advertising strategies, perceived product attributes, name recognition and pricing flexibility.

At the retail level, private brand snack nut products generally sell at a discount to those of branded competitors. If branded competitors reduce the price of their products, the price of branded snack nut products offered to consumers may approximate the prices of our private brand snack nut products. Further, promotional activities by branded competitors, such as temporary price reductions, retailer credits, buy-one-get-one-free offerings and coupons, have the same general effect as price decreases. Price decreases initiated by branded competitors could result in a decline in the demand for our private brand snack nut products, which could negatively impact our sales volumes and overall profitability. Such sales volume and profitability decreases could materially and adversely affect our results of operations.

In addition, many of our competitors with significant branded operations have more diversified product offerings among a wider variety of food categories than we have. Such competitors could, as a result of their size or diversified offerings, be in a better position to decrease their prices or offer better promotions for their branded snack nut products. If competitors are able to exploit their size or diversification to make significant price reductions and offer better promotions, it could decrease our private brand snack nut sales, which could materially and adversely affect our results of operations.

Changing Consumer Preferences and Demand Could Materially and Adversely Affect Our Financial Condition and Results of Operations

Our financial performance depends in part on our ability to anticipate and offer products to our customers that appeal to their preferences. Consumer preferences, whether for branded products or private brand products or how consumers purchase such products, can quickly change based on a number of factors beyond our control. If we fail to anticipate, identify or react quickly to these changes and are unable to develop and market new and improved products to meet consumer preferences, demand for our products could suffer. In addition, demand for our products could be affected by consumer concerns regarding the labeling, manner of preparing our products or concerns with respect to the health effects of nutrients or ingredients in any of our products. The development and introduction of new products or alteration of existing products requires substantial research and development, testing and marketing expenditures, which we may be unable to recover fully if the new products do not achieve the necessary commercial success. New product introduction also results in increased costs, including from the use of new manufacturing techniques, capital expenditures, new raw materials and ingredients, revision of labeling and additional marketing and trade spending. Consumers are also purchasing food products outside traditional retail supermarkets, including via the Internet. If we are unable to provide our customers with our products outside traditional retail supermarkets, supercenters and club stores, demand for our products could suffer. Reduction in demand as a result of changing consumer preferences or inability to provide consumers with products they demand could materially and adversely affect our financial condition and results of operations.

Negative Consumer Perception About Our Company or Branded Products Could Have a Material Adverse Effect on Our Financial Condition and Results of Operations

Our ability to develop, maintain and continually enhance the value of our Company and our branded products is critical to improving our operating and financial performance and implementing our Strategic Plan. The value of our Company and our branded products is based in large part on the degree to which consumers react and respond positively to our operations and our brands. Positive views of our Company and our brand value could diminish significantly due to a number of factors, including consumer perception that we have acted in an irresponsible or reckless manner, negative perception about the actions or values of our Company, adverse publicity about our products and Company operations (whether actual or fictitious), product recalls or our failure to maintain the quality of our products, the failure of our products to deliver consistently positive consumer experiences, concerns about food safety or allergies or our products becoming unavailable to consumers.

In addition, our success in enhancing the value of our Company and our branded products depends on our ability to adapt to a rapidly changing media environment. We increasingly rely on social media and online advertising campaigns as well as advertising outside of traditional print and television channels. Negative posts or comments (whether actual or fictitious) about us or the type of products we produce, market or sell on online social networks, product review sites or similar online activity could seriously impact consumer demand for our products. We are subject to a variety of legal and regulatory restrictions on how we market and advertise our products. These restrictions may limit our ability to respond as the media and communications environment continues to evolve. If we do not react appropriately, then our product sales, financial condition and results of operations could be materially and adversely affected.

We Sometimes Enter Into Fixed Price Commitments without First Knowing Our Acquisition Costs, Which Could Have a Material Adverse Effect on Our Financial Condition and Results of Operations

We enter into fixed price commitments with a portion of our commercial ingredient customers and certain other customers. The commitments are for a fixed period of time, typically three months to twelve months, but may be extended if remaining balances exist. Such commitments with a term of six months or more represented approximately 4% of our annual net sales in fiscal 2019. Sometimes we enter into fixed price commitments with respect to certain of our nut products before fixing our acquisition costs in order to maintain customer relationships or when, in management's judgment, market or crop harvest conditions so warrant. To the extent we do so and our fixed prices are not properly aligned with our acquisition costs, these fixed price commitments may result in reduced or negative gross profit margins, which could have a material adverse effect on our financial condition and results of operations.

Our Generally Vertically Integrated Model Could Materially and Adversely Affect Our Results of Operations

We have a generally vertically integrated nut processing operation that enables us to control almost every step of the process for pecans, peanuts and walnuts, including procurement from growers. Our generally vertically integrated model has in the past resulted, and may in the future result, in significant losses because we are subject to the various risks associated with purchasing a majority of our pecans, peanuts and walnuts directly from growers, including the risk of purchasing such products from growers at costs that later, due to altered market conditions, prove to be above prevailing market prices at time of sale. Accordingly, because we purchase a majority of our pecans, peanuts and walnuts directly from growers during harvest season and shell and process these nuts throughout our fiscal year, there is a possibility that, after we acquire these nuts, market conditions may change. Depending on these changing market conditions, we may be forced to sell these nuts at reduced prices relative to our acquisition costs, or even at a loss which could materially and adversely affect our results of operations.

We Operate in a Competitive Environment Which Could Materially and Adversely Affect our Financial Condition and Results of Operations

We operate in a highly competitive environment. The principal areas of competition are, among others, brand recognition, taste, flavor, quality, packaging, price, advertising, promotion, convenience and service. Our principal products compete against food and snack products manufactured and sold by numerous regional, national and international companies, some of which are substantially larger and have greater resources than us, such as The Kraft Heinz Company (Planters brand) and Treehouse Foods, Inc. Most of our competitors that sell and market the other top branded snack nut products have committed more financial, marketing and other resources to such brands when compared to the resources spent by us on our brands. Additionally, many retail customers have continued to emphasize their own private label offerings as a key part of their strategy and may develop or expand their own private label nut and nut product offerings, to the exclusion of our branded products. Many of our competitors buy their nuts on the open market and are thus not exposed to the risks of purchasing inshell pecans, peanuts and walnuts directly from growers at fixed prices that later, due to altered market conditions, may prove to be above prevailing market prices. We also compete with other shellers in the commercial ingredient market and with regional processors in the retail and wholesale markets. In order to maintain or increase our market share, we must continue to price our products competitively and spend on marketing, advertising, new product innovation and shelf placement and slotting fees, which may cause a decline in gross profit margin if we are unable to increase sales volume as well as reduce our costs, which could materially and adversely affect our financial condition and results of operations.

We are Dependent Upon Certain Significant Customers Which Could Materially and Adversely Affect Our Financial Condition, Cash Flows and Results of Operations

We are dependent on a few significant customers for a large portion of our total net sales, particularly in the consumer channel. Sales to our five largest customers represented approximately 59%, 60% and 60% of net sales in fiscal 2019, fiscal 2018 and fiscal 2017, respectively. There can be no assurance that all significant customers will continue to purchase our products in the same quantities, same product mix or on the same terms as in the past, particularly as increasingly powerful retailers demand lower pricing, different packaging, larger marketing support, payments for retail space, establish private brands or request other terms of sale which negatively impact our profitability. A loss of one of our largest customers, a material decrease in purchases by one of our largest customers, the inability to collect a receivable from or a significant business interruption at one of our largest customers would result in decreased sales and would materially and adversely affect our results of operations, financial condition and cash flows.

Impairment in the Carrying Value of Goodwill or Other Intangibles Could Result in the Incurrence of Impairment Charges and Negatively Impact our Financial Condition.

At June 27, 2019, we had goodwill of \$9.6 million and other intangible assets of \$14.6 million. The net carrying value of goodwill represents the fair value of acquired businesses in excess of identifiable assets and liabilities as of the acquisition date (or subsequent impairment date, if applicable). The net carrying value of other intangibles represents the fair value of customer relationships, brand names, and other acquired intangibles as of the acquisition date (or subsequent impairment date, if applicable), net of accumulated

amortization. Goodwill is not amortized, but must be evaluated by management at least annually for impairment. Amortized intangible assets are evaluated for impairment whenever events or changes in circumstance indicate that the carrying amounts of these assets may not be recoverable. Impairments to goodwill and other intangible assets may be caused by factors outside our control, such as increasing competitive pricing pressures, lower than expected revenue and profit growth rates, changes in industry earnings multiples, changes in discount rates based on changes in cost of capital (interest rates, etc.) or the bankruptcy of a significant customer and could result in the incurrence of impairment charges and negatively impact our net worth.

We are Subject to Customer Pricing Pressures and Retail Consolidation Trends Which Could Materially and Adversely Affect Our Financial Condition and Results of Operations

As the retail grocery trade continues to consolidate and our retail customers grow larger, become more sophisticated and obtain more purchasing power, our retail customers are demanding lower pricing, especially private brand customers, and increased free or discounted promotional programs. Further, these retail customers may begin to place a greater emphasis on the lowest-cost supplier in making purchasing decisions, especially during periods of increased or variable raw material acquisition costs. An increased focus on the lowest-cost supplier could reduce the benefits of some of our competitive advantages, which include a focus on customer service, innovation, production capacity, category management and quality. As the retail environment consolidates, many customers are reducing inventories or focusing on a limited number of brands (often the number one or number two brand by market share) in making purchasing decisions. In addition, certain customers in the retail channel, such as dollar stores and other discount sellers, have become increasingly sophisticated and may demand similar pricing to retail grocery customers. As part of the retail consolidation trend, diversified companies with substantial Internet presences have increased their food offerings or purchased retail supermarkets to expand their grocery business, particularly as such companies focus on food delivery direct to consumers. Such companies have substantial pricing power and may focus on their products to the exclusion of our products. If we fail to respond to these trends, our sales volume growth could suffer, and it may become necessary to lower our prices and increase promotional support of our products, any of which would materially and adversely affect our gross profit and gross profit margin and could materially and adversely affect our financial condition and results of operations.

Food Safety, Allergy and Product Contamination Concerns Could Have a Material Adverse Effect on Our Financial Condition and Results of Operations

If consumers in our principal markets lose confidence in the health or safety of nut products, particularly with respect to peanut and tree nut allergies, food borne illnesses, processes, ingredients and packaging used in the manufacturing process or other food safety matters, this could materially and adversely affect our financial condition and results of operations. Individuals with nut allergies may be at risk of serious illness or death resulting from the consumption of our nut products, including consumption of other companies' products containing our products as an ingredient. Notwithstanding our existing food safety controls, we process peanuts and tree nuts on the same equipment, and there is no guarantee that our other products will not be cross-contaminated. Concerns generated by risks of peanut and tree nut cross-contamination and other food safety matters, including food borne illnesses, may discourage consumers from buying our products, cause production and delivery disruptions or result in product recalls. Product safety issues (i) concerning products not manufactured, distributed or sold by us and (ii) concerning products we manufacture, distribute and sell may materially and adversely affect demand for products in the nut industry as a whole, including products without actual safety problems. Decreases in demand for products in the industry generally could have a material adverse effect on our financial condition and results of operations. In addition, the cooling system at our Elgin, Illinois facility utilizes ammonia. If a leak in the system were to occur, there is a possibility that the inventory in cold storage at our Elgin, Illinois facility could be destroyed which could have a material adverse effect on our financial condition and results of operations.

Product Liability, Product Recalls, Product Labeling and Product Advertising Claims May Have a Material Adverse Effect on Our Results of Operations and Cash Flows

We face risks associated with product liability claims, product recalls and other liabilities in the event: (i) our food safety and quality control procedures are ineffective or fail, (ii) we procure products from third parties that are or become subject to a recall, regardless of whether or not our food safety and quality control procedures are ineffective or fail, (iii) our products cause injury or become adulterated or misbranded, (iv) our products are determined to be promoted or labeled in a misleading fashion or do not contain required labeling, (v) government authorities test our products and determine that they contain a contaminant or present a food safety risk, (vi) our products are tampered with, (vii) one of our competitors is subject to claims, recalls or other liabilities involving products similar to ours or (viii) federal, state or other government agencies or courts determine that our products could pose health risks or contain potentially harmful chemicals or other substances. In recent years, the food industry has been a target of litigation over product labeling and advertising, including nut products. Such litigation results in significant costs to defend and resolve. In addition, we do not control the labeling of other companies' products containing our products as an ingredient. A product recall of a sufficient quantity, a significant product liability judgment against us, a significant advertising-related liability or other safety concerns (whether actual or claimed) could cause our products to be unavailable for a period of time, could require us to re-label or re-package products, could result in a loss of consumer confidence in our products and expose us to liabilities in excess of any insurance we maintain for such events. If these kinds of events were to occur, they would have a material adverse effect on the demand for our products and, consequently, our results of operations and cash flows.

We are Dependent on Certain Key Personnel and the Loss of Any of Their Services Could Have a Material Adverse Effect on Our Results of Operations

Our future success will be largely dependent on the personal efforts of our senior operating management team, including Jeffrey T. Sanfilippo, Chief Executive Officer, Michael J. Valentine, Chief Financial Officer, Group President and Secretary, James A. Valentine, Senior Technical Officer and Jasper B. Sanfilippo, Jr., Chief Operating Officer, President and Assistant Secretary. We believe that the expertise and knowledge of these individuals in the industry, and in their respective fields, is a critical factor to our growth and success. Although some of our officers own significant amounts of our Class A Stock, these individuals have not entered into any employment or non-compete agreements with us, nor do we have key officer insurance coverage policies in effect. The departure of any of these individuals could have a material adverse effect on our business and prospects and that in turn would have a material adverse effect on our results of operations. Our success is also dependent upon our ability to attract and retain additional qualified personnel, and there can be no assurance that we will be able to do so.

We are Subject to Government Regulation Which Could Materially and Adversely Affect Our Results of Operations

We are subject to extensive regulation by the FDA, the USDA, the United States Environmental Protection Agency (“EPA”) and other state, local and foreign authorities in jurisdictions where our products are manufactured, processed or sold. We are also subject to California’s Proposition 65, which requires that clear and reasonable warnings be given to consumers who are exposed to certain chemicals deemed by the state of California to be dangerous. Among other things, these regulations govern the manufacturing, importation, processing, packaging, storage, distribution, advertising and labeling of our products. Our manufacturing and processing facilities and products are subject to periodic compliance inspections by federal, state, local and foreign authorities. We are also subject to environmental regulations governing the discharge of air emissions, water and food waste, the usage and storage of pesticides, and the generation, handling, storage, transportation, treatment and disposal of waste materials. Amendments to existing statutes and regulations, adoption of new statutes and regulations, increased production at our existing facilities as well as our expansion into new operations and jurisdictions may require us to obtain additional licenses and permits and could require us to adapt or alter methods of operations at costs that could be substantial. Compliance with applicable laws and regulations may be time-consuming, expensive or costly to us in different ways and could materially and adversely affect our results of operations. Failure to comply with applicable laws and regulations could subject us to civil remedies, including fines, injunctions, recalls or seizures, as well as possible criminal sanctions, which could materially and adversely affect our results of operations.

Specifically, governmental policies affecting the agricultural industry, such as taxes, tariffs, duties, subsidies, incentives and import and export restrictions on agricultural commodities and commodity products, can influence the planting, location and size of certain crops, whether commodity products are traded, the volume and types of imports and exports, and the viability and volume of production of certain of our products. In addition, international trade disputes can adversely affect commodity trade flows by limiting or disrupting trade between countries or regions. Future government policies may adversely affect the supply of, demand for, and prices of our products, restrict our ability to do business in its existing and target markets, and negatively impact our revenues and operating results.

The Food Safety Modernization Act (“FSMA”) gives the FDA expanded authorities over the safety of the national food supply, including increased inspections and mandatory recalls, as well as stricter enforcement actions, each of which could result in additional compliance costs and civil remedies, including fines, injunctions, withdrawals, recalls or seizures and confiscations. The FSMA further instructed the FDA to develop new rules and regulations, including the performance of hazard analyses, implementation of preventive plans to control hazards, and foreign supplier verification provisions. We currently have “hazard analysis and critical control points” (“HACCP”) procedures in place that may appropriately address many of the existing or future concerns as a result of FSMA. HACCP is a management system in which food safety is addressed through the analysis and control of hazards from raw material production, procurement and handling, to manufacturing, distribution and consumption of the finished product.

We are a publicly traded company and subject to changing rules and regulations of federal and state governments as well as other regulatory entities. These entities, including the Public Company Accounting Oversight Board, the SEC, the Department of Justice and the Nasdaq Global Select Market, have issued a significant number of new and increasingly complex requirements and regulations over the last several years and continue to develop additional regulations and requirements in response to laws enacted by Congress. Our efforts to comply with these requirements have resulted in, and are likely to continue to result in, an increase in expenses and a diversion of management’s time from other business activities. Failure to comply with any law or regulation could subject us to civil or criminal remedies, including fines and injunctions, which could materially and adversely affect our results of operations.

Operational, Legal, Economic, Political and Social Risks of Doing Business in Emerging Markets and Other Foreign Countries May Have a Material Adverse Effect on Our Results of Operations

Approximately 35% of the dollar value of our total nut purchases for fiscal 2019 were made from foreign countries. We purchase our cashews from Vietnam, India, Brazil and certain West African countries and some of our pecans from Mexico. To this extent, we are exposed to various risks inherent in emerging markets, including increased governmental ownership and regulation of the economy, greater likelihood of inflation and adverse economic conditions, governmental attempts to control inflation, such as setting interest rates and maintaining wage and price controls, supply reduction into the United States from increased demand in foreign countries, international competition, compliance with, and subjection to, foreign laws, including our ability to protect our intellectual property, such as our brands, compliance with U.S. laws and regulations related to conduct in foreign countries, such as the Foreign Corrupt Practices Act, currency exchange rates, potential for contractual defaults or forced renegotiations on purchase contracts with limited legal recourse, tariffs, quotas, duties, import and export restrictions and other barriers to trade that may reduce our profitability or sales and civil unrest, armed hostilities and significant political instability.

The existence of risks in emerging markets and other foreign countries could jeopardize or limit our ability to purchase sufficient supplies of cashews, pecans and other imported raw materials and limit our ability to make international sales, and may materially and adversely affect our results of operations by increasing the costs of doing business overseas.

The Way in Which We Measure Inventory May Have a Material Adverse Effect on Our Results of Operations

We acquire our inshell nut inventories of pecans, peanuts and walnuts from growers and farmers in large quantities at harvest times, which are primarily during the second and third quarters of our fiscal year, and receive nut shipments in bulk truckloads. The weights of these nuts are measured using truck scales at the time of receipt, and inventories are recorded on the basis of those measurements. The nuts are then stored in bulk in large warehouses to be shelled or processed throughout the year. Bulk-stored nut inventories are relieved on the basis of continuous high-speed bulk weighing systems as the nuts are shelled or processed or on the basis of calculations derived from the weight of the shelled nuts that are produced. While we perform various procedures periodically to confirm the accuracy of our bulk-stored nut inventories, these inventories are estimates that must be periodically adjusted to account for positive or negative variations in quantities and yields, and such adjustments directly affect earnings. The quantities of each crop year bulk-stored nut inventories are generally shelled out over a ten to fifteen-month period, at which time revisions to any estimates, which historically averaged less than 1.0% of inventory purchases, are also recorded. The precise amount of our bulk-stored nut inventories is not known until the entire quantity of the particular nut is depleted, which may not necessarily occur every year. Prior crop year inventories may still be on hand as the new crop year inventories are purchased. The majority of bulk-stored nut inventories at June 27, 2019 will be processed during the first quarter of fiscal 2020 and any adjustment to our bulk stored nut inventory quantity will be recorded at that time. There can be no assurance that any bulk stored nut inventory quantity adjustments will not have a material adverse effect on our results of operations in the future.

Certain of Our Stockholders Possess a Majority of Aggregate Voting Power in the Company and Members of The Sanfilippo Group Have Pledged a Substantial Amount of their Class A Stock, Which May Make a Takeover or Change in Control More or Less Difficult and Could Materially and Adversely Affect Our Financial Condition and Results of Operations

As of August 21, 2019, Jeffrey T. Sanfilippo, Jasper B. Sanfilippo, Jr., Lisa A. Sanfilippo, John E. Sanfilippo and James J. Sanfilippo (the “Sanfilippo Group”) own or control Common Stock (one vote per share) and Class A Stock (ten votes per share on all matters other than the election of Common Stock directors) representing approximately a 50.9% voting interest in the Company. As of August 21, 2019, Michael J. Valentine and Mathias A. Valentine (the “Valentine Group”) own or control Common Stock (one vote per share) and Class A Stock (ten votes per share on all matters other than the election of Common Stock directors) representing approximately a 24.0% voting interest in the Company. In addition, the Sanfilippo Group and the Valentine Group as holders of the Class A Stock are entitled to elect six Class A Directors which represents 67% of our entire Board of Directors. As a result, the Sanfilippo Group and the Valentine Group together are able to direct the election of a majority of the members to the Board of Directors. In addition, the Sanfilippo Group is able to exert certain influence on our business, or take certain actions, that cannot be counteracted by another stockholder or group of stockholders. The Sanfilippo Group is able to determine the outcome of nearly all matters submitted to a vote of our stockholders, including any amendments to our certificate of incorporation or bylaws. The Sanfilippo Group has the power to prevent or cause dividends, or a change in control or sale of the Company, which may or may not be in the best interests of other stockholders, and can take other actions that may be less favorable to other stockholders and more favorable to the Sanfilippo Group, subject to applicable legal limitations, which could materially and adversely affect our financial condition, results of operations and cash flows.

In addition, several members of the Sanfilippo Group that beneficially own a significant interest in our Company have pledged a substantial portion of the Company’s Class A Stock that they own to secure loans made to them by commercial banks. If a stockholder defaults on any of its obligations under these pledge agreements or the related loan documents, these banks may have the

right to sell the pledged shares. Such a sale could cause our Company's stock price to decline. Many of the occurrences that could result in a foreclosure of the pledged shares are out of our control and are unrelated to our operations. Because these shares are pledged to secure loans, the occurrence of an event of default could result in a sale of pledged shares that could cause a change of control of our Company, even when such a change may not be in the best interests of our stockholders, and it could also result in a default under certain material contracts to which we are a party, including an event of default under the Credit Agreement by and among the Company, Wells Fargo Capital Finance (f/k/a Wells Fargo Foothill, LLC), as the arranger and administrative agent and a syndicate of lenders, dated February 7, 2008 (as amended, the "Credit Facility"), which could materially and adversely affect our financial condition, results of operations and cash flows.

General Economic Conditions and Increased Production and Transportation Costs Could Materially and Adversely Affect Our Financial Condition and Results of Operations

The impact on general economic conditions from various factors, including recessions, uncertainty in economic conditions, economic downturns and political uncertainties, could have a material adverse effect on our cash flow from operations, results of operations and financial condition. Specifically, the impact on general economic conditions may come from, among other things, increasing transportation costs due to the current nationwide driver shortage as well as new federal regulations which require increased monitoring of a driver's allowed driving time using electronic monitoring technology, lower unemployment, increased commodity costs, increased raw material costs, increased packaging material prices, decreases or alterations in consumer demand, changes in buying patterns, adverse changes in tax rates, interest rate and capital market volatility, adverse changes in the purchasing power of the U.S. dollar and higher general water, energy, and fuel costs. Maintaining the prices of our products, initiating price increases (including passing along price increases for commodities used in our products) and increasing the demand for our products (especially when prices for our products are decreasing due to commodity price decreases), all of which are important to our plans to increase profitability, may be materially and adversely affected by changes in general economic conditions and increases in production costs. Among other considerations, nuts and our other products are not essential products, and, therefore, demand and sales volume could decrease. In addition, a general economic downturn could cause one or more of our vendors, suppliers, distributors and customers to experience cash flow problems and, therefore, such vendors, suppliers, distributors and customers may be forced to reduce their output, shut down their operations or file for bankruptcy protection, which in some cases would make it difficult for us to continue production of certain products, could require us to reduce sales of our products or could result in uncollectable accounts receivable. It may be difficult to find a replacement for certain vendors, suppliers, freight haulers or distributors without significant delay or increase in cost. Any of the foregoing could materially and adversely affect our financial condition and results of operations.

Litigation Could Materially and Adversely Affect Our Financial Condition and Results of Operations

We have been the subject of litigation and investigations in the past, and we may become the subject of litigation and investigations in the future, which may include lawsuits or claims related to contracts, intellectual property, product recalls, product liability, the marketing and labeling of products, employment matters, wage and hour matters, environmental matters or other aspects of our business. Plaintiffs or regulatory bodies could seek recovery of very large or indeterminate amounts, and the magnitude of the potential loss relating to lawsuits and investigations is difficult to accurately estimate. Additionally, many of our customer contracts require us to indemnify and assume the defense of any third party claim against the customer, increasing the risk of litigation related to our operations. Regardless of whether any claims against us are valid, or whether we are ultimately held liable, such litigation and investigations may be expensive to defend and may divert time, money and management attention away from our operations and negatively impact our financial performance. We maintain insurance in amounts we believe to be adequate based on our business operations. However, we may incur claims or liabilities for which we are not insured, that exceed the amount of our insurance coverage or that our insurers may raise various objections and exceptions to coverage. A judgment or settlement for significant monetary damages or requiring other significant changes to our business or assets could materially and adversely affect our financial condition and results of operations. Any adverse publicity resulting from allegations or investigations may also adversely affect our reputation and the reputation of our products, which in turn could materially and adversely affect our financial condition and results of operations.

Technology Disruptions, Failures or Breaches Could Materially and Adversely Affect Our Financial Condition and Results of Operations

We depend on information technology to maintain and streamline our operations, including, among other things, (i) interfacing with our locations, customers and suppliers, (ii) complying with financial reporting, legal and tax regulatory requirements, (iii) maintaining logistics, inventory control and monitoring systems and (iv) providing us with real-time feedback about our business. Like other companies, our information technology systems may be vulnerable to a variety of interruptions due to events beyond our control, including natural disasters, terrorist attacks, telecommunications failures, outages during replacement or upgrades, computer viruses, hardware failures, power outages, hackers, ransomware attacks, cyber risks and other security issues. We

have technology security initiatives, cyber insurance and disaster recovery plans in place to mitigate our risk to these vulnerabilities, but these measures may not be adequate, particularly as the global dependence on technology and the sophistication of cyber threats increase. In addition, if we are unable to prevent security breaches or disclosure of non-public information, we may suffer financial and reputational damage, litigation or remediation costs or penalties because of the unauthorized disclosure of confidential information belonging to us or to our customers, consumers, or suppliers.

In addition, we have outsourced several information technology support services and administrative functions to third-party service providers and may outsource other functions in the future to achieve cost savings and efficiencies. If the service providers to which we outsource these functions do not perform effectively, we may not be able to achieve the expected cost savings and may have to incur additional costs to correct errors made by such service providers. Depending on the function involved, such errors may also lead to business disruption, processing inefficiencies, the loss of or damage to intellectual property through security breach, the loss of sensitive data through security breach, or otherwise. While we or any third party service provider have not experienced any significant disruption, failure or breach impacting our information technology systems, any such disruption, failure or breach could adversely affect our financial condition and results of operations.

Our Products are Processed at a Limited Number of Production Facilities and any Significant Disruption at any of Our Production Facilities or Disruption with a Third Party Supplier Could Have a Material Adverse Effect on Our Financial Condition and Results of Operations

Our products are shelled, manufactured or otherwise processed at our five production facilities. However, certain nut and nut-related products, including the shelling of peanuts, walnuts and pecans and processing and packaging of certain other products, are conducted only at a single location. If any of these production facilities experiences a disruption for any reason, including a work stoppage, power failure, fire, pandemic, terrorism or weather related condition or natural disaster, this could result in a significant reduction or elimination of the availability of some of our products. In addition, a dispute with, or disruption at, a significant third party supplier, service provider or distributor may impact our ability to produce, package, market, transport and sell our products. If we were not able to obtain alternate production, shelling or processing capability in a timely manner or on satisfactory terms, this could have a material adverse effect on our financial condition and results of operations.

Inability to Protect Our Intellectual Property or Avoid Intellectual Property Disputes Could Materially and Adversely Affect Our Financial Condition and Results of Operations

We consider our intellectual property rights, particularly and most notably our brand trademarks (such as our *Fisher*, *Orchard Valley Harvest*, *Squirrel Brand*, *Southern Style Nuts* and *Sunshine Country* trademarks), but also our patents, trade secrets, know-how copyrights and licensing agreements, to be a significant and valuable aspect of our business. We attempt to protect our intellectual property rights through a combination of patent, service mark, trademark, copyright and trade secret laws, as well as licensing agreements, third party nondisclosure and assignment agreements and policing of third party misuses of our intellectual property both domestically and internationally. Our failure to obtain or adequately protect our trademarks, products, new features of our products, or our trade secrets and technology, or any change in law or other changes that serve to lessen or remove the current legal protections of our intellectual property, may diminish our competitiveness and could materially and adversely affect our financial condition and results of operations.

In addition, we may be unaware of intellectual property rights of others that may cover some of our technology, brands or products. Any disputes regarding patents or other intellectual property could be costly and time-consuming and could divert the attention of our management and key personnel from our business operations. Third party claims of intellectual property infringement might also require us to enter into costly license agreements. We also may be subject to significant damages or injunctions against development and sale of certain products if found to be liable for infringing activity. Any such activities could materially and adversely affect our financial condition and results of operations.

Unsuccessful Implementation of Our Strategic Plan Could Materially and Adversely Affect Our Financial Condition and Results of Operations

We developed a strategic plan (the “Strategic Plan”), to help us achieve long-term profitable growth. As part of this Strategic Plan, we have taken a number of actions including, among other things, promotion of our branded recipe and snack nut products, expanding distribution in traditional retail channels and alternative channels and other strategies related to increasing sales of non-branded business at existing key customers. We are taking these actions in order to increase sales in all of our distribution channels. There are no assurances that we will be successful in achieving any portion of our Strategic Plan, or any other efficiency measures.

In addition, we have in the past, as part of our Strategic Plan, engaged in strategic acquisitions and joint ventures including the acquisition of Squirrel Brand, L.P. in November 2017 (the “Acquisition”). However, we may be unsuccessful in managing completed acquisitions or joint ventures, identifying additional acquisitions or joint ventures, or negotiating favorable financial or other terms with third parties which are attractive or advantageous to grow or otherwise supplement our existing business. In addition, the

identification, negotiation and completion of any acquisition or joint venture may divert management's attention from ordinary business matters, require a number of one-time or ongoing advisory costs, result in the loss of employees or customers of our business or the acquired business, involve the assumption of unknown and potentially significant liabilities or result in impairment charges if the assumptions underlying the purchase are not satisfied. Due to various uncertainties inherent in such activities, we may be unable to achieve a substantial portion of any anticipated benefits or cost savings from previous acquisitions or joint ventures or other anticipated benefits in the timeframe we anticipate, or at all.

Any inability to realize the anticipated benefits from the Strategic Plan could materially and adversely affect our financial condition and results of operations.

Increases in Labor Costs or Work Stoppages or Strikes Could Materially and Adversely Affect Our Financial Condition and Results of Operations

As the number of our employees has grown, personnel costs, including the costs of medical and other employee health and welfare benefits, have increased. These costs can vary substantially as a result of an increase in the number, mix and experience of our employees and changes in health care and other employment-related laws. There are no assurances that we will succeed in reducing future increases in such costs, particularly if government regulations require us to change our health and welfare benefits, government regulations impose additional monitoring and compliance expenses, or we need to attract and retain additional qualified personnel. Increases in personnel costs can also be amplified by low unemployment rates, preferences among workers in the labor market and general tight labor market conditions in any of the areas where we operate. Our inability to control such costs could materially and adversely affect our financial condition and results of operations.

Although we consider our labor relations to be good, if a significant number of our employees engaged in a work slowdown, or other type of labor unrest, it could in some cases impair our ability to supply our products to customers, which could result in reduced sales, and may distract our management from focusing on our business and strategic priorities. Any of these activities could materially and adversely affect our financial condition and results of operations.

We Cannot Guarantee the Timing, Amount or Payment of Dividends

Although the Board of Directors has adopted a dividend policy under which the Company intends to pay a regular annual cash dividend on its Common Stock and Class A Stock, whether any such subsequent dividend (or any special dividend) is declared and the timing and amount thereof is subject to the discretion of the Board of Directors. Decisions of the Board of Directors in respect of dividends will be based on a variety of factors, including the cash flows, earnings and financial position of the Company as well as the borrowing availability and other restrictions under our Credit Facility. The Board of Directors is not required to declare dividends and the number and amount of dividends is restricted under our Credit Facility and could be restricted under future financing or other arrangements. The Board of Directors will also regularly review and may modify or terminate our dividend policy. Accordingly, we cannot provide any assurances that our Company will pay annual or special cash dividends in the future, and if so, the amount or timing thereof. Any reduction in or elimination of our dividend policy or dividend payments could have a negative effect on the price of our Common Stock.

Item 1B — Unresolved Staff Comments

None.

Item 2 — Properties

We own or lease five principal production facilities. Our primary processing and distribution facility is located at our Elgin, Illinois site which also houses our primary manufacturing operations and corporate headquarters (the “Elgin Site”). The remaining principal production facilities are located in Bainbridge, Georgia; Garysburg, North Carolina; Selma, Texas and Gustine, California. In addition, we operate a retail store at the Elgin Site.

As described below in Part II, Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources”, the Mortgage Facility (as defined below) is secured by mortgages on essentially all of our owned real property located in Elgin, Illinois, Gustine, California and Garysburg, North Carolina.

We believe that our facilities are generally well maintained and in good operating condition.

a. Principal Facilities

The following table provides certain information regarding our principal facilities:

<u>Location</u>	<u>Square Footage</u>	<u>Type of Interest</u>	<u>Description of Principal Use</u>	<u>Date Company Constructed, Acquired or First Occupied</u>
Bainbridge, Georgia	300,000	Owned and Leased	Peanut shelling, purchasing, processing, packaging, warehousing and distribution	1987
Garysburg, North Carolina	160,000	Owned	Peanut shelling, purchasing, processing, packaging, warehousing and distribution	1994
Selma, Texas (1)	300,000	Leased	Pecan shelling, processing, bulk packaging, warehousing and distribution	1992
Gustine, California	215,000	Owned	Walnut shelling, processing, packaging, warehousing and distribution	1993
Elgin, Illinois (2) (Elgin Office Building)	400,000	Owned	Rental property	2005
Elgin, Illinois (Elgin Warehouse Building)	1,001,000	Owned	Processing, packaging, warehousing, distribution and corporate offices	2005

- (1) The sale and lease back of the Selma properties to related party partnerships was consummated in fiscal 2007. See Note 6—“Long-Term Debt” to the Consolidated Financial Statements.
- (2) The Elgin Office Building (part of the Elgin Site) was acquired in April 2005. Approximately 65% of the Elgin Office Building is currently vacant. Approximately 29% of the rentable area has not been built-out. The vacant portion of the office building may be leased to third parties; however, there can be no assurance that we will be able to lease the unoccupied space. Further capital expenditures will likely be necessary to lease the remaining space.

b. Manufacturing Capability, Utilization, Technology and Engineering

Our principal production facilities are equipped with modern processing and packaging machinery and equipment.

The Elgin Site was designed to our specifications with what we believe to be state-of-the-art equipment. The layout is designed to efficiently move products from raw storage to processing to packaging to distribution. The Elgin Site was designed to minimize the risk of cross contamination between tree nuts and peanuts. As currently configured, the Elgin Site can accommodate an increase in production capacity of 15% to 25% of our current capacity, however certain production lines are at full capacity. Additional space may be needed to fulfill any meaningful increases in future demand for the products produced on these lines.

The Selma facility contains our automated pecan shelling and bulk packaging operation. The facility's pecan shelling production lines currently have the capacity to shell in excess of 90 million inshell pounds of pecans annually. During fiscal 2019, we processed approximately 39 million inshell pounds of pecans at the Selma facility. The quantity of pecans processed varies depending on the amount of inshell nuts purchased due to, among other things, the size and cost of the crop, the impact of international demand, and expected demand based on our current sales forecast.

The Bainbridge facility is located in the largest peanut producing region in the United States. This facility takes direct delivery of farmer stock peanuts and cleans, shells, sizes, inspects, blanches, roasts and packages them for sale to our customers. The production line at the Bainbridge facility is almost entirely automated and has the capacity to shell approximately 120 million inshell pounds of peanuts annually. During fiscal 2019, the Bainbridge facility shelled approximately 78 million inshell pounds of peanuts.

The Garysburg facility has the capacity to process approximately 60 million inshell pounds of farmer stock peanuts annually. During fiscal 2019, the Garysburg facility processed approximately 10 million inshell pounds of peanuts.

The Gustine facility is used for walnut shelling, processing, packaging, warehousing and distribution. This facility has the capacity to shell in excess of 60 million inshell pounds of walnuts annually. During fiscal 2019, the Gustine facility shelled approximately 30 million inshell pounds of walnuts. The quantity of walnuts shelled will vary depending on the amount of inshell nuts purchased due to, among other things, the size and cost of the crop, the impact of international demand, and expected demand based on our current sales forecast.

The Bainbridge, Garysburg, Selma, and Gustine facilities are equipped to handle the processing, packaging, warehousing and distribution, and in the case of our Bainbridge and Garysburg facilities, the purchasing of nuts. Furthermore, at our Elgin Site, we process, package, warehouse and distribute nuts. We currently have more than sufficient capacity at our facilities to handle the aforementioned operations.

Item 3 — Legal Proceedings

We are a party to various lawsuits, proceedings and other matters arising out of the conduct of our business. Currently, it is management's opinion that the ultimate resolution of these matters will not have a material adverse effect upon our business, financial condition, results of operation or cash flows.

During fiscal 2017 we were subject to a class-action complaint for an employment related matter. In early fiscal 2018 we agreed to a \$1.2 million settlement for which we were fully reserved at June 29, 2017. In the first quarter of fiscal 2019 the settlement was paid.

For a discussion of our class-action complaint and legal proceedings, investigations, settlements and other contingencies, see Note 8—"Commitments and Contingent Liabilities" in the Notes to Consolidated Financial Statements in Part II, Item 8 of this Form 10-K.

Item 4 — Mine Safety Disclosures

Not applicable.

EXECUTIVE OFFICERS OF THE REGISTRANT

Pursuant to General Instruction G(3) of Form 10-K and Instruction 3 to Item 401(b) of Regulation S-K, the following executive officer description information is included as an unnumbered item in Part I of this Report in lieu of being included in the Proxy Statement for our annual meeting of stockholders to be held on October 30, 2019. Below are our executive officers as of August 21, 2019:

Jeffrey T. Sanfilippo, Chief Executive Officer, age 56 — Mr. Sanfilippo has been employed by us since 1991 and in November 2006 was named our Chief Executive Officer. Mr. Sanfilippo served as our Executive Vice President Sales and Marketing from January 2001 to November 2006. He served as our Senior Vice President Sales and Marketing from August 1999 to January 2001. Mr. Sanfilippo has been a member of our Board of Directors since August 1999. He served as General Manager West Coast Operations from September 1991 to September 1993. He served as Vice President West Coast Operations and Sales from October 1993 to September 1995, and Mr. Sanfilippo served as Vice President Sales and Marketing from October 1995 to August 1999.

Michael J. Valentine, Chief Financial Officer, Group President and Secretary, age 60 — Mr. Valentine has been employed by us since 1987. In November 2006, Mr. Valentine was named our Chief Financial Officer and Group President and, in May 2007, Mr. Valentine was named our Secretary. Mr. Valentine served as our Executive Vice President Finance, Chief Financial Officer and Secretary from January 2001 to November 2006. Mr. Valentine served as our Senior Vice President and Secretary from August 1999 to January 2001. He has been a member of our Board of Directors since April 1997. Mr. Valentine served as our Vice President and Secretary from December 1995 to August 1999. He served as an Assistant Secretary and the General Manager of External Operations for us from June 1987 and 1990, respectively, to December 1995. Mr. Valentine's responsibilities also include peanut, almond, imported nut, packaging and other ingredient procurement and our contract packaging business.

Jasper B. Sanfilippo, Jr., Chief Operating Officer, President and Assistant Secretary, age 51 — Mr. Sanfilippo has been employed by us since 1991. In November 2006, Mr. Sanfilippo was named our Chief Operating Officer and President and, in May 2007, Mr. Sanfilippo was named our Treasurer and held that position until January 2009. Mr. Sanfilippo served as our Executive Vice President Operations, retaining his position as Assistant Secretary, which he assumed in December 1995 from 2001 to November 2006. Mr. Sanfilippo became a member of our Board of Directors in December 2003. He became our Senior Vice President Operations in August 1999 and served as Vice President Operations from December 1995 to August 1999. Prior to that, Mr. Sanfilippo was the General Manager of our Gustine, California facility beginning in October 1995, and from June 1992 to October 1995 he served as Assistant Treasurer and worked in our Financial Relations Department. Mr. Sanfilippo is responsible for overseeing our plant operations, research and development, and product innovation.

James A. Valentine, Senior Technical Officer, age 55 — Mr. Valentine has been employed by us since 1986 and in January 2018 was named our Senior Technical Officer. He served as our Chief Information Officer from November 2006 to January 2018. He served as our Executive Vice President Information Technology from August 2001 to November 2006. Mr. Valentine served as Senior Vice President Information Technology from January 2000 to August 2001 and as Vice President of Management Information Systems from January 1995 to January 2000. Mr. Valentine is responsible for providing insight and guidance to executive management regarding strategic direction of our information technology functions that support our corporate strategy.

Frank S. Pellegrino, Senior Vice President, Finance, and Treasurer, age 45 — Mr. Pellegrino joined us in January 2007 as Director of Accounting and was appointed Corporate Controller in September 2007. In January 2009, he was named Vice President Finance and Corporate Controller. In August 2012, he was promoted to Senior Vice President, Finance. In August 2016, he was appointed Treasurer. Previously, Mr. Pellegrino was Internal Audit Manager at W.W. Grainger, a business-to-business distributor, from June 2003 to January 2007. Prior to that, he was a Manager in the Assurance Practice of PricewaterhouseCoopers LLP, where he was employed from 1996 to 2003. Mr. Pellegrino is responsible for our accounting, finance and treasury functions. In January 2018 he became responsible for overseeing our information technology department and in June 2019 became responsible for overseeing our Customer Solutions.

Christopher H. Gardier, Senior Vice President, Consumer Sales, age 59 — Mr. Gardier joined us in May 2010 as Vice President, Consumer Sales. In August 2012, Mr. Gardier was promoted to Senior Vice President, Consumer Sales. Previously, Mr. Gardier was the Vice President Sales for the Snacks Division at The Hain Celestial Group, where he led a national sales team of eight regional managers selling natural and organic salty snack brands. Prior to that, Mr. Gardier was a Customer Vice President, Central Region at Pepperidge Farm for six years, where he led a team of independent biscuit and bakery distributors covering 13 Midwestern states. Prior to that, Mr. Gardier was a Director of National Accounts at Frito Lay for almost five years, where he led a sales and operations team responsible for the mass merchandising channel. Mr. Gardier is responsible for leading our Consumer Sales efforts, including our *Fisher* and *Orchard Valley Harvest* brands.

Howard P. Brandeisky, Senior Vice President, Global Marketing and Customer Solutions, age 58 — Mr. Brandeisky joined us in April 2010 as Vice President, Marketing & Innovation. In October 2013, he was promoted to Senior Vice President. Previously, he was an independent consultant in the food industry for a year. Prior to that, Mr. Brandeisky was at Kraft Foods, Inc. as a Vice President of Marketing. He is responsible for leading the marketing, consumer insights and creative services teams.

Shayn E. Wallace, Senior Vice President, Commercial Ingredients, age 48 — Mr. Wallace has been employed by us since March of 2019. Prior to that, he served as President for Spectrum Brands. His career path also includes senior roles with major food companies such as H.J. Heinz, The Kellogg Company, Dean Foods, Sara Lee Food & Beverage, Mark Anthony Brands – Mike’s Hard Lemonade and Morton Salt where he held senior leadership positions in Sales and Marketing. He is responsible for leading our Commercial Ingredients business which includes foodservice and industrial channels.

J. Brent Meyer, Senior Vice President, New Business Development, age 48 — Mr. Meyer joined us in December 2017 after we acquired his previous company, Squirrel Brand, L.P. Mr. Meyer had owned Squirrel Brand since 2003 after purchasing and performing a turnaround of the then bankrupt company. From 1998 to 2003, Mr. Meyer was Director of Marketing for Pegasus Solutions. Prior to that, he worked in advertising at Temerlin McLain and Levenson & Hill. Mr. Meyer is responsible for managing the company’s partnership and business development with a major club customer.

RELATIONSHIPS AMONG CERTAIN DIRECTORS AND EXECUTIVE OFFICERS

Mathias A. Valentine, a director of the Company, is (i) the father of Michael J. Valentine, an executive officer and director of the Company, and James A. Valentine, an executive officer of the Company and (ii) the uncle of Jasper B. Sanfilippo, Jr. and Jeffrey T. Sanfilippo, executive officers and directors of the Company, and James J. Sanfilippo, a director of the Company.

Michael J. Valentine, Chief Financial Officer, Group President and Secretary and a director of the Company, is (i) the son of Mathias A. Valentine, (ii) the brother of James A. Valentine and (iii) the cousin of Jasper B. Sanfilippo, Jr., Jeffrey T. Sanfilippo and James J. Sanfilippo.

Jeffrey T. Sanfilippo, Chief Executive Officer and a director of the Company, is (i) the brother of Jasper B. Sanfilippo, Jr. and James J. Sanfilippo, (ii) the nephew of Mathias A. Valentine and (iii) the cousin of Michael J. Valentine and James A. Valentine.

Jasper B. Sanfilippo, Jr., Chief Operating Officer, President and a director of the Company, is (i) the brother of Jeffrey T. Sanfilippo and James J. Sanfilippo, (ii) the nephew of Mathias A. Valentine and (iii) the cousin of Michael J. Valentine and James A. Valentine.

James J. Sanfilippo, a director of the Company, is (i) the brother of Jeffrey T. Sanfilippo and Jasper B. Sanfilippo, Jr., (ii) the nephew of Mathias A. Valentine and (iii) the cousin of Michael J. Valentine and James A. Valentine.

James A. Valentine, Senior Technical Officer of the Company, is (i) the son of Mathias A. Valentine, (ii) the brother of Michael J. Valentine and (iii) the cousin of Jasper B. Sanfilippo, Jr., Jeffrey T. Sanfilippo and James J. Sanfilippo.

Timothy R. Donovan, a director of the Company, is (i) a nephew by marriage of Mathias A. Valentine and (ii) the first cousin by marriage of Jasper B. Sanfilippo, Jr., Jeffrey T. Sanfilippo, James J. Sanfilippo, Michael J. Valentine and James A. Valentine.

PART II

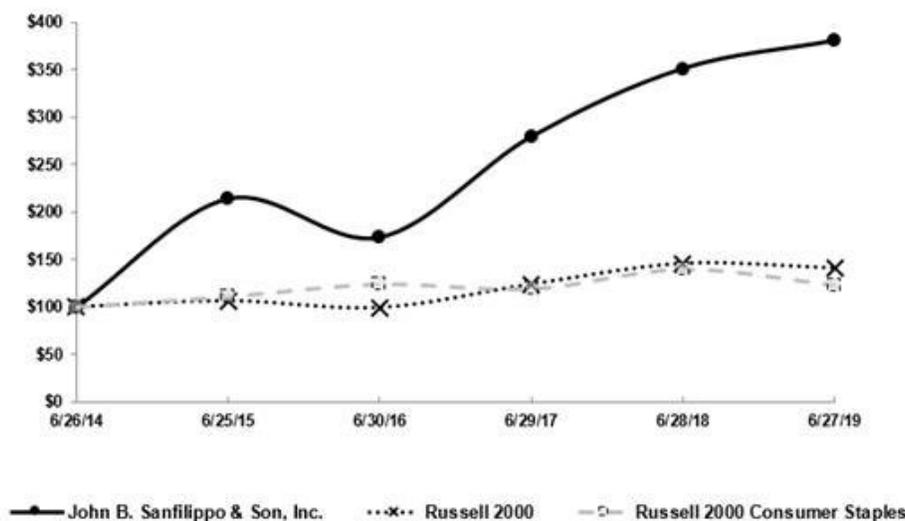
Item 5 — Market for Registrant’s Common Equity and Related Stockholder Matters

We have two classes of stock: Class A Stock and Common Stock. The holders of Common Stock are entitled to elect 25% of the total members of the Board of Directors, rounded up to the nearest whole number, and the holders of Class A Stock are entitled to elect the remaining directors. With respect to matters other than the election of directors or any matters for which class voting is required by law, the holders of Common Stock are entitled to one vote per share while the holders of Class A Stock are entitled to ten votes per share. Our Class A Stock is not registered under the Securities Act of 1933 and there is no established public trading market for the Class A Stock. However, each share of Class A Stock is convertible at the option of the holder at any time and from time to time (and, upon the occurrence of certain events specified in our Restated Certificate of Incorporation, automatically converts) into one share of Common Stock.

Our Common Stock is quoted on the NASDAQ Global Select Market and our trading symbol is “JBSS”.

The graph below compares our cumulative five-year total stockholder return on our Common Stock with the cumulative total returns of the Russell 2000 Consumer Staples Index and the Russell 2000 Index. The graph tracks the performance of a \$100 investment in our Common Stock, in each index (with the reinvestment of all dividends) from June 27, 2014 to June 27, 2019.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
Among John B. Sanfilippo & Son, Inc., the Russell 2000 Index,
and the Russell 2000 Consumer Staples Index



* \$100 invested on June 27, 2014 in stock or June 30, 2014 in index, including reinvestment of dividends.

Indexes calculated on month-end basis.

The information contained in the preceding performance graph shall not be deemed to be “soliciting material” or to be “filed” with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference in such filing.

As of August 21, 2019 there were 44 holders and 16 holders of record of our Common Stock and Class A Stock, respectively.

Under our Restated Certificate of Incorporation, the Class A Stock and the Common Stock are entitled to share equally on a share for share basis in any dividends declared by the Board of Directors on our common equity. Our current financing agreements, as amended on July 7, 2017, allow us to make up to four cash dividends or distributions of our stock in any fiscal year in an amount not to exceed \$60 million in the aggregate per fiscal year. See Part II, Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Financing Arrangements.”

In January 2017, our Board of Directors adopted a dividend policy under which it intends to pay a regular annual cash dividend on our Common Stock and Class A Stock. The Board of Directors contemplated that the regular annual dividend would be declared around the conclusion of the Company's fiscal year and paid in the first quarter of each fiscal year.

The Board of Directors will review the dividend policy regularly and any future annual or special dividends (whether such are paid and, if so, the amount and timing of payment) will be at the discretion of the Board of Directors, after taking into account a variety of factors, including cash flows, borrowing availability under our Credit Facility, and earnings and financial position of the Company. There can be no assurance that dividends will be declared or paid in the future. Pursuant to our Restated Certificate of Incorporation, any dividends paid on our Common Stock must be equivalent to the dividends paid on our Class A Stock.

The frequency and amount of cash dividends declared for each class of common stock for the two most recently completed fiscal years are as follows:

- On July 11, 2017 our Board of Directors declared an annual and special cash dividend of \$0.50 and \$2.00, respectively, that was paid to holders of Common Stock and Class A Stock on August 15, 2017.
- On July 10, 2018 our Board of Directors declared an annual and special cash dividend of \$0.55 and \$2.00, respectively, that was paid to holders of Common Stock and Class A Stock on August 17, 2018.
- Subsequent to the end of fiscal 2019, the Board of Directors declared an annual and special cash dividend of \$0.60 and \$2.40 per share, respectively, that was paid to holders of our Common Stock and Class A Stock on August 20, 2019.

For purposes of the calculation of the aggregate market value of our voting stock held by non-affiliates as set forth on the cover page of this Report, we did not consider any of the siblings or spouses of Jasper B. Sanfilippo, Sr. (our former chairman of the board) or Mathias A. Valentine, or any of the lineal descendants of either Jasper B. Sanfilippo, Sr., Mathias A. Valentine or such siblings (other than those who are our executive officers, directors or those in the foregoing who have formed a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with either Jasper B. Sanfilippo, Sr. or Mathias A. Valentine) as an affiliate. See "Review of Related Party Transactions" and "Security Ownership of Certain Beneficial Owners and Management" contained in our Proxy Statement for the 2019 Annual Meeting and "Relationships Among Certain Directors and Executive Officers" appearing immediately before Part II of this Report.

Securities Authorized under Equity Compensation Plans

The following table sets forth information as of June 27, 2019, with respect to equity securities authorized for issuance pursuant to equity compensation plans previously approved by our stockholders and equity compensation plans not previously approved by our stockholders.

Equity Compensation Plan Information

<u>Plan Category</u>	<u>(a) Number of securities to be issued upon exercise of options, warrants and rights</u>	<u>(b) Weighted average exercise price of outstanding options, warrants and rights</u>	<u>(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (a))</u>
Equity compensation plans approved by stockholders — stock options	500	\$ 8.71	726,248
Equity compensation plans approved by stockholders — restricted stock units	188,992	—	726,248
Equity compensation plans not approved by stockholders	—	—	—

Item 6 — Selected Financial Data

The following historical consolidated financial data as of and for the years ended June 27, 2019, June 28, 2018, June 29, 2017, June 30, 2016, and June 25, 2015 was derived from our consolidated financial statements. The financial data should be read in conjunction with our audited consolidated financial statements and notes thereto, which are included elsewhere herein, and with Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. The information below is not necessarily indicative of the results of future operations. The fiscal year ended June 30, 2016 contained an extra week compared to the other fiscal years presented.

Consolidated Statement of Comprehensive Income Data: ⁽¹⁾ (dollars in thousands, except per share data)

	Year Ended				
	June 27, 2019	June 28, 2018	June 29, 2017	June 30, 2016	June 25, 2015
Net sales	\$ 876,201	\$ 888,931	\$ 846,635	\$ 952,059	\$ 887,245
Cost of sales	717,931	750,032	704,712	814,591	755,189
Gross profit	158,270	138,899	141,923	137,468	132,056
Selling and administrative expenses ⁽²⁾	99,746	82,710	81,446	84,306	78,578
Income from operations ⁽²⁾	58,524	56,189	60,477	53,162	53,478
Interest expense	3,060	3,463	2,910	3,492	3,966
Rental and miscellaneous expense, net	1,089	1,406	1,296	1,358	3,049
Other expense ⁽²⁾	1,947	1,970	2,133	1,850	1,599
Income before income taxes	52,428	49,350	54,138	46,462	44,864
Income tax expense	12,962	16,850	18,013	16,067	15,559
Net income	\$ 39,466	\$ 32,500	\$ 36,125	\$ 30,395	\$ 29,305
Basic earnings per common share	\$ 3.45	\$ 2.86	\$ 3.19	\$ 2.71	\$ 2.63
Diluted earnings per common share	\$ 3.43	\$ 2.84	\$ 3.17	\$ 2.68	\$ 2.61
Cash dividends declared per share	\$ 2.55	\$ 2.50	\$ 5.00	\$ 2.00	\$ 1.50

Consolidated Balance Sheet Data: ⁽¹⁾⁽³⁾ (dollars in thousands)

	June 27, 2019	June 28, 2018	June 29, 2017	June 30, 2016	June 25, 2015
Working capital	\$ 141,434	\$ 130,689	\$ 143,504	\$ 158,979	\$ 150,280
Total assets	391,304	415,853	398,059	391,162	431,616
Long-term debt, less current maturities	20,381	27,356	25,211	28,704	32,046
Total debt	27,719	65,803	58,085	44,130	96,500
Stockholders’ equity	254,555	243,002	235,468	251,193	241,278

- (1) Effective the first quarter of fiscal 2019, we adopted ASU No. 2014-09 which updates the revenue recognition requirements. Fiscal 2018 has been adjusted for this new accounting standard. The impact on fiscal 2017 was immaterial. Refer to Note 2 – “Revenue Recognition” in the Notes to Consolidated Financial Statements for additional detail.
- (2) Effective the first quarter of fiscal 2018, we adopted ASU No. 2017-07 which disaggregates the service cost component of pension expense from the other components of net periodic benefit cost component of pension expense. Service cost must be presented in the same line items as other employee compensation costs while all other components must be presented separately from service cost and outside a subtotal of income from operations. Prior periods in this table have been adjusted for comparability for this new accounting standard.
- (3) Effective the first quarter of fiscal 2017, we adopted ASU No. 2015-03 which changes the presentation of debt issuance costs. Prior periods have been adjusted for this new accounting standard.

Item 7 — Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements and the Notes to Consolidated Financial Statements. Our fiscal year ends on the final Thursday of June each year, and typically consists of fifty-two weeks (four thirteen-week quarters). Additional information on the comparability of the periods presented is as follows:

- References herein to fiscal 2020 are to the fiscal year ending June 25, 2020.
- References herein to fiscal 2019, fiscal 2018 and fiscal 2017 are to the fiscal years ended June 27, 2019, June 28, 2018 and June 29, 2017, respectively.

As used herein, unless the context otherwise indicates, the terms “we”, “us”, “our” or “Company” refer collectively to John B. Sanfilippo & Son, Inc. and our wholly-owned subsidiary, JBSS Ventures, LLC. Our Credit Facility and Mortgage Facility, as defined below, are sometimes collectively referred to as “our financing arrangements.”

We are one of the leading processors and distributors of peanuts, pecans, cashews, walnuts, almonds and other nuts in the United States. These nuts are sold under a variety of private brands and under the *Fisher*, *Orchard Valley Harvest*, *Squirrel Brand*, *Southern Style Nuts*, and *Sunshine Country* brand names. We also market and distribute, and in most cases, manufacture or process, a diverse product line of food and snack products, including peanut butter, almond butter, cashew butter, candy and confections, snacks and trail mixes, snack bites, sunflower kernels, dried fruit, corn snacks, sesame sticks and other sesame snack products under private brands and brand names. We distribute our products in the consumer, commercial ingredients and contract packaging distribution channels.

The Company’s long-term objective is to drive profitable growth, as identified in our Strategic Plan. The Strategic Plan includes continuing to grow *Fisher*, *Orchard Valley Harvest*, *Squirrel Brand* and *Southern Style Nuts* into leading nut brands by focusing on consumers demanding quality nuts in the snacking, recipe, trail and snack mix and produce categories, providing integrated nut solutions to grow non-branded business at existing key customers in each distribution channel and expanding our offerings into alternative distribution channels. We are executing on our Strategic Plan by growing our consumer distribution channel, which now accounts for almost 70% of our total annual company sales volume, which we define as pounds sold to customers. This growth has been driven by an increase in sales of our branded products such as our *Orchard Valley Harvest* and *Fisher* snack nut and trail mix products to a variety of retailers as well as growth from private brand product sales. We have also made distribution gains for *Fisher* recipe nuts at several new grocery customers during the 2019 fiscal year. We are also focusing on growing *Squirrel Brand* and *Southern Style Nuts* brand awareness through expanded distribution and increased innovation and product offerings.

We face a number of challenges in the future which include, among others, potential acquisition cost volatility for almonds and intensified competition for market share from both private brand and name brand nut products. We also face changing industry trends resulting in retail consolidation and Internet price competition for nut and nut-related products.

We will continue to focus on seeking profitable business opportunities to best utilize our production capacity at our Elgin Site and evaluate facility expansion to meet customer demand. We expect to maintain our current level of promotional and advertising activity for our *Orchard Valley Harvest* and *Fisher* snack brands. We continue to see domestic sales and volume growth in our *Orchard Valley Harvest* brand and will continue to focus on this portion of our branded business as well as our *Squirrel Brand* and *Southern Style Nuts* brands. We will continue to face the ongoing challenges specific to our business, such as food safety and regulatory issues and the maintenance and growth of our customer base for branded and private label products. See the information referenced in Part I, Item 1A — “Risk Factors” of this report for additional information about our risks, challenges and uncertainties.

Annual Highlights

- Our net sales for fiscal 2019 decreased by \$12.7 million, or 1.4%, to \$876.2 million compared to fiscal 2018.
- Gross profit increased by \$19.4 million, and our gross profit margin, as a percentage of net sales, increased to 18.1% in fiscal 2019 from 15.6% in fiscal 2018.
- Total operating expenses for fiscal 2019 increased by \$17.0 million, and our operating expenses, as a percentage of net sales, were 11.4% compared to 9.3% of net sales in fiscal 2018.
- Diluted earnings per share increased approximately 20.8% compared to last fiscal year.
- Our strong financial position allowed us to pay a cash dividend of \$29.1 million in August 2018.
- The total value of inventories on hand at the end of fiscal 2019 decreased by \$17.3 million, or 9.9%, in comparison to the total value of inventories on hand at the end of fiscal 2018.

We have seen acquisition costs for pecans and walnuts decline in the 2018 crop year (which falls into our current 2019 fiscal year), as well as declining acquisition costs for cashews. While we completed our procurement of the current year crop of inshell walnuts during the second quarter of fiscal 2019, the total payments to our walnut growers were not determined until the third quarter of fiscal 2019, which is typical. The final prices paid to the walnut growers were based upon prevailing market prices and other factors, such as crop size and export demand. At June 27, 2019 there are no amounts due to walnut growers.

Results of Operations

The following table sets forth the percentage relationship of certain items to net sales for the periods indicated and the percentage increase or decrease of such items from fiscal 2019 to fiscal 2018 and from fiscal 2018 to fiscal 2017.

	Percentage of Net Sales			Percentage Change	
	Fiscal 2019	Fiscal 2018	Fiscal 2017	Fiscal 2019 vs. 2018	Fiscal 2018 vs. 2017
Net sales	100.0%	100.0%	100.0%	(1.4)%	5.0%
Gross profit	18.1	15.6	16.8	13.9	(2.1)
Selling expenses	7.1	6.0	5.9	16.7	7.1
Administrative expenses	4.3	3.3	3.7	27.5	(7.1)

Fiscal 2019 Compared to Fiscal 2018

Net Sales

Our net sales decreased 1.4% to \$876.2 million for fiscal 2019 from \$888.9 million for fiscal 2018. Sales volume increased by 1.4% for fiscal 2019 in comparison to sales volume for fiscal 2018. The decline in net sales was driven by a 2.8% decrease in the weighted average sales price per pound, which primarily occurred as a result of a shift in sales volume from higher priced tree nut products to lower priced peanut and trail mix products. Lower selling prices for products containing cashews and pecans, driven by lower commodity acquisition costs, also contributed to the decrease in net sales. The decline in net sales from lower selling prices due to commodity deflation for certain tree nuts was partially offset by the increase in sales volume.

The following summarizes sales by product type as a percentage of total gross sales. The information is based upon gross sales, rather than net sales, because certain adjustments from gross sales to net sales, such as promotional discounts, are not allocable to product type.

Product Type	Fiscal 2019	Fiscal 2018
Peanuts	18.0%	15.7%
Pecans	12.9	14.0
Cashews & Mixed Nuts	23.0	24.6
Walnuts	8.9	9.0
Almonds	14.4	15.5
Trail & Snack Mixes	17.3	15.5
Other	5.5	5.7
Total	100.0%	100.0%

The following table shows a comparison of net sales by distribution channel (dollars in thousands):

Distribution Channel	Fiscal 2019	Fiscal 2018	Change	Percent Change
Consumer (1)	\$625,581	\$589,867	\$ 35,714	6.1%
Commercial Ingredients	140,103	154,114	(14,011)	(9.1)
Contract Packaging	110,517	144,950	(34,433)	(23.8)
Total	<u>\$876,201</u>	<u>\$888,931</u>	<u>\$(12,730)</u>	<u>(1.4)%</u>

- (1) Sales of branded products were approximately 37% and 38% of total consumer channel sales during fiscal 2019 and 2018, respectively. *Fisher* branded products were approximately 69% and 75% of branded sales during fiscal 2019 and 2018 respectively, with branded produce products accounting for most of the remaining branded product sales.

Net sales in the consumer distribution channel increased by 6.1% in dollars and 10.5% in sales volume in fiscal 2019 compared to fiscal 2018. The sales volume increase was primarily driven by a 13.0% increase in sales of private brand trail mixes and snack nuts resulting from distribution gains with new and existing customers. Increased sales of *Orchard Valley Harvest* produce products and *Fisher* snack nuts also contributed to the increase in sales volume. A 13.3% sales volume increase for our *Orchard Valley Harvest* produce products came primarily from distribution gains for the salad toppers product line and distribution gains with new and existing customers. Sales volume for *Fisher* snack nuts increased by 4.3% due to distribution gains at an existing customer and increased promotional activity for our *Oven Roasted Never Fried* product line. Accounting for 10.9% of the sales volume increase was the additional sales volume related to *Southern Style Nuts* snack mix products resulting from the Acquisition which occurred late in our fiscal 2018 second quarter. Beginning in December 2017, *Squirrel Brand* sales volume is included in the consumer and commercial ingredients distribution channels. *Squirrel Brand* sales volume for fiscal 2018 was included in the contract packaging distribution channel through November 2017, because *Squirrel Brand* was a contract packaging customer until the Acquisition. Sales volume for *Fisher* recipe nuts declined 12.3% primarily due to competitive pricing pressure from private brand recipe nuts and some lost distribution at an existing major customer. However, IRi market data from June 2019 indicates that *Fisher* recipe nuts continue to be the branded market share leader in the overall recipe nut category.

Net sales in the commercial ingredients distribution channel decreased by 9.1% in dollars and 7.3% in sales volume compared to fiscal 2018. The sales volume decrease was primarily due to lower sales of bulk products to other food manufacturers.

Net sales in the contract packaging distribution channel decreased by 23.8% in dollars and 20.2% in sales volume in fiscal 2019 compared to fiscal 2018. The decline in sales volume mainly came from the discontinuance of a product line and a reduction in unit ounce weights for tree nut items implemented by an existing contract packaging customer, as well as the loss of some bulk business with another existing customer. The sales volume decrease was also due to our acquisition of the *Squirrel Brand* business at the end of November 2017, as discussed above.

Gross Profit

Gross profit increased 13.9% to \$158.3 million in fiscal 2019 from \$138.9 million in fiscal 2018. Our gross profit margin, as a percentage of sales, increased to 18.1% for fiscal 2019 from 15.6% for fiscal 2018.

The increases in gross profit and gross profit margin were mainly attributable to lower commodity acquisition costs for walnuts, pecans and cashews. The 1.4% increase in sales volume also contributed to the increase in gross profit.

Operating Expenses

Total operating expenses for fiscal 2019 increased by \$17.0 million to \$99.7 million. Operating expenses as a percent of net sales was 11.4% for fiscal 2019 and 9.3% for fiscal 2018. The increase in total operating expenses was mainly due to increases in incentive compensation, other compensation, shipping and advertising expenses. Additionally, total operating expenses included \$2.5 million for consulting and legal expense related to an acquisition opportunity that we explored but ultimately elected not to pursue and a \$1.0 million increase in amortization expense related to the acquisition of the *Squirrel Brand* business that occurred in the second quarter of fiscal 2018.

Selling expenses for fiscal 2019 were \$61.8 million, an increase of \$8.8 million, or 16.7%, over the amount recorded for fiscal 2018. The increase was driven by a \$5.9 million increase in compensation related expenses, primarily incentive compensation expense, a \$1.7 million increase in freight expense due to an increase in delivered sales pounds coupled with rising costs in the transportation industry in the first two quarters of fiscal 2019 and a \$0.6 million increase in advertising expense to support our new *Oven Roasted Never Fried Fisher* snack line.

Administrative expenses for fiscal 2019 were \$38.0 million, an increase of \$8.2 million, or 27.5%, from the amount recorded for fiscal 2018. The increase was driven by a \$6.6 million increase in compensation related expenses, primarily incentive compensation expense, a \$1.5 million increase in consulting expense and a \$1.0 million increase in amortization expense that is associated with the Acquisition. Partially offsetting these increases was a \$0.6 million decrease in personnel expense and \$0.6 million decrease in the loss on asset disposals.

Income from Operations

Due to the factors discussed above, our income from our operations was \$58.5 million, or 6.7% of net sales, for fiscal 2019, compared to \$56.2 million, or 6.3% of net sales, for fiscal 2018.

Interest Expense

Interest expense was \$3.1 million for fiscal 2019 compared to \$3.5 million for fiscal 2018. The decrease in interest expense was due to lower average debt levels.

Rental and Miscellaneous Expense, Net

Net rental and miscellaneous expense was \$1.1 million for fiscal 2019 compared to \$1.4 million for fiscal 2018.

Other Expense

Other expense consists of pension related expenses other than the service cost component and was \$1.9 million and \$2.0 million for fiscal 2019 and fiscal 2018, respectively.

Income Tax Expense

Income tax expense was \$13.0 million, or 24.7% of income before income taxes (the “Effective Tax Rate”), for fiscal 2019 compared to \$16.9 million, or 34.1% of income before income taxes, for fiscal 2018. The decrease in the Effective Tax Rate for fiscal 2019 was primarily due to the reduction of the federal statutory rate to 21% effective January 1, 2018 due to the Tax Cuts and Jobs Act of 2017 (“Tax Reform”). Due to our fiscal year ending in June, our federal statutory rate was approximately 28% for fiscal 2018. Further increasing the Effective Tax Rate of fiscal 2018 was a \$3.1 million non-cash charge to reduce our net deferred tax assets due to Tax Reform.

Net Income

Net income was \$39.5 million, or \$3.45 basic and \$3.43 diluted per common share, for fiscal 2019, compared to \$32.5 million, or \$2.86 basic and \$2.84 diluted per common share, for fiscal 2018, due to the factors discussed above.

Fiscal 2018 Compared to Fiscal 2017

The discussion of our results of operations for the fiscal year ended June 28, 2018 compared to the fiscal year ended June 29, 2017 can be found in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Annual Report on Form 10-K for the year ended June 28, 2018.

Liquidity and Capital Resources

General

The primary uses of cash are to fund our current operations, fulfill contractual obligations, pursue our Strategic Plan and repay indebtedness. Also, various uncertainties could result in additional uses of cash. The primary sources of cash are results of operations and availability under our Credit Agreement, dated February 7, 2008 and subsequently amended most recently in November 2017 (as amended, the “Credit Facility”), that provides a revolving loan commitment and letter of credit subfacility. We anticipate that expected net cash flow generated from operations and amounts available pursuant to the Credit Facility will be sufficient to fund our operations for the next twelve months. Our available credit under our Credit Facility has allowed us to consummate business acquisitions, devote more funds to promote our branded products (especially our *Fisher* and *Orchard Valley Harvest* brands), reinvest in the Company through capital expenditures, develop new products, pay special and annual cash dividends, and explore other growth strategies outlined in our Strategic Plan.

Cash flows from operating activities have historically been driven by net income but are also significantly influenced by inventory requirements, which can change based upon fluctuations in both quantities and market prices of the various nuts and nut products we buy and sell. Current market trends in nut prices and crop estimates also impact nut procurement.

The following table sets forth certain cash flow information for the last two fiscal years (dollars in thousands):

	<u>June 27, 2019</u>	<u>June 28, 2018</u>	<u>2019 to 2018 \$ Change</u>
Operating activities	\$ 83,459	\$ 66,154	\$ 17,305
Investing activities	(14,614)	(34,968)	20,354
Financing activities	(68,703)	(31,692)	(37,011)
Total change in cash	<u>\$ 142</u>	<u>\$ (506)</u>	<u>\$ 648</u>

Operating Activities. Net cash provided by operating activities was \$83.5 million in fiscal 2019, an increase of \$17.3 million compared to fiscal 2018. This increase in operating cash flow was due primarily to a \$7.0 million increase in net income, combined with a reduced use of working capital for inventory compared to fiscal 2018. Inventories decreased \$17.3 million in fiscal 2019 compared to an \$8.1 million decrease in inventories in fiscal 2018 which resulted in a net favorable change in cash of \$7.3 million.

Total inventories were \$157.0 million at June 27, 2019, a decrease of \$17.3 million, or 9.9%, from the inventory balance at June 28, 2018. The decrease was primarily due to lower quantities on hand for peanuts and cashews and lower acquisition costs for cashews, walnuts and pecans.

Raw nut and dried fruit input stocks, some of which are classified as work in process, decreased by 6.7 million pounds, or 12.7%, at June 27, 2019 compared to June 28, 2018. The weighted average cost per pound of raw nut and dried fruit input stocks on hand at the end of fiscal 2019 fell by 12.2% compared to the end of fiscal 2018, primarily due to lower acquisition costs for cashews, walnuts and pecans.

Investing Activities. Cash used in investing activities was \$14.6 million in fiscal 2019. Capital expenditures accounted for a \$15.1 million use of cash in fiscal 2019.

Cash used in investing activities was \$35.0 million in fiscal 2018. The payment of the cash portion of the purchase price for the Acquisition was \$21.7 million, net. Capital expenditures accounted for a \$13.2 million use of cash in fiscal 2018.

We expect total capital expenditures for equipment purchases and upgrades, facility maintenance and food safety enhancements for fiscal 2020 to be approximately \$14 million. Absent any material acquisitions or other significant investments, we believe that cash on hand, combined with cash provided by operations and borrowings available under the Credit Facility, will be sufficient to meet the cash requirements for capital expenditures.

Financing Activities. Cash used in financing activities was \$68.7 million during fiscal 2019. We paid dividends totaling \$29.1 million in fiscal 2019. We repaid \$6.9 million of long-term debt during fiscal 2019, \$2.9 million of which was related to the Mortgage Facility (as defined below). There was a net decrease in borrowings outstanding under our Credit Facility of \$31.3 million during fiscal 2019 which occurred, in part, as a result of the decrease in inventory and increased profitability.

Cash used in financing activities was \$31.7 million during fiscal 2018. We paid dividends totaling \$28.4 million in fiscal 2018. We repaid \$5.7 million of long-term debt during fiscal 2018, \$2.9 million of which was related to the Mortgage Facility (as defined below).

Financing Arrangements

On February 7, 2008, we entered into the Credit Facility with a bank group (the “Bank Lenders”) providing a \$117.5 million revolving loan commitment and letter of credit subfacility. Also on February 7, 2008, we entered into a Loan Agreement with an insurance company (the “Mortgage Lender”) providing us with two term loans, one in the amount of \$36.0 million (“Tranche A”) and the other in the amount of \$9.0 million (“Tranche B”), for an aggregate amount of \$45.0 million (the “Mortgage Facility”).

Credit Facility

The Credit Facility, as most recently amended in November 2017, is secured by substantially all of our assets other than machinery and equipment, real property, and fixtures and matures on July 7, 2021. The Mortgage Facility is secured by mortgages on essentially all of our owned real property located in Elgin, Illinois, Gustine, California and Garysburg, North Carolina (the “Encumbered Properties”).

On November 29, 2017, we entered into the Consent and Ninth Amendment to our Credit Agreement which provided lender consent to incur unsecured debt in connection with our acquisition of the assets of the Squirrel Brand business, and for the acquisition of the Squirrel Brand business to constitute a “Permitted Acquisition” under the terms of the Credit Facility. The Ninth Amendment also modified our collateral reporting requirements.

The terms of the Credit Facility contain covenants that, among other things, require us to restrict investments, indebtedness, acquisitions and certain sales of assets and limit annual cash dividends or distributions, transactions with affiliates, redemptions of capital stock and prepayment of indebtedness (if such prepayment, among other things, is of a subordinate debt). If loan availability under the borrowing base calculation falls below \$25.0 million, we will be required to maintain a specified fixed charge coverage ratio, tested on a monthly basis, until loan availability equals or exceeds \$25.0 million for three consecutive months. All cash received from customers is required to be applied against the Credit Facility. The Bank Lenders have the option to accelerate and demand immediate repayment of our obligations under the Credit Facility in the event of default on the payments required under the Credit Facility, a change in control in the ownership of the Company, non-compliance with the financial covenant or upon the occurrence of other defaults by us under the Credit Facility (including a default under the Mortgage Facility). As of June 27, 2019, we were in compliance with all covenants under the Credit Facility, and we currently expect to be in compliance with the financial covenant in the Credit Facility for the foreseeable future. At June 27, 2019, we had \$113.6 million of available credit under the Credit Facility. If this entire amount were borrowed at June 27, 2019, we would still be in compliance with all restrictive covenants under the Credit Facility.

Mortgage Facility

The Mortgage Facility matures on March 1, 2023. On March 1, 2018 the interest rate on the Mortgage Facility was fixed at 4.25% per annum. Prior to March 1, 2018, Tranche A accrued interest at a fixed interest rate of 7.63% per annum, payable monthly and Tranche B accrued interest, as reset on March 1, 2016, at a floating rate of the greater of (i) one-month LIBOR plus 3.50% per annum or (ii) 4.25%, payable monthly.

Monthly principal payments on Tranche A in the amount of \$0.2 million commenced on June 1, 2008. Monthly principal payments on Tranche B in the amount of \$0.1 million commenced on June 1, 2008.

The terms of the Mortgage Facility contain covenants that require us to maintain a specified net worth of \$110.0 million and maintain the Encumbered Properties. The Mortgage Lender is entitled to require immediate repayment of our obligations under the Mortgage Facility in the event we default in the payments required under the Mortgage Facility, non-compliance with the covenants or upon the occurrence of certain other defaults by us under the Mortgage Facility. As of June 27, 2019, we were in compliance with all covenants under the Mortgage Facility.

Selma Property

In September 2006, we sold our Selma, Texas properties (the “Selma Properties”) to two related party partnerships for \$14.3 million and are leasing them back. The selling price was determined by an independent appraiser to be the fair market value which also approximated our carrying value. The lease for the Selma Properties has a ten-year term at a fair market value rent with three five-year renewal options. In September 2015, we exercised two of the five-year renewal options which extended the lease term to September 2026. The lease extension also reduced the monthly lease payment on the Selma Properties, beginning in September 2016, to reflect then current market conditions. One five-year renewal option remains. Also, we have an option to purchase the Selma Properties from the partnerships at 95% (100% in certain circumstances) of the then fair market value, but not less than the original \$14.3 million purchase price. The provisions of the arrangement are not eligible for sale-leaseback accounting, and the \$14.3 million was recorded as a debt obligation. No gain or loss was recorded on the Selma Properties transaction. As of June 27, 2019, \$10.1 million of the debt obligation was outstanding.

Squirrel Brand Seller-Financed Note

In November 2017 we completed the *Squirrel Brand* acquisition. The Acquisition was financed by a combination of cash (drawn under the Credit Facility) and a three-year seller-financed note for \$11.5 million (“Promissory Note”). The principal owner and seller of the *Squirrel Brand* business was subsequently appointed as an executive officer of the Company and is considered a related party. The Promissory Note is unsecured, bears interest at 5.5% per annum and is payable in equal monthly principal payments of \$0.3 million, plus interest, which began in January 2018. Upon an event of default, as defined in the Promissory Note, the interest rate increases to 7.5% until such event of default is cured. We can pre-pay the Promissory Note at any time during the three-year period without penalty. At June 27, 2019, the principal amount of \$5.8 million of the Promissory Note was outstanding.

Off-Balance Sheet Arrangements

As of June 27, 2019, we were not involved in any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K promulgated by the SEC.

Contractual Cash Obligations

At June 27, 2019, we had the following contractual cash obligations for long-term debt (including scheduled interest payments), operating leases, the Credit Facility, purchase obligations, retirement plans and other long-term liabilities (amounts in this subsection in thousands):

	<u>Total</u>	<u>Less Than 1 Year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>More Than 5 Years</u>
Long-term debt obligations (1)	\$ 34,051	\$ 8,738	\$ 11,316	\$ 5,062	\$ 8,935
Minimum operating lease commitments	6,353	1,715	2,932	1,573	133
Purchase obligations (2)	202,184	202,184	—	—	—
Retirement plans (3)	25,719	803	1,679	1,373	21,864
Total contractual cash obligations	\$268,307	\$213,440	\$ 15,927	\$ 8,008	\$ 30,932

- (1) See Note 6—“Long-Term Debt” of the Notes to Consolidated Financial Statements for further detail on the Company’s long-term debt obligations.
- (2) The purchase obligations primarily represent inventory purchase commitments and a commitment to purchase capital equipment; however, these amounts exclude purchase commitments under walnut purchase agreements due to the uncertainty of pricing and quantity.
- (3) Represents projected retirement obligations. See Note 12—“Employee Benefit Plans” and Note 13—“Retirement Plan” of the Notes to Consolidated Financial Statements for further details.

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The accounting policies as disclosed in the Notes to Consolidated Financial Statements are applied in the preparation of our financial statements and accounting for the underlying transactions and balances. The policies discussed below are considered by our management to be critical for an understanding of our financial statements because the application of these policies places the most significant demands on management's judgment, with financial reporting results relying on estimation regarding the effect of matters that are inherently uncertain. Specific risks, if applicable, for these critical accounting policies are described in the following paragraphs. For a detailed discussion on the application of these and other accounting policies, see Note 1—"Significant Accounting Policies" of the Notes to Consolidated Financial Statements.

Preparation of this Annual Report on Form 10-K requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of our financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from those estimates. See "Forward-Looking Statements" below.

Revenue Recognition

The Company records revenue based on a five-step model in accordance with Accounting Standards Codification ("ASC") Topic 606. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for the goods or services. We sell our products under some arrangements which include customer contracts that fix the sales price for periods, which typically can be up to one year for some commercial ingredient customers, and through specific programs consisting of promotion allowances, volume and customer rebates and marketing allowances, among others, to consumer and some commercial ingredient users. We recognize revenue as performance obligations are fulfilled, which occurs when control passes to our customers. We report all amounts billed to a customer in a sale transaction as revenue, including those amounts related to shipping and handling. Adjustments for estimated promotion allowances, volume and customer rebates and marketing allowances, among others, are variable consideration and are recorded as a reduction of revenue in the same period the related sales are recorded. Such estimates are calculated using historical averages adjusted for any expected changes due to current business conditions and experience. See Note 2 – "Revenue Recognition" below for additional information on revenue recognition.

Inventories

Inventories, which consist principally of inshell bulk-stored nuts, shelled nuts, dried fruit and processed and packaged nut products, are stated at the lower of cost (first-in, first-out) and net realizable value. Net realizable value is defined as estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. Inventory costs are reviewed at least quarterly. Fluctuations in the market price of pecans, peanuts, walnuts, almonds and other nuts may affect the value of inventory and gross profit and gross profit margin. When net realizable values move below costs, we record adjustments to write down the carrying values of inventories to the lower of cost (first-in, first-out) and net realizable value. No such adjustments have been required in any of the periods presented. The results of our shelling process can also result in changes to our inventory costs based upon actual versus expected crop yields. We maintain significant inventories of bulk-stored inshell pecans, peanuts and walnuts. Quantities of inshell bulk-stored nuts are determined based upon our inventory systems and are subject to verification techniques including observation, weighing and other methods. The quantities of each crop year bulk-stored nut inventories are generally shelled out over a ten to fifteen-month period, at which time revisions to any estimates, which historically averaged less than 1.0% of inventory purchases, are also recorded.

We enter into walnut purchase agreements with growers typically in our first fiscal quarter, under which they deliver their walnut crop to us during the fall harvest season (which typically occurs in our first and second fiscal quarters), and pursuant to our walnut purchase agreements, we determine the final price for this inventory after receipt and typically by the end of our third fiscal quarter. Since the ultimate purchase price to be paid is determined subsequent to receiving the walnut crop, we typically estimate the final purchase price for our first and second quarter interim financial statements based on crop size, quality, current market prices and other factors. Any such changes in estimates, which could be significant, are accounted for in the period of change by adjusting inventory on hand or cost of goods sold if the inventory has been sold. Changes in estimates may affect the ending inventory balances, as well as gross profit. There were no significant adjustments recorded in any of the periods presented.

Impairment of Long-Lived Assets

We review held and used long-lived assets, including our rental investment property and amortizable identifiable intangible assets (e.g., customer relationships and brand names), to assess recoverability from projected undiscounted cash flows whenever events or changes in facts and circumstances indicate that the carrying value of the assets may not be recoverable. When such events occur, we compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset or asset group to the carrying amount of the long-lived asset or asset group. The cash flows are based on our best estimate of future cash flows derived from the most recent business projections. If this comparison indicates there is an impairment, the carrying value of the asset is reduced to its estimated fair value. We also evaluate the amortization periods assigned to our intangible assets to determine whether events or changes in circumstances require a revised estimate of useful lives. We did not record any impairment of long-lived assets or amortizable identifiable intangible assets in any of the last three fiscal years.

Goodwill

Goodwill is not amortized, but is tested annually for impairment whenever events or changes in circumstances indicate the carrying amount of the asset may be impaired. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include deterioration in general economic conditions, adverse changes in the markets in which we operate, increases in input costs that have negative effects on earnings and cash flows, or a trend of negative or declining cash flows over multiple periods, among others. The fair value that could be realized in an actual transaction may differ from that used to evaluate the impairment of goodwill.

In testing goodwill for impairment, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not (more than 50%) that the estimated fair value of our single reporting unit is less than its carrying amount. If we elect to perform a qualitative assessment and determine that an impairment is more likely than not, we are then required to perform a quantitative impairment test, otherwise no further analysis is required. We also may elect not to perform the qualitative assessment and, instead, proceed directly to the quantitative impairment test.

Under the goodwill qualitative assessment, various events and circumstances that would affect the estimated fair value of our single reporting unit are identified (similar to impairment indicators above).

Under the goodwill quantitative impairment test, the evaluation of impairment involves comparing the current fair value of our single reporting unit to its carrying value, including goodwill. We estimate the fair value using level 3 inputs as defined by the fair value hierarchy. The inputs used to calculate the fair value include several subjective factors, such as estimates of future cash flows, estimates of our future cost structure, discount rates for our estimated cash flows, required level of working capital, assumed terminal value, and time horizon of cash flow forecasts. If the carrying value of our single reporting unit exceeds its fair value, we recognize an impairment loss equal to the difference between the carrying value and estimated fair value.

Income Taxes

We account for income taxes using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been reported in our financial statements or tax returns. Such items give rise to differences in the financial reporting and tax basis of assets and liabilities. A valuation allowance is recorded to reduce the carrying amount of deferred tax assets if it is more likely than not that all or a portion of the asset will not be realized. In estimating future tax consequences, we consider all expected future events other than changes in tax law or rates.

We record liabilities for uncertain income tax positions based on a two-step process. The first step is recognition, where we evaluate whether an individual tax position has a likelihood of greater than 50% of being sustained upon examination based on the technical merits of the position, including resolution of any related appeals or litigation processes. For tax positions that are currently estimated to have a less than 50% likelihood of being sustained, no tax benefit is recorded. For tax positions that have met the recognition threshold in the first step, we perform the second step of measuring the benefit to be recorded. The actual benefits ultimately realized may differ from our estimates. In future periods, changes in facts, circumstances, and new information may require us to change the recognition and measurement estimates with regard to individual tax positions. Changes in recognition and measurement estimates are recorded in results of operations and financial position in the period in which such changes occur.

We recognize interest and penalties accrued related to unrecognized tax benefits in the Income tax expense caption in the Consolidated Statement of Comprehensive Income.

We evaluate the realization of deferred tax assets by considering our historical taxable income and future taxable income based upon the reversal of deferred tax liabilities. As of June 27, 2019, we believe that our deferred tax assets are fully realizable.

Retirement Plan

In order to measure the annual expense and calculate the liability associated with our retirement plan, management must make a variety of estimates including, but not limited to, discount rates, compensation increases and anticipated mortality rates. The estimates used by management are based on our historical experience as well as current facts and circumstances. We use a third-party specialist to assist management in appropriately measuring the expense associated with this employment-related benefit. Different estimates used by management could result in us recognizing different amounts of expense over different periods of time.

We recognize net actuarial gains or losses in excess of 10% of the plan's projected benefit obligation into current period expense over the average remaining expected service period of active participants.

One significant assumption for pension plan accounting is the discount rate. We select a discount rate each year (as of our fiscal year-end measurement date) for our plan based upon a hypothetical corporate bond portfolio for which the cash flows match the year-by-year projected benefit cash flows for our pension plan. The hypothetical bond portfolio is comprised of high-quality fixed income debt securities (usually Moody's Aa3 or higher) available at the measurement date. Based on this information, the discount rate selected by us for determination of pension expense was 4.14% for fiscal 2019, 3.99% for fiscal 2018, and 3.61% for fiscal 2017. A 25-basis point increase or decrease in our discount rate assumption for fiscal 2019 would have resulted in an immaterial change in our pension expense for fiscal 2019. For our year-end pension obligation determination, we selected discount rates of 3.56% and 4.14% for fiscal years 2019 and 2018, respectively.

The rate of compensation increase is another significant assumption used in the development of accounting information for pension plans. We determine this assumption based on our long-term plans for compensation increases and current economic conditions. Based on this information, we selected 4.1% and 3.4% for fiscal 2019 and 2018, respectively, as the average rate of compensation increase for determining our year-end pension obligation. We used 3.4% for the rate of compensation increase for determination of pension expense for fiscal year 2019 and 4.5% for both fiscal years 2018 and 2017.

The RP-2014 white collar fully generational mortality table with mortality improvement scale MP-2018 published by the Society of Actuaries Retirement Plan Experience Committee was utilized in the preparation of our pension obligation as of June 27, 2019.

Recent Accounting Pronouncements

Refer to Note 1 — “Significant Accounting Policies” of the Notes to Consolidated Financial Statements for a discussion of recently issued accounting pronouncements.

Forward-Looking Statements

The statements contained in this Annual Report on Form 10-K, and in the Chief Executive Officer’s letter to stockholders accompanying the Annual Report on Form 10-K delivered to stockholders, that are not historical (including statements concerning our expectations regarding market risk) are “forward-looking statements.” These forward-looking statements may be followed (and therefore identified) by a cross reference to Part I, Item 1A — “Risk Factors” or may be otherwise identified by the use of forward-looking words and phrases such as “will”, “anticipates”, “intends”, “may”, “believes”, “should” and “expects”, and they are based on our current expectations or beliefs concerning future events and involve risks and uncertainties. We undertake no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events or other factors that affect the subject of these statements, except where expressly required to do so by law. We caution that such statements are qualified by important factors, including the factors described in Part I, Item 1A — “Risk Factors” and other factors, risks and uncertainties that are beyond our control, that could cause results to differ materially from our current expectations and/or those in the forward-looking statements, as well as the timing and occurrence (or nonoccurrence) of transactions and other factors, risk, uncertainties and events which may be subject to circumstances beyond our control. Consequently, results actually achieved may differ materially from the expected results included in these statements.

Item 7A — Quantitative and Qualitative Disclosures About Market Risk

We are exposed to the impact of changes in interest rates, commodity prices of raw material purchases and foreign exchange. We have not entered into any arrangements to hedge against changes in market interest rates, commodity prices or foreign currency fluctuations.

We are unable to engage in hedging activity related to commodity prices, because there are no established futures markets for nuts; therefore, we can only attempt to pass on the commodity cost increases in the form of price increases to our customers. A hypothetical 1% increase in material costs, without a corresponding price increase, would have decreased gross profit approximately \$5.8 million for fiscal 2019. See Part I, Item 1A — “Risk Factors” for a further discussion of the risks and uncertainties related to commodity prices of raw materials and the impact thereof on our business.

Approximately 35% of the dollar value of our total nut purchases for fiscal 2019 were made from foreign countries, and while these purchases were payable in U.S. dollars, the underlying costs may fluctuate with changes in the value of the U.S. dollar relative to the currency in the foreign country from where the nuts are purchased, or to other major foreign currencies such as the euro.

We are exposed to interest rate risk on our Credit Facility, our only variable rate credit facility; because we have not entered into any hedging instruments which fix the floating rate or offset an increase in the floating rate. A hypothetical 10% adverse change in weighted-average interest rates would have had a \$0.1 million impact on our net income and cash flows from operating activities for fiscal 2019.

Item 8 — Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of John B. Sanfilippo & Son, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of John B. Sanfilippo & Son, Inc. and its subsidiaries (the “Company”) as of June 27, 2019 and June 28, 2018, and the related consolidated statements of comprehensive income, stockholders’ equity, and cash flows for each of the three years in the period ended June 27, 2019, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of June 27, 2019, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 27, 2019 and June 28, 2018, and the results of its operations and its cash flows for each of the three years in the period ended June 27, 2019 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 27, 2019, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the COSO.

Change in Accounting Principle

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for revenue recognized from customer contracts in fiscal 2019.

Basis for Opinions

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

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

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

Chicago, Illinois
August 21, 2019

We have served as the Company's auditor since 1982.

JOHN B. SANFILIPPO & SON, INC.
CONSOLIDATED BALANCE SHEETS
June 27, 2019 and June 28, 2018
(dollars in thousands, except share and per share amounts)

	<u>June 27, 2019</u>	<u>June 28, 2018</u>
ASSETS		
CURRENT ASSETS:		
Cash	\$ 1,591	\$ 1,449
Accounts receivable, less allowance for doubtful accounts of \$350 and \$270, respectively	60,971	65,426
Inventories	157,024	174,362
Prepaid expenses and other current assets	5,754	6,645
TOTAL CURRENT ASSETS	<u>225,340</u>	<u>247,882</u>
PROPERTY, PLANT AND EQUIPMENT:		
Land	9,285	9,285
Buildings	109,955	108,540
Machinery and equipment	210,962	198,321
Furniture and leasehold improvements	5,128	5,015
Vehicles	673	526
Construction in progress	1,127	2,618
	<u>337,130</u>	<u>324,305</u>
Less: Accumulated depreciation	228,778	217,689
	<u>108,352</u>	<u>106,616</u>
Rental investment property, less accumulated depreciation of \$11,212 and \$10,431, respectively	17,831	18,462
TOTAL PROPERTY, PLANT AND EQUIPMENT	<u>126,183</u>	<u>125,078</u>
OTHER LONG TERM ASSETS:		
Intangible assets, net	14,626	17,654
Cash surrender value of officers' life insurance and other assets	9,782	10,565
Deferred income taxes	5,723	5,024
Goodwill	9,650	9,650
TOTAL ASSETS	<u>\$391,304</u>	<u>\$415,853</u>

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

JOHN B. SANFILIPPO & SON, INC.
CONSOLIDATED BALANCE SHEETS
June 27, 2019 and June 28, 2018
(dollars in thousands, except share and per share amounts)

	<u>June 27, 2019</u>	<u>June 28, 2018</u>
LIABILITIES & STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Revolving credit facility borrowings	\$ —	\$ 31,278
Current maturities of long-term debt, including related party debt of \$4,375 and \$4,341, respectively and net of unamortized debt issuance costs of \$35 and \$45, respectively	7,338	7,169
Accounts payable	42,552	60,340
Bank overdraft	901	2,062
Accrued payroll and related benefits	22,101	6,415
Other accrued expenses	11,014	9,929
TOTAL CURRENT LIABILITIES	<u>83,906</u>	<u>117,193</u>
LONG-TERM LIABILITIES:		
Long-term debt, less current maturities, including related party debt of \$11,495 and \$15,507, respectively and net of unamortized debt issuance costs of \$44 and \$79, respectively	20,381	27,356
Retirement plan	24,737	21,288
Other	7,725	7,014
TOTAL LONG-TERM LIABILITIES	<u>52,843</u>	<u>55,658</u>
TOTAL LIABILITIES	<u>136,749</u>	<u>172,851</u>
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Class A Common Stock, convertible to Common Stock on a per share basis, cumulative voting rights of ten votes per share, \$.01 par value; 10,000,000 shares authorized, 2,597,426 shares issued and outstanding	26	26
Common Stock, non-cumulative voting rights of one vote per share, \$.01 par value; 17,000,000 shares authorized, 8,909,406 and 8,865,475 shares issued, respectively	89	89
Capital in excess of par value	122,257	119,952
Retained earnings	137,712	127,320
Accumulated other comprehensive loss	(4,325)	(3,181)
Treasury stock, at cost; 117,900 shares of Common Stock	(1,204)	(1,204)
TOTAL STOCKHOLDERS' EQUITY	<u>254,555</u>	<u>243,002</u>
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	<u>\$391,304</u>	<u>\$415,853</u>

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

JOHN B. SANFILIPPO & SON, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended June 27, 2019, June 28, 2018 and June 29, 2017
(dollars in thousands, except share and per share amounts)

	Year Ended June 27, 2019	Year Ended June 28, 2018	Year Ended June 29, 2017
Net sales	\$ 876,201	\$ 888,931	\$ 846,635
Cost of sales	717,931	750,032	704,712
Gross profit	<u>158,270</u>	<u>138,899</u>	<u>141,923</u>
Operating expenses:			
Selling expenses	61,756	52,922	49,392
Administrative expenses	37,990	29,788	32,054
Total operating expenses	<u>99,746</u>	<u>82,710</u>	<u>81,446</u>
Income from operations	<u>58,524</u>	<u>56,189</u>	<u>60,477</u>
Other expense:			
Interest expense including \$1,143, \$1,103 and \$785 to related parties, respectively	3,060	3,463	2,910
Rental and miscellaneous expense, net	1,089	1,406	1,296
Other expense	1,947	1,970	2,133
Total other expense, net	<u>6,096</u>	<u>6,839</u>	<u>6,339</u>
Income before income taxes	52,428	49,350	54,138
Income tax expense	12,962	16,850	18,013
Net income	<u>39,466</u>	<u>32,500</u>	<u>36,125</u>
Other comprehensive (loss) income, net of tax:			
Amortization of prior service cost and actuarial gain included in net periodic pension cost	778	839	820
Net actuarial (loss) gain arising during the period	(1,922)	384	1,201
Other comprehensive (loss) income, net of tax	<u>(1,144)</u>	<u>1,223</u>	<u>2,021</u>
Comprehensive income	<u>\$ 38,322</u>	<u>\$ 33,723</u>	<u>\$ 38,146</u>
Net income per common share — basic	<u>\$ 3.45</u>	<u>\$ 2.86</u>	<u>\$ 3.19</u>
Net income per common share — diluted	<u>\$ 3.43</u>	<u>\$ 2.84</u>	<u>\$ 3.17</u>
Cash dividends declared per share	<u>\$ 2.55</u>	<u>\$ 2.50</u>	<u>\$ 5.00</u>
Weighted average shares outstanding — basic	<u>11,430,174</u>	<u>11,383,080</u>	<u>11,317,149</u>
Weighted average shares outstanding — diluted	<u>11,501,412</u>	<u>11,449,386</u>	<u>11,403,605</u>

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

JOHN B. SANFILIPPO & SON, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the years ended June 27, 2019, June 28, 2018 and June 29, 2017
(dollars in thousands, except per share amounts)

	Class A Common Stock		Common Stock		Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
	Shares	Amount	Shares	Amount					
Balance, June 30, 2016	2,597,426	\$ 26	8,725,715	\$ 87	\$ 115,136	\$143,573	\$ (6,425)	\$ (1,204)	\$251,193
Net income						36,125			36,125
Cash dividends (\$5.00 per common share)						(56,464)			(56,464)
Pension liability amortization, net of income tax expense of \$502							820		820
Pension liability adjustment, net of income tax expense of \$737							1,201		1,201
Equity award exercises			75,926	1	62				63
Stock-based compensation expense					2,504				2,504
Effect of adopting ASU 2016-09					70	(44)			26
Balance, June 29, 2017	2,597,426	\$ 26	8,801,641	\$ 88	\$ 117,772	\$123,190	\$ (4,404)	\$ (1,204)	\$235,468
Net income						32,500			32,500
Cash dividends (\$2.50 per common share)						(28,370)			(28,370)
Pension liability amortization, net of income tax expense of \$280							839		839
Pension liability adjustment, net of income tax expense of \$127							384		384
Equity award exercises, net of shares withheld for employee taxes			63,834	1	(616)				(615)
Stock-based compensation expense					2,796				2,796
Balance, June 28, 2018	2,597,426	\$ 26	8,865,475	\$ 89	\$ 119,952	\$127,320	\$ (3,181)	\$ (1,204)	\$243,002
Net income						39,466			39,466
Cash dividends (\$2.55 per common share)						(29,074)			(29,074)
Pension liability amortization, net of income tax expense of \$274							778		778
Pension liability adjustment, net of income tax benefit of \$675							(1,922)		(1,922)
Equity award exercises, net of shares withheld for employee taxes			43,931	—	(339)				(339)
Stock-based compensation expense					2,644				2,644
Balance, June 27, 2019	2,597,426	\$ 26	8,909,406	\$ 89	\$ 122,257	\$137,712	\$ (4,325)	\$ (1,204)	\$254,555

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

JOHN B. SANFILIPPO & SON, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended June 27, 2019, June 28, 2018 and June 29, 2017
(dollars in thousands)

	Year Ended June 27, 2019	Year Ended June 28, 2018	Year Ended June 29, 2017
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 39,466	\$ 32,500	\$ 36,125
Depreciation and amortization	17,045	15,430	15,559
(Gain) Loss on disposition of properties, net	(164)	480	71
Deferred income tax (benefit) expense	(298)	3,664	(1,744)
Stock-based compensation expense	2,644	2,796	2,504
Change in assets and liabilities, net of Acquisition:			
Accounts receivable, net	4,447	1,751	13,243
Inventories	17,338	10,015	(25,847)
Prepaid expenses and other current assets	(470)	(1,074)	201
Accounts payable	(16,958)	8,876	6,384
Accrued expenses	15,784	(8,598)	1,484
Income taxes receivable/payable	2,348	(2,659)	2,217
Other long-term liabilities	711	501	579
Other long-term assets	(404)	375	(266)
Other, net	1,970	2,097	2,158
Net cash provided by operating activities	<u>83,459</u>	<u>66,154</u>	<u>52,668</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of property, plant and equipment	(15,075)	(13,229)	(10,885)
Acquisition of Squirrel Brand L.P.	—	(21,727)	—
Proceeds from insurance recoveries	429	—	—
Other, net	32	(12)	342
Net cash used in investing activities	<u>(14,614)</u>	<u>(34,968)</u>	<u>(10,543)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net short-term (repayments) borrowings	(31,278)	1,822	17,372
Principal payments on long-term debt	(6,851)	(5,659)	(3,482)
(Decrease) increase in bank overdraft	(1,161)	1,130	121
Dividends paid	(29,074)	(28,370)	(56,464)
Proceeds from the exercise of stock options	—	16	63
Taxes paid related to net share settlement of equity awards	(339)	(631)	—
Net cash used in financing activities	<u>(68,703)</u>	<u>(31,692)</u>	<u>(42,390)</u>
NET INCREASE (DECREASE) IN CASH	142	(506)	(265)
Cash, beginning of period	1,449	1,955	2,220
Cash, end of period	<u>\$ 1,591</u>	<u>\$ 1,449</u>	<u>\$ 1,955</u>
Supplemental disclosures of cash flow information:			
Interest paid	\$ 2,872	\$ 3,357	\$ 2,763
Income taxes paid, excluding refunds of \$16, \$40, and \$232, respectively	10,883	15,846	17,635
Supplemental disclosure of non-cash investing activities:			
Acquisition of Squirrel Brand L.P. through note payable, see Note 6	\$ —	\$ 11,500	\$ —

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

JOHN B. SANFILIPPO & SON, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)

NOTE 1 — SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Consolidation and Description of Business

Our consolidated financial statements include the accounts of John B. Sanfilippo & Son, Inc., and our wholly-owned subsidiary, JBSS Ventures, LLC. Our fiscal year ends on the last Thursday of June each year, and typically consists of fifty-two weeks (four thirteen-week quarters). The accompanying consolidated financial statements and related footnotes are presented in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

We are one of the leading processors and distributors of peanuts, pecans, cashews, walnuts, almonds and other nuts in the United States. These nuts are sold under a variety of private brands and under the *Fisher*, *Orchard Valley Harvest*, *Squirrel Brand*, *Southern Style Nuts*, and *Sunshine Country* brand names. We also market and distribute, and in most cases, manufacture or process, a diverse product line of food and snack products, including peanut butter, almond butter, cashew butter, candy and confections, snacks and trail mixes, snack bites, sunflower kernels, dried fruit, corn snacks, sesame sticks and other sesame snack products under private brands and brand names. Our products are sold through the major distribution channels to significant buyers of nuts, including food retailers, commercial ingredient users, and contract packaging customers.

Management Estimates

The preparation of financial statements in conformity with GAAP 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. Significant estimates include reserves for customer deductions, the quantity of bulk inventories, the evaluation of recoverability of long-lived assets, the assumptions used in estimating the retirement plan liability and pension expense, and the realizability of deferred tax assets. Actual results could differ from those estimates.

Accounts Receivable

Accounts receivable are stated at the amounts charged to customers, less allowances for doubtful accounts and reserves for estimated cash discounts and customer deductions. The allowance for doubtful accounts is calculated by specifically identifying customers that are credit risks and estimating the extent that other non-specifically identified customers will become credit risks. Account balances are charged off against the allowance when we conclude that it is probable the receivable will not be recovered. The reserve for estimated cash discounts is based on historical experience. The reserve for customer deductions represents known customer short payments and an estimate of future credit memos that will be issued to customers related to rebates and allowances for marketing and promotions based on agreed upon programs and historical experience.

Inventories

Inventories, which consist principally of inshell bulk-stored nuts, shelled nuts, dried fruit and processed and packaged nut products, are stated at the lower of cost (first-in, first-out) and net realizable value. Net realizable value is defined as estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. Inventory costs are reviewed at least quarterly. Fluctuations in the market price of pecans, peanuts, walnuts, almonds, cashews and other nuts may affect the value of inventory, gross profit and gross profit margin. When net realizable values move below costs, we record adjustments to write down the carrying values of inventories to the lower of cost (first-in, first-out) and net realizable value. The results of our shelling process can also result in changes to inventory costs, such as adjustments made pursuant to actual versus expected crop yields. We maintain significant inventories of bulk-stored inshell pecans, peanuts and walnuts. Quantities of inshell bulk-stored nuts are determined based on our inventory systems and are subject to quarterly physical verification techniques including observation, weighing and other methods. The quantities of each crop year bulk-stored nut inventories are generally shelled out over a ten to fifteen-month period, at which time revisions to any estimates are also recorded.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Major improvements that extend the useful life, add capacity or add functionality are capitalized and charged to expense through depreciation. Repairs and maintenance costs are charged to expense as incurred. The cost and accumulated depreciation of assets sold or retired are removed from the respective accounts, and any gain or loss is recognized currently in operating income.

Depreciation expense for the last three fiscal years is as follows:

	Year Ended June 27, 2019	Year Ended June 28, 2018	Year Ended June 29, 2017
Depreciation expense	\$ 14,017	\$ 13,414	\$ 14,190

Cost is depreciated using the straight-line method over the following estimated useful lives:

Classification	Estimated Useful Lives
Buildings	10 to 40 years
Machinery and equipment	5 to 10 years
Furniture and leasehold improvements	5 to 10 years
Vehicles	3 to 5 years
Computers and software	3 to 5 years

No interest costs were capitalized for the last three fiscal years due to the lack of any significant project requiring such capitalization.

Business Combinations

We use the acquisition method in accounting for acquired businesses. Under the acquisition method, our financial statements reflect the operations of an acquired business starting from the completion of the acquisition. The assets acquired and liabilities assumed are recorded at their respective estimated fair values at the date of the acquisition. Any excess of the purchase price over the estimated fair values of the identifiable net assets acquired is recorded as goodwill.

Segment Reporting

We operate in a single reporting unit and operating segment that consists of selling various nut and nut related products through multiple distribution channels.

Impairment of Long-Lived Assets

We review held and used long-lived assets, including our rental investment property and amortizable identifiable intangible assets (e.g., customer relationships and brand names), to assess recoverability from projected undiscounted cash flows whenever events or changes in facts and circumstances indicate that the carrying value of the assets may not be recoverable. When such events occur, we compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset or asset group to the carrying amount of the long-lived asset or asset group. The cash flows are based on our best estimate of future cash flows derived from the most recent business projections. If this comparison indicates there is an impairment, the carrying value of the asset is reduced to its estimated fair value.

We did not record any impairment of long-lived assets for the last three fiscal years.

Goodwill

Goodwill currently represents the excess of the purchase price over the fair value of the net assets from our acquisition of Squirrel Brand, L.P. which closed in November 2017.

Goodwill is not amortized, but is tested annually as of the last day of each fiscal year for impairment, or whenever events or changes in circumstances indicate it is more likely than not that the carrying amount of the reporting unit is greater than its fair value. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include deterioration in general economic conditions, adverse changes in the markets in which we operate, increases in input costs that have negative effects on earnings and cash flows, or a trend of negative or declining cash flows over multiple periods, among others. The fair value that could be realized in an actual transaction may differ from that used to evaluate the impairment of goodwill.

In testing goodwill for impairment, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not (more than 50%) that the estimated fair value of our single reporting unit is less than its carrying amount. If we elect to perform a qualitative assessment and determine that an impairment is more likely than not, we are then required to perform a quantitative impairment test, otherwise no further analysis is required. We also may elect not to perform the qualitative assessment and, instead, proceed directly to the quantitative impairment test.

Under the goodwill qualitative assessment, various events and circumstances that would affect the estimated fair value of our single reporting unit are identified (similar to impairment indicators above). During fiscal 2019 we elected to perform a qualitative impairment test which indicated no indicators of goodwill impairment.

Under the goodwill quantitative impairment test, the evaluation of impairment involves comparing the current fair value of our single reporting unit to its carrying value, including goodwill. We estimate the fair value using level 3 inputs as defined by the fair value hierarchy. The inputs used to calculate the fair value include several subjective factors, such as estimates of future cash flows, estimates of our future cost structure, discount rates for our estimated cash flows, required level of working capital, assumed terminal value, and time horizon of cash flow forecasts. If the carrying value of our single reporting unit exceeds its fair value, we recognize an impairment loss equal to the difference between the carrying value and estimated fair value.

Facility Consolidation Project/Real Estate Transactions

In April 2005, we acquired property to be used for the Elgin Site. Two buildings are located on the Elgin Site, one of which is an office building. Approximately 65% of the rentable area in the office building is currently vacant. Approximately 29% of the rentable area has not been built-out. The other building, a warehouse, was expanded and modified for use as our principal processing facility and headquarters. The allocation of the purchase price to the two buildings was determined through a third-party appraisal. The value assigned to the office building is included in rental investment property on the balance sheet. The value assigned to the warehouse building is included in "Property, plant and equipment".

The net rental expense from the office building is included in the caption "Rental and miscellaneous expense, net". Gross rental income and rental (expense), net for the last three fiscal years are as follows:

	Year ended June 27, 2019	Year ended June 28, 2018	Year ended June 29, 2017
Gross rental income	\$ 1,978	\$ 1,988	\$ 2,003
Rental (expense), net (1)	(1,104)	(1,420)	(1,311)

(1) Includes annual depreciation expense of approximately \$800.

Expected future gross rental income under operating leases within the office building is as follows for the fiscal years ending:

June 25, 2020	\$ 2,015
June 24, 2021	1,816
June 30, 2022	1,599
June 29, 2023	1,618
June 27, 2024	1,638
Thereafter	2,319
	<u>\$11,005</u>

Fair Value of Financial Instruments

Authoritative guidance issued by the Financial Accounting Standards Board ("FASB") defines fair value as the price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. The guidance establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels:

Level 1- Quoted prices in active markets that are accessible at the measurement date for identical assets and liabilities.

Level 2- Observable inputs other than quoted prices in active markets. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.

Level 3- Unobservable inputs for which there is little or no market data available.

The carrying values of cash, trade accounts receivable and accounts payable approximate their fair values at June 27, 2019 and June 28, 2018 because of the short-term maturities and nature of these balances.

The carrying value of our Credit Facility (as defined in Note 5 – “Revolving Credit Facility” in the Notes to Consolidated Financial Statements below) borrowings approximates fair value at June 28, 2018 because interest rates on this instrument approximate current market rates (Level 2 criteria), the short-term maturity and nature of this balance. In addition, there has been no significant change in our inherent credit risk.

The following table summarizes the carrying value and fair value estimate of our current and long-term debt, excluding unamortized debt issuance costs:

	June 27, 2019	June 28, 2018
Carrying value of long-term debt:	\$27,798	\$34,649
Fair value of long-term debt:	27,720	33,482

The estimated fair value of long-term debt was determined using a market approach based upon Level 2 observable inputs, which estimates fair value based on interest rates currently offered on loans with similar terms to borrowers of similar credit quality or broker quotes. In addition, there have been no significant changes in the underlying assets securing our long-term debt.

Revenue Recognition

The Company records revenue based on a five-step model in accordance with ASC Topic 606. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for the goods or services. We sell our products under some arrangements which include customer contracts that fix the sales price for periods, which typically can be up to one year for some commercial ingredient customers, and through specific programs consisting of promotion allowances, volume and customer rebates and marketing allowances, among others, to consumer and some commercial ingredient users. We recognize revenues as performance obligations are fulfilled, which occurs when control passes to our customers. We report all amounts billed to a customer in a sale transaction as revenue, including those amounts related to shipping and handling. Adjustments for estimated promotion allowances, volume and customer rebates and marketing allowances, among others, are variable consideration and are recorded as a reduction of revenue in the same period the related sales are recorded. Such estimates are calculated using historical averages adjusted for any expected changes due to current business conditions and experience. See Note 2 – “Revenue Recognition” below for additional information on revenue recognition.

Significant Customers and Concentration of Credit Risk

The highly competitive nature of our business provides an environment for the loss of customers and the opportunity to gain new customers. We are subject to concentrations of credit risk, primarily in trade accounts receivable, and we attempt to mitigate this risk through our credit evaluation process, collection terms and through geographical dispersion of sales. Sales to two customers exceeded 10% of net sales during fiscal 2019. Sales to three customers exceeded 10% of net sales during fiscal 2018 and fiscal 2017. In total, sales to these customers represented approximately 43%, 54% and 53% of our net sales in fiscal 2019, fiscal 2018 and fiscal 2017, respectively. In total, net accounts receivable from these customers were 40% and 62% of net accounts receivable at June 27, 2019 and June 28, 2018, respectively.

Marketing and Advertising Costs

Marketing and advertising costs are incurred to promote and support branded products in the consumer distribution channel. These costs are generally expensed as incurred, recorded in selling expenses and were as follows for the last three fiscal years:

	Year ended June 27, 2019	Year ended June 28, 2018	Year ended June 29, 2017
Marketing and advertising expense	\$ 11,936	\$ 11,290	\$ 10,064

Shipping and Handling Costs

Shipping and handling costs, which include freight and other expenses to prepare finished goods for shipment, are included in selling expenses. Shipping and handling costs for the last three fiscal years were as follows:

	Year ended June 27, 2019	Year ended June 28, 2018	Year ended June 29, 2017
Shipping and handling costs	\$ 23,086	\$ 20,418	\$ 17,682

Research and Development Expenses

Research and development expense represents the cost of our research and development personnel and their related expenses and is charged to selling expenses as incurred. Research and development expenses for the last three fiscal years were as follows:

	Year ended June 27, 2019	Year ended June 28, 2018	Year ended June 29, 2017
Research and development expense	\$ 892	\$ 701	\$ 658

Stock-Based Compensation

We account for stock-based employee compensation arrangements in accordance with the provisions of ASC 718, as amended by Accounting Standard Update (“ASU”) 2016-09, by calculating compensation cost based on the grant date fair value. We then amortize compensation expense over the vesting period. The grant date fair value of restricted stock units (“RSUs”) is generally determined based on the market price of our Common Stock on the date of grant. Beginning in fiscal 2017, forfeitures are recognized as they occur, and excess tax benefits or tax deficiencies are recognized as a component of income tax expense.

Income Taxes

We account for income taxes using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been reported in our financial statements or tax returns. Such items give rise to differences in the financial reporting and tax basis of assets and liabilities. A valuation allowance is recorded to reduce the carrying amount of deferred tax assets if it is more likely than not that all or a portion of the asset will not be realized. In estimating future tax consequences, we consider all expected future events other than changes in tax law or rates.

We record liabilities for uncertain income tax positions based on a two-step process. The first step is recognition, where we evaluate whether an individual tax position has a likelihood of greater than 50% of being sustained upon examination based on the technical merits of the position, including resolution of any related appeals or litigation processes. For tax positions that are currently estimated to have a less than 50% likelihood of being sustained, no tax benefit is recorded. For tax positions that have met the recognition threshold in the first step, we perform the second step of measuring the benefit to be recorded. The actual benefits ultimately realized may differ from our estimates. In future periods, changes in facts, circumstances, and new information may require us to change the recognition and measurement estimates with regard to individual tax positions. Changes in recognition and measurement estimates are recorded in results of operations and financial position in the period in which such changes occur.

We recognize interest and penalties accrued related to unrecognized tax benefits in the Income tax expense caption in the Consolidated Statement of Comprehensive Income.

We evaluate the realization of deferred tax assets by considering our historical taxable income and future taxable income based upon the reversal of deferred tax liabilities. As of June 27, 2019, we believe that our deferred tax assets are fully realizable.

Earnings per Share

Basic earnings per common share are calculated using the weighted average number of shares of Common Stock and Class A Stock outstanding during the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue Common Stock were exercised or converted into Common Stock or resulted in the issuance of Common Stock.

The following table presents the reconciliation of the weighted average shares outstanding used in computing basic and diluted earnings per share:

	Year ended June 27, 2019	Year ended June 28, 2018	Year ended June 29, 2017
Weighted average number of shares outstanding — basic	11,430,174	11,383,080	11,317,149
Effect of dilutive securities:			
Stock options and restricted stock units	71,238	66,306	86,456
Weighted average number of shares outstanding — diluted	<u>11,501,412</u>	<u>11,449,386</u>	<u>11,403,605</u>

The following table presents a summary of anti-dilutive awards excluded from the computation of diluted earnings per share:

	Year ended June 27, 2019	Year ended June 28, 2018	Year ended June 29, 2017
Weighted average number of anti-dilutive shares:	—	—	1,068
Weighted average exercise price per share:	\$ —	\$ —	\$ 65.35

Comprehensive Income

We account for comprehensive income in accordance with ASC Topic 220, *Comprehensive Income*. This topic establishes standards for reporting and displaying comprehensive income and its components in a full set of general-purpose financial statements. The topic requires that all components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. This topic also requires all non-owner changes in stockholders' equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. This guidance also requires presentation by the respective line items of net income, either on the face of the statement where net income is presented or in the notes and information about significant amounts required under U.S. GAAP to be reclassified out of accumulated other comprehensive income in their entirety. For amounts not required to be reclassified in their entirety to net income, we provide a cross-reference to other disclosures that offer additional details about those amounts.

Recent Accounting Pronouncements

The following recent accounting pronouncements have been adopted in the current fiscal year:

In May 2014, the FASB issued ASU No. 2014-09 “*Revenue from Contracts with Customers (Topic 606)*” and created a new ASC Topic 606, *Revenue from Contracts with Customers*, and added ASC Subtopic 340-40, *Other Assets and Deferred Costs — Contracts with Customers*. The guidance in this Update supersedes the revenue recognition requirements in ASC Topic 605, *Revenue Recognition*, and most industry-specific guidance throughout the industry topics of the codification. Under the new guidance, an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. On June 29, 2018 we adopted Topic 606 using the full retrospective method. Under the full retrospective method, all periods presented are now presented under Topic 606. A cumulative effect of initially applying the new revenue standard for the earliest balance sheet period presented has been accounted for and was immaterial. See Note 2 – “Revenue Recognition” below for additional details.

In August 2016, the FASB issued ASU No. 2016-15 “*Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*”. This Update addresses eight specific cash flow issues with the objective of reducing the perceived diversity in practice. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The amendments in this Update were applied using a retrospective transition method to each period presented. ASU No. 2016-15 was adopted in the first quarter of fiscal 2019 and did not have an impact on our Consolidated Statements of Cash Flows.

In May 2017, the FASB issued ASU No. 2017-09 “ *Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting* ”. The amendments in this Update provide guidance about which changes to terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. ASU No. 2017-09 should be applied prospectively to an award modified on or after the adoption date. ASU No. 2017-09 was adopted in the first quarter of fiscal 2019 and did not have an impact on our Consolidated Financial Statements.

In August 2018, the SEC issued Release No. 33-10532 that amends and clarifies certain financial reporting requirements. The principal change to our financial reporting is the inclusion of the annual disclosure of changes in stockholders’ equity in Rule 3-04 of Regulation S-X to interim periods. We adopted the provisions of this new rule beginning with our fiscal 2019 financial reporting. We now include our Consolidated Statements of Stockholders’ Equity with each quarterly filing on Form 10-Q and have removed the dividends per share disclosure from the Consolidated Statements of Comprehensive Income in interim filings. We have also removed the disclosure on high and low trading prices within Part II, Item 5 — “Market for Registrants Common Equity and Related Stockholder Matters” in the 2019 Annual Report on Form 10-K.

In March 2019, the SEC issued Release No. 33-10618, FAST Act Modernization and Simplification of Regulation S-K. The amendments are intended to simplify certain disclosure requirements, improve readability and navigability of disclosure documents, and discourage repetition and disclosure of immaterial information. The amendments are effective for all filings submitted on or after May 2, 2019, except for specific amendments that are effective as cited in the rule. The Company has adopted the provisions of this new rule beginning with the 2019 Annual Report on Form 10-K. The Company now includes its trading symbol for each class of registered securities on the Form 10-K cover page and other reports filed with the SEC under the Exchange Act. We also simplified certain annual disclosures, for example, by removing the analysis of the earliest of the three years discussed within Part II, Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. The final rule does not have an impact on our Consolidated Financial Statements.

The following recent accounting pronouncements have not yet been adopted:

In August 2018, the FASB issued ASU No. 2018-15 “ *Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract* ”. The amendments in this Update align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal use software license). The accounting for the service element of a hosting arrangement that is a service contract is not affected by the amendments in this Update. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early adoption of the amendments in this Update is permitted, including adoption in any interim period, for all entities. The amendments in this Update should be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. This Update will be effective for the Company in fiscal 2021. We do not expect this accounting Update to have a material impact on our Consolidated Financial Statements.

In August 2018, the FASB issued ASU No. 2018-14 “ *Compensation – Retirement Benefits – Defined Benefit Plans – General (Subtopic 715-20): Disclosure Framework – Changes to the Disclosure Requirements for Defined Benefit Plans* ”. The amendments in this Update modify the disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans. The amendments in this Update remove disclosures that no longer are considered cost beneficial, clarify the specific requirements of disclosures, and add disclosure requirements identified as relevant. The amendments in this Update are effective for public business entities for fiscal years ending after December 15, 2020. Early adoption is permitted for all entities. An entity should apply the amendments in this Update on a retrospective basis to all periods presented. This Update will be effective for the Company in fiscal 2021. We do not expect this accounting Update to have a material impact on our Consolidated Financial Statements.

In August 2018, the FASB issued ASU No. 2018-13 “ *Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement* ”. The amendments in this Update modify the disclosure requirements on fair value measurements in Topic 820, *Fair Value Measurement* . Certain disclosure requirements will be removed from Topic 820 with this Update to include: the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, the policy for timing of transfers between levels and the valuation processes for Level 3 fair value measurements. The amendments also clarify that the measurement uncertainty disclosure is to communicate information about the uncertainty in measurement as of the reporting date. This Update will add the requirement to disclose the changes in unrealized gains and losses for the period included in other

comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period. The amendments in this Update are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted upon issuance of this Update. An entity is permitted to early adopt any removed or modified disclosures upon issuance of this Update and delay adoption of the additional disclosures until their effective date. This Update will be effective for the Company in fiscal 2021. We do not expect this accounting Update to have a material impact on our Consolidated Financial Statements.

In February 2016, the FASB issued ASU No. 2016-02 “*Leases (Topic 842)*”. The primary goal of this Update is to require the lessee to recognize all lease commitments, both operating and finance, by initially recording a lease asset and liability on the balance sheet at the lease commencement date. Additionally, enhanced qualitative and quantitative disclosures will be required. ASU No. 2016-02 is effective for public business entities for annual periods, including interim periods within those annual periods, beginning after December 15, 2018. This new guidance will be effective for the Company beginning in fiscal year 2020. Under ASU No. 2016-02 the guidance was to be adopted using a modified retrospective approach, with elective reliefs, with application of the new guidance for all periods presented. In July 2018, the FASB issued ASU No. 2018-11 “*Leases (Topic 842): Targeted Improvements*” which provides for another transition method by allowing entities to initially apply the new leases standard at the adoption date and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. The amendments in this Update also provide lessors with a practical expedient, by class of underlying asset, to not separate non-lease components from the associated lease component, similar to the expedient provided for lessees. In July 2018, the FASB also issued ASU No. 2018-10 “*Codification Improvements to Topic 842, Leases*” which affects narrow aspects of the guidance issued in ASU No. 2016-02. In December 2018, the FASB issued ASU No. 2018-20 “*Leases (Topic 842) – Narrow Scope Improvements for Lessors*” which provides specific guidance for lessors on the issues of sales taxes and other similar taxes collected from lessees, certain lessor costs, and recognition of variable payments for contracts with lease and non-lease components. In March 2019, the FASB issued ASU No. 2019-01 “*Leases (Topic 842) – Codification Improvements*” which clarifies transition disclosure requirements for annual and interim periods after the date of adoption of ASU No. 2016-02.

We have implemented processes and information technology tools to assist in our ongoing lease data analysis. We have also updated our accounting policies and internal controls that are impacted by the new guidance, to ensure readiness for adoption in the first quarter of fiscal 2020. We plan to adopt ASU 2016-02 utilizing the modified retrospective transition method and will not recast comparative periods in transition to the new standard. In addition, the new standard provides a number of optional practical expedients in transition. We expect to elect the ‘package of practical expedients’, which permits us not to reassess under the new standard our prior conclusions about lease identification, lease classification and initial direct costs. We do not expect to elect the use-of-hindsight or the practical expedient pertaining to land easements; the latter not being applicable to us. Based on our current portfolio of leases, the Company expects the impact of these new standards to result in the recognition of new right-of-use (ROU) assets and lease liabilities of approximately \$5,200 to \$5,700 upon adoption and to lead to increased financial statement disclosures. The new standard also provides practical expedients for an entity’s initial and ongoing accounting. We currently expect to elect the short-term lease recognition exemption for all leases that qualify. We also currently expect to elect the practical expedient to not separate lease and non-lease components for all of our leases.

NOTE 2 — REVENUE RECOGNITION

On June 29, 2018 we adopted ASU No. 2014-09, *Revenue from Contracts with Customers (“Topic 606”)* using the full retrospective method. See Note 1 – “Recent Accounting Pronouncements” for additional information. For each customer contract a five-step process is now followed in which we identify the contract, identify performance obligations, determine the transaction price, allocate the contract transaction price to the performance obligations, and recognize the revenue when (or as) the performance obligation is transferred to the customer. As a result of adopting Topic 606 we have updated our accounting policy for revenue recognition as follows:

Nature of Products

We manufacture and sell the following:

- branded products under our own proprietary brands to retailers on a national basis;
- private label products to retailers, such as supermarkets, mass merchandisers, and specialty retailers, for resale under the retailers’ own or controlled labels;
- private label and branded products to the foodservice industry, including foodservice distributors and national restaurant operators;
- branded products under co-pack agreements to other major branded companies for their distribution; and
- products to our industrial customer base for repackaging in portion control packages and for use as ingredients by other food manufacturers.

When Performance Obligations Are Satisfied

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account for revenue recognition. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The Company's performance obligations are primarily for the delivery of raw and processed recipe and snack nuts, nut butters and trail mixes.

Our customer contracts do not include more than one performance obligation. If a contract were to contain more than one performance obligation, we are required to allocate the contract's transaction price to each performance obligation based on its relative standalone selling price. The standalone selling price for each distinct good is generally determined by directly observable data.

Revenue recognition is generally completed at a point in time when product control is transferred to the customer. For approximately 99% of our revenues, control transfers to the customer when the product is shipped or delivered to the customer based upon applicable shipping terms, as the customer can then direct the use and obtain substantially all of the remaining benefits from the asset at that point in time. Therefore, for 99% of our revenues, the timing of revenue recognition requires minimal judgment and does not change compared to previous revenue recognition guidance. However, certain transactions within our contract packaging distribution channel include contracts to develop, manufacture and deliver customized or proprietary products, which have no alternative use for the Company in the event the customer cancels the contract. In addition, for certain of these transactions the Company has the right to payment for performance completed to date. As a result, the revenue for products that are considered assets with no alternative use is now recognized over time. The value of these assets with no alternative use at period-end (an output method) is used as the basis to recognize revenue, which faithfully depicts our performance towards complete satisfaction of the performance obligation. This generally results in revenue recognition approximately one month earlier compared to previous revenue recognition guidance. The amount of contract revenue recognized over time is generally immaterial to total revenue recognized for any given period.

The performance obligations in our contracts are satisfied within one year, and typically much less. As such, we have not disclosed the transaction price allocated to remaining performance obligations for any periods presented.

Significant Payment Terms

Our customer contracts identify the product, quantity, price, payment and final delivery terms. Payment terms usually include early pay discounts. We grant payment terms consistent with industry standards. On a limited basis some payment terms may be extended, however, no payment terms beyond six months are granted at contract inception. The average customer payment is received within approximately 31 days of the invoice date. As a result, we do not adjust the promised amount of consideration for the effects of a significant financing component because the period between our transfer of a promised good or service to a customer and the customer's payment for that good or service will be six months or less.

Shipping

All shipping and handling costs associated with outbound freight are accounted for as fulfillment costs and are included in selling expense.

Variable Consideration

Some of our products are sold through specific incentive programs consisting of promotional allowances, volume and customer rebates, in-store display incentives and marketing allowances, among others, to consumer and some commercial ingredient customers. The ultimate cost of these programs is dependent on certain factors such as actual purchase volumes or customer activities and is dependent on significant management estimate and judgment. The Company accounts for these programs as variable consideration and recognizes a reduction in revenue (and a corresponding reduction in the transaction price) in the same period as the underlying program based upon the terms of the specific arrangements.

Trade promotions, consisting primarily of customer pricing allowances, merchandising funds and consumer coupons, are also offered through various programs to customers and consumers. A provision for estimated trade promotions is recorded as a reduction of revenue (and a reduction in the transaction price) in the same period when the sale is recognized. Revenues are also recorded net of expected customer deductions which are provided for based upon past experiences. Evaluating these estimates requires management judgment.

We generally use the most likely amount method to determine the variable consideration. We believe there will not be significant changes to our estimates of variable consideration when any related uncertainties are resolved with our customers. The Company reviews and updates its estimates and related accruals of variable consideration and trade promotions at least quarterly based on the terms of the agreements and historical experience. Any uncertainties in the ultimate resolution of variable consideration due to factors outside of the Company's influence are typically resolved within a short timeframe, therefore, no additional constraint on the variable consideration is required.

Product Returns

While customers generally have the right to return defective or non-conforming products, past experience has demonstrated that product returns have generally been immaterial. Customer remedies may include either a cash refund or an exchange of the returned product. As a result, the right of return and related refund liability for non-conforming or defective goods is estimated and recorded as a reduction in revenue, if necessary.

Contract Balances

Contract assets or liabilities result from transactions with revenue recorded over time. If the measure of remaining rights exceeds the measure of the remaining performance obligations, the Company records a contract asset. Conversely, if the measure of the remaining performance obligations exceeds the measure of the remaining rights, the Company records a contract liability. Contract asset balances at June 27, 2019 and June 28, 2018 were \$117 and \$336, respectively, and are recorded in the caption "Prepaid expenses and other current assets" on the Consolidated Balance Sheets. The Company generally does not have material deferred revenue or contract liability balances arising from transactions with customers.

Contract Costs

The Company does not incur significant fulfillment costs requiring capitalization.

Disaggregation of Revenue

Revenue disaggregated by distribution channel is as follows:

<u>Distribution Channel</u>	<u>For the Year Ended</u>	
	<u>June 27, 2019</u>	<u>June 28, 2018</u>
Consumer	\$625,581	\$589,867
Commercial Ingredients	140,103	154,114
Contract Packaging	110,517	144,950
Total	<u>\$876,201</u>	<u>\$888,931</u>

Impact of Adoption

The Company adopted Topic 606 using the full retrospective basis on June 29, 2018. The prior period comparative information for the fiscal 2018 has been recast to reflect the requirements of Topic 606. The impact on fiscal 2017 was immaterial. The impact of Topic 606 on the Consolidated Statement of Comprehensive Income for the year ended June 28, 2018 was as follows:

	<u>Year ended June 28, 2018 as previously reported</u>	<u>Impact of Adoption</u>	<u>As Adjusted</u>
Net sales	\$ 888,595	\$ 336	\$888,931
Gross profit	138,819	80	138,899
Income from operations	56,109	80	56,189
Net income	\$ 32,420	\$ 80	\$ 32,500
Earnings per share-basic	\$ 2.85	\$ 0.01	\$ 2.86
Earnings per share-diluted	\$ 2.83	\$ 0.01	\$ 2.84

The impact of Topic 606 on the comparative Consolidated Balance Sheet and Consolidated Statement of Cash Flows was not material.

NOTE 3 — INVENTORIES

Inventories consist of the following:

	June 27, 2019	June 28, 2018
Raw material and supplies	\$ 58,927	\$ 73,209
Work-in-process and finished goods	98,097	101,153
	<u>\$ 157,024</u>	<u>\$ 174,362</u>

NOTE 4 – GOODWILL AND INTANGIBLE ASSETS

Intangible assets subject to amortization consist of the following:

	June 27, 2019	June 28, 2018
Customer relationships	\$ 21,100	\$ 21,100
Non-compete agreements	270	270
Brand names	16,990	16,990
Total intangible assets, gross	<u>38,360</u>	<u>38,360</u>
Less accumulated amortization:		
Customer relationships	(14,466)	(12,182)
Non-compete agreements	(86)	(32)
Brand names	(9,182)	(8,492)
Total accumulated amortization	<u>(23,734)</u>	<u>(20,706)</u>
Net intangible assets	<u>\$ 14,626</u>	<u>\$ 17,654</u>

Customer relationships relate to the Squirrel Brand acquisition completed in fiscal 2018 and the Orchard Valley Harvest (“OVH”) acquisition completed in fiscal 2010. The customer relationships resulting from the OVH acquisition were fully amortized in fiscal 2017. The brand names consist primarily of the *Squirrel Brand* and *Southern Style Nuts* brand names acquired in fiscal 2018 and the *Fisher* brand name, which we acquired in a 1995 acquisition. The *Fisher* brand name was fully amortized in fiscal 2011. The remainder of the brand name relates to the OVH acquisition, which was fully amortized in fiscal 2015.

Total amortization expense related to intangible assets, which is classified in administrative expense in the Consolidated Statement of Comprehensive Income, was as follows for the last three fiscal years:

	Year ended June 27, 2019	Year ended June 28, 2018	Year ended June 29, 2017
Amortization of intangible assets	<u>\$ 3,028</u>	<u>\$ 2,016</u>	<u>\$ 1,369</u>

Expected amortization expense the next five fiscal years is as follows:

Fiscal year ending	
June 25, 2020	2,501
June 24, 2021	2,165
June 30, 2022	1,896
June 29, 2023	1,657
June 27, 2024	1,414

Our net goodwill of \$9,650 relates entirely to the Squirrel Brand acquisition completed in fiscal 2018. The changes in the carrying amount of goodwill during the two fiscal years ended June 27, 2019 are as follows:

Gross goodwill balance at June 30, 2017	\$ 8,766
Accumulated impairment losses	(8,766)
Net balance at June 30, 2017	—
Goodwill acquired during fiscal 2018	9,650
Balance at June 27, 2019	<u>\$ 9,650</u>

NOTE 5 — REVOLVING CREDIT FACILITY

On February 7, 2008, we entered into a Credit Agreement with a bank group (the “Bank Lenders”) providing a \$117,500 revolving loan commitment and letter of credit subfacility (the “Credit Facility”). The Credit Facility is secured by substantially all our assets other than real property, machinery and equipment and fixtures.

At June 27, 2019 there were no borrowings on the line of credit. At June 28, 2018, the weighted average interest rate for the Credit Facility was 3.90%. The terms of the Credit Facility contain covenants that require us to restrict investments, indebtedness, acquisitions and certain sales of assets, cash dividends, redemptions of capital stock and prepayment of indebtedness (if such prepayment, among other things, is of a subordinate debt). If loan availability under the Borrowing Base Calculation falls below \$25,000, we will be required to maintain a specified fixed charge coverage ratio, tested on a monthly basis. All cash received from customers is required to be applied against the Credit Facility. The Bank Lenders are entitled to require immediate repayment of our obligations under the Credit Facility in the event of default on the payments required under the Credit Facility, a change in control in the ownership of the Company, non-compliance with the financial covenant or upon the occurrence of certain other defaults by us under the Credit Facility (including a default under the Mortgage Facility). As of June 27, 2019, we were in compliance with the financial covenant under the Credit Facility and we currently expect to be in compliance with the financial covenant in the Credit Facility for the next twelve months. At June 27, 2019, we had \$113,550 of available credit under the Credit Facility which reflects reduced availability as a result of \$3,950 in outstanding letters of credit. We would still be in compliance with all restrictive covenants under the Credit Facility if this entire amount were borrowed.

On July 7, 2017, we entered into the Eighth Amendment to our Credit Facility which eliminated the quarterly restriction on cash dividends and distributions and allows the Company to, without obtaining lender consent, make up to four cash dividends or distributions on our stock per fiscal year, or purchase, acquire, redeem or retire stock in any fiscal year, in an amount not to exceed \$60,000 in the aggregate per fiscal year, as long as no default or event of default exists and the excess availability under the Credit Facility remains over \$30,000 immediately before and after giving effect to any such dividend, distribution, purchase or redemption.

On November 29, 2017, we entered into the Consent and Ninth Amendment to our Credit Agreement (the “Ninth Amendment”). The Ninth Amendment provided lender consent for us to incur unsecured debt (in particular, the Promissory Note) in connection with our acquisition of the Squirrel Brand business, and for: (i) the incurrence of unsecured debt in connection with the Acquisition and (ii) the Acquisition to constitute a “Permitted Acquisition” under the terms of the Credit Agreement. The Ninth Amendment also modified our collateral reporting requirements.

NOTE 6 — LONG-TERM DEBT

Long-term debt consists of the following:

	June 27, 2019	June 28, 2018
Mortgage Facility (“Tranche A”), collateralized by real property, due in monthly installments of \$230 including interest at 4.25% per annum with a final payment due March 1, 2023	\$ 9,542	\$11,841
Mortgage Facility (“Tranche B”), collateralized by real property, due in monthly installments of \$57 including interest at 4.25% per annum with a final payment due March 1, 2023	2,386	2,960
Squirrel Brand Seller-Financed Note to a related party (“Promissory Note”), unsecured, due in monthly principal installments of \$319 plus interest at 5.5% per annum beginning in January 2018 through November 30, 2020	5,750	9,264
Selma, Texas facility financing obligation to related parties, due in monthly installments of \$103 through September 1, 2026	10,120	10,584
Unamortized debt issuance costs	(79)	(124)
	<u>27,719</u>	<u>34,525</u>
Less: Current maturities, net of unamortized debt issuance costs	<u>(7,338)</u>	<u>(7,169)</u>
Total long-term debt, net of unamortized debt issuance costs	<u>\$20,381</u>	<u>\$27,356</u>

On February 7, 2008, we entered into a Loan Agreement with an insurance company (the “Mortgage Lender”) providing us with two term loans, one in the amount of \$36,000 (“Tranche A”) and the other in the amount of \$9,000 (“Tranche B”), for an aggregate amount of \$45,000 (the “Mortgage Facility”). The Mortgage Facility is secured by mortgages on essentially all of our owned real property located in Elgin, Illinois, Gustine, California and Garysburg, North Carolina (the “Encumbered Properties”).

On March 1, 2018 the interest rate on the Mortgage Facility was fixed at 4.25% per annum. Prior to March 1, 2018, Tranche A accrued interest at a fixed interest rate of 7.63% per annum, payable monthly and Tranche B accrued interest, as reset on March 1, 2016, at a floating rate of the greater of (i) one-month LIBOR plus 3.50% per annum or (ii) 4.25%, payable monthly.

The terms of the Mortgage Facility contain covenants that require us to maintain a specified net worth of \$110,000 and maintain the Encumbered Properties. The Mortgage Lender is entitled to require immediate repayment of our obligations under the Mortgage Facility in the event we default in the payments required under the Mortgage Facility, non-compliance with the covenants or upon the occurrence of certain other defaults by us under the Mortgage Facility. As of June 27, 2019, we were in compliance with all financial covenants under the Mortgage Facility. The carrying amount of assets pledged as collateral for the Mortgage Facility was approximately \$69,408 at June 27, 2019.

In September 2006, we sold our Selma, Texas properties to two related party partnerships for \$14,300 and are leasing them back. The selling price was determined by an independent appraiser to be the fair market value which also approximated our carrying value. The lease for the Selma, Texas properties had an initial ten-year term at a fair market value rent with three five-year renewal options. In September 2015, we signed a lease renewal which exercised two five-year renewal options and extended the term of our Selma lease to September 18, 2026. The lease extension also reduced the base monthly lease amount to \$103, beginning in September 2016. One five-year renewal option remains. Also, we currently have the option to purchase the properties from the partnerships at 95% (100% in certain circumstances) of the then fair market value, but not to be less than the \$14,300 purchase price. The financing obligation is being accounted for similar to the accounting for a capital lease, whereby the purchase price was recorded as a debt obligation, as the provisions of the arrangement are not eligible for sale-leaseback accounting. The balance of the debt obligation outstanding at June 27, 2019 was \$10,120.

In November 2017, we completed the Squirrel Brand acquisition which was financed by a combination of cash (drawn under the Credit Facility) and a three-year seller-financed note for \$11,500. The principal owner and seller of the Squirrel Brand business was subsequently appointed as an executive officer of the Company and is considered a related party. The Promissory Note is unsecured, bears interest at 5.5% per annum and is payable in equal monthly principal payments of \$319, plus interest which began in January 2018. Upon an event of default, as defined in the Promissory Note, the interest rate increases to 7.5% until such event of default is cured. We can pre-pay the Promissory Note at any time during the three-year period without penalty. At June 27, 2019, the principal amount of \$5,750 of the Promissory Note was outstanding. Interest paid on the Promissory Note for the fiscal year ended June 27, 2019 was \$413.

Aggregate maturities of long-term debt are as follows for the fiscal years ending:

June 25, 2020	\$ 7,373
June 24, 2021	5,625
June 30, 2022	3,886
June 29, 2023	3,209
June 27, 2024	718
Thereafter	6,987
	<u>\$27,798</u>

NOTE 7 — INCOME TAXES

The provision for income taxes is based entirely on income before income taxes earned in the United States, and is as follows for the last three fiscal years:

	For the Year Ended:		
	June 27, 2019	June 28, 2018	June 29, 2017
Current:			
Federal	\$10,309	\$10,722	\$17,013
State	2,951	2,464	2,744
Total current expense	13,260	13,186	19,757
Deferred:			
Deferred federal	395	3,902	(1,698)
Deferred state	(693)	(238)	(46)
Total deferred (benefit) expense	(298)	3,664	(1,744)
Total income tax expense	<u>\$12,962</u>	<u>\$16,850</u>	<u>\$18,013</u>

The reconciliations of income taxes at the statutory federal income tax rate to income tax expense reported in the Consolidated Statements of Comprehensive Income for the last three fiscal years are as follows:

	June 27, 2019	June 28, 2018	June 29, 2017
Federal statutory income tax rate	21.0%	28.1%	35.0%
State income taxes, net of federal benefit	3.1	3.1	3.3
Impact of Tax Reform	—	6.3	—
Section 162(m) Limitation	1.1	—	—
Research and development tax credit	(0.3)	(0.2)	(0.1)
Domestic manufacturing deduction	—	(2.2)	(3.1)
Windfall tax benefits	(0.2)	(1.0)	(1.8)
Uncertain tax positions	0.1	0.1	0.1
Other	(0.1)	(0.1)	(0.1)
Effective tax rate	<u>24.7%</u>	<u>34.1%</u>	<u>33.3%</u>

Deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial statement basis and the tax basis of assets and liabilities using enacted statutory tax rates applicable to future years. Deferred tax assets and liabilities are comprised of the following:

	<u>June 27, 2019</u>	<u>June 28, 2018</u>
Deferred tax assets (liabilities):		
Accounts receivable	\$ 332	\$ 305
Employee compensation	1,673	810
Inventory	309	273
Depreciation and amortization	(10,847)	(9,504)
Capitalized leases	1,117	1,020
Goodwill and intangible assets	3,182	3,160
Retirement plan	6,599	5,484
Workers' compensation	1,862	1,692
Share based compensation	1,305	1,281
Capital loss carryforward	—	112
Other	191	503
Less valuation allowance	—	(112)
Net deferred tax asset — long term	<u>5,723</u>	<u>5,024</u>

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income of the character necessary during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities (including the impact of available carryback and carryforward periods), projected future taxable income and tax-planning strategies in making this assessment. During fiscal 2019 and fiscal 2018 the net change in the total valuation allowance was not material. If or when recognized, the tax benefits relating to any reversal of the valuation allowance will be recognized as a reduction of income tax expense.

For the years ending June 27, 2019 and June 28, 2018, unrecognized tax benefits and accrued interest and penalties were \$259 and \$214. Accrued interest and penalties related to uncertain tax positions are not material for any periods presented. Interest and penalties within income tax expense were not material for any period presented. The total gross amounts of unrecognized tax benefits were \$240 and \$207 at June 27, 2019 and June 28, 2018, respectively.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows:

	<u>June 27, 2019</u>	<u>June 28, 2018</u>	<u>June 29, 2017</u>
Beginning balance	\$ 207	\$ 174	\$ 24
Gross increases — tax positions in prior year	—	6	7
Gross decreases — tax positions in prior year	(6)	—	—
Settlements	—	—	—
Gross increases — tax positions in current year	39	27	23
Lapse of statute of limitations	—	—	120
Ending balance	<u>\$ 240</u>	<u>\$ 207</u>	<u>\$ 174</u>

Unrecognized tax benefits, that if recognized, would affect the annual effective tax rate on income from continuing operations, are as follows:

	<u>June 27, 2019</u>	<u>June 28, 2018</u>	<u>June 29, 2017</u>
Unrecognized tax benefits that would affect annual effective tax rate	\$ 217	\$ 177	\$ 136

During fiscal 2019, the change in unrecognized tax benefits due to statute expiration was not material. We do not anticipate that total unrecognized tax benefits will significantly change in the next twelve months.

There were certain changes in state tax laws during the period, for which the impact was insignificant. We file income tax returns with federal and state tax authorities within the United States of America. Our federal and Illinois tax returns are open for audit for fiscal 2016 through 2018. Our California tax returns for fiscal 2015 through 2018 are open for audit. No other tax jurisdictions are material to us.

NOTE 8 — COMMITMENTS AND CONTINGENCIES

Operating Leases

We primarily lease material handling equipment pursuant to agreements accounted for as operating leases. Rent expense aggregated under these operating leases was as follows for the last three fiscal years:

	Year ended June 27, 2019	Year ended June 28, 2018	Year ended June 29, 2017
Rent expense related to operating leases	<u>\$ 1,981</u>	<u>\$ 1,988</u>	<u>\$ 1,880</u>

Aggregate non-cancelable lease commitments under these operating leases with initial or remaining terms greater than one year are as follows:

Fiscal year ending	
June 25, 2020	1,715
June 24, 2021	1,540
June 30, 2022	1,392
June 29, 2023	1,109
June 27, 2024	464
Thereafter	133
	<u>\$6,353</u>

Litigation

We are currently a party to various legal proceedings in the ordinary course of business. While management presently believes that the ultimate outcomes of these proceedings, individually and in the aggregate, will not materially affect our financial position, results of operations or cash flows, legal proceedings are subject to inherent uncertainties, and unfavorable outcomes could occur. Unfavorable outcomes could include substantial money damages in excess of any appropriate accruals which management has established. Were such unfavorable final outcomes to occur, there exists the possibility of a material adverse effect on our financial position, results of operations and cash flows.

During fiscal 2017 we were subject to a class-action complaint for an employment related matter. In early fiscal 2018 we agreed to a \$1,200 settlement for which we were fully reserved at June 29, 2017. In the first quarter of fiscal 2019 the settlement was paid.

NOTE 9 — STOCKHOLDERS' EQUITY

Our Class A Common Stock, \$.01 par value (the "Class A Stock"), has cumulative voting rights with respect to the election of those directors which the holders of Class A Stock are entitled to elect, and 10 votes per share on all other matters on which holders of our Class A Stock and Common Stock are entitled to vote, with the exception of election of the directors for which the holders of Common Stock are eligible to elect. In addition, each share of Class A Stock is convertible at the option of the holder at any time into one share of Common Stock and automatically converts into one share of Common Stock upon any sale or transfer other than to related individuals or certain other events as set forth in our Restated Certificate of Incorporation. Each share of our Common Stock, \$.01 par value (the "Common Stock") has noncumulative voting rights of one vote per share. The Class A Stock and the Common Stock are entitled to share equally, on a share-for-share basis, in any cash dividends declared by the Board of Directors, and the holders of the Common Stock are entitled to elect 25%, rounded up to the nearest whole number, of the members comprising the Board of Directors. During fiscal 2017, our Board of Directors adopted a dividend policy under which it intends to pay an annual cash dividend on our Common Stock and Class A Stock during the first quarter of each fiscal year.

NOTE 10 — STOCK-BASED COMPENSATION PLANS

At our annual meeting of stockholders on October 29, 2014, our stockholders approved a new equity incentive plan (the “2014 Omnibus Plan”) under which awards of options and other stock-based awards may be made to employees, officers or non-employee directors of our Company. A total of 1,000,000 shares of Common Stock are authorized for grants of awards thereunder, which may be in the form of options, restricted stock, RSUs, stock appreciation rights (“SARs”), performance shares, performance units, Common Stock or dividends and dividend equivalents. As of June 27, 2019, there were 726,248 shares of Common Stock that remained authorized for future grants of awards, subject to the limitations set below. Under the terms of the Omnibus Plan, the total number of shares of Common Stock with respect to which options or SARs may be granted in any calendar year to any participant may not exceed 500,000 shares (this limit applies separately with respect to each type of award). Additionally, under the terms of the 2014 Omnibus Plan, for awards of restricted stock, RSUs, performance shares or other stock-based awards that are intended to qualify as performance-based compensation: (i) the total number of shares of Common Stock that may be granted in any calendar year to any participant may not exceed 250,000 shares (this limit applies separately to each type of award) and (ii) the maximum amount that may be paid to any participant for awards that are payable in cash or property other than Common Stock in any calendar year is \$5,000. During fiscal 2017, the Board of Directors adopted an equity grant cap which further restricted the number of awards that could be made to any one participant or in the aggregate. The equity grant cap limited the number of awards to 250,000 awards to all participants and 20,000 awards to any one participant. Except as set forth in the 2014 Omnibus Plan, RSUs have vesting periods of three years for awards to employees and one year for awards to non-employee members of the Board of Directors. Recipients of RSUs have the option to defer receipt of vested shares until a specified later date, typically soon after separation from the Company. The exercise price of stock options is determined as set forth in the 2014 Omnibus Plan by the Compensation Committee of our Board of Directors and must be at least the fair market value of the Common Stock on the date of grant. Except as set forth in the 2014 Omnibus Plan, stock options expire upon termination of employment or directorship, as applicable. Stock options granted under the 2014 Omnibus Plan are exercisable 25% annually commencing on the first anniversary date of grant and become fully exercisable on the fourth anniversary date of grant. Options generally will expire no later than ten years after the date on which they were granted. We issue new shares of Common Stock upon exercise of stock options.

We determine the fair value of stock option awards using the Black-Scholes option-pricing model; however, there were no options granted in fiscal 2019, fiscal 2018 or fiscal 2017.

The following is a summary of stock option activity for the year ended June 27, 2019:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term in Years	Aggregate Intrinsic Value
Outstanding at June 28, 2018	500	\$ 8.71		
Granted	—	—		
Exercised	—	—		
Forfeited	—	—		
Outstanding and exercisable at June 27, 2019	<u>500</u>	<u>\$ 8.71</u>	2.6	<u>\$ 35</u>

The following table summarizes the total intrinsic value of all options exercised and the total cash received from the exercise of options for the last three fiscal years:

	Year ended June 27, 2019	Year ended June 28, 2018	Year ended June 29, 2017
Total intrinsic value of options exercised	\$ —	\$ 79	\$ 374
Total cash received from exercise of options	\$ —	\$ 16	\$ 63

The fair value of RSUs is generally determined based on the market price of our Common Stock on the date of grant. The fair value of RSUs granted for the years ended June 27, 2019, June 28, 2018 and June 29, 2017 was \$3,334, \$3,296 and \$2,773, respectively.

The following is a summary of RSU activity for the year ended June 27, 2019:

<u>Restricted Stock Units</u>	<u>Shares</u>	<u>Weighted-Average Grant-Date Fair Value</u>
Outstanding at June 28, 2018	189,068	\$ 46.35
Granted	57,984	57.51
Vested (a)	(49,179)	55.79
Forfeited	(8,881)	57.46
Outstanding at June 27, 2019	<u>188,992</u>	<u>\$ 46.79</u>

(a) The number of RSUs vested includes shares that were withheld on behalf of employees to satisfy statutory tax withholding requirements.

At June 27, 2019 there were 55,628 RSUs outstanding that were vested but deferred. At June 28, 2018 there were 61,008 RSUs outstanding that were vested but deferred. The non-vested RSUs at June 27, 2019 will vest over a weighted-average period of 1.4 years. The fair value of RSUs that vested for the years ended June 27, 2019, June 28, 2018 and June 29, 2017 was \$2,744, \$2,680 and \$1,910, respectively.

The following table summarizes compensation cost charged to earnings for all equity compensation plans and the total income tax benefit recognized for the last three fiscal years:

	<u>Year ended June 27, 2019</u>	<u>Year ended June 28, 2018</u>	<u>Year ended June 29, 2017</u>
Compensation cost charged to earnings	\$ 2,644	\$ 2,796	\$ 2,504
Income tax benefit recognized	661	895	951

At June 27, 2019, there was \$3,688 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under our stock-based compensation plans. We expect to recognize that cost over a weighted-average period of 1.4 years.

NOTE 11 — CASH DIVIDENDS

Our Board of Directors declared the following cash dividends payable in fiscal 2019 and fiscal 2018:

<u>Declaration Date</u>	<u>Record Date</u>	<u>Dividend Per Share</u>	<u>Total Amount</u>	<u>Payment Date</u>
July 10, 2018	August 3, 2018	\$ 2.55	\$29,074	August 17, 2018
July 11, 2017	August 2, 2017	\$ 2.50	\$28,370	August 15, 2017

On July 10, 2019, our Board of Directors declared a special cash dividend of \$2.40 per share and a regular annual cash dividend of \$0.60 per share on all issued and outstanding shares of Common Stock and Class A Stock of the Company. Refer to Note 19 – “Subsequent Event” below.

NOTE 12 — EMPLOYEE BENEFIT PLANS

We maintain a contributory plan established pursuant to the provisions of section 401(k) of the Internal Revenue Code. The plan provides retirement benefits for all nonunion employees meeting minimum age and service requirements. We currently match 100% of the first three percent contributed by each employee and 50% of the next two percent contributed, up to certain maximums specified in the plan. Expense for the 401(k) plan was as follows for the last three fiscal years:

	Year ended June 27, 2019	Year ended June 28, 2018	Year ended June 29, 2017
401(k) plan expense	\$ 2,040	\$ 1,741	\$ 1,664

During the first quarter of fiscal 2009, we recorded a long-term liability of \$868 for the withdrawal from the multiemployer plan (“Route pension”) for the step-van drivers that were employed for our store-door delivery system that was discontinued during fiscal 2008. Pursuant to terms of settlement with a labor union, we are making monthly payments of \$8 (including interest) through April 2022.

The total Route pension liability was as follows for the last two fiscal years:

	June 27, 2019	June 28, 2018
Route pension liability	\$ 251	\$ 323

Virtually all of our salaried employees participate in our Sanfilippo Value Added Plan (as amended, the “SVA Plan”), which is a cash incentive plan (an economic value added-based program) administered by our Compensation Committee. We accrue expense related to the SVA Plan in the annual period that the economic performance underlying such performance occurs. This method of expense recognition properly matches the expense associated with improved economic performance with the period the improved performance occurs on a systematic and rational basis. The SVA Plan payments, if any, are paid to participants in the first quarter of the following fiscal year.

NOTE 13 — RETIREMENT PLAN

The Supplemental Employee Retirement Plan (“SERP”) is an unfunded, non-qualified benefit plan that will provide eligible participants with monthly benefits upon retirement, disability or death, subject to certain conditions. Benefits paid to retirees are based on age at retirement, years of credited service, and average compensation. We use our fiscal year-end as the measurement date for the obligation calculation. Accounting guidance in ASC Topic 715, *Compensation — Retirement Benefits* requires the recognition of the funded status of the SERP on the Consolidated Balance Sheet. Actuarial gains or losses, prior service costs or credits and transition obligations that have not yet been recognized are recorded as a component of “Accumulated Other Comprehensive Loss” (“AOCL”).

The following table presents the changes in the projected benefit obligation for the fiscal years ended:

	<u>June 27, 2019</u>	<u>June 28, 2018</u>
Change in projected benefit obligation		
Projected benefit obligation at beginning of year	\$21,934	\$21,641
Service cost	610	607
Interest cost	895	851
Actuarial loss (gain)	2,597	(511)
Benefits paid	(654)	(654)
Projected benefit obligation at end of year	<u>\$25,382</u>	<u>\$21,934</u>

The accumulated benefit obligation, which represents benefits earned up to the measurement date, was \$20,985 and \$18,582 at June 27, 2019 and June 28, 2018, respectively.

Components of the actuarial loss (gain) portion of the change in projected benefit obligation are presented below for the fiscal years ended:

	<u>June 27, 2019</u>	<u>June 28, 2018</u>	<u>June 29, 2017</u>
Actuarial Loss (Gain)			
Change in assumed pay increases	\$ 293	\$ (56)	\$ 124
Change in discount rate	2,174	(523)	(1,402)
Change in mortality assumptions	(69)	(117)	(193)
Other	199	185	(467)
Actuarial loss (gain)	<u>\$ 2,597</u>	<u>\$ (511)</u>	<u>\$ (1,938)</u>

The components of the net periodic pension cost are as follows for the fiscal years ended:

	<u>June 27, 2019</u>	<u>June 28, 2018</u>	<u>June 29, 2017</u>
Service cost	\$ 610	\$ 607	\$ 631
Interest cost	895	851	811
Recognized loss amortization	95	162	365
Prior service cost amortization	957	957	957
Net periodic pension cost	<u>\$ 2,557</u>	<u>\$ 2,577</u>	<u>\$ 2,764</u>

Significant assumptions related to our SERP include the discount rate used to calculate the actuarial present value of benefit obligations to be paid in the future, the average rate of compensation expense increase by SERP participants, and anticipated mortality rates. The RP-2014 white collar fully generational mortality table with mortality improvement scale MP-2018 was utilized in the preparation of our pension obligation as of June 27, 2019.

We used the following assumptions to calculate the benefit obligation of our SERP as of the following dates:

	<u>June 27, 2019</u>	<u>June 28, 2018</u>
Discount rate	3.56%	4.14%
Average rate of compensation increases	4.13%	3.38%
Bonus payment	60% - 85% of base, paid 4 of 5 years	60% - 85% of base, paid 4 of 5 years

We used the following assumptions to calculate the net periodic costs of our SERP as follows for the fiscal years ended:

	<u>June 27, 2019</u>	<u>June 28, 2018</u>	<u>June 29, 2017</u>
Discount rate	4.14%	3.99%	3.61%
Rate of compensation increases	3.38%	4.50%	4.50%
Mortality	RP-2014 white collar with MP- 2017 scale	RP-2014 white collar with MP- 2016 scale	RP-2014 white collar with MP- 2015 scale
Bonus payment	60% -85% of base,paid 4 of 5 years	60% -85% of base,paid 4 of 5 years	60% -85% of base,paid 4 of 5 years

The assumed discount rate is based, in part, upon a discount rate modeling process that considers both high quality long-term indices and the duration of the SERP relative to the durations implicit in the broader indices. The discount rate is utilized principally in calculating the actuarial present value of our obligation and periodic expense pursuant to the SERP. To the extent the discount rate increases or decreases, our SERP obligation is decreased or increased, respectively.

The following table presents the benefits expected to be paid in the next ten fiscal years:

<u>Fiscal year</u>	
2020	\$ 645
2021	763
2022	737
2023	705
2024	668
2025 — 2029	6,830

At June 27, 2019 and June 28, 2018, the current portion of the SERP liability was \$645 and \$646, respectively, and recorded in Accrued payroll and related benefits on the Consolidated Balance Sheets.

The following table presents the components of AOCL that have not yet been recognized in net pension expense:

	<u>June 27, 2019</u>	<u>June 28, 2018</u>
Unrecognized net loss	\$(5,453)	\$(2,951)
Unrecognized prior service cost	(1,435)	(2,392)
Tax effect	<u>2,563</u>	<u>2,162</u>
Net amount unrecognized	<u>\$(4,325)</u>	<u>\$(3,181)</u>

We expect to recognize \$957 of the prior service cost and \$416 of net loss into net periodic pension expense during the fiscal year ending June 25, 2020.

NOTE 14 — ACCUMULATED OTHER COMPREHENSIVE LOSS

The table below sets forth the changes to accumulated other comprehensive loss (“AOCL”) for the last two fiscal years. These changes are all related to our defined benefit pension plan.

	Year Ended June 27, 2019	Year Ended June 28, 2018
Changes to AOCL (a)		
Balance at beginning of period	\$(3,181)	\$(4,404)
Other comprehensive (loss) income before reclassifications	(2,597)	511
Amounts reclassified from accumulated other comprehensive loss	1,052	1,119
Tax effect	401	(407)
Net current-period other comprehensive (loss) income	<u>(1,144)</u>	<u>1,223</u>
Balance at end of period	<u><u>\$(4,325)</u></u>	<u><u>\$(3,181)</u></u>

(a) Amounts in parenthesis indicate debits/expense.

The reclassifications out of accumulated other comprehensive loss for the last two fiscal years were as follows:

	Year Ended June 27, 2019	Year Ended June 28, 2018	Affected line item in the Consolidated Statements of Comprehensive Income
Reclassifications from AOCL to earnings (b)			
Amortization of defined benefit pension items:			
Unrecognized prior service cost	\$ (957)	\$ (957)	Other expense
Unrecognized net loss	<u>(95)</u>	<u>(162)</u>	Other expense
Total before tax	(1,052)	(1,119)	
Tax effect	<u>274</u>	<u>280</u>	Income tax expense
Amortization of defined pension items, net of tax	<u><u>\$ (778)</u></u>	<u><u>\$ (839)</u></u>	

(b) Amounts in parenthesis indicate debits to expense. See Note 13 — “Retirement Plan” above for additional details.

NOTE 15 — TRANSACTIONS WITH RELATED PARTIES

In addition to the related party transactions described in Note 6, we also purchased materials from a company that until July 2017 was owned by three members of our Board of Directors, two of whom are also executive officers, and individuals directly related to them. Purchases from this related party aggregated to the following for the years ending:

	Year ended June 27, 2019	Year ended June 28, 2018	Year ended June 29, 2017
Purchases from related party	<u><u>\$ —</u></u>	<u><u>\$ 360</u></u>	<u><u>\$ 8,043</u></u>

NOTE 16 — PRODUCT TYPE SALES MIX

The following summarizes sales by product type as a percentage of total gross sales. The information is based upon gross sales, rather than net sales, because certain adjustments, such as promotional discounts, are not allocable to product types, for the fiscal year ended:

Product Type	June 27, 2019	June 28, 2018	June 29, 2017
Peanuts	18.0%	15.7%	15.7%
Pecans	12.9	14.0	16.2
Cashews & Mixed Nuts	23.0	24.6	24.3
Walnuts	8.9	9.0	8.4
Almonds	14.4	15.5	16.3
Trail & Snack Mixes	17.3	15.5	13.9
Other	5.5	5.7	5.2
	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>

NOTE 17 — VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

The following table details the activity in various allowance and reserve accounts.

Description	Balance at Beginning of Period	Additions	Deductions	Balance at End of Period
June 27, 2019				
Allowance for doubtful accounts	\$ 270	\$ 150	\$ (70)	\$ 350
Reserve for cash discounts	950	14,721	(14,746)	925
Reserve for customer deductions	5,038	24,581	(24,862)	4,757
Deferred tax asset valuation allowance	112	—	(112)	—
Total	<u>\$ 6,370</u>	<u>\$ 39,452</u>	<u>\$ (39,790)</u>	<u>\$ 6,032</u>
June 28, 2018				
Allowance for doubtful accounts	\$ 263	\$ 52	\$ (45)	\$ 270
Reserve for cash discounts	850	13,889	(13,789)	950
Reserve for customer deductions	2,979	22,420	(20,361)	5,038
Deferred tax asset valuation allowance	171	—	(59)	112
Total	<u>\$ 4,263</u>	<u>\$ 36,361</u>	<u>\$ (34,254)</u>	<u>\$ 6,370</u>
June 29, 2017				
Allowance for doubtful accounts	\$ 397	\$ 58	\$ (192)	\$ 263
Reserve for cash discounts	975	12,274	(12,399)	850
Reserve for customer deductions	2,918	16,116	(16,055)	2,979
Deferred tax asset valuation allowance	171	—	—	171
Total	<u>\$ 4,461</u>	<u>\$ 28,448</u>	<u>\$ (28,646)</u>	<u>\$ 4,263</u>

NOTE 18 — SUPPLEMENTARY QUARTERLY DATA (Unaudited)

The following unaudited quarterly consolidated financial data are presented for fiscal 2019 and fiscal 2018. Quarterly financial results necessarily rely on estimates and caution is required in drawing specific conclusions from quarterly consolidated results.

	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
Year Ended June 27, 2019:				
Net sales	\$204,288	\$253,317	\$201,834	\$216,762
Gross profit	32,954	42,883	38,815	43,618
Income from operations	10,052	16,640	15,408	16,424
Net income	6,606	11,264	10,331	11,265
Basic earnings per common share	\$ 0.58	\$ 0.99	\$ 0.90	\$ 0.98
Diluted earnings per common share	\$ 0.57	\$ 0.98	\$ 0.90	\$ 0.98
Cash dividends declared per common share	\$ 2.55	\$ —	\$ —	\$ —
	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
Year Ended June 28, 2018:				
Net sales	\$215,664	\$258,805	\$202,786	\$211,676
Gross profit	35,119	37,733	33,107	32,940
Income from operations	17,615	14,102	14,024	10,448
Net income	10,711	7,609	8,552	5,628
Basic earnings per common share	\$ 0.94	\$ 0.67	\$ 0.75	\$ 0.49
Diluted earnings per common share	\$ 0.94	\$ 0.67	\$ 0.75	\$ 0.49
Cash dividends declared per common share	\$ 2.50	\$ —	\$ —	\$ —

NOTE 19 — SUBSEQUENT EVENT

On July 10, 2019, our Board of Directors declared a special cash dividend of \$2.40 per share and a regular annual cash dividend of \$0.60 per share on all issued and outstanding shares of Common Stock and Class A Stock of the Company (the “August 2019 Dividends”). The August 2019 Dividends were paid on August 20, 2019 to stockholders of record as of the close of business on August 6, 2019.

Item 9 — Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A — Controls and Procedures

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), we conducted an evaluation of the effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Exchange Act, as of the end of the period covered by this Annual Report on Form 10-K. Based on this evaluation, our CEO and CFO concluded that, as of June 27, 2019, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and reported to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our CEO and CFO, we carried out an evaluation of the effectiveness of our internal control over financial reporting as of June 27, 2019, based on the *Internal Control-Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that our internal control over financial reporting was effective as of June 27, 2019.

The effectiveness of our internal control over financial reporting as of June 27, 2019 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report contained in this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

There were no changes in internal control over financial reporting that occurred during the fourth fiscal quarter ended June 27, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our management, including our CEO and CFO, does not expect that the Disclosure Controls and Procedures or our Internal Control over Financial Reporting will prevent or detect all errors and all fraud. A control, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control’s objectives will be met. Further, the design of a control must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all internal controls, 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. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any control 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 deterioration in the degree of compliance with associated policies or procedures. Because of the inherent limitations in a cost-effective control, misstatements due to error or fraud may occur and may not be detected.

Item 9B — Other Information

Not applicable

PART III

Item 10 — Directors, Executive Officers and Corporate Governance

The Sections entitled “Nominees for Election by The Holders of Common Stock,” “Nominees for Election by The Holders of Class A Stock,” “Section 16(a) Beneficial Ownership Reporting Compliance” and “Corporate Governance — Board Meetings and Committees — Audit Committee” and “Corporate Governance — Independence of the Audit Committee” of our Proxy Statement for the 2019 Annual Meeting and filed pursuant to Regulation 14A are incorporated herein by reference. Other certain information relating to the directors and executive officers of the Company is included immediately before Part II of this Report.

We have adopted a Code of Ethics applicable to the principal executive, financial and accounting officers (“Code of Ethics”) and a separate Code of Conduct applicable to all employees and directors generally (“Code of Conduct”). The Code of Ethics and Code of Conduct are available on our website at www.jbssinc.com.

Item 11 — Executive Compensation

The Sections entitled “Compensation of Directors and Executive Officers”, “Compensation Discussion and Analysis”, “Compensation Committee Interlocks and Insider Participation” and “Compensation Committee Report” of our Proxy Statement for the 2019 Annual Meeting are incorporated herein by reference.

Item 12 — Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The Section entitled “Security Ownership of Certain Beneficial Owners and Management” of our Proxy Statement for the 2019 Annual Meeting is incorporated herein by reference. Other certain information relating to the directors and executive officers of the Company is included immediately before Part II of this Report.

Item 13 — Certain Relationships and Related Transactions, and Director Independence

The Sections entitled “Corporate Governance — Independence of the Board of Directors” and “Review of Related Party Transactions” of our Proxy Statement for the 2019 Annual Meeting are incorporated herein by reference. Other certain information relating to the directors and executive officers of the Company is included immediately before Part II of this Report.

Item 14 — Principal Accounting Fees and Services

The information under the proposal entitled “Ratify the Audit Committee’s Appointment of PricewaterhouseCoopers LLP as our Independent Registered Public Accounting Firm for the 2020 fiscal year” of our Proxy Statement for the 2019 Annual Meeting is incorporated herein by reference.

PART IV

Item 15 — Exhibits, Financial Statement Schedules

(a) (1) Financial Statements

The following financial statements are included in Part II, Item 8 — “Financial Statements and Supplementary Data”:

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Comprehensive Income for the Year Ended June 27, 2019, the Year Ended June 28, 2018 and the Year Ended June 29, 2017

Consolidated Balance Sheets as of June 27, 2019 and June 28, 2018

Consolidated Statements of Stockholders’ Equity for the Year Ended June 27, 2019, the Year Ended June 28, 2018 and the Year Ended June 29, 2017

Consolidated Statements of Cash Flows for the Year Ended June 27, 2019, the Year Ended June 28, 2018 and the Year Ended June 29, 2017

Notes to Consolidated Financial Statements

(a) (2) Financial Statement Schedules

All schedules are omitted because they are not applicable or the required information is shown in the Consolidated Financial Statements or Notes thereto.

(a) (3) Exhibits

The exhibits required by Item 601 of Regulation S-K and filed herewith are listed in the Exhibit Index which follows the signature page and immediately precedes the exhibits filed.

(b) Exhibits

See Item 15(a)(3) above.

(c) Financial Statement Schedules

See Item 15(a)(2) above.

Item 16 — Form 10-K Summary

None

EXHIBIT INDEX
(Pursuant to Item 601 of Regulation S-K)

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Restated Certificate of Incorporation of the Company (incorporated by reference from Exhibit 3.1 to the Form 10-Q for the quarter ended March 24, 2005)</u>
3.2	<u>Amended and Restated Bylaws of the Company (incorporated by reference from Exhibit 3.2 to the Form 10-K for the fiscal year ended June 25, 2015)</u>
4.1	<u>Description of Company's Securities</u>
*10.1	<u>1998 Equity Incentive Plan (incorporated by reference from Exhibit 10.44 to the Form 10-Q for the quarter ended September 24, 1998)</u>
*10.2	<u>First Amendment to the 1998 Equity Incentive Plan (incorporated by reference from Exhibit 10.35 to the Form 10-Q for the quarter ended December 28, 2000)</u>
*10.3	<u>Amended and Restated John B. Sanfilippo & Son, Inc. Split-Dollar Insurance Agreement Number Two among Michael J. Valentine, as trustee of the Valentine Life Insurance Trust, Mathias Valentine, Mary Valentine and the Company, dated December 31, 2003 (incorporated by reference from Exhibit 10.35 to the Form 10-Q for the quarter ended December 25, 2003)</u>
*10.4	<u>Amendment, dated February 12, 2004, to Amended and Restated John B. Sanfilippo & Son, Inc. Split-Dollar Insurance Agreement Number Two among Michael J. Valentine, as trustee of the Valentine Life Insurance Trust, Mathias Valentine, Mary Valentine and the Company, dated December 31, 2003 (incorporated by reference from Exhibit 10.47 to the Form 10-Q for the quarter ended March 25, 2004)</u>
*10.5	<u>Restated Supplemental Retirement Plan (incorporated by reference from Exhibit 10.16 to the Form 10-K for the fiscal year ended June 28, 2007)</u>
*10.6	<u>2008 Equity Incentive Plan, as amended (incorporated by reference from Exhibit 10.24 to the Form 10-K for the fiscal year ended June 28, 2012)</u>
*10.7	<u>Form of Indemnification Agreement (incorporated by reference from Exhibit 10.01 to the Form 8-K filed on May 5, 2009)</u>
*10.8	<u>2014 Omnibus Incentive Plan (incorporated by reference from Exhibit 4.1 to the Registration Statement on Form S-8 filed on October 28, 2014)</u>
*10.9	<u>Amendment No. 1 to the 2014 Omnibus Incentive Plan (incorporated by reference from Exhibit 10.12 to the Form 10-K for the year ended June 30, 2016)</u>
*10.10	<u>Form of Non-Employee Director Restricted Stock Unit Award Agreement (non-deferral) under 2014 Omnibus Plan (fiscal 2017, 2018 and 2019 awards cycle) (incorporated by reference from Exhibit 10.38 to the Form 10-Q for the quarter ended December 24, 2015)</u>

<u>Exhibit No.</u>	<u>Description</u>
*10.11	<u>Form of Non-Employee Director Restricted Stock Unit Award Agreement (deferral) under 2014 Omnibus Plan (fiscal 2017, 2018 and 2019 awards cycle) (incorporated by reference from Exhibit 10.39 to the Form 10-Q for the quarter ended December 24, 2015)</u>
*10.12	<u>Form of Employee Restricted Stock Unit Award Agreement under 2014 Omnibus Plan (fiscal 2017 awards cycle) (incorporated by reference from Exhibit 10.19 to the Form 10-Q for the quarter ended December 29, 2016)</u>
*10.13	<u>Form of Employee Restricted Stock Unit Award Agreement under 2014 Omnibus Plan (fiscal 2018 and 2019 awards cycle) (incorporated by reference from Exhibit 10.20 to the Form 10-Q for the quarter ended December 28, 2017)</u>
*10.14	<u>Amended and Restated Sanfilippo Value Added Plan, dated August 20, 2015 (incorporated by reference from Exhibit 10.11 to the Form 10-K for the year ended June 25, 2015)</u>
10.15	<u>Credit Agreement, dated as of February 7, 2008, by and among the Company, the financial institutions named therein as lenders, Wells Fargo Foothill, LLC (“WFF”), as the arranger and administrative agent for the lenders, and Wachovia Capital Finance Corporation (Central), in its capacity as documentation agent (incorporated by reference from Exhibit 10.1 to the Form 8-K filed on February 8, 2008)</u>
10.16	<u>Security Agreement, dated as of February 7, 2008, by the Company in favor of WFF, as administrative agent for the Lenders (incorporated by reference from Exhibit 10.2 to the Form 8-K filed on February 8, 2008)</u>
10.17	<u>Loan Agreement, dated as of February 7, 2008, by and between the Company and Transamerica Financial Life Insurance Company (“TFLIC”) (incorporated by reference from Exhibit 10.3 to the Form 8-K filed on February 8, 2008)</u>
10.18	<u>First Amendment to Credit Agreement, dated as of March 8, 2010, by and among the Company, Wells Fargo Capital Finance, LLC (f/k/a WFF), as a lender and administrative agent and Burdale Financial Limited, as a lender (incorporated by reference from Exhibit 10.19 to the Form 10-K filed on August 23, 2017)</u>
10.19	<u>Second Amendment to Credit Agreement, dated as of July 15, 2011, by and among the Company, Wells Fargo Capital Finance, LLC (f/k/a WFF), as a lender and administrative agent, and Southwest Georgia Farm Credit, ACA for itself and as agent/nominee for Southwest Georgia Farm Credit, FLCA, as a lender (incorporated by reference from Exhibit 10.1 to the Form 8-K filed on July 18, 2011)</u>
10.20	<u>Third Amendment to Credit Agreement, dated as of October 31, 2011, by and among the Company, Wells Fargo Capital Finance, LLC (f/k/a WFF), as a lender and administrative agent, and Southwest Georgia Farm Credit, ACA, for itself and as agent/nominee for Southwest Georgia Farm Credit, FLCA, as a lender (incorporated by reference from Exhibit 10.34 to the Form 10-Q for the quarter ended September 29, 2011)</u>

<u>Exhibit No.</u>	<u>Description</u>
10.21	<u>Consent and Fourth Amendment to Credit Agreement, dated as of January 22, 2013, by and among the Company, Wells Fargo Capital Finance, LLC (f/k/a WFF), as a lender and administrative agent, and Southwest Georgia Farm Credit, ACA, for itself and as agent/nominee for Southwest Georgia Farm Credit, FLCA, as a lender (incorporated by reference from Exhibit 99.1 to the Form 8-K filed on February 4, 2013)</u>
10.22	<u>Consent and Fifth Amendment to Credit Agreement, dated as of December 16, 2013, by and among the Company, Wells Fargo Capital Finance, LLC (f/k/a WFF), as a lender and administrative agent, and Southwest Georgia Farm Credit, ACA, for itself and as agent/nominee for Southwest Georgia Farm Credit, FLCA, as a lender (incorporated by reference from Exhibit 99.1 to the Form 8-K filed on December 17, 2013)</u>
10.23	<u>Sixth Amendment to Credit Agreement, dated as of September 30, 2014, by and among the Company, Wells Fargo Capital Finance, LLC (f/k/a WFF), as a lender and administrative agent, and Southwest Georgia Farm Credit, ACA, as lender. (incorporated by reference from Exhibit 10.1 to the Form 8-K filed on October 3, 2014)</u>
10.24	<u>Seventh Amendment to Credit Agreement, dated as of July 7, 2016, by and among John B. Sanfilippo & Son, Inc., Wells Fargo Capital Finance, LLC (f/k/a WFF), as a lender and the administrative agent, and Southwest Georgia Farm Credit, ACA, as a lender. (incorporated by reference from Exhibit 99.2 to the Form 8-K filed on July 7, 2016)</u>
10.25	<u>Eighth Amendment to Credit Agreement, dated as of July 7, 2017, by and among John B. Sanfilippo & Son, Inc., Wells Fargo Capital Finance, LLC (f/k/a WFF), as a lender and the administrative agent, and Southwest Georgia Farm Credit, ACA, as a lender. (incorporated by reference from Exhibit 99.1 to the Form 8-K filed on July 11, 2017)</u>
10.26	<u>Consent and Ninth Amendment to Credit Agreement dated as of November 29, 2017, by and among John B. Sanfilippo & Son, Inc., Wells Fargo Capital Finance, LLC (f/k/a WFF), as a lender and the administrative agent, and Southwest Georgia Farm Credit, ACA, as a lender. (incorporated by reference from Exhibit 99.1 to the Form 8-K filed on November 30, 2017)</u>
10.27	<u>First Amendment to Security Agreement, dated as of September 30, 2014, by the Company in favor of Wells Fargo Capital Finance, LLC (f/k/a WFF), as administrative agent for the lenders (incorporated by reference from Exhibit 10.2 to the Form 8-K filed on October 3, 2014)</u>
*10.28	<u>Employment agreement, dated as of November 30, 2017, by and between the Company and J. Brent Meyer (incorporated by reference from Exhibit 10.36 to the Form 10-Q for the quarter ended December 28, 2017)</u>
14	<u>Code of Ethics, as amended (incorporated by reference from Exhibit 14 to the Form 10-K for the fiscal year ended June 25, 2015)</u>
21	<u>Subsidiaries of the Company</u>
23	<u>Consent of PricewaterhouseCoopers LLP</u>
31.1	<u>Certification of Jeffrey T. Sanfilippo pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended</u>
31.2	<u>Certification of Michael J. Valentine pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended</u>
32.1	<u>Certification of Jeffrey T. Sanfilippo pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended</u>
32.2	<u>Certification of Michael J. Valentine pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended</u>

<u>Exhibit No.</u>	<u>Description</u>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Indicates a management contract or compensatory 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.

JOHN B. SANFILIPPO & SON, INC.

Date: August 21, 2019

By: /s/ Jeffrey T. Sanfilippo
Jeffrey T. Sanfilippo
Chief Executive Officer

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

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey T. Sanfilippo</u> Jeffrey T. Sanfilippo	Chief Executive Officer and Director (Principal Executive Officer)	August 21, 2019
<u>/s/ Michael J. Valentine</u> Michael J. Valentine	Chief Financial Officer, Group President, Secretary and Director (Principal Financial Officer)	August 21, 2019
<u>/s/ Frank S. Pellegrino</u> Frank S. Pellegrino	Senior Vice President, Finance and Treasurer (Principal Accounting Officer)	August 21, 2019
<u>/s/ Mathias A. Valentine</u> Mathias A. Valentine	Director	August 21, 2019
<u>/s/ Jim R. Edgar</u> Jim R. Edgar	Director	August 21, 2019
<u>/s/ Timothy R. Donovan</u> Timothy R. Donovan	Director	August 21, 2019
<u>/s/ Jasper B. Sanfilippo, Jr.</u> Jasper B. Sanfilippo, Jr.	Director	August 21, 2019
<u>/s/ Daniel M. Wright</u> Daniel M. Wright	Director	August 21, 2019
<u>/s/ Ellen C. Taaffe</u> Ellen C. Taaffe	Director	August 21, 2019
<u>/s/ James J. Sanfilippo</u> James J. Sanfilippo	Director	August 21, 2019

**DESCRIPTION OF THE COMPANY'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**

As of August 21, 2019, John B. Sanfilippo & Son, Inc. (the "Company") has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): our Common Stock, par value \$0.01 per share ("Common Stock"). Our Class A Common Stock, \$0.01 par value per share ("Class A Stock"), is not registered under the Exchange Act.

The following description is a summary and does not purport to be complete. It is subject to and qualified in its entirety by reference to our Restated Certificate of Incorporation ("Restated Certificate") and our Amended and Restated Bylaws (the "Bylaws"), each of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.1 is a part. We encourage you to read our Restated Certificate, our Bylaws and the applicable provisions of the Delaware General Corporation Law for additional information.

Authorized Capital Shares

Our authorized capital shares consist of 17,000,000 shares of Common Stock, 10,000,000 shares of Class A Stock, and 500,000 shares of preferred stock, \$0.01 par value per share ("Preferred Stock"). The outstanding shares of our Common Stock and Class A Stock are fully paid and nonassessable.

Voting Rights

Pursuant to our Restated Certificate, so long as the total number of shares of Class A Stock outstanding is greater than or equal to 12.5% of the total number of shares of Class A Stock and Common Stock outstanding (see "Conversion Rights" below), the holders of Common Stock voting as a class are entitled to elect such number (rounded to the next highest number in the case of a fraction) of directors as equals 25% of the total number of directors constituting the full board of directors of the Company (the "Board of Directors"). The holders of Class A Stock voting as a class are entitled to elect the remaining directors. With respect to all matters other than the election of directors or any matters for which class voting is required by law, the holders of Common Stock and the holders of Class A Stock will vote together as a single class, and the holders of Common Stock will be entitled to one vote per share of Common Stock and the holders of Class A Stock will be entitled to 10 votes per share of Class A Stock.

Our Restated Certificate does not entitle holders of Common Stock to cumulative voting. However, solely with respect to the election of directors, the Restated Certificate entitles, but does not require, each holder of Class A Stock, in person or by proxy, to either (a) vote the number of shares of Class A Stock owned by such holder for as many persons as there are directors to be elected by holders of Class A Stock ("Class A Directors"), or (b) cumulate said votes (by multiplying the number of shares of Class A Stock owned by such holder by the number of candidates for election as a Class A Director) and either (i) give one candidate all of the cumulated votes, or (ii) distribute the cumulated votes among such candidates as the holder sees fit.

Dividend Rights

The holders of Common Stock and Class A Stock are entitled to receive dividends, if any, as may be declared from time to time by the Board of Directors in its discretion out of funds legally available for the payment of dividends. When and as dividends are declared on any shares of Common Stock and Class A Stock, whether payable in cash, property or securities of the Company, the holders of Common Stock and Class A Stock will be entitled to share equally, share for share, in such dividends.

Conversion Rights

Each share of Class A Stock is convertible, from time to time at the option of the holder and automatically upon the occurrence of certain events, into one share of Common Stock. Our Common Stock has no conversion rights.

Upon the sale, assignment, pledge or other transfer, other than a “Permitted Transfer” (as that term is defined in the Restated Certificate), of any shares or any interest in shares of Class A Stock to any person or entity, all such transferred shares of Class A Stock will be converted automatically into an equal number of shares of Common Stock.

All outstanding shares of Class A Stock will be converted automatically into an equal number of shares of Common Stock upon the date on which the number of outstanding shares of Class A Stock constitutes less than 12.5% of the total number of outstanding shares of Common Stock and Class A Stock.

Liquidation Rights

Holders of Common Stock and Class A Stock will share ratably in all assets legally available for distribution to our stockholders in the event of dissolution.

Other Rights and Preferences

Our Common Stock has no sinking fund or redemption provisions or preemptive or exchange rights.

Listing

The Common Stock is traded on The Nasdaq Global Select Market under the trading symbol “JBSS.”

Provisions in the Restated Certificate and the Bylaws

The Restated Certificate and the Bylaws contain provisions that could make the Company a less attractive target for a hostile takeover and could make more difficult or discourage a merger proposal, a tender offer or a proxy contest. Such provisions include:

- a requirement that stockholder-nominated director nominees be nominated in advance of the meeting at which directors are elected and that specific information be provided in connection with such nomination;
- the ownership and the rights of Class A Stock held by the Sanfilippo Group and Valentine Group (as those terms as defined in our Definitive Proxy Statement filed from time to time with the Securities and Exchange Commission); and
- the ability of the Board of Directors to issue additional shares of Common Stock or Preferred Stock without the approval of stockholders.

Preferred Stock

The Preferred Stock may be issued from time to time in one or more series. The authority is expressly vested in the Board of Directors to establish and designate the series and to fix the rights, preferences, privileges and restrictions of any series of the Preferred Stock, including without limitation, those relating to any dividend rights and terms, conversion rights, voting rights, redemption rights and terms, liquidation preferences and sinking fund terms.

Subsidiaries of John B. Sanfilippo & Son, Inc.

Entity	Voting Securities Owned Directly or Indirectly by the Registrant	State or Country of Organization
JBSS Ventures, LLC	100%	Illinois

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-87661, 333-108298, 333-154850, 333-199637) of John B. Sanfilippo & Son, Inc. of our report dated August 21, 2019 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Chicago, Illinois
August 21, 2019

CERTIFICATION

I, Jeffrey T. Sanfilippo, certify that:

1. I have reviewed this Annual Report on Form 10-K of John B. Sanfilippo & Son, Inc. for the fiscal year ended June 27, 2019;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 21, 2019

/s/ Jeffrey T. Sanfilippo
Jeffrey T. Sanfilippo
Chairman of the Board and
Chief Executive Officer

CERTIFICATION

I, Michael J. Valentine, certify that:

1. I have reviewed this Annual Report on Form 10-K of John B. Sanfilippo & Son, Inc. for the fiscal year ended June 27, 2019;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 21, 2019

/s/ Michael J. Valentine

Michael J. Valentine

Chief Financial Officer, Group President and Secretary

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of John B. Sanfilippo & Son, Inc. (the "Company") on Form 10-K for the fiscal year ended June 27, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jeffrey T. Sanfilippo, Chief Executive Officer and Chairman of the Board, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 21, 2019

/s/ Jeffrey T. Sanfilippo

Jeffrey T. Sanfilippo

Chief Executive Officer and Chairman of the Board

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of John B. Sanfilippo & Son, Inc. (the "Company") on Form 10-K for the fiscal year ended June 27, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael J. Valentine, Chief Financial Officer, Group President and Secretary, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 21, 2019

/s/ Michael J. Valentine

Michael J. Valentine

Chief Financial Officer, Group President and Secretary