NATIONAL BEVERAGE CORP
Form 10-Q
March 08, 2018

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended January 27, 2018

Commission file number 1-14170

NATIONAL BEVERAGE CORP.

(Exact name of registrant as specified in its charter)

Delaware	59-2605822
(State of incorporation)	(I.R.S. Employer Identification No.)

8100 SW Tenth Street, Suite 4000, Fort Lauderdale, FL 33324

(Address of principal executive offices including zip code)

(954) 581-0922

(Registrant's telephone number including area code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. 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 number of shares of registrant's common stock outstanding as of March 2, 2018 was 46,608,690.

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NATIONAL BEVERAGE CORP.

QUARTERLY REPORT ON FORM 10-Q

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS
NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(In thousands, except share data)

	January 27, 2018	April 29, 2017
Assets		
Current assets:		
Cash and equivalents	$*155,023*	$*136,372*
Trade receivables - net	*75,942*	*71,319*
Inventories	*60,832*	*53,355*
Prepaid and other assets	*13,219*	*7,275*
Total current assets	*305,016*	*268,321*
Property, plant and equipment - net	*75,009*	*65,150*
Goodwill	*13,145*	*13,145*
Intangible assets	*1,615*	*1,615*
Other assets	*5,907*	*5,752*
Total assets	$*400,692*	$*353,983*
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$*58,499*	$*58,100*
Accrued liabilities	*32,158*	*29,017*
Income taxes payable	*103*	*89*
Total current liabilities	*90,760*	*87,206*
Deferred income taxes - net	*7,752*	*12,087*
Other liabilities	*8,675*	*9,072*
Shareholders' equity:		
Preferred stock, $1 par value - 1,000,000 shares authorized: Series C - 150,000 shares issued	*150*	*150*
Common stock, $.01 par value - 75,000,000 shares authorized; 50,641,234 shares issued (50,616,134 shares at April 29)	*506*	*506*
Additional paid-in capital	*36,156*	*35,638*
Retained earnings	*271,382*	*227,928*
Accumulated other comprehensive income (loss)	*3,311*	*(604*)
Treasury stock - at cost:		
Series C preferred stock - 150,000 shares	*(5,100*)	*(5,100*)
Common stock - 4,032,544 shares	*(12,900*)	*(12,900*)
Total shareholders' equity	*293,505*	*245,618*
Total liabilities and shareholders' equity	$*400,692*	$*353,983*

See accompanying Notes to Consolidated Financial Statements.

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NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
(In thousands, except per share amounts)

	Three Months Ended		Nine Months Ended	
	January 27, 2018	January 28, 2017	January 27, 2018	January 28, 2017
Net sales	$*227,477*	$*194,564*	$*731,428*	$*614,852*
Cost of sales	*136,284*	*118,644*	*439,652*	*374,721*
Gross profit	*91,193*	*75,920*	*291,776*	*240,131*
Selling, general and administrative expenses	*45,443*	*39,158*	*137,589*	*122,043*
Interest expense	*50*	*51*	*151*	*139*
Other income - net	*426*	*197*	*1,043*	*416*
Income before income taxes	*46,126*	*36,908*	*155,079*	*118,365*
Provision for income taxes	*5,046*	*12,623*	*41,747*	*40,481*
Net income	$*41,080*	$*24,285*	$*113,332*	$*77,884*
Earnings per common share:				
Basic	$*.88*	$*.52*	$*2.43*	$*1.67*
Diluted	$*.88*	$*.52*	$*2.42*	$*1.67*
Weighted average common shares outstanding:				
Basic	*46,603*	*46,566*	*46,594*	*46,561*
Diluted	*46,923*	*46,763*	*46,921*	*46,764*

See accompanying Notes to Consolidated Financial Statements.

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NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(In thousands)

	Three Months Ended		Nine Months Ended	
	January 27, 2018	January 28, 2017	January 27, 2018	January 28, 2017
Net income	$*41,080*	$*24,285*	$*113,332*	$*77,884*
Other comprehensive income, net of tax:				
Cash flow hedges	*1,296*	*520*	*3,915*	*1,775*
Comprehensive income	$*42,376*	$*24,805*	$*117,247*	$*79,659*

See accompanying Notes to Consolidated Financial Statements.

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NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)
(In thousands)

	Nine Months Ended	
	January 27, 2018	January 28, 2017
Series C Preferred Stock		
Beginning and end of period	$*150*	$*150*
Common Stock		
Beginning and end of period	*506*	*506*
Additional Paid-In Capital		
Beginning of period	*35,638*	*34,570*
Stock options exercised	*399*	*186*
Stock-based compensation	*119*	*146*
Stock-based tax benefits	-	*153*
End of period	*36,156*	*35,055*
Retained Earnings		
Beginning of period	*227,928*	*190,733*
Net income	*113,332*	*77,884*
Common stock cash dividend	*(69,878*)	*(69,850*)
End of period	*271,382*	*198,767*
Accumulated Other Comprehensive Loss		
Beginning of period	*(604*)	*(1,807*)
Cash flow hedges, net of tax	*3,915*	*1,775*
End of period	*3,311*	*(32*)
Treasury Stock - Series C Preferred		
Beginning and end of period	*(5,100*)	*(5,100*)
Treasury Stock - Common		
Beginning and end of period	*(12,900*)	*(12,900*)
Total Shareholders' Equity	$*293,505*	$*216,446*

See accompanying Notes to Consolidated Financial Statements.

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NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(In thousands)

	Nine Months Ended	
	January 27, 2018	January 28, 2017
Operating Activities:		
Net income	$113,332	$77,884
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	10,273	9,600
Deferred income tax benefit	(5,806)	(189)
Gain on sale of property, net	(9)	(5)
Stock-based compensation	119	146
Stock-based tax benefits	-	153
Changes in assets and liabilities:		
Trade receivables	(4,623)	(7,664)
Inventories	(7,477)	(518)
Prepaid and other assets	(1,840)	(1,703)
Accounts payable	399	282
Accrued and other liabilities	2,390	3,586
Net cash provided by operating activities	106,758	81,572
Investing Activities:		
Additions to property, plant and equipment	(18,686)	(11,834)
Proceeds from sale of property, plant and equipment	58	15
Net cash used in investing activities	(18,628)	(11,819)
Financing Activities:		
Dividends paid on common stock	(69,878)	(69,850)
Proceeds from stock options exercised	399	186
Net cash used in financing activities	(69,479)	(69,664)
Net Increase in Cash and Equivalents	18,651	89
Cash and Equivalents - Beginning of Period	136,372	105,577
Cash and Equivalents - End of Period	$155,023	$105,666
Other Cash Flow Information:		
Interest paid	$76	$165
Income taxes paid	$48,848	$40,389

See accompanying Notes to Consolidated Financial Statements.

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NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

National Beverage Corp. develops, produces, markets and sells a diverse portfolio of flavored beverage products primarily in North America. Incorporated in Delaware in 1985, National Beverage Corp. is a holding company for various operating subsidiaries. When used in this report, the terms “we,” “us,” “our,” “Company” and “National Beverage” me National Beverage Corp. and its subsidiaries.

1. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated financial statements include the accounts of National Beverage Corp. and its subsidiaries. Significant intercompany transactions and accounts have been eliminated.

The consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (“GAAP”) and rules and regulations of the Securities and Exchange Commission for interim financial reporting. Accordingly, they do *not* include all information and notes presented in the annual consolidated financial statements. The consolidated financial statements should be read in conjunction with the annual consolidated financial statements and accompanying notes included in our Annual Report on Form *10*-K for the fiscal year ended *April 29, 2017.* Excluding the adoption of the recently issued accounting pronouncements disclosed in Note *6,* the accounting policies used in these interim consolidated financial statements are consistent with those used in the annual consolidated financial statements.

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. In our opinion, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Results for the interim periods presented are *not* necessarily indicative of results which might be expected for the entire fiscal year.

Derivative Financial Instruments

We use derivative financial instruments to partially mitigate our exposure to changes in raw material costs. All derivative financial instruments are recorded at fair value in our Consolidated Balance Sheets. The estimated fair value of derivative financial instruments is calculated based on market rates to settle the instruments. We do *not* use derivative financial instruments for trading or speculative purposes. Credit risk related to derivative financial instruments is managed by requiring high credit standards for counterparties and frequent cash settlements. See Note *5*.

Earnings Per Common Share

Basic earnings per common share is computed by dividing earnings available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per common share is calculated in a similar manner, but includes the dilutive effect of stock options.

Inventories

Inventories are stated at the lower of *first*-in, *first*-out cost or market. Inventories at *January 27, 2018* were comprised of finished goods of *$37.2* million and raw materials of *$23.6* million. Inventories at *April 29, 2017* were comprised of finished goods of *$35.0* million and raw materials of *$18.4* million.

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2. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

	(In thousands)	
	January 27, 2018	April 29, 2017
Land	$*9,500*	$*9,500*
Buildings and improvements	*51,469*	*51,157*
Machinery and equipment	*188,878*	*172,257*
Total	*249,847*	*232,914*
Less accumulated depreciation	*(174,838)*	*(167,764)*
Property, plant and equipment – net	$*75,009*	$*65,150*

Depreciation expense was $*2.7* million and *$8.8* million for the *three* and *nine* months ended *January 27, 2018,* respectively, and *$2.7* million and *$8.1* million for the *three* and *nine* months ended *January 28, 2017,* respectively.

3. DEBT

At *January 27, 2018,* a subsidiary of the Company maintained unsecured revolving credit facilities with banks aggregating *$100* million (the "Credit Facilities"). The Credit Facilities expire from *June 18, 2018* to *April 30, 2021* and any borrowings would currently bear interest at *.9%* above *one*-month LIBOR. There were *no* borrowings outstanding under the Credit Facilities at *January 27, 2018* or *April 29, 2017.* At *January 27, 2018, $2.2* million of the Credit Facilities was reserved for standby letters of credit and *$97.8* million was available for borrowings.

The Credit Facilities require the subsidiary to maintain certain financial ratios, including debt to net worth and debt to EBITDA (as defined in the Credit Facilities), and contain other restrictions, *none* of which are expected to have a material effect on our operations or financial position. At *January 27, 2018,* we were in compliance with all loan covenants.

_4._ STOCK-BASED COMPENSATION

During the *nine* months ended *January 27, 2018,* options to purchase *25,100* shares were exercised (weighted average exercise price of *$15.89* per share) and options to purchase *1,300* shares were cancelled (weighted average exercise price of *$17.59* per share). At *January 27, 2018,* options to purchase *357,695* shares (weighted average exercise price of *$11.15* per share) were outstanding and stock-based awards to purchase *2,811,314* shares of common stock were available for grant.

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5. DERIVATIVE FINANCIAL INSTRUMENTS

From time to time, we enter into aluminum swap contracts to partially mitigate our exposure to changes in the cost of aluminum cans. Such financial instruments are designated and accounted for as a cash flow hedge. Accordingly, gains or losses attributable to the effective portion of the cash flow hedge are reported in Accumulated Other Comprehensive Income (Loss) ("AOCI") and reclassified into cost of sales in the period in which the hedged transaction affects earnings. The ineffective portion of the change in fair value of our cash flow hedge was immaterial. The following summarizes the gains (losses) recognized in the Consolidated Statements of Income and AOCI relative to the cash flow hedge for the *three* and *nine* months ended *January 27, 2018* and *January 28, 2017:*

	(In thousands) Three Months Ended		Nine Months Ended	
	2018	2017	2018	2017
Recognized in AOCI:				
Gain (loss) before income taxes	$*2,067*	$*176*	$*6,623*	$*(21*)
Less income tax provision (benefit)	*731*	*65*	*2,421*	*(8*)
Net	$*1,336*	$*111*	$*4,202*	$*(13*)
Reclassified from AOCI to cost of sales:				
Gain (loss) before income taxes	$*844*	$*(651*)	$*1,237*	$*(2,844*)
Less income tax provision (benefit)	*289*	*(242*)	*435*	*(1,056*)
Net	$*555*	$*(409*)	$*802*	$*(1,788*)
Reclassified tax effects to provision for income taxes (see Note 6)	$*515*	$-	$*515*	$-
Net change to AOCI	$*1,296*	$*520*	$*3,915*	$*1,775*

As of *January 27, 2018,* the notional amount of our outstanding aluminum swap contracts was *$33.6* million and, assuming *no* change in the commodity prices, *$4.7* million of unrealized gain before tax will be reclassified from AOCI and recognized in earnings over the next *12* months. See Note *1*.

As of *January 27, 2018,* the fair value of the derivative asset was *$4.7* million, which was included in prepaid and other assets. At *April 29, 2017,* the fair value of the derivative asset, derivative liability and derivative long-term liability was *$602,000, $848,000* and *$476,000,* which was included in prepaid and other assets, accrued liabilities and other liabilities, respectively. Such valuation does *not* entail a significant amount of judgment and the inputs that are significant to the fair value measurement are Level *2* as defined by the fair value hierarchy as they are observable market based inputs or unobservable inputs that are corroborated by market data.

***6.* RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

In *March 2016,* the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update *No. 2016-09,* "Compensation-Stock Compensation: Improvements to Employee Share-Based Payment Accounting" ("ASU *2016-09"*). The updated guidance simplifies and changes how companies account for certain aspects of share-based payment awards to employees, including accounting for income taxes and forfeitures, as well as classification of certain items in the statement of cash flows. The Company adopted ASU *2016-09* effective *April 30, 2017* and elected to apply the cash flow guidance retrospectively; therefore, cash flow from operating activities increased and cash flow from financing activities decreased by *$153,000* for the *nine* months ended *January 28, 2017.* The Company also elected to continue to estimate the number of awards that are expected to vest using the forfeiture option. The adoption of ASU *2016-09* reduced the Company's income tax expense by *$120,000* and *$681,000* for the *three* and *nine* months ended *January 27, 2018,* respectively.

In *November 2015,* the FASB issued Accounting Standards Update *No. 2015-17,* "Balance Sheet Classification of Deferred Taxes" ("ASU *2015-17"*). ASU *2015-17* requires companies to classify all deferred tax liabilities and assets as noncurrent on the balance sheet. We adopted ASU *2015-17* effective for our fiscal year beginning *April 30, 2017,* electing to apply it retrospectively to all periods presented. As a result, *$3.9* million of deferred taxes was reclassified from current to non-current on the consolidated balance sheet as of *April 29, 2017*.

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In *May 2014,* the FASB issued Accounting Standards Update *No. 2014-09,* “Revenue from Contracts with Customers” (“ASU *2014-09”*). ASU *2014-09* requires an entity to recognize revenue in an amount that reflects the consideration it expects to receive in exchange for goods or services. On *August 12, 2015,* the FASB issued ASU *2015-14* which deferred the effective date of ASU *2014-09* by *one* year and is effective for our fiscal year beginning *April 29, 2018.* Management is completing its evaluation and adoption is *not* expected to have a material impact on our financial position, results of operations or cash flows. Disclosure requirements under the new guidance have been significantly expanded.

In *February 2016,* the FASB issued Accounting Standards Update *No. 2016-02,* “Leases” (“ASU *2016-02”*). ASU *2016-02* requires the lease rights and obligations arising from lease contracts, including existing and new arrangements, to be recognized as assets and liabilities on the balance sheet. ASU *2016-02* is effective for our fiscal year beginning *April 28, 2019.* We are currently evaluating the potential impact of adopting this guidance on our consolidated financial statements.

In *August 2017,* the FASB issued Accounting Standards Update *2017-12,* “Targeted Improvements to Accounting for Hedge Activities” (“ASU *2017-12”*). This amendment simplifies the application of hedge accounting and enables companies to better portray the economics of risk management activities in their financial statements. ASU *2017-12* is effective for our fiscal year beginning *April 28, 2019.* We are currently evaluating the potential impact of adopting this guidance on our consolidated financial statements.

In *February 2018,* the FASB issued Accounting Standards Update *2018-02,* “Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income” (“ASU *2018-02”*). This update permits the impact of lower corporate income tax rates related to items classified in accumulated other comprehensive income to be reclassified directly to retained earnings. We adopted ASU *2018-02* effective for our *third* quarter ended *January 27, 2018.* We elected *not* to reclassify the income tax effects of the Tax Cuts and Jobs Act from accumulated other comprehensive income to retained earnings.

7. COMMITMENTS AND CONTINGENCIES

As of *January 27, 2018,* we guaranteed the residual value of certain leased equipment in the amount of *$1.6* million. If the proceeds from the sale of such equipment are less than the balance required by the lease when the lease terminates on *August 1, 2019,* the Company shall be required to pay the difference up to such guaranteed amount. The Company does *not* expect to incur a loss on such guarantee.

8. INCOME TAXES

On *December 22, 2017,* the Tax Cuts and Jobs Act (the "Tax Act") was enacted into law. The Tax Act makes changes to the U.S. tax code, including reducing the U.S. federal tax rate from *35%* to *21%* effective *January 1, 2018.* The phasing in of the lower corporate income tax rate results in a blended federal statutory rate of *30.4%* for our fiscal *2018,* compared with the previous *35%* rate. The federal statutory tax rate will be reduced to *21%* in subsequent fiscal years.

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On *December 22, 2017,* the U.S. Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin *118* ("SAB *118"*), which clarifies accounting for income taxes under FASB's Accounting Standards Codification *740* in the reporting period that include the enactment date of the Tax Act. SAB *118* allows a company to report provisional estimates in the reporting period that include the enactment date if the company does *not* have the necessary information to fully analyze certain income tax effects of the Tax Act.

We are compelled by regulations to record a *one*-time adjustment to remeasure previous deferred tax liabilities by *$4.3* million and adjust prior year-to-date income tax to the estimated effective tax rate for the full year resulting in a *$7* million reduction in tax expense.

Accordingly, our effective tax rate for the *third* quarter and *first nine* months of fiscal *2018* was *10.9%* and *26.9%,* respectively. For the *third* quarter and *first nine* months of fiscal *2017,* the effective tax rate was *34.2%.*

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

National Beverage Corp. proudly refreshes America with a distinctive portfolio of Sparkling Waters, Juices, Energy Drinks and Carbonated Soft Drinks. We believe that our ingenious product designs, innovative packaging and imaginative flavors, along with our corporate culture and philosophy, makes National Beverage unique in the beverage industry. The Company's primary market focus is North America, but our products are also distributed in various other countries. National Beverage Corp. was incorporated in Delaware in 1985 and began trading as a public company on the NASDAQ Stock Market in 1991. In this report, the terms "we," "us," "our," "Company" and "National Beverage" mean National Beverage Corp. and its subsidiaries unless indicated otherwise.

National Beverage is evolving to meet the healthy hydration demands of consumers. Health and wellness awareness has increased significantly, resulting in growing demand for beverages with little or no calories and wholesome natural ingredients. Our brands emphasize distinctly-flavored beverages in attractive packaging that appeal to multiple demographic groups. The attentive, health-conscious and discriminating consumer is ever more alert to wellness choices and better-for-you ingredients that align to this transition and strategic focus.

Our brands consist of (i) beverages geared to the active and health-conscious consumer ("Power+ Brands") including sparkling waters, energy drinks, and juices, and (ii) Carbonated Soft Drinks in a variety of flavors including regular, sugar-free and reduced calorie options. Our portfolio of Power+ Brands includes LaCroix®, LaCroix Cúrate™, LaCroix NiCola™ and Shasta Sparkling Water® products; Rip It® energy drinks and shots; and Everfresh®, Everfresh Premier Varietals™ and Mr. Pure® 100% juice and juice-based products. Our Carbonated Soft Drinks portfolio includes Shasta® and Faygo®, iconic brands whose flavor development spans more than 125 years.

To service a diverse customer base that includes numerous national retailers, as well as thousands of smaller "up-and-down-the-street" accounts, we utilize a hybrid distribution system to deliver our products primarily through the take-home, convenience and food-service channels.

Our strategy emphasizes the growth of our products by (i) developing healthier beverages in response to the global shift in consumer buying habits and tailoring the variety and types of beverages in our portfolio to satisfy the preferences of a diverse mix of 'crossover consumers' – a growing group desiring a change to better-for-you beverages; (ii) emphasizing unique flavor development and variety throughout our product lines and brands; (iii) leveraging our efficient production and distribution systems, cost-effective social media platforms and regionally focused marketing programs to profitably deliver high-quality products at optimal consumer price-points; and (iv) responding faster and more creatively to consumer trends than competitors who are burdened by production and distribution complexity as well as legacy costs.

Our operating results are affected by numerous factors, including fluctuations in the costs of raw materials, changes in consumer preference for beverage products, competitive pricing in the marketplace and weather conditions. Beverage sales are seasonal with the highest volume typically realized during the summer and warmer months. As a result, our operating results from one fiscal quarter to the next may not be comparable.

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RESULTS OF OPERATIONS

Three Months Ended January 27, 2018 (third quarter of fiscal 2018) compared to

Three Months Ended January 28, 2017 (third quarter of fiscal 2017)

Net sales for the third quarter of fiscal 2018 increased 16.9% to $227.5 million compared to $194.6 million for the third quarter of fiscal 2017. The increase in sales resulted primarily from a 14.9% increase in case volume and, to a lesser extent, a higher average selling price. The volume increase includes 38.0% growth of our Power+ Brands, partially offset by a decline in Carbonated Soft Drinks primarily due to the conclusion of the Company's retail brands business. Average selling price per case increased 2.0% due to changes in product mix.

Gross profit for the third quarter of fiscal 2018 increased 20.1% to $91.2 million compared to $75.9 million for the third quarter of fiscal 2017. The increase in gross profit is due to increased volume and growth in higher-margin Power+ Brands. Cost of sales per case was flat. As a result, gross margin improved to 40.1% compared to 39.0% for the third quarter of fiscal 2017.

Selling, general and administrative expenses for the third quarter of fiscal 2018 increased $6.3 million to $45.4 million from $39.2 million for the third quarter of fiscal 2017. The increase was due to higher distribution, selling and marketing costs, related to volume growth. As a percent of net sales, selling, general and administrative expenses were relatively flat.

Other income includes interest income of $402,000 for the third quarter of fiscal 2018 and $191,000 for the third quarter of fiscal 2017. The increase in interest income is due to higher average invested balances and return on investments.

The Company's effective income tax rate, based upon estimated annual income tax rates, was 10.9% for the third quarter of fiscal 2018 and 34.2% for the third quarter of fiscal 2017. The reduction in the effective tax rate as compared to the same period in the prior year was due primarily to the Tax Cuts and Jobs Act (the "Tax Act") enacted into law on December 22, 2017. The Tax Act makes changes to the U.S. tax code, including reducing the U.S. federal tax rate from 35% to 21% effective January 1, 2018. The phasing in of the lower corporate income tax rate results in a blended federal statutory rate of 30.4% for our fiscal 2018, compared with the previous 35% rate. The federal statutory tax rate will be reduced to 21% in subsequent fiscal years. Additionally, our effective rate in both periods varies from the federal statutory rate due to state income taxes, the domestic manufacturing deduction and the adoption of ASU 2016-09 related to share-based payment awards. See Note 6 of Notes to Unaudited Consolidated Financial Statements.

We are compelled by regulations to record a one-time adjustment to remeasure previous deferred tax liabilities by $4.3 million and adjust prior year-to-date income tax to the estimated effective tax rate for the full year resulting in a $7 million reduction in tax expense.

Nine Months Ended January 27, 2018 (first nine months of fiscal 2018) compared to

Nine Months Ended January 28, 2017 (first nine months of fiscal 2017)

Net sales for the first nine months of fiscal 2018 increased 19.0% to $731.4 million compared to $614.9 million for the first nine months of fiscal 2017. The increase in sales resulted primarily from a 15.8% increase in case volume and, to a lesser extent, a higher average selling price. The volume increase includes 38.9% growth of our Power+ Brands, partially offset by a decline in Carbonated Soft Drinks. Average selling price per case increased 2.0% due to changes in product mix.

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Gross profit for the first nine months of fiscal 2018 increased 21.5% to $291.8 million compared to $240.1 million for the first nine months of fiscal 2017. The increase in gross profit is due to increased volume and growth in higher-margin Power+ Brands. Cost of sales per case was flat. As a result, gross margin improved to 39.9% compared to 39.1% for the first nine months of fiscal 2017.

Selling, general and administrative expenses for the first nine months of fiscal 2018 increased $15.5 million to $137.6 million from $122.0 million for the first nine months of fiscal 2017. The increase was due to higher distribution, selling, marketing and administrative costs, primarily related to volume growth. As a percent of net sales, selling, general and administrative expenses decreased to 18.8% from 19.8% primarily due to the leveraging effects of higher volume on fixed costs.

Other income includes interest income of $998,000 for the first nine months of fiscal 2018 and $437,000 for the first nine months of fiscal 2017. The increase in interest income is due to higher average invested balances and return on investments.

The Company's effective income tax rate, based upon estimated annual income tax rates, was 26.9% for the first nine months of fiscal 2018 and 34.2% for the first nine months of fiscal 2017. The reduction in the effective tax rate was due primarily to the statutory rate decreases set forth in the Tax Act discussed above. Additionally, our effective rate in both periods varies from the federal statutory rate due to state income taxes, the domestic manufacturing deduction and the adoption of ASU 2016-09 related to share-based payment awards. See Note 6 of Notes to Unaudited Consolidated Financial Statements.

We are compelled by regulations to record a one-time adjustment to remeasure previous deferred tax liabilities by $4.3 million and adjust prior year-to-date income tax to the estimated effective tax rate for the full year resulting in a $7 million reduction in tax expense.

LIQUIDITY AND FINANCIAL CONDITION

Liquidity and Capital Resources

Our principal source of funds is cash generated from operations. At January 27, 2018, we maintained $100 million unsecured revolving credit facilities, under which no borrowings were outstanding and $2.2 million was reserved for standby letters of credit. We believe existing capital resources will be sufficient to meet our liquidity and capital requirements for the next twelve months.

On May 5, 2017, the Company declared a special cash dividend of $1.50 per share to shareholders of record on June 5, 2017. The cash dividend totaling $69.9 million was paid on August 4, 2017.

Cash Flows

Net cash provided by operating activities for the first nine months of fiscal 2018 amounted to $106.8 million compared to $81.4 million for the first nine months of fiscal 2017. For the first nine months of fiscal 2018, cash flow was principally provided by net income of $113.3 million and depreciation and amortization aggregating $10.3 million, offset in part by volume related increases in trade receivables and inventory.

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Net cash used in investing activities for the first nine months of fiscal 2018 reflects capital expenditures of $18.7 million, compared to capital expenditures of $11.8 million for the first nine months of fiscal 2017. Capital expenditures increased in order to support volume growth.

Net cash used in financing activities for the first nine months of fiscal 2018 amounted to $69.5 million, which included the payment of cash dividends of $69.9 million. The first nine months of fiscal 2017 included the payment of cash dividends of $69.9 million.

Financial Position

During the first nine months of fiscal 2018, working capital increased to $214.3 million from $181.1 million at April 29, 2017. The increase in working capital resulted primarily from higher cash, trade receivables, inventories and prepaid and other assets, partially offset by higher accrued liabilities. Trade receivables increased $4.6 million due to increased sales, while days sales outstanding improved slightly to 30.4 days from 30.6 days. Inventories increased $7.5 million as a result of higher inventory levels to support sales increases. Inventory turns declined to 9.0 from 9.5 times. Prepaid and other assets increased $5.9 million due to increases in the cash flow hedge asset and income tax refund receivable. At January 27, 2018, the current ratio was 3.4 to 1 compared to 3.1 to 1 at April 29, 2017.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in market risks from those reported in our Annual Report on Form 10-K for the fiscal year ended April 29, 2017.

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of the Company’s management, including our Chief Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our “disclosure controls and procedures” (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective to ensure information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (2) accumulated and communicated to our management, including our Chief Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

FORWARD-LOOKING STATEMENTS

Certain statements in this Quarterly Report on Form 10-Q (the “Form 10-Q”) constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risk, uncertainties and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to, the following: general economic and business conditions, pricing of competitive products, success of new product and flavor introductions, fluctuations in the costs of raw materials and packaging supplies, ability to pass along cost increases to our customers, labor strikes or work stoppages or other interruptions in the employment of labor, continued retailer support for our products, changes in brand image, consumer preferences and our success in creating products geared toward consumers’ tastes, success in implementing business strategies, changes in business strategy or development plans, government regulations, taxes or fees imposed on the sale of our products, unfavorable weather conditions and other factors referenced in this Form 10-Q. For a further list and description of various risks, relevant factors and uncertainties that could cause future results or events to differ materially from those expressed or implied in our forward-looking statements, see the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections contained in our Annual Report on Form 10-K for the fiscal year ended April 29, 2017 and other filings with the Securities and Exchange Commission. We disclaim an obligation to update any such factors or to publicly announce the results of any revisions to any forward-looking statements contained herein to reflect future events or developments.

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PART II - OTHER INFORMATION

ITEM 1A. RISK FACTORS

There have been no material changes in risk factors from those reported in our Annual Report on Form 10-K for the fiscal year ended April 29, 2017.

ITEM 6. EXHIBITS

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial information from National Beverage Corp. Quarterly Report on Form 10-Q for the quarterly period ended January 27, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Income; (iii) Consolidated Statements of Comprehensive Income; (iv) Consolidated Statements of Shareholders' Equity; (v) Consolidated Statements of Cash Flows; and (vi) the Notes to Consolidated Financial Statements.

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SIGNATURE

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

Date: March 8, 2018

National Beverage Corp.

(Registrant)

By: /s/ Gregory P. Cook
Gregory P. Cook
Vice President – Controller and
Chief Accounting Officer