

Papa Murphy's Holdings, Inc.  
Form 10-Q/A  
November 14, 2018  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q/A  
(Amendment No. 1)

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(Mark One)

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

For the quarterly period ended October 1, 2018

OR

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

For the transition period from to  
Commission file number 001-36432

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Papa Murphy's Holdings, Inc.  
(Exact name of registrant as specified in its charter)

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|   |                                      |
|---|--------------------------------------|
| Delaware  | 27-2349094                           |
| (State or Other Jurisdiction of<br>Incorporation or Organization) | (IRS Employer<br>Identification No.) |
| 8000 NE Parkway Drive, Suite 350                                  | 98662                                |
| Vancouver, WA   | (Zip Code)                           |
| (Address of principal executive offices)                          |                                      |
| (360) 260-7272  |                                      |
| (Registrant's telephone number, including area code)              |                                      |

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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 every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 "accelerated filer," "large 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 .

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At November 2, 2018, there were 17,027,935 shares of the Registrant's common stock, \$0.01 par value, outstanding.

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Table of Contents

EXPLANATORY NOTE

Papa Murphy's Holdings, Inc. (the "Company") is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q (this "Amendment No. 1") in order to correct an arithmetical error in the Quarterly Report on Form 10-Q for the quarter ended October 1, 2018 (the "Original Form 10-Q"). The arithmetical error affected the calculation of the Company's basic and diluted earnings per share of common stock calculation for the nine months ended October 1, 2018 as disclosed in (a) the Condensed Consolidated Statements of Operations and Note 15 — Earnings per Share (EPS) to the Notes to Unaudited Condensed Consolidated Financial Statements in Item 1 of Part 1 - Financial Information and (b) the Company's financial statements formatted in XBRL in Exhibit 101. The error was also reflected in the Company's earnings release that was issued on November 7, 2018 and furnished to the Securities and Exchange Commission on that date.

This Amendment No. 1 should be read in conjunction with the Original Form 10-Q, which continues to speak as of the date of the Original Form 10-Q. The arithmetic error had no effect on the Company's Condensed Consolidated Balance Sheets, Condensed Consolidated Statements of Cash Flows or any disclosures included in the Condensed Consolidated Statements of Operations and Notes to Condensed Consolidated Financial Statements, other than as noted above, and Management's Discussion and Analysis of Financial Condition and Results of Operations. Accordingly, this Amendment No. 1 does not reflect events occurring after the filing of the Original Form 10-Q or modify or update any related or other disclosures. New certifications are supplied as Exhibits 31.1, 31.2, 32.1 and 32.2.

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Table of Contents

TABLE OF CONTENTS

PART I — FINANCIAL INFORMATION

|             |   |          |
|-------------|---|----------|
| <u>Item</u> | <u>Financial Statements</u>   | <u>4</u> |
| <u>1.</u>   | <u>Unaudited Condensed Consolidated Statements of Operations for the three and nine months ended October 1, 2018, and October 2, 2017</u> | <u>4</u> |
|             | <u>Unaudited Condensed Consolidated Balance Sheets as of October 1, 2018, and January 1, 2018</u>   | <u>5</u> |
|             | <u>Unaudited Condensed Consolidated Statements of Cash Flows for the nine months ended October 1, 2018, and October 2, 2017</u>           | <u>6</u> |
|             | <u>Notes to Unaudited Condensed Consolidated Financial Statements</u>   | <u>7</u> |

PART II — OTHER INFORMATION

|             |                 |           |
|-------------|-----------------|-----------|
| <u>Item</u> | <u>Exhibits</u> | <u>24</u> |
| <u>6.</u>   |                 |           |

|                   |           |
|-------------------|-----------|
| <u>SIGNATURES</u> | <u>25</u> |
|-------------------|-----------|

Table of Contents

## PART I — FINANCIAL INFORMATION

## Item 1. Financial Statements

## Papa Murphy's Holdings, Inc. and Subsidiaries

## Unaudited Condensed Consolidated Statements of Operations

|  | Three Months Ended |                 | Nine Months Ended |                 |
|--|--------------------|-----------------|-------------------|-----------------|
|  | October 1, 2018    | October 2, 2017 | October 1, 2018   | October 2, 2017 |
| (In thousands, except share and per share data)          | (unaudited)        | (as adjusted)   | (unaudited)       | (as adjusted)   |
| Revenues   |                    |                 |                   |                 |
| Franchise related  | \$15,872           | \$16,171        | \$46,876          | \$52,961        |
| Company-owned stores                                     | 12,958             | 17,520          | 47,519            | 57,010          |
| Total revenues   | 28,830             | 33,691          | 94,395            | 109,971         |
| Costs and Expenses                                       |                    |                 |                   |                 |
| Store operating costs:                                   |                    |                 |                   |                 |
| Cost of food and packaging                               | 4,216              | 5,858           | 15,657            | 19,376          |
| Compensation and benefits                                | 4,341              | 5,478           | 15,183            | 17,735          |
| Advertising  | 1,147              | 1,604           | 3,700             | 5,055           |
| Occupancy and other store operating costs                | 2,720              | 3,012           | 8,925             | 10,255          |
| Selling, general, and administrative                     | 11,710             | 12,517          | 36,146            | 49,042          |
| Depreciation and amortization                            | 1,662              | 2,336           | 5,677             | 8,359           |
| Loss on disposal or impairment of property and equipment | 2,521              | 6,253           | 1,808             | 17,830          |
| Total costs and expenses                                 | 28,317             | 37,058          | 87,096            | 127,652         |
| Operating Income (Loss)                                  | 513                | (3,367)         | 7,299             | (17,681)        |
| Interest expense, net                                    | 1,254              | 1,305           | 3,842             | 3,818           |
| Other expense, net                                       | 57                 | 57              | 160               | 149             |
| (Loss) Income Before Income Taxes                        | (798)              | (4,729)         | 3,297             | (21,648)        |
| (Benefit from) provision for income taxes                | (159)              | (2,051)         | 970               | (7,678)         |
| Net (Loss) Income  | \$(639)            | \$(2,678)       | \$2,327           | \$(13,970)      |
| (Loss) earnings per share of common stock                |                    |                 |                   |                 |
| Basic  | \$(0.04)           | \$(0.16)        | \$0.14            | \$(0.83)        |
| Diluted  | \$(0.04)           | \$(0.16)        | \$0.14            | \$(0.83)        |
| Weighted average common stock outstanding                |                    |                 |                   |                 |
| Basic  | 16,944,777         | 16,882,193      | 16,924,037        | 16,863,122      |
| Diluted  | 16,944,777         | 16,882,193      | 16,963,084        | 16,863,122      |
| See accompanying notes.                                  |                    |                 |                   |                 |

Table of ContentsPapa Murphy's Holdings, Inc. and Subsidiaries  
Unaudited Condensed Consolidated Balance Sheets

|   | October 1,<br>2018 | January 1,<br>2018 |
|---|--------------------|--------------------|
|   | (unaudited)        | (as<br>adjusted)   |
| (In thousands, except par value and share data)   |                    |                    |
| <b>ASSETS</b>   |                    |                    |
| Current Assets  |                    |                    |
| Cash and cash equivalents   | \$ 3,359           | \$ 2,174           |
| Accounts receivable, net  | 3,088              | 3,788              |
| Inventories   | 590                | 719                |
| Prepaid expenses and other current assets   | 2,964              | 2,281              |
| Total current assets  | 10,001             | 8,962              |
| Property and equipment, net   | 4,988              | 10,064             |
| Operating lease right of use assets   | 9,608              | 16,331             |
| Goodwill  | 101,763            | 107,751            |
| Trade name and trademarks   | 87,002             | 87,002             |
| Definite-life intangibles, net  | 28,372             | 31,655             |
| Assets held for sale  | 3,415              | —                  |
| Other assets  | 678                | 350                |
| Total assets  | \$ 245,827         | \$ 262,115         |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                    |                    |
| Current Liabilities   |                    |                    |
| Accounts payable  | \$ 3,889           | \$ 5,389           |
| Accrued expenses and other current liabilities  | 10,924             | 12,382             |
| Current portion of lease liabilities  | 2,115              | 3,382              |
| Current portion of unearned franchise and development fees  | 1,747              | 1,564              |
| Current portion of long-term debt   | 3,000              | 8,400              |
| Total current liabilities   | 21,675             | 31,117             |
| Long-term debt, net of current portion  | 81,527             | 86,994             |
| Lease liabilities, net of current portion   | 9,580              | 16,296             |
| Unearned franchise and development fees, net of current portion   | 8,969              | 10,037             |
| Deferred tax liability  | 22,642             | 21,825             |
| Other long-term liabilities   | 4,325              | 1,704              |
| Total liabilities   | 148,718            | 167,973            |
| Commitments and contingencies (Note 16)   |                    |                    |
| Stockholders' Equity  |                    |                    |
| Preferred stock (\$0.01 par value; 15,000,000 shares authorized; no shares issued)                                    | —                  | —                  |
| Common stock (\$0.01 par value; 200,000,000 shares authorized; 17,031,707 and 16,971,461 shares issued, respectively) | 170                | 170                |
| Additional paid-in capital  | 121,254            | 120,614            |
| Accumulated deficit   | (24,315 )          | (26,642 )          |
| Total stockholders' equity  | 97,109             | 94,142             |
| Total liabilities and stockholders' equity  | \$ 245,827         | \$ 262,115         |
| See accompanying notes.   |                    |                    |



Table of Contents

## Papa Murphy's Holdings, Inc. and Subsidiaries

## Unaudited Condensed Consolidated Statements of Cash Flows

|  | Nine Months<br>Ended |                    |
|--|----------------------|--------------------|
|  | October 2,<br>2018   | October 2,<br>2017 |
| (In thousands)   | (unaudited)          | (as<br>adjusted)   |
| <b>Operating Activities</b>                                |                      |                    |
| Net income (loss)  | \$2,327              | \$(13,970)         |
| Adjustments to reconcile to cash from operating activities |                      |                    |
| Depreciation and amortization                              | 5,677                | 8,359              |
| Loss on disposal or impairment of property and equipment   | 1,808                | 17,830             |
| Deferred taxes   | 817                  | (7,831 )           |
| Stock-based compensation                                   | 561                  | 489                |
| Other non-cash items                                       | 253                  | 341                |
| Change in operating assets and liabilities                 |                      |                    |
| Accounts receivable  | 714                  | 2,285              |
| Prepaid expenses and other assets                          | 1,025                | 3,885              |
| Unearned franchise and development fees                    | (1,011 )             | (158 )             |
| Accounts payable   | (1,693 )             | (2,028 )           |
| Accrued expenses and other liabilities                     | (5,459 )             | (978 )             |
| Net cash from operating activities                         | 5,019                | 8,224              |
| <b>Investing Activities</b>                                |                      |                    |
| Acquisition of property and equipment                      | (497 )               | (2,957 )           |
| Proceeds from sale of property and equipment               | 7,586                | 2,206              |
| Payments received on notes receivable                      | 97                   | 42                 |
| Net cash from investing activities                         | 7,186                | (709 )             |
| <b>Financing Activities</b>                                |                      |                    |
| Payments on term loan                                      | (11,100)             | (7,879 )           |
| Advances on revolver                                       | 4,500                | 12,700             |
| Payments on revolver                                       | (4,500 )             | (13,500 )          |
| Repurchases of common stock                                | —                    | (6 )               |
| Proceeds from exercise of stock options                    | 80                   | —                  |
| Net cash from financing activities                         | (11,020)             | (8,685 )           |
| Net change in cash and cash equivalents                    | 1,185                | (1,170 )           |
| Cash and Cash Equivalents, beginning of period             | 2,174                | 2,069              |
| Cash and Cash Equivalents, end of period                   | \$3,359              | \$899              |
| <b>Supplemental Disclosures of Cash Flow Information</b>   |                      |                    |
| Cash paid during the period for interest                   | \$3,668              | \$3,637            |
| Cash paid (received) during the period for income taxes    | \$100                | \$(246 )           |
| See accompanying notes.                                    |                      |                    |



Table of Contents

Papa Murphy's Holdings, Inc. and Subsidiaries  
Notes to Unaudited Condensed Consolidated Financial Statements

Note 1 — Description of Business and Basis of Presentation

Description of Business

Papa Murphy's Holdings, Inc. ("Papa Murphy's" or the "Company"), together with its subsidiaries, is a franchisor and operator of a Take 'N' Bake pizza chain. The Company franchises the right to operate Papa Murphy's Take 'N' Bake pizza franchises and operates Papa Murphy's Take 'N' Bake pizza stores owned by the Company. As of October 1, 2018, the Company had 1,460 stores consisting of 1,420 domestic stores (1,307 franchised stores and 113 Company-owned stores) across 37 states, plus 40 franchised stores in Canada and the United Arab Emirates. Substantially all of the Company's revenues are derived from retail sales of pizza and other food and beverage products to the general public by Company-owned stores and the collection of franchise royalties and fees associated with franchise and development rights.

Basis of Presentation

The accompanying interim unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"). Accordingly, they do not include all information and footnotes required by generally accepted accounting principles in the United States ("GAAP") for complete financial statements. In the Company's opinion, all necessary adjustments, consisting of only normal recurring adjustments, have been made for the fair statement of the results of the interim periods presented. The results of operations for such interim periods are not necessarily indicative of the results to be expected for the full year. The accompanying interim unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements and the related notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended January 1, 2018.

Principles of Consolidation

The interim unaudited condensed consolidated financial statements include the accounts of Papa Murphy's Holdings, Inc., its subsidiaries and certain entities which the Company consolidates as variable interest entities. All significant intercompany transactions and balances have been eliminated.

Throughout the interim unaudited condensed consolidated financial statements and the related notes thereto, "Papa Murphy's" and "the Company" refer to Papa Murphy's Holdings, Inc. and its consolidated subsidiaries.

Fiscal Year

The Company uses a 52- or 53-week fiscal year, ending on the Monday nearest to December 31. Fiscal years 2018 and 2017 are 52-week years. All three month periods presented herein contain 13 weeks. All references to years and quarters relate to fiscal periods rather than calendar periods. References to fiscal 2018 and 2017 are references to fiscal years ending December 31, 2018 and ended January 1, 2018, respectively.

Recently Issued Accounting Standards

Recently Adopted Accounting Standards

Revenue from Contracts with Customers

The Company adopted ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09") as of January 2, 2018. The Company adopted the new standard using the full retrospective method and elected applicable practical expedients on adoption. Accordingly, previously reported financial information has been restated to reflect the application of the new standard to all comparative periods presented.

Adoption of ASU 2014-09 had a material impact on the Company's interim unaudited condensed consolidated financial statements. The most significant impacts relate to the: (i) accounting for franchise and development fees, and (ii) accounting for the Company's advertising fund (the "Brand Marketing Fund" or "BMF") and Convention Fund (with the BMF, the "Brand Funds"). Specifically, under the new standard the Company recognizes franchise fees ratably over the life of the contract rather than at the time the store is opened or a successive contract commences. Revenue related to the Company's franchise



Table of Contents

royalties, which are based on a percentage of franchise sales, and revenue from Company-owned stores remain substantially unchanged.

The Company has determined that ASU 2014-09 requires a gross presentation on the Company's Condensed Consolidated Statements of Operations for revenues and related expenses of the BMF and Convention Fund, or Brand Funds. These funds exist solely for the purpose of promoting the Papa Murphy's brand in the U.S. While this change materially affects the gross amount of reported revenues and expenses, the effect generally is an offsetting increase to both revenues and expenses with no net effect on reported Operating Income (Loss) and Net (Loss) Income. Refer to Impacts to Reported Results below for more detailed effects of adoption on the Company's financial statements and refer to Note 10 — Revenue for more information on our accounting for revenue.

Leases

The Company early adopted ASU No. 2016-02, Leases (Topic 842) ("ASU 2016-02") as of January 2, 2018, concurrent with the adoption of the new revenue standard. The Company adopted this standard using the modified retrospective approach and elected the available practical expedients on adoption. Accordingly, previously reported financial information has been restated to reflect the application of the new standard to all comparative periods presented. Adoption of the new standard has had a material impact on the Company's interim unaudited condensed consolidated financial statements. The most significant impacts related to the (i) recognition of right-of-use ("ROU") assets and lease liabilities for operating leases, and (ii) changes in occupancy costs and impairment losses related to prior year store closures and impairments. ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. A loss is recognized when the ROU asset is impaired in connection with the impairment of a store's assets due to economic or other factors.

Refer to Impacts to Reported Results below for more detailed effects of adoption on the Company's financial statements and refer to Note 11 — Leases for more information on our accounting for leases.

Other standards adopted

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 320) ("ASU 2016-15"), which clarifies the presentation of certain cash receipts and cash payments in the statement of cash flows. The Company adopted the standard on January 2, 2018. Adoption of the new standard did not have a material impact on the Company's consolidated financial statements.

In preparation for the adoption of the above standards, the Company implemented internal controls and key system functionality to enable the preparation of financial information in accordance with the standards.

Recent Accounting Pronouncements Not Yet Adopted

In January 2017, the FASB issued ASU No. 2017-04, Intangibles-Goodwill and Other: Simplifying the Test for Goodwill Impairment ("ASU 2017-04"). The new standard simplifies how an entity measures goodwill impairment by removing the second step of the two-step quantitative goodwill impairment test. An entity will no longer perform a hypothetical purchase price allocation to measure goodwill impairment. Instead, impairment will be measured at the amount by which the carrying value exceeds the fair value of a reporting unit; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. An entity still has the option to perform a qualitative assessment of whether it is more-likely-than-not that a reporting unit's fair value is less than its carrying amount. ASU 2017-04 requires prospective adoption and is effective for the annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019, with early adoption permitted. The Company is still evaluating the impact of ASU 2017-04 on its financial position and results of operations.

Table of Contents

## Impacts to Reported Results

Adoption of the standards related to revenue recognition and leases affected the Company's previously reported results as follows:

| Statement of Operations<br><br>(in thousands, except earnings per share) | Three Months Ended October 2, 2017<br>(unaudited) |                                 |                               |             |
|--|---|---------------------------------|-------------------------------|-------------|
|  | As Reported                                       | New Revenue Standard Adjustment | New Lease Standard Adjustment | As Adjusted |
| Total revenues <sup>(1)</sup>  | \$26,825  | \$ 6,866                        | \$ —                          | \$33,691    |
| Store operating costs  | 16,647  | (357 )                          | (338 )                        | 15,952      |
| Selling, general, and administrative <sup>(1)</sup>                      | 5,596   | 6,929                           | (8 )                          | 12,517      |
| Loss on disposal or impairment of property and equipment                 | 4,327   | —                               | 1,926                         | 6,253       |
| (Benefit from) provision for income taxes                                | (1,575 )  | 109                             | (585 )                        | (2,051 )    |
| Net (loss) income  | (1,869 )  | 185                             | (994 )                        | (2,678 )    |
| Diluted (loss) earnings per share  | (0.11 )   | 0.01                            | (0.06 )                       | (0.16 )     |

Recognition of advertising revenue and expense on a gross basis instead of a net basis by the Brand Funds comprised \$6.6 million of the revenue adjustment and \$6.9 million of the expense adjustment under the revenue standard. The revenue adjustment due to the change in method of recognizing franchise and development fees was \$0.3 million.

| Statement of Operations<br><br>(in thousands, except earnings per share) | Nine Months Ended October 2, 2017<br>(unaudited) |                                 |                               |             |
|--|--|---------------------------------|-------------------------------|-------------|
|  | As Reported                                      | New Revenue Standard Adjustment | New Lease Standard Adjustment | As Adjusted |
| Total revenues <sup>(1)</sup>  | \$87,920   | \$ 22,051                       | \$ —                          | \$109,971   |
| Store operating costs  | 54,855   | (1,165 )                        | (1,270 )                      | 52,420      |
| Selling, general, and administrative <sup>(1)</sup>                      | 26,216   | 22,860                          | (34 )                         | 49,042      |
| Loss on disposal or impairment of property and equipment                 | 15,377   | —                               | 2,453                         | 17,830      |
| (Benefit from) provision for income taxes                                | (7,384 )   | 132                             | (426 )                        | (7,678 )    |
| Net (loss) income  | (13,471 )  | 224                             | (723 )                        | (13,970 )   |
| Diluted (loss) earnings per share  | (0.80 )  | 0.01                            | (0.04 )                       | (0.83 )     |

Recognition of advertising revenue and expense on a gross basis instead of a net basis by the Brand Funds comprised \$21.7 million of the revenue adjustment and \$22.9 million of the expense adjustment under the revenue standard. The revenue adjustment due to the change in method of recognizing franchise and development fees was \$0.4 million.

| Balance Sheet<br><br>(in thousands)            | January 1, 2018 |                                 |                               |             |
|--|-----------------|---------------------------------|-------------------------------|-------------|
|  | As Reported     | New Revenue Standard Adjustment | New Lease Standard Adjustment | As Adjusted |
| Prepaid expenses and other current assets      | \$2,671         | \$ —                            | \$ (390 )                     | \$ 2,281    |
| Operating lease right of use assets            | —               | —                               | 16,331                        | 16,331      |
| Unearned franchise and development fees        | 1,702           | 9,899                           | —                             | 11,601      |
| Accrued expenses and other current liabilities | 13,139          | (507 )                          | (250 )                        | 12,382      |
| Lease liabilities                              | —               | —                               | 19,678                        | 19,678      |
| Deferred tax liability, net                    | 24,457          | (2,319 )                        | (313 )                        | 21,825      |
| Other long-term liabilities                    | 3,922           | —                               | (2,218 )                      | 1,704       |

Accumulated deficit (18,613)(7,073 ) (956 ) (26,642 )

Adoption of the revenue recognition and lease standards did not materially affect cash from or used in operating, financing, or investing cash flows on the Company's Condensed Consolidated Statements of Cash Flows.

Segment Definitions

As a result of changes in the Company's executive management responsibilities, effective January 2, 2018, the Company changed its reportable segments by combining its domestic and international franchise business into a single Franchise

Table of Contents

segment and separating its Brand Funds into a separate reportable segment. No changes were made to the Company's Company Stores segment. Management believes this change better reflects the priorities and decision making analysis around the allocation of the Company's resources. Prior period results for the affected segments have been retrospectively revised to reflect this change. See Note 17 — Segment Information for additional information.

## Note 2 — Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of the following:

| (in thousands)                                  | October 1,<br>2018<br>(unaudited) | January 1,<br>2018<br>(as<br>adjusted) |
|---|-----------------------------------|--|
| Prepaid media production costs                  | \$ 718                            | \$ 376                                 |
| Prepaid software and support                    | 713                               | 223                                    |
| Prepaid occupancy related costs                 | 271                               | 159                                    |
| Prepaid insurance                               | 376                               | 377                                    |
| Taxes receivable                                | 129                               | 182                                    |
| POS software licenses for resale                | 368                               | 364                                    |
| Assets held for sale                            | 241                               | 432                                    |
| Advertising cooperative assets, restricted      | 71                                | 4                                      |
| Other   | 77                                | 164                                    |
| Total prepaid expenses and other current assets | \$ 2,964                          | \$ 2,281                               |

## Note 3 — Property and Equipment

Property and equipment are net of accumulated depreciation of \$18.2 million and \$21.9 million at October 1, 2018, and January 1, 2018, respectively. Depreciation expense amounted to \$0.6 million and \$1.2 million during the three months ended October 1, 2018, and October 2, 2017, respectively. Depreciation expense amounted to \$2.4 million and \$4.8 million during the nine months ended October 1, 2018, and October 2, 2017, respectively.

## Note 4 — Divestitures

On April 23, 2018, the Company completed the sale and refranchise of two Company-owned stores in Arkansas. On May 21, 2018 and June 25, 2018, respectively, the Company completed the sale and refranchise of ten Company-owned stores in the Denver, Colorado area and ten stores in the Colorado Springs, Colorado area. On October 1, 2018 the Company completed the sale and refranchise of seven stores in the Dallas, Texas area. The aggregate sale price for the 29 stores was \$7.7 million, paid in cash and a long-term receivable of \$0.4 million. The Company recognized a pre-tax loss from these dispositions of \$1.1 million. The Company recorded a contingent liability for marketing expenditures of \$1.5 million, of which \$0.4 million is recorded as accrued expenses and other current liabilities and \$1.1 million is recorded as other long-term liabilities on the Company's Condensed Consolidated Balance Sheets. In connection with the sale, the buyers paid \$450,000 in franchise fees. These dispositions did not meet the criteria for accounting as a discontinued operation.

## Note 5 — Goodwill

The following summarizes changes to the Company's goodwill, by reportable segment:

| (in thousands)                    | Company<br>Stores | Franchise | Total     |
|-----------------------------------|-------------------|-----------|-----------|
| Balance at January 1, 2018        | \$26,205          | \$ 81,546 | \$107,751 |
| Allocated to assets held for sale | (833 )            | —         | (833 )    |
| Disposition                       | (5,155 )          | —         | (5,155 )  |
| Balance at October 1, 2018        | \$20,217          | \$ 81,546 | \$101,763 |

Table of Contents

There is no goodwill associated with the Brand Funds segment. The Company has determined that during the three months ended October 1, 2018, there were no triggering events that would require an updated impairment review. The goodwill disposal is from the sale of Company-owned stores to franchise owners (see Note 4 — Divestitures).

## Note 6 — Intangible Assets

Definite-lived intangible assets are net of accumulated amortization of \$33.4 million and \$30.2 million as of October 1, 2018, and January 1, 2018, respectively. Amortization expense amounted to \$1.1 million during each of the three months ended October 1, 2018, and October 2, 2017. Amortization expense amounted to \$3.3 million and \$3.5 million during the nine months ended October 1, 2018, and October 2, 2017, respectively.

## Note 7 — Financing Arrangements

Long-term debt consists of the following:

| (in thousands)                               | October 1,<br>2018 | January 1,<br>2018 |
|--|--------------------|--------------------|
| Term loan                                    | \$ 81,800          | \$ 92,900          |
| Notes payable                                | 3,000              | 3,000              |
| Total principal amount of long-term debt     | 84,800             | 95,900             |
| Unamortized debt issuance costs              | (273 )             | (506 )             |
| Total long-term debt                         | 84,527             | 95,394             |
| Less current portion                         | (3,000 )           | (8,400 )           |
| Total long-term debt, net of current portion | \$ 81,527          | \$ 86,994          |

## Senior secured credit facility

On August 28, 2014, PMI Holdings, Inc., a wholly-owned subsidiary of Papa Murphy's Holdings, Inc., entered into a \$132.0 million senior secured credit facility (the "Senior Credit Facility") consisting of a \$112.0 million term loan and a \$20.0 million revolving credit facility, which includes a \$2.5 million letter of credit subfacility and a \$1.0 million swing-line loan subfacility. The term loan and any loans made under the revolving credit facility mature in August 2019. As of October 1, 2018, the term loan bears interest at a rate of 5.5% per annum based on the LIBOR rate option plus the applicable margin.

The weighted average interest rate for all borrowings under the Senior Credit Facility for the third quarter of 2018 was 5.4%.

On November 6, 2018, PMI Holdings, Inc. entered into a second amendment to its Senior Credit Facility. The amendment, among other things, extends the term of the Senior Credit Facility by twelve months to August 2020 and reduces the revolving credit facility from \$20.0 million to \$7.5 million (see Note 18 — Subsequent Events). With an amended maturity date of over one year from October 1, 2018, balances outstanding under the amended Senior Credit Facility are classified as non-current on the Condensed Consolidated Balance Sheets, except for mandatory, minimum term loan amortization payments of \$2.1 million due on the last day of each fiscal quarter.

## Notes payable

Papa Murphy's Company Stores, Inc., a wholly owned subsidiary of Papa Murphy's Holdings, Inc., has a \$3.0 million note payable which bears interest at a rate of 5.0% per annum and matures in December 2018. This note is subordinated to the Senior Credit Facility.

On October 25, 2018, Papa Murphy's Company Stores, Inc. entered into a second amendment to the note payable which extends the maturity date of the note to January 2019 (see Note 18 — Subsequent Events).

## Note 8 — Fair Value Measurement

The Company determines the fair value of assets and liabilities based on the price that would be received to sell the asset or paid to transfer the liability to a market participant. GAAP defines a fair value hierarchy that prioritizes the assumptions used to measure fair value. The three levels of the fair value hierarchy are defined as follows:

Level 1 — Quoted prices in active markets for identical assets or liabilities that the entity has the ability to access.

Table of Contents

Level 2 — Observable inputs other than prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated with observable market data.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies, and similar techniques that use significant unobservable inputs.

The following table presents information about the fair value of the Company's financial instruments:

| (in thousands)                   | October 1, 2018 |            | January 1, 2018 |            | Fair Value Measurement |
|----------------------------------|-----------------|------------|-----------------|------------|------------------------|
|                                  | Carrying Value  | Fair Value | Carrying Value  | Fair Value |                        |
| Financial assets                 |                 |            |                 |            |                        |
| Notes receivable <sup>(1)</sup>  | \$ —            | \$ —       | -\$ 97          | \$ 88      | Level 3                |
| Other receivables <sup>(1)</sup> | 391             | 335        | —               | —          | Level 3                |

The fair value of notes receivable and other receivables were estimated primarily using a discounted cash flow (1) method based on a discount rate, reflecting the applicable credit spread. The notes receivable were paid in full as of October 1, 2018.

Financial instruments not included in the table above consist of cash and cash equivalents, accounts receivable, accounts payable, and long-term debt. The fair values of cash and cash equivalents, accounts receivable, and accounts payable approximate carrying value because of the short-term nature of the accounts. The fair value of long-term debt approximates carrying value because the borrowings are made with variable market rates and negotiated terms and conditions that are consistent with current market rates.

#### Note 9 — Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following:

| (in thousands)                                       | October 1,  | January 1,    |
|--|-------------|---------------|
|  | 2018        | 2018          |
|  | (unaudited) | (as adjusted) |
| Accrued compensation and related costs               | \$ 3,447    | \$ 3,902      |
| Accrued legal settlement costs                       | 2,700       | 3,940         |
| Gift cards payable                                   | 1,898       | 2,676         |
| Accrued interest and non-income taxes payable        | 384         | 461           |
| Convention fund balance                              | 765         | 841           |
| Advertising cooperative liabilities                  | 116         | 60            |
| Lease liabilities held for sale                      | 758         | —             |
| Other  | 856         | 502           |
| Total accrued expenses and other current liabilities | \$ 10,924   | \$ 12,382     |

Accrued legal settlement costs decreased since January 1, 2018 due to \$1.8 million in payments to partially settle the TCPA class action lawsuit and \$3.2 million in payments to settle franchise litigation claims that reduced the \$3.7 million accrual for legal settlement costs related to the franchise litigation recorded in the current year. Both lawsuits are discussed in more detail in Note 16 — Commitments and Contingencies. Included in Accounts receivable, net is an insurance receivable equal to 75% of the anticipated settlement of the franchise owner lawsuit.

#### Note 10 — Revenue

The Company owns and franchises Papa Murphy's Take 'N' Bake pizza stores. Revenue is recognized upon the transfer of control of promised goods or services to customers in an amount that reflects the consideration the Company expects to receive for those goods or services. The following are the principal activities from which the Company earns revenue:

##### Company-owned Stores Revenue

Company-owned stores revenue consists of retail sales of food through Company-owned stores located in the United States. Company-owned stores revenue is recognized when the food items are delivered to or carried out by



customers. Customer payments are generally collected at the time of sale. Sales taxes collected from customers are remitted to the appropriate taxing authority and are not recognized as revenue.

## Table of Contents

### Franchise Revenues

The franchise arrangement between the Company and each franchise owner of a Papa Murphy's Take 'N' Bake pizza store is documented in the form of a franchise agreement and, in select cases, a development agreement. The franchise arrangement requires the Company as franchisor to perform various activities to support the Papa Murphy's Take 'N' Bake pizza brand and does not involve the direct transfer of goods and services to the franchise owner as a customer. Activities performed by the Company are highly interrelated with the franchise license and are considered to represent a single performance obligation, which is the transfer of the franchise license. The nature of the Company's promise in granting the franchise license is to provide the franchise owner with access to the brand's intellectual property over the term of the franchise arrangement.

The transaction price in a standard franchise arrangement consists of (a) franchise/development fees; (b) continuing franchise fees (royalties); and (c) advertising fees. Since the Company considers the franchise license to be a single performance obligation, no allocation of the transaction price under a standard agreement is performed for revenue recognition purposes. However, if additional separate and distinct goods or services are included with a franchise arrangement and are deemed to be additional performance obligations, the total transaction price of the contract is allocated to each performance obligation based on the stand-alone selling price of each performance obligation.

Franchise revenues are recognized by the Company from the following different sources:

**Royalty revenues.** Royalty revenues, which include advertising fees from domestic franchise stores, are based on a percentage of sales and are recognized when the food items are delivered to or carried out by customers. Payments for domestic royalties and advertising fees are generally due and collected within seven days of the prior week end date.

Payments for international royalties are due and collected within 30 days of month-end.

**Franchise and development fees.** Franchise and development fees are paid in advance of a store opening, typically when entering into a new franchise or development agreement. Fees allocated to the franchise license are recognized as revenue on a straight-line basis over the term of each respective franchise store agreement. Initial franchise agreement terms are typically ten years while successive agreement terms are typically five years. The Company has determined that these fees, which are paid in advance of when they are recognized as revenue, do not contain a significant financing component.

**E-commerce fees.** E-commerce fees include point-of-sale ("POS") support fees and transaction fees for purchases made through the Company's e-commerce platform. POS support fees are due quarterly in advance and recognized as revenue over the respective quarter. Transaction fees are recognized when the food items purchased from a store are delivered to or carried out by customers and are due and collected within seven days of the prior week end date.

**Vendor payments.** Vendor payments are received from vendors that supply franchised and Company-owned stores with products and are typically based on the volume of product purchased by the stores. Revenues from the sale of products are recognized when product is shipped from a distribution center to a store. Payments are due and collected within 30 days after month-end.

**Marketing kits.** The Company charges domestic stores for marketing materials shipped to stores one to three times per quarter. These products are sold at cost and the revenues from their sale are recognized when the product is shipped by the vendors producing the kits. Payments are due and collected within 30 days of shipment.

The timing of revenue recognition may differ from the timing of payment from customers. We record a receivable when revenue is recognized in advance of payment, and a contract liability ("unearned revenue"), when revenue is recognized subsequent to payment. Unearned revenue consists mainly of franchise and development fees paid in advance. A refund liability is recorded when it is known that an amount previously received will be refunded instead of recognized as revenue. The Company does not incur a significant amount of contract acquisition costs in conducting its franchising activities and has not capitalized any such costs.

### Revenue by Category

The following series of tables present revenue disaggregated by several categories for the periods reported.

Table of Contents

Revenues by contract type were as follows:

|   | Three Months Ended                |          |          |          |
|---|-----------------------------------|----------|----------|----------|
|   | October 1, 2018                   |          |          |          |
|   | (unaudited)                       |          |          |          |
| (in thousands)                              | Franchise                         | Company  | Brand    | Total    |
|   | Stores                            | Funds    | Funds    |          |
| Franchise royalties                         | \$8,279                           | \$—      | \$3,362  | \$11,641 |
| Franchise fees                              | 756                               | —        | —        | 756      |
| Vendor payments                             | —                                 | —        | 1,312    | 1,312    |
| E-commerce fees                             | 602                               | —        | —        | 602      |
| Other franchise and brand                   | 29                                | —        | 1,532    | 1,561    |
| Company-owned stores                        | —                                 | 12,958   | —        | 12,958   |
| Total revenues                              | 9,666                             | 12,958   | 6,206    | 28,830   |
| Intersegment revenues                       | 695                               | —        | 346      | 1,041    |
| Reconciliation to business segment revenues | \$10,361                          | \$12,958 | \$6,552  | \$29,871 |
|   | Three Months Ended                |          |          |          |
|   | October 2, 2017                   |          |          |          |
|   | (as adjusted)                     |          |          |          |
| (in thousands)                              | Franchise                         | Company  | Brand    | Total    |
|   | Stores                            | Funds    | Funds    |          |
| Franchise royalties                         | \$8,539                           | \$—      | \$5,050  | \$13,589 |
| Franchise fees                              | 563                               | —        | —        | 563      |
| Vendor payments                             | —                                 | —        | 1,038    | 1,038    |
| E-commerce fees                             | 435                               | —        | —        | 435      |
| Other franchise and brand                   | 21                                | —        | 525      | 546      |
| Company-owned stores                        | —                                 | 17,520   | —        | 17,520   |
| Total revenues                              | 9,558                             | 17,520   | 6,613    | 33,691   |
| Intersegment revenues                       | 52                                | —        | 387      | 439      |
| Reconciliation to business segment revenues | \$9,610                           | \$17,520 | \$7,000  | \$34,130 |
|   | Nine Months Ended October 1, 2018 |          |          |          |
|   | (unaudited)                       |          |          |          |
| (in thousands)                              | Franchise                         | Company  | Brand    | Total    |
|   | Stores                            | Funds    | Funds    |          |
| Franchise royalties                         | \$26,462                          | \$—      | \$10,740 | \$37,202 |
| Franchise fees                              | 2,216                             | —        | —        | 2,216    |
| Vendor payments                             | —                                 | —        | 3,265    | 3,265    |
| E-commerce fees                             | 1,664                             | —        | —        | 1,664    |
| Other franchise and brand                   | 64                                | —        | 2,465    | 2,529    |
| Company-owned stores                        | —                                 | 47,519   | —        | 47,519   |
| Total revenues                              | 30,406                            | 47,519   | 16,470   | 94,395   |
| Intersegment revenues                       | 2,480                             | —        | 1,203    | 3,683    |
| Reconciliation to business segment revenues | \$32,886                          | \$47,519 | \$17,673 | \$98,078 |

Table of Contents

|   | Nine Months Ended October 2, 2017<br>(as adjusted) |                   |                |           |
|---|--|-------------------|----------------|-----------|
| (in thousands)                              | Franchise  | Company<br>Stores | Brand<br>Funds | Total     |
| Franchise royalties                         | \$27,674   | \$—               | \$16,319       | \$43,993  |
| Franchise fees                              | 2,101  | —                 | —              | 2,101     |
| Vendor payments                             | —  | —                 | 3,493          | 3,493     |
| E-commerce fees                             | 1,421  | —                 | —              | 1,421     |
| Other franchise and brand                   | 67   | —                 | 1,886          | 1,953     |
| Company-owned stores                        | —  | 57,010            | —              | 57,010    |
| Total revenues                              | 31,263   | 57,010            | 21,698         | 109,971   |
| Intersegment revenues                       | 169  | —                 | 1,233          | 1,402     |
| Reconciliation to business segment revenues | \$31,432   | \$57,010          | \$22,931       | \$111,373 |

Revenues by geographic location were as follows:

|                | Three Months Ended<br>October 1, 2018<br>(unaudited) |                   |                |          |
|----------------|--|-------------------|----------------|----------|
| (in thousands) | Franchise  | Company<br>Stores | Brand<br>Funds | Total    |
| United States  | \$9,589  | \$12,958          | \$6,206        | \$28,753 |
| International  | 77   | —                 | —              | 77       |
| Total revenues | \$9,666  | \$12,958          | \$6,206        | \$28,830 |

|                | Three Months Ended<br>October 2, 2017<br>(as adjusted) |                   |                |          |
|----------------|--|-------------------|----------------|----------|
| (in thousands) | Franchise  | Company<br>Stores | Brand<br>Funds | Total    |
| United States  | \$9,463  | \$17,520          | \$6,613        | \$33,596 |
| International  | 95   | —                 | —              | 95       |
| Total revenues | \$9,558  | \$17,520          | \$6,613        | \$33,691 |

|                | Nine Months Ended October 1, 2018<br>(unaudited) |                   |                |          |
|----------------|--|-------------------|----------------|----------|
| (in thousands) | Franchise  | Company<br>Stores | Brand<br>Funds | Total    |
| United States  | \$30,168   | \$47,519          | \$16,470       | \$94,157 |
| International  | 238  | —                 | —              | 238      |
| Total revenues | \$30,406   | \$47,519          | \$16,470       | \$94,395 |

|                | Nine Months Ended October 2, 2017<br>(as adjusted) |                   |                |           |
|----------------|--|-------------------|----------------|-----------|
| (in thousands) | Franchise  | Company<br>Stores | Brand<br>Funds | Total     |
| United States  | \$30,962   | \$57,010          | \$21,698       | \$109,670 |
| International  | 301  | —                 | —              | 301       |
| Total revenues | \$31,263   | \$57,010          | \$21,698       | \$109,971 |

Table of Contents

## Contract Balances

Changes in the balances of contract liabilities (unearned revenue) during the periods reported were as follows:

| (in thousands)   | Contract<br>Liabilities |
|--|-------------------------|
| Balance at January 1, 2018   | \$ 11,151               |
| Revenue recognized that was included in the balance at the beginning of the period | (2,129 )                |
| Cash received, net of amounts recognized as revenue during the period              | 1,449                   |
| Contract refunds   | (305 )                  |
| Balance at October 1, 2018   | \$ 10,166               |

The Company had a refund liability of \$0.5 million as of each of October 1, 2018 and January 1, 2018. Receivables from contracts with customers included in Accounts receivable, net were \$2.6 million as of October 1, 2018 and \$3.8 million as of January 1, 2018, respectively.

The following table includes estimated franchise fee revenue expected to be recognized in the future related to performance obligations that were unsatisfied (or partially unsatisfied) as of October 1, 2018 (in thousands):

|                  |          |
|------------------|----------|
| Fiscal year 2018 | \$410    |
| 2019             | 1,598    |
| 2020             | 1,458    |
| 2021             | 1,299    |
| 2022             | 1,135    |
| Thereafter       | 4,266    |
| Total            | \$10,166 |

## Note 11 — Leases

The Company leases the property for its corporate headquarters, Company-owned stores, and certain office equipment. The Company is not a party to leases for franchise locations except for two locations that operate under a sublease and a few leases assigned to franchisees when stores were refranchised wherein it remains secondarily liable (see Lease guarantees below). The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease ROU assets, current portion of operating lease liabilities, and operating lease liabilities in the Condensed Consolidated Balance Sheets. The Company currently has no finance leases.

ROU assets and operating lease liabilities are recognized based on the present value of lease payments over the lease term at commencement date. Because most of the Company's leases do not provide an implicit rate of return, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. Operating lease ROU assets also exclude lease incentives received. The Company has lease agreements with lease and non-lease components, which are accounted for separately. For certain equipment leases, such as copiers, the Company accounts for the lease and non-lease components as a single lease component.

Lease terms for Company-owned stores are generally five years with one or more five-year renewal options and generally require the Company to pay a proportionate share of real estate taxes, insurance, common area, and other operating costs in addition to a base or fixed rent. The Company's leases have remaining lease terms of 0.5 to 10.2 years. For purposes of calculating operating lease liabilities, lease terms may be deemed to include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Economic performance of a store is the primary factor used to estimate whether an option to extend a lease term will be exercised or not.

Table of Contents

Lease expense for lease payments is recognized on a straight-line basis over the lease term. The components of lease expense for the periods reported are as follows:

|                       | Three Months Ended |               | Nine Months Ended |               |
|-----------------------|--------------------|---------------|-------------------|---------------|
|                       | October 1, 2018    |               | October 2, 2017   |               |
| (in thousands)        | (unaudited)        | (as adjusted) | (unaudited)       | (as adjusted) |
| Operating lease cost  | \$818              | \$ 1,150      | \$2,903           | \$ 3,609      |
| Short-term lease cost | 11                 | 5             | 36                | 16            |
| Variable lease cost   | 2                  | 5             | 8                 | 26            |
| Sublease income       | (16 )              | (17 )         | (42 )             | (53 )         |
| Total lease cost      | \$815              | \$ 1,143      | \$2,905           | \$ 3,598      |

Supplemental cash flow information related to leases for the periods reported is as follows:

| (in thousands)   | Nine Months Ended |                 |
|--|-------------------|-----------------|
|  | October 1, 2018   | October 2, 2017 |
| Cash paid for amounts included in the measurement of lease liabilities:      |                   |                 |
| Operating cash flows from operating leases                                   | \$3,303           | \$ 3,655        |
| Right-of-use assets obtained in exchange for new operating lease liabilities | 505               | 213             |
| Weighted-average remaining lease term of operating leases                    | 4.8 years         | 6.1 years       |
| Weighted-average discount rate of operating leases                           | 4.5 %             | 4.8 %           |

Future minimum lease payments under non-cancelable leases as of October 1, 2018 are as follows (in thousands):

|   |          |
|---|----------|
| Fiscal year 2018                                    | \$765    |
| 2019  | 4,500    |
| 2020  | 3,736    |
| 2021  | 2,626    |
| 2022  | 1,865    |
| Thereafter  | 3,382    |
| Total future minimum lease payments                 | 16,874   |
| Less imputed interest                               | (2,839 ) |
| Less lease liabilities held for sale <sup>(1)</sup> | (2,340 ) |
| Total Lease Liabilities                             | \$11,695 |

Lease liabilities held for sale includes \$0.8 million reported in Accrued expenses and other current assets (see Note (1)9 — Accrued Expenses and Other Current Liabilities) and \$1.5 million reported in Other long-term liabilities in the Company's Condensed Consolidated Balance Sheets.

As of October 1, 2018, the Company had no operating leases that had not yet commenced.

Lease guarantees

The Company is the guarantor for operating leases of 37 franchised stores that have terms expiring on various dates from October 2018 to April 2025. The obligations from these leases will generally continue to decrease over time as the leases expire. The applicable franchise owners continue to have primary liability for these operating leases. For the nine months ended October 1, 2018, the Company was required to perform under one of these guarantees when a franchisee declared bankruptcy and defaulted on its obligations. As a result, the Company recorded a loss contingency of \$170,000 for the nine months ended October 1, 2018. As of October 1, 2018, the Company does not believe it probable that it would be required to perform under any of the remaining guarantees.

Table of Contents

## Note 12 — Income Taxes

Information on the Company's income taxes for the periods reported is as follows:

|   | Three Months<br>Ended<br>October 1,<br>2018 |                  | Nine Months<br>Ended<br>October 2,<br>2017 |                  |
|---|---|------------------|--|------------------|
| (in thousands)                            | (unaudited)                                 | (as<br>adjusted) | (unaudited)                                | (as<br>adjusted) |
| (Benefit from) provision for income taxes | \$(159)                                     | \$(2,051)        | \$970                                      | \$(7,678)        |
| (Loss) income before income taxes         | (798 )                                      | (4,729 )         | 3,297                                      | (21,648 )        |
| Effective income tax rate                 | 19.9 %                                      | 43.4 %           | 29.4 %                                     | 35.5 %           |

The effective income tax rate for the three months ended October 1, 2018 includes the effect of certain permanent differences between tax reporting purposes and financial reporting purposes and the relative impact of those differences on a small quarterly (loss) income before income taxes. The effective tax rate for the three months ended October 2, 2017, includes the effect of certain Federal General Business Credits confirmed during the quarter. The effective income tax rate for the nine months ended October 1, 2018 includes the effect of certain permanent differences between tax reporting purposes and financial reporting purposes. The effective tax rate for the nine months ended October 2, 2017, includes the effect of a discrete adjustment for the share-based compensation expense recorded for vesting restricted common shares.

## Note 13 — Share-based Compensation

In May 2010, the Company's Board of Directors approved the 2010 Amended Management Incentive Plan (the "2010 Plan"). In May 2014, the Company's Board of Directors adopted the 2014 Equity Incentive Plan (the "2014 Plan," and together with the 2010 Plan, the "Incentive Plans"). The Incentive Plans reserve 2,116,747 common shares for equity incentive awards consisting of incentive stock options, non-qualified stock options, restricted stock awards, and unrestricted stock awards. Equity incentive awards may be issued from either the 2014 Plan or the 2010 Plan.

## Restricted common shares

Information with respect to restricted stock awards is as follows:

|                           | Number of Shares of<br>Restricted Common<br>Stock |                     | Weighted Average<br>Award Date<br>Fair Value Per<br>Share |
|---------------------------|---|---------------------|---|
|                           | Time<br>Vesting                                   | Market<br>Condition |   |
| Unvested, January 1, 2018 | 34,898  | 40,354              | \$ 3.44   |
| Granted                   | 41,000  | —                   | 5.33  |
| Vested                    | (28,898 )   | —                   | 4.60  |
| Repurchased               | —   | (754 )              | 0.19  |
| Unvested, October 1, 2018 | 47,000  | 39,600              | \$ 3.97   |

## Stock options

Information with respect to stock option activity is as follows:

|                              | Number of Shares<br>Subject to Options |                     | Weighted<br>Average<br>Exercise<br>Price Per<br>Share | Weighted<br>Average Remaining<br>Contractual Term | Aggregate<br>Intrinsic<br>Value<br>(thousands) |
|------------------------------|--|---------------------|---|---|--|
|                              | Time<br>Vesting                        | Market<br>Condition |   |   |  |
| Outstanding, January 1, 2018 | 949,115                                | 158,127             | \$ 7.60   |   |  |
| Granted                      | 210,700                                | —                   | 5.12  |   |  |
| Exercised                    | (20,000 )                              | —                   | 3.99  |   |  |
| Forfeited                    | (79,104 )                              | (578 )              | 9.26  |   |  |
| Outstanding, October 1, 2018 | 1,060,711                              | 157,549             | \$ 7.12   | 8.0 years   | \$ 428   |

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Exercisable, October 1, 2018 372,169 — \$ 9.55 6.6 years \$ 103

18

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Table of Contents

## Compensation cost

Stock-based compensation expense recognized in connection with the Incentive Plans for the three months ended October 1, 2018 and October 2, 2017 amounted to \$0.2 million and \$0.1 million, respectively. Stock-based compensation expense recognized in connection with the Incentive Plans for the nine month periods ended October 1, 2018 and October 2, 2017 amounted to \$0.6 million and \$0.5 million, respectively.

As of October 1, 2018, total unrecognized stock-based compensation expense was \$1.5 million, with \$1.2 million associated with time vesting awards and \$0.3 million associated with market condition awards. The remaining weighted average period for unrecognized stock-based compensation expense was 2.2 years as of October 1, 2018.

## Note 14 — Brand Marketing Fund

The Company manages the BMF on behalf of all Papa Murphy's stores in the United States. The Company is committed under its franchise and other agreements to spend revenues of the BMF on marketing, creative efforts, media support, or related purposes specified in the agreements. Contributions to the BMF are recognized as revenue, while expenditures are included in selling, general, and administrative expenses. Expenditures of the BMF are primarily amounts paid to third-parties, but may also include personnel expenses and allocated costs. At each reporting date, to the extent contributions to the BMF exceed expenditures on a cumulative basis, the excess contributions are recorded in accrued expenses in the Company's Condensed Consolidated Balance Sheets. While no profit is recognized on amounts received by the BMF, when expenditures exceed contributions to the BMF on a cumulative basis, income from operations and net income may be affected due to the timing of when revenues are received and expenses are incurred.

Information on the Company's BMF balances for the periods reported is as follows:

|                                | Three Months Ended |                 | Nine Months Ended |                 |
|--------------------------------|--------------------|-----------------|-------------------|-----------------|
|                                | October 1, 2018    | October 2, 2017 | October 1, 2018   | October 2, 2017 |
| (in thousands)                 | (unaudited)        | (as adjusted)   | (unaudited)       | (as adjusted)   |
| Opening BMF deficit            | \$(5,877)          | \$(6,604 )      | \$(5,461)         | \$(1,071 )      |
| Net activity during the period | 461                | 1,718           | 45                | (3,815 )        |
| Ending BMF deficit             | \$(5,416)          | \$(4,886 )      | \$(5,416)         | \$(4,886 )      |

As of October 1, 2018, previously recognized expenses of \$5.4 million may be recovered in future periods if subsequent BMF contributions exceed expenditures.

## Note 15 — Earnings per Share (EPS)

The number of shares and earnings per share ("EPS") data for all periods presented are based on the historical weighted-average shares of common stock outstanding. Basic EPS is calculated by dividing income available to common stockholders by the weighted-average number of shares of common stock outstanding during each period. Diluted EPS is calculated using income available to common stockholders divided by diluted weighted-average shares of common stock outstanding during each period, which includes unvested restricted common stock and outstanding stock options. Diluted EPS considers the impact of potentially dilutive securities except in periods in which there is a loss because the inclusion of the common shares underlying such securities would have an anti-dilutive effect.

Table of Contents

The following table sets forth the computations of basic and diluted EPS:

|  | Three Months<br>Ended<br>October 1,<br>2018 |        | Nine Months<br>Ended<br>October 2,<br>2017 |        |
|--|---|--------|--|--------|
| (in thousands, except per share data)                      | (unaudited)<br>(as adjusted)                |        | (unaudited)<br>(as adjusted)               |        |
| Earnings:  |   |        |  |        |
| Net (loss) income  | \$ (639 ) \$ (2,678 )                       |        | \$ 2,327 \$ (13,970)                       |        |
| Shares:  |   |        |  |        |
| Weighted average common shares outstanding                 | 16,945                                      | 16,882 | 16,924                                     | 16,863 |
| Dilutive effect of restricted equity awards <sup>(1)</sup> | —   | —      | 39   | —      |
| Diluted weighted average number of shares outstanding      | 16,945                                      | 16,882 | 16,963                                     | 16,863 |
| (Loss) earnings per share:                                 |   |        |  |        |
| Basic (loss) earnings per share                            | \$(0.04) \$(0.16 )                          |        | \$0.14 \$(0.83 )                           |        |
| Diluted (loss) earnings per share                          | \$(0.04) \$(0.16 )                          |        | \$0.14 \$(0.83 )                           |        |

The Company's securities that provide a right to receive common stock in the future such as stock options and restricted stock were not included in the computation of diluted EPS for the three months ended October 1, 2018 and the three and nine months ended October 2, 2017, as the effect of including these shares in the calculation would have been anti-dilutive.

For the three months ended October 1, 2018, and October 2, 2017, an aggregated total of 0.6 million shares and 0.8 million shares, respectively, have been excluded from the diluted EPS calculation because their effect would have been anti-dilutive. For the nine months ended October 1, 2018, and October 2, 2017, an aggregated total of 0.6 million shares and 1.0 million shares, respectively, have been excluded from the diluted EPS calculation because their effect would have been anti-dilutive.

#### Note 16 — Commitments and Contingencies

##### Legal proceedings

The Company is from time to time involved in litigation, certain other claims and arbitration matters arising in the ordinary course of business. The Company accrues a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Significant judgment is required in both the determination of the probability of a loss and the determination as to whether a loss is reasonably estimable. These accruals are reviewed at least quarterly and adjusted to reflect the effects of negotiations, settlements, rulings, advice of legal counsel and technical experts and other information and events pertaining to a particular matter. To the extent there is a reasonable possibility (within the meaning of Accounting Standards Codification ("ASC") 450) that losses could exceed amounts already accrued, if any, and the additional loss or range of loss is able to be estimated, the Company discloses the additional loss or range of loss.

In some instances, the Company is unable to reasonably estimate any potential loss or range of loss. The nature and progression of litigation can make it difficult to predict the impact a particular lawsuit will have on its business. There are many reasons that the Company cannot make these assessments, including, among others, one or more of the following: the early stages of a proceeding; damages sought that are unspecified, unsupported, unexplained or uncertain; discovery not having been started or incomplete; the complexity of the facts that are in dispute; the difficulty of assessing novel claims; the parties not having engaged in any meaningful settlement discussions; the possibility that other parties may share in any ultimate liability; and/or the often slow pace of litigation.

The Company currently is subject to litigation with a group of its franchise owners. In January 2014, six franchise owner groups claimed that the Company misrepresented its sales volumes, made false representations to them and charged excess advertising fees, among other things. The Company engaged in mediation with these franchise owners, which is required under the terms of their franchise agreements, in order to address and resolve their claims, but was unable to reach a settlement agreement. On April 4, 2014, a total of 12 franchise owner groups, including those franchise owners that previously made the allegations described above, filed a lawsuit against the Company in the

Superior Court in Clark County, Washington, making essentially the same allegations for violation of the Washington Franchise Investment Protection Act, fraud, negligent misrepresentation and breach of contract, and seeking declaratory and injunctive relief, as well as monetary damages. Based on motions filed by the Company in that lawsuit, the court ruled on July 9, 2014, that certain of the plaintiffs' claims under the anti-fraud and nondisclosure provisions of the Washington Franchise Investment Protection Act should be dismissed and that certain other claims in the case would need to be more specifically alleged. The court also ruled that the six franchise owner groups who had not mediated with the Company prior to filing the lawsuit must mediate with the Company in good faith, and that their claims shall be stayed until they have done so.

Table of Contents

On June 18, 2014, an additional 16 franchise owner groups, represented by the same counsel as the plaintiffs described above, filed a lawsuit in the Superior Court in Clark County, Washington making essentially the same allegations as made in the lawsuit described above and seeking declaratory and injunctive relief, as well as monetary damages. The court consolidated the two lawsuits into a single case and ordered that the plaintiffs in the new lawsuit, none of whom had mediated with the Company prior to filing the lawsuit, must do so, and that their claims be stayed until they have completed mediating with the Company in good faith.

In October 2014, the Company engaged in mediation with the 22 franchise owner groups who had not previously done so. As a result of that mediation and other efforts, the Company reached resolution with 13 of the franchise owner groups involved in the consolidated lawsuits, and their claims have either been dismissed or dismissal is pending.

In February 2015, the remaining franchise owner groups in the consolidated lawsuits filed an amended complaint, removing some claims, amending some claims, adding claims and naming some of the Company's former and current franchise sales staff as additional individual defendants. In September 2016, the remaining 15 franchise owner groups in the consolidated lawsuits filed an amended complaint to add a claim under the Washington Consumer Protection Act based on substantially the same allegations as the prior claims, to re-plead claims under the Washington Franchise Investment Protection Act that had previously been dismissed.

In June 2017, the parties moved for summary judgment. The Company moved for summary judgment against two of the remaining franchise owner groups, the board of directors members moved for summary judgment on all claims against them, and the plaintiffs moved for summary judgment against all defendants on their Washington Consumer Protection Act and Washington Franchise Investment Protection Act claims. A hearing on the summary judgment motions was held on October 13, 2017.

In July 2017, the Company engaged in mediation with the remaining 15 franchise owner groups in the consolidated lawsuits. As a result of that mediation and other efforts, the Company reached resolutions with six of the remaining franchise owner groups, and their claims have been dismissed.

In April 2018, the Company reached resolution with four of the remaining franchise owner groups, conditioned upon dismissal of their claims.

In June 2018, the Company reached resolution with an additional franchise owner group.

On June 29, 2018, the Court granted the Company's motion to strike the remaining franchise owner groups' jury demand. The Court denied the Company's motion for separate trials, because at the time of the hearing there were only two franchise owner groups remaining in the case, based on tentative settlements with two other groups.

In July 2018, the Company entered into final settlements with two of the aforementioned franchise owner groups.

In September 2018, the Company entered into a final settlement with an additional franchise owner group.

There is one group remaining in the case, with a trial scheduled to start in the spring of 2019 in the Superior Court in Clark County, Washington.

The Company is named as a defendant in a putative class action lawsuit filed by plaintiff John Lennartson on May 7, 2015, in the United States District Court for the Western District of Washington. The lawsuit alleges the Company failed to comply with the requirements of the Telephone Consumer Protection Act ("TCPA") when it sent SMS text messages to consumers. Mr. Lennartson asks that the court certify the putative class and that statutory damages under the TCPA be awarded to plaintiff and each class member. On October 14, 2016, the Federal Communications Commission ("FCC") granted the Company a limited waiver from the TCPA's written consent requirements for certain text messages that it sent up through October 16, 2013 to individuals who, like Mr. Lennartson, provided written consent prior to October 16, 2013. On October 20, 2016, the Company filed a motion for summary judgment seeking dismissal. On October 27, 2016, Mr. Lennartson filed a motion seeking to extend the time to respond to the summary judgment motion on the basis that he intends to appeal the FCC's waiver. On November 4, 2016, the Court granted Mr. Lennartson's motion to continue his response to the Company's summary judgment motion until he could complete his appeal of the FCC's waiver order. In addition, on January 9, 2017, Mr. Lennartson filed an amended complaint adding additional plaintiffs, some of whom provided consent after October 16, 2013, and who are therefore differently situated from Mr. Lennartson, as well as additional Washington state law claims. On October 27, 2017, plaintiffs moved to certify their putative class, which the Company opposed, and on November 22, 2017, the Company moved for summary judgment on all of plaintiffs' claims. The Court issued a stay of the case for 30 days while the parties

pursued settlement negotiations. On April 23, 2018, the parties entered into a Settlement Agreement and Release and plaintiffs filed a Motion and Memorandum for Preliminary Approval of Settlement with the Court. The Court gave preliminary approval to the settlement on May 16, 2018, in its Preliminary Approval Order Approving Settlement, Certifying Settlement Class, Approving Notice Plan, and Setting Fairness Hearing. The Court gave final approval to the settlement on September 28, 2018, in its Amended Final Order Approving Class Action Settlement, which resulted in the settlement and release of all claims, subject to appeal.

Table of Contents

In addition to the foregoing, the Company is subject to routine legal proceedings, claims and litigation in the ordinary course of its business. The Company may also engage in future litigation with franchise owners to enforce the terms of franchise agreements and compliance with brand standards as determined necessary to protect the Company's brand, the consistency of products and the customer experience. Lawsuits require significant management attention and financial resources and the outcome of any litigation is inherently uncertain. The Company does not, however, currently expect that the costs to resolve these routine matters will have a material adverse effect on its consolidated financial position, results of operations, or cash flows.

## Note 17 — Segment Information

As a result of changes in the Company's executive management responsibilities, effective January 2, 2018, the Company changed its reportable segments by combining its domestic and international franchise business into a single Franchise segment and separating its Brand Funds business into a separate reportable segment. No changes were made to the Company's Company Stores segment. Management believes this change better reflects the priorities and decision making analysis around the allocation of the Company's resources. Prior period results for the affected segments have been retrospectively revised to reflect this change.

The Company now has the following reportable segments: (i) Franchise; (ii) Company Stores; and (iii) Brand Funds. The Franchise segment includes operations with respect to franchised stores and derives its revenues primarily from franchise and development fees and franchise royalties from franchised stores. The Company Stores segment includes operations with respect to Company-owned stores and derives its revenues from retail sales of pizza and side items to the general public. The Brand Funds segment includes the Brand Marketing Fund and the Company's Convention Fund.

The Company measures the performance of its segments based on segment adjusted EBITDA and allocates resources based primarily on this measure. "EBITDA" is calculated as net (loss) income before interest expense, income taxes, depreciation, and amortization. Segment adjusted EBITDA excludes certain unallocated and corporate expenses. Although segment adjusted EBITDA is not a measure of financial condition or performance determined in accordance with GAAP, the Company uses segment adjusted EBITDA to compare the operating performance of its segments on a consistent basis and to evaluate the performance and effectiveness of its operational strategies. The Company's calculation of segment adjusted EBITDA may not be comparable to that reported by other companies.

The following tables summarize information on revenues, adjusted EBITDA and assets for each of the Company's reportable segments and include a reconciliation of segment adjusted EBITDA to (loss) income before income taxes:

|                           | Three Months Ended |                 | Nine Months Ended |                 |
|---------------------------|--------------------|-----------------|-------------------|-----------------|
|                           | October 1, 2018    | October 2, 2017 | October 1, 2018   | October 2, 2017 |
|                           | (unaudited)        | (as adjusted)   | (unaudited)       | (as adjusted)   |
| (in thousands)            |                    |                 |                   |                 |
| Revenues                  |                    |                 |                   |                 |
| Franchise segment         | \$10,361           | \$9,610         | \$32,886          | \$31,432        |
| Brand Funds segment       | 6,552              | 7,000           | 17,673            | 22,931          |
| Intersegment eliminations | (1,041 )           | (439 )          | (3,683 )          | (1,402 )        |
| Franchise related         | 15,872             | 16,171          | 46,876            | 52,961          |
| Company Stores segment    | 12,958             | 17,520          | 47,519            | 57,010          |
| Total                     | \$28,830           | \$33,691        | \$94,395          | \$109,971       |

Table of Contents

|  | Three Months Ended |                 | Nine Months Ended |                 |
|--|--------------------|-----------------|-------------------|-----------------|
|  | October 1, 2018    | October 2, 2017 | October 1, 2018   | October 2, 2017 |
| (in thousands)   | (unaudited)        | (as adjusted)   | (unaudited)       | (as adjusted)   |
| Segment Adjusted EBITDA                                      |                    |                 |                   |                 |
| Franchise  | \$5,617            | \$4,778         | \$18,664          | \$19,208        |
| Company Stores   | (462 )             | 312             | 529               | 1,637           |
| Brand Funds  | 461                | 1,718           | 297               | (3,814 )        |
| Total reportable segments adjusted EBITDA                    | 5,616              | 6,808           | 19,490            | 17,031          |
| Corporate and unallocated                                    | (950 )             | (1,262 )        | (3,108 )          | (5,801 )        |
| Depreciation and amortization                                | (1,662 )           | (2,336 )        | (5,677 )          | (8,359 )        |
| Interest expense, net  | (1,254 )           | (1,305 )        | (3,842 )          | (3,818 )        |
| CEO transition and restructuring costs <sup>(1)</sup>        | (27 )              | (190 )          | (390 )            | (2,519 )        |
| E-commerce impairment and transition costs <sup>(2)</sup>    | —                  | —               | (350 )            | (9,124 )        |
| Store divestitures, closures, and impairments <sup>(3)</sup> | (2,521 )           | (5,981 )        | (1,797 )          | (8,595 )        |
| Litigation settlement and reserves <sup>(4)</sup>            | —                  | (463 )          | (1,029 )          | (463 )          |
| (Loss) Income Before Income Taxes                            | \$(798 )           | \$(4,729 )      | \$3,297           | \$(21,648)      |

(1) Represents non-recurring management transition and restructuring costs in connection with the recruitment of a new Chief Executive Officer and other executive positions.

(2) Represents impairment charges on the write-down of our e-commerce platform based on the decision to move to a third-party developed and hosted solution and non-recurring costs incurred to complete the transition.

(3) For 2018, represents primarily net losses on the refranchising of Company-owned stores primarily from the recording of contingent liabilities for committed marketing support expenditures in addition to impairments for Company-owned stores held for sale. For 2017, represents primarily non-cash charges associated with the impairment and disposal of store assets upon the decision to close stores.

(4) Accruals made for litigation settlements.

|                      | October 1, 2018 | January 1, 2018 |
|----------------------|-----------------|-----------------|
| (in thousands)       | (unaudited)     | (as adjusted)   |
| Total Assets         |                 |                 |
| Franchise            | \$ 119,366      | \$ 121,179      |
| Company Stores       | 38,838          | 53,226          |
| Brand Funds          | 492             | 509             |
| Other <sup>(1)</sup> | 87,131          | 87,201          |
| Total                | \$ 245,827      | \$ 262,115      |

(1) Other assets which are not allocated to the individual segments primarily include trade names and trademarks and taxes receivable.

#### Note 18 — Subsequent Events

##### Senior secured credit facility

On November 6, 2018, PMI Holdings, Inc. entered into a second amendment to its Senior Credit Facility. The amendment, among other things, extends the term of the Senior Credit Facility by twelve months to August 2020 and reduces the revolving credit facility from \$20.0 million to \$7.5 million. In addition, the amendment increases the maximum leverage ratio, requires continuation of quarterly \$2.1 million installment payments through the new maturity date, and increases the applicable interest rate margins.

##### Notes payable

On October 25, 2018, Papa Murphy's Company Stores, Inc. signed a second amendment to its note payable which extends the maturity date of the note to January 2019.

PART II — OTHER INFORMATION

23

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Table of Contents

## Item 6. Exhibits.

| Exhibit Number | Description of Exhibits   | Form Number | File Number | Exhibit | Filing Date |
|----------------|---|-------------|-------------|---------|-------------|
| <u>31.1*</u>   | <u>Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |             |             |         |             |
| <u>31.2*</u>   | <u>Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |             |             |         |             |
| <u>32.1*</u>   | <u>Certificate of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>   |             |             |         |             |
| <u>32.2*</u>   | <u>Certificate of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</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  |             |             |         |             |

\* Filed herewith

Table of Contents

SIGNATURES

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

PAPA MURPHY'S HOLDINGS,  
INC.

By: /s/ Nik Rupp

Name: Nik Rupp

Title: Chief Financial Officer

Date: November 13, 2018

25