Smart & Final Stores, Inc.
Form 10-Q
July 29, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark one)

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

For the quarterly period ended June 19, 2016

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

For the transition period from to .

Commission File Number: 001-36626

Smart & Final Stores, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of Incorporation or organization)	**80-0862253** (I.R.S. Employer Identification No.)
600 Citadel Drive **Commerce, California** (Address of principal executive offices)	**90040** (Zip Code)

Registrant s telephone number, including area code: **(323) 869-7500**

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

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

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

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

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

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

Class	**Outstanding at July 25, 2016**
common stock, $0.001 par value	73,903,721

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Part I - FINANCIAL INFORMATION

Item 1. Financial Statements

Smart & Final Stores, Inc. and Subsidiaries

Condensed Consolidated Balance Sheets

(In Thousands, Except Share and Per Share Amounts)

	June 19, 2016 (Unaudited)	January 3, 2016
Assets		
Current assets:		
Cash and cash equivalents	$ 67,384	$ 59,327
Accounts receivable, less allowances of $444 and $454 at June 19, 2016 and January 3, 2016, respectively	28,378	27,304
Inventories	245,891	234,289
Prepaid expenses and other current assets	25,572	29,072
Deferred income taxes	22,815	22,471
Total current assets	390,040	372,463
Property, plant, and equipment:		
Land	10,730	10,940
Buildings and improvements	20,021	20,441
Leasehold improvements	262,851	237,820
Fixtures and equipment	315,417	266,080
Construction in progress	17,813	19,501
	626,832	554,782
Less accumulated depreciation and amortization	206,801	174,906
	420,031	379,876
Capitalized software, net of accumulated amortization of $13,872 and $12,356 at June 19, 2016 and January 3, 2016, respectively	11,413	11,365
Other intangible assets, net	373,335	376,122
Goodwill	611,242	611,242
Equity investment in joint venture	13,576	12,763
Other assets	55,333	53,250
Total assets	$ 1,874,970	$ 1,817,081
Liabilities and stockholders equity		
Current liabilities:		
Accounts payable	$ 212,364	$ 194,149
Accrued salaries and wages	31,706	33,859
Accrued expenses	85,004	77,374
Current portion of debt, less debt issuance costs	29,166	3,904

Total current liabilities		358,240		309,286
Long-term debt, less debt issuance costs		587,840		586,956
Deferred income taxes		127,580		128,752
Postretirement and postemployment benefits		115,351		117,417
Other long-term liabilities		114,382		108,099
Commitments and contingencies				
Stockholders equity:				
Preferred stock, $0.001 par value; Authorized shares 10,000,000 Issued and outstanding shares none				
Common stock, $0.001 par value; Authorized shares 340,000,000 Issued and outstanding shares - 74,215,032 and 73,789,608 at June 19, 2016 and January 3, 2016, respectively		74		74
Additional paid-in capital		505,296		502,304
Retained earnings		73,355		70,181
Accumulated other comprehensive loss		(7,148)		(5,988)
Total stockholders equity		571,577		566,571
Total liabilities and stockholders equity	$	1,874,970	$	1,817,081

See notes to condensed consolidated financial statements.

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Smart & Final Stores, Inc. and Subsidiaries

Condensed Consolidated Statements of Operations and Comprehensive Income

(Unaudited)

(In Thousands, Except Share and Per Share Amounts)

	Twelve Weeks Ended		Twenty-Four Weeks Ended	
	June 19, 2016	June 14, 2015	June 19, 2016	June 14, 2015
Net sales	$ 1,038,281	$ 905,121	$ 1,946,734	$ 1,727,291
Cost of sales, buying and occupancy	881,067	763,538	1,661,169	1,463,543
Gross margin	157,214	141,583	285,565	263,748
Operating and administrative expenses	138,819	114,131	263,901	221,082
Income from operations	18,395	27,452	21,664	42,666
Interest expense, net	7,441	7,676	14,752	15,674
Loss on early extinguishment of debt		2,192		2,192
Equity in earnings of joint venture	284	392	728	907
Income before income taxes	11,238	17,976	7,640	25,707
Income tax provision	(3,432)	(6,938)	(1,472)	(9,786)
Net income	$ 7,806	$ 11,038	$ 6,168	$ 15,921
Basic earnings per share	$ 0.11	$ 0.15	$ 0.08	$ 0.22
Diluted earnings per share	$ 0.10	$ 0.14	$ 0.08	$ 0.21
Weighted average shares outstanding:				
Basic	73,197,064	73,090,917	73,193,107	73,087,600
Diluted	78,907,184	76,893,066	78,976,605	76,773,674
Comprehensive income:				
Net income	$ 7,806	$ 11,038	$ 6,168	$ 15,921
Derivative instruments:				
(Loss) gain, net of income tax (benefit) expense of $(163) and $160, respectively, for twelve weeks ended; $(710) and $(754), respectively, for the twenty-four weeks ended	(244)	240	(1,065)	(1,132)
Reclassification adjustments, net of income tax expense of $2 and $27, respectively, for twelve weeks ended; $5 and $18, respectively, for twenty-four weeks ended	4	40	7	27
Foreign currency translation and employee benefit obligation adjustment	(115)	(180)	(102)	(795)
Other comprehensive (loss) income	(355)	100	(1,160)	(1,900)
Comprehensive income	$ 7,451	$ 11,138	$ 5,008	$ 14,021

See notes to condensed consolidated financial statements.

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Smart & Final Stores, Inc. and Subsidiaries

Condensed Consolidated Statements of Cash Flows

(Unaudited)

(In Thousands)

	Twenty-four Weeks Ended June 19, 2016	Twenty-four Weeks Ended June 14, 2015
Operating activities		
Net income	$ 6,168	$ 15,921
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	21,752	16,625
Amortization	15,035	13,159
Amortization of debt discount and debt issuance costs	1,280	1,293
Share-based compensation	3,418	4,903
Excess tax benefits related to share-based payments		(60)
Deferred income taxes	(811)	(1,878)
Equity in earnings of joint venture	(728)	(907)
Loss (gain) on disposal of property, plant, and equipment	65	(26)
Asset impairment	181	513
Loss on early extinguishment of debt		2,192
Changes in operating assets and liabilities:		
Accounts receivable, net	(1,074)	2,300
Inventories	(11,602)	8,838
Prepaid expenses and other assets	2,017	14,558
Accounts payable	18,215	(4,608)
Accrued salaries and wages	(2,153)	(3,625)
Other accrued liabilities	8,682	1,813
Net cash provided by operating activities	60,445	71,011
Investing activities		
Purchases of property, plant, and equipment	(70,346)	(59,350)
Proceeds from disposal of property, plant, and equipment	409	8,091
Assets acquired in Haggen Transaction	(2,227)	
Investment in capitalized software	(1,385)	(2,674)
Other	(279)	(1,304)
Net cash used in investing activities	(73,828)	(55,237)
Financing activities		
Proceeds from exercise of stock options	1,783	107
Payment of minimum withholding taxes on net share settlement of share-based compensation awards	(106)	(17)
Fees paid in conjunction with debt financing	(133)	(1,204)
Borrowings on bank line of credit	40,000	
Payments on bank line of credit	(15,000)	
Payments of public offering costs		(214)
Excess tax benefits related to share-based payments		60
Stock repurchases	(5,104)	
Net cash provided by (used in) financing activities	21,440	(1,268)

Net increase in cash and cash equivalents		8,057		14,506
Cash and cash equivalents at beginning of period		59,327		106,847
Cash and cash equivalents at end of period	$	67,384	$	121,353
Cash paid during the period for:				
Interest	$	7,467	$	11,443
Income taxes	$	5,476	$	7,022
Non-cash investing and financing activities				
Software development costs incurred but not paid	$	490	$	49
Construction in progress costs incurred but not paid	$	13,542	$	12,053

See notes to condensed consolidated financial statements.

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Smart & Final Stores, Inc. and Subsidiaries

Condensed Consolidated Statements of Stockholders Equity

(Unaudited)

(In Thousands, Except Share Amounts)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Number of Shares	Amount				
Balance at January 3, 2016	73,789,608	$ 74	$ 502,304	$ 70,181	$ (5,988)	$ 566,571
Issuance of restricted stock awards	390,855					
Forfeiture of restricted stock awards	(3,750)					
Share-based compensation			3,418			3,418
Stock option exercises	372,055		1,782			1,782
Vested restricted stock awards withheld on net share settlement	(6,543)		(106)			(106)
Net income				6,168		6,168
Stock repurchases	(327,193)		(2,102)	(2,994)		(5,096)
Other comprehensive loss					(1,160)	(1,160)
Balance at June 19, 2016	74,215,032	$ 74	$ 505,296	$ 73,355	$ (7,148)	$ 571,577

See notes to condensed consolidated financial statements.

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Smart & Final Stores, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

1. Description of Business and Basis of Presentation

Business

Smart & Final Stores, Inc., a Delaware corporation (SFSI or the Successor and, collectively with its wholly owned consolidated subsidiaries, the Company), is engaged primarily in the business of selling fresh perishables and everyday grocery items, together with foodservice, packaging and janitorial products. The Company operates non-membership, warehouse-style stores offering products in a range of product sizes.

SFSI was formed in connection with the acquisition of the Smart & Final and Cash & Carry store businesses through the purchase of all of the outstanding common stock of Smart & Final Holdings Corp., a Delaware corporation (the Predecessor or SFHC), on November 15, 2012. The principal acquiring entities were affiliates of Ares Management, L.P. (Ares) and the acquisition is referred to as the Ares Acquisition.

The Company operates non-membership warehouse-style grocery stores under the Smart & Final banner and the Cash & Carry banner. As of June 19, 2016, the Company operated 306 stores throughout the Western United States (U.S.).

The Company owns a 50% joint venture interest in a Mexican domestic corporation, Smart & Final del Noreste, S.A. de C.V. (SFDN), which operated 15 Smart & Final format stores in northwestern Mexico as of June 19, 2016.

Secondary Public Offering

On April 24, 2015, certain of the Company s stockholders completed a secondary public offering (the Secondary Offering) of 10,900,000 shares of common stock, par value $0.001 per share (Common Stock). The Company did not sell any shares in the Secondary Offering and did not receive any proceeds from the sales of shares by the selling stockholders. Following the Secondary Offering, affiliates of Ares held approximately 60% of the Company s issued and outstanding shares of Common Stock.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP) for interim financial statements, and Rule 10-01 of Regulation S-X of the Securities Act of 1933, as amended (the Securities Act). The unaudited condensed consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation of the Company s financial position, results of operations and cash flows for the periods indicated. All intercompany accounts and transactions have been eliminated in consolidation. Interim results are not necessarily indicative of results for a full fiscal year. The information included in these unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the Company s audited consolidated financial statements as of and for the fiscal year ended January 3, 2016 that were included in the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission (the SEC) on March 15, 2016.

Fiscal Years

The Company s fiscal year is the 52- or 53-week period that ends on the Sunday closest to December 31. Each fiscal year typically consists of twelve-week periods in the first, second and fourth quarters and a sixteen-week period in the third quarter.

Fiscal year 2016 is a 52-week fiscal year. Fiscal year 2015 was a 53-week fiscal year and the fourth quarter consisted of a thirteen-week period.

2. Significant Accounting Policies

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents. All credit card, debit card and electronic benefits transfer transactions that process in less than seven days are classified as cash equivalents. The carrying amount of cash equivalents is approximately the same as their respective fair values due to the short-term maturity of these instruments.

Accounts Receivable, Net

Accounts receivable generally represent billings to customers, billings to vendors for earned rebates and allowances, receivables from SFDN, and other items. The receivable from SFDN primarily relates to billings for the shipment of inventory product to SFDN.

The Company evaluates the collectability of accounts receivable and determines the appropriate reserve for doubtful accounts based on analysis of historical trends of write-offs and recoveries on various levels of aged receivables. When the Company becomes aware of the deteriorated collectability of a specific account, additional reserves are made to reduce the net recognized receivable to the amount reasonably expected to be collectible or zero. When the specific account is determined to be uncollectible, the net recognized receivable is written off in its entirety against such reserves.

The Company is exposed to credit risk on trade accounts receivable. The Company provides credit to certain trade customers in the ordinary course of business and performs ongoing credit evaluations. Concentrations of credit risk with respect to trade accounts receivable are limited due to the number of customers comprising the Company s customer base. The Company currently believes the allowance for doubtful accounts is sufficient to cover customer credit risks.

Inventories

Inventories consist of merchandise purchased for resale which is stated at the weighted-average cost (which approximates first-in, first-out (FIFO)) or market. The Company provides for estimated inventory losses between physical inventory counts at its stores based upon historical inventory losses as a percentage of sales. The provision is adjusted periodically to reflect updated trends of actual physical inventory count results.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets include primarily prepaid rent, insurance, property taxes, income taxes receivable, and other current assets.

Property, Plant, and Equipment

Property, plant, and equipment is stated at cost or estimated fair value based on purchase accounting and depreciated or amortized using the straight-line method. Leased property meeting certain criteria is capitalized and the amortization is based on the straight-line method over the term of the lease.

The estimated useful lives are as follows:

Buildings and improvements	20 - 25 years
Fixtures and equipment	3 - 10 years
Leasehold improvements	Lesser of lease term or useful life of improvement

Costs of normal maintenance and repairs and minor replacements are charged to expense when incurred. Major replacements, remodeling or betterments of properties are capitalized. When assets are sold or otherwise disposed of, the costs and related accumulated depreciation and amortization are removed from the accounts, and any resulting gain or loss is included in the consolidated statements of operations and comprehensive income.

Included in property, plant, and equipment are costs associated with the selection and procurement of real estate sites. These costs are amortized over the remaining lease term of the successful sites with which they are associated.

The Company reviews its long-lived assets, including property, plant and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company groups and evaluates long-lived assets for impairment at the individual store level, which is the lowest level at which individual cash flows can be identified. The Company regularly reviews its stores operating performance for indicators of impairment. Factors it considers important that could trigger an impairment review include a significant underperformance relative to expected historical or projected future operating results, a significant change in the manner of the use of the asset or a significant negative industry or economic trend. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized to the extent the sum of the estimated discounted future cash flows from the use of the asset is less than the carrying value. The Company measured the fair value of its long-lived assets on a nonrecurring basis using Level 3 inputs as defined in the fair value hierarchy. See Note 6, Fair Value Measurements.

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Capitalized Software

Capitalized software costs are comprised of third-party purchased software costs, capitalized costs associated with internally developed software including internal direct labor costs, and installation costs. Such capitalized costs are amortized over the period that the benefits of the software are fully realizable and enhance the operations of the business, ranging from three to seven years, using the straight-line method.

Capitalized software costs, like other long-lived assets, are subject to review for impairment whenever events or changes in circumstances indicate that the carrying amount of the capitalized software may not be recoverable, whether it is in use or under development. Impairment is recognized to the extent the sum of the estimated discounted future cash flows from the use of the capitalized software is less than the carrying value.

Goodwill and Intangible Assets

In connection with the Ares Acquisition, the intangible assets were adjusted and recorded at fair market value in accordance with accounting guidance for business combinations. The recorded fair market value for each of the trade names was determined by estimating the amount of royalty income that could be generated from the trade name if it was licensed to a third-party owner and discounting the resulting cash flows using the weighted-average cost of capital for each respective trade name.

During the fourth quarter of 2015, the Company acquired certain assets, including 33 store leases and related fixtures, equipment and liquor licenses, of Haggen Operations Holdings, LLC and Haggen Opco South, LLC (together, Haggen). The Company recorded leasehold interests at fair value as of the acquisition dates. Acquired leasehold interests are finite-lived intangible assets amortized straight-line over their estimated useful benefit period which is typically the lease term.

The finite-lived intangible assets are amortized on a straight-line basis over their estimated useful benefit period and have the following weighted-average amortization periods:

Signature brands	20 years
Leasehold interests	23 years

Goodwill and intangible assets with indefinite lives are evaluated on an annual basis for impairment during the fourth quarter, or more frequently if events or changes in circumstances indicate that the asset might be impaired. The Company evaluates goodwill for impairment by comparing the fair value of each reporting unit to its carrying value including the associated goodwill. The Company has designated its reporting units to be its Smart & Final stores and Cash & Carry stores. The Company determines the fair value of the reporting units using the income approach methodology of valuation that includes the discounted cash flow method as well as other generally accepted valuation methodologies. If the fair value of the reporting unit exceeds the carrying value of the net assets, including goodwill assigned to that unit, goodwill is not impaired. If the carrying value of the reporting unit s net assets, including goodwill, exceeds the fair value of the reporting unit, then the Company determines the implied fair value of the reporting unit s goodwill. If the carrying value of a reporting unit s goodwill exceeds its implied value, then an impairment of goodwill has occurred and the Company would recognize an impairment charge for the difference between the carrying amount and the implied fair value of goodwill.

The Company evaluates its indefinite-lived intangible assets associated with trade names by comparing the fair value of each trade name with its carrying value. The Company determines the fair value of the indefinite-lived trade names using a relief from royalty payments methodology. This methodology involves estimating reasonable royalty rates for each trade name and applying these royalty rates to a revenue stream and discounting the resulting cash flows to determine fair value.

Finite-lived intangible assets, like other long-lived assets are subject to review for impairment whenever events or changes in circumstances indicate that the carrying amount of the finite-lived intangible asset may not be recoverable. Impairment is recognized to the extent the sum of the discounted estimated future cash flows from the use of the finite-lived intangible asset is less than the carrying value.

Asset Acquisition

An acquired group of assets that do not meet the definition of a business are accounted for as an asset acquisition. Asset acquisitions are accounted for using a cost accumulation approach, whereby the total consideration paid is allocated to the individual assets acquired and liabilities assumed on a relative fair value basis. See Note 14, Haggen Transaction.

These estimates of fair values, the allocation of the purchase price and other factors are subject to significant judgments and the use of estimates. The inputs used in the fair value analysis fall within Level 3 of the fair value hierarchy due to the use of significant unobservable inputs to determine fair value. See Note 6, Fair Value Measurements.

Other Assets

Other assets primarily consist of assets held in trusts for certain retirement plans (See Note 7, Retirement Benefit Plans and Postretirement and Postemployment Benefit Obligations), liquor licenses and other miscellaneous assets.

Accounts Payable

The Company s banking arrangements provide for the daily replenishment and limited monthly advanced payments of vendor payable accounts as checks are presented or payments are demanded. The checks and the advanced payments outstanding in these bank accounts are included in Accounts payable on the accompanying condensed consolidated balance sheets.

Other Long-Term Liabilities

Other long-term liabilities include primarily general liabilities, workers compensation liabilities, liabilities for the deferred compensation plan, leasehold interests and other miscellaneous long-term liabilities. These leasehold interests are amortized over their estimated useful benefit periods, which is typically the lease term. The weighted-average amortization period is 14 years.

Lease Accounting

Certain of the Company s operating leases provide for minimum annual payments that increase over the life of the lease. The aggregate minimum annual payments are charged to expense on a straight-line basis beginning when the Company takes possession of the property and extending over the term of the related lease. The amount by which straight-line rent expense exceeds actual lease payment requirements in the early years of the leases is accrued as deferred minimum rent and reduced in later years when the actual cash payment requirements exceed the straight-line expense. Accounting guidance for asset retirement obligations requires an entity to recognize a liability for the fair value of a conditional asset retirement obligation if the fair value of the liability can be reasonably estimated. Due to the nature of the Company s business, its asset retirement obligation with respect to owned or leased properties is not significant.

Store Opening and Closing Costs

New store opening costs consisting primarily of rent, store payroll and general operating costs are charged to expense as incurred prior to the store opening.

In the event a leased store is closed before the expiration of the associated lease, the discounted remaining lease obligation less estimated sublease rental income, asset impairment charges related to improvements and fixtures, inventory write-downs and other miscellaneous closing costs associated with the disposal activity are recognized when the store closes.

Share-Based Compensation

All share-based payments are recognized over the requisite service period in the statements of operations and comprehensive income as compensation expense based on the fair value of an award, taking into consideration estimated forfeiture rates.

The Company measures share-based compensation cost at the grant date based on the fair value of the award and recognizes share-based compensation cost as an expense over the award s vesting period. As share-based compensation expense recognized in the consolidated statements of operations and comprehensive income of the Company is based on awards ultimately expected to vest, the amount of expense has been reduced for estimated forfeitures. The Company s forfeiture rate assumption used in determining its share-based compensation expense is estimated primarily based upon historical data and consideration of future expected forfeiture rates. The actual forfeiture rate could differ from these estimates.

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The Company uses the Black-Scholes-Merton option-pricing model to determine the grant date fair value for each stock option grant. The Black-Scholes-Merton option-pricing model requires extensive use of subjective assumptions. Application of alternative assumptions could produce significantly different estimates of the fair value of share-based compensation and, consequently, the related amounts recognized in the Company s consolidated statements of operations and comprehensive income. The Company recognizes compensation cost for graded vesting awards as if they were granted in multiple awards. Management believes the use of this multiple award method is preferable because a stock option grant with graded vesting is effectively a series of individual grants that vests over various periods and management believes that this method provides for better matching of compensation costs with the associated services rendered throughout the applicable vesting periods. See Note 9, Share-Based Compensation.

Significant Accounting Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions. Such estimates and assumptions could affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

Revenues from the sale of products are recognized at the point of sale. Discounts provided to customers at the time of sale are recognized as a reduction in sales as the products are sold. Returns are also recognized as a reduction in sales and are immaterial in relation to total sales. The Company collects sales tax on taxable products purchased by its customers and remits such collections to the appropriate taxing authority in accordance with local laws. Sales tax collections are presented in the consolidated statements of operations and comprehensive income on a net basis and, accordingly, are excluded from reported revenues.

Proceeds from the sale of the Company s *Smart & Final* gift cards are recorded as a liability at the time of sale, and recognized as sales when they are redeemed by the customer. The *Smart & Final* gift cards do not have an expiration date and the Company is not required to escheat the value of unredeemed gift cards in the applicable jurisdictions. The Company has determined a gift card breakage rate based upon historical redemption patterns. Estimated breakage amounts are accounted for under the redemption recognition method, which results in recognition of estimated breakage income in proportion to actual gift card redemptions.

Cost of Sales, Buying and Occupancy

The major categories of costs included in cost of sales, buying and occupancy are cost of goods, distribution costs, costs of the Company s buying department and store occupancy costs, net of earned vendor rebates and other allowances. Distribution costs consist of all warehouse receiving and inspection costs, warehousing costs, all transportation costs associated with shipping goods from the Company s warehouses to its stores, and other costs of its distribution network. The Company does not exclude any material portion of these costs from cost of sales.

Vendor Rebates and Other Allowances

As a component of the Company s consolidated procurement program, the Company frequently enters into contracts with vendors that provide for payments of rebates or other allowances. These vendor payments are reflected in the carrying value of the inventory when earned or as progress is made toward earning the rebate or allowance and as a component of cost of sales as the inventory is sold. Certain of these vendor contracts provide for rebates and other allowances that are contingent upon the Company meeting specified performance measures such as a cumulative level of purchases over a specified period of time. Such contingent rebates and other allowances are given accounting recognition at the point at which achievement of the specified performance measures are deemed to be probable and reasonably estimable.

Operating and Administrative Expenses

The major categories of operating and administrative expenses include store direct expenses associated with displaying and selling at the store level, primarily labor and related fringe benefit costs, advertising and marketing costs, overhead costs and corporate office costs. The Company charges to expense the costs of advertising as incurred.

Income Taxes

The Company recognizes deferred tax assets and liabilities based on the balance sheet method, which requires an adjustment to the deferred tax asset or liability to reflect income tax rates currently in effect. When income tax rates increase or decrease, a corresponding adjustment to income tax expense is recorded by applying the rate change to the cumulative temporary differences. The Company also determines whether it is more likely than not that a tax position will be sustained upon examination by the appropriate taxing authorities before any part of the benefit can be recognized.

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Foreign Currency Translations

The Company s joint venture in Mexico uses the Mexican Peso as its functional currency. The joint venture s assets and liabilities are translated into U.S. dollars at the exchange rates prevailing at the balance sheet dates. Revenue and expense accounts are translated into U.S. dollars at average exchange rates during the year. Foreign exchange translation adjustments are included in Accumulated other comprehensive loss, which is reflected as a separate component of stockholders equity, in the accompanying condensed consolidated balance sheets.

Derivative Financial Instruments

The Company uses interest rate swaps to manage its exposure to adverse fluctuations in interest rates. The contracts are accounted for in accordance with accounting guidance for derivatives and hedging, which requires every derivative instrument to be recorded in the Company s consolidated balance sheets as either an asset or liability measured at its fair value. The Company designates its interest rate swaps as cash flow hedges and formally documents its hedge relationships, including identification of the hedging instruments and the hedged items, as well as its risk management objectives and strategies for undertaking the hedge transaction. Accordingly, changes in estimated fair value related to the interest rate swaps are recognized in Accumulated other comprehensive loss in the condensed consolidated statements of stockholders equity and recognized in the condensed consolidated statements of operations and comprehensive income when the hedged items affect earnings. See Note 5, Derivative Financial Instruments.

Debt Discount and Debt Issuance Costs

Costs incurred in connection with the placement of long-term debt paid directly to the Company s lenders are treated as a debt discount. Costs incurred in connection with the placement of long-term debt paid to third parties are treated as debt issuance costs and are amortized to interest expense over the term of the related debt using the effective interest method.

Fees paid to the lenders related to the Ares Acquisition, totaling $17.5 million, were recorded as a reduction to debt and are amortized to interest expense over the respective terms of the underlying debt instruments using the effective interest method. See Note 4, Debt.

Fees paid to parties other than the lenders related to the Ares Acquisition, totaling $17.2 million, were recorded as a reduction to debt and are amortized to interest expense over the respective terms of the underlying debt instruments using the effective interest method.

Effective beginning January 4, 2016, the Company adopted Accounting Standards Update (ASU) No. 2015-03, *Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs* (ASU 2015-03). As a result of the adoption of ASU 2015-03, the Company presented capitalized debt issuance costs in its condensed consolidated balance sheets as a direct reduction to debt and the new guidance was retrospectively applied to all prior periods presented in its condensed consolidated balance sheets. Prior to the adoption of ASU 2015-03, deferred financing costs were presented as an asset in the Company s condensed consolidated balance sheets.

Self-Insurance

The Company purchases third-party insurance for workers compensation and general liability costs that exceed certain limits for each respective insurance program. The Company is responsible for the payment of claims in amounts less than these insured excess limits and establishes estimated accruals for its insurance programs based on available claims data, historical trends and experience, and projected ultimate costs of the claims. These accruals are based on estimates prepared with the assistance of outside actuaries and consultants, and the ultimate cost of these claims may vary from initial estimates and established accruals. The actuaries periodically update their estimates and the Company records such adjustments in the period in which such determination is made. These balances are included in Other long-term liabilities in the condensed consolidated balance sheets.

Fair Value of Financial Instruments

The Company s financial instruments recorded in the condensed consolidated balance sheets include cash and cash equivalents, accounts receivable, derivatives, investments in affiliates, accounts payable, accrued expenses and long-term variable rate debt. The carrying amounts of cash and cash equivalents, accounts receivable, derivatives, equity investment in joint venture, accounts payable and accrued expenses approximate fair value.

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The Company s debt is not listed or traded on an established market. For the purpose of determining the fair value of the Company s first lien term loan facility (the Term Loan Facility), the administrative agent has provided to the Company the fair value of the Term Loan Facility based upon orderly trading activity and related closing prices for actual trades of the Company s Term Loan Facility as well as indications of interest by prospective buyers and sellers and related bid/ask prices. As of June 19, 2016, the carrying value of the Term Loan Facility approximates fair value based upon valuations received from the administrative agent, which reflected a pricing valuation of 99.25% of carrying value. The carrying valuation of the Company s Term Loan Facility was $594.9 million, compared to an indicated fair value of $590.4 million as of June 19, 2016. The Company s estimates of the fair value of long-term debt were classified as Level 2 in the fair value hierarchy.

The Company s condensed consolidated balance sheets reflect its investment in the common stock of Sprouts Farmers Market, Inc. (Sprouts) through the Company s supplemental deferred compensation plan. The investment is presented at fair market value.

Accounting for Retirement Benefit Plans

The Company recognizes the overfunded or underfunded status of a defined benefit plan, measured as the difference between the fair value of plan assets and the plan s benefit obligation, as an asset or liability in its consolidated balance sheets and recognizes changes to that funded status in the year in which the changes occur through accumulated other comprehensive loss. Measurement of the funded status of a plan is required as of the Company s consolidated balance sheet dates.

Earnings per Share

Basic earnings per share is calculated by dividing net income by the weighted average number of shares outstanding during the fiscal period.

Diluted earnings per share is calculated by dividing net income by the weighted average number of shares outstanding, plus, where applicable, shares that would have been outstanding related to dilutive stock options and unvested restricted stock.

Reclassifications

Certain reclassifications were made to the prior period financial statements to conform to current period presentation. See Note 2, Significant Accounting Policies Debt Discount and Debt Issuance Costs.

3. Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements

In June 2014, the FASB issued ASU No. 2014-12, *Compensation Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period* (ASU 2014-12). ASU 2014-12 provides guidance that a performance target that affects vesting of a share-based payment and that could be achieved after the requisite service period is a performance condition. As a result, the performance target is not reflected in the estimation of the award s grant date fair value. Share-based compensation cost for such award would be recognized over the required service period, if it is probable that the performance condition will be achieved. ASU 2014-12 is effective for annual reporting periods beginning after December 15, 2015. Early adoption is permitted. The guidance should be applied on a prospective basis to awards that are granted or modified on or after the effective date of the standard. Companies also have the option to apply the guidance on a modified retrospective basis for awards with performance targets outstanding on or after the beginning of the first annual period presented after the effective date of the standard. The adoption of ASU 2014-12 in the first quarter of 2016 did not have a material impact on the Company s consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, *Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs* (ASU 2015-03). ASU 2015-03 changes the presentation of debt issuance costs in the financial statements. Under the ASU, an entity presents such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. The amendments in this ASU are effective for annual and interim periods beginning after December 15, 2015 for public entities. As a result of the adoption of ASU 2015-03, the Company presented capitalized debt issuance costs in its condensed consolidated balance sheets as a direct reduction to debt and the new guidance was retrospectively applied to all prior periods presented in its condensed consolidated balance sheets.

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In April 2015, the FASB issued ASU No. 2015-04, *Compensation Retirement Benefits (Topic 715): Practical Expedient for the Measurement Date of an Employer s Defined Benefit Obligation and Plan Assets* (ASU 2015-04). ASU 2015-04 permits an entity to measure defined benefit plan assets and obligations using the month-end that is closest to the entity s fiscal year-end and apply that practical expedient consistently from year to year. ASU 2015-04 is effective for public business entities for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early application is permitted. The adoption of ASU 2015-04 in the first quarter of 2016 did not have a material impact on the Company s consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-05, *Intangibles Goodwill and Other Internal-Use Software (Subtopic 350-40): Customer s Accounting for Fees Paid in a Cloud Computing Arrangement* (ASU 2015-05). ASU 2015-05 provides guidance about an entity s accounting for fees paid in cloud computing arrangements. If a cloud computing arrangement includes a software license, then the entity should account for the software license element consistent with the acquisition of other software licenses. If the arrangement does not contain a software license, the entity should account for the arrangement as a service contract. The amendments in ASU 2015-05 are effective for annual and interim periods beginning after December 15, 2015 for public entities. The adoption of ASU 2015-05 in the first quarter of 2016 did not have a material impact on the Company s consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient* (ASU 2015-12). The amendments in *Part II* of ASU 2015-12 seek to simplify and increase the effectiveness of the required disclosures for investments related to employee benefit plans. The amendments in Part II of ASU 2015-12 will require that investments of employee benefit plans be grouped only by general type, eliminating the need to disaggregate the investments in multiple ways. Part II of ASU 2015-12 is effective for annual periods beginning on or after December 15, 2015, with early application permitted, and should be applied retrospectively for all financial statements presented. The adoption of ASU 2015-12 in the first quarter of 2016 did not have a material impact on the Company s consolidated financial statements.

In September 2015, the FASB issued ASU No. 2015-16, *Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments* (ASU 2015-16). ASU 2015-16 requires an entity to recognize adjustments to provisional amounts resulting from business combinations to be recognized in the period in which they are determined. The standard requires the acquirer to record, in the same period s financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, resulting from the change to provisional amounts, calculated as if the accounting had been completed at the acquisition date. The amendments are effective for fiscal years beginning after December 15, 2015 including interim periods within those fiscal years. The guidance requires entities to apply the update prospectively for amounts that occur after the effective date. The adoption of ASU 2015-16 in the first quarter of 2016 did not have a material impact on the Company s consolidated financial statements.

On March 30, 2016, the FASB issued ASU No. 2016-09, *Compensation-stock compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* (ASU 2016-09). ASU 2016-09 simplifies several aspects of the accounting for employee share-based payment transactions including the accounting for income taxes, forfeitures and statutory tax withholding requirements. Under the new guidance, companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in capital (APIC). Instead, they will record all excess tax benefits and tax deficiencies as income tax expense or benefit in the income statement, and APIC pools will be eliminated. It also will allow an employer to make a policy election to account for forfeitures as they occur and to repurchase more of an employee s shares than it can today for tax withholding purposes without triggering liability accounting. The new standard also amends the presentation of employee share-based payment-related items in the statement of cash flows by requiring that excess income tax benefits and deficiencies be classified in cash flows from operating activities (which we previously included in cash flows from financing activities), and that cash paid to taxing authorities arising from the withholding of shares from employees be classified in cash flows from financing activities (which is consistent with our past practice). ASU 2016-09 is effective for annual reporting periods beginning after December 15, 2016. Early adoption is permitted in any annual or interim period for which financial statements have not been issued, but all of the guidance must be adopted in the same period. The Company elected early adoption of ASU 2016-09 in the second quarter of 2016. As a result of the adoption of ASU 2016-09, for the twenty-four weeks ended June 19, 2016, the Company recognized excess tax benefits as income tax benefit. An income tax benefit of $0.4 million and $0.9

million was recognized for the first quarter of 2016 and the second quarter of 2016, respectively. There was no change to retained earnings with respect to excess tax benefits. The treatment of forfeitures has not changed as the Company has elected to continue its current practice of estimating the number of forfeitures. As such, the adoption of ASU 2016-09 has no cumulative effect on retained earnings. With the adoption of ASU 2016-09, the Company has elected to present the cash flow statement on a prospective transition method and no prior periods have been adjusted.

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Recently Issued Accounting Pronouncements Not Yet Adopted

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* (ASU 2014-09). ASU 2014-09 is a comprehensive new revenue recognition model that requires an entity to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. ASU 2014-09 also requires expanded disclosures about revenue recognition. In adopting ASU 2014-09, entities may use either a full retrospective or a modified retrospective approach. ASU 2014-09 was to be effective for the first interim period within annual reporting periods beginning after December 15, 2016, and early adoption is not permitted. In August 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers: Deferral of the Effective Date*, which defers the effective date of ASU 2014-09 for all entities by one year. The Company is currently evaluating this guidance and the impact it will have on its consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, *Presentation of Financial Statements Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity s Ability to Continue as a Going Concern* (ASU 2014-15). ASU 2014-15 provides guidance on determining when and how reporting entities must disclose going-concern uncertainties in their financial statements. The new standard requires management to perform interim and annual assessments of an entity s ability to continue as a going concern within one year of the date of issuance of the entity s financial statements (or within one year after the date on which the financial statements are available to be issued, when applicable). Further, an entity must provide certain disclosures if there is substantial doubt about the entity s ability to continue as a going concern. ASU 2014-15 is effective for annual periods ending after December 15, 2016, and interim periods thereafter and early adoption is permitted. The Company does not expect the adoption of ASU 2014-15 will have a material impact on the Company s consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, *Inventory (Topic 330)*: *Simplifying the Measurement of Inventory* (ASU 2015-11). The amendments in ASU 2015-11 do not apply to inventory that is measured using last-in, first-out (LIFO) or the retail inventory method. The amendments apply to all other inventory, which includes inventory that is measured using FIFO or average cost. An entity should measure inventory within the scope of ASU 2015-11 at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. For public business entities, the amendments in ASU 2015-11 are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The Company does not expect the adoption of ASU 2015-11 will have a material impact on the Company s consolidated financial statements.

In November 2015, the FASB issued ASU No. 2015-17, *Balance Sheet Classification of Deferred Taxes* (ASU 2015-17), which requires entities to present deferred tax assets and deferred tax liabilities as noncurrent in a classified balance sheet. ASU 2015-17 simplifies the current guidance in ASC Topic 740, *Income Taxes*, which requires entities to separately present deferred tax assets and liabilities as current and noncurrent in a classified balance sheet. ASU 2015-17 is effective for fiscal years beginning after December 15, 2016, and interim periods within those annual periods. Although early adoption is permitted for all entities as of the beginning of an interim or annual reporting period, the Company decided not to early adopt ASU 2015-17. The Company does not expect the adoption of ASU 2015-17 will have a material impact on the Company s consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities* (ASU 2016-01). The amendments in ASU 2016-01 require an entity to measure equity investments that do not result in consolidation and are not accounted for under the equity method at fair value with changes in fair value recognized in net income. The amendments also require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. The requirement to disclose the method(s) and significant assumptions used to estimate the fair value for financial instruments measured at amortized cost on the balance sheet has been eliminated by the amendments.

ASU 2016-01 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company does not expect the adoption of ASU 2016-01 will have a material impact on the Company s consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)* (ASU 2016-02). ASU 2016-02 will require organizations that lease assets, referred to as lessees , to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. A lessee will be required to recognize assets and liabilities for leases with lease terms of more than 12 months. Consistent with current GAAP, the recognition, measurement and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as a finance or operating lease. However, unlike current GAAP, which requires only capital leases to be recognized on the balance sheet, ASU 2016-02 will require both types of leases to be recognized on the balance sheet. As a result, lessees will be required to put most leases on their balance sheets while recognizing expense on their income statements in a manner similar to current accounting. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. ASU 2016-02 also may require additional disclosures, including qualitative and quantitative requirements, providing additional information about the amounts recorded in the financial statements. The Company is currently evaluating this guidance and the impact it will have on its consolidated financial statements.

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On March 9, 2016, the FASB issued ASU No. 2016-04, *Liabilities Extinguishments of Liabilities (Subtopic 405-20): Recognition of Breakage for Certain Prepaid Stored-Value Products* (ASU 2016-04). ASU 2016-04 requires issuers of prepaid stored-value products redeemable for goods, services or cash at third-party merchants to derecognize liabilities related to those products for breakage, or the value of prepaid stored-value products that is not redeemed by consumers for goods, services or cash. An entity that expects to be entitled to a breakage amount for a liability resulting from the sale of a prepaid stored-value product within the scope of ASU 2016-04 is required to derecognize the liability related to expected breakage in proportion to the pattern of rights expected to be exercised by the consumer only if it is probable that a significant reversal of the recognized breakage amount will not occur. If an entity does not expect to be entitled to a breakage amount, it is required to derecognize the related liability when the likelihood of a consumer exercising its remaining rights becomes remote. Entities will apply the guidance using either a modified retrospective approach with a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption or a full retrospective approach. The guidance is for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted. The Company does not expect the adoption of ASU 2016-04 will have a material impact on the Company s consolidated financial statements.

In April 2016, the FASB issued ASU No. 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing* (ASU 2016-10). The update amends certain guidance in ASU 2014-09, *Revenue from Contracts with Customers (Topic 606).* These amendments relate to: identifying performance obligations with respect to (a) immaterial promised goods or services, (b) shipping and handling activities and (c) identifying when promises represent performance obligations; and licensing implementation guidance with respect to (a) determining the nature of an entity s promise in granting a license, (b) sales-based and usage-based royalties, (c) restrictions of time, geographic location, and use and (d) renewals of licenses that provide a right to use intellectual properties. The effective date and transition requirements for ASU 2016-10 are the same as the effective date and transition requirements for ASU 2014-09. The Company is currently evaluating this guidance and the impact it will have on its consolidated financial statements.

In May 2016, the FASB issued ASU No. 2016-12, *Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients* (ASU 2016-12). The update amends certain guidance in ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. These amendments are intended to improve revenue recognition in the areas of collectability, presentation of sales tax and other similar taxes collected from customers, non-cash consideration, contract modifications and completed contracts at transition. The update also makes a transition technical correction stating that entities who elect to use the full retrospective transition method to adopt the new revenue standard will no longer be required to disclose the effect of the change in accounting principle on the period of adoption (as is currently required by ASC 250-10-50-1(b)(2)); however, entities will still be required to disclose the effects on pre-adoption periods that were retrospectively adjusted. The effective date and transition requirements for ASU 2016-10 are the same as the effective date and transition requirements for ASU 2014-09. The Company is currently evaluating this guidance and the impact it will have on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* (ASU 2016-13). ASU 2016-13 replaces the incurred loss impairment methodology in current GAAP. The new guidance requires immediate recognition of estimated credit losses expected to occur for most financial assets and certain other instruments. For available-for-sale debt securities with unrealized losses, the losses will be recognized as allowances rather than reductions in the amortized cost of the securities. It is effective for annual reporting periods beginning after December 15, 2019 and interim periods within those annual periods. Early adoption for annual reporting periods beginning after December 15, 2018 is permitted. Entities will apply the standard s provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first effective reporting period. The Company is currently evaluating this guidance and the impact it will have on its consolidated financial statements.

4. Debt

Current portion of debt at June 19, 2016 and January 3, 2016 was as follows (in thousands):

		June 19, 2016		January 3, 2016
Revolving Credit Facility	$	30,000	$	5,000
Less:				
Debt issuance costs		834		1,096
Total current portion of debt	$	29,166	$	3,904

Long-term debt at June 19, 2016 and January 3, 2016 was as follows (in thousands):

		June 19, 2016		January 3, 2016
Term Loan Facility	$	594,907	$	594,907
Less:				
Debt issuance costs		(2,770)		(3,112)
Discount on debt issuance		(4,297)		(4,839)
Total long-term debt	$	587,840	$	586,956

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In conjunction with the Ares Acquisition, Smart & Final Stores LLC (Smart & Final Stores) entered into three financing arrangements effective November 15, 2012, including two term loan agreements: the Term Loan Facility and a second lien term loan facility (the Second Lien Term Loan Facility) and an asset-based lending facility (the Revolving Credit Facility).

The Term Loan Facility has a term of seven years and originally provided financing of up to a maximum of $525.0 million in term loans. At November 15, 2012, the Term Loan Facility was drawn to provide $525.0 million in gross proceeds as a part of the funding for the Ares Acquisition.

All obligations under the Term Loan Facility are secured by (1) a first-priority security interest in substantially all of the property and assets of, as well as the equity interests owned by, Smart & Final Stores and SF CC Intermediate Holdings, Inc., a direct wholly owned subsidiary of SFSI (Intermediate Holdings), and the other guarantors, with certain exceptions, and (2) a second-priority security interest in the Revolving Credit Facility collateral.

Initially, borrowings under the Term Loan Facility bore interest at an applicable margin of 3.50% plus, at Smart & Final Stores option, a fluctuating rate equal to the highest of (1) the federal funds rate plus 0.50%, (2) a rate of interest published by *The Wall Street Journal* as the Prime Rate, and (3) a LIBOR loan rate based on LIBOR plus 1.00% (the ABR Borrowings). Eurocurrency Borrowings (as defined in the credit agreement governing the Term Loan Facility) bore interest at the adjusted LIBOR rate, which is the greater of (a) the LIBOR rate in effect for the applicable interest period divided by one, minus the Statutory Reserves (as defined in the credit agreement governing the Term Loan Facility) applicable to such Eurocurrency Borrowing, if any, and (b) 1.25% plus the applicable Eurocurrency (as defined in the credit agreement governing the Term Loan Facility) loan rate margin of 4.50%. As of June 19, 2016 and January 3, 2016, the weighted-average interest rate on the amount outstanding under the Term Loan Facility was 4.00%.

The Term Loan Facility contains a provision for quarterly amortization of principal in the amount of 0.25% of the aggregate principal amount of the term loans outstanding under the Term Loan Facility beginning March 31, 2013. The Term Loan Facility has no financial covenant requirements. The Term Loan Facility contains covenants that would restrict the Company s ability to pay cash dividends.

The Second Lien Term Loan Facility had a term of eight years and provided $195.0 million in gross proceeds at November 15, 2012.

Borrowings under the Second Lien Term Loan Facility bore interest at an applicable margin of 8.25% plus, at Smart & Final Stores option, a fluctuating rate equal to the highest of (1) the federal funds rate plus 0.50%, (2) a rate of interest published by *The Wall Street Journal* as the Prime Rate, or (3) a LIBOR loan rate based on LIBOR plus 1.00%.

During the second quarter of 2013, the Company amended the Term Loan Facility, reducing the ABR Borrowings applicable margin from 3.50% to 2.50%, reducing the Eurocurrency Borrowings applicable margin from 4.50% to 3.50% and reducing the Adjusted LIBOR floor rate from 1.25% to 1.00%. Additionally, the Company increased the size of the Term Loan Facility by $55.0 million through an incremental facility. The proceeds of this additional borrowing were used to reduce the amounts outstanding under the Second Lien Term Loan Facility by $55.0 million.

During the fourth quarter of 2013, the Company amended the Term Loan Facility, increasing the ABR Borrowings applicable margin from 2.50% to 2.75%, increasing the Eurocurrency Borrowings applicable margin from 3.50% to 3.75%, and reducing the size of the incremental borrowing facilities that may be incurred without regard to leverage-based limitations from $125.0 million to $75.0 million (the Second Amendment). Under the Second Amendment, the Term Loan Facility may be prepaid, in whole or in part, at any time subject to a prepayment premium of 1.00% of the principal amount of the term loans so prepaid if the prepayment occurs as a result of a repricing transaction and is effective within six months of the Second Amendment. Additionally, the Company increased the size of the Term Loan Facility by $140.0 million through an incremental facility. The proceeds of this borrowing were used to repay all amounts outstanding under the Second Lien Term Loan Facility, which was then terminated.

On September 29, 2014, the Company used the net proceeds from the IPO to repay borrowings of approximately $115.5 million under the Term Loan Facility. Quarterly amortization of the principal amount is no longer required.

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During the second quarter of 2015, the Company amended the Term Loan Facility to reduce (i) the ABR Borrowings applicable margin from 2.75% to 2.25%, (ii) the Eurocurrency Borrowings applicable margin from 3.75% to 3.25% and (iii) the Adjusted LIBOR floor rate from 1.00% to 0.75% (the Third Amendment). The November 15, 2019 maturity date remained unchanged.

The Revolving Credit Facility provides financing of up to $150 million (including up to $50.0 million for the issuance of letters of credit) subject to a borrowing base, for a term of five years. The borrowing base is a formula based on certain eligible inventory and receivables, minus certain reserves.

All obligations under the Revolving Credit Facility are secured by (1) a first-priority security interest in the accounts receivable, inventory, cash and cash equivalents, and related assets of Smart & Final Stores and Intermediate Holdings and the other guarantors under the facility, and (2) a second-priority security interest in substantially all of the other property and assets of, as well as the equity interests owned by, Smart & Final Stores and Intermediate Holdings and the other guarantors under the facility.

Borrowings under the Revolving Credit Facility bear interest at an applicable margin plus, at Smart & Final Stores option, a fluctuating rate equal to either (1) adjusted LIBOR (defined as a rate equal to the LIBOR rate in effect for the applicable interest period, as adjusted for statutory reserves) or (2) the alternate base rate (defined as a fluctuating rate equal to the highest of (x) the federal funds effective rate plus 0.50%, (y) the interest rate announced by the administrative agent as its Prime Rate and (z) the adjusted LIBOR rate for an interest period of one month plus 1.00%). The applicable margin is determined by a pricing grid based on the facility availability. At June 19, 2016 and January 3, 2016, the alternate base rate was 3.50% and 3.50%, respectively, and the applicable margin for alternate base rate loans was 0.50% and 0.25%, respectively, for a total rate of 4.00% and 3.75%, respectively. The calculated borrowing base of the Revolving Credit Facility was $182.9 million and $175.1 million at June 19, 2016 and January 3, 2016, respectively. As of June 19, 2016 and January 3, 2016, the amount outstanding under the Revolving Credit Facility was $30.0 million and $5.0 million, respectively.

The Revolving Credit Facility also provides for a $50.0 million sub-limit for letters of credit, of which the Company had $25.1 million outstanding as of both June 19, 2016 and January 3, 2016. As of June 19, 2016 and January 3, 2016, the amount available for borrowing under the Revolving Credit Facility was $94.9 million and $119.9 million, respectively. The Revolving Credit Facility does not include financial covenant requirements unless a defined covenant trigger event has occurred and is continuing. As of June 19, 2016 and January 3, 2016, no trigger event had occurred.

5. Derivative Financial Instruments

On April 15, 2013, the Company entered into a five-year interest rate swap agreement (the Swap) to fix the LIBOR component of interest under the Term Loan Facility at 1.7325% on a variable notional amount starting at $422.7 million and declining to $359.7 million for the period from September 30, 2014 through March 29, 2018. The Swap has been designated as a cash flow hedge against LIBOR interest rate movements and formally assessed, both at inception and at least quarterly thereafter, as to whether it was effective in offsetting changes in cash flows of the hedged item. The portion of the change in fair value attributable to hedge ineffectiveness was recorded in Interest expense, net in the condensed consolidated statements of operations and comprehensive income. The portion of the change in fair value attributable to hedge effectiveness, net of income tax effects, was recorded to Accumulated other comprehensive loss in the condensed consolidated statements of stockholders equity.

On May 30, 2013, the Company entered into an amendment to the Swap to change the fixed LIBOR component to 1.5995% and the floor rate to 1.00%.

On May 12, 2015, the Company entered into a second amendment to the Swap to change the fixed LIBOR component to 1.47675% and the floor rate to 0.75% on a variable notional amount starting at $410.9 million for the period from June 30, 2015 through March 29, 2018.

As of June 19, 2016 and January 3, 2016, the fair value carrying amount of the Company s interest rate swaps are recorded as follows (in thousands):

	June 19, 2016	January 3, 2016
Other assets	$	$ 542
Accrued expenses	(2,002)	(2,177)
Other long-term liabilities	(1,410)	
Total derivatives designated as hedging instruments	$ (3,412)	$ (1,635)

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The following table summarizes the loss recognized in accumulated other comprehensive loss (AOCI) and the amount of gain reclassified from AOCI into earnings for the twenty-four weeks ended June 19, 2016 (in thousands):

	Amount of Loss Recognized in AOCI on Derivative, Net of Tax (Effective Portion)	Amount of Gain Recognized in Earnings on Derivative, Net of Tax (Ineffective Portion)
Interest rate swaps	$ (1,058)	$ 7

6. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. To estimate the fair values of our financial and nonfinancial assets and liabilities, we use valuation approaches within a hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company s assumptions about the inputs that market participants would use in pricing the asset or liability and are developed based on the best information available in the circumstances. The fair value hierarchy is divided into three levels based on the source of inputs as follows:

Level 1 Quoted prices for identical instruments in active markets

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets

Level 3 Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable

The Company s assets and liabilities measured at fair value on a recurring basis are summarized in the following table by the type of inputs applicable to the fair value measurements (in thousands):

		Fair Value Measurement at June 19, 2016		
Description	Total as of June 19, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets				
	$ 2,035	$ 2,035	$	$

Other assets cash and cash equivalents that fund supplemental executive retirement plan and deferred compensation plan				
Other assets assets that fund supplemental executive retirement plan	2,714	2,714		
Other assets deferred compensation plan investment in Sprouts	4,069	4,069		
Financial liabilities				
Derivatives	(3,412)		(3,412)	
Other long-term liabilities deferred compensation plan	(18,173)	(4,069)	(14,104)	
Total	$ (12,767)	$ 4,749	$ (17,516)	$

Level 1 Investments include money market funds of $2.0 million, market index funds of $2.7 million and an investment in Sprouts of $4.1 million, with the corresponding deferred compensation liabilities of $4.1 million. The fair values of these investments are based on quoted market prices in an active market.

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Level 2 Liabilities include $14.1 million of deferred compensation liabilities, the fair value of which is based on quoted prices of similar assets traded in active markets, and $3.4 million of derivatives, which are interest rate hedges. The fair values of the derivatives are determined based primarily on a third-party pricing model that applies observable credit spreads to each exposure to calculate a credit risk adjustment and the inputs are changed only when corroborated by observable market data.

		Fair Value Measurement at January 3, 2016		
Description	**Total as of January 3, 2016**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Financial assets				
Other assets cash and cash equivalents that fund supplemental executive retirement plan and deferred compensation plan	$ 2,027	$ 2,027	$	$
Other assets assets that fund supplemental executive retirement plan	2,643	2,643		
Other assets deferred compensation plan investment in Sprouts	4,787	4,787		
Financial liabilities				
Derivatives	(1,635)		(1,635)	
Other long-term liabilities deferred compensation plan	(21,401)	(4,787)	(16,614)	
Total	$ (13,579)	$ 4,670	$ (18,249)	$

Level 1 Investments include money market funds of $2.0 million, market index funds of $2.6 million and an investment in Sprouts of $4.8 million, with the corresponding deferred compensation liabilities of $4.8 million. The fair values of these investments are based on quoted market prices in an active market.

Level 2 Liabilities include $16.6 million of deferred compensation liabilities, the fair value of which is based on quoted prices of similar assets traded in active markets, and $1.6 million of derivatives, which are interest rate hedges. The fair values of the derivatives are determined based primarily on third-party pricing model that applies observable credit spreads to each exposure to calculate a credit risk adjustment and the inputs are changed only when corroborated by observable market data.

Certain assets are measured at fair value on a nonrecurring basis, which means the assets are not measured at fair value on an ongoing basis but, rather, are subject to fair value adjustments only in certain circumstances (for example, when there is evidence of impairment). See Note 2, Summary of Significant Accounting Policies Property, Plant and Equipment, Capitalized Software and Goodwill and Intangible Assets. The fair value measurements were determined using available market capitalization rates and public comparable store sales data at the measurement dates. The Company classifies the measurements as Level 3.

7. Retirement Benefit Plans and Postretirement and Postemployment Benefit Obligations

Defined Benefit Retirement Plan

The Company has a funded noncontributory qualified defined benefit retirement plan (the Single-Employer Plan) that, prior to June 1, 2008, covered substantially all full-time employees following a vesting period of five years of service (the Pension Participants) and provided defined benefits based on years of service and final average salary. The Predecessor froze the accruing of future benefits for the Pension Participants (the Frozen Pension Participants) effective June 1, 2008, with the exception of approximately 450 hourly paid employees in the Company s distribution and transportation operations who remain eligible for pension benefits under the prior terms. No new employees are eligible for participation in the Single-Employer Plan after June 1, 2008, with the exception of new hires in the Company s eligible distribution and transportation operations. Frozen Pension Participants will continue to accrue service for vesting purposes only and future payments from the Single-Employer Plan will be in accordance with the Single-Employer Plan s retirement payment provisions. The Company funds the Single-Employer Plan with annual contributions as required by the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Company uses a measurement date of December 31 for the Single-Employer Plan.

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The components included in the net periodic benefit cost for the periods indicated are as follows (in thousands):

	Twelve Weeks Ended		Twenty-four Weeks Ended	
	June 19, 2016	June 14, 2015	June 19, 2016	June 14, 2015
Service cost	$ 344	$ 328	$ 668	$ 609
Interest cost	2,182	1,947	4,232	3,613
Expected return on plan assets	(2,160)	(2,122)	(4,188)	(3,938)
Net periodic benefit cost	$ 366	$ 153	$ 712	$ 284

During the twenty-four weeks ended June 19, 2016, the Company made a $2.6 million contribution to the Single-Employer Plan. The Company expects to fund a minimum required contribution of $8.8 million during fiscal year 2016.

Supplemental Executive Retirement Plan

The Company maintains a noncontributory, nonqualified defined benefit supplemental executive retirement plan (the SERP), which provides supplemental income payments for certain current and former corporate officers in retirement. No new participants are eligible for participation and service and compensation accruals were frozen effective June 1, 2008. Accordingly, the retirement benefit for SERP participants who remained employed by the Company was frozen, and future service or compensation increases will not adjust the SERP benefit amount.

To provide partial funding for the SERP, the Company invests in corporate-owned life insurance policies. The Company uses a measurement date of December 31 for the SERP.

The components included in the net periodic benefit cost for the periods indicated are as follows (in thousands):

	Twelve Weeks Ended		Twenty-four Weeks Ended	
	June 19, 2016	June 14, 2015	June 19, 2016	June 14, 2015
Interest cost	$ 267	$ 254	$ 534	$ 508
Net periodic benefit cost	$ 267	$ 254	$ 534	$ 508

Postretirement and Postemployment Benefit Obligations

The Company provides health care benefits for certain retired employees. Prior to June 1, 2008, substantially all full-time employees could become eligible for such benefits if they reached retirement age while still working for the Company. The Company froze the accruing of benefits for eligible participants effective June 1, 2008. Participants who were eligible for a retiree medical benefit and retired prior to June 1, 2009 continued to be eligible for retiree medical coverage. The Company retains the right to make further amendments to the benefit formula and eligibility requirements. This postretirement health care plan is contributory with participants contributions adjusted annually. The plan limits benefits to the lesser of the actual cost for the medical coverage selected or a defined dollar benefit based on years of service, applicable to eligible retirees. The Company uses a measurement date of December 31 for this health care plan.

The components included in the postretirement benefit cost for the periods indicated are as follows (in thousands):

	Twelve Weeks Ended		Twenty-four Weeks Ended	
	June 19, 2016	**June 14, 2015**	**June 19, 2016**	**June 14, 2015**
Service cost	$ 93	$ 93	$ 185	$ 185
Interest cost	161	161	323	323
Net periodic benefit cost	$ 254	$ 254	$ 508	$ 508

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8. Income Taxes

The Company s effective tax rate for the twenty-four weeks ended June 19, 2016 and June 14, 2015 was 19.3% and 38.1%, respectively. The difference in the Company s effective tax rate for the twenty-four weeks ended June 19, 2016 compared to the twenty-four weeks ended June 14, 2015 was primarily related to discrete excess tax benefits of $1.3 million from stock award exercises and vesting, as a result of the Company s early adoption of a new accounting standard that requires that excess tax benefits and deficiencies that arise upon vesting or exercise of share-based payments be recognized as an income tax benefit and expense in the income statement in the second quarter of 2016. See Note 3, Recent Accounting Pronouncements Recently Adopted Accounting Pronouncements. The adoption of this new accounting standard did not require adjustment of periods prior to the first quarter of 2016. Of the $1.3 million tax benefit resulting from the adoption of this new accounting standard, approximately $0.4 million related to the 2016 first quarter and $0.9 million related to the 2016 second quarter. Accordingly, the adoption caused the first quarter rate to change and be adjusted from a tax benefit of 43.9% to a tax benefit of 54.5%. The tax rate for the 2016 second quarter was 39.0% prior to the adoption and 30.5% subsequent to the adoption. The tax rate for the twenty-four weeks ended June 19, 2016 was 36.7% prior to the adoption and 19.3% subsequent to the adoption.

SFSI or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, various U.S. state jurisdictions and Mexico. The Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2007. The tax years which remain subject to examination or are being examined by major tax jurisdictions as of June 19, 2016 include fiscal years 2009 through 2015 for state purposes and 2007 through 2015 for federal purposes.

9. Share-Based Compensation

2014 Incentive Plan

Effective September 23, 2014, and in connection with the IPO, SFSI adopted the Smart & Final Stores, Inc. 2014 Stock Incentive Plan (the 2014 Incentive Plan), which provides for the issuance of equity-based incentive awards not to exceed 5,500,000 shares of Common Stock to eligible employees, consultants and non-employee directors in the form of stock options, restricted stock, other stock-based awards and performance-based cash awards. In addition, a number of shares of Common Stock equal to the number of shares of Common Stock underlying stock options that were previously issued under the 2012 Incentive Plan (as defined below) and that expire, terminate or are cancelled for any reason without being exercised in full will be available for issuance under the 2014 Incentive Plan.

On May 6, 2016, 390,855 shares of restricted stock were granted to certain management employees and non-employee directors under the 2014 Incentive Plan. These awards have time-based vesting terms subject to continuous employment with the Company. Except for the shares granted to non-employee directors, which vest in equal tranches of 25% over a four-year period from the grant date, these grants vest in equal tranches of 33 1/3% each year over a three-year period from the grant date. During the twenty-four weeks ended June 19, 2016, 6,543 shares of restricted stock have been retained by the Company to offset the grantee s minimum income tax obligations in connection with the vesting of such awards.

The following table summarizes the restricted stock award activity under the 2014 Incentive Plan for the twenty-four weeks ended June 19, 2016:

	Shares	Weighted-Average Grant Date Fair Value
Outstanding at January 3, 2016	559,136	$ 10.86
Granted	390,855	15.65
Forfeited	(3,750)	12.00
Vested	(16,474)	12.49
Outstanding at June 19, 2016	929,767	$ 12.84

The Company recorded share-based compensation expense related to the restricted stock awards of $0.9 million and $0.9 million for the twelve weeks ended June 19, 2016 and June 14, 2015, respectively, and $1.4 million and $1.7 million for the twenty-four weeks ended June 19, 2016 and June 14, 2015, respectively. As of June 19, 2016, the unrecognized compensation cost was $7.1 million and related weighted-average period over which restricted stock award expense was expected to be recognized was approximately 1.78 years.

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On May 6, 2016, stock options to purchase up to 579,431 shares of Common Stock were granted to certain management employees under the 2014 Incentive Plan. These awards vest in equal installments of 25% each year over a four-year period from the grant date subject to continuous employment with the Company. On April 21, 2016, SFSI s board of directors authorized and approved the modification of the exercise provisions of options granted to one management employee participant. Under the amendment, if the participant s termination is due to retirement, the portion of the option that is vested and exercisable on the date of the participant s termination may be exercised by the participant at any time within a period beginning on the date of termination and ending on the earlier of (i) two years after the date of such termination and (ii) the expiration date of the stated term of the option, after which any unexercised portion of the option shall terminate.

The following table summarizes the Time-Based Option activity under the 2014 Incentive Plan for the twenty-four weeks ended June 19, 2016, dollars in thousands except weighted average exercise price:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 3, 2016	2,093,918	$ 12.06		
Granted	579,431	15.65		
Forfeited	(50,000)	12.00		
Exercised				
Expired				
Outstanding at June 19, 2016	2,623,349	$ 12.85	8.63 years	$ 7,357
Exercisable at June 19, 2016	344,081	$ 12.00	8.26 years	$ 1,256

Aggregate intrinsic value represents the difference between the closing stock price of the Common Stock and the exercise price of outstanding, in-the-money options. The closing stock price as reported on the New York Stock Exchange as of June 19, 2016 was $15.65.

The Company recorded share-based compensation expense for Time-Based Options granted under the 2014 Incentive Plan of $0.6 million and $0.7 million for the twelve weeks ended June 19, 2016 and June 14, 2015, respectively, and $1.2 million and $1.6 million for the twenty-four weeks ended June 19, 2016 and June 14, 2015, respectively. As of June 19, 2016, the unrecognized compensation cost was $6.0 million and related weighted-average period over which Time-Based Option expense was expected to be recognized was approximately 2.29 years.

2012 Incentive Plan

Effective November 15, 2012, SFSI adopted the SF CC Holdings, Inc. 2012 Stock Incentive Plan (the 2012 Incentive Plan), which provides for the issuance of equity-based incentive awards not to exceed 11,400,000 shares of Common Stock. Effective upon closing of the IPO, no new awards may be granted under the 2012 Incentive Plan.

The following table summarizes the Time-Based Option activity under the 2012 Incentive Plan for the twenty-four weeks ended June 19, 2016, dollars in thousands except weighted average exercise price:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 3, 2016	5,253,610	$ 6.59		
Forfeited	(33,592)	6.59		
Exercised	(217,546)	6.71		
Cancelled				
Expired				
Outstanding at June 19, 2016	5,002,472	$ 6.58	6.63 years	$ 45,374
Exercisable at June 19, 2016	2,964,380	$ 6.58	6.63 years	$ 26,899

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Under the 2012 Incentive Plan and the Company s standard form of stock option award agreement for the 2012 Incentive Plan, the Company had a right to repurchase from the participant all or a portion of the shares of Common Stock issued upon the exercise of a stock option prior to the IPO. As a result of the IPO and the related termination of various restrictions on the transfer of Common Stock, it was determined that the Company s repurchase right is no longer in effect. Accordingly, as of the consummation of the IPO, it was considered probable that the participants could realize monetary benefit from the exercise of such stock options, and the Company started recording share-based compensation expense related to these option grants. The Company recorded share-based compensation expense for these Time-Based Options granted under the 2012 Incentive Plan of $0.4 million and $0.8 million for the twelve weeks ended June 19, 2016 and June 14, 2015, respectively, and $0.9 million and $1.6 million for the twenty-four weeks ended June 19, 2016 and June 14, 2015, respectively. As of June 19, 2016, the unrecognized compensation cost was $1.6 million and related weighted-average period over which Time-Based Option expense was expected to be recognized was 1.09 years.

In connection with the Ares Acquisition on November 15, 2012, certain stock options to purchase shares of common stock of the Predecessor were converted into 3,625,580 stock options to purchase Common Stock (the Rollover Options). For Common Stock issued upon exercise of a Rollover Option, prior to the IPO, the repurchase price was the fair market value of the Common Stock on the date of termination. In the event of a participant s termination of employment for cause or upon discovery that the participant engaged in detrimental activity, if the Company elected to exercise its repurchase right, it was required to do so within a 180-day period commencing on the later of (i) the date of termination and (ii) the date on which such Rollover Option was exercised. In the event of a participant s termination of employment for any other reason, the repurchase right was required to be exercised by the Company during the 90-day period following the date of termination.

The following table summarizes the Rollover Option activity for the twenty-four weeks ended June 19, 2016, dollars in thousands except weighted average exercise price:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 3, 2016	2,700,850	$ 2.26		
Forfeited				
Exercised	(154,509)	2.09		
Cancelled				
Expired				
Outstanding at June 19, 2016	2,546,341	$ 2.27	1.64 years	$ 34,069
Exercisable at June 19, 2016	2,546,341	$ 2.27	1.64 years	$ 34,069

10. Accumulated Other Comprehensive Loss

The following table represents the changes in AOCI by each component, net of tax, for the twenty-four weeks ended June 19, 2016 (in thousands):

	Defined Benefit Retirement Plan	Cash Flow Hedging Activity	Foreign Currency Translation and Employee Benefit Obligation Adjustment	Total

Balance at January 3, 2016	$	(3,000)	$	(1,022)	$	(1,966)	$	(5,988)
OCI before reclassification				(1,065)		(102)		(1,167)
Amounts reclassified out of AOCI				7				7
Net current period OCI				(1,058)		(102)		(1,160)
Balance at June 19, 2016	$	(3,000)	$	(2,080)	$	(2,068)	$	(7,148)

The following table represents the items reclassified out of each component of AOCI and the related tax effects for the twenty-four weeks ended June 19, 2016 (in thousands):

Details about AOCI Components		**Amount Reclassified from AOCI**	**Location within Statement of Operations and Comprehensive Income**
Loss on cash flow hedges			
Interest rate swaps	$	12	Interest income, net
		12	Total before income taxes
		5	Income tax expense
	$	7	Reclassification adjustments, net of tax
Total reclassifications for the twenty-four weeks ended June 19, 2016	$	7	Total reclassifications, net of tax

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11. Segment Information

The Company is a value-oriented retailer serving a diverse demographic of household and business customers through two complementary store banners. The Smart & Final business focuses on both household and business customers, and the Cash & Carry business focuses primarily on restaurants, caterers and a wide range of other foodservice businesses. The Company s chief operating decision maker regularly reviews the operating performance of each of the store banners including measures of performance based on income (loss) from operations. The Company considers each of the store banners to be an operating segment and has further concluded that presenting disaggregated information of these two operating segments provides meaningful information as certain economic characteristics are dissimilar as well as the characteristics of the customer base served.

The Corporate/Other category is comprised primarily of corporate overhead support expenses and administrative expenses incidental to the activities of the reportable segments, interest expense and other costs associated with the Company s debt obligations, equity earnings in its joint venture, and income taxes.

For the twelve weeks ended June 19, 2016, the operating information and total assets for the reportable segments are as follows (in thousands):

	Smart & Final	Cash & Carry	Corporate / Other	Consolidated
Net sales	$ 811,754	$ 226,527	$	$ 1,038,281
Cost of sales, distribution and store occupancy	685,129	193,579	2,359	881,067
Operating and administrative expenses	108,041	15,225	15,553	138,819
Income (loss) from operations	$ 18,584	$ 17,723	$ (17,912)	$ 18,395
As of June 19, 2016:				
Total assets	$ 1,655,866	$ 328,355	$ (109,251)	$ 1,874,970
Intercompany receivable (payable)	$ 196,896	$ (12,931)	$ (183,965)	$
Investment in joint venture	$	$	$ 13,576	$ 13,576
Goodwill	$ 406,662	$ 204,580	$	$ 611,242
For the twelve weeks ended June 19, 2016:				
Capital expenditures	$ 40,524	$ 824	$ 1,470	$ 42,818
Assets acquired in Haggen Transaction	$ 426	$	$	$ 426
Depreciation and amortization	$ 16,499	$ 850	$ 1,904	$ 19,253

For the twelve weeks ended June 14, 2015, the operating information for the reportable segments is as follows (in thousands):

	Smart & Final	Cash & Carry	Corporate / Other	Consolidated
Net sales	$ 687,353	$ 217,768	$	$ 905,121
Cost of sales, distribution and store occupancy	574,217	187,208	2,113	763,538
Operating and administrative expenses	82,399	14,632	17,100	114,131
Income (loss) from operations	$ 30,737	$ 15,928	$ (19,213)	$ 27,452
For the twelve weeks ended June 14, 2015:				
Capital expenditures	$ 33,183	$ 2,641	$ 1,817	$ 37,641
Depreciation and amortization	$ 12,622	$ 729	$ 1,932	$ 15,283

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For the twenty-four weeks ended June 19, 2016, the operating information and total assets for the reportable segments are as follows (in thousands):

	Smart & Final	Cash & Carry	Corporate / Other	Consolidated
Net sales	$ 1,521,068	$ 425,666	$	$ 1,946,734
Cost of sales, distribution and store occupancy	1,291,811	364,696	4,662	1,661,169
Operating and administrative expenses	203,241	30,050	30,610	263,901
Income (loss) from operations	$ 26,016	$ 30,920	$ (35,272)	$ 21,664
For the twenty-four weeks ended June 19, 2016:				
Capital expenditures	$ 67,123	$ 1,886	$ 2,722	$ 71,731
Assets acquired in Haggen Transaction	$ 2,227	$	$	$ 2,227
Depreciation and amortization	$ 31,251	$ 1,706	$ 3,830	$ 36,787

For the twenty-four weeks ended June 14, 2015, the operating information for the reportable segments is as follows (in thousands):

	Smart & Final	Cash & Carry	Corporate / Other	Consolidated
Net sales	$ 1,316,189	$ 411,102	$	$ 1,727,291
Cost of sales, distribution and store occupancy	1,104,837	354,515	4,191	1,463,543
Operating and administrative expenses	160,646	28,519	31,917	221,082
Income (loss) from operations	$ 50,706	$ 28,068	$ (36,108)	$ 42,666
For the twenty-four weeks ended June 14, 2015:				
Capital expenditures	$ 54,050	$ 4,319	$ 3,655	$ 62,024
Depreciation and amortization	$ 24,501	$ 1,406	$ 3,877	$ 29,784

12. Commitments and Contingencies

Legal Actions

On February 11, 2016, the Company received a subpoena from the District Attorney for the County of Yolo, State of California, seeking information concerning its handling, disposal and reverse logistics of potential hazardous waste at its stores and distribution centers in the State of California. The Company has provided information and is cooperating with the authorities from multiple counties in California in connection with this ongoing matter. While a loss related to this matter is reasonably possible, at this time, the Company cannot reasonably estimate the possible loss or range of loss that may arise from this matter or whether this matter will have a material impact on its financial condition or operating results.

The Company is engaged in various other legal actions, claims and proceedings in the ordinary course of business, including claims related to employment related matters, breach of contracts, products liabilities and intellectual property matters resulting from its business activities. The Company does not believe that the ultimate determination of these actions, claims and proceedings will either individually or in the aggregate have a material adverse effect on its consolidated results of operations or financial position.

13. Earnings Per Share

Basic earnings per share represents net income for the period shares of Common Stock were outstanding, divided by the weighted average number of shares of Common Stock outstanding for the applicable period. Diluted earnings per share represents net income divided by the weighted average number of shares of Common Stock outstanding for the applicable period, inclusive of the effect of dilutive securities such as outstanding stock options and unvested restricted stock.

A reconciliation of the numerators and denominators of the basic and diluted earnings per share calculations is as follows (in thousands, except per share amounts):

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	Twelve Weeks Ended		Twenty-four Weeks Ended	
	June 19, 2016	June 14, 2015	June 19, 2016	June 14, 2015
Net income	$ 7,806	$ 11,038	$ 6,168	$ 15,921
Weighted average shares outstanding for basic EPS	73,197,064	73,090,917	73,193,107	73,087,600
Effect of dilutive securities:				
Assumed exercise of time-based stock options and vesting of restricted stock	5,710,120	3,802,149	5,783,498	3,686,074
Weighted average shares and share equivalents outstanding for diluted EPS	78,907,184	76,893,066	78,976,605	76,773,674
Basic earnings per share	$ 0.11	$ 0.15	$ 0.08	$ 0.22
Diluted earnings per share	$ 0.10	$ 0.14	$ 0.08	$ 0.21

Potentially dilutive securities representing 338,703 shares of Common Stock for the twelve weeks ended June 19, 2016 were excluded from the computation of diluted earnings per share because their effect would have been antidilutive. Potentially dilutive securities representing 183,499 shares of Common Stock for the twenty-four weeks ended June 19, 2016 were excluded from the computation of diluted earnings per share because their effect would have been antidilutive.

The Company elected early adoption of ASU 2016-09 in the second quarter of 2016. Under the new guidance, the Company no longer records excess tax benefits in additional paid-in capital (APIC). Instead, the Company recognizes all excess tax benefits (windfalls) as income tax expense or benefit in the income statement. As a result of including income tax effects from windfalls in income tax expense, the calculation of both basic and diluted earnings per share was affected. Under the treasury stock method used to calculate diluted earnings per share, windfalls are included in the proceeds assumed to be used to purchase shares. Under the new guidance, windfalls are recognized in net income and thus no longer included in assumed proceeds under the treasury stock method. In effect, fewer shares are assumed to be repurchased. This generally increases the dilutive effect of share options and restricted stock.

The following table sets forth the changes in the basic and diluted loss per share calculation for the twelve weeks ended March 27, 2016 (in thousands, except per share amounts):

	Twelve Weeks Ended	
	March 27, 2016 (As adjusted)	March 27, 2016 (As reported)
Net loss	$ (1,638)	$ (2,018)
Weighted average shares outstanding for basic EPS	73,189,149	73,189,149
Effect of dilutive securities:		
Assumed exercise of time-based stock options and vesting of restricted stock		
Weighted average shares and share equivalents outstanding for diluted EPS	73,189,149	73,189,149
Basic loss per share	$ (0.02)	$ (0.03)
Diluted loss per share	$ (0.02)	$ (0.03)

As a result of the adoption of ASU 2016-09, potentially dilutive securities representing 5,885,169 shares of Common Stock for the twelve weeks ended March 27, 2016 were excluded from the computation of diluted loss per share because their effect would have been antidilutive.

14. Haggen Transaction

On October 2, 2015, Smart & Final Stores entered into an Asset Purchase Agreement with Haggen whereby Smart & Final Stores agreed to become a stalking horse bidder to acquire certain assets, including 28 store leases and related assets, of Haggen. On November 24, 2015 and December 22, 2015, Smart & Final Stores entered into additional Asset Purchase Agreements to acquire five more store leases and related assets of Haggen (all collectively, the Asset Purchase Agreements and the transactions, collectively, the Haggen Transaction). The initial purchase price for all 33 store leases and related assets was $67.9 million, subject to certain adjustments. The Haggen Transaction closed in December 2015. During the twenty-four weeks ended June 19, 2016, the purchase price was increased for additional acquisition-related transaction costs and adjustments of $0.5 million.

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The aggregate consideration paid in the Haggen Transaction was as follows (in thousands):

Aggregate purchase price (excluding adjustments)	$	67,827
Less closing adjustments		(3,455)
Cash paid pursuant to the Asset Purchase Agreements		64,372
Acquisition related costs		4,035
Total consideration paid	$	68,407

The cash consideration paid at the closing of the Haggen Transaction was based in part on estimated closing adjustments, including an estimated adjustment (i) related to repairs to roof, building structure and mechanical systems (including HVAC, plumbing and electrical but excluding refrigeration systems) and (ii) reasonably required to bring the properties into compliance with laws applicable to conducting a retail grocery business (the Property Condition Adjustment). The Property Condition Adjustment, which resulted in a reduction of $3.6 million to the total cash purchase price, is subject to certain caps and floors per property and is subject to adjustment, in each case as set forth in the applicable Asset Purchase Agreement. Any adjustment to the purchase price resulting from final agreement by the parties will be accounted for as an adjustment to the cost of the assets acquired and allocated based on their initial relative fair values.

Furthermore, direct acquisition-related transaction costs totaling $4.0 million, including success, consulting, legal and accounting fees were capitalized in the periods incurred and included in the total cost of acquiring the assets.

Pursuant to the Asset Purchase Agreements, the Company acquired certain leasehold interests in California, as well as associated improvements, fixtures, equipment, permits and licenses of Haggen. Haggen retained inventory, pharmacy assets, prescription files and certain other assets with respect to each of the stores. Prior to closing of the transaction, store operations were ceased and no customer base, employee base, market distribution system, operating rights (other than liquor licenses), physical facilities (other than the store lease and related fixed assets/equipment), or processes were acquired for value. As of June 19, 2016, the Company has reopened the 33 stores under its *Extra*! store format. The Haggen Transaction did not meet the definition of a business acquisition and was accounted for as an asset acquisition using a cost accumulation approach. The total consideration paid was allocated to the individual assets acquired and liabilities assumed on a relative fair value basis. The determination of fair value used to allocate the total consideration paid is based on various factors including quoted market prices, expected future cash flows, current replacement costs, market rate assumptions, useful lives and appropriate discount and growth rates.

The total cost allocated to the assets acquired is as follows (in thousands):

Leasehold interests	$	55,148
Fixtures and equipment		11,257
Transferrable liquor licenses		2,002
Total cost of net assets acquired	$	68,407

Acquired leasehold interests are finite-lived intangible assets amortized over their estimated useful benefit period which is typically the lease term. Fixtures and equipment are finite-lived tangible assets which are depreciated or amortized over their estimated useful lives. Transferrable liquor licenses are indefinite-lived intangible assets which are evaluated for impairment annually, or more frequently if events or changes in circumstances indicate that the asset might be impaired. See Note 2, Summary of Significant Accounting Policies. The transaction will be treated as an asset acquisition for tax purposes.

15. Share Repurchase Program

On August 31, 2015, SFSI s board of directors authorized a share repurchase program of up to $25 million for repurchase of shares of Common Stock, to be financed from cash on hand and executed over a period of time. Repurchases under the share repurchase program commenced on November 20, 2015 and are expected to occur through August 2016.

The specific timing and amount of the repurchases will be dependent on market conditions, applicable laws and other factors. In connection with the share repurchase program, the Company may acquire shares in open market transactions (including pursuant to plans adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended) or privately negotiated transactions.

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During the twenty-four weeks ended June 19, 2016, the Company repurchased 327,193 shares of its common stock through open market purchases for an aggregate cost of $5.1 million. The repurchased shares are no longer deemed issued and outstanding.

16. Subsequent Events

On July 20, 2016 (the Effective Date) SFSI entered into an amended and restated employment agreement with David G. Hirz which provided, among other provisions, for Mr. Hirz to: (a) serve as the President and Chief Executive Officer of the Company for a three-year term from the Effective Date with automatic one-year extensions, (b) be nominated to serve as a director on the Company s board of directors for so long as he remains employed by the Company, (c) be compensated through base salary, bonus, benefits and expense reimbursement and (d) be considered for an annual grant of equity awards on terms determined by the SFSI s board of directors or the Compensation Committee.

On July 19, 2016, the Company amended the Revolving Credit Facility to provide financing of up to $200 million (including up to $65 million for the issuance of letters of credit) subject to a borrowing base, for a term of five years. The borrowing base is a formula based on certain eligible inventory and receivables, minus certain reserves.

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

The following Management s Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with Item 1, Financial Statements in Part I of this quarterly report on Form 10-Q.

Forward-Looking Statements

The discussion in this quarterly report, including under Item 2, Management s Discussion and Analysis of Financial Condition and Results of Operations of Part I and Item 1A, Risk Factors of Part II, contains forward-looking statements within the meaning of federal securities laws. All statements other than statements of historical fact contained in this quarterly report, including statements regarding our future operating results and financial position, business strategy and plans and objectives of management for future operations, are forward-looking statements. In many cases, you can identify forward-looking statements by terms such as may, should, expects, plans, anticipates, could, intends, target, contemplates, believes, estimates, predicts, potential or continue or the negative of these terms or other similar expressions.

The forward-looking statements contained in this quarterly report reflect our views as of the date hereof about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause our actual results, performance or achievements to differ significantly from those expressed or implied in any forward-looking statement. Although we believe that the expectations reflected in the forward-looking statements in this quarterly report are reasonable, we cannot guarantee future events, results, performance or achievements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements in this quarterly report, including, without limitation, those factors described in Item 2, Management s Discussion and Analysis of Financial Condition and Results of Operations of Part I and Item 1A, Risk Factors of Part II. Some of the key factors that could cause actual results to differ from our expectations include the following:

- competition in our industry is intense and our failure to compete successfully may adversely affect our sales, financial condition and operating results;

- our continued growth depends on new store openings and our failure to successfully open new stores or successfully manage the potential difficulties associated with store growth could adversely affect our business and stock price;

- our failure to successfully operate store properties acquired from Haggen could adversely affect our business and operating results;

- real or perceived quality or food safety concerns could adversely affect our business, operating results and reputation;

- we may be unable to maintain or increase comparable store sales, which could adversely affect our business and stock price;

- the current geographic concentration of our stores and our net sales creates an exposure to local or regional downturns or catastrophic occurrences;

- disruption of supplier relationships could adversely affect our business;

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- any significant interruption in the operations of our distribution centers or common carriers could disrupt our ability to deliver our products in a timely manner;

- our failure to comply with laws, rules and regulations affecting us and our industry could adversely affect our financial condition and operating results;

- disruptions to or security breaches involving our information technology systems could harm our ability to run our business;

- we have significant debt service obligations and may incur additional indebtedness in the future, which could adversely affect our financial condition and operating results and our ability to react to changes to our business; and

- covenants in our debt agreements restrict our operational flexibility.

Readers are urged to consider these factors carefully in evaluating the forward-looking statements in this quarterly report and are cautioned not to place undue reliance on these forward-looking statements. All of the forward-looking statements in this quarterly report are based on information available to us on the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as otherwise required by law.

Business Overview

We are a high-growth, value-oriented food retailer serving a diverse demographic of household and business customers through two complementary and highly productive store banners: *Smart & Final* and *Cash & Carry*. As of June 19, 2016, we operated 306 non-membership, warehouse-style stores throughout the Western United States, with an additional 15 stores in Northwestern Mexico in a joint venture. We have a differentiated merchandising strategy that emphasizes high quality perishables, a wide selection of private label products, products tailored to business and foodservice customers and products offered in a broad range of sizes.

We consider each of our store banners to be an operating segment, and have concluded that presenting disaggregated information for our two operating segments provides meaningful information because of differences in their respective economic characteristics and customer bases. For the twenty-four weeks ended June 19, 2016, our *Smart & Final* and *Cash & Carry* segments represented approximately 78.1% and 21.9%, respectively, of our consolidated sales compared with 76.2% and 23.8%, respectively, for the twenty-four weeks ended June 14, 2015.

Our *Smart & Final* segment is based in Commerce, California and includes, as of June 19, 2016, 90 legacy *Smart & Final* stores and 161 *Extra!* format stores, which focus on household and business customers and are located in California, Arizona and Nevada. Our legacy *Smart & Final* stores offer extensive selections of fresh perishables and everyday grocery items, together with a targeted selection of foodservice, packaging and janitorial products, under both national and private label brands. Our *Extra!* store format offers a one-stop shopping experience with a more expansive selection of items than our legacy *Smart & Final* stores and an emphasis on perishables and household items. The continued development of our *Extra!* store format, through additional new store openings and conversions and relocations of legacy *Smart & Final* stores, is the cornerstone of our growth strategy.

Our *Cash & Carry* segment is based in Portland, Oregon and includes, as of June 19, 2016, 55 *Cash & Carry* stores, which focus primarily on business customers and are located in Washington, Oregon, Northern California, Idaho and Nevada. Our *Cash & Carry* stores offer a wide variety of SKUs tailored to the core needs of foodservice customers such as restaurants, caterers and a wide range of other foodservice businesses in a flexible mix of case quantity or single unit purchases.

Outlook

We plan to expand our store footprint, primarily through opening new *Extra!* stores in existing and adjacent markets, and by entering new markets. We believe we have a scalable operating infrastructure to support our anticipated growth which, together with our flexible real estate strategy and advanced distribution capabilities, position us to capitalize on our growth opportunities. For the *Smart & Final* banner, our current plan is to achieve 10% unit store growth each year. We had the opportunity to pursue accelerated development of Smart & Final *Extra!* stores in fiscal 2016 through the acquisition of 33 store leases and related assets in central and Southern California previously operated under the Haggen banner. Of these 33 store properties, we opened 29 new stores and relocated four existing legacy stores into acquired locations in the twenty-four weeks ended June 19, 2016. Additionally, we opened one additional new *Extra!* store in the first two quarters of 2016. Our fiscal 2016 store development plans also include an anticipated five additional new *Extra!* stores, two of which will be relocations of legacy stores. We plan to continue converting our larger legacy *Smart & Final* stores to our *Extra!* format and investing in our legacy *Smart & Final* stores that are not candidates for conversion to the *Extra!* format by completing major remodel projects and targeted relocations. We also plan to open four new *Cash & Carry* stores in fiscal 2016.

In addition, we plan to leverage our significant investments in management, information technology systems, infrastructure and marketing to grow our comparable store sales and enhance our operating margins through execution of a number of key initiatives, including initiatives to increase net sales of perishable products in our *Smart & Final* stores, to increase net sales of private label products in our *Smart & Final* and *Cash & Carry* stores, and to expand our marketing programs in our *Smart & Final* and *Cash & Carry* stores. We expect each of these key initiatives, if successful, to generate increased comparable store sales and also expect our initiative to increase net sales of private label products to enhance our operating margins, as private label products have historically generated higher gross margins relative to national branded products.

Factors Affecting Our Results of Operations

Various factors affect our results of operations during each period, including:

Store Openings

We expect that a primary driver of our growth in sales and gross margin will be the continued development of our *Extra!* format stores through new store openings, conversions and relocations. We also plan to opportunistically open new *Cash & Carry* stores, which will further amplify sales and gross margin. Our results of operations have been and will continue to be materially affected by the timing and number of new store openings, including conversions and relocations of legacy *Smart & Final* stores to the *Extra!* format, and the amount of associated costs. For example, we typically incur higher than normal employee costs at the time of a new store opening, conversion or relocation associated with set-up and other related costs. Also, our operating margins are typically negatively affected by promotional discounts and other marketing costs associated with new store openings, conversions and relocations, as well as higher inventory markdowns and costs related to hiring and training new employees in new stores. Additionally, promotional activities may result in higher than normalized sales in the first several weeks following a new store opening. Our new *Extra!* and *Cash & Carry* stores typically build a customer base over time and reach a mature sales growth rate in the third and fourth year after opening, respectively. As a result, typically our new stores initially have lower margins and higher operating expenses, as a percentage of sales, than our more mature stores.

Based on our experience, we expect that certain of our new *Extra!* stores will impact sales at our existing stores in close proximity in the short term. However, we believe that over the longer term any such sales impact will be more than offset by future sales growth and expanded market share.

During the twenty-four weeks ended June 19, 2016, the Company opened 30 new *Extra!* format stores and relocated four legacy *Smart & Final* stores which reopened under the *Extra!* format. These new and relocated stores were concentrated in key central and Southern California markets where the Company has an established base of stores. As a result of the increased density, certain new store openings had an impact on the sales of nearby stores which negatively impacted comparable sales growth. Additionally, sales transferred from existing stores to new stores typically were more profitable at the more mature existing store than at the less mature new store.

Developments in Competitive Landscape

We operate in the highly competitive food retail and foodservice industries. We compete on a combination of factors, including price, product selection, product quality, convenience, customer service, store format and location. Our principal competitors include conventional grocery banners such as Albertsons and Kroger, discounters and warehouse clubs such as Costco, mass merchandisers such as Walmart and Target, foodservice delivery companies such as Sysco and US Foods, as well as online retailers and other specialty stores. Some of our competitors may have greater financial or marketing resources than we do and may be able to devote greater resources to sourcing, promoting and selling their products. These competitors could use these advantages to take certain measures, including reducing prices that could adversely affect our competitive position, business, financial condition and operating results.

Pricing Strategy and Investments in Everyday Low Prices

We have a commitment to everyday low prices, which we believe positions both our *Smart & Final* and *Cash & Carry* stores as top of mind destinations for our target customers. Pricing in our *Smart & Final* stores is targeted to be substantially lower than that of conventional grocers and competitive with that of large discounters and warehouse clubs, with no membership fee requirement. Pricing in our *Cash & Carry* stores is targeted to be substantially lower than our foodservice delivery competitors, with no membership fee requirement and greater price transparency to customers and no minimum order size, and competitive with typical warehouse clubs.

Our pricing strategy is geared toward optimizing the pricing and promotional activities across our mix of higher-margin perishable items and everyday value-oriented traditional grocery items. This strategy involves determining prices that will improve our operating margins based upon our analysis of how demand varies at different price levels as well as our costs and inventory levels.

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Expanded Private Label Offerings

Private label products are key components of our pricing and merchandising strategy, as we believe they build and deepen customer loyalty, enhance our value proposition, generate higher gross margins relative to national brands and improve the breadth and selection of our product offering. We believe that a strong private label offering has become an increasingly important competitive advantage in the food retail and foodservices industries.

As of June 19, 2016, we had a portfolio of 3,100 private label items, which represented 28% of our *Smart & Final* banner sales for the twenty-four weeks ended June 19, 2016. Typically, our private label products generate a higher gross margin as a percentage of sales as compared to a comparable national brand product.

General Economic Conditions and Changes in Consumer Behavior

The overall economic environment in the markets we serve, particularly California, and related changes in consumer behavior, have a significant impact on our business and results of operations. In general, positive conditions in the broader economy promote customer spending in our stores, while economic weakness results in reduced customer spending. Macroeconomic factors that can affect customer spending patterns, and thereby our results of operations, include employment rates, business conditions, changes in the housing market, the availability of consumer credit, interest rates, tax rates and fuel and energy costs.

Infrastructure Investment

Our historical results of operations reflect the impact of our ongoing investments in infrastructure to support our growth. We have made significant investments in senior management, information technology systems, supply chain systems and marketing. These investments include significant additions to our personnel, including experienced industry executives and management and merchandising teams to support our long-term growth objectives. We plan on continuing to make targeted investments in our infrastructure as necessary to support our growth.

Inflation and Deflation Trends

Inflation and deflation can impact our financial performance. During inflationary periods, our results of operations can be positively impacted in the short term, as we sell lower-priced inventory in a higher price environment. Conversely, in deflationary periods, our short-term sales and earnings growth can be negatively affected by pricing softness. The short-term impact of inflation and deflation is largely dependent on our ability to pass the effects through to our customers, which is subject to competitive market conditions.

In recent inflationary periods, market dynamics have generally allowed us to pass through most cost increases to customers. Beginning in the second quarter of 2015 and continuing through the second quarter of 2016, we have experienced deflation in certain food and non-food commodities, and market dynamics have resulted in passing through cost decreases to customers which have negatively impacted sales growth. This in turn has negatively affected the results of operations as certain elements of operating costs do not change with product selling prices.

We estimate that the applicable deflation rate for the first half of 2016 has been approximately 1.3% and we currently anticipate that the deflation rate will be 2.0% in the second half of 2016. Deflation negatively affects our sales and comparable sales rates, as well as negatively impacting our income from operations due to the deleveraging impact of lower sales on our overall cost structure.

Components of Results of Operations

Net Sales

We recognize revenue from the sale of products at the point of sale. Discounts provided to customers at the time of sale are recognized as a reduction in sales as the products are sold. Sales tax collections are presented in the statement of operations and comprehensive income on a net basis and, accordingly, are excluded from reported sales revenues. Proceeds from the sale of our *Smart & Final* gift cards are recorded as a liability at the time of sale, and recognized as sales when they are redeemed by the customer. Our *Smart & Final* gift cards do not have an expiration date.

We regularly review and monitor comparable store sales growth to evaluate and identify trends in our sales performance. With respect to any fiscal period during any year, comparable store sales include sales for stores operating both during such fiscal period in such year and in the same fiscal period of the previous year. Sales from a store will be included in the calculation of comparable store sales after the 60th full week of operations, and sales from a store are also included in the calculation of comparable store sales if (i) the store has been physically relocated, (ii) the selling square footage has been increased or decreased or (iii) the store has been converted to a new format within a store banner (e.g., from a legacy *Smart & Final* store to the *Extra!* format). However, sales from an existing store will not be included in the calculation of comparable store sales if the store has been converted to a different store banner (e.g., from *Smart & Final* to *Cash & Carry*).

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Cost of Sales, Buying and Occupancy and Gross Margin

The major categories of costs included in cost of sales, buying and occupancy are cost of goods sold, distribution costs, costs of our buying department and store occupancy costs, net of earned vendor rebates and other allowances. Distribution costs consist of all warehouse receiving and inspection costs, warehousing costs, all transportation costs associated with shipping goods from our warehouses to our stores, and other costs of our distribution network. Store occupancy costs include store rental, common area maintenance, property taxes, property insurance, and depreciation.

Gross margin represents sales less cost of sales, buying and occupancy. Our gross margin may not be comparable to other retailers, since not all retailers include all of the costs related to their distribution network in cost of sales like we do. Some retailers exclude a portion of these costs (e.g., store occupancy and buying department costs) from cost of sales and include them in selling, general and administrative expenses.

Our cost of sales, buying and occupancy expense and gross margin are correlated to sales volumes. As sales increase, gross margin is affected by the relative mix of products sold, pricing strategies, inventory shrinkage and improved leverage of fixed costs.

Operating and Administrative Expenses

Operating and administrative expenses include direct store-level expenses associated with displaying and selling our products at the store level, including salaries and benefits for our store work force, fringe benefits, store supplies, advertising and marketing and other store-specific costs. Operating and administrative expenses also consist of store overhead costs and corporate administrative costs including salaries and benefits costs, share-based compensation, corporate occupancy costs, amortization expense, and other expenses associated with being a public company.

We expect that our operating and administrative expenses will increase in future periods resulting primarily from our store development program, including the growth in the number of our stores and, to a lesser extent, from additional legal, accounting, insurance and other expenses associated with being a public company.

Income Tax Provision

We are subject to federal income tax as well as state income tax in various jurisdictions of the United States in which we conduct business. Income taxes are accounted for under the asset and liability method.

Equity in Earnings of Mexico Joint Venture

Our wholly owned subsidiary, Smart & Final de Mexico S.A. de C.V., is a Mexican holding company that owns a 50% interest in a joint venture. The remaining 50% of the joint venture is owned by Grupo Calimax S.A. de C.V., an entity comprising the investment interests of a family group who are also the owners of the Calimax grocery store chain in Mexico. As of June 19, 2016, this joint venture operated 15 *Smart & Final* stores in Northwestern Mexico, which are similar in concept to our legacy *Smart & Final* stores. This joint venture operates as a Mexican domestic corporation under the name Smart & Final del Noroeste, S.A. de C.V. Our interest in this joint venture is not consolidated and is reported using the equity method of accounting.

Factors Affecting Comparability of Results of Operations

Term Loan Facility Amendments

Our interest expense in any particular period is impacted by our overall level of indebtedness during that period and by changes in the applicable interest rates on such indebtedness. In connection with the Ares Acquisition, we entered into the Term Loan Facility and the Second Lien Term Loan Facility, consisting of $525.0 million and $195.0 million of term indebtedness, respectively, and our $150.0 million Revolving Credit Facility.

During the second quarter of 2015, we amended the Term Loan Facility to, among other things; decrease the applicable margin from 3.75% to 3.25%. We recorded a $2.2 million loss on the early extinguishment of debt in the second quarter of 2015. We also amended our Interest Rate Swap Agreement, effective June 30, 2015, to fix the LIBOR component of interest under the Term Loan Facility at 1.47675% and to mirror the Term Loan Facility s floor rate of 0.75%.

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Initial Public Offering and Secondary Public Offering

On September 29, 2014, we completed an initial public offering of our Common Stock, pursuant to which we sold an aggregate of 15,467,500 shares of Common Stock, after giving effect to the underwriters exercise in full of their option to purchase additional shares, at a price of $12.00 per share. We received aggregate net proceeds of $167.7 million after deducting underwriting discounts and commissions and other offering expenses. We used the net proceeds to repay borrowings of $115.5 million under the Term Loan Facility and we expect to use the remainder to fund growth initiatives and for general corporate purposes.

On April 24, 2015, certain of the Company s stockholders completed a secondary public offering of 10,900,000 shares of Common Stock. The Company did not sell any shares in the secondary public offering.

Early Adoption of ASU 2016-09

We elected early adoption of ASU 2016-09 in the second quarter of 2016. As a result of the adoption of ASU 2016-09, for the twenty-four weeks ended June 19, 2016, we recognized excess tax benefits related to stock option exercises and vesting of restricted stock as income tax benefit. An income tax benefit of $0.4 million and $0.9 million was recognized for the first quarter of 2016 and the second quarter of 2016, respectively. There was no change to retained earnings with respect to excess tax benefits. The treatment of forfeitures has not changed as we have elected to continue our current practice of estimating the number of forfeitures. As such, the adoption of ASU 2016-09 has no cumulative effect on retained earnings. With the adoption of ASU 2016-09, we have elected to present the cash flow statement on a prospective transition method and no prior periods have been adjusted.

Basis of Presentation

Our fiscal year is the 52- or 53-week period ending on the Sunday closest to December 31. Each of our 52-week fiscal years consists of twelve-week periods in the first, second and fourth quarters of the fiscal year and a sixteen-week period in the third quarter. Our last completed fiscal year ended on January 3, 2016 and was a 53-week period. The fourth quarter of fiscal year 2015 included a thirteen-week period.

Results of Operations

The following table summarizes key components of our results of operations for the periods indicated, both in dollars and as a percentage of sales.

Consolidated Statements of Operations Data

	Twelve Weeks Ended				Twenty-Four Weeks Ended			
	June 19, 2016		June 14, 2015		June 19, 2016		June 14, 2015	
	(Dollars in thousands, except per share)							
Net sales	$ 1,038,281	100.0%	$ 905,121	100.0%	$ 1,946,734	100.0%	$ 1,727,291	100.0%
Cost of sales, buying and occupancy	881,067	84.9%	763,538	84.4%	1,661,169	85.3%	1,463,543	84.7%
Gross margin	157,214	15.1%	141,583	15.6%	285,565	14.7%	263,748	15.3%
Operating and administrative expenses	138,819	13.3%	114,131	12.6%	263,901	13.6%	221,082	12.8%
Income from operations	18,395	1.8%	27,452	3.0%	21,664	1.1%	42,666	2.5%
Interest expense, net	7,441	0.7%	7,676	0.8%	14,752	0.7%	15,674	0.9%
Loss on early extinguishment of debt		%	2,192	0.2%		%	2,192	0.1%
Equity in earnings of joint venture	284	%	392	%	728	%	907	%
Income before income taxes	11,238	1.1%	17,976	2.0%	7,640	0.4%	25,707	1.5%
Income tax provision	(3,432)	(0.3)%	(6,938)	(0.8)%	(1,472)	(0.1)%	(9,786)	(0.6)%
Net income	$ 7,806	0.8%	$ 11,038	1.2%	$ 6,168	0.3%	$ 15,921	0.9%
Per Share Data:								
Earnings per share:								
Net income per share - Basic	$ 0.11		$ 0.15		$ 0.08		$ 0.22	
Net income per share - Diluted	$ 0.10		$ 0.14		$ 0.08		$ 0.21	
Other Operating Data								
Comparable store sales growth	(0.3)%		3.5%		0.8%		4.8%	
Smart & Final banner	(0.6)%		3.2%		0.9%		4.0%	
Cash & Carry banner	0.4%		4.7%		0.3%		7.2%	
Stores at end of period	306		263		306		263	
Smart & Final banner	251		210		251		210	
Extra! format	161		111		161		111	
Cash & Carry banner	55		53		55		53	

Twelve Weeks Ended June 19, 2016 Compared to the Twelve Weeks Ended June 14, 2015

Net Sales

Net sales for the twelve weeks ended June 19, 2016 increased $133.2 million, or 14.7%, to $1,038.3 million as compared to $905.1 million for the twelve weeks ended June 14, 2015. This increase in net sales was attributable to net sales of $136.3 million from the opening of 30 net new stores in the twenty-four weeks ended June 19, 2016 and 22 new stores in fiscal year 2015, partially offset by comparable store sales decline of $3.1 million in our store banners.

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For the twelve weeks ended June 19, 2016, comparable store sales decreased 0.3% as compared to the twelve weeks ended June 14, 2015. This decrease in comparable store sales was attributable to a decrease in comparable average transaction size of 0.7% partially offset by an increase in comparable transaction count of 0.4%.

For the twelve weeks ended June 19, 2016, net sales for our *Smart & Final* segment increased $124.4 million, or 18.1%, to $811.8 million as compared to $687.4 million for the twelve weeks ended June 14, 2015. Comparable store sales for our *Smart & Final* segment decreased 0.6% as compared to the twelve weeks ended June 14, 2015, attributable to a decrease in comparable transaction size of 1.0% partially offset by an increase in comparable transaction count of 0.4%.

For the twelve weeks ended June 19, 2016, net sales for our *Cash & Carry* segment increased $8.7 million, or 4.0%, to $226.5 million as compared to $217.8 million for the twelve weeks ended June 14, 2015. Comparable store sales for our *Cash & Carry* segment increased 0.4% as compared to the twelve weeks ended June 14, 2015, attributable to an increase in comparable transaction count of 0.1% and an increase in comparable transaction size of 0.3%.

Beginning in the second quarter of 2015 and continuing through the second quarter of 2016, we have experienced deflation in certain food and non-food commodities, and market dynamics have resulted in passing through cost decreases to customers that have negatively impacted sales growth in both total sales and comparable store sales. In comparable store sales, we believe that the principal effect of deflation is evidenced in the average comparable sales transaction size.

As a result of our store growth in existing markets, we also have experienced sales transfer from certain existing stores to new stores. In comparable store sales, we believe that the principal effect of this sales transfer is evidenced in the comparable sales transaction count.

In addition to the negative effect on our sales and comparable store sales rates, we believe that deflation also negatively impacts our results of operations due to the deleveraging impact of lower sales on our overall cost structure. In gross margin, the effects include certain elements of distribution and occupancy costs which are not related to the prices of products processed and sold. In operating and administrative expenses, the effects include certain elements of store operations costs which are based on units of products processed and sold.

The impacts from deflation including effects on sales and cost structure, and sales transfer from existing to new stores as a result of store development activity, are also applicable to our twenty-four week period ending June 19, 2016.

Gross Margin

Gross margin for the twelve weeks ended June 19, 2016 increased $15.6 million, or 11.0%, to $157.2 million as compared to $141.6 million for the twelve weeks ended June 14, 2015. The increase in gross margin attributable to increased sales was $20.8 million, partially offset by a $5.2 million decrease attributable to decreased gross margin rate. As a percentage of sales, gross margin was 15.1% for the twelve weeks ended June 19, 2016 as compared to 15.6% for the twelve weeks ended June 14, 2015. Compared to the twelve weeks ended June 14, 2015, gross margin as a percentage of sales for the twelve weeks ended June 19, 2016 included higher merchandise product margin rates (including the effect of inventory losses) as a percentage of sales, accounting for an increase of 0.15% (consisting of a 0.45% increase related to our *Smart & Final* segment partially offset by a 0.30% decrease related to our *Cash & Carry* segment). Warehouse and transportation costs as a percentage of sales decreased 0.06% (representing a 0.08% decrease related to our *Cash & Carry* segment, partially offset by a 0.02% increase related to our *Smart & Final* segment). Store occupancy costs as a percentage of sales increased 0.70% primarily attributable to our *Smart & Final* segment (including 0.77% related to the acquired Haggen store locations and 0.33% related to 2015 new store locations, partially offset by a 0.38% decrease related to store locations opened prior to 2015). Of the 0.77% increase in store occupancy costs related to the acquired Haggen store locations, 0.09% of the increase was related to pre-opening lease costs. The overall increase to store occupancy costs is primarily due to increased lease and depreciation costs related to our *Smart & Final* segment due to new store leases and capital spending for new and relocated stores.

Operating and Administrative Expenses

Operating and administrative expenses for the twelve weeks ended June 19, 2016 increased $24.7 million, or 21.6%, to $138.8 million, as compared to $114.1 million for the twelve weeks ended June 14, 2015. Pre-opening operating and administrative expenses related to the acquired Haggen store locations constituted $4.7 million of this increase. The increase in operating and administrative expenses, excluding Haggen related pre-opening expenses, was primarily due to $13.4 million of increased wages, fringe benefits and incentive bonus costs, $5.9 million of increased other store direct expenses, $2.1 million of increased marketing costs in support of our new store openings and other marketing initiatives, and $0.9 million in other expenses, partially offset by a $1.3 million decrease in public company costs, which included $0.9 million of costs in the second quarter of 2015 related to our secondary public offering. Other decreases in operating and administrative expenses included $0.5 million decreased expense associated with increased cash surrender values on corporate-owned life insurance policies and other expenses of the SERP, and a decrease of $0.6 million in share-based compensation expense associated with our equity compensation program.

As a percentage of sales, operating and administrative expenses for the twelve weeks ended June 19, 2016 increased 0.7% to 13.3% as compared to 12.6% for the twelve weeks ended June 14, 2015. Pre-opening operating and administrative expenses related to the acquired Haggen store locations constituted 0.46% of this increase. Operating and administrative expenses, excluding Haggen related pre-opening expenses, as a percentage of sales, increased by 0.31% due to increased wages, benefits and incentive bonuses (including 0.52% increase related to our *Smart & Final* segment partially offset by a 0.12% decrease related to our *Cash & Carry* segment), 0.23% of the increase was due to increased other store direct expenses (including a 0.27% increase related to our *Smart & Final* segment, partially offset by a 0.04% decrease related to our *Cash & Carry* segment) and 0.08% was related to increased marketing costs (including 0.07% in our *Smart & Final* segment, 0.01% in our *Cash & Carry* segment). These increases were partially offset by a 0.15% decrease in public company costs, 0.05% due to decreased expense associated with increased cash surrender values on corporate-owned life insurance policies and other expenses of the SERP, and a 0.09% decrease associated with the decreased share-based compensation expense associated with our equity compensation program.

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Interest Expense, Net

Interest expense for the twelve weeks ended June 19, 2016 decreased $0.3 million, or 3.1%, to $7.4 million as compared to $7.7 million for the twelve weeks ended June 14, 2015. This decrease in interest expense was due to a lower average effective interest rate, partially offset by increased average debt outstanding. The lower average effective interest rate was primarily the result of our amendment to our Term Loan Facility in the second quarter of 2015.

Income Tax Provision

Our income tax provision for the twelve weeks ended June 19, 2016 decreased $3.5 million to $3.4 million as compared to $6.9 million for the twelve weeks ended June 14, 2015. The effective income tax rate, excluding the equity in earnings of our joint venture, for the twelve weeks ended June 19, 2016 was 31.3% as compared to 39.5% for the twelve weeks ended June 14, 2015. The change in the effective income tax rate for the twelve weeks ended June 19, 2016 reflects the permanent differences relating primarily from the excess tax benefits deducted as a result of the early adoption of ASU 2016-09, and changes to the cash surrender value of corporate-owned life insurance policies, which are not tax deductible.

Equity in Earnings of Joint Venture

Equity in earnings of our joint venture for the twelve weeks ended June 19, 2016 was $0.3 million as compared to $0.4 million for the twelve weeks ended June 14, 2015.

Twenty-four Weeks Ended June 19, 2016 Compared to the Twenty-four Weeks Ended June 14, 2015

Net Sales

Net sales for the twenty-four weeks ended June 19, 2016 increased $219.4 million, or 12.7%, to $1,946.7 million as compared to $1,727.3 million for the twenty-four weeks ended June 14, 2015. This increase in net sales was attributable to the net sales of $206.4 million from the opening of 30 net new stores in the twenty-four weeks ended June 19, 2016 and 22 new stores in fiscal year 2015 and comparable store sales growth of $13.1 million in our store banners.

Comparable store sales for the twenty-four weeks ended June 19, 2016 increased 0.8% as compared to the twenty-four weeks ended June 14, 2015. This increase in comparable store sales was attributable to an increase of 1.4% in comparable transaction count, partially offset by a decrease in comparable average transaction size of 0.6%.

For the twenty-four weeks ended June 19, 2016, net sales for our *Smart & Final* segment increased $204.9 million, or 15.6%, to $1,521.1 million as compared to $1,316.2 million for the twenty-four weeks ended June 14, 2015. Comparable store sales for our *Smart & Final* segment increased 0.9% as compared to the twenty-four weeks ended June 14, 2015, primarily attributable to an increase in comparable transaction count of 1.6%, partially offset by a decrease in comparable transaction size of 0.7%.

For the twenty-four weeks ended June 19, 2016, net sales for our *Cash & Carry* segment increased $14.6 million, or 3.5%, to $425.7 million as compared to $411.1 million for the twenty-four weeks ended June 14, 2015. Comparable store sales for our *Cash & Carry* segment increased 0.3% as compared to the twenty-four weeks ended June 14, 2015, attributable to a decrease in comparable transaction count of 0.2%, offset by an increase in comparable transaction size of 0.5%.

Gross Margin

Gross margin for the twenty-four weeks ended June 19, 2016 increased $21.9 million, or 8.3%, to $285.6 million as compared to $263.7 million for the twenty-four weeks ended June 14, 2015. The increase in gross margin attributable to increased sales was $33.5 million, partially offset by an $11.7 million decrease attributable to decreased gross margin rate. As a percentage of sales, gross margin was 14.7% for the twenty-four weeks ended June 19, 2016 compared to 15.3% for the twenty-four weeks ended June 14, 2015. Compared to the twenty-four weeks ended June 14, 2015, gross margin as a percentage of sales for the twenty-four weeks ended June 19, 2016 included higher merchandise product margin rates (including the effect of inventory losses) as a percentage of sales accounting for an increase of 0.23% (including a 0.44% increase related to our *Smart & Final* segment partially offset by a 0.21% decrease related to our *Cash & Carry* segment). Improvements in gross margin rate were offset by increased warehouse and transportation costs as a percentage of sales, accounting for a 0.06% decrease (representing a 0.10% decrease related to our *Smart & Final* segment, partially offset by a 0.04% increase related to our *Cash & Carry* segment). Store occupancy costs as a percentage of sales increased 0.77% which was primarily attributable to our *Smart & Final* segment (including 0.74% related to the acquired Haggen store locations and 0.39% increase related to 2015 new store locations, partially offset by a 0.34% decrease related to store locations opened prior to 2015). Of the 0.74% increase in store occupancy costs related to the acquired Haggen store locations, 0.27% of the increase was related to pre-opening lease costs. The overall increase to store occupancy costs is primarily due to increased lease and depreciation costs related to our *Smart & Final* segment due to new store leases and capital spending for new and relocated stores.

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Operating and Administrative Expenses

Operating and administrative expenses for the twenty-four weeks ended June 19, 2016 increased $42.8 million, or 19.4%, to $263.9 million, as compared to $221.1 million for the twenty-four weeks ended June 14, 2015. Pre-opening operating and administrative expenses related to the acquired Haggen store locations constituted $9.1 million of this increase. The increase in operating and administrative expenses, excluding Haggen related pre-opening expenses, was primarily due to $23.2 million of increased wages, fringe benefits and incentive bonus costs, $9.4 million of increased other store direct expenses, $2.4 million of increased marketing costs in support of our new stores and other marketing initiatives, $1.3 million in other expenses, and $0.2 million increased expense associated with decreased cash surrender values on corporate-owned life insurance policies and other expenses of the SERP, partially offset by a decrease of $1.5 million in share-based compensation expense associated with our equity compensation program and a $1.3 million decrease in public company costs which included costs related to our secondary stock offering in the twenty-four weeks ended June 14, 2015.

As a percentage of sales, operating and administrative expenses for the twenty-four weeks ended June 19, 2016 increased 0.8% to 13.6% as compared to 12.8% for the twenty-four weeks ended June 14, 2015. Pre-opening operating and administrative expenses related to the acquired Haggen store locations constituted 0.47% of this increase. Operating and administrative expenses, excluding Haggen related pre-opening expenses, as a percentage of sales increased by 0.30% due to increased wages, benefits and incentive bonuses (including 0.47% increase related to our *Smart & Final* segment partially offset by a 0.09% decrease related to our *Cash & Carry* segment), 0.18% of the increase was due to increased other store direct expenses (including a 0.19% increase related to our *Smart & Final* segment and a 0.02% increase related to our *Cash & Carry* segment), 0.01% of the increase was due to an increase in marketing costs (including 0.02% in our *Smart & Final* segment, partially offset by 0.01% decrease in our *Cash & Carry* segment), 0.01% of the increase was due to increased expense associated with decreased cash surrender values on corporate-owned life insurance policies and other expenses of the SERP. These increases were partially offset by an 0.11% decrease associated with the recognition of share-based compensation expense associated with our equity compensation program and a 0.09% decrease related to decreased public company costs.

Interest Expense, Net

Interest expense for the twenty-four weeks ended June 19, 2016 decreased $0.9 million, or 5.9%, to $14.8 million as compared to $15.7 million for the twenty-four weeks ended June 14, 2015. This decrease in interest expense was due to a lower average effective interest rate, partially offset by increased average debt outstanding. The lower average effective interest rate was primarily the result of our amendment to our Term Loan Facility in the second quarter of 2015.

Income Tax Provision

Our income tax provision for the twenty-four weeks ended June 19, 2016 decreased $8.3 million to $1.5 million as compared to $9.8 million for the twenty-four weeks ended June 14, 2015. The effective income tax rate, excluding the equity in earnings of our joint venture, for the twenty-four weeks ended June 19, 2016 was 21.3% as compared to 39.5% for the twenty-four weeks ended June 14, 2015. The change in the effective income tax rate for the twenty-four weeks ended June 19, 2016 reflects the permanent differences relating primarily from the excess tax benefits deducted, as a result of the early adoption of ASU 2016-09, and changes to the cash surrender value of corporate-owned life insurance policies, which are not tax deductible.

Equity in Earnings of Joint Venture

Equity in earnings of our joint venture for the twenty-four weeks ended June 19, 2016 was $0.7 million as compared to $0.9 million for the twenty-four weeks ended June 14, 2015.

Liquidity and Capital Resources

Historically, our primary source of liquidity has been cash flows from operations. Additionally, we have the availability to make borrowings under our Credit Facilities. Our primary uses of cash are for purchases of inventory, operating expenses, capital expenditures primarily for opening, converting or remodeling stores and debt service. As of June 19, 2016, we had $30.0 million drawn under our Revolving Credit Facility and $67.4 million of cash and cash equivalents.

The following table sets forth the major sources and uses of cash for each of the periods set forth below, as well as our cash and cash equivalents at the end of each period.

(dollars in thousands)	Twenty-four Weeks Ended June 19, 2016	Twenty-four Weeks Ended June 14, 2015
Cash and cash equivalents at end of period	$ 67,384	$ 121,353
Cash provided by operating activities	60,445	71,011
Cash used in investing activities	(73,828)	(55,237)
Cash provided by (used in) financing activities	21,440	(1,268)

Operating Activities

Cash flows from operating activities consist of net income adjusted for non-cash items including depreciation and amortization, and deferred taxes and the effect of working capital changes. The increase or decrease in cash provided by operating activities for the twenty-four weeks ended June 19, 2016 and June 14, 2015 reflects our operating performance before non-cash expenses and charges and including the timing of receipts and disbursements.

Cash provided by operating activities for the twenty-four weeks ended June 19, 2016 decreased $10.6 million to $60.4 million as compared to $71.0 million for the twenty-four weeks ended June 14, 2015. This decrease was primarily attributable to lower net income and increased investment in working capital. During the twenty-four weeks ended June 19, 2016, we made cash interest payments of $7.5 million and cash pension contributions of $2.6 million, as compared to cash interest payments of $11.4 million and cash pension contributions of $2.0 million during the twenty-four weeks ended June 14, 2015.

Investing Activities

Cash used in investing activities increased $18.6 million to $73.8 million for the twenty-four weeks ended June 19, 2016 as compared to $55.2 million in the twenty-four weeks ended June 14, 2015. This increase was primarily attributable to a $9.7 million increase in capital expenditures for property, plant and equipment, including capitalized software, largely as a result of increased investment in store construction and equipment under our plan to accelerate openings of new *Extra!* stores and conversions of legacy stores to the *Extra!* format, $2.2 million of additional payments in respect of assets acquired in the Haggen Transaction and $7.7 million reduction in proceeds on sale of assets, partially offset by a $1.0 million reduction in other investments.

Financing Activities

Cash provided by (used in) financing activities increased $22.7 million to cash provided of $21.4 million for the twenty-four weeks ended June 19, 2016, as compared to cash used of $1.3 million for the twenty-four weeks ended June 14, 2015. This increase was attributable to $25.0 million in net borrowings on our bank line of credit and $1.8 million of proceeds from stock option exercises, partially offset by $5.1 million used in common stock repurchases.

At June 19, 2016, we had cash and cash equivalents of $67.4 million, stockholders equity of $571.6 million and debt, less debt issuance costs, of $617.0 million. At June 19, 2016, we had working capital of $31.8 million as compared to $111.8 million at June 14, 2015.

Contractual Obligations

The following table sets forth our future payments due by period of our contractual obligations as of June 19, 2016, in thousands:

	Total	Less than one year	1 - 3 Years	3 - 5 Years	Thereafter
Long-term debt	$ 624,907	$ 30,000	$	$ 594,907	$
Interest on long-term debt	94,185	26,995	51,488	15,702	
Operating leases	1,435,733	117,977	238,368	242,283	837,105
Total contractual obligations	$ 2,154,825	$ 174,972	$ 289,856	$ 852,892	$ 837,105

The primary changes in our contractual obligations as of June 19, 2016 as compared to our contractual obligations as of January 3, 2016 relate to additional operating leases entered into during the twenty-four weeks ended June 19, 2016 primarily related to our new store growth program.

The interest payments on our Term Loan Facility outstanding as of June 19, 2016 incorporate the effect of the interest rate swap, which effectively converts the variable rate under the Term Loan Facility to a fixed rate. The five-year interest rate swap fixed the LIBOR component of interest at 1.47675% on a variable notional amount through March 29, 2018. See Note 4, Debt, and Note 5, Derivative Financial Instruments, to our unaudited condensed consolidated financial statements for additional information on our interest requirements and interest rate swap contract.

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Purchase orders or contracts for the purchase of goods for resale in our stores and other goods and services are not included in the table above. We are not able to reasonably determine the aggregate amount of such purchase orders that may constitute established contractual obligations, as purchase orders may represent individual authorizations to purchase rather than binding agreements. Other than with respect to Unified Grocers (as described immediately below), we do not have significant agreements for the purchase of goods for resale in our stores or other goods and services that exceed our expected requirements or that are not cancelable on short notice.

We have a contractual obligation under our supply agreement with Unified Grocers to purchase a minimum amount of food and related items during any twelve-month period covered by the agreement. This contractual obligation does not exceed our expected requirements over any twelve-month period covered by the agreement. This agreement was effective as of December 2015 and expires in December 2018. The related amounts are not included in the above table.

The table above also excludes funding of pension and other postretirement benefit and postemployment obligations. See Note 7, Retirement Benefit Plans and Postretirement and Postemployment Benefit Obligations, to our unaudited condensed consolidated financial statements for additional information on funding of our plans.

We also have asset retirement obligations with respect to owned or leased properties. Due to the nature of our business, such asset retirement obligation is immaterial.

Off Balance Sheet Arrangements

As of June 19, 2016, we had no off-balance sheet arrangements.

Critical Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make estimates and assumptions that affect the reported assets, liabilities, sales and expenses in the accompanying financial statements. Critical accounting estimates are those that require the most subjective and complex judgments, often employing the use of estimates about the effect of matters that are inherently uncertain. These critical accounting estimates, under different conditions or using different assumptions or estimates, could show materially different results on our financial condition and results of operations. The following are considered our most critical accounting estimates that, under different conditions or using different assumptions or estimates, could show materially different results on our financial condition and results of operations.

Share-Based Compensation

We account for share-based compensation in accordance with ASC 718, *Compensation Stock Compensation*. In accordance with ASC 718 as updated by ASU 2016-09, share-based compensation is recognized in the statements of operations and comprehensive income as compensation expense based on the award fair values over the requisite service period of the award, taking into consideration estimated forfeiture rates.

We use the Black-Scholes-Merton option-pricing model to estimate the fair value of the options on the date of each grant. The Black-Scholes-Merton option-pricing model utilizes highly subjective and complex assumptions to determine the fair value of share-based compensation, including the option s expected term and price volatility of the underlying stock.

Given the absence of a public trading market for our Common Stock prior to the IPO, the fair value of the Common Stock underlying our share-based awards was determined by our board of directors, with input from management and, in some cases, a contemporaneous valuation report prepared by an unrelated nationally recognized third-party valuation specialist, in each case using the income and market valuation approach. We believe that our board of directors had the relevant experience and expertise to determine the fair value of our Common Stock. In accordance with the American Institute of Certified Public Accountants Accounting and Valuation Guide: *Valuation of Privately-Held-Company Equity Securities Issued as Compensation*, our board of directors exercised reasonable judgment and considered numerous objective and subjective factors to determine the best estimate of the fair value of our Common Stock. These estimates are no longer necessary to determine the fair value of new awards now that the underlying shares are publicly traded.

In addition to assumptions used in the Black-Scholes-Merton option pricing model, we also estimate a forfeiture rate to calculate the share-based compensation cost for our awards. Our forfeiture rate is based on an analysis of our actual historical forfeitures and consideration of future expected forfeiture rates.

The assumptions referred to above represent management s best estimates. These estimates involve inherent uncertainties and the application of management s judgment. If these assumptions change and different factors are used, our share-based compensation expense could be materially different in the future. We do not believe there is a reasonable likelihood that changes in the assumptions used in our estimates will have a material effect on our financial condition or results of operations in future periods. Changes in future share-based compensation expense related to these awards may result from changes in forfeiture rates. However, we do not believe there is a reasonable likelihood that such changes will be material.

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We recognize compensation cost for graded vesting awards as if they were granted in multiple awards. We believe the use of this multiple award method is preferable because a stock option grant with graded vesting is effectively a series of individual grants that vests over various periods. Management also believes that this provides for better matching of compensation costs with the associated services rendered throughout the applicable vesting periods.

Inventories

Inventories consist of merchandise purchased for resale which is stated at the lower of the weighted-average cost (which approximates first-in, first-out (FIFO)) or market. We provide for estimated inventory losses between physical inventory counts at our stores based upon historical inventory losses as a percentage of sales. Physical inventory counts are conducted on a recurring and frequent basis throughout the year. The provision for inventory loss is adjusted periodically to reflect updated trends of actual physical inventory count results. Historically, our actual physical inventory count results have shown our estimates to be materially reliable. We do not believe there is a reasonable likelihood that changes in our estimates will have a material effect on our financial condition or results of operations in future periods.

The proper valuation of inventory also requires us to estimate the net realizable value of our slow-moving inventory at the end of each period. We base net realizable values upon many factors, including historical recovery rates, the aging of inventories on hand, the inventory movement of specific products and the current economic conditions. When we have determined inventory to be slow-moving, the inventory is reduced to its net realizable value by recording an obsolescence valuation allowance. We believe these risks are largely mitigated because our inventory typically turns on average in less than three months.

With regard to the proper valuation of inventories, we review our valuation methodologies on a recurring basis and make refinements where the facts and circumstances dictate.

Goodwill and Intangible Assets

We account for goodwill and identified intangible assets in accordance with ASC 350, *Intangibles Goodwill and Other*. Goodwill and identifiable intangible assets with indefinite lives are not amortized, but instead are evaluated on an annual basis for impairment, or more frequently if events or changes in circumstances indicate that the asset might be impaired.

We evaluate goodwill for impairment by comparing the fair value of each reporting unit to its carrying value including the associated goodwill. We have designated our reporting units to be our *Smart & Final* banner and our *Cash & Carry* banner. We determine the fair value of the reporting units using the income approach methodology of valuation that includes the discounted cash flow method as well as other generally accepted valuation methodologies.

Our detailed impairment analysis involves the use of both a market value method and discounted projected future cash flow models. Significant management judgment is necessary to evaluate the impact of operating and macroeconomic changes on existing and forecasted results. Determining market values using a discounted cash flow method requires that we make significant estimates and assumptions, including long-term projections of cash flows, market conditions and appropriate market rates. Our judgments are based on historical experience, current market trends and other information. In estimating future cash flows, we rely on internally generated forecasts for operating profits and cash flows, including capital expenditures. Critical assumptions include projected comparable store sales growth, timing and number of new store openings, operating profit rates, general and administrative expenses, direct store expenses, capital expenditures, discount rates, royalty rates and terminal growth rates. We determine discount rates based on the weighted average cost of capital of a market participant. Such estimates are derived from our analysis of peer companies and consider the industry weighted average return on debt and equity from a market participant perspective. We also use comparable market earnings multiple data and our Company s market capitalization to corroborate our reporting unit valuation. Factors that could cause us to change our estimates of future cash flows include a prolonged economic crisis, successful efforts by our competitors to gain market share in our core markets, our inability to compete effectively with other retailers or our inability to maintain price competitiveness. In the fourth quarter of fiscal year 2015, we completed our quantitative assessment of any potential goodwill impairment and concluded that there were no indications of impairment as of January 3, 2016. Our quantitative assessment of potential goodwill impairment concluded that the fair value of the *Smart & Final* banner and *Cash & Carry* banner each exceeded their respective carrying value by over 50%. Based on this excess of fair value over carrying value, we believe that reasonable variations in the estimates and assumptions used in our impairment analysis would not result in an indication that the reporting unit s goodwill may be impaired.

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If the fair value of the reporting unit exceeds the carrying value of the net assets, including goodwill assigned to that unit, goodwill is not impaired. If the carrying value of the reporting unit s net assets, including goodwill, exceeds the fair value of the reporting unit, we are required to perform a second step, as this is an indication that the reporting unit s goodwill may be impaired. In this step, we compare the implied fair value of the reporting unit s goodwill with the carrying amount of the reporting unit s goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit to all of the assets and liabilities of the reporting unit in a manner similar to a purchase price allocation. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill.

If the carrying amount of a reporting unit s goodwill exceeds its implied value, then an impairment of goodwill has occurred and we would recognize an impairment charge for the difference between the carrying amount and the implied fair value of goodwill.

We evaluate our indefinite-lived intangible assets associated with trade names using a two-step approach. The first step screens for potential impairment by comparing the fair value of each trade name with its carrying value. The second step measures the amount of impairment. We determine the fair value of the indefinite-lived trade names using a relief from royalty payments methodology. This methodology involves estimating reasonable royalty rates for each trade name and applying these royalty rates to a revenue stream and discounting the resulting cash flows to determine fair value. In the periods presented, we did not recognize any indefinite-lived trade name impairment loss as a result of such evaluation.

Finite-lived intangible assets, like other long-lived assets as required by ASC 360 (as defined below), are subject to review for impairment whenever events or changes in circumstances indicate that the carrying amount of the finite-lived intangible asset may not be recoverable. Impairment is recognized to the extent the sum of the discounted estimated future cash flows from the use of the finite-lived intangible asset is less than the carrying value.

Impairments of Long-Lived Assets

In accordance with ASC 360, *Property, Plant, and Equipment*, (ASC 360), we assess our long-lived assets, including property, plant and equipment and assets under capital leases, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We believe that impairment assessment of long-lived assets is critical to the financial statements because the recoverability of the amounts, or lack thereof, could significantly affect our results of operations. Determining whether an impairment has occurred typically requires various estimates and assumptions, including determining which cash flows are directly related to the potentially impaired asset, the useful life over which cash flows will occur, amount of such cash flows, and the asset s residual value, if any. In turn, measurement of an impairment loss requires a determination of fair value, which is based on the best information available. We use internal discounted cash flow estimates and independent appraisals as appropriate to determine fair value. We derive the required cash flow estimates from our historical experience and our internal business plans and apply an appropriate discount rate. We group and evaluate long-lived assets for impairment at the individual store level, which is the lowest level at which individual identifiable cash flows are available. We regularly review our stores operating performance for indicators of impairment, which include a significant underperformance relative to expected historical or projected future results of operations or a significant negative industry or economic trend.

Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its future undiscounted cash flows, an impairment charge is recognized equal to the excess of the carrying value over the estimated fair value of the asset. We measure the fair value of our long-lived assets on a nonrecurring basis using Level 3 inputs as defined in the fair value hierarchy.

Capitalized software costs are subject to review for impairment whenever events or changes in circumstances indicate that the carrying amount of the capitalized software may not be recoverable, whether it is in use or under development. Impairment is recognized to the extent the sum of the future discounted cash flows from the use of the capitalized software is less than the carrying value.

Application of alternative assumptions, such as changes in estimates of future cash flows, could produce significantly different results. Because of the significance of the judgments and estimation processes, it is likely that materially different amounts could be recorded if we used different assumptions or if the underlying circumstances were to change.

Income Taxes

Our income tax expense, deferred tax assets and liabilities, and liabilities for unrecognized tax benefits reflect management s best estimate of current and future taxes to be paid. We are subject to income taxes in the United States and Mexico.

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Income taxes are accounted for under the balance sheet model for recording current and deferred taxes. Deferred tax assets and liabilities are measured using currently enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities for a change in tax rates is recognized in income in the period that includes the enactment date. Under applicable accounting guidance, we are required to evaluate the realizability of our deferred tax assets. The realization of our deferred tax assets is dependent upon all available evidence, both positive and negative, including reversals of deferred tax liabilities, projected future taxable income, tax-planning strategies and results of recent operations. The assumptions about future taxable income require the use of significant judgment and are consistent with the plans and estimates we are using to manage our underlying businesses. We consider objective historical evidence when evaluating future taxable income, including three years of cumulative operating income (loss). Applicable accounting guidance requires that we recognize a valuation allowance when it is more likely than not that all or a portion of all of a deferred tax asset will not be realized due to our inability to generate sufficient taxable income in future periods. Accordingly, significant judgment is required in our assessment of deferred tax assets and valuation allowances when determining the provision for income taxes and related accruals.

The calculation of our tax liabilities involves uncertainties in the application of complex tax laws and regulations in different jurisdictions. A tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, which includes resolution of any related appeals or litigation processes, on the basis of the technical merits.

We record unrecognized tax benefits as liabilities and adjust these liabilities when our judgment changes as a result of the evaluation of new information not previously available. Because of the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our estimates of unrecognized tax benefit liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which new information is available.

We consider the earnings of certain non-U.S. subsidiaries to be indefinitely invested outside the United States on the basis of estimates that future cash generation will be sufficient to meet future cash needs and our specific plans for reinvestment of those non-U.S. subsidiary earnings. We have not recorded a deferred tax liability related to the U.S. federal and state incomes taxes and foreign withholding taxes on approximately $5.6 million of undistributed earnings of foreign subsidiaries indefinitely invested outside the United States. If we decide to repatriate foreign earnings, we would need to adjust our income tax provision in the period we determined such earnings will no longer be indefinitely invested outside the United States.

Self-Insurance

We purchase third-party insurance for risks related to workers   compensation and general liability costs that exceed certain limits for each respective insurance program.

We are also responsible for the payment of claims less than the insured amount. We establish estimated accruals for our insurance programs based on certain factors, including available claims data, historical trends and experience, as well as projected ultimate costs of the claims. These accruals are based on estimates prepared with the assistance of outside actuaries, and the ultimate cost of these claims may vary from initial estimates and established accruals. We believe that the use of actuarial studies to determine self-insurance accruals represents a consistent method of measuring these subjective estimates. The actuaries periodically update their estimates and we record such adjustments in the period in which such determination is made. The inherent uncertainty of future loss projections could cause actual claims to differ from our estimates. Because of the significance of the judgments and estimation processes, it is likely that materially different amounts could be recorded if we used different assumptions or if the underlying circumstances were to change. For example, a 5% change in our insurance and self-insured claims liabilities at January 3, 2016 would have affected pre-tax income by approximately $1.7 million for fiscal year 2015. Historically, periodic adjustments to our estimates have not been material.

Closed Store Reserve

We maintain reserves for costs associated with closures of operating stores and other properties that are no longer being utilized in current operations. In the event a leased store is closed before the expiration of the associated lease, the discounted remaining lease obligation less estimated sublease rental income, asset impairment charges related to improvements and fixtures, inventory write-downs and other miscellaneous closing costs associated with the disposal activity are recognized when the store closes.

Adjustments to closed stores and other properties reserves primarily relate to changes in estimated timing and amounts of subtenant income or actual exit costs differing from original estimates. Adjustments are made for changes in estimates in the period in which the changes become known. Because of the significance of the judgments and estimation processes, it is likely that materially different amounts could be recorded if we used different assumptions or if the underlying circumstances were to change. For example, a 5% change in our closed stores and other properties reserves at January 3, 2016, would have affected pre-tax income by approximately $0.3 million for fiscal year 2015.

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Retirement Benefit Plans and Postretirement Benefit Plans

Certain of our employees are covered by a funded noncontributory qualified defined benefit pension plan. U.S. GAAP requires that we measure the benefit obligations and fair value of plan assets that determine our plans funded status as of our fiscal year end date.

The determination of our obligation and expense for retirement benefits plans and postretirement benefit plans is dependent, in part, on our selection of certain assumptions used by us and our actuaries in calculating such amounts. Those assumptions are described in Note 8, Retirement Benefit Plans and Postretirement and Postemployment Benefit Obligations, in our Annual Report on Form 10-K filed with the SEC on March 15, 2016. Pension assumptions are significant inputs to the actuarial models that measure pension benefit obligations and related effects on operations. Three assumptions, among others discount rate, expected long-term return on plan assets and rate of compensation increases are important elements of plan expense and asset/liability measurement. We evaluate these critical assumptions at least annually. We periodically evaluate other assumptions involving demographic factors, such as retirement age, mortality and turnover, and update them to reflect our experience and expectations for the future. In 2014, the Society of Actuaries released revised mortality scales, which update life expectancy assumptions. In consideration of these scales, we modified the mortality assumptions used in determining our retirement benefit plans and postretirement benefit plans as of December 28, 2014. The impact of these new mortality assumptions resulted in an increase to our defined benefit pension, supplemental executive retirement plan (SERP), and postretirement benefit plan obligations and an increase in future related expense. In 2015, the Society of Actuaries released a further update to these mortality scales, which was used in determining our retirement benefit plans and postretirement benefit plan as of January 3, 2016. The impact of these updated mortality assumptions resulted in a slight decrease to our pension, SERP and postretirement benefit plan obligations and a slight decrease in future related expense. Actual results in any given year will often differ from actuarial assumptions because of economic and other factors.

In accordance with U.S. GAAP, the amount by which actual results differ from the actuarial assumptions is accumulated and amortized over future periods and, therefore, affects recognized expense in such future periods. While we believe our assumptions are appropriate, significant differences in actual results or significant changes in our assumptions may materially affect our pension and other postretirement obligations and future expenses.

We determine the discount rate using current investment yields on high quality fixed income investments. The discount rate assumption used to determine the year-end projected benefit obligation is increased or decreased to be consistent with the change in yield rates for high quality fixed-income investments for the expected period to maturity of the pension benefits. A lower discount rate increases the present value of benefit obligations and increases pension expense. The discount rate used to determine benefit obligations for our defined benefit pension plan as of January 3, 2016 was 4.60%. The discount rate used to determine benefit obligations under our SERP as of January 3, 2016 was 3.69%. The discount rate used to determine benefit obligations under our postretirement benefit plan as of January 3, 2016 was 4.40%.

We determine the expected long-term rate of return on plan assets for our defined benefit pension plan using an allocation approach that considers diversification and rebalancing for a portfolio of assets invested over a long-term time horizon. The approach relies on the historical returns of the plan s portfolio as well as relationships between equities and fixed income investments, consistent with the widely accepted capital market principle that a diversified portfolio with a larger allocation to equity investments has historically generated a greater long-term return. For fiscal year 2015, the Company s assumed rate of return for our defined benefit pension plan was 7.25%.

Sensitivity to changes in the major assumptions for our benefit plans are as follows (dollars in thousands):

Assumption	Change	Projected benefit obligation (decrease)/ increase	Expense (decrease)/ increase
Defined benefit pension plan:			
Discount rate	+/- 50 bps	$(16,956)/$19,390	$(19)/$32
Expected long-term return on plan assets	+/- 50 bps		(670)/670
SERP:			
Discount rate	+/- 50 bps	(1,404)/1,515	98/(109)
Postretirement benefit plan:			
Discount rate	+/- 50 bps	(969)/1,037	

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Vendor Rebates and Other Allowances

As a component of our consolidated procurement program and consistent with standard practices in the retail industry, we frequently enter into contracts with vendors that provide for payments of rebates or other allowances. These rebates and allowances are primarily comprised of volume or purchase-based incentives, advertising allowances and promotional discounts. The purpose of these incentives and allowances is generally to help defray the costs we incur for stocking, advertising, promoting and selling the vendor s products.

As prescribed by U.S. GAAP, these vendor payments are reflected in the carrying value of the inventory when earned or as progress is made toward earning the rebate or allowance and as a component of cost of sales as the inventory is sold. Certain of these vendor contracts provide for rebates and other allowances that are contingent upon us meeting specified performance measures such as a cumulative level of purchases over a specified period of time. Such contingent rebates and other allowances are given accounting recognition at the point at which achievement of the specified performance measures are deemed to be probable and reasonably estimable. We do not believe there is a reasonable likelihood that changes in the assumptions used in our estimate will have a material effect on our financial condition or results of our operations in future periods.

We review the relevant or significant factors affecting proper performance measures, rebates and other allowances on a recurring basis and make adjustments where the facts and circumstances dictate.

Recently Issued Accounting Pronouncements

See Note 3, Recent Accounting Pronouncements to our accompanying unaudited condensed consolidated financial statements contained elsewhere in this Quarterly Report on Form 10-Q. We have determined that all other recently issued accounting standards will not have a material impact on our consolidated financial statements, or do not apply to our operations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Market risk represents the risk of changes in the value of market risk sensitive instruments caused by fluctuations in interest rates, foreign exchange rates and commodity prices. Changes in these factors could cause fluctuations in the results of our operations and cash flows. In the ordinary course of business, we are primarily exposed to foreign currency and interest rate risks. We do not use derivative financial instruments in connection with these commodity market risks.

Commodity Risk

We are subject to volatility in food and non-food costs as a result of market risk associated with the prices of commodities which we purchase and sell. Beginning in the second quarter of 2015 and continuing through the second quarter of 2016, we have experienced deflation in certain food and non-food commodities, and market dynamics have resulted in passing through cost decreases to our customers. Although we typically are able to mitigate cost volatility, our ability to continue to do so, either in whole or in part, may be limited by the competitive environment we operate in.

Interest Rate Market Risk

Based on our variable rate debt balance as of June 19, 2016, a 1% increase in interest rates would increase our annual interest cost by approximately $2.0 million. This impact reflects any offset from our current hedging activities. There would be no impact if the interest rates were to decrease 1% due to an interest rate floor that exists on the Term Loan Facility and current hedging activities.

Foreign Currency Exchange Rate Market Risk

We are exposed to market risks relating to fluctuations in foreign exchange rates between the U.S. dollar and other foreign currencies, primarily the Mexican Peso. Our exposure to foreign currency risk is limited to our operations in Mexico and the equity earnings of our joint venture. Such exposure is primarily related to our $13.6 million equity investment in the Mexico joint venture. The remainder of our business is conducted in U.S. dollars and thus is not exposed to fluctuation in foreign currency. We do not hedge our foreign currency exposure and therefore are not exposed to such hedging risk.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a- 15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed in the reports that we file or submit under the Exchange Act has been appropriately recorded, processed, summarized and reported on a timely basis and are effective in ensuring that such information is accumulated and communicated to the Company s management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our CEO and CFO have concluded that, as of June 19, 2016, our disclosure controls and procedures are effective.

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Changes in Internal Control Over Financial Reporting

There were no changes in the Company s internal control over financial reporting for the twenty-four weeks ended June 19, 2016 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Part II - OTHER INFORMATION

Item 1. Legal Proceedings.

On February 11, 2016, Smart & Final Stores, Inc. received a subpoena from the District Attorney for the County of Yolo, State of California, seeking information concerning our handling, disposal and reverse logistics of potential hazardous waste at our stores and distribution centers in the State of California. We have provided information and are cooperating with the authorities from multiple counties in California in connection with this ongoing matter. While a loss related to this matter is reasonably possible, at this time, we cannot reasonably estimate the possible loss or range of loss that may arise from this matter or whether this matter will have a material impact on our financial condition or operating results.

We are engaged in various other legal actions, claims and proceedings arising in the ordinary course of business, including claims related to employment related matters, breach of contracts, products liabilities and intellectual property matters resulting from our business activities. We do not believe that the ultimate resolution of these pending claims will have a material adverse effect on our business, financial condition, results of operation or cash flows. However, litigation is subject to many uncertainties, and the outcome of certain individual litigated matters may not be reasonably predictable and any related damages may not be estimable. Some litigation matters could result in an adverse outcome to us, and any such adverse outcome could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Item 1A. Risk Factors.

For a discussion of our potential risks and uncertainties, see the information in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K, for the year ended January 3, 2016 filed with the SEC on March 15, 2016. There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Issuer Purchases of Equity Securities

The following table provides information about our share repurchase activity during the twelve weeks ended June 19, 2016.

Period(1)	Total Number of Shares Purchased	Average Price Paid per Share(2)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (3)	Maximum Dollar Value of Shares that May Yet be Purchased Under the Plan or Program (in thousands)(4)
March 28 to April 24, 2016		$		$ 21,883
April 25 to May 22, 2016	46,052	15.66	46,052	21,163
May 23 to June 19, 2016	89,457	15.72	88,487	19,774
Total	135,509	$ 15.70	134,539	

(1) Periodic information is presented by reference to our fiscal periods during the second quarter of fiscal year 2016.

(2) Average price per share includes related expense.

(3) During the twelve weeks ended June 19, 2016, the Company reacquired 970 shares of common stock to satisfy tax withholding Obligation in connection with the vesting of 2,625 shares of restricted stock granted to eligible employees.

(4) In the third quarter 2015, our Board of Directors authorized a share repurchase program to repurchase up to $25 million of shares of our common stock. Repurchases under the share repurchase program commenced on November 20, 2015 and may occur through August 31, 2016. The specific timing and amount of the repurchases will be dependent on market conditions, applicable laws and other factors. In connection with the share repurchase program, we may acquire shares in open market transactions or privately negotiated transactions.

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Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit No.	Description
3.1	Second Amended and Restated Certificate of Incorporation of Smart & Final Stores, Inc. (1)
3.2	Second Amended and Restated Bylaws of Smart & Final Stores, Inc. (1)
10.1	Amended and Restated Employment Agreement, made as of July 20, 2016, by and among Smart & Final Stores, Inc. and David G. Hirz.*
10.2	Third Amendment to Non-Qualified Stock Option Agreement Pursuant to the SF CC Holdings, Inc. 2012 Stock Incentive Plan, effective July 20, 2016 (David G. Hirz).*
10.3	Amendment to Non-Qualified Stock Option Agreement Pursuant to the Smart & Final Stores, Inc. 2014 Stock Incentive Plan, effective July 20, 2016 (David G. Hirz).*
10.4	Amendment to Non-Qualified Stock Option Agreement Pursuant to the Smart & Final Stores, Inc. 2014 Stock Incentive Plan, effective July 20, 2016 (David G. Hirz).*
10.5	Amendment to Restricted Stock Agreement Pursuant to the Smart & Final Stores, Inc. 2014 Stock Incentive Plan, effective July 20, 2016 (David G. Hirz).*
10.6	Second Amendment to the Revolving Credit Agreement, dated as of July 19, 2016, among SF CC Intermediate Holdings, Inc., Smart & Final Inc., Smart & Final Stores LLC, the Co-Borrowers party thereto, the Lenders party thereto and Bank of America, N.A., as administrative agent, collateral agent, Swingline Lender, and as issuing bank.*
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
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

(1) Filed as an exhibit to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 (File No. 333-196931) filed with the SEC on September 22, 2014, and incorporated herein by reference.

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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 persons undersigned thereunto duly authorized.

	SMART & FINAL STORES, INC. (Registrant)
July 28, 2016	/s/ David G. Hirz David G. Hirz Chief Executive Officer (Principal Executive Officer)
July 28, 2016	/s/ Richard N. Phegley Richard N. Phegley Chief Financial Officer (Principal Financial Officer)