

NATIONAL BEVERAGE CORP
Form 10-K
July 17, 2014

United States Securities and Exchange Commission

Washington, D.C. 20549

FORM 10-K

☐ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended May 3, 2014

or

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number 1-14170

NATIONAL BEVERAGE CORP.

(Exact name of Registrant as specified in its charter)

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

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

(Address of principal executive offices including zip code)

Registrant's telephone number, including area code: (954) 581-0922

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

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01 per share	The NASDAQ Stock Market LLC

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

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

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

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

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months. Yes () No ()

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

Edgar Filing: NATIONAL BEVERAGE CORP - Form 10-K

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 the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.: Large accelerated filer () Accelerated filer () Non-accelerated filer () Smaller reporting company ()

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

The aggregate market value of the common stock held by non-affiliates of Registrant computed by reference to the closing sale price of \$18.78 on October 25, 2013 was approximately \$214.3 million.

The number of shares of Registrant’s common stock outstanding as of July 9, 2014 was 46,337,015.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant’s Proxy Statement for the 2014 Annual Meeting of Shareholders are incorporated by reference in Part III of this report.

TABLE OF CONTENTS

	PAGE
PART I	
ITEM 1. Business	2
ITEM 1A. Risk Factors	9
ITEM 1B. Unresolved Staff Comments	10
ITEM 2. Properties	10
ITEM 3. Legal Proceedings	10
ITEM 4. Mine Safety Disclosures	10
PART II	
ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	11
ITEM 6. Selected Financial Data	13
ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	14
ITEM 7A. Quantitative and Qualitative Disclosure About Market Risk	19
ITEM 8. Financial Statements and Supplementary Data	20
ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	38
ITEM 9A. Controls and Procedures	38
ITEM 9B. Other Information	38
PART III	
ITEM 10. Directors, Executive Officers and Corporate Governance	39
ITEM 11. Executive Compensation	39
ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	40
ITEM 13. Certain Relationships and Related Transactions, and Director Independence	40
ITEM 14. Principal Accounting Fees and Services	40
PART IV	
ITEM 15. Exhibits, Financial Statement Schedules	40
SIGNATURES	43

PART I

ITEM 1. BUSINESS

GENERAL

National Beverage Corp. is an acknowledged leader in the development, manufacturing, marketing and sale of a diverse portfolio of flavored beverage products. Our primary market focus is the United States, but our products are also distributed in Canada, Mexico, the Caribbean, Latin America, the Pacific Rim, Asia, Europe and the Middle East. A holding company for various operating subsidiaries, National Beverage Corp. was incorporated in Delaware in 1985 and began trading as a public company on the NASDAQ Stock Market in 1991. In this report, the terms “we,” “us,” “our,” “Company” and “National Beverage” mean National Beverage Corp. and its subsidiaries unless indicated otherwise.

Our brands consist of (i) beverages geared toward the active and health-conscious consumer (“Power+ Brands”), including energy drinks and shots, juices, sparkling waters and enhanced beverages, and (ii) Carbonated Soft Drinks in a variety of flavors as well as regular, diet and reduced-calorie options. In addition, we produce soft drinks for certain retailers (“Allied Brands”) that endorse the “Strategic Alliance” concept of having our brands and Allied Brands marketed to effectuate enhanced growth of both. We employ a philosophy that emphasizes vertical integration; our manufacturing model integrates the procurement of raw materials and production of concentrates with the manufacture of finished products in our twelve manufacturing facilities. To service a diverse customer base that includes numerous national retailers as well as thousands of smaller “up-and-down-the-street” accounts, we have developed a hybrid distribution system that promotes and utilizes customer warehouse distribution facilities and our own direct-store delivery fleet plus the direct-store delivery systems of independent distributors and wholesalers.

We believe that the combination of our business strategies and philosophies is key to giving us a greater competitive advantage and differentiating us from our competitors. These include the following:

Lifestyle Focus – We focus on developing healthier and functional beverages in response to a global shift in consumer buying habits. As health and wellness awareness grows, consumers are turning to drinks with reduced calories, wholesome ingredients and efficacy to meet their specific lifestyle needs. We are committed to tailoring the variety and types of beverages in our portfolio to satisfy changing preferences of an increasingly diverse mix of ‘crossover consumers’ – a growing group who desire a change from Carbonated Soft Drinks and other artificially flavored, artificially sweetened beverages.

Fantasy of Flavors – Throughout our product lines, we emphasize distinctly flavored beverages. Although cola drinks account for approximately 50% of the soft drink industry’s domestic grocery channel volume, colas account for less than 20% of our total volume. In the higher margin convenience store channel, flavors represent 54% of soft drink sales and are outpacing colas. Our flavor development spans 125 years and originated with our flagship brands, Shasta® and Faygo®, each of which offers more than 30 flavor varieties.

Regional Share Dynamics – This is our term for the philosophy we employ for the development and support of our brands that have significant regional presence. Because we tailor our marketing and promotion programs by locale, we believe many of our brands enjoy a regional identification that fosters long-term consumer loyalty and make them less vulnerable to competitive substitution. In addition, “home-town” products often generate more aggressive retailer sponsored promotional activities and receive media exposure through community activities rather than costly national advertising.

Quality-Value Ethic – We believe that consumers demand value as the purchase default option in volatile economic times, and we are intent on producing and developing products of the highest quality that appeal to the value expectations of the family consumer. We believe we can leverage our cost-effective manufacturing and distribution systems, and our efficient regionally focused marketing programs, to profitably deliver products to the consumer at a lower price-point than our national competitors.

Creative Agility – In a beverage industry that is dominated by the “cola giants”, we pride ourselves on our ability to respond faster and more creatively to consumer trends than many of our competitors who are burdened by distribution complexity and legacy costs. We strive to build long-term brand value by developing creative marketing programs, propriety flavors and distinctive packaging. In recent years, we have introduced numerous new flavors or package sizes and have won many package design awards. We continue to develop products and package sizes designed to expand distribution. We believe that the most dynamic validation of our strategy is our competitors’ efforts to replicate our creative business model.

PRODUCTS

The National Beverage Corp. brand portfolio contains a wide variety of beverages to meet consumer needs in a multitude of market segments. National Beverage employs its flavor expertise with beverage offerings including, but not limited to, the following non-alcoholic beverage segments:

Carbonated Soda: Sugar Free, Regular, and Reduced Calorie

Sparkling Waters

Spring Water

Enhanced Water

Energy Drinks and Shots

Functional Beverages and Sports Drinks

Juice and Juice Drinks

Teas and Lemonades

Power+ Brands –

LaCroix

100% all natural LaCroix® Sparkling Water is setting the pace in the Sparkling Water segment that is fast becoming the alternative to traditional carbonated soda. Calorie, Sweetener, Sodium Free LaCroix has the support of major national chains and is the top selling domestic Sparkling Water packaged in cans.

LaCroix’s dynamic new “theme” LaCroix Cúrate™ “Cure Yourself” celebrates French sophistication with Spanish zest with two bold flavors Cerise Limon (cherry lime) and Pomme Baya (apple berry) in tall 12 oz. consumer-favored cans. Brilliant graphics, robust aroma, naturally “Essenced” and premium priced, Cúrate is a trendsetting addition to a brand that is the healthy alternative for trend forward consumers.

Additional LaCroix themes are in development with unique packaging, ground breaking flavor concepts and a go-to-market strategy designed to provide additional placements within the retail environment outside the traditional grocery shelf.

Rip It

Rip It® energy fuel is the flavor innovator in the growing energy category with 14 unique flavors including six sugar free, bringing variety and value to the widening consumer base. Rip It “Tribute” themed energy is a successful military inspired addition to the lineup with the latest addition Tribute CYP-X Orange Crème. Building on the flavor tradition of original Rip It, a 2 oz. sugar free shot version with seven flavors is marketed through our distribution system in multiple displayable package configurations.

Everfresh

Everfresh® 100% juice and juice drinks are available in over 30 flavors, from such classics as Orange, Cranberry and flavored lemonades to exotics that include Blueberry Pomegranate and Pineapple Mango. Originating in the Midwest, the Everfresh signature package is a hot-filled, 16 oz. glass bottle primarily for single-serve consumption. Additional consumer friendly packages range from 10 oz. to 64 oz.

Everfresh Premier Varietals™, a new theme from Everfresh positioned as a stand-alone brand to primarily be displayed in the produce section, is a premium line of 100% natural apple juice from a variety of apples specific to the taste of the varietal, such as Granny Smith, McIntosh, Honey Crisp, Golden Delicious, Fuji and the new Pink Lady. The Premier Varietals is packaged in an award-winning 12 oz. glass bottle with a decorative tamper evident neck seal.

Carbonated Soft Drinks –

Currently celebrating its 125th anniversary and distributed nationally, Shasta® is recognized to be a bottling industry pioneer and innovator. As our largest volume brand, Shasta features multiple flavors, including products targeted to the growing Hispanic and other ethnic markets, and continues to earn consumer loyalty by delivering value, convenience and such unique tastes as California Dreamin', Very Cherry Twist and Fiesta Punch. Commemorating Shasta's 125 years and origin as a Sparkling Water Company, a new theme is in development showcasing Shasta's classic flavors in an unsweetened zero calorie refreshing Sparkling Water concept. More than 100 years old, Faygo® products are primarily distributed east of the Mississippi River and include numerous unique flavors including RedPop®, Moon Mist®, Rock'n'Rye® and newly introduced Cotton Candy. We also produce and market Ritz® soft drinks and seltzers, primarily in the southeastern U.S., distribute Big Shot® in New Orleans and surrounding areas, and offer St. Nick's® soft drinks during the holiday season. During recent years, we reformulated many of our brands to reduce the caloric content while still preserving their time tested flavor profiles.

Our Brands, optically and content-wise, are always a work in process. As often as innovation develops, we endeavor to significantly improve them, striving for quality and authenticity over cost.

MANUFACTURING

Our twelve manufacturing facilities are strategically located near major metropolitan markets across the continental United States. The locations of our plants enable us to efficiently manufacture and distribute beverages to substantially all geographic markets in the United States, including 22 of the top 25 metropolitan statistical areas. Each manufacturing facility is generally equipped to produce both canned and bottled beverage products in a variety of package sizes. We utilize numerous package types and sizes, including cans ranging from eight to sixteen ounces and bottles ranging from ten ounces to three liters.

We believe that the innovative and controlled vertical integration of our bottling facilities provides an advantage over certain of our competitors that rely upon independent third party bottlers to manufacture and market their products. Since we control the national production, distribution and marketing of our brands, we believe we can more effectively manage product quality and customer service and respond quickly to changing market conditions.

We produce a substantial portion of the flavor concentrates used in our branded products. By controlling our own formulas throughout our bottling network, we can manufacture our products in accordance with uniform quality standards while tailoring flavors to regional taste preferences. We believe that the combination of a Company-owned bottling network, together with uniform standards for packaging, formulations and customer service, provides us with a strategic advantage in servicing national retailers and mass-merchandisers. We also maintain research and development laboratories at multiple locations. These laboratories continually test products for compliance with our strict quality control standards as well as conduct research for new products and flavors.

DISTRIBUTION

We utilize a hybrid distribution system to deliver our products through three primary distribution channels: take-home, convenience and food-service.

The take-home distribution channel consists of national and regional grocery stores, warehouse clubs, mass-merchandisers, wholesalers and dollar stores. We distribute our products to this channel through the warehouse distribution system and the direct-store delivery system. Under the warehouse distribution system, products are shipped from our manufacturing facilities to the retailer's centralized distribution centers and then distributed by the retailer to each of its outlet locations with other goods. Products sold through the direct-store delivery system are distributed directly to the customer's retail outlets by our direct-store delivery fleet and by independent distributors.

We distribute our products to the convenience channel through our own direct-store delivery fleet and those of independent distributors. The convenience channel consists of convenience stores, gas stations and other smaller "up-and-down-the-street" accounts. Because of the higher retail prices and margins that typically prevail, we have undertaken several measures to expand convenience channel distribution. These include development of products, packaging and graphics specifically targeted to this market.

Our food-service division distributes products to independent, specialized distributors who sell to hospitals, schools, military bases, airlines, hotels and food-service wholesalers. Also, our Company-owned direct-store delivery fleet distributes products to certain schools and other food-service customers.

Our take-home, convenience and food-service operations use vending machines and glass-door coolers as marketing and promotional tools for our brands. We provide vending machines and coolers on a placement or purchase basis to our customers. We believe vending and cooler equipment increases beverage sales, enhances brand awareness and develops brand loyalty.

SALES AND MARKETING

We sell and market our products through an internal sales force as well as specialized broker networks. Our sales force is organized to serve a specific market, focusing on one or more geographic territories, distribution channels or product lines. We believe this focus allows our sales group to provide high level, responsive service and support to our

customers and markets.

The emphasis of our sales and marketing programs is to maintain and enhance consumer brand recognition and loyalty, typically through a combination of regional advertising, special event marketing, endorsements, sponsorships and social media, along with consumer coupon distribution and product sampling. We retain advertising agencies to assist with media advertising programs for our brands. Additionally, we offer numerous promotional programs to retail customers, including cooperative advertising support, in-store advertising materials and other incentives. These elements allow us to tailor our marketing and advertising programs to meet local and regional economic conditions and demographics. Additionally, we sponsor special holiday promotions which feature St. Nick's soft drink and special holiday flavors and packaging.

Raw Materials

Our centralized procurement group maintains relationships with numerous suppliers of raw materials and packaging goods. By consolidating the purchasing function for our manufacturing facilities, we believe we are able to procure more competitive arrangements with our suppliers, thereby enhancing our ability to compete as a low-cost producer of beverages.

The products we produce and sell are made from various materials including sweeteners, juice concentrates, carbon dioxide, water, glass and plastic bottles, aluminum cans and ends, paper, cartons and closures. Most of our low-calorie soft drink products use sucralose, aspartame, stevia or Acesulfame-K. We manufacture a substantial portion of our flavor concentrates and purchase remaining raw materials from multiple suppliers.

Substantially all of the materials and ingredients we purchase are presently available from several suppliers, although strikes, weather conditions, utility shortages, governmental control or regulations, national emergencies, quality, price or supply fluctuations or other events outside our control could adversely affect the supply of specific materials. A significant portion of our raw material purchases, including aluminum cans, plastic bottles, high fructose corn syrup, corrugated packaging and juice concentrates, are derived from commodities. Therefore, pricing and availability tend to fluctuate based upon worldwide commodity market conditions. Our ability to recover increased costs through higher pricing may be limited by the competitive environment in which we operate. In certain cases, we may elect to enter into multi-year agreements for the supply of these materials with one or more suppliers, the terms of which may include variable or fixed pricing, minimum purchase quantities and/or the requirement to purchase all supplies for specified locations. Additionally, we use derivative financial instruments to partially mitigate our exposure to changes in certain raw material costs.

Seasonality

The majority of our sales are seasonal with the highest volume typically realized during the summer months. We have sufficient production capacity to meet seasonal increases without maintaining significant quantities of inventory in anticipation of periods of peak demand. Additionally, our sales can be influenced by weather conditions.

Competition

The beverage industry is highly competitive and our competitive position varies in each of our market areas. Our products compete with many varieties of liquid refreshment, including soft drinks, water products, juices, fruit drinks, powdered drinks, coffees, teas, energy drinks, sports drinks, dairy-based drinks, functional beverages and various other nonalcoholic beverages. We compete with bottlers and distributors of national, regional and private label products. Several competitors, including the two that dominate the soft drink industry, PepsiCo and The Coca-Cola Company, have greater financial resources than we have and aggressive promotion of their products can adversely affect sales of our brands. Principal methods of competition in the beverage industry are price and promotional activity, advertising and marketing programs, point-of-sale merchandising, retail space management, customer service, product differentiation, packaging innovations and distribution methods. We believe our Company differentiates itself through a diversified product portfolio, strong regional brand recognition, innovative flavor variety, attractive packaging, efficient distribution methods, specialized advertising and, for some product lines, value pricing.

Trademarks

We own numerous trademarks for our brands that are significant to our business. We intend to continue to maintain all registrations of our significant trademarks and use the trademarks in the operation of our businesses.

Governmental Regulation

The production, distribution and sale of our products in the United States are subject to the Federal Food, Drug and Cosmetic Act; the Dietary Supplement Health and Education Act of 1994; the Occupational Safety and Health Act; the Lanham Act; various environmental statutes; and various other federal, state and local statutes regulating the production, transportation, sale, safety, advertising, labeling and ingredients of such products. We believe that we are in compliance, in all material respects, with such existing legislation.

Certain states and localities prohibit the sale of certain beverages unless a deposit or tax is charged for containers. These requirements vary by each jurisdiction. Similar legislation has been proposed in certain other states and localities, as well as by Congress. We are unable to predict whether such legislation will be enacted or what impact its enactment would have on our business, financial condition or results of operations.

All of our facilities in the United States are subject to federal, state and local environmental laws and regulations. Compliance with these provisions has not had any material adverse effect on our financial or competitive position. We believe that our current practices and procedures for the control and disposition of toxic or hazardous substances comply in all material respects with applicable law. Compliance with or violation of any current or future regulations and legislation could require material expenditures or have a material adverse effect on our financial results.

Employees

As of May 3, 2014, we employed approximately 1,200 people, of which approximately 300 are covered by collective bargaining agreements. We believe that relations with our employees are generally good.

AVAILABLE INFORMATION

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements and amendments to those reports are available free of charge on our website at www.nationalbeverage.com as soon as reasonably practicable after such reports are electronically filed with the Securities and Exchange Commission. In addition, our Code of Ethics is available on our website. The information on the Company's website is not part of this Annual Report on Form 10-K or any other report that we file with, or furnish to, the Securities and Exchange Commission.

ITEM 1A. RISK FACTORS

In addition to other information in this Annual Report on Form 10-K, the following risk factors should be considered carefully in evaluating the Company's business. Our business, financial condition and results of operations could be materially and adversely affected by any of these risks. Additional risks and uncertainties, including risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also impair our business and results of operations.

Changes in consumer preferences and taste. There has been an increasing focus on health and wellness by beverage consumers, which may reduce demand for caloric carbonated soft drinks and increase the consumption of products perceived to deliver health, wellness and/or functionality. If we do not adequately anticipate and react to changing demographics, consumer trends, health concerns and product preferences, our financial results could be adversely affected.

Competition. The beverage industry is extremely competitive. Our products compete with a broad range of beverage products, most of which are manufactured and distributed by companies with substantially greater financial, marketing and distribution resources. In order to generate future revenues and profits, we must continue to sell products that appeal to our customers and consumers. Discounting and other actions by our competitors may make it more difficult to sustain revenues and profits.

Customer relationships. Our retail customer base has been consolidating over the last several years resulting in fewer customers with increased purchasing power. This increased purchasing power can limit our ability to increase pricing for our products with certain of our customers. Our inability to meet the demands of our larger customers could lead to a loss of business and adversely affect our financial results.

Raw materials and energy. The production of our products is dependent on certain raw materials, including aluminum, resin, corn, linerboard and fruit juice. In addition, the production and distribution of our products is dependent on energy sources, including natural gas, fuel and electricity. These items are subject to price volatility caused by numerous factors. Commodity price increases ultimately result in a corresponding increase in the cost of raw materials and energy. We may be limited in our ability to pass these increases on to our customers or may incur a loss in sales volume to the extent price increases are taken. In addition, strikes, weather conditions, governmental controls, national emergencies, natural disasters, supply shortages or other events could affect our continued supply of raw materials and energy. If raw materials or energy costs increase, or the availability is limited, our financial results could be adversely affected.

Governmental regulation. Our business and properties are subject to various federal, state and local laws and regulations, including those governing the production, packaging, quality, labeling and distribution of beverage products. In addition, various governmental agencies have considered limiting the consumption of and imposing additional taxes on soft drinks and other sweetened beverages, including those sweetened with high fructose corn syrup. Changes in existing laws or regulations could negatively affect our financial results through lower sales or higher costs.

Sustained increases in the cost of employee benefits. Our profitability is affected by the cost of medical and retirement benefits provided to employees. In recent years, we have experienced significant increases in these costs as a result of certain factors beyond our control. Although we seek to limit these cost increases, continued upward pressure in these costs could reduce our profitability.

Unfavorable weather conditions. Unfavorable weather conditions could have an adverse impact on our revenue and profitability. Unusually cold or rainy weather may temporarily reduce demand for our products and contribute to lower sales, which could adversely affect our profitability for such periods. Prolonged drought conditions in the geographic regions in which we do business could lead to restrictions on the use of water, which could adversely affect our ability to manufacture and distribute products.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our principal properties include twelve manufacturing facilities located in ten states, which aggregate approximately two million square feet. We own ten manufacturing facilities in the following states: California (2), Georgia, Kansas, Michigan (2), Ohio, Texas, Utah and Washington. Two manufacturing facilities, located in Maryland and Florida, are leased subject to agreements that expire through 2020. We believe our facilities are generally in good condition and sufficient to meet our present needs.

The production of beverages is capital intensive but is not characterized by rapid technological change. The technological advances that have occurred have generally been of an incremental cost-saving nature, such as the industry's conversion to lighter weight containers or improved blending processes that enhance ingredient yields. We are not aware of any anticipated industry-wide changes in technology that would adversely impact our current physical production capacity or cost of production.

We own and lease trucks, vans and automobiles used in the sale, delivery and distribution of our products. In addition, we lease office and warehouse space, transportation equipment, office equipment and certain manufacturing equipment.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we are a party to various litigation matters arising in the ordinary course of business. We do not expect the ultimate disposition of such matters to have a material adverse effect on our consolidated financial position or results of operations.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

10

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

The common stock of National Beverage Corp., par value \$.01 per share, ("Common Stock") is listed on The NASDAQ Global Select Market under the symbol "FIZZ". The following table shows the range of high and low prices per share of the Common Stock for the fiscal quarters indicated:

	Fiscal Year Ended			
	May 3, 2014		April 27, 2013	
	High	Low	High	Low
First Quarter	\$18.66	\$14.48	\$15.85	\$13.57
Second Quarter	\$18.96	\$15.63	\$15.83	\$14.05
Third Quarter	\$21.71	\$18.06	\$17.75	\$13.62
Fourth Quarter	\$22.26	\$18.58	\$14.72	\$13.21

At July 8, 2014, there were approximately 6,200 holders of our Common Stock, the majority of which hold their shares in the names of various dealers and/or clearing agencies.

The Company paid special cash dividends on Common Stock of \$118.1 million (\$2.55 per share) on December 27, 2012, \$106.3 million (\$2.30 per share) on February 14, 2011 and \$62.3 million (\$1.35 per share) on January 22, 2010.

In April 2012, the Board of Directors authorized an increase in the Company's Stock Buyback Program from 800,000 to 1.6 million shares of Common Stock. As of May 3, 2014, 502,060 shares were purchased under the program and 1,097,940 shares were available for purchase. There were no shares of Common Stock purchased during the last three fiscal years.

On January 25, 2013, the Company sold 400,000 shares of Special Series D Preferred Stock, par value \$1 per share ("Series D Preferred") for an aggregate purchase price of \$20 million. Series D Preferred has a liquidation preference of \$50 per share and accrues dividends on this amount at an annual rate of 3% through April 30, 2014 and, thereafter, at an annual rate equal to 370 basis points above the 3-Month LIBOR. Dividends are cumulative and payable quarterly. The Series D Preferred is nonvoting and redeemable at the option of the Company beginning May 1, 2014 at \$50 per

share. Upon a change of control, as such term is defined in the Certificate of Designation of the Special Series D Preferred Stock, the holder shall have the right to convert the Series D Preferred into shares of Common Stock at a conversion price equal to the tender price per share offered to the holders of the Common Stock. The net proceeds of \$19.7 million were used to repay borrowings under the Credit Facilities. The Series D Preferred was issued by the Company pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933.

On May 2, 2014, the Company redeemed 160,000 shares of Series D Preferred, representing 40% of the amount outstanding, for an aggregate price of \$8 million plus accrued dividends. In conjunction with the partial redemption, the annual dividend rate on the outstanding Series D Preferred was reduced to 2.5% for the twelve month period beginning May 1, 2014.

Performance Graph

The following graph shows a comparison of the five-year cumulative returns of an investment of \$100 cash on May 2, 2009, assuming reinvestment of dividends, in (i) Common Stock, (ii) the NASDAQ Composite Index and (iii) a Company-constructed peer group consisting of Coca-Cola Bottling Company Consolidated and Cott Corporation. Based on the cumulative total return below, an investment in our Common Stock on May 2, 2009 provided a compounded annual return of approximately 24.1% as of May 3, 2014.

	5/2/09	5/1/10	4/30/11	4/28/12	4/27/13	5/3/14
National Beverage Corp.	\$100.00	\$122.56	\$172.20	\$181.61	\$211.11	\$278.34
NASDAQ Composite	100.00	144.47	170.25	183.72	199.01	253.53
Peer Group	100.00	155.94	181.56	148.70	200.44	195.68

ITEM 6. SELECTED FINANCIAL DATA

The following selected financial data should be read in conjunction with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and consolidated financial statements and notes thereto contained in "Item 8. Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

(In thousands, except per share and footnote amounts)

	Fiscal Year Ended				
	May 3, 2014 (3)	April 27, 2013	April 28, 2012	April 30, 2011	May 1, 2010
SUMMARY OF OPERATIONS:					
Net sales	\$641,135	\$662,007	\$628,886	\$600,193	\$593,465
Cost of sales	423,480	444,757	415,629	381,539	396,450
Gross profit	217,655	217,250	213,257	218,654	197,015
Selling, general and administrative expenses	153,220	146,223	146,169	155,885	145,159
Interest expense	660	403	107	99	120
Other expense - net	666	173	85	20	351
Income before income taxes	63,109	70,451	66,896	62,650	51,385
Provision for income taxes	19,474	23,531	22,903	21,896	18,532
Net income	\$43,635	\$46,920	\$43,993	\$40,754	\$32,853
PER SHARE DATA:					
Basic earnings per common share (1)	\$.93	\$1.01	\$.95	\$.88	\$.71
Diluted earnings per common share (1)	.92	1.01	.95	.88	.71
Closing stock price	19.21	14.57	14.68	13.92	11.60
Dividends paid on common stock (2)	-	2.55	-	2.30	1.35
BALANCE SHEET DATA:					
Cash and equivalents (2)	\$29,932	\$18,267	\$35,626	\$7,372	\$68,566
Working capital (2)	78,618	67,504	69,818	30,930	92,898
Property, plant and equipment - net	59,494	57,307	56,729	55,337	53,401
Total assets (2)	222,841	208,642	222,988	182,810	240,359
Long-term debt	30,000	50,000	-	-	-
Deferred income tax liability	13,873	14,327	14,214	14,548	15,597
Shareholders' equity (2)	106,201	70,316	121,636	80,336	141,572
Dividends paid on common stock (2)	-	118,139	-	106,314	62,295

- (1) Basic earnings per common share is computed by dividing earnings available to common shareholders by the weighted average number of common shares outstanding. Diluted earnings per common share includes the dilutive effect of stock options.
- (2)

The Company paid special cash dividends on Common Stock of \$118.1 million (\$2.55 per share) on December 27, 2012, \$106.3 million (\$2.30 per share) on February 14, 2011 and \$62.3 million (\$1.35 per share) on January 22, 2010.

- (3)

Fiscal 2014 consisted of 53 weeks.

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

OVERVIEW

National Beverage Corp. is an acknowledged leader in the development, manufacturing, marketing and sale of a diverse portfolio of flavored beverage products. Our primary market focus is the United States, but our products are also distributed in Canada, Mexico, the Caribbean, Latin America, the Pacific Rim, Asia, Europe and the Middle East. A holding company for various operating subsidiaries, National Beverage Corp. was incorporated in Delaware in 1985 and began trading as a public company on the NASDAQ Stock Market in 1991. In this report, the terms “we,” “us,” “our,” “Company” and “National Beverage” mean National Beverage Corp. and its subsidiaries unless indicated otherwise.

Our brands consist of (i) beverages geared toward the active and health-conscious consumer (“Power+ Brands”), including energy drinks and shots, juices, sparkling waters and enhanced beverages, and (ii) Carbonated Soft Drinks in a variety of flavors as well as regular, diet and reduced-calorie options. In addition, we produce soft drinks for certain retailers (“Allied Brands”) that endorse the “Strategic Alliance” concept of having our brands and Allied Brands marketed to effectuate enhanced growth of both. We employ a philosophy that emphasizes vertical integration; our manufacturing model integrates the procurement of raw materials and production of concentrates with the manufacture of finished products in our twelve manufacturing facilities. To service a diverse customer base that includes numerous national retailers as well as thousands of smaller “up-and-down-the-street” accounts, we have developed a hybrid distribution system that promotes and utilizes customer warehouse distribution facilities and our own direct-store delivery fleet plus the direct-store delivery systems of independent distributors and wholesalers.

We consider ourselves to be a leader in the development and sale of flavored beverage products. The National Beverage Corp. brand portfolio contains a wide variety of beverages to meet consumer needs in a multitude of markets segments. Our portfolio of Power+ Brands is targeted to consumers seeking healthier and functional alternatives to complement their active lifestyles, and includes LaCroix® and LaCroix Cúrate™ sparkling water products; Rip It® energy drinks and shots; and Everfresh® and Everfresh Premier Varietals™, 100% juice and juice-based products. Our carbonated soft drink flavor development spans 125 years originating with our flagship brands, Shasta® and Faygo®.

Our strategy emphasizes the growth of our products by (i) expanding our focus on healthier and functional beverages tailored toward healthy, active lifestyles, (ii) offering a beverage portfolio of proprietary flavors with distinctive packaging and broad demographic appeal, (iii) supporting the franchise value of regional brands, (iv) appealing to the “quality-value” expectations of the family consumer, and (v) responding to demographic trends by developing

innovative products designed to expand distribution.

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

RESULTS OF OPERATIONS

Net Sales

Net sales for the fiscal year ended May 3, 2014 (“Fiscal 2014”) decreased 3.2% to \$641.1 million as compared to \$662.0 million for the fiscal year ended April 27, 2013 (“Fiscal 2013”). The lower sales resulted from a 7.5% volume decline in Carbonated Soft Drinks, principally due to extended periods of unfavorable weather conditions and industry-wide consumption decline. This volume decline was partially offset by case volume growth of 8.2% for our Power+ Brands. Average net selling price per case was approximately the same for both years.

Net sales for the fiscal year ended April 27, 2013 increased 5.3% to \$662.0 million as compared to \$628.9 million for the fiscal year ended April 28, 2012 (“Fiscal 2012”). This sales improvement is due to case volume growth of our Power+ Brands of 5.4% and growth of Carbonated Soft Drinks, which includes Allied Brands, of 6.4%. Average net selling price per case decreased .8% primarily due to changes in product mix.

Gross Profit

Gross profit was 33.9% of net sales for Fiscal 2014, which represents a 1.1% margin improvement compared to Fiscal 2013. The gross margin improvement is primarily due to favorable product mix changes and lower raw material costs. Cost of sales decreased 1.7% on a per case basis.

Gross profit was 32.8% of net sales for Fiscal 2013, which represents a 1.1% margin decline compared to Fiscal 2012. The gross margin decline is primarily due to product mix changes. Cost of sales increased .8% on a per case basis.

Shipping and handling costs are included in selling, general and administrative expenses, the classification of which is consistent with many beverage companies. However, our gross margin may not be comparable to companies that include shipping and handling costs in cost of sales. See Note 1 of Notes to Consolidated Financial Statements.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were \$153.2 million or 23.9% of net sales for Fiscal 2014 compared to \$146.2 million or 22.1% of net sales for Fiscal 2013. Fiscal 2014 expenses reflect higher selling and marketing costs, primarily due to increased advertising expenses.

Selling, general and administrative expenses were \$146.2 million or 22.1% of net sales for Fiscal 2013 compared to \$146.2 million or 23.2% of net sales for Fiscal 2012. Fiscal 2013 expenses reflect higher shipping and handling costs due to increased case volume, offset by reduced marketing and administrative expenses.

Interest Expense and Other Expense - Net

Interest expense is comprised of interest on borrowings and fees related to maintaining lines of credit. The Company paid a special cash dividend of \$118.1 million (\$2.55 per common share) on December 27, 2012 from available cash and borrowings under our credit facilities. Due to increased borrowings, interest expense increased to \$660,000 in Fiscal 2014 from \$403,000 in Fiscal 2013 and \$107,000 in Fiscal 2012. Other expense is net of interest income of \$15,000 for Fiscal 2014, \$37,000 for Fiscal 2013 and \$69,000 for Fiscal 2012. The decline in interest income for Fiscal 2014 and Fiscal 2013 is due to lower average invested balances.

Income Taxes

Our effective tax rate would have been approximately 34%* for Fiscal 2014, compared with 33.4% for Fiscal 2013 and 34.2% for Fiscal 2012. The difference between the effective rate and the federal statutory rate of 35% was primarily due to the effects of state income taxes, the manufacturing deduction; and for Fiscal 2014, adjustment of unrecognized tax benefits related to the resolution of certain open tax years, which resulted in a 30.9% tax rate. *See Note 7 of Notes to Consolidated Financial Statements.

LIQUIDITY AND FINANCIAL CONDITION

Liquidity and Capital Resources

Our principal source of funds is cash generated from operations and borrowings available under our credit facilities. At May 3, 2014, we maintained \$100 million unsecured revolving credit facilities, of which \$30 million of borrowings were outstanding and \$2.2 million was used for standby letters of credit. We believe that existing capital resources will be sufficient to meet our liquidity and capital requirements for the next twelve months. See Note 4 of Notes to Consolidated Financial Statements.

We continually evaluate capital projects to expand our production capacity, enhance packaging capabilities or improve efficiencies at our manufacturing facilities. Expenditures for property, plant and equipment amounted to \$12.1 million for Fiscal 2014. There were no material capital expenditure commitments at May 3, 2014.

On January 25, 2013, the Company sold 400,000 shares of Special Series D Preferred Stock ("Series D Preferred"), par value \$1 per share for an aggregate purchase price of \$20 million. On May 2, 2014, the Company redeemed 160,000 shares of Series D Preferred, representing 40% of the amount outstanding, for an aggregate price of \$8 million. In conjunction with the partial redemption, the annual dividend rate on the outstanding Series D Preferred was reduced to 2.5% for the twelve month period beginning May 1, 2014. See Note 5 of Notes to Consolidated Financial Statements.

The Company paid special cash dividends on common stock of \$118.1 million (\$2.55 per share) on December 27, 2012, \$106.3 million (\$2.30 per share) on February 14, 2011 and \$62.3 million (\$1.35 per share) on January 22, 2010.

Pursuant to a management agreement, we incurred a fee to Corporate Management Advisors, Inc. ("CMA") of approximately \$6.4 million for Fiscal 2014, \$6.6 million for Fiscal 2013 and \$6.3 million for Fiscal 2012. At May 3, 2014, management fees payable to CMA were \$1.6 million. See Note 5 of Notes to Consolidated Financial

Statements.

Cash Flows

During Fiscal 2014, \$52.4 million was provided by operating activities, \$12.1 million was used in investing activities and \$28.7 million was used in financing activities. Cash provided by operating activities increased \$12.1 million primarily due to changes in working capital. Cash used in investing activities increased to \$12.1 million reflecting higher capital expenditures in Fiscal 2014. Cash used in financing activities was \$28.7 million reflecting \$8 million redemption of preferred stock and \$20 million repayment of debt.

During Fiscal 2013, \$40.3 million was provided by operating activities, which was offset by \$9.6 million used in investing activities and \$48.0 million used in financing activities. Cash provided by operating activities increased \$2.6 million primarily due to increased earnings. Cash used in financing activities increased \$48.4 million due to the special dividend payment of \$118.1 million in Fiscal 2013, partially offset by \$19.7 million in proceeds from the issuance of the Series D Preferred and \$50.0 million in net borrowings under credit facilities.

Financial Position

During Fiscal 2014, our working capital increased \$11.1 million to \$78.6 million primarily due to cash generated from operating activities. Trade receivables decreased \$5.9 million due to lower sales activity as days sales outstanding remain unchanged at 34.7 days. Inventories increased \$4.7 million primarily due to higher quantities related to new products and to support more frequent customer promotions. At May 3, 2014, the current ratio was 2.2 to 1 as compared to 2.1 to 1 at April 27, 2013.

During Fiscal 2013, our working capital decreased \$2.3 million to \$67.5 million due to a decline in cash resulting from the payment of the special cash dividend. Trade receivables increased \$2.5 million, which represents an increase in days sales outstanding from approximately 33.9 days to 34.7 days, and inventories decreased \$1.6 million, which represents an improvement in annual inventory turns from 11.0 to 11.2 times. Accounts payable decreased \$10.6 million due to the timing of payments to vendors at the end of the fiscal year. At April 27, 2013, the current ratio was 2.1 to 1 as compared to 1.9 to 1 at April 28, 2012.

CONTRACTUAL OBLIGATIONS

Contractual obligations at May 3, 2014 are payable as follows:

	(In thousands)				
	Total	Less Than 1 Year	1 to 3 Years	3 to 5 Years	More Than 5 Years
Long-term debt	\$30,000	\$-	\$30,000	\$-	\$-
Operating leases	19,548	4,768	7,248	5,055	2,477
Purchase commitments	32,847	32,847	-	-	-
Total	\$82,395	\$37,615	\$37,248	\$5,055	\$2,477

As of May 3, 2014, we guaranteed the residual value of certain leased equipment in the amount of \$5.3 million. If the proceeds from the sale of such equipment are less than the balance required by the lease when the lease terminates July 31, 2014, the Company shall be required to pay the difference up to such guaranteed amount. The Company expects to have no loss on such guarantee.

We contribute to certain pension plans under collective bargaining agreements and to a discretionary profit sharing plan. Total contributions were \$2.7 million for Fiscal 2014, \$2.6 million for Fiscal 2013 and \$2.5 million for Fiscal 2012. See Note 9 of Notes to Consolidated Financial Statements.

We maintain self-insured and deductible programs for certain liability, medical and workers' compensation exposures. Other long-term liabilities include known claims and estimated incurred but not reported claims not otherwise covered by insurance, based on actuarial assumptions and historical claims experience. Since the timing and amount of claim payments vary significantly, we are not able to reasonably estimate future payments for the specific periods indicated in the table above. Standby letters of credit aggregating \$2.2 million have been issued in connection with our self-insurance programs. These standby letters of credit expire through June 2015 and are expected to be renewed.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our financial condition.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's knowledge of current events and actions it may undertake in the future, they may ultimately differ from actual results. We believe that the critical accounting policies described in the following paragraphs comprise the most significant estimates and assumptions used in the preparation of our consolidated financial statements. For these policies, we caution that future events rarely develop exactly as estimated and the best estimates routinely require adjustment.

Credit Risk

We sell products to a variety of customers and extend credit based on an evaluation of each customer's financial condition, generally without requiring collateral. Exposure to credit losses varies by customer principally due to the financial condition of each customer. We monitor our exposure to credit losses and maintain allowances for anticipated losses based on specific customer circumstances, credit conditions and historical write-offs.

Impairment of Long-Lived Assets

All long-lived assets, excluding goodwill and intangible assets not subject to amortization, are evaluated for impairment on the basis of undiscounted cash flows whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impaired asset is written down to its estimated fair market value based on the best information available. Estimated fair market value is generally measured by discounting future cash flows. Goodwill and intangible assets not subject to amortization are evaluated for impairment annually or sooner if we believe such assets may be impaired. An impairment loss is recognized if the carrying amount or, for goodwill, the carrying amount of its reporting unit, is greater than its fair value.

Income Taxes

Our effective income tax rate is based on estimates of taxes which will ultimately be payable. Deferred taxes are recorded to give recognition to temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. Valuation allowances are established to reduce the carrying amounts of deferred tax assets when it is deemed, more likely than not, that the benefit of deferred tax assets will not be realized.

Insurance Programs

We maintain self-insured and deductible programs for certain liability, medical and workers' compensation exposures. Accordingly, we accrue for known claims and estimated incurred but not reported claims not otherwise covered by insurance based on actuarial assumptions and historical claims experience.

Sales Incentives

We offer various sales incentive arrangements to our customers that require customer performance or achievement of certain sales volume targets. When the incentive is paid in advance, we amortize the amount paid over the period of benefit or contractual sales volume; otherwise, we accrue the expected amount to be paid over the period of benefit or expected sales volume. The recognition of these incentives involves the use of judgment related to performance and sales volume estimates that are made based on historical experience and other factors. Sales incentives are accounted for as a reduction of sales and actual amounts ultimately realized may vary from accrued amounts.

FORWARD-LOOKING STATEMENTS

National Beverage and its representatives may make written or oral statements relating to future events or results relative to our financial, operational and business performance, achievements, objectives and strategies. These statements are "forward-looking" within the meaning of the Private Securities Litigation Reform Act of 1995 and include statements contained in this report and other filings with the Securities and Exchange Commission and in reports to our stockholders. Certain statements including, without limitation, statements containing the words "believes," "anticipates," "intends," "plans," "expects," and "estimates" constitute "forward-looking statements" and involve known and unknown risk, uncertainties and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to, the following: general economic and business conditions, pricing of competitive products, success in acquiring other beverage businesses, success of new product and flavor introductions, fluctuations in the costs of raw materials and packaging supplies, ability to pass along cost increases to our customers, labor strikes or work stoppages or other interruptions in the employment of labor, continued retailer support for our products, changes in consumer preferences and our success in creating products geared toward consumers' tastes, success in implementing business strategies, changes in business strategy or development plans, government regulations, taxes or fees imposed on the sale of our products, unseasonably cold or wet weather conditions and other factors referenced in this report, filings with the Securities and Exchange Commission and other reports to our stockholders. We disclaim an obligation to update any such factors or to publicly announce the results of any revisions to any forward-looking statements contained herein to reflect future events or developments.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Commodities

We purchase various raw materials, including aluminum cans, plastic bottles, high fructose corn syrup, corrugated packaging and juice concentrates, the prices of which fluctuate based on commodity market conditions. Our ability to recover increased costs through higher pricing may be limited by the competitive environment in which we operate. At times, we manage our exposure to this risk through the use of supplier pricing agreements that enable us to establish the purchase prices for certain commodities. Additionally, we use derivative financial instruments to partially mitigate our exposure to changes in certain raw material costs.

Interest Rates

At May 3, 2014, the Company had \$30 million in borrowings outstanding under its credit facilities with a weighted average interest rate of 1.1%. Interest rate hedging products are not currently used to mitigate risk from interest fluctuations. If the interest rate on our debt changed by 100 basis points (1%), our interest expense for Fiscal 2014

would have changed by approximately \$400,000.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(In thousands, except share data)

	May 3, 2014	April 27, 2013
Assets		
Current assets:		
Cash and equivalents	\$29,932	\$18,267
Trade receivables - net	58,205	64,069
Inventories	43,914	39,234
Deferred income taxes - net	2,685	3,665
Prepaid and other assets	8,405	5,706
Total current assets	143,141	130,941
Property, plant and equipment - net	59,494	57,307
Goodwill	13,145	13,145
Intangible assets	1,615	1,615
Other assets	5,446	5,634
Total assets	\$222,841	\$208,642
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$45,606	\$44,261
Accrued liabilities	18,873	19,142
Income taxes payable	44	34
Total current liabilities	64,523	63,437
Long-term debt	30,000	50,000
Deferred income taxes - net	13,873	14,327
Other liabilities	8,244	10,562
Shareholders' equity:		
Preferred stock, \$1 par value - 1,000,000 shares authorized		
Series C - 150,000 shares issued	150	150
Series D - 240,000 shares (2014) and 400,000 shares (2013) issued, aggregate liquidation preference of \$12,000 (2014) and \$20,000 (2013)	240	400
Common stock, \$.01 par value - 75,000,000 shares authorized; 50,367,799 shares (2014) and 50,361,799 shares (2013) issued	504	504
Additional paid-in capital	42,775	50,398
Retained earnings	80,737	37,828
Accumulated other comprehensive loss	(205)	(964)
Treasury stock - at cost:		

Edgar Filing: NATIONAL BEVERAGE CORP - Form 10-K

Series C preferred stock - 150,000 shares	(5,100)	(5,100)
Common stock - 4,032,784 shares	(12,900)	(12,900)
Total shareholders' equity	106,201	70,316
Total liabilities and shareholders' equity	\$222,841	\$208,642

See accompanying Notes to Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF INCOME**

(In thousands, except per share amounts)

	Fiscal Year Ended		
	May 3, 2014	April 27, 2013	April 28, 2012
Net sales	\$641,135	\$662,007	\$628,886
Cost of sales	423,480	444,757	415,629
Gross profit	217,655	217,250	213,257
Selling, general and administrative expenses	153,220	146,223	146,169
Interest expense	660	403	107
Other expense - net	666	173	85
Income before income taxes	63,109	70,451	66,896
Provision for income taxes	19,474	23,531	22,903
Net income	43,635	46,920	43,993
Less preferred dividends and accretion	(726)	(153)	-
Earnings available to common shareholders	\$42,909	\$46,767	\$43,993
Earnings per common share:			
Basic	\$.93	\$1.01	\$.95
Diluted	\$.92	\$1.01	\$.95
Weighted average common shares outstanding:			
Basic	46,331	46,310	46,267
Diluted	46,519	46,482	46,448

See accompanying Notes to Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

	Fiscal Year Ended		
	May 3,	April	April
	2014	27,	28,
		2013	2012
Net income	\$43,635	\$46,920	\$43,993
Other comprehensive income (loss), net of tax:			
Cash flow hedges	610	(295)	(3,063)
Other	149	(27)	(330)
Total	759	(322)	(3,393)
Comprehensive income	\$44,394	\$46,598	\$40,600

See accompanying Notes to Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In thousands)

	Fiscal Year Ended					
	May 3, 2014		April 27, 2013		April 28, 2012	
	Shares	Amount	Shares	Amount	Shares	Amount
Series C Preferred Stock						
Beginning and end of year	150	\$ 150	150	\$ 150	150	\$ 150
Series D Preferred Stock						
Beginning of year	400	400	-	-	-	-
Series D preferred (redeemed) issued	(160)	(160)	400	400	-	-
End of year	240	240	400	400	-	-
Common Stock						
Beginning of year	50,362	504	50,322	503	50,262	503
Stock options exercised	6	-	40	1	60	-
End of year	50,368	504	50,362	504	50,322	503
Additional Paid-In Capital						
Beginning of year		50,398		30,425		29,725
Series D preferred (redeemed) issued		(7,722)		19,304		-
Stock options exercised		47		238		115
Stock-based compensation		95		230		290
Other		(43)		201		295
End of year		42,775		50,398		30,425
Retained Earnings						
Beginning of year		37,828		109,200		65,207
Net income		43,635		46,920		43,993
Common stock dividends		-		(118,139)		-
Preferred stock dividends & accretion		(726)		(153)		-
End of year		80,737		37,828		109,200
Accumulated Other Comprehensive Loss						
Beginning of year		(964)		(642)		2,751
Cash flow hedges		610		(295)		(3,063)
Other		149		(27)		(330)
End of year		(205)		(964)		(642)
Treasury Stock - Series C Preferred						
Beginning and end of year	150	(5,100)	150	(5,100)	150	(5,100)
Treasury Stock - Common						
Beginning and end of year	4,033	(12,900)	4,033	(12,900)	4,033	(12,900)
Total Shareholders' Equity		\$ 106,201		\$ 70,316		\$ 121,636

See accompanying Notes to Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Fiscal Year Ended		
	May 3, 2014	April 27, 2013	April 28, 2012
Operating Activities:			
Net income	\$43,635	\$46,920	\$43,993
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	11,708	11,002	10,651
Deferred income tax provision (benefit)	79	172	(477)
Loss on disposal of property, net	51	63	7
Stock-based compensation	95	230	290
Changes in assets and liabilities:			
Trade receivables	5,864	(2,478)	(5,679)
Inventories	(4,680)	1,628	(7,509)
Prepaid and other assets	(2,548)	(2,466)	(2,239)
Accounts payable	1,345	(10,614)	5,618
Accrued and other liabilities	(3,167)	(4,193)	(6,959)
Net cash provided by operating activities	52,382	40,264	37,696
Investing Activities:			
Additions to property, plant and equipment	(12,124)	(9,693)	(9,905)
Proceeds from sale of property, plant and equipment	62	77	53
Net cash used in investing activities	(12,062)	(9,616)	(9,852)
Financing Activities:			
Dividends paid on common stock	-	(118,139)	-
Dividends paid on preferred stock	(659)	(12)	-
(Repayments) borrowings under credit facilities	(20,000)	50,000	-
(Redemption) issuance of preferred stock	(8,000)	19,704	-
Proceeds from stock options exercised	47	239	115
Other	(43)	201	295
Net cash (used in) provided by financing activities	(28,655)	(48,007)	410
Net Increase (Decrease) in Cash and Equivalents	11,665	(17,359)	28,254
Cash and Equivalents - Beginning of Year	18,267	35,626	7,372
Cash and Equivalents - End of Year	\$29,932	\$18,267	\$35,626
Other Cash Flow Information:			
Interest paid	\$723	\$341	\$95
Income taxes paid	23,079	24,327	23,127

See accompanying Notes to Consolidated Financial Statements.

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

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

1. significant accounting policies

Basis of Presentation

The consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (“GAAP”) and rules and regulations of the Securities and Exchange Commission. The consolidated financial statements include the accounts of National Beverage Corp. and all subsidiaries. All significant intercompany transactions and accounts have been eliminated. Our fiscal year ends the Saturday closest to April 30 and, as a result, an additional week is added every five or six years. Fiscal 2014 consisted of 53 weeks while Fiscal 2013 and Fiscal 2012 consisted of 52 weeks.

Cash and Equivalents

Cash and equivalents are comprised of cash and highly liquid securities (consisting primarily of short-term money-market investments) with an original maturity of three months or less.

Derivative Financial Instruments

We use derivative financial instruments to partially mitigate our exposure to changes in raw material costs. All derivative financial instruments are recorded at fair value in our Consolidated Balance Sheets. We do not use derivative financial instruments for trading or speculative purposes. Credit risk related to derivative financial instruments is managed by requiring high credit standards for counterparties and frequent cash settlements. See Note 6.

Earnings Per Common Share

Basic earnings per common share is computed by dividing earnings available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per common share is calculated in a similar manner, but includes the dilutive effect of stock options amounting to 188,000 shares in Fiscal 2014, 172,000 shares in Fiscal 2013 and 181,000 shares in Fiscal 2012.

Fair Value

The fair value of long-term debt approximates its carrying value due to its variable interest rate and lack of prepayment penalty. The estimated fair values of derivative financial instruments are calculated based on market rates to settle the instruments. These values represent the estimated amounts we would receive upon sale, taking into consideration current market prices and credit worthiness. See Note 6.

Impairment of Long-Lived Assets

All long-lived assets, excluding goodwill and intangible assets not subject to amortization, are evaluated for impairment on the basis of undiscounted cash flows whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impaired asset is written down to its estimated fair value based on the best information available. Estimated fair value is generally measured by discounting future cash flows. Goodwill and intangible assets not subject to amortization are evaluated for impairment annually or sooner if we believe such assets may be impaired. An impairment loss is recognized if the carrying amount or, for goodwill, the carrying amount of its reporting unit, is greater than its fair value.

Income Taxes

Our effective income tax rate is based on estimates of taxes which will ultimately be payable. Deferred taxes are recorded to give recognition to temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. Valuation allowances are established to reduce the carrying amounts of deferred tax assets when it is deemed, more likely than not, that the benefit of deferred tax assets will not be realized.

Insurance Programs

We maintain self-insured and deductible programs for certain liability, medical and workers' compensation exposures. Accordingly, we accrue for known claims and estimated incurred but not reported claims not otherwise covered by insurance based on actuarial assumptions and historical claims experience.

Intangible Assets

Intangible assets as of May 3, 2014 and April 27, 2013 consisted of non-amortizable trademarks.

Inventories

Inventories are stated at the lower of first-in, first-out cost or market. Inventories at May 3, 2014 were comprised of finished goods of \$27.2 million and raw materials of \$16.7 million. Inventories at April 27, 2013 were comprised of finished goods of \$23.2 million and raw materials of \$16.0 million.

Marketing Costs

We are involved in a variety of marketing programs, including cooperative advertising programs with customers, to advertise and promote our products to consumers. Marketing costs are expensed when incurred, except for prepaid advertising and production costs which are expensed when the advertising takes place. Marketing costs, which are included in selling, general and administrative expenses, totaled \$50.2 million in Fiscal 2014, \$44.6 million in Fiscal 2013 and \$45.8 million in Fiscal 2012.

New Accounting Pronouncement

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09"). ASU 2014-09 requires an entity to recognize revenue in an amount that reflects the consideration to which the entity expects to receive in exchange for goods or services. ASU 2014-09 is effective for our fiscal year beginning April 30, 2017. We are currently evaluating the potential impact of adopting this guidance on our consolidated financial statements.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Additions, replacements and betterments are capitalized, while maintenance and repairs that do not extend the useful life of an asset are expensed as incurred. Depreciation is recorded using the straight-line method over estimated useful lives of 7 to 30 years for buildings and improvements and 3 to 15 years for machinery and equipment. Leasehold improvements are amortized using the straight-line method over the shorter of the remaining lease term or the estimated useful life of the improvement. When assets are retired or otherwise disposed, the cost and accumulated depreciation are removed from the respective accounts and any related gain or loss is recognized.

Revenue Recognition

Revenue from product sales is recognized when title and risk of loss pass to the customer, which generally occurs upon delivery. Our policy is not to allow the return of products once they have been accepted by the customer. However, on occasion, we have accepted returns or issued credit to customers, primarily for damaged goods. The amounts have been immaterial and, accordingly, we do not provide a specific valuation allowance for sales returns.

Sales Incentives

We offer various sales incentive arrangements to our customers that require customer performance or achievement of certain sales volume targets. When the incentive is paid in advance, we amortize the amount paid over the period of benefit or contractual sales volume; otherwise, we accrue the expected amount to be paid over the period of benefit or expected sales volume. The recognition of these incentives involves the use of judgment related to performance and sales volume estimates that are made based on historical experience and other factors. Sales incentives are accounted for as a reduction of sales and actual amounts ultimately realized may vary from accrued amounts.

Segment Reporting

We operate as a single operating segment for purposes of presenting financial information and evaluating performance. As such, the accompanying consolidated financial statements present financial information in a format that is consistent with the internal financial information used by management. We do not accumulate revenues by product classification and, therefore, it is impractical to present such information.

Shipping and Handling Costs

Shipping and handling costs are reported in selling, general and administrative expenses in the accompanying consolidated statements of income. Such costs aggregated \$44.4 million in Fiscal 2014, \$44.2 million in Fiscal 2013 and \$41.8 million in Fiscal 2012. Although our classification is consistent with many beverage companies, our gross margin may not be comparable to companies that include shipping and handling costs in cost of sales.

Stock-Based Compensation

Compensation expense for stock-based compensation awards is recognized over the vesting period based on the grant-date fair value estimated using the Black-Scholes model. See Note 8.

Trade Receivables

We record trade receivables at net realizable value, which includes an appropriate allowance for doubtful accounts. We extend credit based on an evaluation of each customer's financial condition, generally without requiring collateral. Exposure to credit losses varies by customer principally due to the financial condition of each customer. We monitor our exposure to credit losses and maintain allowances for anticipated losses based on specific customer circumstances, credit conditions and historical write-offs. Activity in the allowance for doubtful accounts was as follows:

	(In thousands)		
	Fiscal	Fiscal	Fiscal
	2014	2013	2012
Balance at beginning of year	\$454	\$399	\$452
Net charge to expense	95	96	4
Net charge-off	(150)	(41)	(57)
Balance at end of year	\$399	\$454	\$399

As of May 3, 2014 and April 27, 2013, we did not have any customer that comprised more than 10% of trade receivables. No one customer accounted for more than 10% of net sales during any of the last three fiscal years.

Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's knowledge of current events and anticipated future actions, actual results may vary from reported amounts.

2. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as of May 3, 2014 and April 27, 2013 consisted of the following:

	(In thousands)	
	2014	2013
Land	\$9,779	\$9,779
Buildings and improvements	51,494	49,391
Machinery and equipment	148,699	141,314
Total	209,972	200,484
Less accumulated depreciation	(150,478)	(143,177)
Property, plant and equipment – net	\$59,494	\$57,307

Depreciation expense was \$9.8 million for Fiscal 2014, \$9.0 million for Fiscal 2013 and \$8.5 million for Fiscal 2012.

3. ACCRUED LIABILITIES

Accrued liabilities as of May 3, 2014 and April 27, 2013 consisted of the following:

	(In thousands)	
	2014	2013
Accrued compensation	\$7,049	\$8,051
Accrued promotions	3,812	3,912
Accrued insurance	2,238	1,451
Other	5,774	5,728
Total	\$18,873	\$19,142

4. DEBT

At May 3, 2014, a subsidiary of the Company maintained unsecured revolving credit facilities with banks aggregating \$100 million (the “Credit Facilities”). The Credit Facilities expire from November 22, 2015 to April 30, 2016 and current borrowings bear interest at .9% above one-month LIBOR (1.1% at May 3, 2014). Borrowings outstanding under the Credit Facilities were \$30 million at May 3, 2014 and \$50 million at April 27, 2013. At May 3, 2014, \$2.2 million of the Credit Facilities were used for standby letters of credit and \$67.8 million were available for borrowings.

The Credit Facilities require the subsidiary to maintain certain financial ratios, principally debt to net worth and debt to EBITDA (as defined in the Credit Facilities), and contain other restrictions, none of which are expected to have a material effect on our operations or financial position. At May 3, 2014, we were in compliance with all loan covenants.

5. CAPITAL STOCK AND TRANSACTIONS WITH RELATED PARTIES

The Company paid special cash dividends on common stock of \$118.1 million (\$2.55 per share) on December 27, 2012, \$106.3 million (\$2.30 per share) on February 14, 2011 and \$62.3 million (\$1.35 per share) on January 22, 2010.

On January 25, 2013, the Company sold 400,000 shares of Special Series D Preferred Stock, par value \$1 per share ("Series D Preferred") for an aggregate purchase price of \$20 million. Series D Preferred has a liquidation preference of \$50 per share and accrues dividends on this amount at an annual rate of 3% through April 30, 2014 and, thereafter, at an annual rate equal to 370 basis points above the 3-Month LIBOR. Dividends are cumulative and payable quarterly. Accrued dividends at May 3, 2014 and April 27, 2013 were \$90,000 and \$141,000, respectively. The Series D Preferred is nonvoting and redeemable at the option of the Company beginning May 1, 2014 at \$50 per share. The net proceeds of \$19.7 million were used to repay borrowings under the Credit Facilities. In addition, the Company has 150,000 shares of Series C Preferred Stock, par value \$1 per share, which are held as treasury stock and, therefore, such shares have no liquidation value.

On May 2, 2014, the Company redeemed 160,000 shares of Series D Preferred, representing 40% of the amount outstanding, for an aggregate price of \$8 million plus accrued dividends. In connection therewith, the Company accreted and charged to retained earnings \$118,000 of original issuance costs, which was deducted from income available to common shareholders for earnings per share calculation. In conjunction with the partial redemption, the annual dividend rate on the outstanding Series D Preferred was reduced to 2.5% for the twelve month period beginning May 1, 2014. In evaluating the impact of the rate change, the Company determined that the related fair value change was immaterial and that no adjustment was required.

In April 2012, the Board of Directors authorized an increase in the Company's Stock Buyback Program from 800,000 to 1.6 million shares of common stock. As of May 3, 2014, 502,060 shares were purchased under the program and 1,097,940 shares were available for purchase. There were no shares purchased during the last three fiscal years.

The Company is a party to a management agreement with Corporate Management Advisors, Inc. ("CMA"), a corporation owned by our Chairman and Chief Executive Officer. This agreement was originated in 1991 for the

efficient use of management of two public companies at the time. In 1994, one of those public entities, through a merger, no longer was managed in this manner. Under the terms of the agreement, CMA provides, subject to the direction and supervision of the Board of Directors of the Company, (i) senior corporate functions (including supervision of the Company's financial, legal, executive recruitment, internal audit and management information systems departments) as well as the services of a Chief Executive Officer and Chief Financial Officer, and (ii) services in connection with acquisitions, dispositions and financings by the Company, including identifying and profiling acquisition candidates, negotiating and structuring potential transactions and arranging financing for any such transaction. CMA, through its personnel, also provides, to the extent possible, the stimulus and creativity to develop an innovative and dynamic persona for the Company, its products and corporate image. In order to fulfill its obligations under the management agreement, CMA employs numerous individuals, whom, acting as a unit, provide management, administrative and creative functions for the Company. The management agreement provides that the Company will pay CMA an annual base fee equal to one percent of the consolidated net sales of the Company, and further provides that the Compensation and Stock Option Committee and the Board of Directors may from time to time award additional incentive compensation to CMA. The Board of Directors on numerous occasions contemplated incentive compensation and, while shareholder value has increased over 2,000% since the inception of this agreement, no incentive compensation has been paid. We incurred management fees to CMA of \$6.4 million for Fiscal 2014, \$6.6 million for Fiscal 2013 and \$6.3 million for Fiscal 2012. Included in accounts payable were amounts due CMA of \$1.6 million at May 3, 2014 and \$3.1 million at April 27, 2013.

6. DERIVATIVE FINANCIAL INSTRUMENTS

From time to time, we enter into aluminum swap contracts to partially mitigate our exposure to changes in the cost of aluminum cans. Such financial instruments are designated and accounted for as a cash flow hedge. Accordingly, gains or losses attributable to the effective portion of the cash flow hedge are reported in Accumulated Other Comprehensive Income (Loss) (“AOCI”) and reclassified into earnings through cost of sales in the period in which the hedged transaction affects earnings. The ineffective portion of the change in fair value of our cash flow hedge was immaterial. The following summarizes the gains (losses) recognized in the Consolidated Statements of Income and AOCI relative to the cash flow hedge for Fiscal 2014, Fiscal 2013 and Fiscal 2012:

	(In thousands)		
	Fiscal 2014	Fiscal 2013	Fiscal 2012
Recognized in AOCI-			
Loss before income taxes	\$(1,059)	\$(2,521)	\$(4,484)
Less income tax benefit	(393)	(935)	(1,642)
Net	(666)	(1,586)	(2,842)
Reclassified from AOCI to cost of sales-			
(Loss) gain before income taxes	(2,028)	(2,060)	290
Less income tax (benefit) provision	(752)	(769)	69
Net	(1,276)	(1,291)	221
Net change to AOCI	\$610	\$(295)	\$(3,063)

As of May 3, 2014, the notional amount of our outstanding aluminum swap contracts was \$2.3 million and, assuming no change in the commodity prices, \$5,000 of unrealized gain before tax will be reclassified from AOCI and recognized in earnings over the next month. See Note 1.

As of May 3, 2014, the fair value of the derivative asset was \$5,000, which was included in prepaid and other assets. As of April 27, 2013, the fair value of the derivative liability was \$964,000, which was included in accrued liabilities. Such valuation does not entail a significant amount of judgment and the inputs that are significant to the fair value measurement are Level 2 as defined by the fair value hierarchy as they are observable market based inputs or unobservable inputs that are corroborated by market data.

7. INCOME TAXES

The provision (benefit) for income taxes consisted of the following:

	(In thousands)		
	Fiscal 2014	Fiscal 2013	Fiscal 2012
Current	\$19,395	\$23,359	\$23,380
Deferred	79	172	(477)
Total	\$19,474	\$23,531	\$22,903

Deferred taxes are recorded to give recognition to temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. Valuation allowances are established to reduce the carrying amounts of deferred tax assets when it is deemed more likely than not that the benefit of deferred tax assets will not be realized. Deferred tax assets and liabilities as of May 3, 2014 and April 27, 2013 consisted of the following:

	(In thousands)	
	2014	2013
Deferred tax assets:		
Accrued expenses and other	\$4,126	\$5,241
Inventory and amortizable assets	400	355
Total deferred tax assets	4,526	5,596
Deferred tax liabilities:		
Property	15,616	16,159
Intangibles and other	98	99
Total deferred tax liabilities	15,714	16,258
Net deferred tax liabilities	\$11,188	\$10,662
Current deferred tax assets – net	\$2,685	\$3,665
Noncurrent deferred tax liabilities – net	\$13,873	\$14,327

The reconciliation of the statutory federal income tax rate to our effective tax rate is as follows:

	Fiscal 2014*	Fiscal 2013	Fiscal 2012
Statutory federal income tax rate	35.0%	35.0%	35.0%
State income taxes, net of federal benefit	2.3	1.6	2.7

Edgar Filing: NATIONAL BEVERAGE CORP - Form 10-K

Manufacturing deduction benefit	(3.0)	(3.1)	(3.1)
Adjustment of unrecognized tax benefit	(3.3)	(.2)	(.1)
Other differences	(.1)	.1	(.3)
Effective income tax rate	30.9%	33.4%	34.2%

* During April 2014, the Company reached an agreement with the Internal Revenue Service with respect to its review of the Company's federal income tax returns for the three years ended April 2013. No material adjustments were proposed and, accordingly, the Company adjusted the related unrecognized tax benefits during the fourth quarter of Fiscal 2014.

As of May 3, 2014, the gross amount of unrecognized tax benefits was \$2.1 million and \$2.1 million was recognized as a tax benefit in Fiscal 2014. If we were to prevail on all uncertain tax positions, the net effect would be to reduce our tax expense by approximately \$1.4 million. A reconciliation of the changes in the gross amount of unrecognized tax benefits, which amounts are included in other liabilities in the accompanying consolidated balance sheets, is as follows:

	(In thousands)		
	Fiscal 2014	Fiscal 2013	Fiscal 2012
Beginning balance	\$4,349	\$4,548	\$4,687
Increases due to current period tax positions	268	415	408
Decreases due to lapse of statute of limitations and audit resolutions	(2,494)*	(614)	(547)
Ending balance	\$2,123	\$4,349	\$4,548

* Includes \$1,907 related to the Internal Revenue Service review of the Company's federal income tax returns for the three years ended April 2013 noted above.

We recognize accrued interest and penalties related to unrecognized tax benefits in income tax expense. As of May 3, 2014, unrecognized tax benefits included accrued interest of \$351,000, of which approximately \$163,000 was recognized as a tax benefit in Fiscal 2014.

We file annual income tax returns in the United States and in various state and local jurisdictions. A number of years may elapse before an uncertain tax position, for which we have unrecognized tax benefits, is resolved. While it is often difficult to predict the final outcome or the timing of resolution of any particular uncertain tax position, we believe that our unrecognized tax benefits reflect the most probable outcome. We adjust these unrecognized tax benefits, as well as the related interest, in light of changing facts and circumstances. The resolution of any particular uncertain tax position could require the use of cash and an adjustment to our provision for income taxes in the period of resolution. Federal income tax returns for fiscal years subsequent to 2013 are subject to examination. Generally, the income tax returns for the various state jurisdictions are subject to examination for fiscal years ending after fiscal 2009.

8. STOCK-BASED COMPENSATION

Our stock-based compensation program is a broad-based program designed to attract and retain employees while also aligning employees' interests with the interests of the stockholders.

The 1991 Omnibus Incentive Plan (the “Omnibus Plan”) provides for compensatory awards consisting of (i) stock options or stock awards for up to 4,800,000 shares of common stock, (ii) stock appreciation rights, dividend equivalents, other stock-based awards in amounts up to 4,800,000 shares of common stock and (iii) performance awards consisting of any combination of the above. The Omnibus Plan is designed to provide an incentive to officers and certain other key employees and consultants by making available to them an opportunity to acquire a proprietary interest or to increase such interest in National Beverage. The number of shares or options which may be issued under stock-based awards to an individual is limited to 1,680,000 during any year. Awards may be granted for no cash consideration or such minimal cash consideration as may be required by law. Options generally have an exercise price equal to the fair market value of our common stock on the date of grant, vest over a five-year period and expire after ten years.

The Special Stock Option Plan provides for the issuance of stock options to purchase up to an aggregate of 1,800,000 shares of common stock. Options may be granted for such consideration as determined by the Board of Directors. The vesting schedule and exercise price of these options are tied to the recipient’s ownership level of common stock and the terms generally allow for the reduction in exercise price upon each vesting period. Also, the Board of Directors authorized the issuance of options to purchase up to 50,000 shares of common stock to be issued at the direction of the Chairman.

The Key Employee Equity Partnership Program (“KEEP Program”) provides for the granting of stock options to purchase up to 240,000 shares of common stock to key employees, consultants, directors and officers. Participants who purchase shares of stock in the open market receive grants of stock options equal to 50% of the number of shares purchased, up to a maximum of 6,000 shares in any two-year period. Options under the KEEP Program are forfeited in the event of the sale of shares used to acquire such options. Options are granted at an initial exercise price of 60% of the purchase price paid for the shares acquired and the exercise price reduces to the stock par value at the end of the six-year vesting period.

We account for stock options under the fair value method of accounting using a Black-Scholes valuation model to estimate the stock option fair value at date of grant. The fair value of stock options is amortized to expense over the vesting period. Stock options granted were 5,245 KEEP shares in Fiscal 2014, 2,000 KEEP shares in Fiscal 2013 and 3,000 KEEP shares in Fiscal 2012. The weighted average Black-Scholes fair value assumptions for stock options granted are as follows: weighted average expected life of 8 years for Fiscal 2014, 8 years for Fiscal 2013 and 8 years for Fiscal 2012; weighted average expected volatility of 35.8% for Fiscal 2014, 38.1% for Fiscal 2013 and 42.9% for Fiscal 2012; weighted average risk free interest rates of 1.9% for Fiscal 2014, 1.6% for Fiscal 2013 and 2.5% for Fiscal 2012; and expected dividend yield of 4.6% for Fiscal 2014, 5.0% for Fiscal 2013 and 5.3% for Fiscal 2012. The expected life of stock options was estimated based on historical experience. The expected volatility was estimated based on historical stock prices for a period consistent with the expected life of stock options. The risk free interest rate was based on the U.S. Treasury constant maturity interest rate whose term is consistent with the expected life of stock options. Forfeitures were estimated based on historical experience.

The following is a summary of stock option activity for Fiscal 2014:

	Number of Shares	Price (a)
Options outstanding, beginning of year	441,810	\$6.86
Granted	5,245	7.42
Exercised	(6,000)	7.87
Cancelled	(36,700)	7.74
Options outstanding, end of year	404,355	6.67
Options exercisable, end of year	269,169	5.69

(a) Weighted average exercise price.

Stock-based compensation expense was \$95,000 for Fiscal 2014, \$230,000 for Fiscal 2013 and \$290,000 for Fiscal 2012. The total fair value of shares vested was \$90,000 for Fiscal 2014, \$453,000 for Fiscal 2013 and \$513,000 for

Fiscal 2012. The total intrinsic value for stock options exercised was \$76,000 for Fiscal 2014, \$406,000 for Fiscal 2013 and \$758,000 for Fiscal 2012. Net cash proceeds from the exercise of stock options were \$47,000 for Fiscal 2014, \$239,000 for Fiscal 2013 and \$115,000 for Fiscal 2012. Stock based income tax benefits aggregated \$17,000 for Fiscal 2014, \$201,000 for Fiscal 2013 and \$295,000 for Fiscal 2012. The weighted average fair value for stock options granted was \$12.50 for Fiscal 2014, \$8.76 for Fiscal 2013 and \$8.16 for Fiscal 2012.

As of May 3, 2014, unrecognized compensation expense related to the unvested portion of our stock options was \$262,000, which is expected to be recognized over a weighted average period of 2.7 years. The weighted average remaining contractual term and the aggregate intrinsic value for options outstanding as of May 3, 2014 was 3.9 years and \$5.1 million, respectively. The weighted average remaining contractual term and the aggregate intrinsic value for options exercisable as of May 3, 2014 was 3.0 years and \$3.6 million, respectively.

We have a stock purchase plan which provides for the purchase of up to 1,536,000 shares of common stock by employees who (i) have been employed for at least two years, (ii) are not part-time employees and (iii) are not owners of five percent or more of our common stock. As of May 3, 2014, no shares have been issued under the plan.

9. PENSION PLANS

The Company contributes to certain pension plans under collective bargaining agreements and to a discretionary profit sharing plan. Total contributions (including contributions to multi-employer plans reflected below) were \$2.7 million for Fiscal 2014, \$2.6 million for Fiscal 2013 and \$2.5 million for Fiscal 2012.

The Company participates in various multi-employer defined benefit pension plans covering certain employees whose employment is covered under collective bargaining agreements. Under the Pension Protection Act (“PPA”), if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers. If the Company chooses to stop participating in the multi-employer plan, the Company could be required to pay the plan a withdrawal liability based on the underfunded status of the plan.

Summarized below is certain information regarding the Company’s participation in significant multi-employer pension plans including the financial improvement plan or rehabilitation plan status (“FIP/RP Status”). The most recent PPA zone status available in Fiscal 2014 and Fiscal 2013 is for the plans’ years ending December 31, 2012 and 2011, respectively.

<u>Pension Fund</u>	PPA Zone Status		FIP/RP Status	Surcharge Imposed
	Fiscal 2014	Fiscal 2013		
Central States, Southeast and Southwest Areas Pension Plan (EIN no. 36-6044243) (the “CSSS Fund”)	Red	Red	Implemented	Yes
	Green	Green	Not applicable	No

Western Conference of Teamsters Pension Trust Fund (EIN no.
91-6145047) (the “WCT Fund”)

For the plan years ended December 31, 2012 and December 31, 2011, respectively, the Company was not listed in the pension trust fund forms 5500 as providing more than 5% of the total contributions for the plans. The collective bargaining agreements covering the above pension trust funds expire on October 18, 2016 for the CSSS Fund and May 14, 2016 for the WCT Fund.

The Company's contributions for all multi-employer pension plans for the last three fiscal years are as follow:

	(In thousands)		
<u>Pension Fund</u>	Fiscal 2014	Fiscal 2013	Fiscal 2012
CSSS Fund	\$1,079	\$1,051	\$944
WCT Fund	476	471	455
Other multi-employer pension funds	295	262	244
Total	\$1,850	\$1,784	\$1,643

10. COMMITMENTS AND CONTINGENCIES

We lease buildings, machinery and equipment under various non-cancelable operating lease agreements expiring at various dates through 2023. Certain of these leases contain scheduled rent increases and/or renewal options.

Contractual rent increases are taken into account when calculating the minimum lease payment and recognized on a straight-line basis over the lease term. Rent expense under operating lease agreements totaled approximately \$7.9 million for Fiscal 2014, \$8.9 million for Fiscal 2013 and \$9.3 million for Fiscal 2012.

Our minimum lease payments under non-cancelable operating leases as of May 3, 2014 were as follows:

	(In thousands)
Fiscal 2015	\$ 4,768
Fiscal 2016	3,829
Fiscal 2017	3,419
Fiscal 2018	2,700
Fiscal 2019	2,355
Thereafter	2,477
Total minimum lease payments	\$ 19,548

As of May 3, 2014, we guaranteed the residual value of certain leased equipment in the amount of \$5.3 million. If the proceeds from the sale of such equipment are less than the balance required by the lease when the lease terminates July 31, 2014, the Company shall be required to pay the difference up to such guaranteed amount. The Company expects to have no loss on such guarantee.

We enter into various agreements with suppliers for the purchase of raw materials, the terms of which may include variable or fixed pricing and minimum purchase quantities. As of May 3, 2014, we had purchase commitments for raw materials of \$32.8 million for Fiscal 2015.

From time to time, we are a party to various litigation matters arising in the ordinary course of business. We do not expect the ultimate disposition of such matters to have a material adverse effect on our consolidated financial position or results of operations.

11. QUARTERLY FINANCIAL DATA (UNAUDITED)

(In thousands, except per share amounts)

	First	Second	Third	Fourth
	Quarter	Quarter	Quarter	Quarter
				(1)
<u>Fiscal 2014</u>				
Net sales	\$172,353	\$167,666	\$136,774	\$164,342
Gross profit	58,749	58,830	44,688	55,388
Net income	12,070	12,497	7,136	11,932
Earnings per common share – basic	\$.26	\$.27	\$.15	\$.25
Earnings per common share – diluted	\$.26	\$.27	\$.15	\$.25

Fiscal 2013

Net sales	\$182,849	\$166,568	\$144,723	\$167,867
Gross profit	58,293	54,591	46,353	58,013
Net income	14,392	12,017	8,414	12,097
Earnings per common share – basic	\$.31	\$.26	\$.18	\$.26
Earnings per common share – diluted	\$.31	\$.26	\$.18	\$.26

(1) The fourth quarter of Fiscal 2014 consisted of 14 weeks while other quarters consisted of 13 weeks.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

National Beverage Corp.

We have audited the accompanying consolidated balance sheets of National Beverage Corp. as of May 3, 2014 and April 27, 2013 and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the years in the three-year period ended May 3, 2014. We also have audited National Beverage Corp.'s internal control over financial reporting as of May 3, 2014, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 1992. National Beverage Corp.'s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance

with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of National Beverage Corp. as of May 3, 2014 and April 27, 2013 and the results of their operations and their cash flows for each of the years in the three-year period ended May 3, 2014, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, National Beverage Corp. maintained, in all material respects, effective internal control over financial reporting as of May 3, 2014, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 1992.

/s/ McGladrey LLP

West Palm Beach, Florida

July 17, 2014

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

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of the end of the period covered by this Annual Report on Form 10-K, we carried out an evaluation, under the supervision and with the participation of the Company's management, including our Chief Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our "disclosure controls and procedures" (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based upon that evaluation, the Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective to ensure information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (2) accumulated and communicated to our management, including our Chief Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosure.

Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer and Principal Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992. Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of May 3, 2014.

Management recognizes that there are inherent limitations in the effectiveness of any internal control over financial reporting, including the possibility of human error and the circumvention or overriding of internal control. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

McGladrey LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this Annual Report on Form 10-K and, as part of their audit, has issued their report, included herein, on the effectiveness of our internal control over financial reporting.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended May 3, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Not applicable.

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

The information required by Item 10 will be included under the captions “Election of Directors”, “Information as to Nominees and Other Directors”, “Information Regarding Meetings and Committees of the Board” and “Section 16(a) Beneficial Ownership Reporting Compliance” in the Company’s 2014 Proxy Statement and is incorporated herein by reference.

The following table sets forth certain information with respect to the officers of the Registrant as of July 15, 2014:

<u>Name</u>	<u>Age</u>	<u>Position with Company</u>
Nick A. Caporella ⁽¹⁾	78	Chairman of the Board and Chief Executive Officer
Joseph G. Caporella ⁽²⁾	55	President
George R. Bracken ⁽³⁾	69	Executive Vice President – Finance
Dean A. McCoy ⁽⁴⁾	57	Senior Vice President – Financial Systems and Controls
Gregory P. Cook ⁽⁵⁾	57	Vice President – Controller and Chief Accounting Officer

Mr. Nick A. Caporella has served as Chairman of the Board, Chief Executive Officer and Director since the Company’s inception in 1985. Also, he serves as Chairman of the Nominating Committee. Since 1992,
⁽¹⁾ Mr. Caporella’s services have been provided to the Company by Corporate Management Advisors, Inc., a company which he owns.

Mr. Joseph G. Caporella has served as President since September 2002 and, prior to that, as Executive Vice
⁽²⁾ President and Secretary since January 1991. Also, he has served as a Director since January 1987. Joseph G. Caporella is the son of Nick A. Caporella.

Mr. George R. Bracken has served as Executive Vice President - Finance since July 2012. Previously, he served as
⁽³⁾ Senior Vice President – Finance from October 2000 to July 2012 and Vice President and Treasurer from October 1996 to October 2000. Since 1992, Mr. Bracken’s services have been provided to the Company by Corporate Management Advisors, Inc.

Mr. Dean A. McCoy has served as Senior Vice President and Chief Accounting Officer since October 2003 and,
⁽⁴⁾ prior to that date, as Senior Vice President – Controller since October 2000. On July 15, 2014, he was named Senior Vice President – Financial Systems and Controls.

Mr. Gregory P. Cook has served as Vice President – Controller since September 2012 and, prior to that date, as (5) Controller since August 2007. On July 15, 2014, he was named Vice President – Controller and Chief Accounting Officer.

All officers serve until their successors are chosen and may be removed at any time by the Board of Directors. Officers are normally appointed each year at the first meeting of the Board of Directors after the annual meeting of shareholders.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 will be included under the captions “Executive Compensation and Other Information” and “Compensation Committee Interlocks and Insider Participation” in the Company’s 2014 Proxy Statement and is incorporated herein by reference.

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

The information required by Item 12 will be included under the captions “Security Ownership” and “Equity Compensation Plan Information” in the Company’s 2014 Proxy Statement and is incorporated herein by reference.

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

The information required by Item 13 will be included under the captions “Certain Relationships and Related Party Transactions” and “Information Regarding Meetings and Committees of the Board” in the Company’s 2014 Proxy Statement and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 will be included under the caption “Independent Auditors” in the Company’s 2014 Proxy Statement and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)The following documents are filed as part of this report:	Page
1. Financial Statements	
Consolidated Balance Sheets	20
Consolidated Statements of Income	21
Consolidated Statements of Comprehensive Income	22
Consolidated Statements of Shareholders’ Equity	23
Consolidated Statements of Cash Flows	24
Notes to Consolidated Financial Statements	25

Report of Independent Registered Public Accounting Firm 37

2. Financial Statement Schedules

Not applicable

3. Exhibits

See Exhibit Index which follows.

EXHIBIT INDEX

Exhibit No.	Description
3.1	Restated Certificate of Incorporation(1)
3.2	Amended and Restated By-Laws(1)
3.3	Certificate of Designation of the Special Series D Preferred Stock of the Company(2)
10.1	Management Agreement between the Company and Corporate Management Advisors, Inc.(3) *
10.2	National Beverage Corp. Investment and Profit Sharing Plan(1) *
10.3	National Beverage Corp. 1991 Omnibus Incentive Plan(3) *
10.4	National Beverage Corp. 1991 Stock Purchase Plan(3) *
10.5	Amendment No. 1 to the National Beverage Corp. Omnibus Incentive Plan(4) *
10.6	National Beverage Corp. Special Stock Option Plan(5) *
10.7	Amendment No. 2 to the National Beverage Corp. Omnibus Incentive Plan(6) *
10.8	National Beverage Corp. Key Employee Equity Partnership Program(6) *
10.9	Second Amended and Restated Credit Agreement, dated June 30, 2008, between NewBevCo, Inc. and lender therein(7)
10.10	Amendment to National Beverage Corp. Special Stock Option Plan(8) *
10.11	Amendment to National Beverage Corp. Key Employee Equity Partnership Program(8)*
10.12	Credit Agreement, dated July 8, 2011, between NewBevCo, Inc. and lender therein(9)
10.13	First Amendment to Credit Agreement, dated November 23, 2012, between NewBevCo, Inc. and lender therein(10)
10.14	First Amendment to Seconded Amended and Restated Credit Agreement, dated January 16, 2013, between NewBevCo, Inc. and lender therein(11)
10.15	Subscription Agreement, dated January 25, 2013, between the Company and 8100 Partners, LLC(2)
21	Subsidiaries of Registrant(12)

23 Consent of Independent Registered Public Accounting Firm(12)

41

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(12)
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(12)
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(12)
32.2	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(12)
101	The following financial information from National Beverage Corp.'s Annual Report on Form 10-K for the fiscal year ended May 3, 2014 is formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Income; (iii) Consolidated Statements of Comprehensive Income; (iv) Consolidated Statements of Shareholders' Equity; (v) Consolidated Statements of Cash Flows; and (vi) the Notes to Consolidated Financial Statements.

* Indicates management contract or compensatory plan or arrangement.

- (1) Previously filed with the Securities and Exchange Commission as an exhibit to the Form S-1 Registration Statement (File No. 33-38986) on February 19, 1991 and is incorporated herein by reference.
- (2) Previously filed with the Securities and Exchange Commission as an exhibit to Form 8-K Current Report dated January 31, 2013 and is incorporated herein by reference.
- (3) Previously filed with the Securities and Exchange Commission as an exhibit to Amendment No. 1 to Form S-1 Registration Statement (File No. 33-38986) on July 26, 1991 and is incorporated herein by reference.
- (4) Previously filed with the Securities and Exchange Commission as an exhibit to Annual Report on Form 10-K for the fiscal year ended April 27, 1996 and is incorporated herein by reference.
- (5) Previously filed with the Securities and Exchange Commission as an exhibit to Registration Statement on Form S-8 (File No. 33-95308) on August 1, 1995 and is incorporated herein by reference.
- (6) Previously filed with the Securities and Exchange Commission as an exhibit to Annual Report on Form 10-K for the fiscal year ended May 3, 1997 and is incorporated herein by reference.
- (7) Previously filed with the Securities and Exchange Commission as an exhibit to Quarterly Report on Form 10-Q for the fiscal period ended January 29, 2011 and is incorporated herein by reference.
- (8) Previously filed with the Securities and Exchange Commission as an exhibit to Quarterly Report on Form 10-Q for the fiscal period ended January 31, 2009 and is incorporated herein by reference.
- (9) Previously filed with the Securities and Exchange Commission as an exhibit to Annual Report on Form 10-K for the fiscal year ended April 30, 2011 and is incorporated herein by reference.
- (10) Previously filed with the Securities and Exchange Commission as an exhibit to Quarterly Report on Form 10-Q for the fiscal period ended October 27, 2012 and is incorporated herein by reference.
- (11) Previously filed with the Securities and Exchange Commission as an exhibit to Quarterly Report on Form 10-Q for the fiscal period ended January 26, 2013 and is incorporated herein by reference.
- (12) Filed herewith.

SIGNATURES

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

NATIONAL BEVERAGE CORP.

By: /s/ George R. Bracken
George R. Bracken
Executive Vice President - Finance

Date: July 17, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on July 17, 2014.

/s/ Nick A. Caporella	/s/ Cecil D. Conlee
Nick A. Caporella	Cecil D. Conlee
Chairman of the Board and Chief Executive Officer	Director

/s/ Joseph G. Caporella	/s/ Samuel C. Hathorn, Jr.
Joseph G. Caporella	Samuel C. Hathorn, Jr.
President and Director	Director

/s/ George R. Bracken	/s/ Stanley M. Sheridan
George R. Bracken	Stanley M. Sheridan
Executive Vice President – Finance (Principal Financial Officer)	Director

/s/ Gregory P. Cook

Gregory P. Cook
Vice President – Controller and Chief Accounting Officer