Sprouts Farmers Market, Inc.
Form 10-Q
November 01, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2018

Commission File Number: 001-36029

Sprouts Farmers Market, Inc.

(Exact name of registrant as specified in its charter)

Delaware	32-0331600
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

5455 East High Street, Suite 111

Phoenix, Arizona 85054

(Address of principal executive offices and zip code)

(480) 814-8016

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
	Emerging growth company

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

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

As of October 29, 2018, the registrant had 127,603,836 shares of common stock, $0.001 par value per share, outstanding.

SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES

QUARTERLY REPORT ON FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2018

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Forward-Looking Statements

This Quarterly Report on Form 10-Q contains “forward-looking statements” that involve substantial risks and uncertainties. The statements contained in this Quarterly Report on Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (referred to as the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (referred to as the “Exchange Act”), including, but not limited to, statements regarding our expectations, beliefs, intentions, strategies, future operations, future financial position, future revenue, projected expenses, and plans and objectives of management. In some cases, you can identify forward-looking statements by terms such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “project,” “will,” “would,” “should,” “could,” “can,” “predict,” “poten “objective,” or the negative of these terms, and similar expressions intended to identify forward-looking statements. However, not all forward-looking statements contain these identifying words. These forward-looking statements reflect our current views about future events and involve known risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievement to be materially different from those expressed or implied by the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section titled “Risk Factors” included in this Quarterly Report on Form 10-Q, our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, and our other filings with the Securities and Exchange Commission. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

As used in this Quarterly Report on Form 10-Q, unless the context otherwise requires, references to the “Company,” “Sprouts,” “Sprouts Farmers Market,” “we,” “us” and “our” refer to Sprouts Farmers Market, Inc. and, where appropriate, its subsidiaries.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)

	September 30, 2018	December 31, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	$17,175	$19,479
Accounts receivable, net	34,631	25,893
Inventories	253,045	229,542
Prepaid expenses and other current assets	37,523	24,593
Total current assets	342,374	299,507
Property and equipment, net of accumulated depreciation	773,348	713,031
Intangible assets, net of accumulated amortization	195,154	196,205
Goodwill	368,078	368,078
Other assets	16,010	4,782
Total assets	$1,694,964	$1,581,603
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and other accrued liabilities	$245,928	$244,853
Accrued salaries and benefits	43,433	45,623
Current portion of capital and financing lease obligations	7,398	9,238
Total current liabilities	296,759	299,714
Long-term capital and financing lease obligations	120,670	125,489
Long-term debt	435,000	348,000
Other long-term liabilities	144,401	130,640
Deferred income tax liability	56,839	27,066
Total liabilities	1,053,669	930,909
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Undesignated preferred stock; $0.001 par value; 10,000,000 shares authorized, no shares issued and outstanding	—	—
Common stock, $0.001 par value; 200,000,000 shares authorized, 127,603,836 shares issued and outstanding, September 30, 2018;	127	132

132,823,981 shares issued and outstanding, December 31, 2017		
Additional paid-in capital	653,509	620,788
Accumulated other comprehensive income (loss)	4,567	(784)
(Accumulated deficit) retained earnings	(16,908)	30,558
Total stockholders’ equity	641,295	650,694
Total liabilities and stockholders’ equity	$1,694,964	$1,581,603

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

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SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(UNAUDITED)

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017
Net sales	$1,329,109	$1,206,059	$3,937,998	$3,520,679
Cost of sales, buying and occupancy	946,734	859,650	2,788,159	2,494,998
Gross profit	382,375	346,409	1,149,839	1,025,681
Direct store expenses	281,365	250,191	816,933	715,336
Selling, general and administrative expenses	43,944	39,955	128,828	110,312
Store pre-opening costs	3,819	2,456	9,414	10,055
Store closure and other costs	461	803	497	992
Income from operations	52,786	53,004	194,167	188,986
Interest expense	(7,419)	(5,609)	(20,028)	(15,447)
Other income	—	162	325	388
Income before income taxes	45,367	47,557	174,464	173,927
Income tax provision	(7,867)	(16,071)	(28,631)	(55,186)
Net income	$37,500	$31,486	$145,833	$118,741
Net income per share:				
Basic	$0.30	$0.23	$1.13	$0.87
Diluted	$0.29	$0.23	$1.12	$0.86
Weighted average shares outstanding:				
Basic	126,855	134,320	129,572	136,063
Diluted	127,627	136,770	130,537	138,860

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

SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(UNAUDITED)

(IN THOUSANDS)

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017
Net income	$37,500	$31,486	$145,833	$118,741
Other comprehensive income, net of tax				
Unrealized gain on cash flow hedging activities, net of income tax of $299, $0, $1,851 and $0	865	—	5,351	—
Total other comprehensive income	$865	$—	$5,351	$—
Comprehensive income	$38,365	$31,486	$151,184	$118,741

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

SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(UNAUDITED)

(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

	Shares	Common Stock	Additional Paid In Capital	(Accumulated deficit) Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balances at January 1, 2017	140,002,242	$ 140	$ 597,269	$ 75,500	$ —	$ 672,909
Net income	—	—	—	158,440	—	158,440
Other comprehensive income (loss)	—	—	—	—	(784)	(784)
Issuance of shares under stock plans	2,144,669	2	9,298	—	—	9,300
Repurchase and retirement of common stock	(9,696,819)	(10)	—	(203,382)	—	(203,392)
Equity-based compensation	—	—	14,221	—	—	14,221
Balances at December 31, 2017	132,450,092	$ 132	$ 620,788	$ 30,558	$ (784)	$ 650,694
Net income	—	—	—	145,833	—	145,833
Other comprehensive income (loss)	—	—	—	—	5,351	5,351
Issuance of shares under stock plans	3,170,818	3	21,048	—	—	21,051
Repurchase and retirement of common stock	(8,411,575)	(8)	—	(193,299)	—	(193,307)
Equity-based compensation	—	—	11,673	—	—	11,673
Balances at September 30, 2018	127,209,335	$ 127	$ 653,509	$ (16,908)	$ 4,567	641,295

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

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SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(IN THOUSANDS)

	Thirty-nine Weeks Ended	
	September 30, 2018	October 1, 2017
Cash flows from operating activities		
Net income	$145,833	$118,741
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	81,959	70,875
Accretion of asset retirement obligation and closed store reserve	219	168
Amortization of financing fees and debt issuance costs	658	347
Loss on disposal of property and equipment	404	820
Equity-based compensation	11,673	10,325
Deferred income taxes	29,773	23,245
Changes in operating assets and liabilities:		
Accounts receivable	(10,299)	1,660
Inventories	(23,503)	(17,752)
Prepaid expenses and other current assets	(13,758)	(3,734)
Other assets	(3,945)	(702)
Accounts payable and other accrued liabilities	3,240	35,957
Accrued salaries and benefits	(2,130)	8,360
Other long-term liabilities	15,342	10,659
Cash flows from operating activities	235,466	258,969
Cash flows from investing activities		
Purchases of property and equipment	(148,433)	(158,459)
Proceeds from sale of property and equipment	1	30
Cash flows used in investing activities	(148,432)	(158,429)
Cash flows from financing activities		
Proceeds from revolving credit facilities	180,000	134,000
Payments on revolving credit facilities	(93,000)	(40,000)
Payments on capital and financing lease obligations	(3,349)	(3,053)
Payments of deferred financing costs	(2,131)	-
Cash from landlords related to capital and financing lease obligations	2,113	300
Repurchase of common stock	(193,307)	(192,000)
Proceeds from exercise of stock options	21,051	6,640
Other	(59)	—
Cash flows used in financing activities	(88,682)	(94,113)
(Decrease) increase in cash, cash equivalents, and restricted cash	(1,648)	6,427

Cash, cash equivalents, and restricted cash at beginning of the period	19,479	12,465
Cash, cash equivalents, and restricted cash at the end of the period	$17,831	$18,892
Supplemental disclosure of cash flow information		
Cash paid for interest	$19,784	$15,052
Cash paid for income taxes	15,177	25,710
Supplemental disclosure of non-cash investing and financing activities		
Property and equipment in accounts payable	$15,435	$13,476
Property acquired through capital and financing lease obligations	8,911	5,512

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

SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. Basis of Presentation

Sprouts Farmers Market, Inc., a Delaware corporation, through its subsidiaries, operates as a healthy grocery store that offers fresh, natural and organic food through a complete shopping experience that includes fresh produce, bulk foods, vitamins and supplements, packaged groceries, meat and seafood, deli, baked goods, dairy products, frozen foods, beer and wine, natural body care and household items catering to consumers' growing interest in health and wellness. The "Company" is used to refer collectively to Sprouts Farmers Market, Inc. and unless the context otherwise requires, its subsidiaries.

The accompanying unaudited consolidated financial statements include the accounts of the Company in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial statements and are in the form prescribed by the Securities and Exchange Commission in instructions to Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, the accompanying consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, considered necessary for a fair statement of the Company's financial position, results of operations and cash flows for the periods indicated. All material intercompany accounts and transactions have been eliminated in consolidation. Interim results are not necessarily indicative of results for any other interim period or for a full fiscal year. The information included in these consolidated financial statements and notes thereto should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations included herein and Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and notes thereto for the fiscal year ended December 31, 2017 ("fiscal year 2017") included in the Company's Annual Report on Form 10-K, filed on February 22, 2018.

The year-end balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP.

The Company reports its results of operations on a 52- or 53-week fiscal calendar ending on the Sunday closest to December 31. The fiscal year ending December 30, 2018 ("fiscal year 2018") and fiscal year 2017 are 52-week years. The Company reports its results of operations on a 13-week quarter, except for 53-week fiscal years.

Certain reclassifications of amounts reported in prior periods have been made to conform with the current period presentation.

All dollar amounts are in thousands, unless otherwise noted.

SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

2. Summary of Significant Accounting Policies

Revenue Recognition

The Company has adopted Accounting Standards Codification ("ASC") 606, "Revenue from Contracts with Customers" in the first quarter of fiscal year 2018, with a date of initial application of January 1, 2018, using the modified retrospective approach. Comparative information presented has not been adjusted and continues to be reported under ASC 605.

The Company applied ASC 606 to all of its contracts with customers. As a result of the adoption, there is no impact to any financial statement line item, and the Company has recorded no impact to opening retained earnings as of January 1, 2018.

The Company does not have any material contract assets or receivables from contracts with customers, any revenue recognized in the current period from performance obligations satisfied in previous periods, any contract performance obligations, or any material costs to obtain or fulfill a contract as of September 30, 2018. The Company had a net gift card liability balance of \$6.8 million as of September 30, 2018 and \$13.1 million as of December 31, 2017. During the thirty-nine weeks ended September 30, 2018, the Company recognized \$16.1 million in sales related to gift cards redeemed by customers.

Revenue is recognized at the point of sale. The Company's performance obligations are satisfied upon the transfer of goods to the customer, at the point of sale, and payment from customers is also due at the time of sale. Proceeds from the sale of gift cards are recorded as a liability at the time of sale, and recognized as sales when they are redeemed by the customer and the performance obligation is satisfied by the Company.

The nature of goods the Company transfers to customers at the point of sale are inventories, consisting of merchandise purchased for resale.

Restricted Cash

Restricted cash relates to defined benefit plan forfeitures of approximately \$0.7 million and is included in prepaid expenses and other current assets in the consolidated balance sheets.

Recently Adopted Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers." ASU No. 2014-09 provides guidance for revenue recognition. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under current guidance. These may include identifying performance obligations in the contract, and estimating the amount of variable consideration to include in the transaction price attributable to each separate performance obligation. Subsequent to the initial standards, the FASB has also issued several ASUs to clarify specific revenue recognition topics. The Company adopted ASC 606 effective January 1, 2018 using the modified retrospective approach. As noted above, there is no impact to any financial statement line item as a result of the adoption, and the Company has recorded no impact to opening retained earnings as of January 1, 2018. The Company has added additional disclosures of disaggregated revenue by type in Note 13, “Segments.”

In March 2016, the FASB issued ASU No. 2016-04, “Liabilities-Extinguishments of Liabilities (Subtopic 405-20): Recognition of breakage for certain prepaid stored-value products.” ASU No. 2016-04 provides a narrow scope exception to the guidance in Subtopic 405-20 to require that stored-value breakage be accounted for consistently with the breakage guidance in Topic 606. The amendments in this update contain specific guidance for derecognition of prepaid stored-value product liabilities, thereby eliminating the current and potential future diversity. The guidance was effective for the Company for its fiscal year 2018. The Company adopted this guidance using the modified retrospective approach. As noted above, there is no impact to any financial statement line item as a result of the adoption, and the Company recorded no impact to opening retained earnings as of January 1, 2018.

SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

In August 2016, the FASB issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments.” This update provides clarifications on the cash flow classification for eight specific cash flow issues: debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies (COLIs) (including bank-owned life insurance policies (BOLIs)); distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. Adoption of this guidance took place during the first quarter of fiscal year 2018, using the retrospective transition method, and the adoption had no impact on the Company’s consolidated financial statements or disclosures.

In November 2016, the FASB issued ASU No. 2016-18, “Statement of Cash Flows (Topic 230): Restricted Cash.” The amendments in this update require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. Adoption of this guidance took place prospectively during the first quarter of 2018, and the adoption did not have a material impact on the Company’s consolidated financial statements or disclosures.

In May 2017, the FASB issued ASU No. 2017-09, “Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting.” The amendments in this update provide guidance about which changes to the terms or conditions of a share-based award require an entity to apply modification accounting in Topic 718. Adoption of this guidance took place prospectively during the first quarter 2018, and the adoption did not have an impact on the Company’s consolidated financial statements or disclosures.

In August 2018, the FASB issued ASU No. 2018-15, “Intangibles —Goodwill and Other —Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract.” The amendments in this update align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include internal-use software license). The amendments require an entity in a hosting arrangement that is a service contract to follow the guidance in Subtopic 350-40 to determine which service contract implementation costs to capitalize as an asset and which costs to expense. The amendments also require the entity to expense the capitalized implementation costs of a hosting arrangement that is a service contract over the term of the hosting arrangements, which includes reasonably certain renewals. The Company adopted this guidance during the third quarter 2018 using the prospective transition approach. Adoption of the guidance did not have a material impact to the Company's financial statements and resulted in capitalization of implementation costs associated with various technology initiatives which are included in other assets in the consolidated balance sheet as of September 30, 2018.

Recently Issued Accounting Pronouncements Not Yet Adopted

In February 2016, the FASB issued ASU No. 2016-02, “Leases (ASC 842).” ASU No. 2016-02 requires lessees to recognize a right-of-use asset and corresponding lease liability for all leases with terms greater than twelve months. Recognition, measurement and presentation of expenses will depend on classification as a financing or operating lease. Certain additional quantitative and qualitative disclosures will also be required. This ASU will be effective for the Company beginning with its 2019 fiscal year. While the Company is still evaluating the impact of this ASU, the Company expects it will result in material increases in assets and liabilities in its consolidated balance sheet and enhanced disclosures. In addition, the Company anticipates that the transition of its financing leases to operating leases under the new standard will result in an increase in rent expense, partially offset by reductions to depreciation and interest expense. The Company does not expect that the adoption of the ASU will have an impact on the Company’s cash flows.

SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

In January 2017, the FASB issued ASU No. 2017-04, “Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment.” The amendments in this update eliminate the second step of the goodwill impairment test and provide that an entity will apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. The new guidance does not amend the optional qualitative assessment of goodwill impairment. The guidance will be effective for the Company for its fiscal year 2020, with early adoption permitted. The Company does not expect this ASU to materially impact the Company’s consolidated financial statements.

In August 2018, the FASB issued ASU No. 2018-14, “Compensation —Retirement Benefits —Defined Benefit Plans —General (Subtopic 715-20) —Disclosure Framework —Changes to the Disclosure Requirements for Defined Benefit Plans.” The amendments in this update remove disclosures that no longer are considered cost-beneficial, clarify the specific requirements of disclosures, and add disclosure requirements identified as relevant. The guidance will be effective for the Company for its fiscal year 2020, with early adoption permitted. The Company does not expect this ASU to materially impact the Company’s disclosures.

No other new accounting pronouncements issued or effective during the thirty-nine weeks ended September 30, 2018 had, or are expected to have, a material impact on the Company’s consolidated financial statements.

3. Fair Value Measurements

The Company records its financial assets and liabilities in accordance with the framework for measuring fair value in accordance with GAAP. This framework establishes a fair value hierarchy that prioritizes the inputs used to measure fair value:

Level 1: Quoted prices for identical instruments in active markets.

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

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

Fair value measurements of nonfinancial assets and nonfinancial liabilities are primarily used in the impairment analysis of goodwill, indefinite-lived intangible assets and long-lived assets.

The following tables present the fair value hierarchy for the Company’s financial assets and liabilities measured at fair value on a recurring basis as of September 30, 2018 and December 31, 2017:

September 30, 2018	Level 1	Level 2	Level 3	Total
Long-term debt	$ —	$435,000	$ —	$435,000
Total liabilities	$ —	$435,000	$ —	$435,000
Interest rate swap asset	$ —	$6,159	$ —	$6,159
Total assets	$ —	$6,159	$ —	$6,159

December 31, 2017	Level 1	Level 2	Level 3	Total
Long-term debt	$ —	$348,000	$ —	$348,000
Interest rate swap liability	—	1,064	—	1,064
Total liabilities	$ —	$349,064	$ —	$349,064

SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

The Company's interest rate swaps are considered Level 2 in the hierarchy and are valued using an income approach. Expected future cash flows are converted to a present value amount based on market expectations of the yield curve on floating interest rates, which is readily available on public markets.

Cash, cash equivalents, and restricted cash, accounts receivable, prepaid expenses and other current assets, accounts payable and other accrued liabilities and, accrued salaries and benefits approximate fair value because of the short maturity of those instruments. Based on comparable open market transactions, the fair value of the long-term debt approximated carrying value as of September 30, 2018 and December 31, 2017.

4. Long-Term Debt

A summary of long-term debt is as follows:

Facility	Maturity	Interest Rate	As of September 30, 2018	December 31, 2017
Senior secured debt				
$700.0 million Credit Agreement	March 27, 2023	Variable	$435,000	$—
Former Credit Facility	April 17, 2020	Variable	—	348,000
Total debt			435,000	348,000
Long-term debt			$435,000	$348,000

Senior Secured Revolving Credit Facility

March 2018 Refinancing

On March 27, 2018, the Company's subsidiary, Sprouts Farmers Markets Holdings, LLC ("Intermediate Holdings"), as borrower, entered into an amended and restated credit agreement (the "Amended and Restated Credit Agreement") to amend and restate the Company's existing senior secured credit facility, dated April 17, 2015 (the "Former Credit Facility"). The Amended and Restated Credit Agreement provides for a revolving credit facility with an initial aggregate commitment of $700.0 million, an increase from $450.0 million from the Former Credit Facility, which may be increased from time to time pursuant to an expansion feature set forth in the Amended and Restated Credit Agreement.

Concurrently with the closing of the Amended and Restated Credit Agreement, all commitments under the Former Credit Facility were terminated, resulting in a $0.3 million loss on early extinguishment of debt, recorded in interest expense during the first quarter of fiscal year 2018. The loss was due to the write-off of a proportional amount of deferred financing costs associated with the Former Credit Facility as the result of certain banks exiting the Amended and Restated Credit Agreement in connection with the refinancing. No amounts were outstanding under the Former Credit Facility as of September 30, 2018.

The Company capitalized debt issuance costs of $2.1 million related to the refinancing which combined with the remaining $0.7 million debt issuance costs for the Former Credit Facility, are being amortized on a straight-line basis to interest expense over the five-year term of the Amended and Restated Credit Agreement.

The Amended and Restated Credit Agreement also provides for a letter of credit subfacility and a $15.0 million swingline facility. Letters of credit issued under the Amended and Restated Credit Agreement reduce its borrowing capacity. Letters of credit totaling $27.0 million have been issued as of September 30, 2018, primarily to support the Company’s insurance programs.

SPROUTS FARMERS MARKET, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

Guarantees

Obligations under the Amended and Restated Credit Agreement are guaranteed by the Company and all of its current and future wholly-owned material domestic subsidiaries (other than the borrower), and are secured by first-priority security interests in substantially all of the assets of the Company and its subsidiary guarantors, including, without limitation, a pledge by the Company of its equity interest in Intermediate Holdings.

Interest and Fees

Loans under the Amended and Restated Credit Agreement initially bear interest at LIBOR plus 1.50% per annum. The interest rate margins are subject to adjustment pursuant to a pricing grid based on the Company’s total net leverage ratio, as set forth in the Amended and Restated Credit Agreement. Under the terms of the Amended and Restated Credit Agreement, the Company is obligated to pay a commitment fee on the available unused amount of the commitments between 0.15% to 0.30% per annum, also pursuant to a pricing grid based on the Company’s total net leverage ratio.

The interest rate on approximately 57% of outstanding debt under the Amended and Restated Credit Agreement is fixed, reflecting the effects of floating to fixed interest rate swaps (see Note 11, “Derivative Financial Instruments”).

Outstanding letters of credit under the Amended and Restated Credit Agreement are subject to a participation fee of 1.50% per annum and an issuance fee of 0.125% per annum.

Payments and Borrowings

The Amended and Restated Credit Agreement is scheduled to mature, and the commitments thereunder will terminate on March 27, 2023, subject to extensions as set forth therein.

The Company may prepay loans and permanently reduce commitments under the Amended and Restated Credit Agreement at any time in agreed-upon minimum principal amounts, without premium or penalty (except LIBOR breakage costs, if applicable).

During fiscal year 2017, the Company borrowed $153.0 million under the Former Credit Facility to be used in connection with the Company’s $250.0 million share repurchase program (see Note 9, “Stockholders’ Equity”) and made a total of $60.0 million of principal payments; resulting in total outstanding debt under the Former Credit Facility of $348.0 million at December 31, 2017. During the thirty-nine weeks ended September 30, 2018, the Company borrowed an additional $180.0 million primarily for share repurchases and made a total of $93.0 million of principal payments; resulting in total outstanding debt under the Amended and Restated Credit Agreement of $435.0 million as of September 30, 2018.

Covenants

The Amended and Restated Credit Agreement contains financial, affirmative and negative covenants. The negative covenants include, among other things, limitations on the Company’s ability to:

- incur additional indebtedness;
- grant additional liens;
- enter into sale-leaseback transactions;
- make loans or investments;
- merge, consolidate or enter into acquisitions;
- pay dividends or distributions;
- enter into transactions with affiliates;

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- enter into new lines of business;
- modify the terms of debt or other material agreements; and
- change its fiscal year.

Each of these covenants is subject to customary and other agreed-upon exceptions.

In addition, the Amended and Restated Credit Agreement requires that the Company and its subsidiaries maintain a maximum total net leverage ratio not to exceed 3.25 to 1.00 and minimum interest coverage ratio not to be less than 1.75 to 1.00. Each of these covenants is tested on the last day of each fiscal quarter, starting with the fiscal quarter ended September 30, 2018.

The Company was in compliance with all applicable covenants under the Amended and Restated Credit Agreement as of September 30, 2018.

Former Credit Facility

On April 17, 2015, Intermediate Holdings, as borrower, entered into the Former Credit Facility that provided for a revolving credit facility with an initial aggregate commitment of $450.0 million, subject to an expansion feature set forth therein. The Former Credit Facility also provided for a letter of credit subfacility and a $15.0 million swingline facility.

The Former Credit Facility was scheduled to mature, and the commitments thereunder were scheduled to terminate, on April 17, 2020.

Loans under the Former Credit Facility bore interest, at the Company’s option, either at adjusted LIBOR plus 1.50% per annum, or a base rate plus 0.50% per annum. The interest rate margins were subject to adjustment pursuant to a pricing grid based on the Company’s total gross leverage ratio, as defined in the Former Credit Facility. Under the terms of the Former Credit Facility, the Company was obligated to pay a commitment fee on the available unused amount of the commitments equal to 0.20% per annum.

5. Closed Store Reserves

The following is a summary of closed store reserve activity during the thirty-nine weeks ended September 30, 2018 and fiscal year 2017:

	Thirty-nine Weeks Ended September 30,	Fiscal Year Ended December 31,

	2018	2017
Beginning balance	$ 811	$ 1,083
Additions	—	—
Usage	(320)	(492)
Adjustments	85	220
Ending balance	$ 576	$ 811

Usage relates to lease payments made during the periods for closed stores.

6. Income Taxes

On December 22, 2017, the legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act") was enacted into law, which changed various corporate income tax provisions within the existing Internal Revenue Code. The most significant changes that impacted the Company were the reduction in the corporate federal income tax rate from 35% to 21% and 100% bonus depreciation for qualified property acquired and placed in service after September 27, 2017 and before January 1, 2023.

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Under the guidance set forth in the SEC's Staff Accounting Bulletin No. 118 (“SAB 118”), the Company may record provisional amounts for the impact of the Tax Act. As of September 30, 2018, the Company has finalized its 2017 federal income tax return and as such completed the accounting for the income tax effects of the 2017 Tax Act. In accordance with SAB 118, any future adjustments required due to changes in interpretation and guidance that may be issued will be recorded as discrete adjustments to income tax expense in the period in which those adjustments become estimable and finalized.

The Company’s effective tax rate decreased to 17.3% for the thirteen weeks ended September 30, 2018 from 33.8% for the thirteen weeks ended October 1, 2017 primarily due to the enactment of the Tax Act as disclosed above, as well as the impact of a tax calculation method change. During the quarter ended September 30, 2018 the Company adopted tax calculation method changes that resulted in the accelerated deduction or deferral of certain items. The method changes were included in the Company’s 2017 tax return that was finalized during the fiscal quarter. As a result, the Company recorded a $2.6 million discrete tax benefit in the third quarter of 2018, which decreased the effective tax rate by 5.7%.

The Company’s effective tax rate decreased to 16.4% for the thirty-nine weeks ended September 30, 2018 from 31.7% for the thirty-nine weeks ended October 1, 2017 primarily due to the enactment of the Tax Act disclosed above, as well as the recognition of excess tax benefits related to the exercise of stock options recognized in the income tax provision. The tax calculation method change resulted in a discrete rate benefit of 1.5% for the thirty-nine weeks ended September 30, 2018.

Excess tax benefits associated with share-based payment awards are recognized as income tax expense or benefit in the statements of income. The tax effects of exercised or vested awards are treated as discrete items in the reporting period in which they occur. The income tax benefits resulting from excess tax benefits of share-based payment awards were $1.0 million and $0.2 million for the thirteen weeks ended September 30, 2018 and October 1, 2017, respectively. The income tax benefits resulting from excess tax benefits of share-based payment awards were $12.4 million and $8.4 million for the thirty-nine weeks ended September 30, 2018 and October 1, 2017, respectively.

7. Related-Party Transactions

A member of the Company’s board of directors is an investor in a company that is a supplier of coffee to the Company for resale. During the thirteen weeks ended September 30, 2018, there were no purchases from this supplier and $2.7 million of purchases during the thirteen weeks ended October 1, 2017. During the thirty-nine weeks ended September 30, 2018 and October 1, 2017, purchases from this supplier were $2.6 million and $8.1 million, respectively. As of September 30, 2018, the Company had no accounts payable due to this vendor and as of December 31, 2017, the

Company had recorded accounts payable of $0.7 million.

The Company's former Executive Chairman of the Board, who retired from this position in February 2017, has been the chief executive officer, an equity investor, and lender to a technology supplier to the Company. During the thirteen weeks ended September 30, 2018 and October 1, 2017, purchases from this supplier and its predecessors were $1.8 million and $1.6 million, respectively. During the thirty-nine weeks ended September 30, 2018 and October 1, 2017, purchases from this supplier and its predecessors were $4.4 million and $5.2 million, respectively. As of September 30, 2018, and December 31, 2017, the Company had recorded accounts payable due to the supplier of $0.2 million and $0.1 million, respectively.

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8. Commitments and Contingencies

The Company is exposed to claims and litigation matters arising in the ordinary course of business and uses various methods to resolve these matters that are believed to best serve the interests of the Company's stakeholders. The Company's primary contingencies are associated with self-insurance obligations and litigation matters. Self-insurance liabilities require significant judgment and actual claim settlements and associated expenses may differ from the Company's current provisions for loss.

Securities Action

On March 4, 2016, a complaint was filed in the Superior Court for the State of Arizona against the Company and certain of its directors and officers on behalf of a purported class of purchasers of shares of the Company's common stock in the Company's underwritten secondary public offering which closed on March 10, 2015 (the "March 2015 Offering"). The complaint purports to state claims under Sections 11, 12 and 15 of the Securities Act of 1933, as amended, based on an alleged failure by the Company to disclose adequate information about produce price deflation in the March 2015 Offering documents. The complaint seeks damages on behalf of the purported class in an unspecified amount, rescission, and an award of reasonable costs and attorneys' fees. After removal to federal court, the plaintiff sought remand, which the court granted in March 2017. On May 25, 2017, the Company filed a Motion to Dismiss in the Superior Court for the State of Arizona, which the court granted in part and denied in part by order entered August 30, 2017. The Company answered the complaint on September 28, 2017. On August 15, 2018, the Company reached an agreement in principle to settle these claims. The parties' settlement agreement will be presented to the court for approval. If approved by the court, the settlement will be funded from the Company's directors and officers liability insurance policy and will not have a material impact on the Company's consolidated financial statements.

9. Stockholders' Equity

Share Repurchases

The following table outlines the common stock share repurchase programs authorized by the Company's board of directors from time to time, and the related repurchase activity and available authorization as of September 30, 2018.

Effective date	Expiration date	Amount authorized	Cost of repurchases	Authorization available
November 4, 2015	November 4, 2017	$ 150,000	$ 150,000	$ —
September 6, 2016	December 31, 2017	$ 250,000	$ 250,000	$ —
February 20, 2017	December 31, 2018	$ 250,000	$ 250,000	$ —
February 20, 2018	December 31, 2019	$ 350,000	$ 66,707	$ 283,293

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The shares under the Company's repurchase programs may be purchased on a discretionary basis from time to time prior to the applicable expiration date, subject to general business and market conditions and other investment opportunities, through open market purchases, privately negotiated transactions, or other means, including through Rule 10b5-1 trading plans. The board's authorization of the share repurchase programs does not obligate the Company to acquire any particular amount of common stock, and the repurchase programs may be commenced, suspended, or discontinued at any time. The Company has used borrowings under its Former Credit Facility and Amended and Restated Credit Agreement to assist with the repurchase programs (see Note 4, "Long-Term Debt").

Share repurchase activity under the Company's repurchase programs for the periods indicated was as follows (total cost in thousands):

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017
Number of common shares acquired	719,004	3,249,204	8,411,575	9,136,468
Average price per common share acquired	$21.29	$22.16	$22.98	$21.01
Total cost of common shares acquired	$15,307	$72,000	$193,307	$192,000

Shares purchased under the Company's repurchase programs were subsequently retired.

10. Net Income Per Share

The computation of net income per share is based on the number of weighted average shares outstanding during the period. The computation of diluted net income per share includes the dilutive effect of share equivalents consisting of incremental shares deemed outstanding from the assumed exercise of options, assumed vesting of restricted stock units ("RSUs"), assumed vesting of performance stock awards ("PSAs"), and assumed vesting of restricted stock awards ("RSAs").

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

	Thirteen Weeks Ended	Thirty-nine Weeks Ended

	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017
Basic net income per share:				
Net income	$37,500	$31,486	$145,833	$118,741
Weighted average shares outstanding	126,855	134,320	129,572	136,063
Basic net income per share	$0.30	$0.23	$1.13	$0.87
Diluted net income per share:				
Net income	$37,500	$31,486	$145,833	$118,741
Weighted average shares outstanding - basic	126,855	134,320	129,572	136,063
Dilutive effect of equity-based awards:				
Assumed exercise of options to purchase shares	341	2,128	484	2,506
RSUs	175	122	193	124
RSAs	82	114	137	102
PSAs	174	86	151	65
Weighted average shares and equivalent shares outstanding	127,627	136,770	130,537	138,860
Diluted net income per share	$0.29	$0.23	$1.12	$0.86

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For the thirteen weeks ended September 30, 2018, the computation of diluted net income per share does not include 0.7 million options and 0.1 million PSAs as those awards would have been antidilutive or were performance awards with performance conditions net yet deemed met. For the thirteen weeks ended October 1, 2017, the computation of diluted net income per share does not include 1.9 million options and 0.1 million PSAs as those awards would have been antidilutive or were unvested performance awards.

For the thirty-nine weeks ended September 30, 2018, the computation of diluted net income per share does not include 1.1 million options and 0.1 million PSAs those awards would have been antidilutive or were performance awards with performance conditions net yet deemed met. For the thirty-nine weeks ended October 1, 2017, the computation of diluted net income per share does not include 1.9 million options and 0.1 million PSAs as those awards would have been antidilutive or were unvested performance awards.

11. Derivative Financial Instruments

The Company entered into an interest rate swap agreement in December 2017 to manage its cash flow associated with variable interest rates. This forward contract has been designated and qualifies as a cash flow hedge, and its change in fair value is recorded as a component of other comprehensive income and reclassified into earnings in the same period or periods in which the forecasted transaction occurs. The forward contract consists of five cash flow hedges. To qualify as a hedge, the Company needs to formally document, designate and assess the effectiveness of the transactions that receive hedge accounting.

The notional dollar amount of the five outstanding swaps was $250.0 million at September 30, 2018 and December 31, 2017, respectively, under which the Company pays a fixed rate and received a variable rate of interest (cash flow swap). The cash flow swaps hedge the change in interest rates on debt related to fluctuations in interest rates and each have a length of one year and mature annually from 2018 to 2022. These interest rate swaps have been designated and qualify as cash flow hedges and have met the requirements to assume zero ineffectiveness. The Company reviews the effectiveness of its hedging instruments on a quarterly basis.

The counterparties to these derivative financial instruments are major financial institutions. The Company evaluates the credit ratings of the financial institutions and believes that credit risk is at an acceptable level.

	As of	As of

	September 30, 2018		December 31, 2017	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments				
Interest rate swaps	Other Current Assets and Other Assets	$6,159	Other Accrued Liabilities and Long-term Liabilities	$1,064

The gain or loss on these derivative instruments is recognized in other comprehensive income, net of tax, with the portion related to current period interest payments reclassified to interest expense on the consolidated statements of ncome.

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017
Consolidated Statements of Income Classification				
Interest income (expense), net	$ 176	$ —	$ 115	$ —

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12. Comprehensive Income

During the thirty-nine weeks ended October 1, 2017, the Company did not record accumulated other comprehensive income. The following table presents the changes in accumulated other comprehensive income for the thirty-nine weeks ended September 30, 2018.

	Cash Flow Hedges
Balance at December 31, 2017	$(784)
Other comprehensive income, net of tax	
Unrealized gain on cash flow hedging activities, net of income tax of $1,851	5,351
Total other comprehensive income	5,351
Balance at September 30, 2018	$4,567

Amounts reclassified from accumulated other comprehensive income (loss) are included within interest expense on the consolidated statements of income.

13. Segments

The Company has one reportable and one operating segment, healthy grocery stores.

In accordance with ASC 606, the following table represents a disaggregation of revenue for the thirteen and thirty-nine weeks ended September 30, 2018 and October 1, 2017.

	Thirteen Weeks Ended			
	September 30, 2018		October 1, 2017	
Perishables	$777,413	58.5 %	$710,250	58.9 %
Non-Perishables	551,696	41.5 %	495,809	41.1 %
Net Sales	$1,329,109	100.0%	$1,206,059	100.0%

Thirty-nine Weeks Ended

	September 30, 2018		October 1, 2017	
Perishables	$2,283,348	58.0 %	$2,060,367	58.5 %
Non-Perishables	1,654,650	42.0 %	1,460,312	41.5 %
Net Sales	$3,937,998	100.0%	$3,520,679	100.0%

The Company categorizes the varieties of products it sells as perishable and non-perishable. Perishable product categories include produce, meat, seafood, deli, bakery, floral and dairy and dairy alternatives. Non-perishable product categories include grocery, vitamins and supplements, bulk items, frozen foods, beer and wine, and natural health and body care.

14. Equity-Based Compensation

2013 Incentive Plan

The Company's board of directors adopted, and its equity holders approved, the Sprouts Farmers Market, Inc. 2013 Incentive Plan (the "2013 Incentive Plan"). The 2013 Incentive Plan became effective July 31, 2013 in connection with the Company's initial public offering and replaced the 2011 Option Plan (as defined below) (except with respect to outstanding options under the 2011 Option Plan). The 2013 Incentive Plan serves as the umbrella plan for the Company's stock-based and cash-based incentive compensation programs for its directors, officers and other team members, including RSUs, PSAs, and RSAs. On May 1, 2015, the Company's stockholders approved the material terms of the performance goals under the 2013 Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code.

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The aggregate number of shares of common stock that may be issued to team members and directors under the 2013 Incentive Plan may not exceed 10,089,072. Shares subject to awards granted under the 2013 Incentive Plan which are subsequently forfeited, expire unexercised or are otherwise not issued will not be treated as having been issued for purposes of the share limitation. As of September 30, 2018, there were 3,025,033 stock awards outstanding and 5,205,689 shares remaining available for issuance under the 2013 Incentive Plan.

2011 Option Plan

In May 2011, the Company adopted the Sprouts Farmers Markets, LLC Option Plan (the “2011 Option Plan”) to provide team members or directors of the Company with options to acquire shares of the Company. The Company had authorized 12,100,000 shares for issuance under the 2011 Option Plan. Options may no longer be issued under the 2011 Option Plan. As of September 30, 2018, there were 130,643 options outstanding under the 2011 Option Plan.

Awards Granted

During the thirty-nine weeks ended September 30, 2018, the Company granted the following stock-based compensation awards:

Grant Date	RSUs	PSAs
March 2018	451,951	126,098
May 2018	54,913	2,756
August 2018	8,732	—
Total:	515,596	128,854
Weighted-average grant date fair value	$24.80	$25.10
Weighted-average exercise price	—	—

Stock Options

The Company uses the Black-Scholes option pricing model to estimate the fair value of options at grant date. Options vest in accordance with the terms set forth in the grant letter and vary depending on if they are time-based or performance-based.

Time-based options granted prior to fiscal year 2016 generally vest ratably over a period of 12 quarters (three years), and time-based options granted in fiscal year 2016 vest annually over a period of three years. No options have been granted subsequent to 2016.

RSUs

The fair value of RSUs is based on the closing price of the Company’s common stock on the grant date. RSUs generally vest annually over a period of two or three years from the grant date.

PSAs

PSAs granted in fiscal year 2015 are restricted shares that were subject to the Company achieving certain earnings per share performance targets, as well as additional time-vesting conditions. The fair value of PSAs is based on the closing price of the Company's common stock on the grant date. The performance conditions with respect to 2015 earnings per share targets were deemed to have been met, and all PSAs have vested. During the thirty-nine weeks ended September 30, 2018, 20,595 of the 2015 PSAs were vested, and during the thirty-nine weeks ended October 1, 2017, 21,050 of the 2015 PSAs were vested.

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PSAs granted in fiscal year 2016 are restricted shares that are subject to the Company achieving certain earnings before interest and taxes (“EBIT”) performance targets on an annual and cumulative basis over a three-year performance period, as well as additional time-vesting conditions. The EBIT target for each of the three years during the performance period is based on a percentage increase over the previous year’s actual EBIT, with each annual performance tranche measured independently of the previous and next tranche. Cumulative performance is based on the aggregate annual performance and is measured against a cumulative performance target. Payout of the performance shares will either be 0% or range from 50% to 150% of the target number of shares granted, depending upon goal achievement. Although deemed unlikely to be met, if the performance conditions are met, the applicable number of performance shares is subject to cliff vesting on the third anniversary of the grant date (March 2019). The performance conditions with respect to 2016 and 2017 EBIT were not met.

PSAs granted in March 2017 were subject to the Company achieving certain earnings per share performance targets during 2017. The criteria is based on a range of performance targets in which grantees may earn between 10% and 150% of the base number of awards granted. The performance conditions with respect to 2017 earnings per share were deemed to have been met, and the PSAs will vest 50% on the second anniversary of the grant date (2019) and 50% on the third anniversary of the grant date (2020).

PSAs granted in March 2018 are subject to the Company achieving certain EBIT performance targets for the 2020 fiscal year. The criteria is based on a range of performance targets in which grantees may earn 0% to 200% of the base number of awards granted. If performance conditions are met, the applicable number of performance shares will vest on the third anniversary of the grant date (2021).

RSAs

The fair value of RSAs is based on the closing price of the Company’s common stock on the grant date. Outstanding RSA grants vest annually over three years.

Equity-based Compensation Expense

Equity-based compensation expense was reflected in the consolidated statements of income as follows:

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017

Cost of sales, buying and occupancy	$251	$265	$827	$777
Direct store expenses	339	349	1,063	1,098
Selling, general and administrative expenses	2,453	3,471	9,783	8,450
Equity-based compensation expense before income taxes	3,043	4,085	11,673	10,325
Income tax benefit	(782)	(1,528)	(3,000)	(3,863)
Net equity-based compensation expense	$2,261	$2,557	$8,673	$6,462

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The following equity-based awards were outstanding as of September 30, 2018 and December 31, 2017:

	As of September 30, 2018	December 31, 2017
	(in thousands)	
Options		
Vested	1,816	4,226
Unvested	98	464
RSUs	694	449
PSAs	366	231
RSAs	182	353

As of September 30, 2018, total unrecognized compensation expense and remaining weighted average recognition period related to outstanding equity-based awards was as follows:

	Unrecognized compensation expense	Remaining weighted average recognition period
Options	$ 360	0.4
RSUs	11,895	1.8
PSAs	3,834	1.4
RSAs	2,343	1.4
Total unrecognized compensation expense at September 30, 2018	$ 18,432	

During the thirty-nine weeks ended September 30, 2018 and October 1, 2017, the Company received $21.1 million and $6.6 million, respectively, in cash proceeds from the exercise of options.

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

You should read the following discussion of our financial condition and results of operations together with the consolidated financial statements and related notes that are included elsewhere in this Quarterly Report on Form 10-Q and with our audited consolidated financial statements included in our Annual Report on Form 10-K filed for the 2017 fiscal year, February 22, 2018 with the Securities and Exchange Commission. All dollar amounts included below are in thousands, unless otherwise noted.

Business Overview

Sprouts Farmers Market operates as a healthy grocery store that specializes in fresh, natural and organic products at prices that appeal to everyday grocery shoppers. Based on the belief that healthy food should be affordable, Sprouts' welcoming environment and knowledgeable team members continue to drive its growth. Sprouts offers a complete shopping experience that includes an array of fresh produce in the heart of the store, a deli with prepared entrees and side dishes, The Butcher Shop, The Fish Market, an expansive vitamins and supplements department and more. Since our founding in 2002, we have grown rapidly, significantly increasing our sales, store count and profitability. With 313 stores in 19 states as of September 30, 2018, we are one of the largest specialty retailers of fresh, natural and organic food in the United States. As of October 29, 2018, we have grown to 315 stores in 19 states.

At Sprouts, we believe healthy living is a journey and every meal is a choice. The cornerstones of our business are fresh, natural and organic products at compelling prices (which we refer to as "Healthy Living for Less"), an attractive and differentiated shopping experience featuring a broad selection of innovative healthy products, and knowledgeable team members who we believe provide best-in-class customer engagement and product education.

Our Heritage

In 2002, we opened the first Sprouts Farmers Market store in Chandler, Arizona. From our founding in 2002 through September 30, 2018, we continued to open new stores while successfully rebranding 43 Henry's Farmers Market and 39 Sunflower Farmers Market stores added in 2011 and 2012, respectively, through acquisitions to the Sprouts banner. These three businesses all trace their lineage back to Henry's Farmers Market and were built with similar store formats and operations including a strong emphasis on value, produce and service in smaller, convenient locations. The consistency of these formats and operations was an important factor that allowed us to rapidly and successfully rebrand and integrate each of these businesses under the Sprouts banner and on a common platform.

Outlook

We are pursuing a number of strategies designed to continue our growth, including expansion of our store base, continuing positive comparable store sales and growing the Sprouts brand. We intend to continue expanding our store base by pursuing new store openings in our existing markets, expanding into adjacent markets and penetrating new markets. Although we plan to expand our store base primarily through new store openings, we may grow through strategic acquisitions if we identify suitable targets and are able to negotiate acceptable terms and conditions for acquisition. We intend to open approximately 30 new stores per year for the near term, and in 2018, we have opened 30 new stores through October 29, 2018.

We also believe we can continue to deliver positive comparable store sales growth by enhancing our core value proposition and distinctive customer-oriented shopping experience, as well as through expanding and refining our fresh, natural and organic product offerings, our targeted and personalized marketing efforts and our in-store education. We are committed to growing the Sprouts brand by supporting our stores, product offerings and corporate partnerships, including the expansion of innovative marketing and promotional strategies through print, digital and social media platforms.

Results of Operations for Thirteen Weeks Ended September 30, 2018 and October 1, 2017

The following tables set forth our unaudited results of operations and other operating data for the periods presented. The period-to-period comparison of financial results is not necessarily indicative of financial results to be achieved in future periods. All dollar amounts are in thousands, unless otherwise noted.

	Thirteen weeks ended	
	September 30, 2018	October 1, 2017
Unaudited Quarterly Consolidated Statement of Income Data:		
Net sales	$1,329,109	$1,206,059
Cost of sales, buying and occupancy	946,734	859,650
Gross profit	382,375	346,409
Direct store expenses	281,365	250,191
Selling, general and administrative expenses	43,944	39,955
Store pre-opening costs	3,819	2,456
Store closure and other costs	461	803
Income from operations	52,786	53,004
Interest expense	(7,419)	(5,609)
Other income	—	162
Income before income taxes	45,367	47,557
Income tax provision	(7,867)	(16,071)
Net income	$37,500	$31,486
Weighted average shares outstanding	126,855	134,320
Diluted effect of equity-based awards	772	2,450
Weighted average shares and equivalent shares outstanding	127,627	136,770
Diluted net income per share	$0.29	$0.23

	Thirteen weeks ended	
	September 30, 2018	October 1, 2017
Other Operating Data:		
Comparable store sales growth	1.5 %	4.6 %
Stores at beginning of period	301	274
Closed	—	—
Opened	12	8
Stores at end of period	313	282

Comparison of Thirteen Weeks Ended September 30, 2018 to Thirteen Weeks Ended

October 1, 2017

Net sales

	Thirteen weeks ended			
	September 30, 2018	October 1, 2017	Change	% Change
Net sales	$1,329,109	$1,206,059	$123,050	10 %
Comparable store sales growth	1.5 %	4.6 %		

Net sales during the thirteen weeks ended September 30, 2018 totaled $1.3 billion, increasing 10% over the same period of the prior fiscal year. Sales growth was driven by strong performance in new stores opened and a 1.5% increase in comparable store sales. Comparable stores contributed approximately 90% of total sales for the thirteen weeks ended September 30, 2018 and approximately 87% for the same period of the prior fiscal year.

Cost of sales, buying and occupancy and gross profit

	Thirteen weeks ended			
	September 30, 2018	October 1, 2017	Change	% Change
Net sales	$1,329,109	$1,206,059	$123,050	10 %
Cost of sales, buying and occupancy	946,734	859,650	87,084	10 %
Gross profit	382,375	346,409	35,966	10 %
Gross margin	28.77 %	28.72 %	0.05 %	

Gross profit increased during the thirteen weeks ended September 30, 2018 compared to the thirteen weeks ended October 1, 2017 by $36.0 million, of which $35.4 million was a result of increased sales volume and $0.6 million related to increased margin rate. This improvement was primarily driven by higher margin rates for new stores opened in the current period partially offset by higher occupancy costs.

Direct store expenses

	Thirteen weeks ended			
	September 30, 2018	October 1, 2017	Change	% Change

Direct store expenses	$281,365	$250,191	$31,174	12 %
Percentage of net sales	21.2 %	20.7 %	0.5 %	

Direct store expenses for the thirteen weeks ended September 30, 2018 increased $31.2 million, including $24.5 million related to stores opened after October 1, 2017, and $6.7 million related to stores operating prior to the same period in 2017. Direct store expenses, as a percentage of net sales, increased 50 basis points. This deleverage is primarily driven by planned wage investments funded by the savings from the legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act") as well as increased healthcare costs and higher depreciation expense associated with new store and strategic initiatives.

Selling, general and administrative expenses

	Thirteen weeks ended September 30, 2018	October 1, 2017	Change	% Change
Selling, general and administrative expenses	$43,944	$39,955	$3,989	10 %
Percentage of net sales	3.3 %	3.3 %	—	

Selling, general and administrative expenses, as a percentage of sales, remained consistent during the thirteen weeks ended September 30, 2018 as compared to the thirteen weeks ended October 1, 2017. The $4.0 million increase in selling, general and administrative expenses primarily relates to increases in advertising, consulting and compensation expense in line with store growth and the Company's strategic initiatives, partially offset by lower bonus and stock-based compensation expense.

Store pre-opening costs

	Thirteen weeks ended September 30, 2018	October 1, 2017	Change	% Change
Attributable to 2017 store openings	—	2,055	(2,055)	
Attributable to planned 2018 store openings	3,505	139	3,366	
Attributable to planned 2019 store openings	314	262	52	
Total store pre-opening costs	$3,819	$2,456	$1,363	55 %
Percentage of net sales	0.3 %	0.2 %	0.1 %	

Store pre-opening costs in the thirteen weeks ended September 30, 2018 included $3.5 million primarily related to 12 stores opening during the period and two additional stores planned to be open in 2018 and $0.3 million associated with stores expected to open in 2019. Store pre-opening costs in the thirteen weeks ended October 1, 2017 included $2.1 million related to opening 11 stores during the third and fourth quarter 2017 and $0.4 million associated with stores opened subsequent to 2017.

Store closure and other costs

Store closure costs for the thirteen weeks ended September 30, 2018 and October 1, 2017 are related to adjustments to the closed facility reserve primarily related to refinement of estimated subtenant income and other actual occupancy costs from original estimates.

During the third quarter 2018, we incurred $0.4 million in costs, net of estimated insurance recovery, primarily associated with Hurricane Florence which affected 24 stores in three states. Although physical damage was minimal, the stores incurred costs for hurricane preparation work, temporary closures and inventory loss.

During the third quarter of 2017, 14 of our stores were affected by hurricanes in three states. Although physical damage was minimal, the stores experienced loss of business due to temporary closures, inventory loss and additional expenses to clean up and power the stores. These costs, net of estimated insurance recovery, approximate $0.7 million in the thirteen weeks ended October 1, 2017.

Interest expense

	Thirteen weeks ended			
	September 30, 2018	October 1, 2017	Change	% Change
Long-term debt	$4,312	$2,305	$2,007	87 %

Capital and financing leases	months ended June 30, 2016, respectively, compared to the three and six months ended June 30, 2015. Franchise fees increased $5 million and $7 million during the three and six months ended June 30, 2016, respectively, compared to the same periods in the prior year primarily driven by new and converted hotels and improved performance at existing hotels. Management fees were flat and increased $2 million during the three and six months ended June 30, 2016, respectively, compared to the same periods in the prior year. The increase during the six months

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ended June 30, 2016 was driven by a $1 million increase in base fees and $1 million increase in incentive fees, spread across the portfolio.

Other revenues from managed properties increased $20 million and $41 million in the three and six months ended June 30, 2016, respectively, compared to the three and six months ended June 30, 2015, due to a higher volume of reimbursements paid to us by our managed properties for increased hotel employee payroll and related costs and increased member participation in our Hyatt Gold Passport program. The increased volume of reimbursements was driven in part by new hotel openings and conversions.

	Three Months Ended June 30,										
	RevPAR				Occupancy			ADR			
(Comparable Systemwide Hotels)	2016	2015	Better / (Worse)	Better / (Worse) Constant $	2016	2015	Change in Occ % pts	2016	2015	Better / (Worse)	Better / (Worse) Constant $
Americas Full Service	$163	$158	2.8 %	3.4 %	80.0%	80.0%	— %	$204	$198	2.8 %	3.4 %
Americas Select Service	112	105	6.8 %	6.9 %	82.4%	80.1%	2.3 %	136	131	3.8 %	3.9 %

	Six Months Ended June 30,										
	RevPAR				Occupancy			ADR			
(Comparable Systemwide Hotels)	2016	2015	Better / (Worse)	Better / (Worse) Constant $	2016	2015	Change in Occ % pts	2016	2015	Better / (Worse)	Better / (Worse) Constant $
Americas Full Service	$152	$149	2.1 %	2.8 %	75.6%	76.1%	(0.5)%	$201	$196	2.7 %	3.5 %
Americas Select Service	105	99	6.7 %	6.8 %	78.7%	76.2%	2.5 %	134	130	3.3 %	3.4 %

Our full service hotels comparable RevPAR increased in the three months ended June 30, 2016 compared to the same period in the prior year primarily due to increased transient and group ADR. Our full service hotels comparable RevPAR increased in the six months ended June 30, 2016 compared to the same period in the prior year primarily due to increased transient ADR and demand.

During the three months ended June 30, 2016, no properties were removed from the comparable Americas full service systemwide hotels and no properties were removed from the comparable Americas select service systemwide hotels. During the six months ended June 30, 2016, we removed one property from the comparable Americas full service systemwide hotels that left the chain and no properties were removed from the comparable Americas select service systemwide hotels.

Americas management and franchising segment Adjusted EBITDA.

	Three Months Ended June 30,			
(in millions, except percentages)	2016	2015	Better / (Worse)	
Segment Adjusted EBITDA	$89	$82	$7	8.5 %

	Six Months Ended June 30,			
(in millions, except percentages)	2016	2015	Better / (Worse)	
Segment Adjusted EBITDA	$165	$155	$10	6.5 %

Adjusted EBITDA increased $7 million and $10 million in the three and six months ended June 30, 2016, respectively, which included net unfavorable currency impact of $1 million in each period, compared to the three and six months ended June 30, 2015, due primarily to the aforementioned $4 million increase and $7 million increase in management, franchise and other fees. Adjusted selling, general and administrative expenses decreased $3 million in both the three and six months ended June 30, 2016, compared to the three and six months ended June 30, 2015, primarily driven by decreased professional fees.

ASPAC management and franchising segment revenues.

(in millions, except percentages)	Three Months Ended June 30, 2016	2015	Better / (Worse)	
Segment Revenues				
Management, Franchise and Other Fees	$22	$ 23	$ (1)	(4.3)%
Other Revenues from Managed Properties	27	21	6	28.6 %
Total Segment Revenues	$49	$ 44	$ 5	11.4 %

(in millions, except percentages)	Six Months Ended June 30, 2016	2015	Better / (Worse)	
Segment Revenues				
Management, Franchise and Other Fees	$44	$ 44	$ —	— %
Other Revenues from Managed Properties	48	40	8	20.0 %
Total Segment Revenues	$92	$ 84	$ 8	9.5 %

ASPAC management and franchising total revenues increased $5 million and $8 million in the three and six months ended June 30, 2016, respectively, compared to the three and six months ended June 30, 2015, which included an insignificant currency impact and $1 million in net unfavorable currency, respectively. The increases were driven by other revenues from managed properties due to a higher volume of reimbursements paid to us for increased member participation in our Hyatt Gold Passport program and increased reimbursed payroll and related costs.

	Three Months Ended June 30, RevPAR				Occupancy			ADR			
(Comparable Systemwide Hotels)	2016	2015	Better / (Worse)	Better / (Worse) Constant $	2016	2015	Change in Occ % pts	2016	2015	Better / (Worse)	Better (Worse) Constant $
ASPAC Full Service	$144	$144	0.2 %	1.4 %	69.3%	66.8%	2.5 %	$208	$215	(3.4)%	(2.3)%

	Six Months Ended June 30, RevPAR				Occupancy			ADR			
(Comparable Systemwide Hotels)	2016	2015	Better / (Worse)	Better / (Worse) Constant $	2016	2015	Change in Occ % pts	2016	2015	Better / (Worse)	Better (Worse) Constant $
ASPAC Full Service	$141	$142	(0.7)%	1.6 %	67.9%	65.7%	2.2 %	$208	$217	(3.9)%	(1.7)%

Excluding the unfavorable currency impact, the increase in comparable full service RevPAR during the three months ended June 30, 2016 compared to the same period in 2015 was driven by increased occupancy in most areas of China, Hong Kong, South Korea and Southeast Asia and increased ADR in Japan and Macau. These increases were partially offset by decreased occupancy in Japan and Macau and decreased ADR in China, South Korea and selected hotels in Southeast Asia. Excluding the unfavorable currency impact, the increase in comparable full service RevPAR during the six months ended June 30, 2016 compared to the same period in 2015 was driven by increased occupancy in most areas of China, South Korea and Southeast Asia and increased ADR in Japan. These increases were partially offset by decreased occupancy in Japan and Macau and decreased ADR in China, South Korea and selected hotels in Southeast Asia.

During the three months ended June 30, 2016, no properties were removed from the comparable ASPAC full service systemwide hotels. During the six months ended June 30, 2016, we removed two properties from the comparable ASPAC full service systemwide hotels, one as a result of a significant renovation and one that left the chain.

ASPAC management and franchising segment Adjusted EBITDA.

	Three Months Ended June 30,			
(in millions, except percentages)	2016	2015	Better / (Worse)	
Segment Adjusted EBITDA	$12	$13	$(1)	(7.7)%

	Six Months Ended June 30,			
(in millions, except percentages)	2016	2015	Better / (Worse)	
Segment Adjusted EBITDA	$24	$25	$(1)	(4.0)%

Adjusted EBITDA decreased $1 million for each of the three and six months ended June 30, 2016, respectively, which included an insignificant currency impact and $1 million net unfavorable currency impact, respectively, compared to the three and six months ended June 30, 2015. The decrease in Adjusted EBITDA in the three months ended June 30, 2016 compared to the three months ended June 30, 2015, was primarily driven by the decrease in management, franchise and other fees. The decrease in Adjusted EBITDA in the six months ended June 30, 2016 compared to the three months ended June 30, 2015, was primarily driven by an increase in payroll and related costs.

EAME/SW Asia management segment revenues.

	Three Months Ended June 30,			
(in millions, except percentages)	2016	2015	Better / (Worse)	
Segment Revenues				
Management and Other Fees	$16	$17	$(1)	(5.9)%
Other Revenues from Managed Properties	17	14	3	21.4 %
Total Segment Revenues	$33	$31	$2	6.5 %

	Six Months Ended June 30,			
(in millions, except percentages)	2016	2015	Better / (Worse)	
Segment Revenues				
Management and Other Fees	$32	$33	$(1)	(3.0)%
Other Revenues from Managed Properties	32	28	4	14.3 %
Total Segment Revenues	$64	$61	$3	4.9 %

EAME/SW Asia management total revenues increased $2 million and $3 million in the three and six months ended June 30, 2016, respectively, which included an insignificant currency impact and $1 million in net unfavorable currency impact, respectively, compared to the three and six months ended June 30, 2015, primarily driven by an increase in other revenues from managed properties.

	Three Months Ended June 30,										
	RevPAR				Occupancy			ADR			
(Comparable Systemwide Hotels)	2016	2015	Better / (Worse)	Better / (Worse) Constant $	2016	2015	Change in Occ % pts	2016	2015	Better / (Worse)	Better / (Worse) Constant $
EAME/SW Asia Full Service	$123	$140	(11.9)%	(9.9)%	61.6%	66.1%	(4.5)%	$200	$211	(5.6)%	(3.4)%
EAME/SW Asia Select Service	$69	$64	8.0 %	7.7 %	71.2%	65.6%	5.6 %	$97	$98	(0.6)%	(0.8)%

	Six Months Ended June 30,										
	RevPAR				Occupancy			ADR			
(Comparable Systemwide Hotels)	2016	2015	Better / (Worse)	Better / (Worse) Constant $	2016	2015	Change in Occ % pts	2016	2015	Better / (Worse)	Better / (Worse) Constant $
EAME/SW Asia Full Service	$121	$136	(11.0)%	(8.0)%	62.0%	65.1%	(3.1)%	$195	$209	(6.6)%	(3.4)%
EAME/SW Asia Select Service	$70	$62	13.4 %	14.4 %	69.5%	60.4%	9.1 %	$101	$102	(1.4)%	(0.6)%

Excluding the unfavorable currency impact, the decrease in comparable full service RevPAR during the three months ended June 30, 2016 compared to the same period in 2015, was driven by decreased ADR in the Middle East as well as decreased occupancy in the Middle East, Africa, France and Turkey. These decreases were partially offset by increased ADR and occupancy in Eastern Europe and India. Excluding the unfavorable currency impact, the decrease in comparable full service RevPAR during the six months ended June 30, 2016 compared to the same period in 2015, was driven by decreased ADR in the Middle East and Africa as well as decreased occupancy in the Middle East, Africa, France and Turkey. These decreases were partially offset by increased ADR and occupancy in Eastern Europe and India.

During the three and six months ended June 30, 2016, no properties were removed from the comparable EAME/SW Asia full service systemwide hotel results and no properties were removed from the comparable EAME/SW Asia select service systemwide hotel results.

EAME/SW Asia management segment Adjusted EBITDA.

	Three Months Ended June 30,			
(in millions, except percentages)	2016	2015	Better / (Worse)	
Segment Adjusted EBITDA	$8	$ 9	$(1)	(11.1)%

	Six Months Ended June 30,			
(in millions, except percentages)	2016	2015	Better / (Worse)	
Segment Adjusted EBITDA	$16	$ 16	$ —	—%

Adjusted EBITDA decreased $1 million and was flat during the three and six months ended June 30, 2016, respectively, which included an insignificant currency impact and $1 million in net unfavorable currency impact, respectively, compared to the three and six months ended June 30, 2015. The decrease in Adjusted EBITDA during the three and six months ended June 30, 2016 was primarily driven by the decrease in management and other fees. The decrease in management and other fees during the six months ended June 30, 2016 was partially offset by a decrease in payroll and related costs.

Corporate and other. Corporate and other includes unallocated corporate expenses, license fees related to Hyatt Residence Club, and the results of our co-branded credit card.

	Three Months Ended June 30,			
(in millions, except percentages)	2016	2015	Better / (Worse)	
Corporate and other revenues	$13	$10	$3	30.0 %
Corporate and other Adjusted EBITDA	$(31)	$(29)	$(2)	(6.9)%

	Six Months Ended June 30,			
(in millions, except percentages)	2016	2015	Better / (Worse)	
Corporate and other revenues	$22	$19	$3	15.8 %
Corporate and other Adjusted EBITDA	$(64)	$(60)	$(4)	(6.7)%

Adjusted EBITDA decreased $2 million during the three months ended June 30, 2016, compared to the same period in the prior year driven by a $3 million increase in adjusted selling, general, and administrative costs and a $2 million increase in other direct costs related to our co-branded credit card program, partially offset by a $3 million increase in revenues. Adjusted EBITDA decreased $4 million during the six months ended June 30, 2016, compared to the same period in the prior year driven by a $4 million increase in adjusted selling, general, and administrative costs and a $3 million increase in other direct costs related to our co-branded credit card program, partially offset by a $3 million increase in revenues.

Eliminations. Eliminations of $25 million and $47 million, which include $1 million and $1 million of net favorable currency impact, for the three and six months ended June 30, 2016, respectively, and eliminations of $25 million and $47 million for the three and six months ended June 30, 2015, respectively, primarily represent fees charged by our management and franchising segments to our owned and leased hotels for managing their operations.

Non-GAAP Measures

Adjusted Earnings Before Interest Expense, Taxes, Depreciation and Amortization ("Adjusted EBITDA") and EBITDA

We use the terms Adjusted EBITDA and EBITDA throughout this quarterly report. Adjusted EBITDA and EBITDA, as we define them, are non-GAAP measures. We define consolidated Adjusted EBITDA as net income attributable to Hyatt Hotels Corporation plus our pro rata share of unconsolidated hospitality ventures Adjusted EBITDA based on our ownership percentage of each venture, adjusted to exclude the following items:

- equity earnings (losses) from unconsolidated hospitality ventures;
- stock-based compensation expense;
- gains (losses) on sales of real estate;
- other income (loss), net;
- depreciation and amortization;
- interest expense; and
- provision for income taxes.

Effective January 1, 2016, our definitions of Adjusted EBITDA and Adjusted selling, general, and administrative expenses, as defined below, have been updated to exclude stock-based compensation expense, to facilitate comparison with our competitors. We have applied this change in the definition of Adjusted EBITDA to 2015 historical results to allow for comparability between the periods presented.

We calculate consolidated Adjusted EBITDA by adding the Adjusted EBITDA of each of our reportable segments to corporate and other Adjusted EBITDA.

Our board of directors and executive management team focus on Adjusted EBITDA as a key performance and compensation measure both on a segment and on a consolidated basis. Adjusted EBITDA assists us in comparing our performance over various reporting periods on a consistent basis because it removes from our operating results the impact of items that do not reflect our core operating performance both on a segment and on a consolidated basis. Our President and Chief Executive Officer, who is our chief operating decision maker, also evaluates the performance of each of our reportable segments and determines how to allocate resources to those segments, in significant part, by assessing the Adjusted EBITDA of each segment. In addition, the compensation committee of

our board of directors determines the annual variable compensation for certain members of our management based in part on consolidated Adjusted EBITDA, segment Adjusted EBITDA or some combination of both.

We believe Adjusted EBITDA is useful to investors because it provides investors the same information that we use internally for purposes of assessing our operating performance and making compensation decisions.

Adjusted EBITDA and EBITDA are not substitutes for net income attributable to Hyatt Hotels Corporation, net income, cash flows from operating activities or any other measure prescribed by GAAP. There are limitations to using non-GAAP measures such as Adjusted EBITDA and EBITDA. Although we believe that Adjusted EBITDA can make an evaluation of our operating performance more consistent because it removes items that do not reflect our core operations, other companies in our industry may define Adjusted EBITDA differently than we do. As a result, it may be difficult to use Adjusted EBITDA or similarly named non-GAAP measures that other companies may use to compare the performance of those companies to our performance. Because of these limitations, Adjusted EBITDA should not be considered as a measure of the income generated by our business or discretionary cash available to us to invest in the growth of our business. Our management compensates for these limitations by reference to our GAAP results and using Adjusted EBITDA supplementally. See our condensed consolidated statements of income and condensed consolidated statements of cash flows in our condensed consolidated financial statements included elsewhere in this quarterly report.

See below for a reconciliation of our consolidated Adjusted EBITDA to EBITDA and a reconciliation of EBITDA to net income attributable to Hyatt Hotels Corporation.

Adjusted selling, general and administrative expenses

Adjusted selling, general, and administrative expenses, as we define it, is a non-GAAP measure. Adjusted selling, general, and administrative expenses excludes the impact of expenses related to benefit programs funded through rabbi trusts and stock-based compensation expense. Adjusted selling, general, and administrative expenses assist us in comparing our performance over various reporting periods on a consistent basis since it removes from our operating results the impact of items that do not reflect our core operating performance, both on a segment and consolidated basis. See "—Results of Operations" above for a reconciliation of Adjusted selling, general, and administrative expenses to selling, general, and administrative expenses.

Constant dollar currency

We report the results of our operations both on an as reported basis, as well as on a constant dollar basis. Constant dollar currency, which is a non-GAAP measure, excludes the effects of movements in foreign currency exchange rates between comparative periods. We believe constant dollar analysis provides valuable information regarding our results as it removes currency fluctuations from our operating results. We calculate constant dollar currency by restating prior-period local currency financial results at the current period’s exchange rates. These adjusted amounts are then compared to our current period reported amounts to provide operationally driven variances in our results.

The charts below illustrate Adjusted EBITDA by segment for the three and six months ended June 30, 2016 and June 30, 2015.

*Consolidated Adjusted EBITDA for the three months ended June 30, 2016 includes Corporate and other Adjusted EBITDA of $(31) million
**Consolidated Adjusted EBITDA for the three months ended June 30, 2015 includes Corporate and other Adjusted EBITDA of $(29) million

*Consolidated Adjusted EBITDA for the six months ended June 30, 2016 includes Corporate and other Adjusted EBITDA of $(64) million
**Consolidated Adjusted EBITDA for the six months ended June 30, 2015 includes Corporate and other Adjusted EBITDA of $(60) million

The table below provides a reconciliation of our consolidated Adjusted EBITDA to EBITDA and a reconciliation of EBITDA to net income attributable to Hyatt Hotels Corporation for the three and six months ended June 30, 2016 and June 30, 2015:

(in millions)	Three Months Ended June 30,			
	2016	2015	Better / (Worse)	
Adjusted EBITDA	$227	$215	$12	5.6 %
Equity earnings (losses) from unconsolidated hospitality ventures	19	(23)	42	182.6 %
Stock-based compensation expense	(4)	(5)	1	20.0 %
Gains (losses) on sales of real estate	(21)	1	(22)	(2,200.0)%
Other income (loss), net	1	4	(3)	(75.0)%
Pro rata share of unconsolidated hospitality ventures Adjusted EBITDA	(28)	(19)	(9)	(47.4)%
EBITDA	194	173	21	12.1 %
Depreciation and amortization	(86)	(76)	(10)	(13.2)%
Interest expense	(20)	(17)	(3)	(17.6)%
Provision for income taxes	(21)	(40)	19	47.5 %
Net income attributable to Hyatt Hotels Corporation	$67	$40	$27	67.5 %

(in millions)	Six Months Ended June 30,			
	2016	2015	Better / (Worse)	
Adjusted EBITDA	$421	$400	$21	5.3 %
Equity earnings (losses) from unconsolidated hospitality ventures	21	(29)	50	172.4 %
Stock-based compensation expense	(20)	(21)	1	4.8 %
Gains (losses) on sales of real estate	(21)	9	(30)	(333.3)%
Other income (loss), net	(3)	(14)	11	78.6 %
Pro rata share of unconsolidated hospitality ventures Adjusted EBITDA	(56)	(42)	(14)	(33.3)%
EBITDA	342	303	39	12.9 %
Depreciation and amortization	(167)	(155)	(12)	(7.7)%
Interest expense	(37)	(34)	(3)	(8.8)%
Provision for income taxes	(37)	(52)	15	28.8 %
Net income attributable to Hyatt Hotels Corporation	$101	$62	$39	62.9 %

Liquidity and Capital Resources

Overview

We finance our business primarily with existing cash, short-term investments and cash generated from our operations. As part of our business strategy, we also recycle capital by using net proceeds from dispositions to support our acquisitions and new investment opportunities. When appropriate, we borrow cash under our revolving credit facility or from other third-party sources, and may also raise funds by issuing debt or equity securities as necessary. We maintain a cash investment policy that emphasizes preservation of capital. At June 30, 2016 and December 31, 2015, we had cash and cash equivalents and short-term investments of $691 million and $503 million, respectively. We believe that our cash position, short-term investments and cash from operations, together with borrowing capacity under our revolving credit facility and our access to the capital markets, will be adequate to meet all of our funding requirements and capital deployment objectives for the foreseeable future.

We may, from time to time, seek to retire or purchase additional amounts of our outstanding equity and/or debt securities through cash purchases and/or exchanges for other securities, in open market purchases, privately negotiated transactions or otherwise, including pursuant to a Rule 10b5-1 plan. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Recent Transactions Affecting our Liquidity and Capital Resources

During the six months ended June 30, 2016 and June 30, 2015, several transactions impacted our liquidity. See "—Sources and Uses of Cash."

Sources and Uses of Cash

(in millions)	Six Months Ended June 30,	
	2016	2015
Cash provided by (used in):		
Operating activities	$239	$184
Investing activities	(23)	111
Financing activities	(47)	(344)
Effect of changes in exchange rate on cash and cash equivalents	16	8
Net increase (decrease) in cash and cash equivalents	$185	$(41)

Cash Flows from Operating Activities

Cash provided by operating activities increased $55 million for the six months ended June 30, 2016, compared to the six months ended June 30, 2015 primarily due to increased cash generated by operating performance, particularly in our owned and leased hotels segment and our Americas management and franchising segment. Additionally, in 2016 we received a $10 million payment under a license agreement for which revenue has been deferred as of June 30, 2016.

Cash Flows from Investing Activities

During the six months ended June 30, 2016:

- We acquired Thompson Miami Beach for approximately $238 million.
- Capital expenditures were $85 million (see "—Capital Expenditures" below).
- We invested $17 million in unconsolidated hospitality ventures.
- We sold Andaz 5th Avenue for approximately $240 million of net cash proceeds.
- We received proceeds of $52 million, which relates to distributions from investments.
- We released $29 million from restricted cash related to the finalization from the Canada Revenue Agency in connection with the 2014 disposition of Park Hyatt Toronto.
- We sold a net total of $6 million of marketable securities and short-term investments.

During the six months ended June 30, 2015:

- We sold Hyatt Regency Indianapolis for approximately $69 million.
- We sold land and construction in progress for approximately $14 million, of which $12 million had been received at June 30, 2015.
- We sold a Hyatt House hotel for approximately $5 million.
- We released $143 million from escrow to cash and cash equivalents related to release of proceeds from like-kind exchanges.
- We sold a net total of $23 million of marketable securities and short-term investments.
- We released $17 million from restricted cash related to the development of a hotel in Brazil.
- Capital expenditures were $122 million (see "—Capital Expenditures" below).
- We invested $27 million in unconsolidated hospitality ventures.

Cash Flows from Financing Activities

During the six months ended June 30, 2016, the Company repurchased 2,948,990 shares of common stock for an aggregate purchase price of $131 million. During the six months ended June 30, 2015, the Company repurchased 5,879,003 shares of common stock for an aggregate purchase price of $344 million.

During the six months ended June 30, 2016, we issued our 2026 Senior Notes and received net proceeds of $396 million, after deducting discounts and offering expenses of approximately $4 million. During the three months ended June 30, 2016, all of the Company's outstanding 2016 Notes were redeemed for $250 million.

During the six months ended June 30, 2016, we repaid the senior secured term loan of $64 million related to Hyatt Regency Lost Pines Resort and Spa.

During the six months ended June 30, 2016, we drew and subsequently repaid $110 million on our revolving credit facility. During the six months ended June 30, 2015, we did not draw on our revolving credit facility.

We define net debt as total debt less the total of cash and cash equivalents and short-term investments. The Company considers net debt and its components to be an important indicator of liquidity and a guiding measure of capital structure strategy. Net debt is a non-GAAP measure and may not be computed the same as similarly titled measures used by other companies. The following table provides a summary of our debt to capital ratios:

(in millions, except percentages)	June 30, 2016	December 31, 2015
Consolidated debt (1)	$1,474	$ 1,370
Stockholders’ equity	4,004	3,991
Total capital	5,478	5,361
Total debt to total capital	26.9 %	25.6 %
Consolidated debt (1)	1,474	1,370
Less: Cash and cash equivalents and short-term investments	691	503
Net consolidated debt	$783	$ 867
Net debt to total capital	14.3 %	16.2 %

(1) Excludes approximately $787 million and $692 million of our share of unconsolidated hospitality venture indebtedness as of June 30, 2016 and December 31, 2015, respectively, substantially all of which is non-recourse to us and a portion of which we guarantee pursuant to separate agreements.

Capital Expenditures

We routinely make capital expenditures to enhance our business. We classify our capital expenditures into maintenance, enhancements to existing properties and investment in new properties under development or recently opened. We have been and will continue to be prudent with respect to our capital spending, taking into account our cash flow from operations.

The following is a summary of our capital expenditures during the six months ended June 30, 2016 and June 30, 2015:

(in millions)	June 30, 2016	June 30, 2015
Maintenance	$ 26	$54
Enhancements to existing properties	24	20
Investment in new properties under development or recently opened	35	48
Total capital expenditures	$ 85	$122

The decrease in maintenance expenditures in 2016 compared to 2015 is driven by decreased technology spending and decreased spending at domestic and international owned full service properties. The increase in enhancements to existing properties is driven by increased renovation activity at domestic owned full service properties and expenditures related to our new corporate office, partially offset by decreased renovation activity at international owned full service properties. Expenditures related to new properties under development or recently opened are primarily driven by construction spending on our development of a hotel in Brazil, which opened in early 2016.

Senior Notes

The table below sets forth the outstanding principal balance of our Senior Notes as of June 30, 2016. Interest on the Senior Notes is payable semi-annually.

Description	Principal Amount (in millions)
2019 Notes	$ 196
2021 Notes	250
2023 Notes	350
2026 Notes	400
Total	$ 1,196

We are in compliance with all applicable covenants under the indenture governing our Senior Notes as of June 30, 2016.

Revolving Credit Facility

There was no outstanding balance on our revolving credit facility at June 30, 2016 or at December 31, 2015. As of June 30, 2016, we had available borrowing capacity of approximately $1.5 billion under our revolving credit facility, net of outstanding undrawn letters of credit.

We are in compliance with all applicable covenants under the revolving credit facility as of June 30, 2016.

Letters of Credit

We issue letters of credit either under the revolving credit facility or directly with financial institutions. As of June 30, 2016 and December 31, 2015 we had a total of $224 million and $228 million, respectively, in letters of credit issued directly with financial institutions. These letters of credit had weighted-average fees of 99 basis points at June 30, 2016. The range of maturity on these letters of credit was up to five years as of June 30, 2016.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect reported amounts and related disclosures. We have discussed those estimates that we believe are critical and require the use of complex judgment in their application in our 2015 Form 10-K. Since the date of our 2015 Form 10-K, there have been no material changes to our critical accounting policies or the methodologies or assumptions we apply under them.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risk primarily from changes in interest rates and foreign currency exchange rates. In certain situations, we seek to reduce earnings and cash flow volatility associated with changes in interest rates and foreign currency exchange rates by entering into financial arrangements to provide a hedge against a portion of the risks associated with such volatility. We continue to have exposure to such risks to the extent they are not hedged. We enter into derivative financial arrangements to the extent they meet the objectives described above, and we do not use derivatives for trading or speculative purposes. At June 30, 2016 and December 31, 2015, we were a party to hedging transactions, including the use of derivative financial instruments, as discussed below.

Interest Rate Risk

In the normal course of business, we are exposed to the impact of interest rate changes due to our borrowing activities. Our objective is to manage the risk of interest rate changes on the results of operations, cash flows, and the market value of our debt by creating an appropriate balance between our fixed and floating-rate debt. We enter into interest rate derivative transactions from time to time, including interest rate swaps, in order to maintain a level of exposure to interest rate variability that the Company deems acceptable. As of June 30, 2016 and December 31, 2015, we held no interest rate swap contracts.

Foreign Currency Exposures and Exchange Rate Instruments

We transact business in various foreign currencies and utilize foreign currency forward contracts to offset our exposure associated with the fluctuations of certain foreign currencies. These foreign currency exposures typically arise from third-party debt, debt repayment guarantees and intercompany transactions. We held foreign currency exchange rate derivative instruments of $15 million and $5 million as of June 30, 2016 and December 31, 2015, which included $16 million and $5 million recorded in prepaids and other assets and $1 million and $0 recorded in accrued expenses and other current liabilities on our condensed consolidated balance sheets, respectively.

The U.S. dollar equivalents of the notional amounts of the outstanding forward contracts, the majority of which relate to intercompany transactions, with terms of less than one year, are as follows (in U.S. dollars):

(in millions)	June 30, 2016	December 31, 2015
Pound Sterling	$ 170	$ 170
Korean Won	34	33
Canadian Dollar	33	61
Indian Rupee	—	27
Swiss Franc	26	9
Brazilian Real	—	4
Total notional amount of forward contracts	$ 263	$ 304

We intend to offset the gains and losses related to our third-party debt, debt repayment guarantees and intercompany transactions with gains or losses on our foreign currency forward contracts such that there is a negligible effect on net income. The effect of these derivatives instruments within other income (loss), net on our condensed consolidated statements of income was a gain of $13 million for the three and six months ended June 30, 2016. For the three and six months ended June 30, 2015, the effect of these derivative instruments within other income (loss), net was a loss of $10 million and a gain of $4 million, respectively. We expect to continue this practice relating to our intercompany transactions, and may also begin to manage the risks associated with other transactional foreign currency volatility within our business.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures. The Company maintains a set of disclosure controls and procedures designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission ("SEC") rules and forms. In accordance with Rule 13a-15(b) of the Exchange Act, as of the end of the period covered by this quarterly report, an evaluation was carried out under the supervision and with the participation of the Company's management, including its Principal Executive Officer and Principal Financial Officer, of the effectiveness of its disclosure controls and procedures. Based on that evaluation, the Company's Principal Executive Officer and Principal Financial Officer concluded that the Company's disclosure controls and procedures, as of the end of the period covered by this quarterly report, were effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to the Company's management, including the Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting. There has been no change in the Company's internal control over financial reporting during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.
We are involved in various claims and lawsuits arising in the normal course of business, including proceedings involving tort and other general liability claims, workers' compensation and other employee claims, intellectual property claims and claims related to our management of certain hotel properties. Most occurrences involving liability, claims of negligence and employees are covered by insurance with solvent insurance carriers. We recognize a liability when we believe the loss is probable and reasonably estimable. We currently believe that the ultimate outcome of such lawsuits and proceedings will not, individually or in the aggregate, have a material effect on our consolidated financial position, results of operations or liquidity.

Item 1A. Risk Factors.

At June 30, 2016, there have been no material changes from the risk factors previously disclosed in response to Item 1A. to Part I of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.
Issuer Purchases of Equity Securities
The following table sets forth information regarding the Company's purchases of shares of Class A common stock during the quarter ended June 30, 2016:

	Total Number of Shares Purchased (1)	Weighted Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased under the Program
April 1 to April 30, 2016	440,139	$ 47.71	440,139	$294,891,145
May 1 to May 31, 2016	520,731	$ 47.86	520,731	$269,966,890
June 1 to June 30, 2016	460,370	$ 47.78	460,370	$247,968,658
Total	1,421,240	$ 47.79	1,421,240	

(1) On each of August 4, 2015 and February 18, 2016, we announced the approval of expansions of our share repurchase program pursuant to which we are authorized to purchase up to an additional $400 million and $250 million, respectively, of Class A and Class B common stock in the open market, in privately negotiated transactions, or otherwise, including pursuant to a Rule 10b5-1 plan. The repurchase program does not have an expiration date. As of June 30, 2016, the Company had approximately $248 million remaining under its current share repurchase authorization.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Exhibit Description
3.1	Amended and Restated Certificate of Incorporation of Hyatt Hotels Corporation (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (File No. 001-34521) filed with the Securities and Exchange Commission on August 4, 2015)
3.2	Amended and Restated Bylaws of Hyatt Hotels Corporation (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-34521) filed with the Securities and Exchange Commission on September 11, 2014)
31.1	Certification of the Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

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

Hyatt Hotels Corporation

Date:	August 2, 2016	By:	/s/ Mark S. Hoplamazian
			Mark S. Hoplamazian
			President and Chief Executive Officer
			(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the undersigned, in his capacity as the principal financial officer of the registrant.

Hyatt Hotels Corporation

Date:	August 2, 2016	By:	/s/ Patrick J. Grismer
			Patrick J. Grismer
			Executive Vice President, Chief Financial Officer
			(Principal Financial Officer)