

J. Alexander's Holdings, Inc.  
Form 10-Q  
November 07, 2016

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 quarterly period ended October 2, 2016

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 1-37473

J. Alexander's Holdings, Inc.

(Exact name of registrant as specified in its charter)

Tennessee (State or other jurisdiction of incorporation or organization)	47-1608715 (I.R.S. Employer Identification No.)
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3401 West End Avenue, Suite 260 Nashville, Tennessee (Address of principal executive offices)	37203 (Zip Code)
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Registrant's telephone number, including area code: (615) 269-1900

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

As of November 4, 2016, 14,700,176 shares of the registrant's Common Stock, \$0.001 par value, were outstanding.

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## J. Alexander's Holdings, Inc.

## Condensed Consolidated Balance Sheets

(Unaudited in thousands, except share amounts)

	October 2 2016	January 3 2016
Assets		
Current assets:		
Cash and cash equivalents	\$7,514	\$13,424
Accounts and notes receivable	1,828	406
Accounts receivable from related party	-	12
Inventories	2,205	2,198
Prepaid expenses and other current assets	1,814	2,939
Total current assets	13,361	18,979
Other assets		
Property and equipment, at cost, less accumulated depreciation and amortization of \$32,126 and \$25,686 as of October 2, 2016 and January 3, 2016, respectively	94,625	89,313
Goodwill	15,737	15,737
Tradename and other indefinite-lived assets	25,155	25,155
Deferred charges, less accumulated amortization of \$185 and \$137 as of October 2, 2016 and January 3, 2016, respectively	301	264
Total assets	\$155,045	\$155,836
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$4,974	\$6,347
Accrued expenses and other current liabilities	8,556	11,325
Unearned revenue	2,206	3,214
Current portion of long-term debt	7,056	1,667
Total current liabilities	22,792	22,553
Long-term debt, net of portion classified as current and deferred loan costs	16,652	19,226
Deferred compensation obligations	5,933	5,715
Deferred income taxes	3,883	5,002
Other long-term liabilities	5,298	4,537
Total liabilities	54,558	57,033
Commitments and contingencies	-	-
Stockholders' Equity:		

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Common stock, par value \$0.001 per share: Authorized 30,000,000 shares; issued and outstanding 14,700,176 and 15,000,235 shares as of October 2, 2016 and January 3, 2016, respectively	15	15
Preferred stock, par value \$0.001 per share: Authorized 10,000,000 shares; no shares issued and outstanding as of October 2, 2016 or January 3, 2016	-	-
Additional paid-in-capital	94,252	95,283
Retained earnings	3,490	2,321
Total stockholders' equity attributable to J. Alexander's Holdings, Inc.	97,757	97,619
Non-controlling interests	2,730	1,184
Total stockholders' equity	100,487	98,803
Total liabilities and stockholders' equity	\$ 155,045	\$ 155,836

See accompanying Notes to Condensed Consolidated Financial Statements.

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## J. Alexander's Holdings, Inc.

## Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)

(Unaudited in thousands, except per share amounts)

	Quarter Ended		Nine-Month Period	
	October 2 2016	September 27 2015	Ended October 2 2016	September 27 2015
Net sales	\$51,459	\$ 49,335	\$162,259	\$ 158,610
Costs and expenses:				
Cost of sales	16,252	15,581	51,695	50,177
Restaurant labor and related costs	16,540	15,819	50,087	48,455
Depreciation and amortization of restaurant property and equipment	2,232	2,088	6,636	6,128
Other operating expenses	10,833	10,516	32,909	32,066
Total restaurant operating expenses	45,857	44,004	141,327	136,826
Transaction and integration expenses	-	4,197	62	6,311
General and administrative expenses	4,104	3,378	13,963	11,242
Pre-opening expenses	192	21	607	23
Total operating expenses	50,153	51,600	155,959	154,402
Operating income (loss)	1,306	(2,265 )	6,300	4,208
Other income (expense):				
Interest expense	(147 )	(193 )	(514 )	(970 )
Other, net	18	21	74	68
Total other expense	(129 )	(172 )	(440 )	(902 )
Income (loss) from continuing operations before income taxes	1,177	(2,437 )	5,860	3,306
Income tax (expense) benefit	(121 )	66	(1,210 )	45
Loss from discontinued operations, net	(111 )	(106 )	(328 )	(317 )
Net income (loss)	\$945	\$ (2,477 )	\$4,322	\$ 3,034
Basic earnings (loss) per share:				
Income (loss) from continuing operations, net of tax	\$0.07	\$ (0.16 )	\$0.31	\$ 0.22
Loss from discontinued operations, net	(0.01 )	(0.01 )	(0.02 )	(0.02 )
Basic earnings (loss) per share	\$0.06	\$ (0.17 )	\$0.29	\$ 0.20
Diluted earnings (loss) per share:				
Income (loss) from continuing operations, net of tax	\$0.07	\$ (0.16 )	\$0.31	\$ 0.22
Loss from discontinued operations, net	(0.01 )	(0.01 )	(0.02 )	(0.02 )
Diluted earnings (loss) per share	\$0.06	\$ (0.17 )	\$0.29	\$ 0.20
Weighted-average common shares outstanding:				
Basic	14,700	15,000	14,862	15,000
Diluted	14,700	15,000	14,869	15,000

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Comprehensive income (loss)	\$945	\$ (2,477	) \$4,322	\$ 3,034
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See accompanying Notes to Condensed Consolidated Financial Statements.

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J. Alexander's Holdings, Inc.

## Condensed Consolidated Statement of Stockholders' Equity

(Unaudited in thousands, except share amounts)

	Outstanding	Common	Additional	Retained	Non-controlling	Total
	shares	stock	paid-in	earnings	interests	
Balances at January 3, 2016	15,000,235	\$ 15	\$ 95,283	\$ 2,321	\$ 1,184	\$98,803
Tax distributions	-	-	(1,319 )	-	-	(1,319 )
Purchases of common stock	(300,059 )	-	-	(3,153 )	-	(3,153 )
Share-based compensation	-	-	288	-	1,546	1,834
Net income	-	-	-	4,322	-	4,322
Balances at October 2, 2016	14,700,176	\$ 15	\$ 94,252	\$ 3,490	\$ 2,730	\$100,487

See accompanying Notes to Condensed Consolidated Financial Statements.

## J. Alexander's Holdings, Inc.

## Condensed Consolidated Statements of Cash Flows

(Unaudited in thousands)

	Nine-Month Period Ended	
	October 2 2016	September 27 2015
Cash flows from operating activities:		
Net income	\$ 4,322	\$ 3,034
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	6,842	6,356
Equity-based compensation expense	1,834	388
Other, net	(403 )	403
Changes in assets and liabilities:		
Accounts and notes receivable	(1,410 )	(20 )
Prepaid expenses and other current assets	1,125	450
Accounts payable	(1,539 )	(469 )
Accrued expenses and other current liabilities	(2,769 )	(1,385 )
Other assets and liabilities, net	207	(506 )
Net cash provided by operating activities	8,209	8,251
Cash flows from investing activities:		
Purchase of property and equipment	(12,153 )	(7,287 )
Other investing activities	(244 )	(58 )

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Net cash used in investing activities	(12,397 )	(7,345 )
Cash flows from financing activities:		
Proceeds from borrowing under debt agreement	4,000	10,000
Payments on long-term debt and obligations under capital leases	(1,250 )	(11,255 )
Purchases of common stock	(3,153 )	-
Tax distributions to J. Alexander's Holdings, LLC members	(1,319 )	-
Other financing activities	-	(187 )
Net cash used in financing activities	(1,722 )	(1,442 )
Decrease in cash and cash equivalents	(5,910 )	(536 )
Cash and cash equivalents at beginning of period	13,424	13,301
Cash and cash equivalents at end of period	\$ 7,514	\$ 12,765
Supplemental disclosures:		
Property and equipment obligations accrued at beginning of period	\$ 1,845	\$ 1,444
Property and equipment obligations accrued at end of period	2,011	1,290
Cash paid for interest	503	952
Cash paid for income taxes	4,730	343
See accompanying Notes to Condensed Consolidated Financial Statements.		



J. Alexander's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited, dollars in thousands except per share data)

## Note 1 – Organization and Business

### Acquisition and Ownership by FNF

On September 26, 2012, Fidelity National Financial, Inc. (“FNF”) acquired substantially all of the outstanding common stock of J. Alexander's Corporation, a publicly traded company, in a tender offer, followed by a merger (the “J. Alexander's Acquisition”), after which FNF owned all of the outstanding common stock of J. Alexander's Corporation. The outstanding shares of common stock were delisted and deregistered from the NASDAQ Global Select Market, and J. Alexander's Corporation was subsequently converted from a corporation to a limited liability company, J. Alexander's, LLC (the “Operating Company”), on October 30, 2012. The J. Alexander's Acquisition was treated as an acquisition for accounting purposes, with FNF as the acquirer and J. Alexander's Corporation as the acquiree, and resulted in FNF owning a 100% interest in the Operating Company. Purchase accounting was applied as of October 1, 2012, as the four days between the purchase transaction and the beginning of the fourth quarter were not considered significant. FNF thereafter contributed the ownership of the Operating Company to Fidelity National Special Opportunities, Inc. (“FNSO”), a wholly owned subsidiary of FNF, subsequent to the J. Alexander's Acquisition. FNSO was subsequently converted to Fidelity National Financial Ventures, LLC (“FNFV”). For purposes of these Condensed Consolidated Financial Statements, FNSO, FNFV and FNF are collectively referred to as “FNF”.

On February 6, 2013, J. Alexander's Holdings, LLC was formed as a Delaware limited liability company, and on February 25, 2013, 100% of the membership interests of the Operating Company were contributed by FNF to J. Alexander's Holdings, LLC in exchange for a 72.1% membership interest in J. Alexander's Holdings, LLC. Additionally, on February 25, 2013, 100% of the membership interests of Stoney River Management Company, LLC and subsidiaries (“Stoney River Management”) were contributed by Fidelity Newport Holdings, LLC (“FNH”), a majority-owned subsidiary of FNF, to J. Alexander's Holdings, LLC in exchange for a 27.9% membership interest in J. Alexander's Holdings, LLC (the “Contribution”). J. Alexander's Holdings, LLC then contributed Stoney River Management to the Operating Company. References herein to operations and assets of J. Alexander's Holdings, LLC may also refer to its consolidated subsidiaries.

On May 6, 2014, FNF converted FNSO to FNFV. Other than certain tax consequences, this change in the organization of the entity holding a majority of the membership interests had no effect on the operations of J. Alexander's Holdings, LLC. On August 18, 2014, FNH distributed its 27.9% membership interest in J. Alexander's Holdings, LLC on a pro rata basis to the owners of the FNH membership interests. The distribution resulted in FNFV holding an 87.4% membership interest in J. Alexander's Holdings, LLC. Also after the distribution, Newport Global Opportunities Fund AIV-A LP (“Newport”) held a 10.9% membership interest in J. Alexander's Holdings, LLC, and the remaining 1.7% membership interests were held by other minority investors.

On January 1, 2015, J. Alexander's Holdings, LLC adopted an Amended and Restated LLC Agreement (the “LLC Agreement”) and established a profits interest management incentive plan. The LLC Agreement established two classes of membership units, Class A Units and Class B Units. The existing membership interests held by FNFV, Newport, and other minority investors were converted to Class A Units on a pro rata basis on the effective date of the LLC Agreement, resulting in FNFV holding 13,929,987 Class A Units, Newport holding 1,728,899 Class A Units, and the remaining minority investors holding a total of 271,114 Class A Units. The total Class A Units outstanding was 15,930,000 prior to the separation discussed below.

Additionally, profits interest grant awards were issued to certain members of management pursuant to the incentive plan in the form of Class B Units on the effective date of the LLC Agreement. A total of 1,770,000 Class B Units were authorized under the profits interest plan and, prior to the separation discussed below, a total of 885,000 Class B Units were issued and outstanding.

#### Separation from FNF

On August 15, 2014, J. Alexander's Holdings, Inc., an affiliate of J. Alexander's Holdings, LLC, was incorporated in the state of Tennessee. On October 28, 2014, J. Alexander's Holdings, Inc. filed a registration statement on Form S-1 with the United States Securities and Exchange Commission (the "SEC") relating to a proposed initial public offering of its common stock and a restructuring pursuant to which J. Alexander's Holdings, Inc. would become the managing member of J. Alexander's Holdings, LLC. On February 18, 2015, FNF announced its intentions to pursue a spin-off (the "Spin-off") of J. Alexander's Holdings, LLC to shareholders of FNFV as an alternative to the previously proposed initial public offering of the J. Alexander's Holdings, Inc. common stock. On June 24, 2015, J. Alexander's Holdings, Inc. filed a request for the withdrawal of the registration statement on Form S-1 and subsequently filed a registration statement on Form 10 with the SEC on the same date in connection with the aforementioned Spin-off.

On September 16, 2015, J. Alexander's Holdings, Inc. entered into a separation and distribution agreement with FNF, pursuant to which FNF agreed to distribute 100% of its shares of J. Alexander's Holdings, Inc. common stock, par value \$0.001, on a pro rata basis, to the holders of FNFV common stock, FNF's tracking stock traded on The New York Stock Exchange ("The NYSE"). Holders of FNFV common stock received, as a distribution from FNF, approximately 0.17271 shares of J. Alexander's Holdings, Inc. common stock for every one share of FNFV common stock held at the close of business on September 22, 2015, the record date for the distribution (the "Distribution"). As a result of the Distribution, J. Alexander's Holdings, Inc. issued a total of 15,000,235 shares of common stock. Concurrent with the Distribution, certain reorganization changes were made resulting in J. Alexander's Holdings, Inc. becoming the sole managing member of J. Alexander's Holdings, LLC. The Distribution was completed on September 28, 2015. Further, as evidenced in the executed Second Amended and Restated LLC Agreement of J. Alexander's Holdings, LLC entered into in connection with the reorganization transactions, the members' equity of J. Alexander's Holdings, LLC was recapitalized such that the total outstanding Class A Units decreased on September 28, 2015 from 15,930,000 to 15,000,235, in order to mirror the number of outstanding shares of common stock of J. Alexander's Holdings, Inc. Additionally, the total Class B Units granted to certain members of management as discussed above was reduced from 885,000 to 833,346.

On September 28, 2015, immediately prior to the Distribution, J. Alexander's Holdings, LLC entered into a Management Consulting Agreement with Black Knight Advisory Services, LLC ("Black Knight"), pursuant to which Black Knight provides corporate and strategic advisory services to J. Alexander's Holdings, LLC. In accordance with the Management Consulting Agreement, J. Alexander's Holdings, LLC granted 1,500,024 Class B Units to Black Knight as a profits interest grant on October 6, 2015.

As a result of the Distribution, J. Alexander's Holdings, Inc. is an independent public company and its common stock is listed under the symbol "JAX" on The NYSE, effective September 29, 2015. As of October 2, 2016, a total of 14,700,176 shares of J. Alexander's Holdings, Inc. common stock, par value \$0.001, were outstanding.

On October 29, 2015, the J. Alexander's Holdings, Inc. Board of Directors authorized a share repurchase program for up to 1,500,000 shares of J. Alexander's Holdings, Inc.'s outstanding common stock over the next three years ending October 29, 2018. Repurchases will be made in accordance with applicable securities laws and may be made from time to time in the open market. The timing, prices and amount of repurchases will depend upon prevailing market prices, general economic and market conditions and other considerations. The repurchase program does not obligate J. Alexander's Holdings, Inc. to acquire any particular amount of stock. As of October 2, 2016, 300,059 shares have been repurchased under this program at an aggregate purchase price of \$3,153.

#### Business of J. Alexander's

From its inception, J. Alexander's has gone to great lengths to avoid operating as, or being perceived as, a chain concept. The objective from the beginning has been to operate as a collection of restaurants dedicated to providing guests with the highest quality of food, levels of professional service and ambiance in each of the markets being served. In an effort to further this vision, and also to allow selected locations to expand feature menu offerings available to guests on a seasonal or rotational basis, a number of locations previously operated as J. Alexander's restaurants are being converted to restaurants operating under the name Redlands Grill. During fiscal year 2015, 12 locations formerly operated as J. Alexander's restaurants began the transition to Redlands Grill locations. Management anticipates that use of the Redlands Grill name will also allow for expansion into certain markets which may currently have a J. Alexander's and/or Stoney River Steakhouse and Grill ("Stoney River") restaurant that might not otherwise have been considered viable for expansion opportunities. Assuming the initial transitions are successfully completed, management anticipates a total of 14 to 16 J. Alexander's locations will be transitioned to the Redlands Grill concept. Other restaurant locations may be added or converted to the Redlands Grill concept or to other concepts in the future as J. Alexander's Holdings, Inc. determines how best to position its multiple concepts in a given geographic market.

J. Alexander's Holdings, Inc., through its subsidiaries, owns and operates full service, upscale restaurants under the J. Alexander's, Redlands Grill and Stoney River concepts. At both October 2, 2016 and January 3, 2016, restaurants operating within the J. Alexander's concept consisted of 19 restaurants in nine states. At October 2, 2016 and January 3, 2016, restaurants operating within the Stoney River concept consisted of 11 and 10 locations within six states, respectively, as one new Stoney River restaurant began operations during the first quarter of 2016 in Germantown, Tennessee. As noted above, during fiscal year 2015, 12 locations within eight states formerly operated as J. Alexander's restaurants began the transition to Redlands Grill locations. Each concept's restaurants are concentrated primarily in the East, Southeast, and Midwest regions of the United States. J. Alexander's Holdings, Inc. does not have any restaurants operating under franchise agreements.

Note 2 – Basis of Presentation

(a) Interim Financial Statements

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The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and rules of the SEC. Accordingly, they do not include all of the information and footnote disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the quarter and nine-month period ended October 2, 2016, are not necessarily indicative of the results that may be expected for the fiscal year ending January 1, 2017. For further information, refer to the Consolidated Financial Statements and footnotes thereto for the fiscal year ended January 3, 2016 included in the Annual Report on Form 10-K of J. Alexander’s Holdings, Inc. filed with the SEC on March 30, 2016.

Total comprehensive income (loss) is comprised solely of net income (loss) for all periods presented.

(b) Principles of Consolidation

The Condensed Consolidated Financial Statements include the accounts of J. Alexander’s Holdings, Inc. as well as the accounts of its majority-owned subsidiaries. All intercompany profits, transactions, and balances between J. Alexander’s Holdings, Inc. and its subsidiaries have been eliminated. Certain amounts from the prior year have been reclassified to conform to the current year’s presentation.

As discussed in Note 1, as a result of the Distribution, certain reorganization changes were made resulting in J. Alexander’s Holdings, Inc. owning all of the outstanding Class A Units and becoming the sole managing member of J. Alexander’s Holdings, LLC. The reorganization transactions were accounted for as a non-substantive transaction in a manner similar to a transaction between entities under common control pursuant to Accounting Standards Codification (“ASC”) 805-50, Transactions between Entities under Common Control, and as such, J. Alexander’s Holdings, Inc. recognized the assets and liabilities transferred at their carrying amounts on the date of transfer. J. Alexander’s Holdings, Inc. is a holding company with no direct operations and that holds as its sole asset an equity interest in J. Alexander’s Holdings, LLC and, as a result, relies on J. Alexander’s Holdings, LLC to provide it with funds necessary to meet its financial obligations. The Condensed Consolidated Financial Statements for periods prior to the Distribution date of September 28, 2015 represent the historical operating results and financial position of J. Alexander’s Holdings, LLC.

(c) Fiscal Year

The J. Alexander’s Holdings, Inc. fiscal year ends on the Sunday closest to December 31, and each quarter typically consists of 13 weeks. The quarter and nine-month period ended October 2, 2016 and September 27, 2015 each included 13 and 39 weeks of operations, respectively. Fiscal year 2016 will include 52 weeks of operations, and fiscal year 2015 included 53 weeks of operations.

(d) Discontinued Operations

During the 2013 fiscal year, three underperforming J. Alexander’s restaurants were closed, and two of these restaurants were considered to be discontinued operations. The \$111 and \$106 loss from discontinued operations included in the quarters ended October 2, 2016 and September 27, 2015, respectively, and losses for the nine-month periods ended October 2, 2016 and September 27, 2015 of \$328 and \$317, respectively, consist solely of exit and disposal costs which are primarily related to continuing obligations under leases for closed locations. There were no related assets reclassified as held for sale related to these closures, as there were no significant remaining assets related to these locations subsequent to the asset impairment charges being recorded at the time of closure in fiscal year 2013.

(e) Transaction Costs

Transaction costs associated with the J. Alexander’s Acquisition and the Spin-off discussed in Note 1 above were incurred, totaling \$0 and \$4,197 for the quarters ended October 2, 2016 and September 27, 2015, respectively, and totaling \$62 and \$6,311 for the nine-month periods ended October 2, 2016 and September 27, 2015, respectively. Transaction costs typically consist primarily of legal and consulting costs, accounting fees, and to a

lesser extent other professional fees and miscellaneous costs.

(f) Earnings per Share

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Basic earnings per share is computed by dividing net income by the weighted average number of shares outstanding for the reporting period. Diluted earnings per share gives effect during the reporting period to all dilutive potential shares outstanding resulting from share-based compensation awards. Diluted earnings per share of common stock is computed similarly to basic earnings per share except the weighted average shares outstanding are increased to include additional shares from the assumed exercise of any common stock equivalents, if dilutive. J. Alexander's Holdings, LLC Class B Units are considered common stock equivalents for this purpose. The number of additional shares of common stock related to these common stock equivalents is calculated using the if-converted method, if dilutive. The number of additional shares of common stock related to stock option awards is calculated using the treasury method, if dilutive. Refer to Note 3 – Earnings per Share for the basic and diluted earnings per share calculations and additional discussion.

As stated above, the periods prior to the Distribution presented in the accompanying Condensed Consolidated Financial Statements represent the historical operating results and financial position of J. Alexander's Holdings, LLC. For comparison purposes, earnings per share amounts are calculated for such periods using a weighted-average number of common shares outstanding based on the number of shares outstanding on the Distribution date as if all shares had been outstanding since the first day of the earliest period presented.

(g) Non-controlling Interests

Non-controlling interests presented on the Condensed Consolidated Balance Sheets represent the portion of net assets of J. Alexander's Holdings, Inc. attributable to the non-controlling J. Alexander's Holdings, LLC Class B Unit holders. As of October 2, 2016 and January 3, 2016, the non-controlling interests presented on the Condensed Consolidated Balance Sheets were \$2,730 and \$1,184, respectively, and consist solely of the non-cash compensation expense relative to the profits interest awards to management and Black Knight. The vesting requirements under either grant entitling Class B Unit holders to distributions of earnings of J. Alexander's Holdings, LLC had not been met as of October 2, 2016 and, therefore, no allocation of net income was made to non-controlling interests for the nine-month periods ended October 2, 2016 and September 27, 2015.

(h) Use of Estimates

Management has made certain estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Condensed Consolidated Financial Statements and the reported amounts of revenues and expenses during the periods presented to prepare these Condensed Consolidated Financial Statements in conformity with GAAP. Significant items subject to such estimates and assumptions include those related to the accounting for gift card breakage, determination of the valuation allowance relative to deferred tax assets, if any, estimates of useful lives of property and equipment and leasehold improvements, the carrying amount of intangible assets, fair market valuations, determination of lease terms, and accounting for impairment losses, contingencies, and litigation. Actual results could differ from these estimates.

(i) Segment Reporting

J. Alexander's Holdings, Inc. through its subsidiaries owns and operates full-service, upscale restaurants under three concepts exclusively in the United States that have similar economic characteristics, products and services, class of customer and distribution methods. J. Alexander's Holdings, Inc. believes it meets the criteria for aggregating its operating segments into a single reportable segment.

(j) Share Repurchases

As stated in Note 1, the J. Alexander's Holdings, Inc. Board of Directors has authorized a share repurchase program, pursuant to which a total of 300,059 shares were repurchased during the nine-month period ended October 2, 2016 for an aggregate purchase price of \$3,153. Pursuant to Tennessee state law, the repurchased shares were retired and are now authorized and unissued shares. The repurchases and retirements were recorded as a reduction to common stock based on the par value of the shares, and the excess over par value was recorded as a reduction to retained earnings in accordance with ASC 505-30, Equity – Treasury Stock.

Note 3 – Earnings per Share

The following table sets forth the computation of basic and diluted earnings (loss) per share:

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(Dollars and shares in thousands, except per share amounts)	Quarter Ended		Nine-Month Period	
	October	September 27	October	September 27
	2016	2015	2016	2015
<b>Numerator:</b>				
Income (loss) from continuing operations, net of tax	\$1,056	\$ (2,371 )	\$4,650	\$ 3,351
Loss from discontinued operations, net	(111 )	(106 )	(328 )	(317 )
Net income (loss)	\$945	\$ (2,477 )	\$4,322	\$ 3,034
<b>Denominator:</b>				
Weighted average shares (denominator for basic earnings (loss) per share)	14,700	15,000	14,862	15,000
Effect of dilutive securities	-	-	7	-
Adjusted weighted average shares and assumed conversions (denominator for diluted earnings (loss) per share)	14,700	15,000	14,869	15,000

**Basic earnings (loss) per share:**

Income (loss) from continuing operations, net of tax	\$0.07	\$ (0.16 )	\$0.31	\$ 0.22
Loss from discontinued operations, net	(0.01 )	(0.01 )	(0.02 )	(0.02 )
Basic earnings (loss) per share	\$0.06	\$ (0.17 )	\$0.29	\$ 0.20

**Diluted earnings (loss) per share:**

Income (loss) from continuing operations, net of tax	\$0.07	\$ (0.16 )	\$0.31	\$ 0.22
Loss from discontinued operations, net	(0.01 )	(0.01 )	(0.02 )	(0.02 )
Diluted earnings (loss) per share	\$0.06	\$ (0.17 )	\$0.29	\$ 0.20

Diluted earnings per share of common stock is computed similarly to basic earnings per share except the weighted average shares outstanding are increased to include additional shares from the assumed exercise of any common stock equivalents, if dilutive. The J. Alexander's Holdings, LLC Class B Units are considered common stock equivalents for this purpose. The number of additional shares of common stock related to these common stock equivalents is calculated using the if-converted method. The 833,346 Class B Units associated with management's profits interest awards are considered to be antidilutive, and, therefore have been excluded from the diluted earnings per share calculations for the quarter and nine-month period ended October 2, 2016. The 1,500,024 Black Knight profits interest Class B Units were also considered antidilutive for the third quarter ended October 2, 2016, and are therefore excluded from the diluted earnings per share calculation for the quarter. However, because the Black Knight profits interest Class B Units were dilutive for the first quarter of 2016, the impact for the nine-month period ended October 2, 2016 on the diluted earnings per share calculation was 7,069.

The number of additional shares of common stock related to stock option awards is calculated using the treasury method, if dilutive. The 450,750 stock option awards outstanding as of October 2, 2016 were considered antidilutive and, therefore are excluded from the diluted earnings per share calculation for the quarter and nine-month period ended October 2, 2016.

As stated above, the periods prior to the Distribution presented in the accompanying Condensed Consolidated Financial Statements represent the historical operating results and financial position of J. Alexander's Holdings, LLC. For comparison purposes, earnings per share amounts are calculated for such periods using a weighted average number of common shares outstanding based on the number of shares outstanding on the Distribution date as if all shares had been outstanding since the first day of the earliest period presented.

Note 4 – Income Taxes

Prior to the reorganization transactions discussed in Note 1 above, J. Alexander's Holdings, LLC was responsible for minimal state and local taxes as a result of its partnership tax status treatment. However, effective as of September, 28, 2015, the portion of J. Alexander's Holdings, LLC's income allocable to J. Alexander's Holdings, Inc. is subject to U.S. federal, state and local income taxes and is taxed at the prevailing corporate tax rates.

The net effective tax rate for the quarters ended October 2, 2016 and September 27, 2015 was 11.4% and (2.6)%, respectively, and for the nine-month periods ended October 2, 2016 and September 27, 2015 was 21.9% and (1.5)%, respectively. The net effective tax rate for the quarter and nine-month period ended September 27, 2015 was lower due to minimal state and local taxes incurred at the J. Alexander's Holdings, LLC level while the net effective tax rate for the quarter and nine-month period ended October 2, 2016 reflects the fact that J. Alexander's Holdings, Inc. is now responsible for the federal and state income taxes relative to the allocable share of

income of J. Alexander's Holdings, Inc. and its subsidiaries. The factors that cause the net effective tax rate to vary from the federal statutory rate of 35% for the quarter and nine-month period ended October 2, 2016 include the impact of the Federal Insurance Contribution Act ("FICA") tip and other credits, partially offset by state income taxes and certain non-deductible expenses.

In accordance with the operating agreement of J. Alexander's Holdings, LLC, the members of the entity are entitled to periodic tax distributions. During the second quarter of 2016, J. Alexander's Holdings, Inc. finalized and filed the tax returns for the short tax period ended September 28, 2015, which was required due to the reorganization transactions that occurred on that date in relation to the Spin-off and which returns included the pre-Spin-off members. As such, J. Alexander's Holdings, Inc. determined the amount to be distributed to the former members, and recorded a tax distribution payable of \$1,319 as a reduction to equity in the second quarter of 2016. This liability was paid in the third quarter of 2016. Due to the current ownership structure, no additional significant tax distributions to former or current members of J. Alexander's Holdings, LLC are anticipated to occur, other than to cover actual tax liabilities of the holders of the Class B Units or of the sole managing member, J. Alexander's Holdings, Inc., which will be reflected in the consolidated tax provision calculations.

#### Note 5 – Commitments and Contingencies

##### (a)Contingent Leases

As a result of the disposition of J. Alexander's Corporation's Wendy's operations in 1996, subsidiaries of the Operating Company may remain secondarily liable for certain real property leases with remaining terms of one to five years. The total estimated amount of lease payments remaining on these six leases at October 2, 2016 was approximately \$1,034. In connection with the sale of J. Alexander's Corporation's Mrs. Winner's Chicken & Biscuit restaurant operations in 1989 and certain previous dispositions, subsidiaries of the Operating Company also may remain secondarily liable for a certain real property lease. The total estimated amount of lease payments remaining on this lease at October 2, 2016 was approximately \$154. Additionally, in connection with the previous disposition of certain other Wendy's restaurant operations, primarily the southern California restaurants in 1982, subsidiaries of the Operating Company may remain secondarily liable for certain real property leases with remaining terms of one to four years. The total estimated amount of lease payments remaining on these three leases as of October 2, 2016 was approximately \$360. There have been no payments by subsidiaries of the Operating Company of such contingent liabilities in the history of the Operating Company. Management does not believe any significant loss is likely.

##### (b)Tax Contingencies

J. Alexander's Holdings, Inc. is subject to real property, personal property, business, franchise, income and sales and use taxes in various jurisdictions within the United States and is regularly under audit by tax authorities. This is believed to be common for the restaurant industry. Management believes the ultimate disposition of these matters will not have a material adverse effect on the consolidated financial position or results of operations for J. Alexander's Holdings, Inc.

##### (c)Litigation Contingencies

J. Alexander's Holdings, Inc. and its subsidiaries are defendants from time to time in various claims or legal proceedings arising in the ordinary course of business, including claims relating to workers' compensation matters, labor-related claims, discrimination and similar matters, claims resulting from guest accidents while visiting a restaurant, claims relating to lease and contractual obligations, federal and state tax matters, and claims from guests or employees alleging illness, injury or other food quality, health or operational concerns, and injury or wrongful death under "dram shop" laws that allow a person to sue J. Alexander's Holdings, Inc. based on any injury caused by an intoxicated person who was wrongfully served alcoholic beverages at one of its restaurants.

Management does not believe that any of the legal proceedings pending against J. Alexander's Holdings, Inc. as of the date of this report will have a material adverse effect on J. Alexander's Holdings, Inc.'s liquidity or financial condition. J. Alexander's Holdings, Inc. may incur liabilities, receive benefits, settle disputes, sustain judgments, or accrue

expenses relating to legal proceedings in a particular fiscal year, which may adversely affect its results of operations, or on occasion, receive settlements that favorably affect its results of operations.

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## Note 6 – Fair Value Measurements

J. Alexander's Holdings, Inc. utilizes the following fair value hierarchy, which prioritizes the inputs into valuation techniques used to measure fair value. Accordingly, J. Alexander's Holdings, Inc. uses valuation techniques which maximize the use of observable inputs and minimize the use of unobservable inputs when determining fair value. The three levels of the hierarchy are as follows:

Level 1 Defined as observable inputs such as quoted prices in active markets for identical assets or liabilities.

Level 2 Defined as observable inputs other than Level 1 prices. These include quoted prices for similar assets or liabilities in an active market, quoted prices for identical assets or liabilities in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own assumptions about the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk.

The following tables present J. Alexander's Holdings, Inc.'s financial assets and liabilities measured at fair value on a recurring basis as of October 2, 2016 and January 3, 2016:

	As of October 2, 2016		
	Level 1	Level 2	Level 3
Cash and cash equivalents (as held in the Trust as defined below)	\$ 139	\$-	\$ -
U.S. government obligations (as held in the Trust)	808	-	-
Corporate bonds (as held in the Trust)	1,490	-	-
Cash surrender value - life insurance (as held in the Trust)	-	1,966	-
Total	\$2,437	\$1,966	\$ -

	As of January 3, 2016		
	Level 1	Level 2	Level 3
Cash and cash equivalents (as held in the Trust)	\$1,205	\$-	\$ -
U.S. government obligations (as held in the Trust)	700	-	-
Corporate bonds (as held in the Trust)	510	-	-
Cash surrender value - life insurance (as held in the Trust)	-	1,948	-
Total	\$2,415	\$1,948	\$ -

Cash and cash equivalents are classified as Level 1 of the fair value hierarchy as they represent cash held in a rabbi trust established under a retirement benefit arrangement with certain of our current and former officers (the "Trust") managed by the Pinnacle Bank trust department. Cash held in the Trust is invested through an overnight repurchase agreement the investments of which may include U.S. Treasury securities, such as bonds or Treasury bills, and other agencies of the U.S. government. Such investments are valued using quoted market prices in active markets.

U.S. government obligations held in the Trust include U.S. Treasury Bonds. These bonds as well as the corporate bonds listed above are classified as Level 1 of the fair value hierarchy given their readily available quoted prices in active markets.

Cash surrender value - life insurance is classified as Level 2 in the fair value hierarchy. The value of each policy was determined by MassMutual Financial Group, an A-rated insurance company, which provides the value of these policies to J. Alexander's Holdings, Inc. on a regular basis by which J. Alexander's Holdings, Inc. adjusts the recorded value accordingly.

There were no transfers between the levels listed above during either fiscal year 2015 or the nine-month period ended October 2, 2016.

The following table sets forth unrealized gains and losses on investments held in the Trust:

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	For the Quarter Ended October 2, September 27, 2016 2015		For the Nine-Month Period Ended October 2, September 27, 2016 2015	
Unrealized gains (losses) on investments held in the Trust	\$ (3)	\$ -	\$ 22	\$ -

Unrealized gains or losses on investments held in the Trust are presented as a component of "Other, net" on the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss).

As of October 2, 2016 and January 3, 2016, the fair value of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and other current liabilities approximated their carrying value due to their short-term nature. The carrying amounts of the long-term debt approximate fair value as interest rates, and negotiated terms and conditions are consistent with current market rates, because of the close proximity of recent refinancing transactions to the dates of these Condensed Consolidated Financial Statements.

There were no assets and liabilities measured at fair value on a nonrecurring basis during the nine-month periods ended October 2, 2016 and September 27, 2015.

Note 7 – Recent Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2015-03, Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs ("ASU No. 2015-03"). ASU No. 2015-03 requires that debt issuance costs related to a recognized liability be presented on the balance sheet as a direct reduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected. ASU No. 2015-03 is effective for reporting periods beginning after December 15, 2015. J. Alexander's Holdings, Inc. adopted the standard as of April 3, 2016 and has retrospectively applied the standard to all periods presented. Accordingly, unamortized debt issuance costs of \$292 and \$357 have been reclassified from Deferred Charges to offset Long-term Debt in the Condensed Consolidated Balance Sheets as of October 2, 2016 and January 3, 2016, respectively.

In February 2016, the FASB issued ASU No. 2016-02, Leases, which supersedes ASC Topic 840, Leases, and creates a new topic, ASC Topic 842, Leases. This update requires lessees to recognize a lease liability and a lease asset for all leases, including operating leases, with a term greater than 12 months on its balance sheet. The update also expands the required quantitative and qualitative disclosures surrounding leases. This update is effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years, with earlier adoption permitted. This update will be applied using a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. J. Alexander's Holdings, Inc. is currently evaluating the effect of this update on its Condensed Consolidated Financial Statements and related disclosures.

In March 2016, the FASB issued ASU No. 2016-09, Compensation - Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting ("ASU No. 2016-09"), which is intended to simplify several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. This update also impacts the earnings per share calculation. ASU No. 2016-09 is effective for annual periods beginning after December 15, 2016, and interim periods therein. Early application is permitted. J. Alexander's Holdings, Inc. adopted this guidance in the first quarter of fiscal year 2016, and it did not have a significant impact on its Condensed Consolidated Financial Statements and related disclosures.

In May 2016, the FASB issued ASU No. 2016-12, Revenue from Contracts with Customers (Topic 606), Narrow-Scope Improvements and Practical Expedients ("ASU No. 2016-12"). This update is intended to address certain

issues identified by the FASB-IASB Joint Transition Resource Group for Revenue Recognition in the guidance on assessing collectibility, presentation of sales taxes, noncash consideration, and completed contracts and contract modifications at transition. The amendments in this update affect the guidance in ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) (“ASU No. 2014-09”), which is not yet effective. The effective date and transition requirements for the amendments in ASU No. 2016-12 are the same as the effective date and transition requirements for Topic 606. ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, deferred the effective date of ASU No. 2014-09 to annual and interim periods in fiscal years beginning after December 15, 2017 for public business entities. Earlier adoption is permitted for annual and interim reporting periods in fiscal years beginning after December 15, 2016. The ASU permits the use of either the retrospective or cumulative effect transition method. J. Alexander’s Holdings, Inc. has not yet selected a transition method relative to ASU No. 2014-09 or determined the effect, if any, that ASU No. 2014-09 will have on its Condensed Consolidated Financial Statements and related disclosures. However, J. Alexander’s Holdings,

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Inc. does not expect the adoption of ASU No. 2016-12 to have a significant impact on its Condensed Consolidated Financial Statements and related disclosures.

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 is intended to clarify the presentation of cash receipts and payments in specific situations. The amendments in this update are effective for financial statements issued for annual periods beginning after December 15, 2017, including interim periods within those annual periods, and early application is permitted. J. Alexander's Holdings, Inc. is currently evaluating the effect of this update on its Condensed Consolidated Financial Statements and related disclosures.

#### Note 8 – Related Party Transactions

In connection with the Contribution discussed in Note 1 above, J. Alexander's Holdings, LLC assumed from FNFV a promissory note payable to FNF in the principal amount of \$20,000 (the "FNF Note"), which was accounted for as a distribution of capital. The FNF Note accrued interest at 12.5% annually, and the interest and principal were payable in full on January 31, 2016. Under the terms of the Operating Company's term loan dated September 3, 2013, the FNF Note was subordinated to the term debt. The Amended and Restated Loan Agreement, dated December 9, 2014, included a provision whereby, as long as there were no outstanding events of default, the entire FNF Note could be repaid with proceeds from the ongoing offering transaction, and up to \$10,000 of the debt associated with the FNF Note could be repaid regardless of whether the offering transaction were to occur. On December 15, 2014, a payment of \$14,569, representing \$10,000 of principal on the FNF Note and \$4,569 of accrued interest, was made to FNF. Further, on May 20, 2015, the Operating Company entered into a financing arrangement with the financial institution that is the lender on its existing term loan and lines of credit. Under the terms of the new credit facility, a new \$10,000 term loan was put into place, the purpose of which was to refinance the remaining \$10,000 principal balance of the existing FNF Note. On May 20, 2015, J. Alexander's Holdings, LLC paid the remaining principal balance of \$10,000 as well as accrued interest of \$542 to FNF, which resulted in the FNF Note being paid in full.

During the quarter and nine-month period ended September 27, 2015, interest expense of \$0 and \$493, respectively, was recorded relative to the FNF Note. No such expense was recorded during the quarter and nine-month period ended October 2, 2016.

FNF also billed J. Alexander's Holdings, LLC for expenses incurred or payments made on its behalf by FNF, primarily related to third party consulting fees, travel expenses for employees and the board of managers, and franchise tax payments. These expenses totaled \$0 and \$3 for the nine-month periods ended October 2, 2016 and September 27, 2015, respectively. No such expense was recorded during the quarters ended October 2, 2016 and September 27, 2015.

As discussed in Note 1 above, on September 28, 2015, immediately prior to the Distribution, J. Alexander's Holdings, LLC entered into a Management Consulting Agreement with Black Knight, pursuant to which Black Knight provides corporate and strategic advisory services to J. Alexander's Holdings, LLC. The principal member of Black Knight is William P. Foley, II, Senior Managing Director of FNFV and Chairman of the Board of FNF. The other members of Black Knight consist of Lonnie J. Stout II, our President, Chief Executive Officer and one of our directors, and other officers of FNFV and FNF.

As discussed above, under the Management Consulting Agreement, J. Alexander's Holdings, LLC has issued Black Knight non-voting Class B Units and is required to pay Black Knight an annual fee equal to 3% of J. Alexander's Holdings, Inc.'s Adjusted EBITDA for each fiscal year during the term of the Management Consulting Agreement. J. Alexander's Holdings, LLC will also reimburse Black Knight for its direct out-of-pocket costs incurred for management services provided to J. Alexander's Holdings, LLC. Under the Management Consulting Agreement, "Adjusted EBITDA" means J. Alexander's Holdings, Inc.'s net income (loss) before interest expense, income tax (expense) benefit, depreciation and amortization, and adding asset impairment charges and restaurant closing costs, loss on disposals of fixed assets, transaction and integration costs, non-cash compensation, loss from discontinued

operations, gain on debt extinguishment, pre-opening costs and certain unusual items.

The Management Consulting Agreement will continue in effect for an initial term of seven years and be renewed for successive one-year periods thereafter unless earlier terminated (i) by J. Alexander's Holdings, LLC upon at least six months' prior notice to Black Knight or (ii) by Black Knight upon 30 days' prior notice to J. Alexander's Holdings, LLC. In the event that the Management Consulting Agreement is terminated by J. Alexander's Holdings, LLC prior to the tenth anniversary thereof, or Black Knight terminates the Management Consulting Agreement within 180 days after a change of control, J. Alexander's Holdings, LLC will be obligated to pay to Black Knight an early termination payment equal to the product of (i) the annual base fee for the most recent fiscal year and (ii) the difference between ten and the number of years that have elapsed under the Management Consulting Agreement, provided that in the event of such a termination following a change of control event, the multiple of the annual base fee to be paid shall not exceed three.

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During the quarter ended October 2, 2016, consulting fees of \$133 were recorded relative to the Black Knight Management Consulting Agreement. During the nine-month period ended October 2, 2016, consulting fees of \$451 were recorded relative to the aforementioned agreement. Such costs are presented as a component of "General and administrative expenses" on the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss).

As discussed in Note 1 above, a grant of an additional 1,500,024 Class B Units in J. Alexander's Holdings, LLC was made to Black Knight on October 6, 2015 in accordance with the terms of the Management Consulting Agreement (the "Black Knight Grant"). The Black Knight Grant has a hurdle rate of approximately \$151,052, which was calculated as the product of the number of shares of J. Alexander's Holdings, Inc. common stock issued and outstanding and \$10.07, which represents the volume weighted average of the closing price of J. Alexander's Holdings, Inc. common stock over the five trading days following the distribution date of September 28, 2015. The Class B Units granted to Black Knight vest in equal installments on the first, second, and third anniversaries of the grant date, and will be subject to acceleration upon a change in control of J. Alexander's Holdings, Inc. or J. Alexander's Holdings, LLC, the termination of the Management Consulting Agreement by J. Alexander's Holdings, LLC without cause or the termination of the Management Consulting Agreement by Black Knight as a result of J. Alexander's Holdings, LLC's breach of the Management Consulting Agreement. The Black Knight Grant will be measured at fair value at each reporting date through the date of vesting, and will be recognized as a component of continuing income in future financial statements of J. Alexander's Holdings, Inc. The valuation of the Black Knight Grant as of October 2, 2016 was \$5,487. Vested Class B Units held by Black Knight may be exchanged for shares of common stock of J. Alexander's Holdings, Inc. However, upon termination of the Management Consulting Agreement for any reason, Black Knight must exchange its Class B Units within 90 days or such units will be forfeited for no consideration.

During the quarter and nine-month period ended October 2, 2016, profits interest expense of \$246 and \$1,158, respectively, was recorded relative to the Black Knight Grant. Such expense is presented as a component of "General and administrative expenses" on the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss).

As discussed above in Note 4 – Income Taxes, J. Alexander's Holdings, Inc. recorded a tax distribution payable of \$1,319 in respect of an obligation for tax distributions owed to former members of J. Alexander's Holdings, LLC, which includes individuals and entities associated with two current directors of J. Alexander's Holdings, Inc. This liability was paid in the third quarter of 2016.

#### Note 9 – Debt

Effective September 3, 2016, J. Alexander's Holdings, Inc., through one of its operating subsidiaries, executed a modification agreement with respect to the \$1,000 revolving line of credit originally entered into on September 3, 2013. This modification agreement extended the term of this line of credit from September 3, 2016 to September 3, 2019, with no additional significant changes to the terms of the agreement. There were no amounts outstanding under this revolving line of credit at October 2, 2016.

During the third quarter of 2016, J. Alexander's Holdings, Inc., through one of its operating subsidiaries, borrowed \$4,000 under its \$20,000 development line of credit to fund new restaurant development. The \$4,000 remained outstanding at October 2, 2016, and is classified as a current liability within the Condensed Consolidated Balance Sheets. Interest expense associated with the \$4,000 borrowing during the third quarter of 2016 totaled \$8.

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

Cautionary Statement

J. Alexander's Holdings, Inc. (also referred to herein as "the Company", "we", "us" or "our") cautions that certain information contained or incorporated by reference in this report and our other filings with the United States Securities and Exchange Commission (the "SEC"), in our press releases and in statements made by or with the approval of authorized personnel is forward-looking information that involves risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements contained herein. Forward-looking statements discuss our current expectations and projections relating to our financial conditions, results of operations, plans, objectives, future performance and business. Forward-looking statements are typically identified by words or phrases such as "may," "will," "would," "can," "should," "likely," "anticipate," "potential," "estimate," "continue," "expect," "project," "intend," "seek," "plan," "believe," "target," "outlook," "forecast," the negatives thereof and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. Forward-looking statements include all statements that do not relate solely to historical or current facts, including statements regarding our expectations, intentions or strategies and regarding the future. We disclaim any intent or obligation to update these forward-looking statements. Other risks, uncertainties and factors which could affect actual results include, but are not limited to:

- the impact of, and our ability to adjust to, general economic conditions and changes in consumer preferences;
- our ability to open new restaurants and operate them profitably, including our ability to locate and secure appropriate sites for restaurant locations, obtain favorable lease terms, attract customers to our restaurants or hire and retain personnel;
- our ability to successfully develop and improve our Stoney River concept;
- our ability to successfully transition certain of our existing J. Alexander's locations to Redlands Grill locations or other concepts;
- our ability to obtain financing on favorable terms, or at all;
- the strain on our infrastructure caused by the implementation of our growth strategy;
- the significant competition we face for customers, real estate and employees within the markets in which our restaurants are located;
- the impact of economic downturns, volatile retail area traffic patterns or other disruptions in markets in which we have revenue or geographic concentrations within our restaurant base;
  - our ability to increase sales at existing J. Alexander's, Redlands Grill and Stoney River restaurants and improve our margins at existing Stoney River restaurants;
- the impact of increases in the price of, and/or reductions in the availability of, commodities, particularly beef;
- the impact of negative publicity or damage to our reputation, which could arise from concerns regarding food safety and foodborne illnesses or other matters;
- the impact of proposed and future government regulation and changes in healthcare, labor and other laws;
- our expectations regarding litigation or other legal proceedings;
- our inability to cancel and/or renew leases and the availability of credit to our landlords and other retail center tenants;
- operating and financial restrictions imposed by our credit facility, our level of indebtedness and any future indebtedness;
- the impact of the loss of key executives and management-level employees;
- our ability to enforce our intellectual property rights;
- the impact of information technology system failures or breaches of our network security;
- the impact of any future impairment of our long-lived assets, including goodwill;
- the impact of any future acquisitions, joint ventures or other initiatives;
- the impact of shortages, interruptions and price fluctuations on our ability to obtain ingredients from our limited number of suppliers;
- our expectations regarding the seasonality of our business;

- the impact of adverse weather conditions, including hurricanes and other weather-related disturbances;
- the impact of public company costs and other requirements, including the Management Consulting Agreement with Black Knight Advisory Services, LLC (“Black Knight”); and
- the other matters found under “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and “Business” discussed in the Annual Report on Form 10-K for the fiscal year ended January 3, 2016 filed with the SEC on March 30, 2016 (the “2015 Annual Report”).

These factors should not be construed as exhaustive and should be read with the other cautionary statements in the 2015 Annual Report. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. Important factors that could cause

actual results to differ materially from our expectations, or cautionary statements, are disclosed under “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Business” and elsewhere in the 2015 Annual Report. All forward-looking statements are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this Form 10-Q in the context of these risks and uncertainties. Forward-looking information provided by the Company pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 should be evaluated in the context of these factors. We expressly disclaim any intent or obligation to update these forward-looking statements.

Dollar amounts within this Management's Discussion and Analysis of Financial Condition and Results of Operations are presented in thousands except for average weekly sales per restaurant, average weekly same store sales per restaurant and average check per guest.

## Overview

J. Alexander's Holdings, Inc., as the sole managing member of J. Alexander’s Holdings, LLC, owns and operates three complementary upscale dining restaurant concepts: J. Alexander’s, Redlands Grill and Stoney River Steakhouse and Grill (“Stoney River”). For more than 20 years, J. Alexander’s guests have enjoyed a contemporary American menu, polished service and an attractive ambiance. In February 2013, our team brought our quality and professionalism to the steakhouse category with the addition of the Stoney River concept. Stoney River provides “white tablecloth” service and food quality in a casual atmosphere at a competitive price point. Our newest concept, Redlands Grill, offers customers a different version of our contemporary American menu and a distinct architectural design and feel.

Our business plan has evolved over time to include a collection of restaurant concepts dedicated to providing guests with what we believe to be the highest quality food, high levels of professional service and a comfortable ambiance. By offering multiple restaurant concepts and utilizing unique non-standardized architecture and specialized menus, we believe we are positioned to continue to scale and grow our overall restaurant business in an efficient manner in urban and affluent suburban areas. We want each of our restaurants to be perceived by our guests as a locally managed, stand-alone dining experience. This differentiation permits us to successfully operate each of our concepts in the same geographic market. If this strategy continues to prove successful, we may expand beyond our current three concept model in the future.

As of October 2, 2016, we operated a total of 42 locations across 14 states. During 2015, we began a plan of transitioning a total of between 14 and 16 of our J. Alexander’s restaurants to Redlands Grill restaurants. Other restaurant locations may be added or converted to the Redlands Grill concept or to other concepts in the future as we determine how best to position our multiple concepts in a given geographic market.

We believe our concepts deliver on our guests’ desire for freshly-prepared, high quality food and high quality service in a restaurant that feels “unchained” with architecture and design that varies from location to location. As a result, we have historically delivered strong growth in same store sales, average weekly sales, net sales and Adjusted EBITDA. Through our combination with Stoney River, we have grown from 33 restaurants across 13 states in 2009 to 42 restaurants across 14 states as of October 2, 2016. Our sales growth in recent years has allowed us to invest significant amounts of capital to drive growth through the continuous improvement of existing locations, the development of plans to open new restaurants and the hiring of personnel to support our growth plans.

We plan to execute the following strategies to continue to enhance the awareness of our concepts, grow our revenue and improve our profitability by:

- pursuing new restaurant development;
- expanding beyond our current three restaurant concepts;
- increasing our same store sales through providing high quality food and service; and
- improving our margins and leveraging infrastructure.

We believe there are opportunities to open four to five new restaurants annually, and we are actively pursuing development opportunities within all of our concepts, with approximately 25 locations in approximately 20 separate markets currently under evaluation in order to meet our stated growth objectives. The most recent restaurant opening was a Stoney River restaurant in Germantown, Tennessee, which began operations during January 2016.

In addition, the Company has executed leases for development of new J. Alexander's restaurants in Raleigh, North Carolina and Lexington, Kentucky, with anticipated opening dates during the fourth quarter of 2016 and first quarter of 2017, respectively.

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Further, we have executed a lease and expect to open the twelfth Stoney River during the first quarter of 2017 in Chapel Hill, North Carolina.

#### Recent Transactions and Basis of Presentation

The historical results of operations for periods prior to September 28, 2015 discussed in this Management's Discussion and Analysis of Financial Condition and Results of Operations are those of J. Alexander's Holdings, LLC and its consolidated subsidiaries. Through a series of reorganization transactions, on September 28, 2015, J. Alexander's Holdings, Inc. became the sole managing member of J. Alexander's Holdings, LLC, and now controls its business and affairs. Therefore, J. Alexander's Holdings, Inc. began consolidating the financial results of J. Alexander's Holdings, LLC on September 28, 2015, which corresponds to the first day of the fourth quarter of fiscal year 2015. It should also be noted that on September 28, 2015, J. Alexander's Holdings, Inc. became an independent, publicly-held company through a spin-off distribution transaction (the "Spin-off") whereby Fidelity National Financial, Inc. ("FNF") distributed to holders of its Fidelity National Financial Ventures, LLC ("FNFV") Group common stock one hundred percent of its shares of J. Alexander's Holdings, Inc. common stock.

The locations that began the transition from a J. Alexander's restaurant to a Redlands Grill restaurant during 2015 have been included in the J. Alexander's results of operations, average weekly same store sales calculations and all other applicable disclosures.

The following events had an impact on the presentation of our historical results of operations over the past three years:

In September 2012, FNF acquired J. Alexander's Corporation ("JAC"). JAC was subsequently converted from a corporation to a limited liability company, J. Alexander's, LLC, on October 30, 2012. The acquisition was treated as an acquisition for accounting purposes with FNF as the acquirer and JAC as the acquiree. In February 2013, the operations of Stoney River were contributed to J. Alexander's by Fidelity Newport Holdings, LLC. Additionally, in February 2013, J. Alexander's Holdings, LLC assumed the \$20,000 FNF Note, which was accounted for as a distribution of capital. The note accrued interest at 12.5%, and the interest and principal were payable in full on January 31, 2016. During the nine-month periods ended October 2, 2016 and September 27, 2015, \$0 and \$493 of interest expense payable to FNF was recorded related to this note. In May 2015, this note was repaid in full.

During 2013, we closed the following three underperforming J. Alexander's restaurants:

- o Chicago, Illinois – closed February 2013;
- o Orlando, Florida – closed April 2013; and
- o Scottsdale, Arizona – closed April 2013.

For financial reporting purposes, the Orlando and Scottsdale locations were deemed to represent discontinued operations while results related to the Chicago location are reflected as a component of continuing operations.

#### Performance Indicators

We use the following key metrics in evaluating our performance:

**Same Store Sales.** We include a restaurant in the same store restaurant group starting in the first full accounting period following the eighteenth month of operations. Our same store restaurant base consisted of 41 restaurants at each of October 2, 2016 and September 27, 2015. Changes in same store restaurant sales reflect changes in sales for the same store group of restaurants over a specified period of time. This measure highlights the performance of existing restaurants, as the impact of new restaurant openings is excluded.

Measuring our same store restaurant sales allows us to evaluate the performance of our existing restaurant base. Various factors impact same store sales including:

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- consumer recognition of our concepts and our ability to respond to changing consumer preferences;
- overall economic trends, particularly those related to consumer spending;
- our ability to operate restaurants effectively and efficiently to meet guest expectations;
- pricing;
- guest traffic;
- spending per guest and average check amounts;
- local competition;
- trade area dynamics; and
- introduction of new menu items.

**Average Weekly Sales.** Average weekly sales per restaurant is computed by dividing total restaurant sales for the period by the total number of days all restaurants were open for the period to obtain a daily sales average. The daily sales average is then multiplied by seven to arrive at average weekly sales per restaurant. Days on which restaurants are closed for business for any reason other than scheduled closures on Thanksgiving and Christmas are excluded from this calculation. Revenue associated with reduction in liabilities for gift cards which are considered to be only remotely likely to be redeemed (based on historical redemption rates) is not included in the calculation of average weekly sales per restaurant.

**Average Weekly Same Store Sales.** Average weekly same store sales per restaurant is computed by dividing total restaurant same store sales for the period by the total number of days all same store restaurants were open for the period to obtain a daily sales average. The daily same store sales average is then multiplied by seven to arrive at average weekly same store sales per restaurant. Days on which restaurants are closed for business for any reason other than scheduled closures on Thanksgiving and Christmas are excluded from this calculation. Sales and sales days used in this calculation include only those for restaurants in operation at the end of the period which have been open for more than eighteen months. Revenue associated with reduction in liabilities for gift cards which are considered to be only remotely likely to be redeemed (based on historical redemption rates) is not included in the calculation of average weekly same store sales per restaurant.

**Average Check.** Average check is calculated by dividing total restaurant sales by guest counts for a given time period. Total restaurant sales include food, alcohol and beverage sales. Average check is influenced by menu prices and menu mix. Management uses this indicator to analyze trends in customers' preferences, the effectiveness of menu changes and price increases on per guest expenditures.

**Average Unit Volume.** Average unit volume consists of the average sales of our restaurants over a certain period of time. This measure is calculated by multiplying average weekly sales by the relevant number of weeks for the period presented. This indicator assists management in measuring changes in customer traffic, pricing and development of our concepts.

**Guest Counts.** Guest counts are measured by the number of entrées ordered at our restaurants over a given time period.

Our business is subject to seasonal fluctuations. Historically, the percentage of our annual revenues earned during the first and fourth quarters has been higher due, in part, to increased gift card redemptions and increased private dining during the year-end holiday season. In addition, we operate on a 52-week or 53-week fiscal year that ends on the Sunday closest to December 31. Each quarterly period includes 13 weeks of operations, except for a 53-week year when the fourth quarter has 14 weeks of operations. As many of our operating expenses have a fixed component, our operating income and operating income margins have historically varied from quarter to quarter. Accordingly, results for any one quarter are not necessarily indicative of results to be expected for any other quarter, or for the full fiscal year.

#### Key Financial Definitions

Net Sales. Net sales consist primarily of food and beverage sales at our restaurants, net of any discounts, such as management meals and employee meals, associated with each sale. Net sales are directly influenced by the number of operating weeks in the relevant period, the number of restaurants we operate and same store sales growth.

Cost of Sales. Cost of sales is comprised primarily of food and beverage expenses and is presented net of earned vendor rebates. Food and beverage expenses are generally influenced by the cost of food and beverage items, distribution costs and menu mix. The components of cost of sales are variable in nature, increase with revenues, are subject to increases or decreases based on fluctuations in commodity costs, including beef prices, and depend in part on the controls we have in place to manage cost of sales at our restaurants.

**Restaurant Labor and Related Costs.** Restaurant labor and related costs includes restaurant management salaries, hourly staff payroll and other payroll-related expenses, including management bonus expenses, vacation pay, payroll taxes, fringe benefits and health insurance expenses.

**Depreciation and Amortization.** Depreciation and amortization principally includes depreciation on restaurant fixed assets, including equipment and leasehold improvements, and amortization of certain intangible assets for restaurants. We depreciate capitalized leasehold improvements over the shorter of the total expected lease term or their estimated useful life. As we accelerate our restaurant openings, depreciation and amortization is expected to increase as a result of our increased capital expenditures.

**Other Operating Expenses.** Other operating expenses includes repairs and maintenance, credit card fees, rent, property taxes, insurance, utilities, operating supplies and other restaurant-level related operating expenses.

**Pre-opening Expenses.** Pre-opening expenses are costs incurred prior to opening a restaurant, and primarily consist of manager salaries, relocation costs, recruiting expenses, employee payroll and related training costs for new employees, including rehearsal of service activities, as well as lease costs incurred prior to opening. We currently target pre-opening costs per restaurant at approximately \$625.

**General and Administrative Expenses.** General and administrative expenses are comprised of costs related to certain corporate and administrative functions that support development and restaurant operations and provide an infrastructure to support future company growth. These expenses reflect management, supervisory and staff salaries and employee benefits, travel, information systems, training, corporate rent, depreciation of corporate assets, professional and consulting fees, technology and market research. These expenses are expected to increase as a result of costs associated with being a public company as well as costs related to our anticipated growth. As we are able to leverage these investments made in our people and systems, we expect these expenses to decrease as a percentage of net sales over time.

**Interest Expense.** Interest expense consists primarily of interest on our outstanding indebtedness. Our debt issuance costs are recorded at cost and are amortized over the lives of the related debt under the effective interest method.

**Income Tax (Expense) Benefit.** This represents expense or benefit related to the taxable income at the federal, state and local level. As a partnership, J. Alexander's Holdings, LLC generally pays no tax on its income, and each of its members is required to report such member's allocable share of the partnership's income on such member's income tax returns. As a result of the reorganization transactions effective September 28, 2015, J. Alexander's Holdings, Inc. became the owner of all of the outstanding Class A Units of J. Alexander's Holdings, LLC. Therefore, beginning after the date of the reorganization, J. Alexander's Holdings, Inc. began to pay federal, state and local income tax on its allocable share of income of the partnership.

**Discontinued Operations.** On April 3, 2013 we closed our Orlando, Florida location, and on April 15, 2013 we closed our Scottsdale, Arizona location. We determined that these closures met the criteria for classification as discontinued operations. Refer to Part I, Item 1. Financial Statements, Notes to Condensed Consolidated Financial Statements, Note 2 (d) Basis of Presentation — Discontinued Operations for more information.

## Results of Operations

The following tables set forth, for the periods indicated, (i) the items in the Company's Condensed Consolidated Statements of Operations and Comprehensive Income (Loss), including our results expressed as a percentage of net sales, and (ii) other selected operating data:

(Dollars in thousands)	Quarter Ended			Percent Change 2016 vs. 2015	Nine-Month Period Ended			
	October		September 27		October		September 27	Percent Change 2016 vs. 2015
	2016 (unaudited)	2015 (unaudited)			2016 (unaudited)	2015 (unaudited)		
Net sales	\$51,459	\$ 49,335	4.3	%	\$162,259	\$ 158,610	2.3 %	
Costs and Expenses:								
Cost of sales	16,252	15,581	4.3		51,695	50,177	3.0	
Restaurant labor and related costs	16,540	15,819	4.6		50,087	48,455	3.4	
Depreciation and amortization of restaurant property and equipment	2,232	2,088	6.9		6,636	6,128	8.3	
Other operating expenses	10,833	10,516	3.0		32,909	32,066	2.6	
Total restaurant operating expenses	45,857	44,004	4.2		141,327	136,826	3.3	
Transaction and integration expenses	-	4,197	(100.0 )		62	6,311	(99.0 )	
General and administrative expenses	4,104	3,378	21.5		13,963	11,242	24.2	
Pre-opening expenses	192	21	NCM		607	23	NCM	
Total operating expenses	50,153	51,600	(2.8 )		155,959	154,402	1.0	
Operating income (loss)	1,306	(2,265)						