NATIONAL BEVERAGE CORP
Form 10-Q
March 13, 2007

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 January 27, 2007
Commission file number 1-14170
NATIONAL BEVERAGE CORP.
(Exact name of registrant as specified in its charter)

Delaware	59-2605822
(State of incorporation)	(I.R.S. Employer Identification No.)
One North University Drive, Ft. Lauderdale, FL	33324
(Address of principal executive offices)	(Zip Code)

(954) 581-0922
(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 x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large Accelerated Filer o Accelerated Filer o Non-accelerated Filer x

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

The number of shares of registrant s common stock outstanding as of March 8, 2007 was 37,917,059.

Table of Contents

NATIONAL BEVERAGE CORP.
QUARTERLY REPORT ON FORM 10-Q
INDEX

Table of Contents

PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

AS OF JANUARY 27, 2007 AND APRIL 29, 2006

(In thousands, except share amounts)

	(Unaudited) January 27, 2007	April 29, 2006
Assets		
Current assets:		
Cash and equivalents	$ 56,267	$ 42,119
Trade receivables net of allowances of $453 ($562 at April 29, 2006)	40,037	48,236
Inventories	42,809	34,429
Deferred income taxes net	1,768	1,940
Prepaid and other assets	9,739	9,287
Total current assets	150,620	136,011
Property net	54,934	56,027
Goodwill	13,145	13,145
Intangible assets net	1,898	1,653
Other assets	11,186	11,503
	$ 231,783	$ 218,339
Liabilities and Shareholders Equity		
Current liabilities:		
Accounts payable	$ 35,016	$ 38,041
Accrued liabilities	19,492	20,576
Income taxes payable	2,334	2,369
Total current liabilities	56,842	60,986
Deferred income taxes net	15,273	17,783
Other liabilities	8,669	8,710
Shareholders equity:		
Preferred stock, 7% cumulative, $1 par value 1,000,000 shares authorized; 150,000 shares issued; no shares outstanding	150	150
Common stock, $.01 par value 50,000,000 shares authorized; 41,772,411 shares issued (41,511,193 shares at April 29, 2006)	418	415
Additional paid-in capital	24,627	23,033
Retained earnings	143,804	125,262
Treasury stock at cost:		
Preferred stock 150,000 shares	(5,100)	(5,100)
Common stock 4,032,784 shares	(12,900)	(12,900)

Total shareholders equity	150,999	130,860
	$ 231,783	$ 218,339

See accompanying Notes to Condensed Consolidated Financial Statements.

3

Table of Contents

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
FOR THE THREE MONTHS AND NINE MONTHS ENDED JANUARY 27, 2007
AND JANUARY 28, 2006
(In thousands, except per share amounts)

	(Unaudited)			
	Three Months Ended		Nine Months Ended	
	2007	2006	2007	2006
Net sales	$ 117,123	$ 109,587	$ 403,077	$ 383,452
Cost of sales	79,282	74,667	271,368	257,984
Gross profit	37,841	34,920	131,709	125,468
Selling, general and administrative expenses	33,537	31,645	103,970	99,824
Interest expense	27	27	78	77
Other income net	456	424	1,265	879
Income before income taxes	4,733	3,672	28,926	26,446
Provision for income taxes	1,699	1,375	10,384	9,892
Net income	$ 3,034	$ 2,297	$ 18,542	$ 16,554
Net income per share				
Basic	$ .08	$ .06	$ .49	$ .44
Diluted	$ .08	$ .06	$ .48	$ .43
Average common shares outstanding basic	38,143	37,860	38,128	37,728
Dilutive stock options	245	465	256	555
Average common shares outstanding diluted	38,388	38,325	38,384	38,283

See accompanying Notes to Condensed Consolidated Financial Statements.

4

Table of Contents

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED JANUARY 27, 2007 AND JANUARY 28, 2006
(In thousands)

	(Unaudited) 2007	2006
Operating Activities:		
Net income	$ 18,542	$ 16,554
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	9,168	10,049
Deferred income tax provision (benefit)	(2,338)	454
Loss (gain) on disposal of property, net	(35)	354
Stock-based compensation	238	278
Changes in assets and liabilities:		
Trade receivables	8,199	7,919
Inventories	(8,380)	(3,456)
Prepaid and other assets	(3,306)	(4,370)
Accounts payable	(3,025)	(7,917)
Accrued and other liabilities, net	205	3,836
Net cash provided by operating activities	19,268	23,701
Investing Activities:		
Marketable securities purchased	(353,175)	(269,875)
Marketable securities sold	353,175	269,875
Property additions	(6,548)	(5,472)
Proceeds from sale of assets	69	741
Net cash used in investing activities	(6,479)	(4,731)
Financing Activities:		
Common stock cash dividend		(38,021)
Proceeds from stock options exercised	286	901
Stock-based tax benefits	1,073	756
Net cash provided by (used in) financing activities	1,359	(36,364)
Net Increase (Decrease) in Cash and Equivalents	14,148	(17,394)
Cash and Equivalents Beginning of Year	42,119	54,557
Cash and Equivalents End of Period	$ 56,267	$ 37,163

Other Cash Flow Information:		
Interest paid	$ 80	$ 79
Income taxes paid	10,320	6,649

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

NATIONAL BEVERAGE CORP. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 27, 2007
(UNAUDITED)

1. BASIS OF PRESENTATION

National Beverage Corp. develops, manufactures, markets and distributes a complete portfolio of multi-flavored soft drinks, juice drinks, water and specialty beverages throughout the United States. Incorporated in Delaware in 1985, National Beverage Corp. is a holding company for various operating subsidiaries. When used in this report, the terms we, us, our, Company and National Beverage mean National Beverage Corp. and its subsidiaries.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) and rules and regulations of the Securities and Exchange Commission for interim financial information. The financial statements do not include all information and notes required by GAAP for complete financial statements. In our opinion, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Results for the interim periods presented are not necessarily indicative of results which might be expected for the entire fiscal year.

These interim financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the fiscal year ended April 29, 2006.

Reclassifications have been made to prior year amounts to conform to the current year presentation.

2. STOCK-BASED COMPENSATION

In the fourth quarter of fiscal 2006, the Company adopted SFAS No. 123R Stock-Based Compensation pursuant to the modified prospective application and, accordingly, prior period amounts have not been restated. Stock-based compensation expense was recorded based on the fair value method for all awards granted on or after the date of adoption and for the portion of previously granted awards that remained unvested at the date of adoption.

Prior to the fourth quarter of fiscal 2006, the Company applied the provisions of APB No. 25, Accounting for Stock Issued to Employees, as permitted under SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure an amendment of FASB Statement No. 123. Under APB 25, stock-based compensation expense was generally not recognized unless the exercise price of options granted was less than the market price on the date of grant.

Had compensation cost for options granted to employees been recorded based on the fair value method under SFAS No. 123, Accounting for Stock-Based Compensation prior to the adoption date, net income and earnings per share for the three months and nine months ended January 28, 2006 would have been impacted on a pro forma basis by less than $200,000 and $.01 per share.

Table of Contents

During the nine months ended January 27, 2007, options for 1,280 shares were granted at a weighted average exercise price of $8.39 and options for 90,800 shares were exercised at a weighted average exercise price of $3.14. At January 27, 2007, options to purchase 707,856 shares at a weighted average exercise price of $5.17 were outstanding and stock-based awards to purchase 2,683,472 shares of common stock were available for grant.

3. INVENTORIES

Inventories are stated at the lower of first-in, first-out cost or market. Inventories at January 27, 2007 are comprised of finished goods of $23,246,000 and raw materials of $19,563,000. Inventories at April 29, 2006 are comprised of finished goods of $18,997,000 and raw materials of $15,432,000.

4. PROPERTY

Property consists of the following:

	(In thousands)	
	January 27, 2007	April 29, 2006
Land	$ 8,915	$ 8,915
Buildings and improvements	38,320	38,101
Machinery and equipment	120,958	115,379
Total	168,193	162,395
Less accumulated depreciation	(113,259)	(106,368)
Property net	$ 54,934	$ 56,027

Depreciation expense was $2,510,000 and $7,607,000 for the three-month and nine-month periods ended January 27, 2007, respectively, and $2,630,000 and $7,743,000 for the three-month and nine-month periods ended January 28, 2006, respectively.

5. DEBT

A subsidiary maintains unsecured revolving credit facilities aggregating $45 million (the Credit Facilities) with banks. The Credit Facilities expire through May 1, 2008 and bear interest at $^{1}/2$% below the banks reference rate or .6% above LIBOR, at the subsidiary s election. At January 27, 2007, there was no debt outstanding under the Credit Facilities and approximately $42 million was available for future borrowings.

The Credit Facilities require the subsidiary to maintain certain financial ratios and contain other restrictions, none of which are expected to have a material impact on our operations or financial position. Significant financial ratios and restrictions include: fixed charge coverage; net worth ratio; and limitations on incurrence of debt. At January 27, 2007, we were in compliance with all loan covenants and approximately $25 million of retained earnings were restricted from distribution.

Table of Contents

6. COMMON STOCK

In January 1998, the Board of Directors authorized the purchase of up to 800,000 shares of National Beverage common stock. There were no shares purchased during the nine months ended January 27, 2007. Aggregate shares purchased since January 1998 were 502,060 and are classified as treasury stock.

7. FRUCTOSE SETTLEMENT

In June 2005, we received a partial payment of $7.7 million from the settlement of our claim in a class action lawsuit known as In re: High Fructose Corn Syrup Antitrust Litigation Master File No. 95-1477 in the United States District Court for the Central District of Illinois . The lawsuit related to purchases of high fructose corn syrup made by the Company and others. The settlement amount was allocated to each class action recipient based on the proportion of its purchases to total purchases by all class action recipients. The amount received, less offsets and expenses of $.5 million, was recorded as a reduction in cost of sales in the first quarter ended July 30, 2005. In November 2005, the Company received $1.2 million, representing the final payment due under the settlement. Such amount was recorded in the third quarter ended January 28, 2006 as a reduction in cost of sales.

8. CHANGES IN ACCOUNTING STANDARDS

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109 (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise s financial statements. This Interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in the tax return. This Interpretation is effective for fiscal years beginning after December 15, 2006. We are currently evaluating the impact FIN 48 may have on our consolidated financial statements.

Table of Contents

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

National Beverage Corp. develops, manufactures, markets and distributes a complete portfolio of quality beverage products throughout the United States. Incorporated in Delaware in 1985, National Beverage Corp. is a holding company for various operating subsidiaries. In this report, the terms we, us, our, Company and National Beverage mean National Beverage Corp. and its subsidiaries.

Our lines of multi-flavored soft drinks, including those of our flagship brands, Shasta® and Faygo®, emphasize distinctive flavor variety. In addition, we offer an assortment of premium beverages geared to the health-conscious consumer, including Everfresh®, Home Juice®, and Mr. Pure® 100% juice and juice-based products; and LaCroix®, Mt. Shasta , Crystal Bay® and ClearFruit® flavored and spring water products. We also produce energy drinks and powdered beverage products, including Rip It®, an energy drink in liquid and powdered form geared toward young consumers and PowerBlast Energy Fuel, a powdered nutritional beverage product for on-the-go consumers. Other products include Ohana® fruit-flavored drinks and St. Nick s® holiday soft drinks. Substantially all of our brands are produced in thirteen manufacturing facilities that are strategically located in major metropolitan markets throughout the continental United States. To a lesser extent, we develop and produce soft drinks for retail grocery chains, warehouse clubs, mass-merchandisers and wholesalers (allied brands) as well as soft drinks for other beverage companies.

Our strategy emphasizes the growth of our products by offering a branded beverage portfolio of proprietary flavors; by supporting the franchise value of regional brands and expanding those brands with modern packaging and broader demographic emphasis; by developing and acquiring innovative products tailored toward healthy lifestyles; and by appealing to the quality-price expectations of the family consumer. We believe that the regional share dynamics of our brands perpetuate consumer loyalty within local regional markets, resulting in more retailer sponsored promotional activities.

Over the last several years, we have focused on increasing penetration of our brands in the convenience channel through Company-owned and independent distributors. The convenience channel is composed of convenience stores, gas stations and other smaller up-and-down-the-street accounts. Because of the higher retail prices and margins that typically prevail, we have undertaken specific measures to expand distribution in this channel. These include development of products specifically targeted to this market, such as ClearFruit, Everfresh, Mr. Pure, Crystal Bay, Rip It and PowerBlast. Additionally, we have created proprietary and specialized packaging for these products with distinctive graphics. We intend to continue our focus on enhancing growth in the convenience channel through both specialized packaging and innovative product development.

Beverage industry sales are seasonal with the highest volume typically realized during the summer months. Additionally, our operating results are subject to numerous factors, including fluctuations in the costs of raw materials, changes in consumer preference for beverage products and competitive pricing in the marketplace.

Table of Contents

RESULTS OF OPERATIONS

Three Months Ended January 27, 2007 (third quarter of fiscal 2007) compared to
Three Months Ended January 28, 2006 (third quarter of fiscal 2006)

Led by higher sales of Rip It, the case volume of the Company s energy drinks, juices and waters increased by 17.3%. This increase was partially offset by a 10.4% volume decline in traditional carbonated soft drinks, mainly due to a 42.0% decline in lower-margin allied brands. As a result of this shift in product mix and certain pricing increases, the net selling price per unit increased 13.7%.

Gross profit approximated 32.3% of net sales for the third quarter of fiscal 2007 compared to 30.8% of net sales for the third quarter of fiscal 2006, excluding the effect of a $1.2 million fructose settlement received last year. The improvement in gross margin was due to the effects of the pricing improvements mentioned above partially offset by higher manufacturing and raw material costs. Excluding the fructose settlement, cost of goods sold per unit increased 11.1% over the comparable period last year. See Note 7 of Notes to Condensed Consolidated Financial Statements.

Selling, general and administrative expenses were $33.5 million or 28.6% of net sales for the third quarter of fiscal 2007 compared to $31.6 million or 28.9% of net sales for last year. The increase in expenses relates to marketing endorsement activities and new product development and introductions associated with energy drinks and nutritional products, as well as an increase in cooperative advertising.

Other income includes interest income of $460,000 (fiscal 2007) and $484,000 (fiscal 2006). The decline in interest income is due to lower average invested balances related to the $38 million cash dividend paid in the third quarter of fiscal 2006. Also, other income in the third quarter of fiscal 2006 includes a loss of $67,000 on the disposal of property.

The Company s effective rate for income taxes, based upon estimated annual income tax rates, approximated 35.9% of income before taxes for the third quarter of fiscal 2007 and 37.4% for the comparable period in fiscal 2006. The difference between the effective rate and the federal statutory rate of 35% was primarily due to the effects of state income taxes, nondeductible expenses and nontaxable interest income.

Net income was $3.0 million for the third quarter of fiscal 2007 compared to $2.3 million for the third quarter of fiscal 2006.

Nine Months Ended January 27, 2007 (first nine months of fiscal 2007) compared to
Nine Months Ended January 28, 2006 (first nine months of fiscal 2006)

In the first nine months of fiscal 2006, the Company received a net fructose settlement of $8.4 million, which was recorded as a reduction in cost of goods sold. Net income for the first nine months of fiscal 2006 included an after tax gain of $5.2 million related to the fructose settlement. See Note 7 of Notes to Condensed Consolidated Financial Statements.

Table of Contents

The case volume of the Company s energy drinks, juices and waters increased by 13.2% primarily due to higher sales of Rip It. This increase was partially offset by a 6.3% volume decrease in traditional carbonated soft drinks, mainly due to an 18.6% decline in lower-margin allied brands. As a result of this shift in product mix and certain pricing increases, the net selling price per unit increased 8.9%.

Gross profit approximated 32.7% of net sales for the first nine months of fiscal 2007 compared to 30.5% of net sales for the first nine months of fiscal 2006, excluding the effect of the $8.4 million fructose settlement received last year. The improvement in gross margin was due to the effects of the pricing improvements mentioned above partially offset by higher manufacturing and raw material costs. Excluding the fructose settlement, cost of goods sold per unit increased 5.5% over the comparable period last year.

Selling, general and administrative expenses were $104.0 million or 25.8% of net sales for the first nine months of fiscal 2007 compared to $99.8 million or 26.0% of net sales for last year. The increase in expenses relates to marketing endorsement activities and new product development and introductions associated with energy drinks and nutritional products, as well as an increase in cooperative advertising.

Other income includes interest income of $1,229,000 (fiscal 2007) and $1,181,000 (fiscal 2006). The increase in interest income is due to higher investment yields. Also, other income in the first nine months of fiscal 2006 includes a loss of $354,000 on the disposal of property.

The Company s effective rate for income taxes, based upon estimated annual income tax rates, approximated 35.9% of income before taxes for the first nine months of fiscal 2007 and 37.4% for the comparable period in fiscal 2006. The difference between the effective rate and the federal statutory rate of 35% was primarily due to the effects of state income taxes, nondeductible expenses and nontaxable interest income.

Net income was $18.5 million for the first nine months of fiscal 2007 compared to $16.6 million for the first nine months of fiscal 2006.

LIQUIDITY AND FINANCIAL CONDITION

Liquidity and Capital Resources

Our current sources of capital are cash flows from operations and borrowings under existing credit facilities. We maintain unsecured revolving credit facilities aggregating $45 million of which $3 million was used for standby letters of credit at January 27, 2007. There was no debt outstanding under the credit facilities. We believe that our capital resources are sufficient to fund our capital expenditures, dividends and working capital requirements for the foreseeable future.

Cash Flows

During the first nine months of fiscal 2007, $19.3 million was provided from operating activities and $1.4 million was provided from financing activities, which was partially offset by $6.5 million used for investing activities. Cash provided by operating activities decreased $4.4 million primarily due to an increase in working capital requirements. Cash used in investing activities increased $1.7 million due to an increase in net property additions.

Table of Contents

Financial Position

During the first nine months of fiscal 2007, our working capital increased $18.8 million to $93.8 million primarily due to operating activities. Trade receivables decreased $8.2 million due to lower sales related to seasonality. Inventory increased $8.4 million due to the effect of new products and raw material cost increases. Accounts payable decreased $3.0 million due to seasonality. At January 27, 2007, the current ratio was 2.6 to 1 compared to 2.2 to 1 at April 29, 2006.

FORWARD-LOOKING STATEMENTS

Certain statements in this Quarterly Report on Form 10-Q (this Form 10-Q) constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to, the following: general economic and business conditions; pricing of competitive products; success in acquiring other beverage businesses; success of new product and flavor introductions; fluctuations in the costs of raw materials; our ability to increase prices; continued retailer support for our products; changes in consumer preferences; success of implementing business strategies; changes in business strategy or development plans; government regulations; regional weather conditions; and other factors referenced in this Form 10-Q. We disclaim an obligation to update any such factors or to publicly announce the results of any revisions to any forward-looking statements contained herein to reflect future events or developments.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There are no material changes to the disclosures made on this matter in the Company s Annual Report on Form 10-K for the fiscal year ended April 29, 2006.

ITEM 4. CONTROLS AND PROCEDURES

National Beverage s Chief Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures are effective, based on their evaluation of these controls and procedures as of January 27, 2007. There has been no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Table of Contents

SIGNATURE

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.

Date: March 13, 2007

National Beverage Corp.
(Registrant)

By: /s/ Dean A. McCoy
Dean A. McCoy
Senior Vice President and
Chief Accounting Officer

14