America's CAR-MART Drive Easy.®

2018 Annual Report

OUR MISSION

We strive to earn the **repeat business** of our customers by providing quality vehicles, affordable payment terms, and excellent service.

OUR VISION

To be the **most respected** Buy-Here Pay-Here organization in the country.

OUR VALUES

Integrity • Respect
Compassion • Excellence

America's CAR-MART
Drive Easy.®

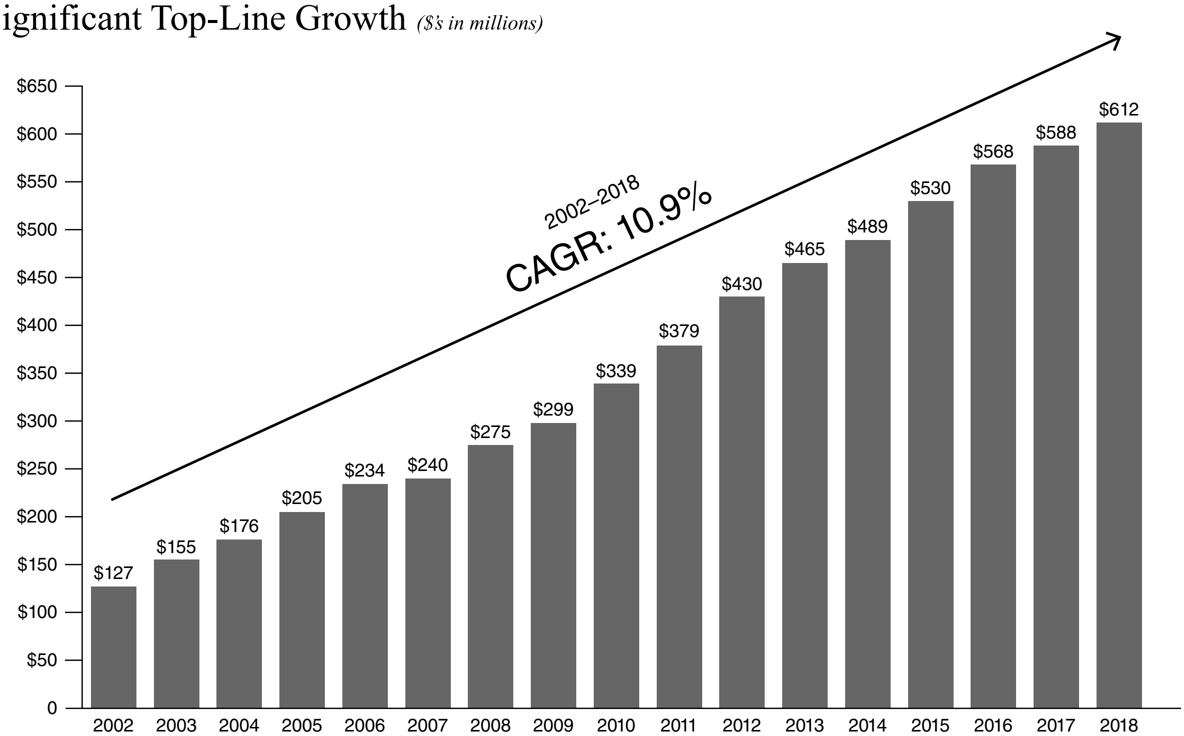
To Our Fellow Shareholders:

We are proud of our current financial and operational positions and are very excited about our future. We are not here by accident but as the result of years of focus, commitment, hard work and dedication. The consensus view within our management team is that we still have a long way to go and many improvements to make, but collectively we have a clear vision of where we are going and what it's going to take to get there. We are enthusiastically committed to excellence in our work by focusing on attracting, training and developing people with the goal of earning repeat business by improving the customer experience. We see so many opportunities in our future, and we have a real sense of urgency in our work as our customers deserve to be served at the very highest levels. We believe that the time is now for us to maximize the opportunities before us and to get better every single day.

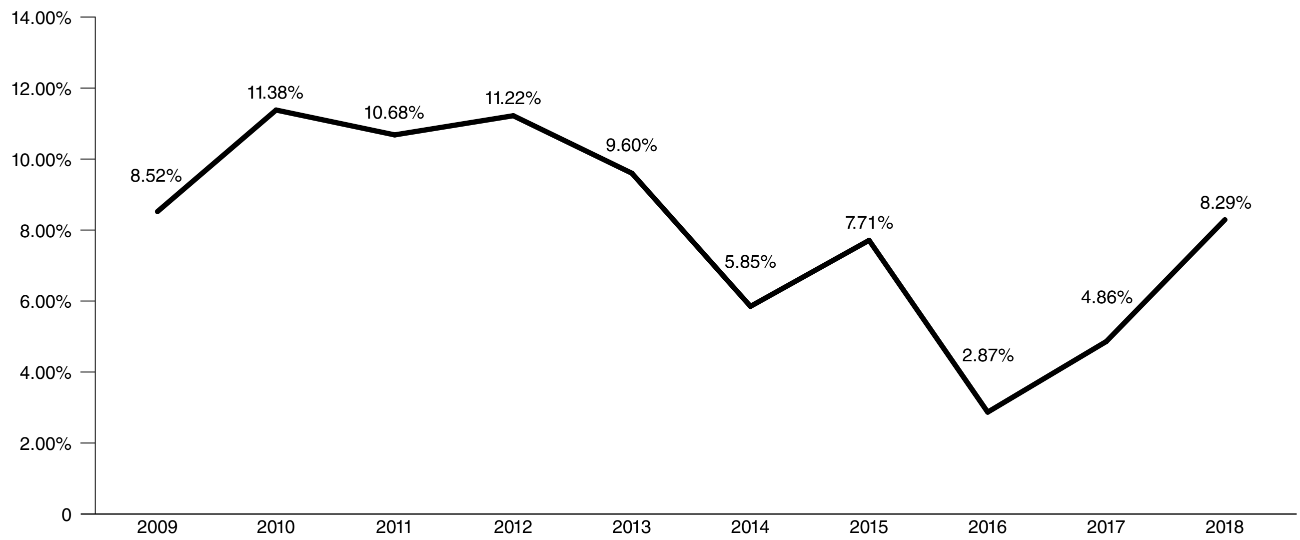
It is hard to talk about our future without first reflecting on our recent past and the challenges we have faced and continue to face in not only adapting to, but significantly improving in a changing industry. After the financial crisis, we initially had some very good credit results as funding to our industry, as well as to many other industries, was constricted. By financing customer receivables on our own balance sheet, in some respects we may have been "the only game in town." At a minimum, the competitive landscape was historically much less crowded. In fact, our single best year in recent history for credit losses was 2010, a year that included the tail end of the great recession. However, the longer that world-wide ultra-low interest rates continued, the more yield-seeking investors became interested in the deep subprime automobile securitization market, with its higher returns, significant credit enhancements and its fresh history of performing well before, during and after the recession.

It took a few years for our market segment to be affected, but we began to see a new and significant increase in competition from the used car divisions of franchised new car dealerships and independent

Significant Top-Line Growth *($'s in millions)*



Return on Average Assets

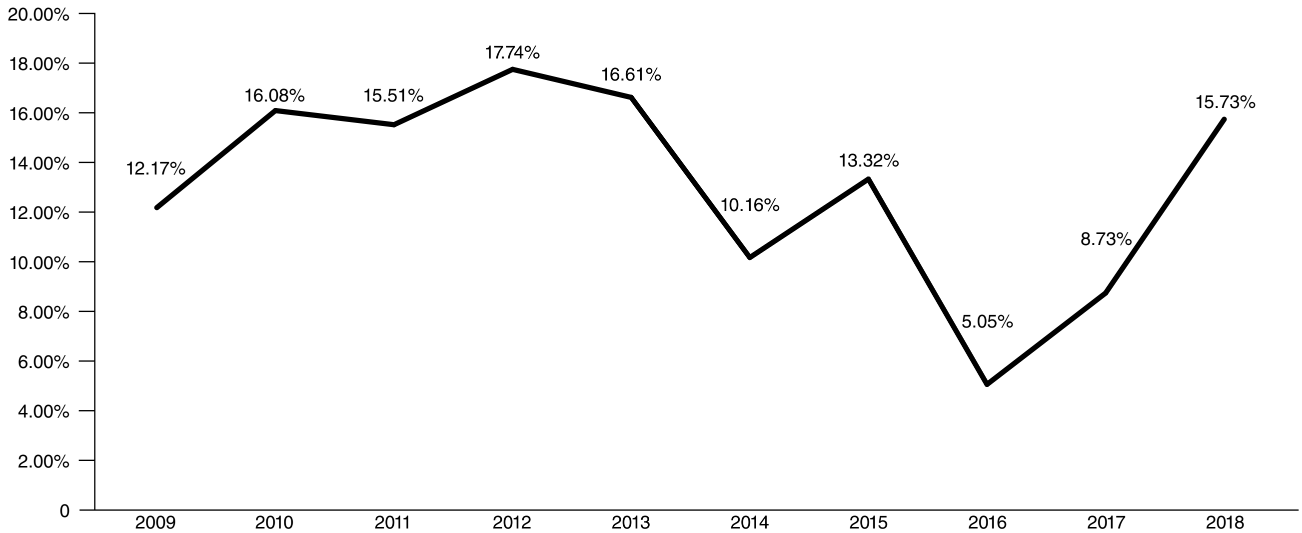


dealerships, via special finance, in the spring and summer of 2012. Quality inventory that previously flowed into our market was getting stuck above us as many customers were now qualifying for aggressive financing options that were not previously available. Several newly formed private equity supported finance companies as well as more established securitizers worked through Wall Street to aggressively target our customer base, which led to a race to the bottom and a scramble for market share for all participants. Even captive finance companies began to move into our segment subsidizing credit risks.

We chose to view these industry changes as permanent, which has proven to be wise. Interest rates have remained historically low and the availability of capital to our market is still high, although somewhat more rational as of late. As we adjusted to these market changes and the increased competition, our contract terms have lengthened, our customer interest rates are higher and recovery rates for repossessions are lower, all resulting in higher credit risks. The market may end up moving favorably for us down the road, but we are not waiting on that as we move the business forward by focusing on people and excellence in operational execution. We believe that we are well positioned for future market opportunities.

We believe that the financing market has been underpricing the servicing aspect of the business. However, with credit enhancement providing excess cushion for securitizations, the math may still work to a degree. There appears to be no shortage of investor demand for securitized subprime automobile loans, with lower yield spreads offsetting recent interest rate increases. Our job is to always ensure that, even though we are an integrated company, our two operating businesses—the finance company and the dealership company—are functioning at levels that compete with profitable, successful, well-respected stand-alone companies in these businesses. We must look at our business from the lenses of a securitizer even though we do not securitize or sell our finance receivables. With that backdrop, we are convinced that our cash-on-cash returns are solid and compare very favorably to the competition. In addition to our solid cash-on-cash returns, we believe that from an operating cost standpoint, we match up nicely with the best dealership companies, indirect finance companies and independent Buy-Here-Pay-Here companies. With our

Return on Average Equity

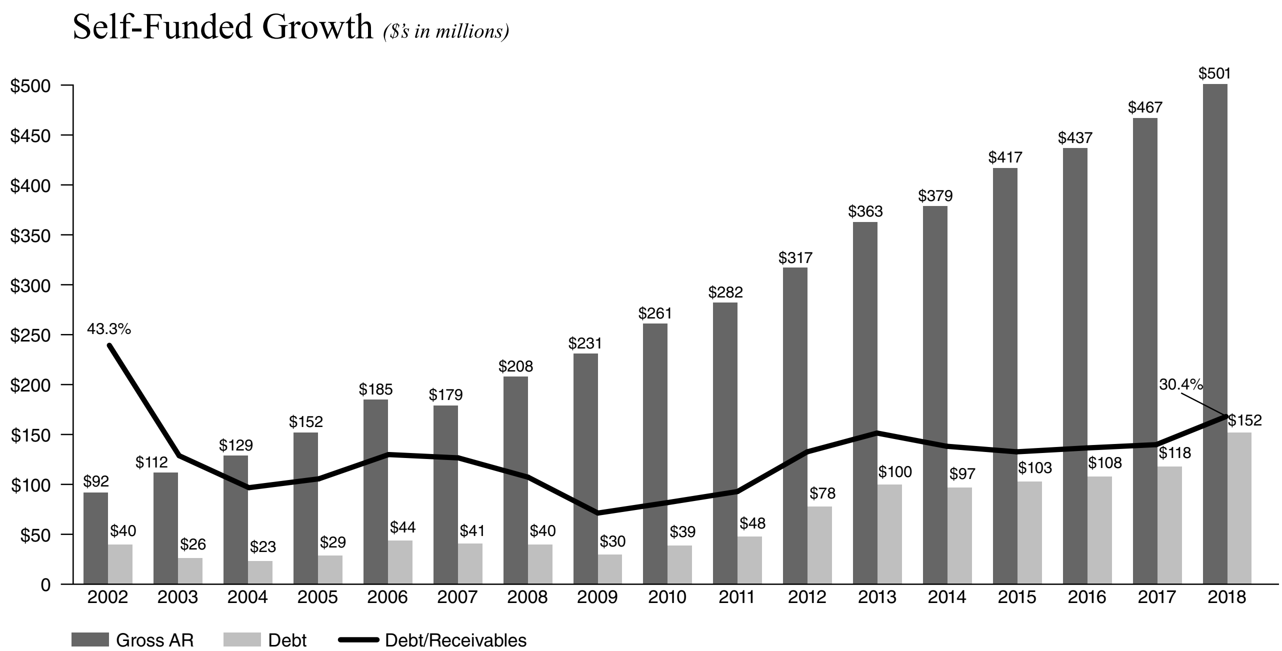


solid cost structure, an expanding market and, above all, the value we add from the consumers' viewpoint by providing face-to-face customer service, we believe we are in a very good spot as we look forward.

We decided early to plow through the industry changes, strengthen our infrastructure and focus on improving operationally. Rather than crawl into a shell to try to wait out the storm, we hit the challenges head-on. We invested heavily in our infrastructure with confidence that, even if the competition got worse, we had an important role to play in our communities and could earn strong returns by focusing on collections and serving our customers. We committed to creating an infrastructure that would support a much larger business to give us continuing cost advantages in an industry that was changing rapidly and moving from lower volumes, higher margins to higher volumes, lower margins. We are proud of our efforts thus far and know that we will continue to improve as we move the business forward.

We are convinced that our model represents the best way to serve this "high-touch" customer and the challenges they face with their local transportation needs. With our "bricks and mortar" presence and our "captive" finance arrangement, we are in a unique position to control our own destiny in terms of our book of business in the towns we serve. Our business is very personal as we establish face-to-face relationships in a world that is moving in the opposite direction. We are, in effect, a small-town character lender that truly cares about the success of each customer, and we are prepared to go the extra mile to help a customer in need. This approach is in stark contrast to most finance companies looking strictly for yield on a pool of loans. Our customer service levels, the key advantage over indirect lenders, are good but can always be better. Even though brand loyalty has decreased for most businesses over the last several years, we believe that if we operate our company at the highest standards, continue to invest in the communities we serve, and focus on customer success, we can positively affect that trend for our company. Earning the repeat business of our customers is our top priority.

Significant efforts will continue to be aimed at attracting, training and retaining the very best people, especially for the General Manager position. We have always known the importance of the General Manager



to the success of our business but, as the business has changed, this fact has become even more critical. The General Manager job requires a higher initial skill set and then outstanding support and training after hire. We are working hard to catch up in this area, with the goal of building a bench of talented and qualified candidates who are ready, willing, able and "demanding" keys to their own dealerships. This will not only provide healthy upward pressure for existing dealerships, some of which are not reaching potential, but also allow us to eventually open new stand-alone dealerships. We are convinced that there is no shortage of towns that could benefit from having a Car-Mart. As we are building our bench, we do have several high-performing, experienced and seasoned General Managers that have the capacity and the desire, as well as market opportunities, to grow the number of customers they serve. We are fully committed to increasing the number of customers served by our top performers. During this last fiscal year, we opened three new dealerships and have four more currently in process which will operate under some of our top performers. Leveraging these General Managers will help grow our overall talent pool. Again, our market potential is large but can only be maximized if we attract, train and retain great General Managers. Our offering to recruits is appealing as our General Manager pay structure rewards performance. The recent corporate income tax reduction will benefit our General Managers, and, as we leverage our top performers, they will participate accordingly in our healthy growth efforts and our improvements with operational excellence and resulting profitability.

To be a great company we must always strive to perform at a higher level. We must always focus on our operational non-negotiables which relate to facilities and associates, inventory, collections and expense management, all with the one overriding consideration of strong customer relations. We must put all that we have into our work every day, hold each other accountable and have enthusiasm for the grind that comes with the territory. We must go "all-in," as there is real purpose in our work. We are trying hard to ensure every associate has an ownership mentality. There are

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POWERED BY STATISTA

places to earn a pay check and then there are places like Car-Mart that can have a profound effect on your life, by helping others succeed. There is most certainly less room for error today. We can't assume we are immune to pricing pressures in the market, so we must always focus on getting better and being more efficient in all areas. Above all, our customers must see value in our offering. Competitive people are drawn to competitive careers, which makes us optimistic about our future.

We were very happy to be named to the 2018 Forbes list of Best Midsize Employers. We believe that this award is the result of the passion, hard work and dedication of our associates as they support each other and work tirelessly to help our customers succeed. Obviously, our culture is very important to us and we care deeply about the relationships we have with our customers. We are making good strides with our community engagement efforts, especially on the digital front. As a local "bricks and mortar" company, positive community engagement is the most important advertising we can do, and we will continue to push forward with this effort. Measuring how we are doing in our communities will allow us to get better and to react quickly if we fall short on taking care of a customer at the highest level. We believe a digital presence has huge value to a decentralized, local market business like ours and we will continue to pursue opportunities to improve customer and community engagement.

Over the past five years, we have increased finance receivables by over $95 million, repurchased $110 million of our common stock and funded $21 million in capital expenditures, a total of $226 million, with only a $53 million increase in debt. Our balance sheet is very strong and we will continue to drive long-term shareholder value. With only 6.8 million shares outstanding, (11.7 million at February 1, 2010), over 71,000 customers and $501 million in finance receivables, even small improvements can show up in a big way. We are working hard in a very tough business, but we wouldn't have it any other way and consider it an honor and privilege to be here at this time in our history with such opportunities laying out there in front of us. There will be credit cycles in the future and we will always have to play the cards we are dealt, but as we have stated in the past, this business is just too hard, and we add too much value to not strive for closer to a 10% return on assets and to be consistently above a 15% return on equity. We would like to thank our customers for supporting us, our associates for always giving our customers their best and you, our fellow shareholders, for your support. We are proud to be part of such a great company and our future is bright.

Jeffrey A. Williams
President and Chief Executive Officer

Vickie D. Judy
Chief Financial Officer

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended April 30, 2018
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 0-14939

AMERICA'S CAR-MART, INC.
(Exact name of registrant as specified in its charter)

Texas	**63-0851141**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No)
802 Southeast Plaza Avenue, Suite 200 **Bentonville, Arkansas**	**72712**
(Address of principal executive offices)	(Zip Code)

(479) 464-9944

(Registrant's telephone number, including area code)

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

Title of each class	Name of exchange of which registered
Common Stock, $.01 par value	**NASDAQ Global Select Market**

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

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (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 Website, 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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

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

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

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

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates on October 31, 2017 was $307,543,577 (7,177,213 shares), based on the closing price of the registrant's common stock on October 30, 2017 of $42.85.

There were 6,957,518 shares of the registrant's common stock outstanding as of June 6, 2018.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement to be furnished to stockholders in connection with its 2018 Annual Meeting of Stockholders are incorporated by reference in response to Part III of this report.

PART I

Forward-Looking Statements

This Annual Report on Form 10-K and the documents incorporated by reference in this Annual Report on Form 10-K contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements address the Company's future objectives, plans and goals, as well as the Company's intent, beliefs and current expectations regarding future operating performance, and can generally be identified by words such as "may", "will", "should", "could", "believe", "expect", "anticipate", "intend", "plan", "foresee" and other similar words or phrases. Specific events addressed by these forward-looking statements include, but are not limited to:

- new dealership openings;
- performance of new dealerships;
- same dealership revenue growth;
- future revenue growth;
- receivables growth as related to revenue growth;
- gross margin percentages;
- interest rates;
- future credit losses;
- the Company's collection results, including but not limited to collections during income tax refund periods;
- seasonality;
- security breaches, cyber-attacks, or fraudulent activity;
- compliance with tax regulations;
- the Company's business and growth strategies;
- financing the majority of growth from profits; and
- having adequate liquidity to satisfy the Company's capital needs.

These forward-looking statements are based on the Company's current estimates and assumptions and involve various risks and uncertainties. As a result, you are cautioned that these forward-looking statements are not guarantees of future performance, and that actual results could differ materially from those projected in these forward-looking statements. Factors that may cause actual results to differ materially from the Company's projections include those risks described elsewhere in this report, as well as:

- the availability of credit facilities to support the Company's business;
- the Company's ability to underwrite and collect its contracts effectively;
- competition;
- dependence on existing management;
- availability of quality vehicles at prices that will be affordable to customers;
- changes in consumer finance laws or regulations, including but not limited to rules and regulations that have recently been enacted or could be enacted by federal and state governments; and
- general economic conditions in the markets in which the Company operates, including but not limited to fluctuations in gas prices, grocery prices and employment levels.

The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the dates on which they are made.

Item 1. Business

Business and Organization

America's Car-Mart, Inc., a Texas corporation initially formed in 1981 (the "Company"), is one of the largest publicly held automotive retailers in the United States focused exclusively on the "Integrated Auto Sales and Finance" segment of the used car market. References to the "Company" include the Company's consolidated subsidiaries. The Company's operations are principally conducted through its two operating subsidiaries, America's Car Mart, Inc., an Arkansas corporation ("Car-Mart of Arkansas"), and Colonial Auto Finance, Inc., an Arkansas corporation ("Colonial"). Collectively, Car-Mart of Arkansas and Colonial are referred to herein as "Car-Mart." The Company primarily sells older model used vehicles and provides financing for substantially all of its customers. Many of the Company's customers have limited financial resources and would not qualify for conventional financing as a result of limited credit histories or past credit problems. As of April 30, 2018, the Company operated 139 dealerships located primarily in small cities throughout the South-Central United States.

Business Strategy

In general, it is the Company's objective to continue to expand its business using the same business model that has been developed and used by Car-Mart for over 36 years. This business strategy focuses on:

Collecting Customer Accounts. Collecting customer accounts is perhaps the single most important aspect of operating an Integrated Auto Sales and Finance used car business and is a focal point for dealership level and corporate office personnel on a daily basis. The Company measures and monitors the collection results of its dealerships using internally developed delinquency and account loss standards. Substantially all associate incentive compensation is tied directly or indirectly to collection results. The Company has a director of collection services and support staff at the corporate level to work with field operators to improve credit results. This team monitors efficiencies and the effectiveness of account representatives as they work to improve customer success rates. Over the last five fiscal years, the Company's annual credit losses as a percentage of sales have ranged from a low of 25.5% in fiscal 2015 to a high of 28.7% in fiscal 2017 (average of 27.6%). The Company's credit loss as a percentage of sales was 27.7% in fiscal 2018. See Item 1A. Risk Factors for further discussion.

Maintaining a Decentralized Operation. The Company's dealerships will continue to operate on a decentralized basis. Each dealership is ultimately responsible for buying and selling its own vehicles, making credit decisions and collecting the contracts it originates in accordance with established policies and procedures. Most customers make their payments in person at one of the Company's dealerships. This decentralized structure is complemented by the oversight and involvement of corporate office management and the maintenance of centralized financial controls, including monitoring proprietary credit scoring, establishing standards for down-payments and contract terms, and an internal compliance function.

Expanding Through Controlled Organic Growth. The Company plans to continue to expand its operations by increasing revenues at existing dealerships and opening new dealerships. The Company will continue to view organic growth as its primary source for growth. The Company continues to make significant infrastructure investments in order to improve performance of existing dealerships and to support growth of its dealership count. The Company added three new dealerships during the year while also closing four under-performing dealerships. The Company ended fiscal 2018 with 139 locations, a decrease of one location over the prior year-end, but the Company does intend to add new dealerships selectively in what it considers to be good, solid communities, subject to favorable operating performance and available general manager talent to run these dealerships. These plans, of course, are subject to change based on both internal and external factors.

Selling Basic Transportation. The Company will continue to focus on selling basic and affordable transportation to its customers. The Company's average retail sales price was $10,604 per unit in fiscal 2018. By selling vehicles at this price point, the Company is able to keep the terms of its installment sales contracts relatively short (overall portfolio weighted average of 32.5 months), while requiring relatively low payments.

Operating in Smaller Communities. The majority of the Company's dealerships are located in cities and towns with a population of 50,000 or less. The Company believes that by operating in smaller communities it experiences better collection results. Further, the Company believes that operating costs, such as salaries, rent and advertising, are lower in smaller communities than in major metropolitan areas.

Enhanced Management Talent and Experience. It has been the Company's practice to try to hire honest and hardworking individuals to fill entry level positions, nurture and develop these associates, and attempt to fill the vast majority of its managerial positions from within the Company. By promoting from within, the Company believes it is able to train its associates in the Car-Mart way of doing business, maintain the Company's unique culture and develop the loyalty of its associates by providing opportunity for advancement. The Company has recently focused, however, to a larger extent on looking outside of the Company for associates possessing requisite skills and who share the values and appreciate the unique culture the Company has developed over the years. The Company has been able to attract quality individuals via its General Manager Recruitment and Advancement team as well as other key areas such as Human Resources, Purchasing, Collections, Information Technology, Legal, Compliance and Portfolio Analysis. Management has determined that it will be increasingly difficult to grow the Company without looking for outside talent. The Company's operating success, as well as the challenging macro-economic environment, has positively affected recruitment of outside talent in recent years, and the Company currently expects this trend to continue.

Cultivating Customer Relationships. The Company believes that developing and maintaining a relationship with its customers is critical to the success of the Company. A large percentage of sales at mature dealerships are made to repeat customers, and the Company estimates an additional 10% to 15% of sales result from customer referrals. By developing a personal relationship with its customers, the Company believes it is in a better position to assist a customer, and the customer is more likely to cooperate with the Company should the customer experience financial difficulty during the term of his or her installment contract. The Company is able to cultivate these relationships as the majority of its customers make their payments in person at one of the Company's dealerships on a weekly or bi-weekly basis.

Business Strengths

The Company believes it possesses a number of strengths or advantages that distinguish it from most of its competitors. These business strengths include:

Experienced and Motivated Management. The Company's executive operating officers have significant experience in the industry and an average tenure of over 15 years. Several of Car-Mart's dealership managers have been with the Company for more than 10 years. Each dealership manager is compensated, at least in part, based upon the net income of his or her dealership. A significant portion of the compensation of senior management is incentive based and tied to operating profits.

Proven Business Practices. The Company's operations are highly structured. While dealerships are operated on a decentralized basis, the Company has established policies, procedures and business practices for virtually every aspect of a dealership's operations. Detailed online operating manuals are available to assist the dealership manager and office, sales and collections personnel in performing their daily tasks. As a result, each dealership is operated in a uniform manner. Further, corporate office personnel monitor the dealerships' operations through weekly visits and a number of daily, weekly and monthly communications and reports.

Low Cost Operator. The Company has structured its dealership and corporate office operations to minimize operating costs. The number of associates employed at the dealership level is dictated by the number of active customer accounts each dealership services. Associate compensation is standardized for each dealership position. Other operating costs are closely monitored and scrutinized. Technology is utilized to maximize efficiency. The Company believes its operating costs as a percentage of revenues, and per unit sold, are among the lowest in the industry.

Well-Capitalized / Limited External Capital Required for Growth. As of April 30, 2018, the Company's debt to equity ratio (Revolving credit facilities and notes payable divided by Total equity on the Consolidated Balance Sheet) was 0.66 to 1.0, which the Company believes is lower than many of its competitors. Further, the Company believes it can fund a significant amount of its planned growth from net income generated from operations. Of the external capital that will be needed to fund growth, the Company plans to draw on its existing credit facilities, or renewals or replacements of those facilities.

Significant Expansion Opportunities. The Company generally targets smaller communities in which to locate its dealerships (i.e., populations from 20,000 to 50,000), but is also operating in larger cities such as Tulsa, Oklahoma; Lexington, Kentucky; Springfield, Missouri and Little Rock, Arkansas. The Company believes there are numerous suitable communities within the eleven states in which the Company currently operates and other contiguous states to satisfy anticipated dealership growth for the next several years. As previously discussed, the Company plans to continue to add new dealerships going forward depending upon operational success. Existing dealerships will continue to be analyzed to ensure that they are producing desired results and have potential to provide adequate returns on invested capital.

Operations

Operating Segment. Each dealership is an operating segment with its results regularly reviewed by the Company's chief operating decision maker in an effort to make decisions about resources to be allocated to the segment and to assess its performance. Individual dealerships meet the aggregation criteria for reporting purposes under the current accounting guidance. The Company operates in the Integrated Auto Sales and Finance segment of the used car market. In this industry, the nature of the sale and the financing of the transaction, financing processes, the type of customer and the methods used to distribute the Company's products and services, including the actual servicing of the contracts as well as the regulatory environment in which the Company operates, all have similar characteristics. Each of our individual dealerships is similar in nature and only engages in the selling and financing of used vehicles. All individual dealerships have similar operating characteristics. As such, individual dealerships have been aggregated into one reportable segment.

Dealership Organization. Dealerships are operated on a decentralized basis. Each dealership is responsible for buying and selling vehicles, making credit decisions, and servicing and collecting the installment contracts it originates. Dealerships also maintain their own records and make daily deposits. Dealership-level financial statements are prepared by the corporate office on a monthly basis. Depending on the number of active customer accounts, a dealership may have as few as one or as many as 23 full-time associates employed at that location. Associate positions at a large dealership may include a dealership manager, assistant dealership manager, manager trainee, office manager, assistant office manager, service manager, purchasing agent, collections personnel, salesmen and dealership attendants. Dealerships are generally open Monday through Saturday from 9:00 a.m. to 6:00 p.m. The Company has both regular and satellite dealerships. Satellite dealerships are similar to regular dealerships, except that they tend to be smaller and sell fewer vehicles.

Dealership Locations and Facilities. Below is a summary of dealerships operating during the fiscal years ended April 30, 2018, 2017 and 2016:

	Years Ended April 30,		
	2018	2017	2016
Dealerships at beginning of year	140	143	141
New dealerships opened	3	-	6
Dealerships closed	(4)	(3)	(4)
Dealerships at end of year	139	140	143

Below is a summary of dealership locations by state as of April 30, 2018, 2017 and 2016:

Dealerships by State	As of April 30, 2018	2017	2016
Arkansas	35	36	37
Oklahoma	25	25	25
Missouri	18	19	19
Alabama	15	15	15
Texas	12	12	12
Kentucky	12	11	12
Georgia	9	9	10
Tennessee	6	6	6
Mississippi	5	5	5
Indiana	1	1	1
Iowa	1	1	1
Total	139	140	143

Dealerships are typically located in smaller communities. As of April 30, 2018, approximately 75% of the Company's dealerships were located in cities with populations of less than 50,000. Dealerships are located on leased or owned property between one and three acres in size. When opening a new dealership, the Company will typically use an existing structure on the property to conduct business, or purchase a modular facility while business at the new location develops. Dealership facilities typically range in size from 1,500 to 5,000 square feet.

Purchasing. The Company purchases vehicles primarily from wholesalers, new car dealers, individuals and auctions. The majority of vehicle purchasing is performed by the Company's purchasing agents, although dealership managers are authorized to purchase vehicles as needed. A purchasing agent will purchase vehicles for one to three dealerships depending on the size of the dealerships. Purchasing agents report to the dealership manager, or managers, for whom they make purchases, and to a regional purchasing director. The regional purchasing directors report to the regional vice presidents of operations. The Company centrally monitors the quantity and quality of vehicles purchased and continuously compares the cost of vehicles purchased to outside valuation sources and holds responsible parties accountable for results.

Generally, the Company's purchasing agents purchase vehicles between 6 and 12 years of age with 90,000 to 140,000 miles, and pay between $3,000 and $11,000 per vehicle. The Company focuses on providing basic transportation to its customers. The Company generally does not purchase sports cars or luxury cars. Some of the more popular vehicles the Company sells include the Chevrolet Impala, Chevrolet Malibu, Dodge Charger, Chrysler Mini-Van, Ford Focus, Ford Taurus, Ford Fusion, Dodge Ram Pickup and the Ford F-150 Pickup. The Company sells a significant number of trucks and sport utility vehicles. The Company's purchasing agents inspect and test-drive almost every vehicle they purchase. Purchasing agents attempt to purchase vehicles that require little or no repair as the Company has limited facilities to repair or recondition vehicles.

Selling, Marketing and Advertising. Dealerships generally maintain an inventory of 20 to 90 vehicles depending on the size and maturity of the dealership and the time of the year. Inventory turns over approximately 9 to 10 times each year. Selling is done principally by the dealership manager, assistant manager, manager trainee or sales associate. Sales associates are paid a commission for sales that they make in addition to an hourly wage. Sales are made on an "as is" basis; however, customers are given an option to purchase a service contract which covers certain vehicle components and assemblies. For covered components and assemblies, the Company coordinates service with third party service centers with which the Company typically has previously negotiated labor rates. The vast majority of the Company's customers elect to purchase a service contract when purchasing a vehicle. Additionally, the Company offers its customers to whom financing is extended a payment protection plan product. This product contractually obligates the Company to cancel the remaining amount owed on a contract where the vehicle has been totaled, as defined in the plan, or the vehicle has been stolen. This product is available in most of the states in which the Company operates and the vast majority of financed customers elect to purchase this product when purchasing a vehicle in those states.

The Company's objective is to offer its customers basic transportation at a fair price and treat each customer in such a manner as to earn his or her repeat business. The Company attempts to build a positive reputation in each community where it operates and generate new business from such reputation as well as from customer referrals. The Company estimates that approximately 10% to 15% of the Company's sales result from customer referrals. The Company recognizes repeat customers with silver, gold and platinum plaques representing the purchase of 5, 10 and 15 vehicles, respectively. These plaques are prominently displayed at the dealership where the vehicles were purchased. For mature dealerships, a large percentage of sales are to repeat customers.

The Company primarily advertises using local newspapers, radio, television, internet and social media. In addition, the Company periodically conducts promotional sales campaigns in order to increase sales. The Company uses an outside marketing firm and has recently hired a Director of Digital Experience in order to broaden and increase the Company's usage of digital and social media channels as a part of its marketing strategy.

Underwriting and Finance. The Company provides financing to substantially all of its customers who purchase a vehicle at one of its dealerships. The Company only provides financing to its customers for the purchase of its vehicles, and the Company does not provide any type of financing to non-customers. The Company's installment sales contracts as of April 30, 2018 typically include down payments ranging from 0% to 20% (average of 6.4%), terms ranging from 18 months to 42 months (average of 32.5 months), and a fixed annual interest rate of 15% or 16.5%, based on the Company's contract interest rate as of the contract origination date (weighted average of 16.3%). The Company increased its interest rate on all originating contracts to 16.5% from 15% beginning in May 2016.

The Company requires that payments be made on a weekly, bi-weekly, semi-monthly or monthly basis, scheduled to coincide with the day the customer is paid by his or her employer. Upon the customer and the Company reaching a preliminary agreement as to financing terms, the Company obtains a credit application from the customer which includes information regarding employment, residence and credit history, personal references and a detailed budget itemizing the customer's monthly income and expenses. Certain information is then verified by Company personnel. After the verification process, the dealership manager makes the decision to accept, reject or modify (perhaps obtain a greater down payment or suggest a lower priced vehicle) the proposed transaction. In general, the dealership manager attempts to assess the stability and character of the applicant. The dealership manager who makes the credit decision is ultimately responsible for collecting the contract, and his or her compensation is directly related to the collection results of his or her dealership. The Company provides centralized support to the dealership manager in the form of a proprietary credit scoring system used for monitoring and other supervisory assistance to assist with the credit decision. Credit quality is monitored centrally by corporate office personnel on a daily, weekly and monthly basis.

Collections. All of the Company's retail installment contracts are serviced by Company personnel at the dealership level. A majority of the Company's customers make their payments in person at the dealership where they purchased their vehicle; however, in an effort to make paying convenient for its customers, the Company offers a variety of payment options. Customers can send their payments through the mail, set up ACH auto draft, make mobile and online payments, and make payments at certain money service centers. Each dealership closely monitors its customer accounts using the Company's proprietary receivables and collections software that stratifies past due accounts by the number of days past due. The vice presidents of operations and the area operations managers routinely review and monitor the status of customer collections to ensure collection activities are conducted in compliance with applicable policies and procedures. In addition, the Field Operations Officer oversees the collections department and provides timely oversight and additional accountability on a consistent basis. The Company also has a Director of Collection Services who assists with managing the Company's servicing and collections practices and provides additional monitoring and training and has a team dedicated to helping ensure collection practices are being carried out efficiently and effectively, and is responsible for minimizing collections staff turnover. The Company believes that the timely response to past due accounts is critical to its collections success.

The Company has established standards with respect to the percentage of accounts one and two weeks past due, 15 or more days past due and 30 or more days past due (delinquency standards), and the percentage of accounts where the vehicle was repossessed or the account was charged off that month (account loss standard).

The Company works very hard to keep its delinquency percentages low and not to repossess vehicles. Accounts three days late are contacted by telephone. Notes from each telephone contact are electronically maintained in the Company's computer system. The Company also utilizes text messaging notifications which allows customers to elect to receive payment reminders and late notices via text message.

The Company attempts to resolve payment delinquencies amicably prior to repossessing a vehicle. If a customer becomes severely delinquent in his or her payments, and management determines that timely collection of future payments is not probable, the Company will take steps to repossess the vehicle. Periodically, the Company enters into contract modifications with its customers to extend or modify the payment terms. The Company only enters into a contract modification or extension if it believes such action will increase the amount of monies the Company will ultimately realize on the customer's account and will increase the likelihood of the customer being able to pay off the vehicle contract. At the time of modification, the Company expects to collect amounts due including accrued interest at the contractual interest rate for the period of delay. No other concessions are granted to customers, beyond the extension of additional time, at the time of modification. Modifications are minor and are made for pay day changes, minor vehicle repairs and other reasons. For those vehicles that are repossessed, the majority are returned or surrendered by the customer on a voluntary basis. Other repossessions are performed by Company personnel or third party repossession agents. Depending on the condition of a repossessed vehicle, it is either resold on a retail basis through a Company dealership or sold for cash on a wholesale basis, primarily through physical or online auctions.

New Dealership Openings. Senior management, with the assistance of the corporate office staff, will make decisions with respect to the communities in which to locate a new dealership and the specific sites within those communities. New dealerships have historically been located in the general proximity of existing dealerships to facilitate the corporate office's oversight of the Company's dealerships. The Company intends to add new dealerships selectively in what it considers to be good, solid communities, subject to favorable operating performance of existing dealerships and availability of qualified managers. Recently, the Company has opened new dealerships under experienced top performing general managers and may continue to do so in order to grow and leverage the talents of these experienced managers.

The Company's approach with respect to new dealership openings has been one of gradual development. The manager in charge of a new dealership is normally a recently promoted associate who was an assistant manager at a larger dealership and in most cases participated in the formal manager-in-training program. The corporate office provides significant resources and support with pre-opening and initial operations of new dealerships. Historically, new dealerships have operated with a low level of inventory and personnel. As a result of the modest staffing level, the new dealership manager performs a variety of duties (i.e., selling, collecting and administrative tasks) during the early stages of his or her dealership's operations. As the dealership develops and the customer base grows, additional staff are hired.

Monthly sales levels at new dealerships are typically substantially less than sales levels at mature dealerships. Over time, new dealerships gain recognition in their communities, and a combination of customer referrals and repeat business generally facilitates sales growth. Historically, sales growth at new dealerships could exceed 10% per year for a number of years, whereas mature dealerships typically experience annual sales growth but at a lower percentage than new dealerships. Due to continual operational initiatives, the Company is able to support higher sales levels, and recently the Company has raised its volume expectation level of new locations somewhat as infrastructure improvements related to new dealership openings have improved.

New dealerships are generally provided with approximately $1.5 million to $2.5 million in capital from the corporate office during the first few years of operation. These funds are used principally to fund receivables growth. After this start-up period, new dealerships can typically begin generating positive cash flow, allowing for some continuing growth in receivables without additional capital from the corporate office. As these dealerships become cash flow positive, a decision is made by senior management to either increase the investment due to favorable return rates on the invested capital, or to deploy capital elsewhere. This limitation of capital to new, as well as existing, dealerships serves as an important operating discipline. Dealerships must be profitable in order to grow and typically new dealerships can be profitable within the first year of opening.

Corporate Office Oversight and Management. The corporate office, based in Bentonville, Arkansas, consists of regional vice presidents, area operations managers, regional purchasing directors, a sales director, a field operations officer, a director of collection services, a support operations officer, a director of audit and compliance and compliance auditors, a director of human resources, a director of general manager recruitment and development, associate and management development personnel, accounting and management information systems personnel, administrative personnel and senior management. The corporate office monitors and oversees dealership operations. The corporate office receives operating and financial information and reports on each dealership on a daily, weekly and monthly basis. This information includes cash receipts and disbursements, inventory and receivables levels and statistics, receivables aging and sales and account loss data. The corporate office uses this information to compile Company-wide reports, plan dealership visits and prepare monthly financial statements.

Periodically, area operations managers, regional vice presidents, compliance auditors and senior management visit the Company's dealerships to inspect, review and comment on operations. The corporate office assists in training new managers and other dealership level associates. Compliance auditors visit dealerships to ensure policies and procedures are being followed and that the Company's assets are being safe-guarded. In addition to financial results, the corporate office uses delinquency and account loss standards and a point system to evaluate a dealership's performance. Also, bankrupt and legal action accounts and other accounts that have been written off at dealerships are handled by the corporate office in an effort to allow dealership personnel time to focus on more current accounts.

The Company's dealership managers meet monthly on an area, regional or Company-wide basis. At these meetings, corporate office personnel provide training and recognize achievements of dealership managers. Near the end of every fiscal year, the respective area operations manager, regional vice president and senior management conduct "projection" meetings with each dealership manager. At these meetings, the year's results are reviewed and ranked relative to other dealerships, and both quantitative and qualitative goals are established for the upcoming year. The qualitative goals may focus on staff development, effective delegation, and leadership and organization skills. Quantitatively, the Company establishes unit sales goals and profit goals based on invested capital and, depending on the circumstances, may establish delinquency, account loss or expense goals.

The corporate office is also responsible for establishing policy, maintaining the Company's management information systems, conducting compliance audits, orchestrating new dealership openings and setting the strategic direction for the Company.

Industry

Used Car Sales. The market for used car sales in the United States is significant. Used car retail sales typically occur through franchised new car dealerships that sell used cars or independent used car dealerships. The Company operates in the Integrated Auto Sales and Finance segment of the independent used car sales and finance market. Integrated Auto Sales and Finance dealers sell and finance used cars to individuals with limited credit histories or past credit problems. Integrated Auto Sales and Finance dealers typically offer their customers certain advantages over more traditional financing sources, such as less restrictive underwriting guidelines, flexible payment terms (including scheduling payments on a weekly or bi-weekly basis to coincide with a customer's payday), and the ability to make payments in person, an important feature to individuals who may not have a checking account.

Used Car Financing. The used automobile financing industry is served by traditional lending sources such as banks, savings and loans, and captive finance subsidiaries of automobile manufacturers, as well as by independent finance companies and Integrated Auto Sales and Finance dealers. Many loans that flow through the more traditional sources have historically ended up packaged in the securitization markets. Despite significant opportunities, many of the traditional lending sources have not historically been consistent in providing financing to individuals with limited credit histories or past credit problems. Management believes traditional lenders have historically avoided this market because of its high credit risk and the associated collections efforts. Management believes that there was constriction in the financing sources that existed for the deep sub-prime automobile market after the financial crisis in 2008. Since the Company does not rely on securitizations as a financing source, it was largely unaffected by the credit constrictions during the crisis and was able to continue to grow its revenue level and receivable base. Beginning in 2012, funding for the deep subprime automobile market increased significantly. Management attributes the increase to the ultra-low interest rate environment combined with the historical credit performance of the used automobile financing market during and after the recession. Management expects the availability of consumer credit within the automotive industry to continue to be higher over the near and mid-term when compared to historical trends.

Competition

The used automotive retail industry is fragmented and highly competitive. The Company competes principally with other independent Integrated Auto Sales and Finance dealers, as well as with (i) the used vehicle retail operations of franchised automobile dealerships, (ii) independent used vehicle dealers, and (iii) individuals who sell used vehicles in private transactions. The Company competes for both the purchase and resale of used vehicles. The increased funding to the used automobile industry has led to increased competitive pressures which have been the primary contributors to the Company's decision in recent periods to allow longer term lengths and slightly lower down payments in connection with our customer financing contracts, as well as to the higher charge-off levels experienced by the Company in recent periods.

Management believes the principal competitive factors in the sale of its used vehicles include (i) the availability of financing to consumers with limited credit histories or past credit problems, (ii) the breadth and quality of vehicle selection, (iii) pricing, (iv) the convenience of a dealership's location, (v) the option to purchase a service contract and a payment protection plan, and (vi) customer service. Management believes that its dealerships are not only competitive in each of these areas, but have some distinct advantages, specifically related to the provision of strong customer service. The Company's local face-to-face presence allows it to serve customers at a higher level by forming strong personal relationships.

Seasonality

Historically, the Company's third fiscal quarter (November through January) has been the slowest period for vehicle sales. Conversely, the Company's first and fourth fiscal quarters (May through July and February through April) have historically been the busiest times for vehicle sales. Therefore, the Company generally realizes a higher proportion of its revenue and operating profit during the first and fourth fiscal quarters. Tax refund anticipation sales efforts during the Company's third fiscal quarter have increased sales levels during the third fiscal quarter in some past years; however, due to the timing of actual tax refund dollars in the Company's markets, these sales and collections have primarily occurred in the fourth quarter in each of the last five fiscal years. The Company expects this pattern to continue in future years.

If conditions arise that impair vehicle sales during the first or fourth fiscal quarters, the adverse effect on the Company's revenues and operating results for the year could be disproportionately large.

Regulation and Licensing

The Company’s operations are subject to various federal, state and local laws, ordinances and regulations pertaining to the sale and financing of vehicles. Under various state laws, the Company’s dealerships must obtain a license in order to operate or relocate. These laws also regulate advertising and sales practices. The Company’s financing activities are subject to federal laws such as truth-in-lending and equal credit opportunity laws and regulations as well as state and local motor vehicle finance laws, installment finance laws, usury laws and other installment sales laws. Among other things, these laws require that the Company limit or prescribe terms of the contracts it originates, require specified disclosures to customers, restrict collections practices, limit the Company’s right to repossess and sell collateral, and prohibit discrimination against customers on the basis of certain characteristics including age, race, gender and marital status.

The Company’s consumer financing and collection activities are also subject to oversight by the federal Consumer Financial Protection Bureau (“CFPB”), which has broad regulatory powers over consumer credit products and services such as those offered by the Company. Under a CFPB rule adopted in 2015, the Company’s finance subsidiary, Colonial, is deemed a “larger participant” in the automobile financing market and is therefore subject to examination and supervision by the CFPB.

The states in which the Company operates impose limits on interest rates the Company can charge on its installment contracts. These limits have generally been based on either (i) a specified margin above the federal primary credit rate, (ii) the age of the vehicle, or (iii) a fixed rate. Management believes the Company is in compliance in all material respects with all applicable federal, state and local laws, ordinances and regulations; however, the adoption of additional laws, changes in the interpretation of existing laws, or the Company’s entrance into jurisdictions with more stringent regulatory requirements could have a material adverse effect on the Company’s used vehicle sales and finance business.

Employees

As of April 30, 2018, the Company, including its consolidated subsidiaries, employed approximately 1,504 full time associates. None of the Company's employees are covered by a collective bargaining agreement and the Company believes that its relations with its employees are positive.

Available Information

The Company’s website is located at www.car-mart.com. The Company makes available on this website, free of charge, access to its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports, as well as proxy statements and other information the Company files with, or furnishes to, the Securities and Exchange Commission (“SEC”) as soon as reasonably practicable after the Company electronically submits this material to the SEC. The information contained on the website or available by hyperlink from the website is not incorporated into this Annual Report on Form 10-K or other documents the Company files with, or furnishes to, the SEC.

Executive Officers of the Registrant

The following table provides information regarding the executive officers of the Company as of April 30, 2018:

Name	Age	Position with the Company
Jeffrey A. Williams………………..	55	President, Chief Executive Officer, Secretary and Director
Vickie D. Judy…... ……………….	52	Chief Financial Officer

Jeffrey A. Williams has served as Chief Executive Officer of the Company since January 2018, President of the Company since March 2016, as a director since 2011 and as Secretary of the Company since October 2005. Before becoming President in March 2016, Mr. Williams served as Chief Financial Officer and Vice President Finance of the Company since October 2005. Mr. Williams is a Certified Public Accountant and prior to joining the Company, his experience included approximately seven years in public accounting with Arthur Andersen & Co. and Coopers and Lybrand LLC in Tulsa, Oklahoma and Dallas, Texas. His experience also includes approximately five years as Chief Financial Officer and Vice President of Operations of Wynco, LLC, a nationwide distributor of animal health products. Mr. Williams' qualifications to serve on the Board include his financial and operational experience.

Vickie D. Judy has served as Chief Financial Officer of the Company since January 2018. Before becoming Chief Financial Officer in January 2018, Ms. Judy served a Principal Accounting Officer since March 2016 and Vice President of Accounting since August 2015. Since joining the Company in May 2010, Ms. Judy has also served as Controller and Director of Financial Reporting. Ms. Judy is a Certified Public Accountant and prior to joining the Company her experience included approximately five years in public accounting with Arthur Andersen & Co. and approximately 17 years at National Home Center, Inc., a home improvement products and building materials retailer, most recently as Vice President of Financial Reporting.

Item 1A. Risk Factors

The Company is subject to various risks. The following is a discussion of risks that could materially and adversely affect the Company's business, operating results, and financial condition.

The Company may have a higher risk of delinquency and default than traditional lenders because it finances its sales of used vehicles to credit-impaired borrowers.

Substantially all of the Company's automobile contracts involve financing to individuals with impaired or limited credit histories, or higher debt-to-income ratios than permitted by traditional lenders. Financing made to borrowers who are restricted in their ability to obtain financing from traditional lenders generally entails a higher risk of delinquency, default and repossession, and higher losses than financing made to borrowers with better credit. Delinquency interrupts the flow of projected interest income and repayment of principal from a contract, and a default can ultimately lead to a loss if the net realizable value of the automobile securing the contract is insufficient to cover the principal and interest due on the contract or if the vehicle cannot be recovered. The Company's profitability depends, in part, upon its ability to properly evaluate the creditworthiness of non-prime borrowers and efficiently service such contracts. Although the Company believes that its underwriting criteria and collection methods enable it to manage the higher risks inherent in financing made to non-prime borrowers, no assurance can be given that such criteria or methods will afford adequate protection against such risks. If the Company experiences higher losses than anticipated, its financial condition, results of operations and business prospects could be materially and adversely affected.

The Company's allowance for credit losses may not be sufficient to cover actual credit losses, which could adversely affect its financial condition and operating results.

When applicable, the Company has to recognize losses resulting from the inability of certain borrowers to pay contracts and the insufficient realizable value of the collateral securing contracts. The Company maintains an allowance for credit losses in an attempt to cover credit losses inherent in its contract portfolio. Additional credit losses will likely occur in the future and may occur at a rate greater than the Company has experienced to date. The allowance for credit losses is based primarily upon historical credit loss experience, with consideration given to delinquency levels, collateral values, economic conditions and underwriting and collections practices. This evaluation is inherently subjective as it requires estimates of material factors that may be susceptible to significant change. If the Company's assumptions and judgments prove to be incorrect, its current allowance may not be sufficient and adjustments may be necessary to allow for different economic conditions or adverse developments in its contract portfolio which could adversely affect the Company's financial condition and results of operations.

A reduction in the availability or access to sources of inventory could adversely affect the Company's business by increasing the costs of vehicles purchased.

The Company acquires vehicles primarily through wholesalers, new car dealers, individuals and auctions. There can be no assurance that sufficient inventory will continue to be available to the Company or will be available at comparable costs. Any reduction in the availability of inventory or increases in the cost of vehicles could adversely affect gross margin percentages as the Company focuses on keeping payments affordable to its customer base. The Company could have to absorb cost increases. The overall new car sales volumes in the United States decreased dramatically from peak sales years during the economic recession of 2008 and did not return back to pre-recession levels until fiscal 2016. The reduction in new car sales had a significant negative effect on the supply of vehicles at appropriate prices available to the Company in recent years. Any future decline in new car sales could further adversely affect the Company's access to and costs of inventory.

The used automotive retail industry is fragmented and highly competitive, which could result in increased costs to the Company for vehicles and adverse price competition. Increased competition on the financing side of the business could result in increased credit losses.

The Company competes principally with other independent Integrated Auto Sales and Finance dealers, and with (i) the used vehicle retail operations of franchised automobile dealerships, (ii) independent used vehicle dealers, and (iii) individuals who sell used vehicles in private transactions. The Company competes for both the purchase and resale, which includes, in most cases, financing for the customer, of used vehicles. The Company's competitors may sell the same or similar makes of vehicles that Car-Mart offers in the same or similar markets at competitive prices. Increased competition in the market, including new entrants to the market, could result in increased wholesale costs for used vehicles and lower-than-expected vehicle sales and margins. Further, if any of the Company's competitors seek to gain or retain market share by reducing prices for used vehicles, the Company would likely reduce its prices in order to remain competitive, which may result in a decrease in its sales and profitability and require a change in its operating strategies. Increased competition on the financing side puts pressure on contract structures and increases the risk for higher credit losses. More qualified applicants have more financing options on the front-end, and if events adversely affecting the borrower occur after the sale, the increased competition may tempt the borrower to default on their contract with the Company in favor of other financing options, which in turn increases the likelihood of the Company not being able to save that account.

The used automotive retail industry operates in a highly regulated environment with significant attendant compliance costs and penalties for non-compliance.

The used automotive retail industry is subject to a wide range of federal, state, and local laws and regulations, such as local licensing requirements and laws regarding advertising, vehicle sales, financing, and employment practices. Facilities and operations are also subject to federal, state, and local laws and regulations relating to environmental protection and human health and safety. The violation of these laws and regulations could result in administrative, civil, or criminal penalties against the Company or in a cease and desist order. As a result, the Company has incurred, and will continue to incur, capital and operating expenditures, and other costs of complying with these laws and regulations. Further, over the past several years, private plaintiffs and federal, state, and local regulatory and law enforcement authorities have increased their scrutiny of advertising, sales and finance activities in the sale of motor vehicles. Additionally, the Company's finance subsidiary, Colonial, is deemed a "larger participant" in the automobile finance market and is therefore subject to examination and supervision by the CFPB, which has broad regulatory powers over consumer credit products and services such as those offered by the Company.

Inclement weather can adversely impact the Company's operating results.

The occurrence of weather events, such as rain, snow, wind, storms, hurricanes, or other natural disasters, which adversely affect consumer traffic at the Company's automotive dealerships, could negatively impact the Company's operating results.

Recent and future disruptions in domestic and global economic and market conditions could have adverse consequences for the used automotive retail industry in the future and may have greater consequences for the non-prime segment of the industry.

In the normal course of business, the used automotive retail industry is subject to changes in regional U.S. economic conditions, including, but not limited to, interest rates, gasoline prices, inflation, personal discretionary spending levels, and consumer sentiment about the economy in general. Recent and future disruptions in domestic and global economic and market conditions could adversely affect consumer demand or increase the Company's costs, resulting in lower profitability for the Company. Due to the Company's focus on non-prime customers, its actual rate of delinquencies, repossessions and credit losses on contracts could be higher under adverse economic conditions than those experienced in the automotive retail finance industry in general. The Company is unable to predict with certainty the future impact of the most recent global economic conditions on consumer demand in our markets or on the Company's costs.

The Company's business is geographically concentrated; therefore, the Company's results of operations may be adversely affected by unfavorable conditions in its local markets.

The Company's performance is subject to local economic, competitive, and other conditions prevailing in the eleven states where the Company operates. The Company provides financing in connection with the sale of substantially all of its vehicles. These sales are made primarily to customers residing in Alabama, Arkansas, Georgia, Kentucky, Mississippi, Missouri, Oklahoma, Tennessee and Texas with approximately 30% of revenues resulting from sales to Arkansas customers. The Company's current results of operations depend substantially on general economic conditions and consumer spending habits in these local markets. Any decline in the general economic conditions or decreased consumer spending in these markets may have a negative effect on the Company's results of operations.

The Company's success depends upon the continued contributions of its management teams and the ability to attract and retain qualified employees.

The Company is dependent upon the continued contributions of its management teams. Because the Company maintains a decentralized operation in which each dealership is responsible for buying and selling its own vehicles, making credit decisions and collecting contracts it originates, the key employees at each dealership are important factors in the Company's ability to implement its business strategy. Consequently, the loss of the services of key employees could have a material adverse effect on the Company's results of operations. In addition, when the Company decides to open new dealerships, the Company will need to hire additional personnel. The market for qualified employees in the industry and in the regions in which the Company operates is highly competitive and may subject the Company to increased labor costs during periods of low unemployment.

The Company's business is dependent upon the efficient operation of its information systems.

The Company relies on its information systems in managing its sales, inventory, consumer financing, and customer information effectively. The failure of the Company's information systems to perform as designed, or the failure to maintain and continually enhance or protect the integrity of these systems, could disrupt the Company's business, impact sales and profitability, or expose the Company to customer or third-party claims.

Security breaches, cyber-attacks or fraudulent activity could result in damage to the Company's operations or lead to reputational damage.

Our information and technology systems are vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons and security breaches, usage errors by our employees, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. A security breach of the Company's computer systems could also interrupt or damage its operations or harm its reputation. In addition, the Company could be subject to liability if confidential customer information is misappropriated from its computer systems. Any compromise of security, including security breaches perpetrated on persons with whom the Company has commercial relationships, that result in the unauthorized release of its users' personal information, could result in a violation of applicable privacy and other laws, significant legal and financial exposure, damage to the Company's reputation, and a loss of confidence in the Company's security measures, which could harm its business. Any compromise of security could deter people from entering into transactions that involve transmitting confidential information to the Company's systems and could harm relationships with the Company's suppliers, which could have a material adverse effect on the Company's business. Actual or anticipated attacks may cause the Company to incur increasing costs, including costs to deploy additional personnel and protection technologies, train employees, and engage third-party experts and consultants. Despite the implementation of security measures, these systems may still be vulnerable to physical break-ins, computer viruses, programming errors, attacks by third parties or similar disruptive problems. The Company may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyber-attacks.

Most of the Company's customers provide personal information when applying for financing. The Company relies on encryption and authentication technology to provide security to effectively store and securely transmit confidential information. Advances in computer capabilities, new discoveries in the field of cryptography or other developments may result in the technology used by the Company to protect transaction data being breached or compromised.

In addition, many of the third parties who provide products, services, or support to the Company could also experience any of the above cyber risks or security breaches, which could impact the Company's customers and its business and could result in a loss of customers, suppliers, or revenue.

Changes in the availability or cost of capital and working capital financing could adversely affect the Company's growth and business strategies, and volatility and disruption of the capital and credit markets and adverse changes in the global economy could have a negative impact on the Company's ability to access the credit markets in the future and/or obtain credit on favorable terms.

The Company generates cash from income from continuing operations. The cash is primarily used to fund finance receivables growth. To the extent finance receivables growth exceeds income from continuing operations, generally the Company increases its borrowings under its revolving credit facilities to provide the cash necessary to fund operations. On a long-term basis, the Company expects its principal sources of liquidity to consist of income from continuing operations and borrowings under revolving credit facilities and/or fixed interest term loans. Any adverse changes in the Company's ability to borrow under revolving credit facilities or fixed interest term loans, or any increase in the cost of such borrowings, would likely have a negative impact on the Company's ability to finance receivables growth which would adversely affect the Company's growth and business strategies. Further, the Company's current credit facilities contain various reporting and financial performance covenants. Any failure of the Company to comply with these covenants could have a material adverse effect on the Company's ability to implement its business strategy.

If the capital and credit markets experience disruptions and / or the availability of funds become restricted, it is possible that the Company's ability to access the capital and credit markets may be limited or available on less favorable terms which could have an impact on the Company's ability to refinance maturing debt or react to changing economic and business conditions. In addition, if negative global economic conditions persist for an extended period of time or worsen substantially, the Company's business may suffer in a manner which could cause the Company to fail to satisfy the financial and other restrictive covenants under its credit facilities.

The Company's growth strategy is dependent upon the following factors:

- *Favorable operating performance.* Our ability to expand our business through additional dealership openings is dependent on a sufficiently favorable level of operating performance to support the management, personnel and capital resources necessary to successfully open and operate new locations.

- *Availability of suitable dealership sites*. Our ability to open new dealerships is subject to the availability of suitable dealership sites in locations and on terms favorable to the Company. If and when the Company decides to open new dealerships, the inability to acquire suitable real estate, either through lease or purchase, at favorable terms could limit the expansion of the Company's dealership base. In addition, if a new dealership is unsuccessful and we are forced to close the dealership, we could incur additional costs if we are unable to dispose of the property in a timely manner or on terms favorable to the Company. Any of these circumstances could have a material adverse effect on the Company's expansion strategy and future operating results.

- *Ability to attract and retain management for new dealerships*. The success of new dealerships is dependent upon the Company being able to hire and retain additional competent personnel. The market for qualified employees in the industry and in the regions in which the Company operates is highly competitive. If we are unable to hire and retain qualified and competent personnel to operate our new dealerships, these dealerships may not be profitable, which could have a material adverse effect on our future financial condition and operating results.

- *Availability and cost of vehicles*. The cost and availability of sources of inventory could affect the Company's ability to open new dealerships. The overall new car sales volumes in the United States decreased dramatically from peak sales years during the economic recession of 2008 and did not return back to pre-recession levels until fiscal 2016. This could potentially have a significant negative effect on the supply of vehicles at appropriate prices available to the Company in future periods. This could also make it difficult for the Company to supply appropriate levels of inventory for an increasing number of dealerships without significant additional costs, which could limit our future sales or reduce future profit margins if we are required to incur substantially higher costs to maintain appropriate inventory levels.

- *Acceptable levels of credit losses at new dealerships*. Credit losses tend to be higher at new dealerships due to fewer repeat customers and less experienced associates; therefore, the opening of new dealerships tends to increase the Company's overall credit losses. In addition, new dealerships may experience higher than anticipated credit losses, which may require the Company to incur additional costs to reduce future credit losses or to close the underperforming locations altogether. Any of these circumstances could have a material adverse effect on the Company's future financial condition and operating results.

The Company's business is subject to seasonal fluctuations.

Historically, the Company's third fiscal quarter (November through January) has been the slowest period for vehicle sales. Conversely, the Company's first and fourth fiscal quarters (May through July and February through April) have historically been the busiest times for vehicle sales. Therefore, the Company generally realizes a higher proportion of its revenue and operating profit during the first and fourth fiscal quarters. Tax refund anticipation sales efforts during the Company's third fiscal quarter have increased sales levels during the third fiscal quarter in some past years; however, due to the timing of actual tax refund dollars in the Company's markets, these sales and collections have primarily occurred in the fourth quarter in each of the last five fiscal years. The Company expects this pattern to continue in future years.

If conditions arise that impair vehicle sales during the first or fourth fiscal quarters, the adverse effect on the Company's revenues and operating results for the year could be disproportionately large.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

As of April 30, 2018, the Company leased approximately 89% of its facilities, including dealerships and the Company's corporate offices. These facilities are located principally in the states of Alabama, Arkansas, Georgia, Kentucky, Mississippi, Missouri, Oklahoma, Tennessee and Texas. The Company's corporate offices are located in approximately 18,000 square feet of leased space in Bentonville, Arkansas. For additional information regarding the Company's properties, see "Operations-Dealership Locations and Facilities" under Item 1 above and "Contractual Payment Obligations" and "Off-Balance Sheet Arrangements" under Item 7 of Part II.

Item 3. Legal Proceedings

In the ordinary course of business, the Company has become a defendant in various types of legal proceedings. While the outcome of these proceedings cannot be predicted with certainty, the Company does not expect the final outcome of any of these proceedings, individually or in the aggregate, to have a material adverse effect on the Company's financial position, results of operations or cash flows.

Item 4. Mine Safety Disclosure

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

General

The Company's common stock is traded on the NASDAQ Global Select Market under the symbol CRMT. The following table sets forth, by fiscal quarter, the high and low sales prices reported by NASDAQ for the Company's common stock for the periods indicated.

	Fiscal 2018		Fiscal 2017	
	High	Low	High	Low
First quarter	$ 40.60	$ 33.80	$ 35.89	$ 19.49
Second quarter	44.00	33.05	43.07	32.01
Third quarter	49.40	40.15	47.75	36.50
Fourth quarter	54.25	42.20	43.85	30.20

As of June 6, 2018, there were approximately 889 shareholders of record. This number excludes stockholders holding the Company's common stock as "beneficial owners" under nominee security position listings.

We currently maintain two compensation plans, the Amended and Restated Stock Incentive Plan and the Amended and Restated Stock Option Plan, which provide for the issuance of stock-based compensation to directors, officers and other employees. These plans have been approved by the stockholders.

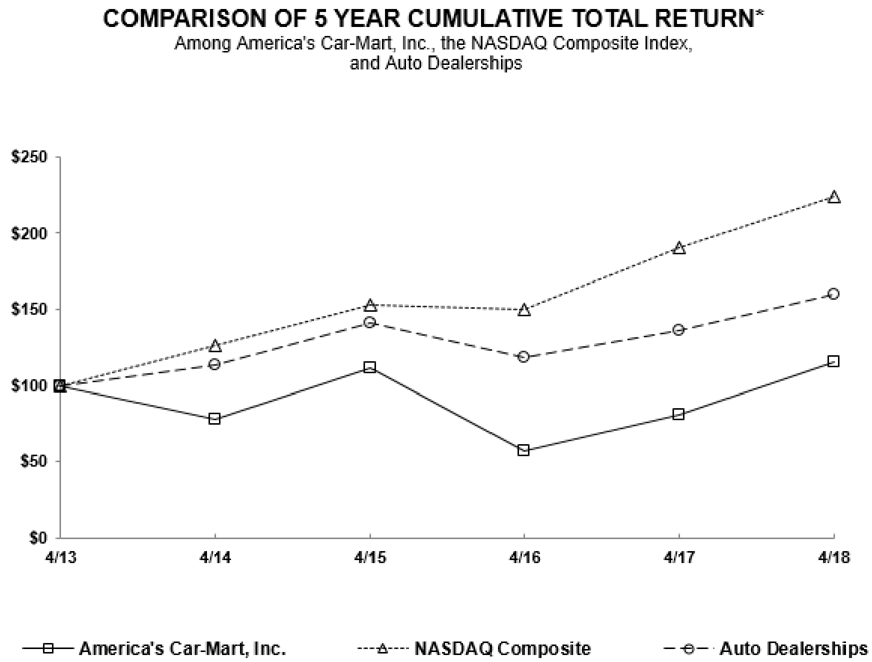
The following table sets forth information regarding outstanding options and shares reserved for future issuance under the foregoing plans as of April 30, 2018:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding shares reflected in column (a)) (c)
Equity compensation plans approved by the stockholders	695,500	$33.51	305,527
Equity compensation plans not approved by the stockholders	-	-	-

Stockholder Return Performance Graph

Set forth below is a line graph comparing the fiscal year end percentage change in the cumulative total stockholder return on the Company’s common stock to (i) the cumulative total return of the NASDAQ Market Index (U.S. companies), and (ii) the Hemscott Group 744 Index – Auto Dealerships (“Automobile Index”), for the period of five fiscal years commencing on May 1, 2013 and ending on April 30, 2018.

The graph assumes that the value of the investment in the Company’s common stock and each index was $100 on April 30, 2013.



* $100 invested on 4/30/2013 in stock or index, including reinvestment of dividends.
Fiscal year ending April 30.

The dollar value at April 30, 2018 of $100 invested in the Company’s common stock on April 30, 2013 was $115.19, compared to $160.10 for the automobile index described above and $224.10 for the NASDAQ Market Index (U.S. Companies).

Dividend Policy

Since its inception, the Company has paid no cash dividends on its common stock. The Company currently intends for the foreseeable future to continue its policy of retaining earnings to finance future growth. Payment of cash dividends in the future will be determined by the Company's Board of Directors and will depend upon, among other things, the Company's future earnings, operations, capital requirements and surplus, general financial condition, contractual restrictions that may exist, and such other factors as the Board of Directors may deem relevant. The Company is also limited in its ability to pay dividends or make other distributions to its shareholders without the consent of its lender. Please see “Liquidity and Capital Resources” under Item 7 of Part II for more information regarding this limitation.

Issuer Purchases of Equity Securities

The Company is authorized to repurchase shares of its common stock under its common stock repurchase program. The Board of Directors most recently approved, and the Company announced, on November 16, 2017 the authorization to repurchase up to an additional one million shares along with the balance remaining under its previous authorization approved in July 2016. The following table sets forth information with respect to purchases made by or on behalf of the Company of shares of the Company's common stock during the periods indicated:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
February 1, 2018 through February 28, 2018	121,884	$47.17	121,884	889,384
March 1, 2018 through March 31, 2018	171,530	$49.88	171,530	717,854
April 1, 2018 through April 30, 2018	34,136	$49.79	34,136	683,718
Total	327,550	$48.86	327,550	683,718

(1) The above described stock repurchase program has no expiration date.

Item 6. Selected Financial Data

The financial data set forth below was derived from the audited consolidated financial statements of the Company and should be read in conjunction with the Consolidated Financial Statements and the Notes thereto contained in Item 8, and the information contained in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations".

	Years Ended April 30, (In thousands, except per share amounts)				
	2018	2017	2016	2015	2014
Revenues	$ 612,201	$ 587,751	$ 567,906	$ 530,321	$ 489,187
Net income attributable to common stockholders	$ 36,469	$ 20,165	$ 11,556	$ 29,450	$ 21,089
Diluted earnings per share from continuing operations	$ 4.90	$ 2.49	$ 1.33	$ 3.25	$ 2.25

	April 30, (In thousands)				
	2018	2017	2016	2015	2014
Total assets	$ 455,584	$ 424,258	$ 406,296	$ 400,361	$ 363,297
Total debt	$ 152,367	$ 117,944	$ 107,902	$ 102,685	$ 97,032
Mandatorily redeemable preferred stock	$ 400	$ 400	$ 400	$ 400	$ 400
Total equity	$ 230,535	$ 233,008	$ 228,817	$ 229,132	$ 213,006
Shares outstanding	6,849	7,608	8,074	8,529	8,736

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the Company's Consolidated Financial Statements and Notes thereto appearing in Item 8 of this Annual Report on Form 10-K.

Overview

America's Car-Mart, Inc., a Texas corporation (the "Company"), is one of the largest publicly held automotive retailers in the United States focused exclusively on the "Integrated Auto Sales and Finance" segment of the used car market. References to the Company include the Company's consolidated subsidiaries. The Company's operations are principally conducted through its two operating subsidiaries, America's Car Mart, Inc., an Arkansas corporation ("Car-Mart of Arkansas"), and Colonial Auto Finance, Inc., an Arkansas corporation ("Colonial"). Collectively, Car-Mart of Arkansas and Colonial are referred to herein as "Car-Mart." The Company primarily sells older model used vehicles and provides financing for substantially all of its customers. Many of the Company's customers have limited financial resources and would not qualify for conventional financing as a result of limited credit histories or past credit problems. As of April 30, 2018, the Company operated 139 dealerships located primarily in small cities throughout the South-Central United States.

Car-Mart has been operating since 1981. Car-Mart has grown its revenues between approximately 3% and 13% per year over the last ten years (average 8%). Growth results from same dealership revenue growth and the addition of new dealerships. Revenue increased 4.2% for the fiscal year ended April 30, 2018 compared to fiscal 2017 primarily due to a 0.6% increase in average retail sales price, a 2.5% increase in units sold and a 10.5% increase in interest income. Although three new dealerships were added in fiscal 2018, the Company also closed four underperforming dealerships.

The Company earns revenue from the sale of used vehicles, and in most cases a related service contract and a payment protection plan product, as well as interest income and late fees from the related financing. The Company's cost structure is more fixed in nature and is sensitive to volume changes. Revenues can be affected by our level of competition, which is influenced to a large extent by the availability of funding to the sub-prime automobile industry, together with the availability and resulting purchase cost of the types of vehicles the Company purchases for resale. Revenues can also be affected by the macro-economic environment. Down payments, contract term lengths and proprietary credit scoring are critical to helping customers succeed and are monitored closely by corporate management at the point of sale. After the sale, collections, delinquencies and charge-offs are crucial elements of the Company's evaluation of its financial condition and results of operations and are monitored and reviewed on a continuous basis. Management believes that developing and maintaining a relationship with its customers and earning their repeat business is critical to the success and growth of the Company and can serve to offset the effects of increased competition and negative macro-economic factors.

A challenging competitive environment puts pressure on sales volumes especially at older dealerships which tend to have higher overall sales volumes and more repeat customers. Additionally, as the Company attempts to attract and retain target customers, increased competition can contribute to lower down payments and longer contract terms which can have a negative effect on collection percentages, liquidity and credit losses. Management believes that the ultra-low interest rate environment combined with a lack of other investment alternatives has been attracting excess capital into the sub-prime automobile market and increasing competition. In an effort to combat the increased competition the Company will continue to focus on the benefits of excellent customer service and its "local" face to face offering in an effort to help customers succeed. The Company, over recent years, also focuses on providing a good mix of vehicles in various price ranges to increase affordability for customers, to address sales volume challenges and to improve credit performance in the future by improving the equity position of customers who may be tempted to default on their contracts especially when competition on the lending side is elevated.

The purchase price the Company pays for its vehicles can also have a significant effect on revenues, liquidity and capital resources. Because the Company bases its selling price on the purchase cost of the vehicle, increases in purchase costs result in increased selling prices. As the selling price increases, it becomes more difficult to keep the gross margin percentage and contract term in line with historical results because the Company's customers have limited incomes and their car payments must remain affordable within their individual budgets. Decreases in the overall volume of new car sales, particularly domestic brands, lead to decreased supply and generally increased prices in the used car market. Also, expansions or constrictions in consumer credit, as well as general economic conditions, can have an overall effect on the demand and the resulting purchase cost of the types of vehicles the Company purchases for resale.

The Company's primary focus is on collections. Each dealership is responsible for its own collections with supervisory involvement of the corporate office. Over the last five fiscal years, the Company's credit losses as a percentage of sales have ranged from approximately 25.5% in fiscal 2015 to 28.7% in fiscal 2017 (average of 27.6%). Credit losses as a percentage of sales have increased in recent years, primarily due to increased contract term lengths and lower down payments resulting from increased competitive pressures as well as higher charge-offs caused, to an extent, by negative macro-economic factors affecting the Company's customer base. Credit losses as a percentage of sales for fiscal 2016 and 2017 were 28.5% and 28.7%, respectively, as competitive pressures remained elevated and the increased number of newer dealerships weighed on credit loss results. Credit losses for fiscal 2018 improved slightly to 27.7% as the frequency of losses declined while competitive pressure continued and recovery rates remained low.

The Company maintains an allowance for credit losses in an attempt to cover credit losses inherent in its contract portfolio. At April 30, 2015, the Company modified the allowance for credit losses to 23.8% of finance receivables, net of deferred payment protection plan revenue and deferred service contract revenue. The calculation of the allowance for credit losses did not previously include a reduction for the deferred service contract revenue. This change did not have a material impact on net income or earnings per share and was not significant to any prior period. As of October 31, 2015, management increased the allowance to 25.0% due to continued increased credit losses and the expectation that such activity would continue. For fiscal 2018, the allowance remained at 25% as credit losses remained elevated.

Historically, credit losses, on a percentage basis, tend to be higher at new and developing dealerships than at mature dealerships. Generally, this is because the management at new and developing dealerships tends to be less experienced in making credit decisions and collecting customer accounts and the customer base is less seasoned. Normally more mature dealerships have more repeat customers and, on average, repeat customers are a better credit risk than non-repeat customers. Negative macro-economic issues do not always lead to higher credit loss results for the Company because the Company provides basic affordable transportation which in many cases is not a discretionary expenditure for customers. The Company does believe, however, that general inflation, particularly within staple items such as groceries and gasoline, as well as overall unemployment levels and potentially lower or stagnant personal income levels affecting customers can have, and has had in recent years, a negative impact on collections. Additionally, increased competition for used vehicle financing can have a negative effect on collections and charge-offs.

In an effort to offset the elevated credit losses and to operate more efficiently, the Company continues to look for improvements to its business practices, including better underwriting and better collection procedures. The Company has a proprietary credit scoring system which enables the Company to monitor the quality of contracts. Corporate office personnel monitor proprietary credit scores and work with dealerships when the distribution of scores falls outside of prescribed thresholds. The Company also uses credit reporting and the use of global positioning system ("GPS") units on vehicles. Additionally, the Company has placed significant focus on the collection area as the Company's training department continues to spend significant time and effort on collections improvements. The Field Operations Officer oversees the collections department and provides timely oversight and additional accountability on a consistent basis. In addition, the Company has a Director of Collection Services who assists with managing the Company's servicing and collections practices and provides additional monitoring and training. The Company believes that the proper execution of its business practices is the single most important determinant of its long term credit loss experience.

Historically, the Company's gross margin as a percentage of sales has been fairly consistent from year to year. Over the previous five fiscal years, the Company's gross margins as a percentage of sales ranged between approximately 40% and 42%. The Company's gross margin is based upon the cost of the vehicle purchased, with lower-priced vehicles typically having higher gross margin percentages, and is also affected by the percentage of wholesale sales to retail sales, which relates for the most part to repossessed vehicles sold at or near cost. Gross margin in recent years has been negatively affected by the increase in the average retail sales price (a function of a higher purchase price) and higher operating costs, mostly related to increased vehicle repair costs and higher fuel costs. In fiscal 2014, gross margin was 42.2% as a percentage of sales and remained relatively flat for fiscal 2015 compared to 2014. For fiscal 2016, gross margin decreased to 39.8% of sales primarily due to the high level of repossession activity, as both the volume of wholesale sales and the prices received from wholesale sales had a negative effect on overall gross margin, as did higher repair expenses. Gross margin for fiscal 2017 improved to 41.4% primarily as a result of lower repair expenses and a decrease in losses on wholesales, and remained relatively flat for fiscal 2018 compared to 2017; however, the Company expects that its gross margin percentage will continue to remain under pressure over the near term.

Hiring, training and retaining qualified associates is critical to the Company's success. The rate at which the Company adds new dealerships and is able to implement operating initiatives is limited by the number of trained managers and support personnel the Company has at its disposal. Excessive turnover, particularly at the dealership manager level, could impact the Company's ability to add new dealerships and to meet operational initiatives. The Company has added resources to recruit, train, and develop personnel, especially personnel targeted to fill dealership manager positions. The Company expects to continue to invest in the development of its workforce.

Consolidated Operations
(Operating Statement Dollars in Thousands)

	Years Ended April 30,			% Change		As a % of Sales		
				2018 vs. 2017	2017 vs. 2016			
	2018	2017	2016			2018	2017	2016
Operating Statement:								
Revenues:								
Sales	$ 537,528	$ 520,149	$ 506,517	3.3 %	2.7 %	100.0 %	100.0 %	100.0 %
Interest and other income	74,673	67,602	61,389	10.5	10.1	13.9	13.0	12.1
Total	612,201	587,751	567,906	4.2	3.5	113.9	113.0	112.1
Costs and expenses:								
Cost of sales, excluding depreciation shown below	315,273	304,927	304,886	3.4 %	0.0 %	58.7	58.6	60.2
Selling, general and administrative	99,023	91,940	92,242	7.7	(0.3)	18.4	17.7	18.2
Provision for credit losses	149,059	149,097	144,397	(0.0)	3.3	27.7	28.7	28.5
Interest expense	5,599	4,069	3,306	37.6	23.1	1.0	0.8	0.7
Depreciation and amortization	4,250	4,272	4,208	(0.5)	1.5	0.8	0.8	0.8
Loss on disposal of property and equipment	91	1,204	369	(92.4)	226.3	0.0	0.2	0.10
Total	573,295	555,509	549,408	3.2	1.1	106.6	106.8	108.5
Income before income taxes	$ 38,906	$ 32,242	$ 18,498			7.2 %	6.2 %	3.7 %
Operating Data (Unaudited):								
Retail units sold	48,271	47,116	46,483	2.5 %	1.4 %			
Average dealerships in operation	140	142	145	(1.4)	(2.1)			
Average units sold per dealership	345	332	321	3.9	3.4			
Average retail sales price	$ 10,604	$ 10,540	$ 10,361	0.6	1.7			
Same store revenue growth	5.2%	3.5%	2.7%					
Receivables average yield	15.2%	14.5%	14.2%					

2018 Compared to 2017

Total revenues increased $24.5 million, or 4.2%, in fiscal 2018, as compared to revenue growth of 3.5% in fiscal 2017, principally as a result of (i) revenue growth from dealerships that operated a full twelve months in both fiscal years ($30.1 million), (ii) revenue from stores opened in fiscal 2018 ($4.5 million), which is offset by (iii) revenue decrease from dealerships closed after the year ended April 30, 2017 ($10.1 million). The increase in revenue for fiscal 2018 is attributable to (i) a 0.6% increase in average retail sales price, (ii) a 2.5% increase in retail units sold and (iii) a 10.5% increase in interest and other income.

Cost of sales, as a percentage of sales, remained relatively consistent at 58.7% in fiscal 2018 compared to 58.6% in fiscal 2017. The average retail sales price for fiscal 2018 was $10,604, a $64 increase over the prior fiscal year, reflecting relatively stable average purchase costs year-over-year. As purchase costs increase, the margin between the purchase cost and the sales price of the vehicles we sell narrows as a percentage because the Company must offer affordable prices to our customers. The Company experienced a substantial increase in purchase costs during fiscal 2016, reflecting a combination of consumer demand for the types of vehicles the Company purchases for resale and a strategic management decision to purchase higher quality vehicles for our customers, with more modest increases during fiscal years 2017 and 2018. Demand for the vehicles we purchase for resale has remained high relative to supply largely due to excess funding to the used vehicle financing market and the depressed levels of new car sales during and after the recession, although more robust new car sales in recent years have begun to bolster the supply of used vehicles.

Selling, general and administrative expenses, as a percentage of sales, increased 0.7% to 18.4% in fiscal 2018, from 17.7% in fiscal 2017. Selling, general and administrative expenses are, for the most part, more fixed in nature. In dollar terms, overall selling, general and administrative expenses increased $7.1 million from fiscal 2017. The increase is primarily focused on general manager recruitment, training and collections support along with improvements in sales and marketing, especially digital marketing.

Provision for credit losses as a percentage of sales decreased to 27.7% for fiscal 2018 compared to 28.7% for fiscal 2017. Net charge-offs as a percentage of average finance receivables decreased to 28.8% for fiscal 2018 compared to 30.5% for the prior year. The decrease in net charge-offs for fiscal 2018 primarily resulted from a lower frequency of losses primarily due to improvements in collections processes. Continuing macro-economic challenges and competitive conditions continue to put pressure on our customers and the resulting collections of our finance receivables. The Company uses several operational initiatives (including credit reporting and the use of GPS units on vehicles) to improve collections and continually pushes for improvements and better execution of its collection practices. The Company believes that the proper execution of its business practices is the single most important determinant of credit loss experience and that the impact on credit losses in both the current and prior year periods resulting from negative macro-economic and competitive pressures has been somewhat mitigated by the improvements in oversight and accountability provided by the Company's investments in our corporate infrastructure within the collections area.

Interest expense for fiscal 2018 as a percentage of sales increased slightly to 1% compared to 0.8% for fiscal 2017, due to higher average borrowings during the fiscal year 2018 ($136.7 million compared to $118.2 million in the prior year) and increased interest rates.

2017 Compared to 2016

Total revenues increased $19.8 million, or 3.5%, in fiscal 2017, as compared to revenue growth of 7.1% in fiscal 2016, principally as a result of (i) revenue growth from dealerships that operated a full twelve months in both fiscal years ($19.2 million), and (ii) revenue growth from dealerships opened or closed during or after the year ended April 30, 2016 ($0.6 million). The increase in revenue for fiscal 2017 was attributable to (i) a 1.7% increase in average retail sales price, and (ii) a 10.1% increase in interest and other income.

Cost of sales, as a percentage of sales, decreased to 58.6% in fiscal 2017 from 60.2% in fiscal 2016, primarily due to a company-wide effort to decrease repair costs, partially offset by the higher average retail sales price. The average retail sales price for fiscal 2017 was $10,540, a $179 increase over the prior fiscal year. Finally, a decrease in losses on wholesales during fiscal 2017 compared to fiscal 2016, also helped to reduce our cost of sales and positively affected our gross margin percentages.

Selling, general and administrative expenses, as a percentage of sales, decreased 0.5% to 17.7% in fiscal 2017 from 18.2% in fiscal 2016. Selling, general and administrative expenses are, for the most part, more fixed in nature. In dollar terms, overall selling, general and administrative expenses decreased $302,000 from fiscal 2016.

Provision for credit losses as a percentage of sales increased to 28.7% for fiscal 2017 compared to 28.5% for fiscal 2016. Net charge-offs as a percentage of average finance receivables decreased to 30.5% for fiscal 2017 compared to 31.3% for the prior year. The decrease in net charge-offs for fiscal 2017 resulted from a lower frequency of losses partially offset by an increase in severity due largely to higher principal balances at charge-off and lower wholesale values at time of repossession. The fiscal 2016 provision included a $4.8 million increase in the provision as a result of the increase in the provision percentage applied to the grown in finance receivables during the second quarter of fiscal 2016.

Interest expense for fiscal 2017 as a percentage of sales increased slightly to 0.8% compared to 0.7% for fiscal 2016, due to higher average borrowings during the fiscal year 2017 ($118.2 million compared to $109.0 million in the prior year).

Financial Condition

The following table sets forth the major balance sheet accounts of the Company at April 30, 2018, 2017 and 2016 (in thousands):

	April 30,		
	2018	2017	2016
Assets:			
Finance receivables, net	$ 383,617	$ 357,161	$ 334,793
Inventory	33,610	30,129	29,879
Property and equipment, net	28,594	30,139	34,755
Liabilities:			
Accounts payable and accrued liabilities	29,569	25,020	23,558
Deferred revenue	30,155	28,083	27,339
Income taxes payable (receivable), net	(1,450)	885	(894)
Deferred income tax liabilities, net	12,558	18,918	18,280
Debt facilities	152,367	117,944	107,902

The following table shows receivables growth compared to revenue growth during each of the past three fiscal years. For fiscal year 2018, growth in finance receivables of 7.4% exceeded growth in revenue of 4.2%. The Company currently anticipates going forward that the growth in finance receivables will generally be slightly higher than overall revenue growth on an annual basis due to overall term length increases in our installment sales contracts, partially offset by improvements in underwriting and collection procedures in an effort to reduce credit losses. The average term for installment sales contracts at April 30, 2018 and 2017 was 32.5.

	Years Ended April 30,		
	2018	2017	2016
Growth in finance receivables, net of deferred revenue	7.4%	7.0%	4.5%
Revenue growth	4.2%	3.5%	7.1%

At fiscal year-end 2018, inventory increased 11.6% ($3.4 million), compared to fiscal year-end 2017. The Company strives to improve the quality of the inventory and improve turns while maintaining inventory levels to ensure adequate supply of vehicles, in volume and mix, and to meet sales demand.

Property and equipment, net, decreased by approximately $1.5 million as of April 30, 2018 as compared to fiscal 2017. The decrease is attributable to $4.3 million in depreciation expense, partially offset by additions of $3.3 million.

Accounts payable and accrued liabilities increased approximately $4.5 million at April 30, 2018 as compared to April 30, 2017 due primarily to increased payables related to increased inventory levels and the timing and payment of employee compensation.

Income taxes payable (receivable), net, decreased approximately $2.3 million at April 30, 2018 compared to April 30, 2017 primarily due to the timing of income tax payments and refunds and the effect of the enactment of the Tax Cuts and Jobs Act ("Tax Act").

Deferred revenue increased $2.1 million at April 30, 2018 over April 30, 2017, primarily resulting from the increase in sales of the payment protection plan and service contract products.

Deferred income tax liabilities, net, decreased approximately $6.4 million at April 30, 2018 as compared to April 30, 2017 due primarily to the revaluation of deferred tax assets and liabilities to the new federal statutory rate as required by the Tax Act.

Borrowings on the Company's revolving credit facilities fluctuate primarily based upon a number of factors including (i) net income, (ii) finance receivables changes, (iii) income taxes, (iv) capital expenditures and (v) common stock repurchases. Historically, income from continuing operations, as well as borrowings on the revolving credit facilities, have funded the Company's finance receivables growth, capital asset purchases and common stock repurchases. In fiscal 2018 the Company had a $34.4 million net increase in total debt used to contribute to the funding of finance receivables growth of $34.6 million, $3.5 million increase in inventory, net capital expenditures of $2.3 million and common stock repurchases of $42.3 million.

Liquidity and Capital Resources

The following table sets forth certain historical information with respect to the Company's Statements of Cash Flows (in thousands):

	Years Ended April 30, 2018	2017	2016
Operating activities:			
Net income	$ 36,509	$ 20,205	$ 11,596
Provision for credit losses	149,059	149,097	144,397
Losses on claims for payment protection plan	16,748	15,627	13,521
Depreciation and amortization	4,250	4,272	4,208
Amortization of debt issuance costs	260	252	214
Stock based compensation	1,603	1,293	1,519
Deferred income taxes	(6,360)	638	(898)
Finance receivable originations	(494,641)	(479,099)	(460,499)
Finance receivable collections	260,104	249,264	248,166
Accrued interest on finance receivables	(91)	(382)	286
Inventory	38,793	42,493	48,154
Accounts payable and accrued liabilities	4,712	676	1,115
Deferred payment protection plan revenue	1,351	1,167	1,653
Deferred service contract revenue	721	(423)	450
Income taxes, net	(2,335)	2,963	(11)
Other	(689)	(709)	415
Total	9,994	7,334	14,286
Investing activities:			
Purchase of property and equipment	(2,258)	(1,587)	(4,526)
Proceeds from sale of property and equipment	554	932	7
Total	(1,704)	(655)	(4,519)
Financing activities:			
Debt facilities, net	33,046	9,790	5,062
Change in cash overdrafts	(163)	669	(1,587)
Purchase of common stock	(42,301)	(20,486)	(14,214)
Dividend payments	(40)	(40)	(40)
Exercise of stock options, including tax benefits and issuance of common stock	1,756	3,220	824
Total	(7,702)	(6,847)	(9,955)
Increase (decrease) in cash	$ 588	$ (168)	$ (188)

The primary drivers of operating profits and cash flows include (i) top line sales (ii) interest rates on finance receivables, (iii) gross margin percentages on vehicle sales, and (iv) credit losses, a significant portion of which relates to the collection of principal on finance receivables. The Company generates cash flow from income from operations. Historically, most or all of this cash is used to fund finance receivables growth, capital expenditures and common stock repurchases. To the extent finance receivables growth, capital expenditures and common stock repurchases exceed income from operations the Company generally increases its borrowings under its revolving credit facilities. The majority of the Company's growth has been self-funded.

Cash flows from operations in fiscal 2018 compared to fiscal 2017 increased primarily as a result of net income offset by a decrease in deferred income taxes and income taxes payable, net. Finance receivables, net, increased by $26.5 million during fiscal 2018.

Cash flows from operations in fiscal 2017 compared to fiscal 2016 decreased primarily as a result of (i) an increase in finance receivables originations and (ii) an increase in inventory, offset by (iii) a higher non-cash charge for credit losses and (iv) an increase in income tax payable and (v) higher payment protection plan claims. Finance receivables, net, increased by $22.4 million during fiscal 2017.

The purchase price the Company pays for a vehicle has a significant effect on liquidity and capital resources. Because the Company bases its selling price on the purchase cost for the vehicle, increases in purchase costs result in increased selling prices. As the selling price increases, it becomes more difficult to keep the gross margin percentage and contract term in line with historical results because the Company's customers have limited incomes and their car payments must remain affordable within their individual budgets. Several external factors can negatively affect the purchase cost of vehicles. Decreases in the overall volume of new car sales, particularly domestic brands, lead to decreased supply in the used car market. Also, constrictions in consumer credit, as well as general economic conditions, can increase overall demand for the types of vehicles the Company purchases for resale as used vehicles become more attractive than new vehicles in times of economic instability. A negative shift in used vehicle supply, combined with strong demand, results in increased used vehicle prices and thus higher purchase costs for the Company.

New vehicle sales decreased dramatically during the economic recession of 2008 and did not return to pre-recession levels until 2016. In addition, the challenging macro-economic environment, together with the constriction in consumer credit starting in 2008, contributed to increased demand for the types of vehicles the Company purchases and a resulting increase in used car prices. These negative macro-economic conditions have continued to affect our customers in the years since the recession and, in turn, have helped keep demand high for the types of vehicles we purchase. This increased demand, coupled with depressed levels of new vehicle sales in recent years, negatively impacted both the quality and the quantity of the used vehicle supply available to the Company. Management expects the tight supply of vehicles and resulting increases in vehicle purchase costs to continue, although some relief is expected to continue as a result of increased new car sales levels in recent periods.

The Company has devoted significant efforts to improving its purchasing processes to ensure adequate supply at appropriate prices, including expanding its purchasing territories to larger cities in close proximity to its dealerships and increasing its efforts to purchase vehicles from individuals at the dealership level as well as via the internet. The Company has also increased the level of accountability for its purchasing agents including the establishment of sourcing and pricing guidelines. Even with these efforts, the Company expects gross margin percentages to remain under pressure over the near term.

The Company believes that the amount of credit available for the sub-prime auto industry has increased in recent years, and management expects the availability of consumer credit within the automotive industry to be higher over the near term when compared to historical levels. This is expected to contribute to continued strong overall demand for most, if not all, of the vehicles the Company purchases for resale. Increased competition resulting from availability of funding to the sub-prime auto industry has contributed to lower down payments and longer terms, which have had a negative effect on collection percentages, liquidity and credit losses when compared to prior periods.

Macro-economic factors can have an effect on credit losses and resulting liquidity. General inflation, particularly within staple items such as groceries, as well as overall unemployment levels can have a significant effect on collection results and ultimately credit losses. The Company has made improvements to its business processes within the last few years to strengthen controls and provide stronger infrastructure to support its collections efforts. The Company anticipates that credit losses in the near term will be higher than historical ranges due to significant continued macro-economic challenges for the Company's customer base as well as increased competitive pressures. Management continues to focus on improved execution at the dealership level, specifically as related to working individually with customers concerning collection issues.

The Company has generally leased the majority of the properties where its dealerships are located. As of April 30, 2018, the Company leased approximately 89% of its dealership properties. The Company expects to continue to lease the majority of the properties where its dealerships are located.

The Company's revolving credit facilities generally restrict distributions by the Company to its shareholders. The distribution limitations under the credit facilities allow the Company to repurchase shares of its common stock up to certain limits. Under the current limits, the aggregate amount of repurchases after October 25, 2017 cannot exceed the greater of: (a) $50 million, net of proceeds received from the exercise of stock options (plus any repurchases made during the first six months after October 25, 2017, in an aggregate amount up to the remaining availability under the $40 million repurchase limit in effect immediately prior to October 25, 2017, net of proceeds received from the exercise of stock options), provided that the sum of the borrowing bases combined minus the principal balances of all revolver loans after giving effect to such repurchases is equal to or greater than 20% of the sum of the borrowing bases; or (b) 75% of the consolidated net income of the Company measured on a trailing twelve month basis. In addition, immediately before and after giving effect to the Company's stock repurchases, at least 12.5% of the aggregate funds committed under the credit facilities must remain available. Thus, although the Company currently does routinely repurchase stock, the Company is limited in its ability to pay dividends or make other distributions to its shareholders without the consent of the Company's lenders.

At April 30, 2018, the Company had approximately $1 million of cash on hand and $46 million of availability under its revolving credit facilities (see Note F to the Consolidated Financial Statements in Item 8). On a short-term basis, the Company's principal sources of liquidity include income from operations and borrowings under its revolving credit facilities. On a longer-term basis, the Company expects its principal sources of liquidity to consist of income from operations and borrowings under revolving credit facilities or fixed interest term loans. The Company's revolving credit facilities mature in December 2019 and the Company expects that it will be able to renew or refinance its revolving credit facilities on or before the date they mature. Furthermore, while the Company has no specific plans to issue debt or equity securities, the Company believes, if necessary, it could raise additional capital through the issuance of such securities.

The Company expects to use cash from operations and borrowings to (i) grow its finance receivables portfolio, (ii) purchase property and equipment of approximately $4.2 million in the next 12 months in connection with refurbishing existing dealerships and adding new dealerships, subject to strong operating results, (iii) repurchase shares of common stock when favorable conditions exist and (iv) reduce debt to the extent excess cash is available.

The Company believes it will have adequate liquidity to continue to grow its revenues and to satisfy its capital needs for the foreseeable future.

Contractual Payment Obligations

The following is a summary of the Company's contractual payment obligations as of April 30, 2018, including renewal periods under operating leases that are reasonably assured (in thousands):

	Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Revolving lines of credit	$ 151,380	-	151,380	-	-
Notes payable	305	105	200	-	-
Capital lease	1,117	278	839	-	-
Operating leases	50,516	6,419	12,255	11,194	20,648
Interest on debt facilities	10,943	6,442	4,501	-	-
Total	$ 214,261	13,244	169,175	11,194	20,648

The previous table includes estimated interest payments on the Company's revolving lines of credit. We have assumed $151,380 remains outstanding under our revolving lines of credit until the maturity date of December 12, 2019, using the interest rate in effect on April 30, 2018, which was approximately 4.25%. The estimated interest payments on notes payable have been calculated based on the amortization of the notes in accordance with the respective agreements. The $50.5 million of operating lease commitments includes $14.3 million of non-cancelable lease commitments under the lease terms, and $36.2 million of lease commitments for renewal periods at the Company's option that are reasonably assured.

Off-Balance Sheet Arrangements

The Company has entered into operating leases for approximately 89% of its dealership and office facilities. Generally, these leases are for periods of three to five years and usually contain multiple renewal options. The Company uses leasing arrangements to maintain flexibility in its dealership locations and to preserve capital. The Company expects to continue to lease the majority of its dealership and office facilities under arrangements substantially consistent with the past. For the years ended April 30, 2018, 2017 and 2016, rent expense for all operating leases amounted to approximately $6.2 million, $6.2 million and $6.1 million, respectively.

The Company has a standby letter of credit relating to an insurance policy totaling $1 million at April 30, 2018.

Other than its operating leases and the letter of credit, the Company is not a party to any off-balance sheet arrangement that management believes is reasonably likely to have a current or future effect on the Company's financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Related Finance Company Contingency

Car-Mart of Arkansas and Colonial do not meet the affiliation standard for filing consolidated income tax returns, and as such they file separate federal and state income tax returns. Car-Mart of Arkansas routinely sells its finance receivables to Colonial at what the Company believes to be fair market value and is able to take a tax deduction at the time of sale for the difference between the tax basis of the receivables sold and the sales price. These types of transactions, based upon facts and circumstances, have been permissible under the provisions of the Internal Revenue Code as described in the Treasury Regulations. For financial accounting purposes, these transactions are eliminated in consolidation and a deferred income tax liability has been recorded for this timing difference. The sale of finance receivables from Car-Mart of Arkansas to Colonial provides certain legal protection for the Company's finance receivables and, principally because of certain state apportionment characteristics of Colonial, also has the effect of reducing the Company's overall effective state income tax rate by approximately 234 basis points. The actual interpretation of the Regulations is in part a facts and circumstances matter. The Company believes it satisfies the material provisions of the Regulations. Failure to satisfy those provisions could result in the loss of a tax deduction at the time the receivables are sold and have the effect of increasing the Company's overall effective income tax rate as well as the timing of required tax payments.

The Company's policy is to recognize accrued interest related to unrecognized tax benefits in interest expense and penalties in operating expenses. The Company had no accrued penalties or interest as of April 30, 2018.

Critical Accounting Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires the Company to make estimates and assumptions in determining the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from the Company's estimates. The Company believes the most significant estimate made in the preparation of the Consolidated Financial Statements in Item 8 relates to the determination of its allowance for credit losses, which is discussed below. The Company's accounting policies are discussed in Note B to the Consolidated Financial Statements in Item 8.

The Company maintains an allowance for credit losses on an aggregate basis at a level it considers sufficient to cover estimated losses inherent in the portfolio at the balance sheet date in the collection of its finance receivables currently outstanding. At April 30, 2018, the weighted average total contract term was 32.5 months with 23.6 months remaining. The reserve amount in the allowance for credit losses at April 30, 2018, $117.8 million, was 25.0% of the principal balance in finance receivables of $501.4 million, less unearned payment protection plan revenue of $19.8 million and unearned service contract revenue of $10.3 million.

The estimated reserve amount is the Company's anticipated future net charge-offs for losses incurred through the balance sheet date. The allowance takes into account historical credit loss experience (both timing and severity of losses), with consideration given to recent credit loss trends and changes in contract characteristics (i.e., average amount financed, months outstanding at loss date, term and age of portfolio), delinquency levels, collateral values, economic conditions and underwriting and collection practices. The allowance for credit losses is reviewed at least quarterly by management with any changes reflected in current operations. The calculation of the allowance for credit losses uses the following primary factors:

- The number of units repossessed or charged-off as a percentage of total units financed over specific historical periods of time from one year to five years.

- The average net repossession and charge-off loss per unit during the last eighteen months, segregated by the number of months since the contract origination date, and adjusted for the expected future average net charge-off loss per unit. Approximately 50% of the charge-offs that will ultimately occur in the portfolio are expected to occur within 10-11 months following the balance sheet date. The average age of an account at charge-off date is 12 months.

- The timing of repossession and charge-off losses relative to the date of sale (i.e., how long it takes for a repossession or charge-off to occur) for repossessions and charge-offs occurring during the last eighteen months.

A point estimate is produced by this analysis which is then supplemented by any positive or negative subjective factors to arrive at an overall reserve amount that management considers to be a reasonable estimate of losses inherent in the portfolio at the balance sheet date that will be realized via actual charge-offs in the future. Although it is at least reasonably possible that events or circumstances could occur in the future that are not presently foreseen which could cause actual credit losses to be materially different from the recorded allowance for credit losses, the Company believes that it has given appropriate consideration to all relevant factors and has made reasonable assumptions in determining the allowance for credit losses. While challenging economic conditions can negatively impact credit losses, the effectiveness of the execution of internal policies and procedures within the collections area and the competitive environment on the funding side have historically had a more significant effect on collection results than macro-economic issues. A 1% change, as a percentage of Finance receivables, in the allowance for credit losses would equate to an approximate pre-tax change of $4.7 million.

Recent Accounting Pronouncements

Occasionally, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") or other standard setting bodies which the Company will adopt as of the specified effective date. Unless otherwise discussed, the Company believes the implementation of recently issued standards which are not yet effective will not have a material impact on its consolidated financial statements upon adoption.

Revenue Recognition. In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (Topic 606), which supersedes existing revenue recognition guidance. The new guidance in ASU 2014-09 is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, to provide entities with an additional year to implement ASU 2014-09. As a result, the guidance in ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2017, and interim reporting periods within those years, using one of two retrospective application methods. The Company will adopt this standard for its fiscal year beginning May 1, 2018 and plans to apply the modified retrospective transition method with a cumulative effect adjustment, if any, recognized at the date of adoption. While the Company continues to evaluate all potential impacts of this standard, management generally does not expect adoption of the standard to have a material impact on the Company's consolidated financial statements. The Company's evaluation process includes, but is not limited to, identifying contracts within the scope of the guidance and reviewing and documenting its accounting for these contracts. The Company primarily sells products and recognizes revenue at the point of sale or delivery to customers, at which point the earnings process is deemed to be complete. The Company's performance obligations are clearly identifiable, and management does not anticipate significant changes to the assessment of such performance obligations or the timing of the Company's revenue recognition upon adoption of the new standard. The Company's primary business processes are consistent with the principles contained in the ASU, and the Company does not expect significant changes to those processes or its internal controls or systems. We have evaluated the impact of the adoption of this guidance and we do not expect the new guidance to materially impact our consolidated financial statements other than additional disclosure requirements.

Leases. In February 2016, the FASB issued ASU 2016-02, *Leases* (Topic 842). The new guidance requires that lessees recognize all leases, including operating leases, with a term greater than 12 months on-balance sheet and also requires disclosure of key information about leasing transactions. The guidance in ASU 2016-02 is effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within those years. The Company is currently evaluating the potential effects of the adoption of this guidance on the consolidated financial statements.

Credit Losses. In June 2016, the FASB issued ASU 2016-13, *Financial Instruments — Credit Losses* (Topic 326). ASU 2016-13 requires financial assets such as loans to be presented net of an allowance for credit losses that reduces the cost basis to the amount expected to be collected over the estimated life. Expected credit losses will be measured based on historical experience and current conditions, as well as forecasts of future conditions that affect the collectability of the reported amount. ASU 2016-13 is effective for annual reporting periods beginning after December 15, 2019, and interim reporting periods within those years using a modified retrospective approach. The Company is currently evaluating the potential effects of the adoption of this guidance on the consolidated financial statements, but does not expect such an impact to be material.

Statement of Cash Flows. In August 2016, the FASB issued ASU 2016-15 — *Statement of Cash Flows* (Topic 230). ASU 2016-15 aims to eliminate diversity in the practice of how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The guidance is effective for annual reporting periods beginning after December 15, 2017 and interim periods within those years. Early adoption is permitted and the retrospective transition method should be applied. The Company is currently evaluating the potential effects of the adoption of this guidance on the consolidated financial statements.

Income Taxes. In October 2016, the FASB issued ASU 2016-16, *Income Taxes* (Topic 740). ASU 2016-16 requires companies to recognize the income tax effects of intercompany sales and transfers of assets, other than inventory, in the period in which the transfer occurs. The guidance is effective for annual reporting periods beginning after December 15, 2017 and interim periods within those years. Early adoption is permitted and the modified retrospective transition method should be applied. The Company is currently evaluating the impact this guidance will have on our consolidated financial statements.

Impact of Inflation

Inflation has not historically been a significant factor impacting the Company's results; however, recent purchase price increases for vehicles, most pronounced over the last five fiscal years, have had a negative effect on the Company's gross margin percentages when compared to past years. This is due to the fact that the Company focuses on keeping payments affordable for its customer base and at the same time ensuring that the term of the contract matches the economic life of the vehicle.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

The Company is exposed to market risk on its financial instruments from changes in interest rates. In particular, the Company has historically had exposure to changes in the federal primary credit rate and has exposure to changes in the prime interest rate of its lender. The Company does not use financial instruments for trading purposes but has in the past entered into an interest rate swap agreement to manage interest rate risk.

Interest rate risk. The Company's exposure to changes in interest rates relates primarily to its debt obligations. The Company is exposed to changes in interest rates as a result of its revolving credit facilities, and the interest rates charged to the Company under its credit facilities fluctuate based on its primary lender's base rate of interest. The Company had total revolving debt of $151.4 million outstanding at April 30, 2018. The impact of a 1% increase in interest rates on this amount of debt would result in increased annual interest expense of approximately $1.5 million and a corresponding decrease in net income before income tax.

The Company's earnings are impacted by its net interest income, which is the difference between the income earned on interest-bearing assets and the interest paid on interest-bearing notes payable. The Company's finance receivables carry a fixed interest rate of 15% or 16.5% per annum, based on the Company's contract interest rate as of the contract origination date, while its revolving credit facilities contain variable interest rates that fluctuate with market interest rates.

Item 8. Financial Statements and Supplementary Data

The following financial statements and accountant's report are included in Item 8 of this Annual Report on Form 10-K:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of April 30, 2018 and 2017

Consolidated Statements of Operations for the years ended April 30, 2018, 2017 and 2016

Consolidated Statements of Cash Flows for the years ended April 30, 2018, 2017 and 2016

Consolidated Statement of Equity for the years ended April 30, 2018, 2017 and 2016

Notes to Consolidated Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
America's Car-Mart, Inc.

Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of America's Car-Mart, Inc. (a Texas corporation) and subsidiaries (the "Company") as of April 30, 2018 and 2017, the related consolidated statements of operations, equity, and cash flows for each of the three years in the period ended April 30, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of April 30, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended April 30, 2018, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of April 30, 2018, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), and our report dated June 13, 2018 expressed an unqualified opinion.

Basis for opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ GRANT THORNTON LLP

We have served as the Company's auditor since 2000.

Tulsa, Oklahoma
June 13, 2018

Consolidated Balance Sheets
America's Car-Mart, Inc.
(Dollars in thousands)

	April 30, 2018	April 30, 2017
Assets:		
Cash and cash equivalents	$ 1,022	$ 434
Accrued interest on finance receivables	2,189	2,098
Finance receivables, net	383,617	357,161
Inventory	33,610	30,129
Prepaid expenses and other assets	4,747	3,942
Income taxes receivable, net	1,450	-
Goodwill	355	355
Property and equipment, net	28,594	30,139
Total Assets	$ 455,584	$ 424,258
Liabilities, mezzanine equity and equity:		
Liabilities:		
Accounts payable	$ 13,609	$ 11,224
Deferred payment protection plan revenue	19,823	18,472
Deferred service contract revenue	10,332	9,611
Accrued liabilities	15,960	13,796
Income tax payable, net	-	885
Deferred income tax liabilities, net	12,558	18,918
Debt facilities	152,367	117,944
Total liabilities	224,649	190,850
Commitments and contingencies (Note L)		
Mezzanine equity:		
Mandatorily redeemable preferred stock	400	400
Equity:		
Preferred stock, par value $.01 per share, 1,000,000 shares authorized; none issued or outstanding	-	-
Common stock, par value $.01 per share, 50,000,000 shares authorized; 13,147,143 and 12,927,413 issued at April 30, 2018 and April 30, 2017, respectively, of which 6,849,161 and 7,608,471 were outstanding at April 30, 2018 and April 30, 2017, respectively	131	129
Additional paid-in capital	72,641	69,284
Retained earnings	361,988	325,519
Less: Treasury stock, at cost, 6,297,982 and 5,318,942 shares at April 30, 2018 and April 30, 2017, respectively	(204,325)	(162,024)
Total stockholders' equity	230,435	232,908
Non-controlling interest	100	100
Total equity	230,535	233,008
Total Liabilities, mezzanine equity and equity	$ 455,584	$ 424,258

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

Consolidated Statements of Operations
America's Car-Mart, Inc.
(Dollars in thousands except per share amounts)

	Years Ended April 30, 2018	2017	2016
Revenues:			
Sales	$ 537,528	$ 520,149	$ 506,517
Interest and other income	74,673	67,602	61,389
Total revenues	612,201	587,751	567,906
Costs and expenses:			
Cost of sales, excluding depreciation	315,273	304,927	304,886
Selling, general and administrative	99,023	91,940	92,242
Provision for credit losses	149,059	149,097	144,397
Interest expense	5,599	4,069	3,306
Depreciation and amortization	4,250	4,272	4,208
Loss on disposal of property and equipment	91	1,204	369
Total costs and expenses	573,295	555,509	549,408
Income before income taxes	38,906	32,242	18,498
Provision for income taxes	2,397	12,037	6,902
Net income	$ 36,509	$ 20,205	$ 11,596
Less: Dividends on mandatorily redeemable preferred stock	40	40	40
Net income attributable to common stockholders	$ 36,469	$ 20,165	$ 11,556
Earnings per share:			
Basic	$ 5.04	$ 2.57	$ 1.38
Diluted	$ 4.90	$ 2.49	$ 1.33
Weighted average number of shares outstanding:			
Basic	7,232,014	7,854,238	8,370,478
Diluted	7,441,358	8,110,777	8,666,031

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

Consolidated Statements of Cash Flows
America's Car-Mart, Inc.
(In thousands)

	Years Ended April 30,		
Operating activities:	2018	2017	2016
Net income	$ 36,509	$ 20,205	$ 11,596
Adjustments to reconcile net income to net cash			
provided by operating activities:			
Provision for credit losses	149,059	149,097	144,397
Losses on claims for payment protection plan	16,748	15,627	13,521
Depreciation and amortization	4,250	4,272	4,208
Amortization of debt issuance costs	260	252	214
Loss on disposal of property and equipment	91	1,204	369
Stock-based compensation	1,603	1,293	1,519
Deferred income taxes	(6,360)	638	(898)
Excess tax benefit from stock based compensation	-	(1,183)	(238)
Change in operating assets and liabilities:			
Finance receivable originations	(494,641)	(479,099)	(460,499)
Finance receivable collections	260,104	249,264	248,166
Accrued interest on finance receivables	(91)	(382)	286
Inventory	38,793	42,493	48,154
Prepaid expenses and other assets	(780)	(730)	284
Accounts payable and accrued liabilities	4,712	676	1,115
Deferred payment protection plan revenue	1,351	1,167	1,653
Deferred service contract revenue	721	(423)	450
Income taxes, net	(2,335)	2,963	(11)
Net cash provided by operating activities	9,994	7,334	14,286
Investing Activities:			
Purchases of property and equipment	(2,258)	(1,587)	(4,526)
Proceeds from sale of property and equipment	554	932	7
Net cash used in investing activities	(1,704)	(655)	(4,519)
Financing Activities:			
Exercise of stock options	1,641	1,895	400
Excess tax benefits from stock based compensation	-	1,183	238
Issuance of common stock	115	142	186
Purchase of common stock	(42,301)	(20,486)	(14,214)
Dividend payments	(40)	(40)	(40)
Debt issuance costs	(103)	(449)	146
Change in cash overdrafts	(163)	669	(1,587)
Prinicipal payments on notes payable	(107)	(104)	(34)
Proceeds from revolving credit facilities	433,818	387,050	374,214
Payments on revolving credit facilities	(400,562)	(376,707)	(369,264)
Net cash used in financing activities	(7,702)	(6,847)	(9,955)
Increase (decrease) in cash and cash equivalents	588	(168)	(188)
Cash and cash equivalents, beginning of period	434	602	790
Cash and cash equivalents, end of period	$ 1,022	$ 434	$ 602

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

Consolidated Statements of Equity
America's Car-Mart, Inc.
(Dollars in thousands)
For the Years Ended April 30, 2018, 2017 and 2016

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Non-Controlling Interest	Total Equity
Balance at April 30, 2015	12,688,890	$ 127	$ 62,428	$ 293,798	$ (127,321)	$ 100	$ 229,132
Issuance of common stock	6,920	-	186	-	-	-	186
Stock options exercised	30,750	-	400	-	-	-	400
Purchase of 493,073 treasury shares	-	-	-	-	(14,214)	-	(14,214)
Tax benefit of stock based compensation	-	-	238	-	-	-	238
Stock based compensation	-	-	1,519	-	-	-	1,519
Dividends on subsidiary preferred stock	-	-	-	(40)	-	-	(40)
Net income	-	-	-	11,596	-	-	11,596
Balance at April 30, 2016	12,726,560	$ 127	$ 64,771	$ 305,354	$ (141,535)	$ 100	$ 228,817
Issuance of common stock	4,750	-	142	-	-	-	142
Stock options exercised	196,103	2	1,895	-	-	-	1,897
Purchase of 666,202 treasury shares	-	-	-	-	(20,489)	-	(20,489)
Tax benefit of stock based compensation	-	-	1,183	-	-	-	1,183
Stock based compensation	-	-	1,293	-	-	-	1,293
Dividends on subsidiary preferred stock	-	-	-	(40)	-	-	(40)
Net income	-	-	-	20,205	-	-	20,205
Balance at April 30, 2017	12,927,413	$ 129	$ 69,284	$ 325,519	$ (162,024)	$ 100	$ 233,008
Issuance of common stock	3,096	-	115	-	-	-	115
Stock options exercised	216,634	2	1,639	-	-	-	1,641
Purchase of 979,040 treasury shares	-	-	-	-	(42,301)	-	(42,301)
Stock based compensation	-	-	1,603	-	-	-	1,603
Dividends on subsidiary preferred stock	-	-	-	(40)	-	-	(40)
Net income	-	-	-	36,509	-	-	36,509
Balance at April 30, 2018	13,147,143	$ 131	$ 72,641	$ 361,988	$ (204,325)	$ 100	$ 230,535

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

A - Organization and Business

America's Car-Mart, Inc., a Texas corporation (the "Company"), is one of the largest publicly held automotive retailers in the United States focused exclusively on the "Integrated Auto Sales and Finance" segment of the used car market. References to the Company typically include the Company's consolidated subsidiaries. The Company's operations are principally conducted through its two operating subsidiaries, America's Car Mart, Inc., an Arkansas corporation ("Car-Mart of Arkansas"), and Colonial Auto Finance, Inc., an Arkansas corporation ("Colonial"). Collectively, Car-Mart of Arkansas and Colonial are referred to herein as "Car-Mart". The Company primarily sells older model used vehicles and provides financing for substantially all of its customers. Many of the Company's customers have limited financial resources and would not qualify for conventional financing as a result of limited credit histories or past credit problems. As of April 30, 2018, the Company operated 139 dealerships located primarily in small cities throughout the South-Central United States.

B - Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of America's Car-Mart, Inc. and its subsidiaries. All intercompany accounts and transactions have been eliminated.

Segment Information

Each dealership is an operating segment with its results regularly reviewed by the Company's chief operating decision maker in an effort to make decisions about resources to be allocated to the segment and to assess its performance. Individual dealerships meet the aggregation criteria for reporting purposes under the current accounting guidance. The Company operates in the Integrated Auto Sales and Finance segment of the used car market, also referred to as the Integrated Auto Sales and Finance industry. In this industry, the nature of the sale and the financing of the transaction, financing processes, the type of customer and the methods used to distribute the Company's products and services, including the actual servicing of the contracts as well as the regulatory environment in which the Company operates all have similar characteristics. Each of our individual dealerships is similar in nature and only engages in the selling and financing of used vehicles. All individual dealerships have similar operating characteristics. As such, individual dealerships have been aggregated into one reportable segment.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. Significant estimates include, but are not limited to, the Company's allowance for credit losses.

Concentration of Risk

The Company provides financing in connection with the sale of substantially all of its vehicles. These sales are made primarily to customers residing in Alabama, Arkansas, Georgia, Kentucky, Mississippi, Missouri, Oklahoma, Tennessee, and Texas, with approximately 30% of revenues resulting from sales to Arkansas customers.

As of April 30, 2018, and periodically throughout the year, the Company maintained cash in financial institutions in excess of the amounts insured by the federal government. The Company's revolving credit facilities mature in December 2019. The Company expects that these credit facilities will be renewed or refinanced on or before the scheduled maturity dates.

Restrictions on Distributions/Dividends

The Company's revolving credit facilities generally restrict distributions by the Company to its shareholders. The distribution limitations under the credit facilities allow the Company to repurchase shares of its common stock up to certain limits. Under the current limits, the aggregate amount of repurchases after October 25, 2017 cannot exceed the greater of: (a) $50 million, net of proceeds received from the exercise of stock options (plus any repurchases made during the first six months after October 25, 2017, in an aggregate amount up to the remaining availability under the $40 million repurchase limit in effect immediately prior to October 25, 2017, net of proceeds received from the exercise of stock options), provided that the sum of the borrowing bases combined minus the principal balances of all revolver loans after giving effect to such repurchases is equal to or greater than 20% of the sum of the borrowing bases; or (b) 75% of the consolidated net income of the Company measured on a trailing twelve month basis. In addition, immediately before and after giving effect to the Company's stock repurchases, at least 12.5% of the aggregate funds committed under the credit facilities must remain available. Thus, the Company is limited in its ability to pay dividends or make other distributions to its shareholders without the consent of the Company's lenders.

Cash Equivalents

The Company considers all highly liquid instruments purchased with original maturities of three months or less to be cash equivalents.

Finance Receivables, Repossessions and Charge-offs and Allowance for Credit Losses

The Company originates installment sale contracts from the sale of used vehicles at its dealerships. These installment sale contracts carry an average interest rate of approximately 16.3% using the simple effective interest method including any deferred fees. In May 2016, the Company increased its retail installment sales contract interest rate from 15.0% to 16.5% in response to continued high levels of credit losses. Contract origination costs are not significant. The installment sale contracts are not pre-computed contracts whereby borrowers are obligated to pay back principal plus the full amount of interest that will accrue over the entire term of the contract. Finance receivables are collateralized by vehicles sold and consist of contractually scheduled payments from installment contracts net of unearned finance charges and an allowance for credit losses. Unearned finance charges represent the balance of interest receivable to be earned over the entire term of the related installment contract, less the earned amount ($2.2 million at April 30, 2018 and $2.1 million at April 30, 2017), and as such, have been reflected as a reduction to the gross contract amount in arriving at the principal balance in finance receivables. An account is considered delinquent when the customer is one day or more behind on their contractual payments. While the Company does not formally place contracts on nonaccrual status, the immaterial amount of interest that may accrue after an account becomes delinquent up until the point of resolution via repossession or write-off, is reserved for against the accrued interest on the Consolidated Balance Sheets. Delinquent contracts are addressed and either made current by the customer, which is the case in most situations, or the vehicle is repossessed or written off if the collateral cannot be recovered quickly. Customer payments are set to match their payday with approximately 75% of payments due on either a weekly or bi-weekly basis. The frequency of the payment due dates combined with the declining value of collateral lead to prompt resolutions on problem accounts. At April 30, 2018, 3.5% of the Company's finance receivables balances were 30 days or more past due compared to 3.6% at April 30, 2017.

Substantially all of the Company's automobile contracts involve contracts made to individuals with impaired or limited credit histories, or higher debt-to-income ratios than permitted by traditional lenders. Contracts made with buyers who are restricted in their ability to obtain financing from traditional lenders generally entail a higher risk of delinquency, default and repossession, and higher losses than contracts made with buyers with better credit. At the time of originating a finance agreement, the Company requires customers to meet certain criteria that demonstrate their intent and ability to pay for the financed principle and interest on the vehicle they are purchasing. However, the Company recognizes that their customer base is at a higher risk of default given their impaired or limited credit histories.

The Company strives to keep its delinquency percentages low, and not to repossess vehicles. Accounts three days late are contacted by telephone. Notes from each telephone contact are electronically maintained in the Company's computer system.

The Company attempts to resolve payment delinquencies amicably prior to repossessing a vehicle. If a customer becomes severely delinquent in his or her payments, and management determines that timely collection of future payments is not probable, the Company will take steps to repossess the vehicle.

Periodically, the Company enters into contract modifications with its customers to extend or modify the payment terms. The Company only enters into a contract modification or extension if it believes such action will increase the amount of monies the Company will ultimately realize on the customer's account and will increase the likelihood of the customer being able to pay off the vehicle contract. At the time of modification, the Company expects to collect amounts due including accrued interest at the contractual interest rate for the period of delay. No other concessions are granted to customers, beyond the extension of additional time, at the time of modifications. Modifications are minor and are made for payday changes, minor vehicle repairs and other reasons. For those vehicles that are repossessed, the majority are returned or surrendered by the customer on a voluntary basis. Other repossessions are performed by Company personnel or third party repossession agents. Depending on the condition of a repossessed vehicle, it is either resold on a retail basis through a Company dealership, or sold for cash on a wholesale basis primarily through physical or online auctions.

The Company takes steps to repossess a vehicle when the customer becomes delinquent in his or her payments and management determines that timely collection of future payments is not probable. Accounts are charged-off after the expiration of a statutory notice period for repossessed accounts, or when management determines that the timely collection of future payments is not probable for accounts where the Company has been unable to repossess the vehicle. For accounts with respect to which the vehicle was repossessed, the fair value of the repossessed vehicle is charged as a reduction of the gross finance receivables balance charged-off. On average, accounts are approximately 60 days past due at the time of charge-off. For previously charged-off accounts that are subsequently recovered, the amount of such recovery is credited to the allowance for credit losses.

The Company maintains an allowance for credit losses on an aggregate basis, as opposed to a contract-by-contract basis, at an amount it considers sufficient to cover estimated losses inherent in the portfolio at the balance sheet date in the collection of its finance receivables currently outstanding. The Company accrues an estimated loss for the amount it believes will not be collected. The amount of the loss can be reasonably estimated in the aggregate. The allowance for credit losses is based primarily upon historical credit loss experience, with consideration given to recent credit loss trends and changes in contract characteristics (i.e., average amount financed and term), delinquency levels, collateral values, economic conditions and underwriting and collection practices. The allowance for credit losses is periodically reviewed by management with any changes reflected in current operations. Although it is at least reasonably possible that events or circumstances could occur in the future that are not presently foreseen which could cause actual credit losses to be materially different from the recorded allowance for credit losses, the Company believes that it has given appropriate consideration to all relevant factors and has made reasonable assumptions in determining the allowance for credit losses. The calculation of the allowance for credit losses uses the following primary factors:

- The number of units repossessed or charged-off as a percentage of total units financed over specific historical periods of time from one year to five years.

- The average net repossession and charge-off loss per unit during the last eighteen months, segregated by the number of months since the contract origination date, and adjusted for the expected future average net charge-off loss per unit. Approximately 50% of the charge-offs that will ultimately occur in the portfolio are expected to occur within 10-11 months following the balance sheet date. The average age of an account at charge-off date is 12 months.

- The timing of repossession and charge-off losses relative to the date of sale (i.e., how long it takes for a repossession or charge-off to occur) for repossessions and charge-offs occurring during the last eighteen months.

A point estimate is produced by this analysis which is then supplemented by any positive or negative subjective factors to arrive at an overall reserve amount that management considers to be a reasonable estimate of losses inherent in the portfolio at the balance sheet date that will be realized via actual charge-offs in the future. While challenging economic conditions can negatively impact credit losses, the effectiveness of the execution of internal policies and procedures within the collections area and the competitive environment on the lending side have historically had a more significant effect on collection results than macro-economic issues.

An increase to the allowance for credit losses to 25% was made in the second quarter of fiscal 2016 which resulted in a $4.8 million charge to the provision for credit losses based on the analysis discussed above and the increased level of charge-offs with the expectation that charge-offs related to a significant extent to increased competition on the lending side will remain elevated. The allowance remained at 25% at April 30, 2018.

In most states, the Company offers retail customers who finance their vehicle the option of purchasing a payment protection plan product as an add-on to the installment sale contract. This product contractually obligates the Company to cancel the remaining principal outstanding for any contract where the retail customer has totaled the vehicle, as defined by the product, or the vehicle has been stolen. The Company periodically evaluates anticipated losses to ensure that if anticipated losses exceed deferred payment protection plan revenues, an additional liability is recorded for such difference. No such liability was required at April 30, 2018 or 2017.

Inventory

In July 2015, the Financial Accounting Standards Board ("FASB") issued ASU 2015-11, Simplifying the Measurement of Inventory, which requires entities to measure most inventory at the lower of cost or net realizable value. The updated guidance was effective for us on May 1, 2017 and did not materially impact our consolidated financial statements. Inventory consists of used vehicles and is valued at the lower of cost or net realizable value on a specific identification basis. Vehicle reconditioning costs are capitalized as a component of inventory. Repossessed vehicles and trade-in vehicles are recorded at fair value, which approximates wholesale value. The cost of used vehicles sold is determined using the specific identification method.

Goodwill

Goodwill reflects the excess of purchase price over the fair value of specifically identified net assets purchased. Goodwill and intangible assets deemed to have indefinite lives are not amortized but are subject to qualitative annual impairment tests at the Company's year-end. The impairment tests are based on the comparison of the fair value of the reporting unit to the carrying value of such unit. The implied goodwill is compared to the carrying value of the goodwill to determine the impairment, if any. There was no impairment of goodwill during fiscal 2018 or fiscal 2017.

Property and Equipment

Property and equipment are stated at cost. Expenditures for additions, remodels and improvements are capitalized. Costs of repairs and maintenance are expensed as incurred. Leasehold improvements are amortized over the shorter of the estimated life of the improvement or the lease period. The lease period includes the primary lease term plus any extensions that are reasonably assured. Depreciation is computed principally using the straight-line method generally over the following estimated useful lives:

Furniture, fixtures and equipment	3 to 7 years
Leasehold improvements	5 to 15 years
Buildings and improvements	18 to 39 years

Property and equipment are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying values of the impaired assets exceed the fair value of such assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Cash Overdraft

As checks are presented for payment from the Company's primary disbursement bank account, monies are automatically drawn against cash collections for the day and, if necessary, are drawn against one of its revolving credit facilities. Any cash overdraft balance principally represents outstanding checks, net of any deposits in transit that as of the balance sheet date had not yet been presented for payment. Any cash overdraft balance is reflected in accrued liabilities on the Company's Consolidated Balance Sheets.

Deferred Sales Tax

Deferred sales tax represents a sales tax liability of the Company for vehicles sold on an installment basis in the states of Alabama and Texas. Under Alabama and Texas law, for vehicles sold on an installment basis, the related sales tax is due as the payments are collected from the customer, rather than at the time of sale. Deferred sales tax liabilities are reflected in accrued liabilities on the Company's Consolidated Balance Sheets.

Income Taxes

Income taxes are accounted for under the liability method. Under this method, deferred income tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates expected to apply in the years in which these differences are expected to be recovered or settled.

On December 22, 2017, President Trump signed into law the "Tax Cuts and Jobs Act" (the "Tax Act"). The Tax Act includes significant changes to the U.S. tax code that affected our fiscal year ending April 30, 2018, and future periods. Changes in the tax laws from the Tax Act had a material impact on our financial statements in fiscal 2018. Under generally accepted accounting principles ("U.S. GAAP") specifically ASC Topic 740, *Income Taxes*, the tax effects of changes in tax laws must be recognized in the period in which the law is enacted, or December 22, 2017, for the Tax Act. ASC 740 also requires deferred tax assets and liabilities to be measured at the enacted tax rate expected to apply when temporary differences are to be realized or settled. Thus, at the date of enactment, the Company's deferred taxes were re-measured based upon the new tax rates. The change in deferred taxes is recorded as an adjustment to our deferred tax provision. The Tax Act reduced the corporate tax rate from 35% to 21%, effective January 1, 2018. This results in a blended federal corporate tax rate of approximately 30.4% in fiscal year 2018 and 21% thereafter. In the third quarter of fiscal 2018, we recorded a discrete net deferred income tax benefit of $8.1 million with a corresponding provisional reduction to our net deferred income tax liability. This estimate may change as we receive additional information about the timing of deferred income tax reversal.

Occasionally, the Company is audited by taxing authorities. These audits could result in proposed assessments of additional taxes. The Company believes that its tax positions comply in all material respects with applicable tax law; however, tax law is subject to interpretation, and interpretations by taxing authorities could be different from those of the Company, which could result in the imposition of additional taxes.

The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. The Company applies this methodology to all tax positions for which the statute of limitations remains open.

The Company is subject to income taxes in the U.S. federal jurisdiction and various state jurisdictions. Tax regulations within each jurisdiction are subject to the interpretation of the related tax laws and regulations and require significant judgment to apply. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for the fiscal years before 2015.

The Company's policy is to recognize accrued interest related to unrecognized tax benefits in interest expense and penalties in operating expenses. The Company had no accrued penalties or interest as of April 30, 2018 and 2017, respectively.

Revenue Recognition

Revenues are generated principally from the sale of used vehicles, which in most cases includes a service contract and a payment protection plan product, and interest income and late fees earned on finance receivables. Revenues are net of taxes collected from customers and remitted to government agencies. Cost of vehicle sales include costs incurred by the Company to prepare the vehicle for sale including license and title costs, gasoline, transport services and repairs.

Revenues from the sale of used vehicles are recognized when the sales contract is signed, the customer has taken possession of the vehicle and, if applicable, financing has been approved. Revenues from the sale of vehicles sold at wholesale are recognized at the time the proceeds are received. Revenues from the sale of service contracts are recognized ratably over the expected duration of the product. Service contract revenues are included in sales and the related expenses are included in cost of sales. Payment protection plan revenues are initially deferred and then recognized to income using the "Rule of 78's" interest method over the life of the contract so that revenues are recognized in proportion to the amount of cancellation protection provided. Payment protection plan revenues are included in sales and related losses are included in cost of sales as incurred. Interest income is recognized on all active finance receivables accounts using the simple effective interest method. Active accounts include all accounts except those that have been paid-off or charged-off.

Sales consist of the following for the years ended April 30, 2018, 2017 and 2016:

	Years Ended April 30,		
(In thousands)	2018	2017	2016
Sales – used autos	$ 462,956	$ 448,183	$ 436,080
Wholesales – third party	25,638	23,554	24,917
Service contract sales	28,482	28,668	27,323
Payment protection plan revenue	20,452	19,744	18,197
Total	$ 537,528	$ 520,149	$ 506,517

At April 30, 2018 and 2017, finance receivables more than 90 days past due were approximately $1.6 million and $1.5 million, respectively. Late fee revenues totaled approximately $1.9 million, $2.0 million and $2.0 million for the fiscal years ended 2018, 2017 and 2016, respectively. Late fee revenue is recognized when collected and is reflected within Interest and other income on the Consolidated Statements of Operations.

Advertising Costs

Advertising costs are expensed as incurred and consist principally of radio, television and print media marketing costs. Advertising costs amounted to $3.8 million, $4.0 million and $4.2 million for the years ended April 30, 2018, 2017 and 2016, respectively.

Employee Benefit Plans

The Company has 401(k) plans for all of its employees meeting certain eligibility requirements. The plans provide for voluntary employee contributions and the Company matches 50% of employee contributions up to a maximum of 4% of each employee's compensation. The Company contributed approximately $465,000, $437,000, and $403,000 to the plans for the years ended April 30, 2018, 2017 and 2016, respectively.

The Company offers employees the right to purchase common shares at a 15% discount from market price under the 2006 Employee Stock Purchase Plan which was approved by shareholders in October 2006. The Company takes a charge to earnings for the 15% discount, included in stock-based compensation. Amounts for fiscal years 2018, 2017 and 2016 were not material individually or in the aggregate. A total of 200,000 shares were registered and 144,790 remain available for issuance under this plan at April 30, 2018.

Earnings per Share

Basic earnings per share are computed by dividing net income attributable to common stockholders by the average number of common shares outstanding during the period. Diluted earnings per share are computed by dividing net income attributable to common stockholders by the average number of common shares outstanding during the period plus dilutive common stock equivalents. The calculation of diluted earnings per share takes into consideration the potentially dilutive effect of common stock equivalents, such as outstanding stock options and non-vested restricted stock, which if exercised or converted into common stock would then share in the earnings of the Company. In computing diluted earnings per share, the Company utilizes the treasury stock method and anti-dilutive securities are excluded.

Stock-Based Compensation

The Company recognizes the cost of employee services received in exchange for awards of equity instruments, such as stock options and restricted stock, based on the fair value of those awards at the date of grant over the requisite service period. The Company uses the Black-Scholes option pricing model to determine the fair value of stock option awards. The Company may issue either new shares or treasury shares upon exercise of these awards. Stock-based compensation plans, related expenses, and assumptions used in the Black-Scholes option pricing model are more fully described in Note K. If an award contains a performance condition, expense is recognized only for those shares for which it is considered reasonably probable as of the current period end that the performance condition will be met. In March 2016, the FASB issued ASU 2016-09, *Improvements to Employee Share-Based Payment Accounting*, to simplify the accounting for share-based payment transactions. The Company adopted the guidance prospectively on May 1, 2017. The Company recognized a $1.7 million tax benefit during fiscal 2018. In connection with the adoption, we elected to account for forfeitures as they occur; previously, we were required to record stock compensation expense based on awards that were expected to vest, which had required us to apply an estimated forfeiture rate. The differential between the amount of compensation previously recorded and the amount that would have been recorded, if we did not assume a forfeiture rate, was not material to our consolidated financial statements. Also, in connection with the adoption, the Company now records any excess tax benefits or deficiencies from its equity awards in its Consolidated Statements of Operations in the reporting period in which the exercise occurs. As a result, going forward, the Company's income tax expenses and associated effective tax rate will be impacted by fluctuations in stock price between the grant dates and exercise dates of equity awards.

Treasury Stock

The Company purchased 979,040, 666,202, and 493,073 shares of its common stock to be held as treasury stock for a total cost of $42.3 million, $20.5 million and $14.2 million during the years ended April 30, 2018, 2017 and 2016, respectively. Treasury stock may be used for issuances under the Company's stock-based compensation plans or for other general corporate purposes. The Company has a reserve account of 10,000 shares of treasury stock to secure outstanding service contracts issued in Iowa in accordance with the regulatory requirements of that state and another reserve account of 10,000 shares of treasury stock for its subsidiary, ACM Insurance Company, in accordance with the requirements of the Arkansas Department of Insurance.

Recent Accounting Pronouncements

Occasionally, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") or other standard setting bodies which the Company will adopt as of the specified effective date. Unless otherwise discussed, the Company believes the implementation of recently issued standards which are not yet effective will not have a material impact on its consolidated financial statements upon adoption.

Revenue Recognition. In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (Topic 606), which supersedes existing revenue recognition guidance. The new guidance in ASU 2014-09 is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, to provide entities with an additional year to implement ASU 2014-09. As a result, the guidance in ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2017, and interim reporting periods within those years, using one of two retrospective application methods. The Company will adopt this standard for its fiscal year beginning May 1, 2018 and plans to apply the modified retrospective transition method with a cumulative effect adjustment, if any, recognized at the date of adoption. While the Company continues to evaluate all potential impacts of this standard, management generally does not expect adoption of the standard to have a material impact on the Company's consolidated financial statements. The Company's evaluation process includes, but is not limited to, identifying contracts within the scope of the guidance and reviewing and documenting its accounting for these contracts. The Company primarily sells products and recognizes revenue at the point of sale or delivery to customers, at which point the earnings process is deemed to be complete. The Company's performance obligations are clearly identifiable, and management does not anticipate significant changes to the assessment of such performance obligations or the timing of the Company's revenue recognition upon adoption of the new standard. The Company's primary business processes are consistent with the principles contained in the ASU, and the Company does not expect significant changes to those processes or its internal controls or systems. We have evaluated the impact of the adoption of this guidance and we do not expect the new guidance to materially impact our consolidated financial statements other than additional disclosure requirements.

Leases. In February 2016, the FASB issued ASU 2016-02, *Leases* (Topic 842). The new guidance requires that lessees recognize all leases, including operating leases, with a term greater than 12 months on-balance sheet and also requires disclosure of key information about leasing transactions. The guidance in ASU 2016-02 is effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within those years. The Company is currently evaluating the potential effects of the adoption of this guidance on the consolidated financial statements.

Credit Losses. In June 2016, the FASB issued ASU 2016-13, *Financial Instruments — Credit Losses* (Topic 326). ASU 2016-13 requires financial assets such as loans to be presented net of an allowance for credit losses that reduces the cost basis to the amount expected to be collected over the estimated life. Expected credit losses will be measured based on historical experience and current conditions, as well as forecasts of future conditions that affect the collectability of the reported amount. ASU 2016-13 is effective for annual reporting periods beginning after December 15, 2019, and interim reporting periods within those years using a modified retrospective approach. The Company is currently evaluating the potential effects of the adoption of this guidance on the consolidated financial statements, but does not expect such impact to be material.

Statement of Cash Flows. In August 2016, the FASB issued ASU 2016-15 — *Statement of Cash Flows* (Topic 230). ASU 2016-15 aims to eliminate diversity in the practice of how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The guidance is effective for annual reporting periods beginning after December 15, 2017 and interim periods within those years. Early adoption is permitted and the retrospective transition method should be applied. The Company is currently evaluating the potential effects of the adoption of this guidance on the consolidated financial statements.

Income Taxes. In October 2016, the FASB issued ASU 2016-16, *Income Taxes* (Topic 740). ASU 2016-16 requires companies to recognize the income tax effects of intercompany sales and transfers of assets, other than inventory, in the period in which the transfer occurs. The guidance is effective for annual reporting periods beginning after December 15, 2017 and interim periods within those years. Early adoption is permitted and the modified retrospective transition method should be applied. The Company is currently evaluating the impact this guidance will have on our consolidated financial statements.

C - Finance Receivables, Net

The Company originates installment sale contracts from the sale of used vehicles at its dealerships. These installment sale contracts, which carry an interest rate of 15% or 16.5% per annum (based on the Company's contract interest rate in effect at the contract origination date), are collateralized by the vehicle sold and typically provide for payments over periods ranging from 18 to 42 months. The Company's finance receivables are defined as one segment and one class of loans, which is sub-prime consumer automobile contracts. The level of risks inherent in our financing receivables is managed as one homogeneous pool. The components of finance receivables as of April 30, 2018 and 2017 are as follows:

(In thousands)	April 30, 2018	April 30, 2017
Gross contract amount	$ 584,682	$ 545,916
Less unearned finance charges	(83,244)	(79,062)
Principal balance	501,438	466,854
Less allowance for credit losses	(117,821)	(109,693)
Finance receivables, net	$ 383,617	$ 357,161

Changes in the finance receivables, net for the years ended April 30, 2018, 2017 and 2016 are as follows:

	Years Ended April 30,		
(In thousands)	2018	2017	2016
Balance at beginning of period	$ 357,161	$ 334,793	$ 324,144
Finance receivable originations	494,641	479,099	460,499
Finance receivable collections	(260,104)	(249,264)	(248,166)
Provision for credit losses	(149,059)	(149,097)	(144,397)
Losses on claims for payment protection plan	(16,748)	(15,627)	(13,521)
Inventory acquired in repossession and payment protection plan claims	(42,274)	(42,743)	(43,766)
Balance at end of period	$ 383,617	$ 357,161	$ 334,793

Changes in the finance receivables allowance for credit losses for the years ended April 30, 2018, 2017 and 2016 are as follows:

	Years Ended April 30,		
(In thousands)	2018	2017	2016
Balance at beginning of period	$ 109,693	$ 102,485	$ 93,224
Provision for credit losses	149,059	149,097	144,397
Charge-offs, net of recovered collateral	(140,931)	(141,889)	(135,136)
Balance at end of period	$ 117,821	$ 109,693	$ 102,485

The factors which influenced management's judgment in determining the amount of the additions to the allowance charged to provision for credit losses are described below.

The level of actual charge-offs, net of recovered collateral, is the most important factor in determining the charges to the provision for credit losses. This is due to the fact that once a contract becomes delinquent the account is either made current by the customer, the vehicle is repossessed or the account is written off if the collateral cannot be recovered. Net charge-offs as a percentage of average finance receivables was 28.8% for fiscal 2018 as compared to 30.5% for fiscal 2017. The decrease in net charge-offs for fiscal 2018 primarily resulted from a lower frequency of losses primarily due to improvements in the collections process. The fiscal 2016 provision included a $4.8 million increase in the provision as a result of the increase in our provision percentage applied to the growth in finance receivables during the second quarter of fiscal 2016.

Collections and delinquency levels can have a significant effect on additions to the allowance and are reviewed frequently. Collections as a percentage of average finance receivables were 53.1% for the year ended April 30, 2018 compared to 53.6% for the year ended April 30, 2017. Delinquencies greater than 30 days remained relatively consistent at 3.5% for April 30, 2018 compared to 3.6% at April 30, 2017.

Macro-economic factors, and more importantly, proper execution of operational policies and procedures have a significant effect on additions to the allowance charged to the provision. Higher unemployment levels, higher gasoline prices and higher prices for staple items can potentially have a significant effect. The Company continues to focus on operational improvements within the collections area such as credit reporting for customers, GPS technology on vehicles sold and text messaging payment reminders.

Credit quality information for finance receivables is as follows:

(Dollars in thousands)	April 30, 2018		April 30, 2017	
	Principal Balance	Percent of Portfolio	Principal Balance	Percent of Portfolio
Current	$ 424,511	84.67%	$ 397,341	85.12%
3 - 29 days past due	59,544	11.87%	52,869	11.32%
30 - 60 days past due	12,448	2.48%	11,658	2.50%
61 - 90 days past due	3,331	0.66%	3,516	0.75%
> 90 days past due	1,604	0.32%	1,470	0.31%
Total	$ 501,438	100.00%	$ 466,854	100.00%

Accounts one and two days past due are considered current for this analysis, due to the varying payment dates and variation in the day of the week at each period end. Delinquencies may vary from period to period based on the average age of the portfolio, seasonality within the calendar year, the day of the week and overall economic factors. The above categories are consistent with internal operational measures used by the Company to monitor credit results.

Substantially all of the Company's automobile contracts involve contracts made to individuals with impaired or limited credit histories, or higher debt-to-income ratios than permitted by traditional lenders. Contracts made with buyers who are restricted in their ability to obtain financing from traditional lenders generally entail a higher risk of delinquency, default and repossession, and higher losses than contracts made with buyers with better credit. The Company monitors contract term length, down payment percentages, and collections for credit quality indicators.

	Twelve Months Ended April 30,	
	2018	2017
Principal collected as a percent of average finance receivables	53.1%	53.6%
Average down-payment percentage	6.4%	6.0%

	April 30, 2018	April 30, 2017
Average originating contract term *(in months)*	29.7	29.5
Portfolio weighted average contract term, including modifications *(in months)*	32.5	32.5

The decrease in collections as a percentage of average finance receivables was primarily due to the longer overall contract term and the increase in the contract interest rate, offset by a slightly higher average age of receivables. The increases in contract term are primarily related to efforts to keep payments affordable, for competitive reasons and to continue to work more with our customers when they experience financial difficulties. In order to remain competitive, term lengths may continue to increase.

D - Property and Equipment

A summary of property and equipment is as follows:

(In thousands)	April 30, 2018	April 30, 2017
Land	$ 6,402	$ 6,742
Buildings and improvements	11,569	11,972
Furniture, fixtures and equipment	12,874	13,143
Leasehold improvements	24,567	24,464
Construction in progress	1,259	-
Accumulated depreciation and amortization	(28,077)	(26,182)
Property and equipment, net	$ 28,594	$ 30,139

E - Accrued Liabilities

A summary of accrued liabilities is as follows:

(In thousands)	April 30, 2018		April 30, 2017	
Employee compensation	$	6,539	$	5,406
Cash overdrafts (see Note B)		506		669
Deferred sales tax (see Note B)		3,270		2,894
Reserve for PPP claims		2,101		1,884
Other		3,544		2,943
Accrued liabilities	$	15,960	$	13,796

F – Debt Facilities

A summary of debt facilities is as follows:

(In thousands)	2018		2017	
Revolving lines of credit	$	151,380	$	118,124
Notes payable		305		413
Capital lease		1,117		-
Debt issuance costs		(435)		(593)
Debt facilities	$	152,367	$	117,944

On December 12, 2016, the Company entered into a Second Amended and Restated Loan and Security Agreement (the "Agreement") which amended and restated the Company's credit facilities. The Agreement extended the terms of the credit facilities to December 12, 2019, reduced the pricing tiers for determining the applicable interest rate from four to three, and reset the aggregate limit on the repurchase of Company stock to $40 million beginning December 12, 2016. The Agreement also increased the total revolving credit facilities from $172.5 million to $200 million, provided the option to request revolver commitment increases for up to an additional $50 million and increased the advance rate on accounts receivable with 37-42 month terms from 50% to 55%, and the advance rate on accounts receivable with 43-60 month terms from 45% to 50%.

On October 25, 2017, the Company entered into Amendment No. 1 (the "Amendment") to the Agreement. The Amendment, among other things, (i) increased the aggregate limit on repurchases beginning with the effective date of the Amendment to $50 million, net of proceeds received from the exercise of stock options, plus for a period of six months after October 25, 2017, the amount of repurchases available to the Company immediately prior to the effective date of the Amendment (net of proceeds received from exercise of stock options), and (ii) reduced the upper threshold to 20% from 25% for minimum net availability of the borrowing base for financial covenant testing and limitations on distributions. The Amendment also provides for a 0.025% decrease in the second pricing tier and a 0.125% decrease in the third pricing tier for determining the applicable interest rate. The Amendment also added a fourth pricing tier at LIBOR plus 2.875%, based on the Company's consolidated leverage ratio if greater than 1.75:1.00 for the preceding fiscal quarter. The Amendment did not change the first pricing tier. Pricing tiers are based on the Company's consolidated leverage ratio for the preceding fiscal quarter.

The revolving credit facilities are collateralized primarily by finance receivables and inventory, are cross collateralized and contain a guarantee by the Company. Interest is payable monthly under the revolving credit facilities. The credit facilities provide for four pricing tiers for determining the applicable interest rate, based on the Company's consolidated leverage ratio for the preceding fiscal quarter. The current applicable interest rate under the Credit Facilities is generally LIBOR plus 2.35%, or 4.25% at April 30, 2018 and 3.37% at April 30, 2017. The credit facilities contain various reporting and performance covenants including (i) maintenance of certain financial ratios and tests, (ii) limitations on borrowings from other sources, (iii) restrictions on certain operating activities and (iv) restrictions on the payment of dividends or distributions.

The distribution limitations under the credit facilities allow the Company to repurchase shares of its common stock up to certain limits. Under the current limits, the aggregate amount of repurchases after October 25, 2017 cannot exceed the greater of: (a) $50 million, net of proceeds received from the exercise of stock options (plus any repurchases made during the first six months after October 25, 2017, in an aggregate amount up to the remaining availability under the $40 million repurchase limit in effect immediately prior to October 25, 2017, net of proceeds received from the exercise of stock options), provided that the sum of the borrowing bases combined minus the principal balances of all revolver loans after giving effect to such repurchases is equal to or greater than 20% of the sum of the borrowing bases; or (b) 75% of the consolidated net income of the Company measured on a trailing twelve month basis. In addition, immediately before and after giving effect to the Company's stock repurchases, at least 12.5% of the aggregate funds committed under the credit facilities must remain available.

The Company was in compliance with the covenants at April 30, 2018. The amount available to be drawn under the credit facilities is a function of eligible finance receivables and inventory; based upon eligible finance receivables and inventory at April 30, 2018, the Company had additional availability of approximately $46 million under the revolving credit facilities.

The Company recognized $260,000 and $252,000 of amortization for the twelve months ended April 30, 2018 and 2017, respectively, related to debt issuance costs. The amortization is reflected as interest expense in the Company's Consolidated Statements of Operations.

During the third quarter of fiscal 2016, the Company implemented the guidance of ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, which amended the presentation of debt issuance costs in the financial statements. ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts, rather than as an asset. As a result of the retrospective adoption of this guidance, debt issuance costs were reclassified from prepaid expenses and other assets to revolving credit facilities on the Company's Consolidated Financial Statements. Debt issuance costs of approximately $435,000 and $593,000 as of April 30, 2018 and 2017, respectively, are shown as a deduction from the revolving credit facilities in the Consolidated Balance Sheet.

During the years ended April 30, 2018 and April 30, 2017, the Company incurred approximately $103,000 and $449,000, respectively, in debt issuance costs related to the Second Amended and Restated Loan and Security Agreement.

On December 15, 2015, the Company entered into an agreement to purchase the property on which one of its dealerships is located for a purchase price of $550,000. Under the agreement, the purchase price is being paid in monthly principal and interest installments of $10,005. The debt matures in December 2020, bears interest at a rate of 3.50% and is secured by the property. The balance on this note payable was approximately $305,000 as of April 30, 2018.

On March 29, 2018, the Company entered into a lease classified as a capital lease. The present value of the minimum lease payments is approximately $1.1 million, which is included in Debt facilities in the Consolidated Balance Sheet. The leased equipment is amortized on a straight-line basis over three years. As of April 30, 2018, there is approximately $14,000 in accumulated depreciation related to the leased equipment.

G – Fair Value Measurements

The table below summarizes information about the fair value of financial instruments included in the Company's financial statements at April 30, 2018 and 2017:

	April 30, 2018		April 30, 2017	
(In thousands)	Carrying Value	Fair Value	Carrying Value	Fair Value
Cash	$ 1,022	$ 1,022	$ 434	$ 434
Finance receivables, net	383,617	308,384	357,161	287,115
Accounts payable	13,609	13,609	11,224	11,224
Debt facilities	152,367	152,367	117,944	117,944

Because no market exists for certain of the Company's financial instruments, fair value estimates are based on judgments and estimates regarding yield expectations of investors, credit risk and other risk characteristics, including interest rate and prepayment risk. These estimates are subjective in nature and involve uncertainties and matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates. The methodology and assumptions utilized to estimate the fair value of the Company's financial instruments are as follows:

Financial Instrument	Valuation Methodology
Cash	The carrying amount is considered to be a reasonable estimate of fair value due to the short-term nature of the financial instrument.
Finance receivables, net	The Company estimated the fair value of its receivables at what a third party purchaser might be willing to pay. The Company has had discussions with third parties and has bought and sold portfolios, and has had a third party appraisal in November 2012 that indicates a range of 35% to 40% discount to face would be a reasonable fair value in a negotiated third party transaction. The sale of finance receivables from Car-Mart of Arkansas to Colonial is made at a 38.5% discount. For financial reporting purposes these sale transactions are eliminated. Since the Company does not intend to offer the receivables for sale to an outside third party, the expectation is that the net book value at April 30, 2018, will ultimately be collected. By collecting the accounts internally, the Company expects to realize more than a third party purchaser would expect to collect with a servicing requirement and a profit margin included.
Accounts payable	The carrying amount is considered to be a reasonable estimate of fair value due to the short-term nature of the financial instrument.
Revolving credit facilities and notes payable	The fair value approximates carrying value due to the variable interest rates charged on the borrowings, which reprice frequently.

H - Income Taxes

The provision for income taxes was as follows:

	Years Ended April 30,		
(In thousands)	2018	2017	2016
Provision for income taxes			
Current	$ 8,757	$ 11,399	$ 7,800
Deferred	(6,360)	638	(898)
Total	$ 2,397	$ 12,037	$ 6,902

The provision for income taxes is different from the amount computed by applying the statutory federal income tax rate to income before income taxes for the following reasons:

	Years Ended April 30,		
(In thousands)	2018	2017	2016
Tax provision at statutory rate	$ 11,827	$ 11,285	$ 6,474
State taxes, net of federal benefit	1,077	868	443
Tax benefit from option exercises	(1,721)	-	-
Deferred tax adjustment related to Tax Act	(8,083)	-	-
Other, net	(703)	(116)	(15)
Total	$ 2,397	$ 12,037	$ 6,902

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred income tax assets and liabilities were as follows:

	Years Ended April 30,	
(In thousands)	2018	2017
Deferred income tax liabilities related to:		
Finance receivables	$ 17,764	$ 26,524
Goodwill	61	131
Total	17,825	26,655
Deferred income tax assets related to:		
Accrued liabilities	1,894	2,371
Inventory	120	149
Share based compensation	2,144	3,964
Property and equipment	82	-
State net operating loss	69	-
Deferred revenue	958	1,253
Total	5,267	7,737
Deferred income tax liabilities, net	$ 12,558	$ 18,918

I – Capital Stock

The Company is authorized to issue up to one million shares of $.01 par value preferred stock in one or more series having such respective terms, rights and preferences as are designated by the Board of Directors. The Company has not issued any preferred stock.

A subsidiary of the Company has issued 500,000 shares of $1.00 par value preferred stock which carries an 8% cumulative dividend. The Company's subsidiary can redeem the preferred stock at any time at par value plus any unpaid dividends. After April 30, 2017, a holder of 400,000 shares of the subsidiary preferred stock can require the Company's subsidiary to redeem such stock for $400,000 plus any unpaid dividends.

J – Weighted Average Shares Outstanding

Weighted average shares of common stock outstanding used in the calculation of basic and diluted earnings per share were as follows:

	Years Ended April 30,		
	2018	2017	2016
Weighted average shares outstanding-basic	7,232,014	7,854,238	8,370,478
Dilutive options and restricted stock	209,344	256,539	295,553
Weighted average shares outstanding-diluted	7,441,358	8,110,777	8,666,031
Antidilutive securities not included:			
Options	229,000	359,250	325,125

K – Stock-Based Compensation Plans

The Company has stock-based compensation plans available to grant non-qualified stock options, incentive stock options and restricted stock to employees, directors and certain advisors of the Company. The current stock-based compensation plans are the Amended and Restated Stock Option Plan and the Amended and Restated Stock Incentive Plan. The Company recorded total stock-based compensation expense for all plans of $1.6 million ($1.1 million after tax effects), $1.3 million ($811,000 after tax effects) and $1.5 million ($952,000 after tax effects) for the years ended April 30, 2018, 2017 and 2016, respectively. Tax benefits were recognized for these costs at the Company's overall effective tax rate.

Stock Options

The Company has options outstanding under the Amended and Restated Stock Option Plan. The shareholders of the Company approved the Amended and Restated Stock Option Plan (the "Restated Option Plan") on August 5, 2015, which extended the term of the Restated Option Plan to June 10, 2025 and increased the number of shares of common stock reserved for issuance under the plan by an additional 300,000 shares to 1,800,000 shares. The Restated Option Plan provides for the grant of options to purchase shares of the Company's common stock to employees, directors and certain advisors of the Company at a price not less than the fair market value of the stock on the date of grant and for periods not to exceed ten years. Options granted under the Company's stock option plans expire in the calendar years 2018 through 2027.

	Restated Option Plan
Minimum exercise price as a percentage of fair market value at date of grant	100%
Last expiration date for outstanding options	May 1, 2027
Shares available for grant at April 30, 2018	297,500

The fair value of options granted is estimated on the date of grant using the Black-Scholes option pricing model based on the assumptions in the table below.

	April 30, 2018	April 30, 2017	April 30, 2016
Expected terms (years)	5.5	5.5	5.5
Risk-free interest rate	1.81%	1.47%	1.55%
Volatility	36%	36%	34%
Dividend yield	-	-	-

The expected term of the options is based on evaluations of historical and expected future employee exercise behavior. The risk-free interest rate is based on the U.S. Treasury rates at the date of grant with maturity dates approximately equal to the expected life at the grant date. Volatility is based on historical volatility of the Company's common stock. The Company has not historically issued dividends and does not expect to do so in the foreseeable future.

The following is an aggregate summary of the activity in the Company's stock option plans from April 30, 2015 to April 30, 2018:

	Number of Options	Exercise Price per Share	Proceeds on Exercise	Weighted Average Exercise Price per Share
			(in thousands)	
Outstanding at April 30, 2015	981,750	\$ 11.90 to \$ 53.02	\$ 23,608	\$ 24.05
Granted	338,750	\$ 26.37 to \$ 53.02	16,471	48.62
Exercised	(30,750)	\$ 11.90 to \$ 23.34	(400)	13.00
Cancelled	(11,500)	\$ 41.86 to \$ 53.02	(598)	52.05
Outstanding at April 30, 2016	1,278,250		\$ 39,081	\$ 30.57
Granted	45,000	\$ 26.42 to \$ 34.09	1,301	28.90
Exercised	(264,500)	\$ 11.90 to \$ 28.13	(4,739)	17.92
Cancelled	(30,250)	\$ 41.86 to \$ 53.02	(1,559)	51.55
Outstanding at April 30, 2017	1,028,500		\$ 34,084	\$ 33.51
Granted	25,000	\$ 37.30	933	37.30
Exercised	(323,000)	\$ 11.90 to \$ 37.94	(6,692)	20.72
Expired	(15,000)	\$44.52 - \$51.81	(710)	47.26
Cancelled	(20,000)	\$ 41.86 to \$ 53.02	(932)	46.61
Outstanding at April 30, 2018	695,500		\$ 26,683	\$ 30.50

Stock option compensation expense on a pre-tax basis was \$1.2 million (\$773,000 after tax effects), \$1.2 million (\$728,000 after tax effects) and \$1.4 million (\$870,000 after tax effects) for the years ended April 30, 2018, 2017 and 2016, respectively. As of April 30, 2018, the Company had approximately \$1.7 million of total unrecognized compensation cost related to unvested options that are expected to vest. These options have a weighted-average remaining vesting period of 1.9 years.

There were 25,000 options granted during fiscal 2018. The grant-date fair value of all options granted during fiscal 2018, 2017 and 2016 was \$336,000, \$461,000 and \$5.6 million, respectively. The options were granted at fair market value on date of grant. Generally, options vest after three to five years, except for options issued to directors which are immediately vested at date of grant.

As of April 30, 2018, there were 126,500 performance based stock options outstanding that were granted in fiscal year 2016 with a five-year performance period ending April 30, 2020. Tiered vesting of these options is based solely on comparing the Company's net income over the specified performance period to net income at April 30, 2015. As of April 30, 2018, the Company had \$1 million in unrecognized compensation expense related to 61,000 of these options that are not currently expected to vest.

The aggregate intrinsic value of outstanding options at April 30, 2018 and 2017 was $10.4 million and $8.7 million, respectively.

The Company had the following options exercised for the periods indicated. The impact of these cash receipts is included in financing activities in the accompanying Consolidated Statements of Cash Flows.

	Years Ended April 30,					
(Dollars in thousands)		2018		2017		2016
Options Exercised		323,000		264,500		30,750
Cash Received from Options Exercised	$	2,832	$	2,609	$	400
Intrinsic Value of Options Exercised	$	8,381	$	6,439	$	943

During the year ended April 30, 2018, there were 187,000 options exercised through net settlements in accordance with plan provisions, wherein the shares issued were reduced by 106,366 shares to satisfy the exercise price and applicable withholding taxes to acquire 80,634 shares.

As of April 30, 2018, there were 367,500 vested and exercisable stock options outstanding with an aggregate intrinsic value of $8.4 million and a weighted average remaining contractual life of 2.66 years and a weighted average exercise price of $30.50.

Stock Incentive Plan

On October 14, 2009, the shareholders of the Company approved an amendment to the Company's Stock Incentive Plan that increased the number of shares of common stock that may be issued under the Stock Incentive Plan from 150,000 to 300,000. On August 5, 2015, the shareholders of the Company approved the Amended and Restated Stock Incentive Plan, which extended the term of the Stock Incentive Plan to June 10, 2025. For shares issued under the Stock Incentive Plan, the associated compensation expense is generally recognized equally over the vesting periods established at the award date and is subject to the employee's continued employment by the Company.

The following is a summary of the activity in the Company's Stock Incentive Plan:

	Number of Shares		Weighted Average Grant Date Fair Value
Unvested shares at April 30, 2015	9,500	$	52.10
Shares granted	-		-
Shares vested	-		-
Shares cancelled	-		-
Unvested shares at April 30, 2016	9,500	$	52.10
Shares granted	10,000		39.14
Shares vested	-		-
Shares cancelled	(2,500)		49.51
Unvested shares at April 30, 2017	17,000	$	44.86
Shares granted	166,500		45.86
Shares vested	-		-
Shares cancelled	(4,500)		38.28
Unvested shares at April 30, 2018	179,000	$	45.96

The fair value at vesting for awards under the stock incentive plan was $8.2 million, $763,000 and $495,000 in fiscal 2018, 2017 and 2016, respectively.

During the fiscal year 2018, 132,000 restricted shares were granted with a fair value of $48.70 per share and 34,500 shares were granted with a fair value of $35.00 per share. During the fiscal year 2017, 10,000 restricted shares were granted with a fair value of $39.14 per share. There were no restricted shares granted during fiscal year 2016. A total of 8,027 shares remain available for award at April 30, 2018.

The Company recorded compensation cost of $430,000 ($288,000 after tax effects), $107,000 ($67,000 after tax effects) and $99,000 ($62,000 after tax effects) related to the Stock Incentive Plan during the years ended April 30, 2018, 2017 and 2016, respectively. As of April 30, 2018, the Company had $7.6 million of total unrecognized compensation cost related to unvested awards granted under the Stock Incentive Plan, which the Company expects to recognize over a weighted-average remaining period of 8.2 years.

L - Commitments and Contingencies

Letter of Credit

The Company has a standby letter of credit relating to an insurance policy totaling $1 million at April 30, 2018.

Facility Leases

The Company leases certain dealership and office facilities under various non-cancelable operating leases. Dealership leases are generally for periods from three to five years and contain multiple renewal options. As of April 30, 2018, the aggregate rentals due under such leases, including renewal options that are reasonably assured, were as follows:

Years Ending April 30,	Amount *(In thousands)*
2019	$ 6,419
2020	6,317
2021	5,938
2022	5,638
2023	5,556
Thereafter	20,648
Total	$ 50,516

The $50.5 million of lease commitments includes $14.3 million of non-cancelable lease commitments under the lease terms and $36.2 million of lease commitments for renewal periods at the Company's option that are reasonably assured. The lease commitments also include $14.6 million of lease commitments associated with entities owned or controlled by one of the preferred shareholders. For the years ended April 30, 2018, 2017 and 2016, rent expense for all operating leases amounted to approximately $6.2 million, $6.2 million and $6.1 million, respectively.

Litigation

In the ordinary course of business, the Company has become a defendant in various types of legal proceedings. The Company does not expect the final outcome of any of these actions, individually or in the aggregate, to have a material adverse effect on the Company's financial position, annual results of operations or cash flows. The results of legal proceedings cannot be predicted with certainty; however, and an unfavorable resolution of one or more of these legal proceedings could have a material adverse effect on the Company's financial position, annual results of operations or cash flows.

Related Finance Company

Car-Mart of Arkansas and Colonial do not meet the affiliation standard for filing consolidated income tax returns, and as such they file separate federal and state income tax returns. Car-Mart of Arkansas routinely sells its finance receivables to Colonial at what the Company believes to be fair market value and is able to take a tax deduction at the time of sale for the difference between the tax basis of the receivables sold and the sales price. These types of transactions, based upon facts and circumstances, have been permissible under the provisions of the Internal Revenue Code as described in the Treasury Regulations. For financial accounting purposes, these transactions are eliminated in consolidation, and a deferred income tax liability has been recorded for this timing difference. The sale of finance receivables from Car-Mart of Arkansas to Colonial provides certain legal protection for the Company's finance receivables and, principally because of certain state apportionment characteristics of Colonial, also has the effect of reducing the Company's overall effective state income tax rate. The actual interpretation of the regulations is in part a facts and circumstances matter. The Company believes it satisfies the material provisions of the regulations. Failure to satisfy those provisions could result in the loss of a tax deduction at the time the receivables are sold, and have the effect of increasing the Company's overall effective income tax rate as well as the timing of required tax payments.

M - Supplemental Cash Flow Information

Supplemental cash flow disclosures for the years ended April 30, 2018, 2017 and 2016 are as follows:

	Years Ended April 30,		
(in thousands)	2018	2017	2016
Supplemental disclosures:			
Interest paid	$ 5,599	$ 4,069	$ 3,536
Income taxes paid, net	11,092	8,435	7,811
Non-cash transactions:			
Inventory acquired in repossession and payment protection plan claims	42,274	42,743	43,766
Purchase of property and equipment using the issuance of debt	1,151	-	550
Loss accrued on disposal of property and equipment	-	797	300
Net settlement option exercises	3,859	2,130	-

N - Quarterly Results of Operations (unaudited)

A summary of the Company's quarterly results of operations for the years ended April 30, 2018 and 2017 is as follows (in thousands, except per share information):

	Year Ended April 30, 2018				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Revenues	$ 146,418	$ 149,118	$ 147,214	$ 169,451	$ 612,201
Gross profit	53,068	54,804	53,215	61,168	222,255
Net income	6,992	5,969	13,379	10,169	36,509
Net income attributable to common stockholders	6,982	5,959	13,369	10,159	36,469
Earnings per share:					
Basic	0.92	0.82	1.88	1.47	5.04
Diluted	0.90	0.79	1.82	1.43	4.90

	Year Ended April 30, 2017				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Revenues	$ 145,840	$ 150,210	$ 138,784	$ 152,917	$ 587,751
Gross profit	54,171	55,173	49,427	56,451	215,222
Net income	7,109	5,018	2,836	5,242	20,205
Net income attributable to common stockholders	7,099	5,008	2,826	5,232	20,165
Earnings per share:					
Basic	0.89	0.64	0.36	0.68	2.57
Diluted	0.87	0.62	0.35	0.66	2.49

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

Based on management's evaluation (with the participation of the Company's Chief Executive Officer and Chief Financial Officer), as of April 30, 2018, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to management, including the Company's Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of April 30, 2018. In making this assessment, management used the criteria set forth in *The 2013 Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on management's assessment, management believes that the Company maintained effective internal control over financial reporting as of April 30, 2018.

The Company's independent registered public accounting firm independently assessed the effectiveness of the Company's internal control over financial reporting and has issued their report on the effectiveness of the Company's internal control over financial reporting at April 30, 2018. That report appears below.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
America's Car-Mart, Inc.

Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of America's Car-Mart, Inc. (a Texas corporation) and subsidiaries (the "Company") as of April 30, 2018, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of April 30, 2018, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements of the Company as of and for the year ended April 30, 2018, and our report dated June 13, 2018 expressed an unqualified opinion on those financial statements.

Basis for opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and limitations of internal control over financial reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ GRANT THORNTON LLP

Tulsa, Oklahoma
June 13, 2018

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the Company's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Except as to information with respect to executive officers which is contained in a separate heading under Part I, Item 1 of this Form 10-K, the information required by Items 10 through 14 of this Form 10-K is, pursuant to General Instruction G (3) of Form 10-K, incorporated by reference herein from the Company's definitive proxy statement to be filed pursuant to Regulation 14A for the Company's Annual Meeting of Stockholders to be held in August 2017 (the "Proxy Statement"). The Company will, within 120 days of the end of its fiscal year, file with the SEC a definitive proxy statement pursuant to Regulation 14A.

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item will be contained in the Proxy Statement and such information is incorporated herein by reference. Information regarding the executive officers of the Company is set forth under the heading "Executive Officers" in Part I, Item 1 of this report.

Item 11. Executive Compensation

The information required by this item will be contained in the Proxy Statement and such information is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item will be contained in the Proxy Statement and such information is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item will be contained in the Proxy Statement and such information is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information required by this item will be contained in the Proxy Statement and such information is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)1. **Financial Statements**

The following financial statements and accountant's report are included in Item 8 of this report:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of April 30, 2018 and 2017

Consolidated Statements of Operations for the years ended April 30, 2018, 2017 and 2016

Consolidated Statements of Cash Flows for the years ended April 30, 2018, 2017 and 2016

Consolidated Statements of Equity for the years ended April 30, 2018, 2017 and 2016

Notes to Consolidated Financial Statements

(a)2. **Financial Statement Schedules**

The financial statement schedules are omitted since the required information is not present, or is not present in amounts sufficient to require submission of the schedules, or because the information required is included in the Consolidated Financial Statements and Notes thereto.

(a)3. **Exhibits**

Exhibit Number	Description of Exhibit
3.1	Articles of Incorporation of the Company, as amended. (Incorporated by reference to Exhibits 4.1-4.8 to the Company's Registration Statement on Form S-8 filed with the SEC on November 16, 2005 (File No. 333-129727))
3.2	Amended and Restated Bylaws of the Company dated December 4, 2007. (Incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended October 31, 2007 filed with the SEC on December 7, 2007)
3.3	Amendment No. 1 to the Amended and Restated Bylaws of the Company dated February 18, 2014. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on February 19, 2014)
4.1	Specimen stock certificate. (Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended April 30, 1994 (File No. 000-14939))
4.2	Second Amended and Restated Loan and Security Agreement dated December 12, 2016, among America's Car-Mart, Inc., a Texas corporation, as Parent; Colonial Auto Finance, Inc., an Arkansas corporation, America's Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., a Texas corporation, as Borrowers; and certain financial institutions, as Lenders, with Bank of America N.A., as Agent, Lead Arranger and Book Manager (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on December 15, 2016).

Exhibit Number	Description of Exhibit
4.3	Colonial Third Amended and Restated Revolver Note dated September 20, 2012, by Colonial Auto Finance, Inc. in favor of Bank of America, N.A., as Lender (Incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed with the SEC on September 21, 2012).
4.4	Colonial Revolver Note dated December 12, 2016 by Colonial Auto Finance, Inc. in favor of BOKF, NA d/b/a Bank of Arkansas, as Lender (Incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed with the SEC on December 15, 2016).
4.5	Colonial Revolver Note dated December 12, 2016 by Colonial Auto Finance, Inc. in favor of Commerce Bank, as Lender (Incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed with the SEC on December 15, 2016).
4.6	Colonial Revolver Note dated December 12, 2016 by Colonial Auto Finance, Inc. in favor of First Tennessee Bank, as Lender (Incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed with the SEC on December 15, 2016).
4.7	Colonial Revolver Note dated December 12, 2016 by Colonial Auto Finance, Inc. in favor of Arvest Bank, as Lender (Incorporated by reference to Exhibit 4.6 to the Company's Current Report on Form 8-K filed with the SEC on December 15, 2016).
4.8	ACM-TCM Amended and Restated Revolver Note dated March 9, 2012, by America's Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., as Borrowers, in favor of Bank of America, N.A., as Lender (Incorporated by reference to Exhibit 4.7 to the Company's Current Report on Form 8-K filed with the SEC on March 12, 2012).
4.9	ACM-TCM Revolver Note dated December 12, 2016 by America's Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., as Borrowers, in favor of BOKF, NA d/b/a Bank of Arkansas, as Lender (Incorporated by reference to Exhibit 4.8 to the Company's Current Report on Form 8-K filed with the SEC on December 15, 2016).
4.10	ACM-TCM Revolver Note dated December 12, 2016 by America's Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., as Borrowers, in favor of Commerce Bank, as Lender (Incorporated by reference to Exhibit 4.9 to the Company's Current Report on Form 8-K filed with the SEC on December 15, 2016).
4.11	ACM-TCM Revolver Note dated December 12, 2016 by America's Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., as Borrowers, in favor of First Tennessee Bank, as Lender (Incorporated by reference to Exhibit 4.10 to the Company's Current Report on Form 8-K filed with the SEC on December 15, 2016).
4.12	ACM-TCM Revolver Note dated December 12, 2016 by America's Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., as Borrowers, in favor of Arvest Bank, as Lender (Incorporated by reference to Exhibit 4.11 to the Company's Current Report on Form 8-K filed with the SEC on December 15, 2016).
4.13	Amended and Restated Continuing Guaranty dated as of March 9, 2012, by America's Car-Mart, Inc., a Texas corporation, as Guarantor, in favor of Bank of America, N.A. as Agent for the Lenders (Incorporated by reference to Exhibit 4.12 to the Company's Current Report on Form 8-K filed with the SEC on March 12, 2012).

Exhibit Number	Description of Exhibit
4.14	Amended and Restated Continuing Guaranty dated as of March 9, 2012, by America's Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., a Texas corporation, as Guarantors, in favor of Bank of America, N.A., as Agent for the Lenders (Incorporated by reference to Exhibit 4.13 to the Company's Current Report on Form 8-K filed with the SEC on March 12, 2012).
4.15	Amended and Restated Continuing Guaranty dated as of March 9, 2012, by Colonial Auto Finance, Inc., as Guarantor, in favor of Bank of America, N.A., as Agent for the Lenders (Incorporated by reference to Exhibit 4.14 to the Company's Current Report on Form 8-K filed with the SEC on March 12, 2012).
4.16	Amended and Restated Security Agreement dated as of March 9, 2012, between America's Car-Mart, Inc., a Texas corporation, as Grantor, and Bank of America, N.A., as Agent for Lenders (Incorporated by reference to Exhibit 4.15 to the Company's Current Report on Form 8-K filed with the SEC on March 12, 2012).
4.17	Amended and Restated Security Agreement dated as of March 9, 2012, by and among America's Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., a Texas corporation, as Grantors, and Bank of America, N.A., as Agent for Lenders (Incorporated by reference to Exhibit 4.16 to the Company's Current Report on Form 8-K filed with the SEC on March 12, 2012).
4.18	Amended and Restated Security Agreement dated as of March 9, 2012, between Colonial Auto Finance, Inc., as Grantor, and Bank of America, N.A., as Agent for Lenders (Incorporated by reference to Exhibit 4.17 to the Company's Current Report on Form 8-K filed with the SEC on March 12, 2012).
10.1*	Amended and Restated Stock Incentive Plan (Incorporated by reference to Appendix A to the Company's Proxy Statement on Schedule 14A filed with the SEC on June 23, 2015).
10.2*	Amended and Restated Stock Option Plan (Incorporated by reference to Appendix B to the Company's Proxy Statement on Schedule 14A filed with the SEC on June 23, 2015).
10.2.1*	Option Agreement for Amended and Restated Stock Option Plan, dated August 5, 2015, between America's Car-Mart, Inc., a Texas corporation, and Jeffrey A. Williams (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on August 10, 2015).
10.2.2*	Option Agreement for Amended and Restated Stock Option Plan, dated August 5, 2015, between America's Car-Mart, Inc., a Texas corporation, and Jeffrey A. Williams (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on August 10, 2015).
10.2.3*	Option Agreement for Amended and Restated Stock Option Plan, dated August 5, 2015, between America's Car-Mart, Inc., a Texas corporation, and William H. Henderson (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the SEC on August 10, 2015).

Exhibit Number	Description of Exhibit
10.2.4*	Option Agreement for Amended and Restated Stock Option Plan, dated August 5, 2015, between America's Car-Mart, Inc., a Texas corporation, and William H. Henderson (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the SEC on August 10, 2015).
10.3*	Form of Indemnification Agreement between the Company and certain officers and directors of the Company. (Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended July 31, 1993)
10.4*	Employment Agreement, dated as of May 1, 2015, between America's Car Mart, Inc., an Arkansas corporation, and Jeffrey A. Williams (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on June 14, 2017).
10.5*	America's Car-Mart, Inc. Nonqualified Deferred Compensation Plan (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on October 10, 2014).
10.6*	Retirement and Transition Agreement, dated as of January 1, 2018, between America's Car-Mart, Inc. and William H. Henderson (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on January 11, 2018).
14.1	Code of Business Conduct and Ethics. (Incorporated by reference to Exhibit 14.1 to the Company's Current Report on Form 8-K filed with the SEC on July 22, 2016)
21.1	Subsidiaries of America's Car-Mart, Inc.
23.1	Consent of Independent Registered Public Accounting Firm
24.1	Power of Attorney of William H. Henderson
24.2	Power of Attorney of Daniel J. Englander
24.3	Power of Attorney of Robert Cameron Smith
24.4	Power of Attorney of Ray C. Dillon
24.5	Power of Attorney of Jim von Gremp
24.6	Power of Attorney of Joshua G. Welch
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act
32.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit Number	Description of Exhibit
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Indicates management contract or compensatory plan or arrangement covering executive officers or directors of the Company.

SIGNATURES

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

AMERICA'S CAR-MART, INC.

Dated: June 13, 2018

By: /s/ Vickie D. Judy
Vickie D. Judy
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Jeffrey A. Williams Jeffrey A. Williams	President, Chief Executive Officer and Director (Principal Executive Officer)	June 13, 2018
/s/ Vickie D. Judy Vickie D. Judy	Chief Financial Officer, Secretary (Principal Financial Officer)	June 13, 2018
* Jim von Gremp	Chairman of the Board	June 13, 2018
* Daniel J. Englander	Director	June 13, 2018
* William H. Henderson	Director	June 13, 2018
* Robert Cameron Smith	Director	June 13, 2018
* Ray C. Dillon	Director	June 13, 2018
* Joshua G. Welch	Director	June 13, 2018

* By/s/ Jeffrey A. Williams
Jeffrey A. Williams
As Attorney-in-Fact
Pursuant to Powers of
Attorney filed herewith

Exhibit 21.1

Subsidiaries of America's Car-Mart, Inc.

Crown Delaware Investments Corp. (a Delaware corporation)

America's Car Mart, Inc. (an Arkansas Corporation)

Colonial Auto Finance, Inc. (an Arkansas Corporation)

Colonial Underwriting, Inc. (an Arkansas Corporation)

Texas Car-Mart, Inc. (a Texas corporation)

Auto Finance Investors, Inc. (a Texas corporation)

ACM Insurance Company (an Arkansas corporation)

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated June 13, 2018, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of America's Car-Mart, Inc. on Form 10-K for the year ended April 30, 2018. We consent to the incorporation by reference of said reports in the Registration Statements of America's Car-Mart, Inc. on Forms S-8 (File Nos. 333-139270, 333-139269, 333-208414, 333-208416).

/s/ GRANT THORNTON LLP

Tulsa, Oklahoma
June 13, 2018

Exhibit 24.1

STATE OF ARKANSAS §
COUNTY OF BENTON §

POWER OF ATTORNEY

Know all men by these presents, that I, WILLIAM H HENDERSON, a Director of AMERICA'S CAR-MART, INC., a Texas corporation, do constitute and appoint JEFFREY A. WILLIAMS and VICKIE D. JUDY my true and lawful attorneys-in-fact, with full power of substitution, for me in any and all capacities, to sign, pursuant to the requirements of the Securities Exchange Act of 1934, the Annual Report on Form 10-K for AMERICA'S CAR-MART, INC. for the fiscal year ended April 30, 2018 and to file the same with the Securities and Exchange Commission and National Association of Securities Dealers, Inc., together with all exhibits thereto and other documents in connection therewith, and to sign on my behalf and in my stead, in any and all capacities, any amendments to said Annual Report, incorporating such changes as said attorneys-in-fact deem appropriate, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes may do or cause to be done by virtue hereof.

In witness whereof, I have hereunto set my hand and seal this 12th day of June, 2018.

/s/ William H. Henderson
WILLIAM HENDERSON

ACKNOWLEDGMENT

Before me this 12th day of June, 2018, came WILLIAM H HENDERSON, personally known to me, who in my presence did sign and seal the above and foregoing Power of Attorney and acknowledged the same as his true act and deed.

/s/ Deborah R. Washburn
NOTARY PUBLIC

Exhibit 24.2

STATE OF NEW YORK §
COUNTY OF SUFFOLK §

POWER OF ATTORNEY

Know all men by these presents, that I, DANIEL J. ENGLANDER, a Director of AMERICA'S CAR-MART, INC., a Texas corporation, do constitute and appoint JEFFREY A. WILLIAMS and VICKIE D. JUDY my true and lawful attorneys-in-fact, with full power of substitution, for me in any and all capacities, to sign, pursuant to the requirements of the Securities Exchange Act of 1934, the Annual Report on Form 10-K for AMERICA'S CAR-MART, INC. for the fiscal year ended April 30, 2018 and to file the same with the Securities and Exchange Commission and National Association of Securities Dealers, Inc., together with all exhibits thereto and other documents in connection therewith, and to sign on my behalf and in my stead, in any and all capacities, any amendments to said Annual Report, incorporating such changes as said attorneys-in-fact deem appropriate, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes may do or cause to be done by virtue hereof.

In witness whereof, I have hereunto set my hand and seal this 12th day of June, 2018.

/s/ Daniel J. Englander
DANIEL J. ENGLANDER

ACKNOWLEDGMENT

Before me this 12th day of June, 2018, came DANIEL J. ENGLANDER, personally known to me, who in my presence did sign and seal the above and foregoing Power of Attorney and acknowledged the same as his true act and deed.

/s/ Leslie Ann Jacobi
NOTARY PUBLIC

Exhibit 24.3

STATE OF ARKANSAS §
COUNTY OF BENTON §

POWER OF ATTORNEY

Know all men by these presents, that I, ROBERT CAMERON SMITH, a Director of AMERICA'S CAR-MART, INC., a Texas corporation, do constitute and appoint JEFFREY A. WILLIAMS and VICKIE D. JUDY my true and lawful attorneys-in-fact, with full power of substitution, for me in any and all capacities, to sign, pursuant to the requirements of the Securities Exchange Act of 1934, the Annual Report on Form 10-K for AMERICA'S CAR-MART, INC. for the fiscal year ended April 30, 2018 and to file the same with the Securities and Exchange Commission and National Association of Securities Dealers, Inc., together with all exhibits thereto and other documents in connection therewith, and to sign on my behalf and in my stead, in any and all capacities, any amendments to said Annual Report, incorporating such changes as said attorneys-in-fact deem appropriate, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes may do or cause to be done by virtue hereof.

In witness whereof, I have hereunto set my hand and seal this 13th day of June, 2018.

/s/ Robert Cameron Smith
ROBERT CAMERON SMITH

ACKNOWLEDGMENT

Before me this 13th day of June, 2018, came ROBERT CAMERON SMITH, personally known to me, who in my presence did sign and seal the above and foregoing Power of Attorney and acknowledged the same as his true act and deed.

/s/ Deanne Haley
NOTARY PUBLIC

Exhibit 24.4

STATE OF ARKANSAS §
COUNTY OF PULASKI §

POWER OF ATTORNEY

Know all men by these presents, that I, RAY C. DILLON, a Director of AMERICA'S CAR-MART, INC., a Texas corporation, do constitute and appoint JEFFREY A. WILLIAMS and VICKIE D. JUDY my true and lawful attorneys-in-fact, with full power of substitution, for me in any and all capacities, to sign, pursuant to the requirements of the Securities Exchange Act of 1934, the Annual Report on Form 10-K for AMERICA'S CAR-MART, INC. for the fiscal year ended April 30, 2018 and to file the same with the Securities and Exchange Commission and National Association of Securities Dealers, Inc., together with all exhibits thereto and other documents in connection therewith, and to sign on my behalf and in my stead, in any and all capacities, any amendments to said Annual Report, incorporating such changes as said attorneys-in-fact deem appropriate, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes may do or cause to be done by virtue hereof.

In witness whereof, I have hereunto set my hand and seal this 13th day of June, 2018.

/s/ Ray C. Dillon
RAY C. DILLON

ACKNOWLEDGMENT

Before me this 13th day of June, 2018, came RAY C. DILLON, personally known to me, who in my presence did sign and seal the above and foregoing Power of Attorney and acknowledged the same as his true act and deed.

/s/ Ashlee Vaughan
NOTARY PUBLIC

Exhibit 24.5

STATE OF ARKANSAS §
COUNTY OF BENTON §

POWER OF ATTORNEY

Know all men by these presents, that I, JIM VON GREMP, a Director of AMERICA'S CAR-MART, INC., a Texas corporation, do constitute and appoint JEFFREY A. WILLIAMS and VICKIE D. JUDY my true and lawful attorneys-in-fact, with full power of substitution, for me in any and all capacities, to sign, pursuant to the requirements of the Securities Exchange Act of 1934, the Annual Report on Form 10-K for AMERICA'S CAR-MART, INC. for the fiscal year ended April 30, 2018 and to file the same with the Securities and Exchange Commission and National Association of Securities Dealers, Inc., together with all exhibits thereto and other documents in connection therewith, and to sign on my behalf and in my stead, in any and all capacities, any amendments to said Annual Report, incorporating such changes as said attorneys-in-fact deem appropriate, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes may do or cause to be done by virtue hereof.

In witness whereof, I have hereunto set my hand and seal this 11th day of June, 2018.

/s/ Jim von Gremp
JIM VON GREMP

ACKNOWLEDGMENT

Before me this 11th day of June, 2018, came JIM VON GREMP, personally known to me, who in my presence did sign and seal the above and foregoing Power of Attorney and acknowledged the same as his true act and deed.

/s/ Deborah R. Washburn
NOTARY PUBLIC

Exhibit 24.6

STATE OF CONNECTICUT §
COUNTY OF NEW LONDON §

POWER OF ATTORNEY

Know all men by these presents, that I, JOSHUA G. WELCH, a Director of AMERICA'S CAR-MART, INC., a Texas corporation, do constitute and appoint JEFFREY A. WILLIAMS and VICKIE D. JUDY my true and lawful attorneys-in-fact, with full power of substitution, for me in any and all capacities, to sign, pursuant to the requirements of the Securities Exchange Act of 1934, the Annual Report on Form 10-K for AMERICA'S CAR-MART, INC. for the fiscal year ended April 30, 2018 and to file the same with the Securities and Exchange Commission and National Association of Securities Dealers, Inc., together with all exhibits thereto and other documents in connection therewith, and to sign on my behalf and in my stead, in any and all capacities, any amendments to said Annual Report, incorporating such changes as said attorneys-in-fact deem appropriate, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes may do or cause to be done by virtue hereof.

In witness whereof, I have hereunto set my hand and seal this 13th day of June, 2018.

/s/ Joshua G. Welch
JOSHUA G. WELCH

ACKNOWLEDGMENT

Before me this 13th day of June, 2018, came JOSHUA G. WELCH, personally known to me, who in my presence did sign and seal the above and foregoing Power of Attorney and acknowledged the same as his true act and deed.

/s/ Stephen Bessette
NOTARY PUBLIC

Exhibit 31.1

Certification

I, Jeffrey A. Williams, certify that:

1. I have reviewed this Annual Report on Form 10-K for the period ended April 30, 2018 of America's Car-Mart, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 13, 2018

/s/ Jeffrey A. Williams
Jeffrey A. Williams
President,
Chief Executive Officer

Exhibit 31.2

Certification

I, Vickie D. Judy, certify that:

1. I have reviewed this Annual Report on Form 10-K for the period ended April 30, 2018 of America's Car-Mart, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 13, 2018

/s/ Vickie D. Judy
Vickie D. Judy
Chief Financial Officer and Secretary
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K for the period ended April 30, 2018 of America's Car-Mart, Inc. (the "Company"), as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Jeffrey A. Williams, President and Chief Executive Officer of the Company, and Vickie D. Judy, Chief Financial Officer of the Company, certify in our capacities as officers of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Jeffrey A. Williams
Jeffrey A. Williams
President, Chief Executive Officer
June 13, 2018

By: /s/ Vickie D. Judy
Vickie D. Judy
Chief Financial Officer and Secretary
June 13, 2018

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America's Car-Mart, Inc.
2018 Annual Report

CORPORATE INFORMATION

Board of Directors

Jim von Gremp
Chairman of the Board
Retired Certified Public Accountant

Jeffrey A. Williams
President and Chief Executive Officer

Ray C. Dillon
Retired Chief Executive Officer,
Deltic Timber Corporation

Daniel J. Englander
Managing Partner, Ursula Investors

William H. ("Hank") Henderson
Retired Chief Executive Officer

Robert Cameron Smith
President, Cameron Smith & Associates, Inc.

Joshua G. Welch
Managing Partner, Vicuna Capital I, LP

Executive Officers

Jeffrey A. Williams
President and Chief Executive Officer

Vickie D. Judy
Chief Financial Officer

Corporate Headquarters

802 SE Plaza Avenue, Suite 200
Bentonville, Arkansas 72712
(479) 464-9944

Annual Meeting

The annual meeting of stockholders will be held at America's Car-Mart Corporate Headquarters, 802 SE Plaza Avenue, Suite 200, Bentonville, Arkansas at 10:00 a.m. Central Time on Wednesday, August 29, 2018.

Transfer Agent and Registrar

Securities Transfer Corporation
2901 N Dallas Parkway, Suite 380
Plano, Texas 75093

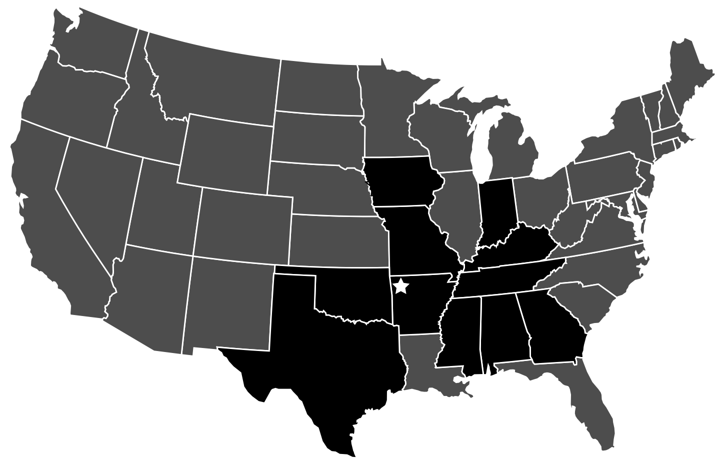
Independent Public Accountants

Grant Thornton, LLP
Tulsa, Oklahoma

America's
CAR-MART
Drive Easy.®

America's
CAR-MART
Drive Easy.®

*America's Car-Mart currently operates **140 dealerships** in eleven states, with headquarters in Bentonville, Arkansas.*



★ Corporate Headquarters

802 SE Plaza Avenue, Suite 200
Bentonville, Arkansas 72712
Phone: (479) 464-9944
Fax: (479) 273-7556

www.car-mart.com

ALABAMA (15)
Albertville
Anniston
Athens
Cullman
Decatur
Dothan
Enterprise
Florence
Gadsden
Muscle Shoals
Opelika
Phenix City
Prattville
Troy
Tuscaloosa

ARKANSAS (35)
Arkadelphia
Batesville
Benton
Berryville
Bethel Heights
Camden
Clarksville
Conway
El Dorado
Fayetteville
Fort Smith
Harrison
Hope
Hot Springs
Jacksonville
Jonesboro
Little Rock
Magnolia
Malvern
Morrilton
Mountain Home
North Little Rock
Paragould
Pine Bluff (2)
Rogers (2)
Russellville (2)
Searcy
Siloam Springs
Springdale (2)
Van Buren
West Memphis

GEORGIA (9)
Brunswick
Carrollton
Covington
Dalton
Macon
Millidgeville
Rome
Valdosta
Woodstock

INDIANA (1)
Evansville

IOWA (1)
Burlington

KENTUCKY (12)
Bowling Green (2)
Elizabethtown
Glasgow
Henderson
Hopkinsville
Lexington
Madisonville
Owensboro
Paducah
Richmond
Winchester

MISSISSIPPI (5)
Columbus
Corinth
Meridian
Oxford
Tupelo

MISSOURI (18)
Cape Girardeau
Carthage
Columbia
Farmington
Harrisonville
Joplin
Kirksville
Lebanon
Moberly
Neosho
Poplar Bluff
Rolla
Saint Joseph
Sedalia
Springfield (2)
West Plains
Warrensburg

OKLAHOMA (26)
Ada
Altus
Ardmore
Bartlesville
Broken Arrow
Claremore
Duncan
Durant
Enid
Grove
Lawton
McAlester
Miami
Muskogee
Okmulgee
Owasso
Ponca City
Poteau
Pryor
Sapulpa
Shawnee
Stillwater
Stilwell
Tahlequah
Tulsa (2)

TENNESSEE (6)
Clarksville
Columbia
Hixson
Jackson
Madison
Tullahoma

TEXAS (12)
Corsicana
Greenville
Longview
Lufkin
Mount Pleasant
Nacogdoches
Palestine
Paris
Sherman
Sulphur Springs
Texarkana
Wichita Falls