

SANFILIPPO JOHN B & SON INC

FORM 10-K (Annual Report)

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Address	1703 N. RANDALL ROAD ELGIN, IL 60123-7820
Telephone	847-289-1800
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Sector	Consumer Non-Cyclicals
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**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 June 25, 2015

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 0-19681

JOHN B. SANFILIPPO & SON, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

36-2419677
(I.R.S. Employer
Identification Number)

1703 North Randall Road
Elgin, Illinois 60123

(Address of Principal Executive Offices, Zip Code)

Registrant's telephone number, including area code: (847) 289-1800

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

Title of Each Class
Common Stock, \$.01 par value per share

Name of Each Exchange on Which Registered
The NASDAQ Stock Market LLC
(NASDAQ Global Select Market)

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

Indicate by check mark whether 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, as amended (the "Exchange Act"), during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) 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 (229.405 of this chapter) 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, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

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

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

The aggregate market value of the voting Common Stock held by non-affiliates was \$396,481,170 as of December 25, 2014 (8,275,541 shares at \$47.91 per share).

As of August 12, 2015, 8,545,580 shares of the registrant's Common Stock, \$.01 par value ("Common Stock") and 2,597,426 shares of the registrant's Class A Common Stock, \$.01 par value ("Class A Stock"), were outstanding. The Class A Stock is convertible at the option of the holder at any time and from time to time (and, upon the occurrence of certain events specified in the Restated Certificate of Incorporation, automatically converts) into one share of Common Stock.

Documents Incorporated by Reference:

Portions of the registrant's definitive Proxy Statement for its Annual Meeting of Stockholders to be held October 28, 2015 are incorporated by reference into Part III of this Form 10-K.

PART I

Item 1 — Business

a. General Development of Business

John B. Sanfilippo & Son, Inc. was formed as a corporation under the laws of the State of Delaware in 1979 as the successor by merger to an Illinois corporation that was incorporated in 1959. As used throughout this annual report on Form 10-K, unless the context otherwise indicates, the terms “we”, “us”, “our” or “the Company” refer collectively to John B. Sanfilippo & Son, Inc. and its wholly-owned subsidiaries, JBSS Real Estate, LLC, JBSS Ventures, LLC and Sanfilippo (Shanghai) Trading Co. Ltd. Our fiscal year ends on the final Thursday of June each year, and typically consists of fifty-two weeks (four thirteen week quarters). Fiscal 2016 will consist of fifty-three weeks. Additional information on the comparability of the periods presented is as follows:

- References herein to fiscal 2016 are to the fiscal year ending June 30, 2016.
- References herein to fiscal 2015, fiscal 2014 and fiscal 2013 are to the fiscal years ended June 25, 2015, June 26, 2014 and June 27, 2013, respectively.

We are one of the leading processors and distributors of peanuts, pecans, cashews, walnuts, almonds and other nuts in the United States. These nuts are sold under a variety of private brands and under the *Fisher*, *Orchard Valley Harvest*, *Fisher Nut Exactly* and *Sunshine Country* brand names. We also market and distribute, and in most cases manufacture or process, a diverse product line of food and snack products, including peanut butter, almond butter, candy and confections, snacks and trail mixes, snack bites, sunflower kernels, dried fruit, corn snacks, sesame sticks and other sesame snack products under private brands and brand names.

Our website is accessible to the public at <http://www.jbssinc.com>. Information about us, including our code of ethics, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports are made available free of charge through our website as soon as reasonably practicable after such reports have been filed with the United States Securities and Exchange Commission (the “SEC”). Our materials filed with the SEC are also available on the SEC’s website at <http://www.sec.gov>. The public may read and copy any materials we file with the SEC at the SEC’s public reference room at 100 F St., NE, Washington, DC 20549. The public may obtain information about the reference room by calling the SEC at 1-800-SEC-0330. References to our website addressed in this Form 10-K are provided as a convenience and do not constitute, and should not be viewed as, an incorporation by reference of the information contained on, or available through, the website. Therefore, such information should not be considered part of this Form 10-K.

Our headquarters and executive offices are located at 1703 North Randall Road, Elgin, Illinois 60123, and our telephone number for investor relations is (847) 289-1800, extension 4612.

b. Segment Reporting

We operate in a single reportable operating segment that consists of selling various nut and nut related products through four distribution channels. See Part II, Item 8 — “Financial Statements and Supplementary Data” for our net sales, net income and total assets.

c. Narrative Description of Business

(i) General

As stated above, we are one of the leading processors and distributors of tree nuts and peanuts in the United States. Through a deliberate strategy of focused capital expenditures and complementary acquisitions, we have built a generally vertically integrated nut processing operation that enables us to control almost every step of the process for pecans, peanuts and walnuts, including procurement from growers, shelling, processing, packaging and marketing. Vertical integration allows us to enhance product quality and, in most crop years, purchase inshell

pecans, peanuts and walnuts at lower costs as opposed to purchasing these nut meats from other shellers. We believe that our generally vertically integrated business model typically works to our advantage in terms of cost savings and provides us with better insight into crop development. Our generally vertically integrated model, however, can under certain circumstances result in reduced earnings or losses. See Part I, Item 1A — “Risk Factors”.

Our products are sold through the major distribution channels to significant buyers of nuts, including food retailers, commercial ingredient users, contract packaging customers and international customers. Selling through multiple distribution channels allows us to generate multiple revenue opportunities for the nuts we process. For example, pecan halves could be sold to food retailers, and pecan pieces could be sold to commercial ingredient users. We process and sell all major nut types consumed in the United States, including peanuts, pecans, cashews, walnuts and almonds (our major nut types) in a wide variety of packaging, thus offering our customers a complete nut product offering.

(ii) Principal Products

Our principal products are raw and processed nuts. These products accounted for approximately 84%, 83% and 82% of our gross sales for fiscal 2015, fiscal 2014 and fiscal 2013, respectively. The nut product line includes almonds, pecans, peanuts, black walnuts, English walnuts, cashews, macadamia nuts, pistachios, pine nuts, Brazil nuts, and filberts. Our nut products are sold in numerous package styles and sizes, from stand-up bags, poly-cellophane packages, environmentally friendly packages, composite and clear-plastic cans, plastic tubs and plastic jars for retail sales, to large cases and sacks for bulk sales to commercial ingredient customers. In addition, we offer our nut products in a variety of different styles and seasonings, including non-blanched, blanched, oil roasted, dry roasted, salted, unsalted, honey roasted, flavored, spicy, chocolate and yogurt coated, butter toffee, praline and cinnamon toasted. We sell our products domestically to retailers and wholesalers as well as to commercial ingredient and contract packaging customers. We also sell certain of our products to foreign customers in the retail, contract packaging and commercial ingredient markets. We are in the process of expanding our nut distribution internationally with a number of our branded products. For more information about our revenues in our various distribution channels, see Part II, Item 8 — “Financial Statements and Supplementary Data”.

We acquire a substantial portion of our peanut, pecan and walnut requirements directly from domestic growers. The balance of our raw nut supply is purchased from importers, trading companies and domestic processors.

We manufacture and market peanut butter in several sizes and varieties. We also market and distribute, and in many cases process and manufacture, a wide assortment of other food and snack products. These other products include snack mixes, salad toppings, snacks, snack bites, trail mixes, dried fruit and chocolate and yogurt coated products sold to retailers and wholesalers; baking ingredients sold to retailers, wholesalers, and commercial ingredient customers; bulk food products sold to retail and commercial ingredient users; an assortment of sunflower kernels, pepitas, snack mixes, almond butter, cashew butter, sesame sticks and other sesame snack products sold to retail supermarkets, mass merchandisers and commercial ingredient users and a wide variety of toppings for ice cream and yogurt sold to commercial ingredient users.

(iii) Customers and Channels

We sell our products to approximately 625 customers through the consumer, commercial ingredient, contract packaging and export distribution channels. The consumer channel supplies nut-based products, including consumer-packaged and bulk products, to retailers including supermarket chains, wholesalers, supercenters, and other retail food outlets, across the United States. We sell products through the consumer channel under our brand name products, including the *Fisher*, *Orchard Valley Harvest*, *Fisher Nut Exactly* and *Sunshine Country* brands, as well as under our customers' private brands. The commercial ingredient channel supplies nut-based products to other manufacturers to use as ingredients in their final food products such as bakery, confection,

cereal and ice cream, and produces nut-based products that are customized to the specifications of chefs, national restaurant chains, food service distributors, fast food chains, institutions and hotel kitchens. We sell products through the commercial ingredient channel under our *Fisher* brand and our customers' private brands. Our contract packaging channel produces and packages nut-based snacks for manufacturers under their brand name. Finally, our export distribution channel distributes our complete product portfolio of *Fisher* branded snack nuts, private brand snack nuts and commercial ingredients to approximately 80 customers worldwide (which accounts for approximately 4% of our net sales).

We are dependent on a few significant customers for a majority of our total net sales, particularly in the consumer channel. Sales to our five largest customers represented approximately 61% of net sales in fiscal 2015, 57% of net sales in fiscal 2014 and 56% of net sales in fiscal 2013. Net sales to Wal-Mart Stores, Inc. accounted for approximately 24% of our net sales for both fiscal 2015 and fiscal 2014, and 22% of fiscal 2013 net sales. Net sales to Target Corporation accounted for approximately 14%, 12% and 15% in fiscal 2015, fiscal 2014 and fiscal 2013, respectively. Net sales to PepsiCo, Inc. accounted for approximately 10% and 11% of our net sales for fiscal 2014 and fiscal 2013, respectively. No other customer accounted for more than 10% of net sales for any period presented.

(iv) Sales and Distribution

We market our products through our own sales department and through a network of approximately 70 independent brokers and various independent distributors and suppliers.

We distribute products from each of our principal facilities. The majority of our products are shipped from our production and warehouse facilities by contract and common carriers.

In the Chicago area, we operate a retail store at our production facility. This store sells *Fisher* snack and baking products, *Orchard Valley Harvest* products, bulk foods and other products produced by us and other vendors.

(v) Marketing

Marketing strategies are developed for each distribution channel and focus primarily on branded products. Branded consumer efforts concentrate on building brand awareness, identifying and introducing new products, attracting new customers and increasing consumption in the snack nut, recipe nut and produce categories. Private brand and commercial ingredient channel efforts are focused on category management, new product identification and introduction, and merchandising support.

A significant portion of our branded marketing efforts are focused on consumer promotional campaigns that include advertisements (e.g., social media, magazine, newspaper, internet, television and radio) and coupon offers. Our integrated marketing efforts for the *Fisher* brand include sponsorships of celebrity chefs and professional sports franchises. Additionally, shipper display units are utilized in retail stores in an effort to gain additional temporary product placement and to drive sales volume. We work with third-party information agencies, such as Information Resources, Inc. ("IRi"), to monitor the effectiveness of our marketing and measure product growth.

Commercial ingredient trade promotion includes periodically attending regional and national trade shows, trade publication advertising and one-on-one marketing. These promotional efforts highlight our processing capabilities, broad product portfolio, product customization and packaging innovation.

Internationally, the development of the *Fisher* brand is focused on generating consumer trial, awareness and loyalty. Promotional activities include product sampling, in-store displays and price incentives to consumers and retail trade. As in the United States, digital consumer relationship marketing is utilized in select markets.

Through participation in several trade associations, funding of industry research and sponsorship of educational programs, we support efforts to increase awareness of the health benefits, convenience and versatility of nuts as both a snack and a recipe ingredient among existing and future consumers of nuts.

(vi) Competition

Our nuts and other snack food products compete against products manufactured and sold by numerous other companies in the snack food industry, some of whom are substantially larger and have greater resources than us. In the nut industry, we compete with, among others, Kraft Heinz Company (Planters brand), ConAgra Foods, Inc., Diamond Foods, Inc. (Emerald and Diamond brands), Treehouse Foods, Inc. and numerous regional snack food processors. Competitive factors in our markets include price, product quality, customer service, breadth of product line, brand name awareness, method of distribution and sales promotion. The combination of our generally vertically integrated operating model with respect to pecans, peanuts and walnuts, our product quality, product offering, brand strength, distribution model and the fact that we focus on nut and nut related products generally enable us to compete in each of these categories, but there can be no guarantee that our products will continue to be competitive with many of our larger competitors. See Part I, Item 1A — “Risk Factors” below.

(vii) Raw Materials and Supplies

We purchase nuts from domestic and foreign sources. In fiscal 2015, all of our walnuts, almonds and peanuts were purchased from domestic sources. We purchase our pecans from the southern United States and Mexico. Cashew nuts are imported from Vietnam, India, Brazil and Africa. For fiscal 2015, approximately 27% of the dollar value of our total nut purchases was from foreign sources.

Competition in the nut shelling industry is driven by shellers’ ability to access and purchase raw nuts, to shell the nuts efficiently and to sell the nuts to processors. We shell all major domestic nut types, with the exception of almonds, and are among a few select shellers who further process, package and sell nuts to the end-user. Raw material pricing pressure and the high cost of equipment automation have previously contributed to a consolidation among shellers across all nut types, especially peanuts and pecans.

We are generally vertically integrated with respect to pecans, peanuts and walnuts and, unlike our major consumer distribution channel competitors who purchase nuts on the open market, we purchase a substantial portion of our pecans, peanuts and walnuts directly from growers. However, there are risks associated with vertical integration, such as susceptibility to market declines for pecans, peanuts and walnuts. See Part I, Item 1A — “Risk Factors” below.

Due, in part, to the seasonal nature of the industry, we maintain significant inventories of peanuts, pecans and walnuts at certain times of the year, especially in the second and third quarters of our fiscal year. Fluctuations in the market price of pecans, peanuts and walnuts and other nuts may affect the value of our inventory and thus may also affect our gross profit and gross profit margin. See Part I, Item 1A — “Risk Factors”.

We purchase some of our packaging and labels from a related party. We purchase other inventory items such as roasting oils, seasonings, plastic jars, labels, stand-up bags, composite and clear-plastic cans and other packaging materials from other third parties. Material costs, including tree nuts, peanuts, other commodities and other inventory items represented approximately 86% of our total cost of sales for fiscal 2015.

(viii) Trademarks and Patents

We market our products primarily under name brands, including the *Fisher*, *Orchard Valley Harvest*, *Fisher Nut Exactly* and *Sunshine Country* brand names, which are registered as trademarks with the U.S. Patent and Trademark Office as well as in various other foreign jurisdictions. We do not own any trademarks for any private brands, which are owned by the respective private brand customer. Our trademarks, particularly those related to

our brands, are important as they provide our customers with information about the quality of our products. However, registration and use of our trademark, in foreign jurisdictions may be subject to certain risks in addition to other risks generally related to our intellectual property. See Part I, Item 1A — “Risk Factors” below. We also own several patents of various durations. We expect to continue to renew for the foreseeable future those trademarks that are important to our business and expand registration of our trademarks into new jurisdictions. We intend to protect our intellectual property rights vigorously.

(ix) Employees

As of June 25, 2015, we had approximately 1,450 full-time employees, including approximately 185 corporate staff employees. Due to the seasonality of our business, our labor requirements typically peak during the last quarter of the calendar year.

(x) Seasonality

Our business is seasonal. Demand for peanut and tree nut products is highest during the last four months of the calendar year. Peanuts, pecans and walnuts, three of our principal raw materials, are primarily purchased between September and February and are processed throughout the year until the following harvest. As a result of this seasonality, our personnel requirements rise during the last four months of the calendar year. Our working capital requirements generally peak during the third quarter of our fiscal year.

(xi) Backlog

Because the time between order and shipment is usually less than three weeks, we believe that any backlog as of a particular date is not material to an understanding of our business as a whole.

(xii) Operating Hazards and Uninsured Risks

The sale of food products for human consumption involves the risk of injury to consumers as a result of product contamination or spoilage, including the presence of shell fragments, foreign objects, insects, foreign substances, pathogens, chemicals, aflatoxin and other agents, or residues introduced during the growing, storage, handling or transportation phases. We (i) maintain what we believe to be rigid quality control standards and food safety systems and are SQF 2000 Code Level 2 certified, (ii) generally inspect our nut and other food products by visual examination, metal detectors or electronic monitors at various stages of our shelling and processing operations, (iii) work with the United States Department of Agriculture (“USDA”) in its inspection of peanuts shipped to and from our peanut shelling facilities, (iv) maintain environmental pathogen programs and regularly provide samples to the Food and Drug Administration for testing, and (v) seek to comply with the Nutrition Labeling and Education Act by labeling each product that we sell with labels that disclose the nutritional value and content of each of our products; however, no assurance can be given that some nut or other food products sold by us may not contain or develop harmful substances. In order to mitigate this risk, we strive to select high-quality nut suppliers and currently maintain product liability and contaminated product insurance at amounts we believe are adequate in light of our operations.

Item 1A — Risk Factors

We face a number of significant risks and uncertainties, and therefore, an investment in our Common Stock is subject to risks and uncertainties. The factors described below could materially and adversely affect our business, results of operations and financial condition. While each risk is described separately, some of these risks are interrelated and it is possible that certain risks could trigger the applicability of other risks described below. Also, the risks and uncertainties described below are not the only ones that we face. Additional risks and uncertainties not presently known to us, or that are currently deemed immaterial, could also potentially impair our business,

results of operations and financial condition. Investors should consider the following factors, in addition to the other information contained in this Annual Report on Form 10-K, including Part II, Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources” before deciding to purchase our Common Stock.

We Cannot Control the Availability or Cost of Raw Materials and this May Have a Material Adverse Effect on Our Results of Operations, Cash Flows and Financial Condition

The availability and cost of raw materials for the production of our products, including peanuts, pecans, almonds, cashews, walnuts and other nuts are subject to crop size and yield fluctuations caused by factors beyond our control, such as weather conditions, natural disasters (including floods, droughts, frosts, earthquakes and hurricanes), plant diseases, other factors affecting global supply, changes in global customer demand, changes in government programs and purchasing behavior of certain countries, including China and India. Additionally, any determination by the USDA or other government agencies that certain pesticides, herbicides or other chemicals used by growers have left harmful residues on portions of the crop or that the crop has been contaminated by aflatoxin or other agents or any future product recalls for other reasons could reduce the supply of edible nuts and other raw materials used in our products and could cause our costs to increase significantly.

Because these raw materials are commodities, their prices are set by the market and can therefore fluctuate quickly and dramatically due to varied events, such as those described above. Furthermore, we are not able to hedge against changes in commodity prices because no appropriate futures, derivative or other risk-sharing market for these commodities exists. Consequently, in order to achieve or maintain profitability levels, we attempt to increase the prices of our products to reflect the increase in the costs of the raw materials that we use and sell. However, we may not be successful in passing along partial or full price increases to our customers, if at all. In addition, even if we are successful in passing across partial or full price increases, we may not be able to do so in a timely fashion. Our ability to raise prices and the timing of any price increases is often dependent upon the actions of our competitors, some of whom are significantly larger and more diversified than we are. Additionally, any such product price increase that we are able to pass along to our customers may ultimately reduce the demand for, and sales of, our products as customers reduce purchases or, buy lower priced products. Any one or more of the foregoing aspects may have a material adverse effect on our results of operations, cash flows and financial condition.

Moreover, fluctuations in the market prices of nuts may affect the value of our inventories and profitability. We maintain significant inventories of nuts, and our financial condition could be materially and adversely affected by any significant decrease in the market price of such raw materials. See Part II, Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources”.

Significant Private Brand Competitive Activity Could Materially and Adversely Affect Our Financial Condition and Results of Operations

Some customer buying decisions, including some of our largest customers, are based upon a periodic bidding process in which the single, successful bidder is assured the selling of the selected product to the food retailer, supercenter or mass merchandiser until the next bidding process to the exclusion of other bidders. Our sales volume may decrease significantly if our bids are too high and we lose the ability to sell products through these channels, even temporarily. Alternatively, we risk reducing our margins if our bids are successful but below our desired price points. In addition, margins could be further reduced if commodity prices rise and customers are unwilling or unable to accept price increases. Any of these outcomes may materially and adversely affect our financial condition and results of operations.

Our Inability to Manage Successfully the Price Gap Between our Private Brand Products and Those of our Branded Competitors May Materially and Adversely Affect Our Results of Operations

Although demand for private brand products (and our private brand products in particular) has increased, our competitors' branded products have certain advantages over our private brand products primarily due to their advertising strategies, name recognition and pricing flexibility.

At the retail level, private brand products generally sell at a discount to those of branded competitors. If branded competitors reduce the price of their products, the price of branded products offered to consumers may approximate the prices of our private brand products. Further, promotional activities by branded competitors such as temporary price reductions, buy-one-get-one-free offerings and coupons, have the same general effect as price decreases. Price decreases initiated by branded competitors could result in a decline in the demand for our private brand products, which could negatively impact our sales volumes and overall profitability. Such sales volume and profitability decreases could materially and adversely affect our results of operations.

In addition, many of our competitors with significant branded operations have more diversified product offerings among a wider variety of food categories than we have. Such competitors could, as a result of their size or diversified offerings, be in a better position to decrease their costs or offer better promotions for their branded products. If competitors are able to exploit their size or diversification to make significant price reductions, it could decrease our private brand sales, which could materially and adversely affect our results of operations.

Changing Consumer Preferences and Demand Could Materially and Adversely Affect Our Financial Condition and Results of Operations

Our financial performance depends in part on our ability to anticipate and offer products to our customers that appeal to their preferences. Consumer preferences, whether for name brand products or private brand products, can quickly change based on a number of factors beyond our control. If we fail to anticipate, identify or react quickly to these changes and are unable to introduce and market new and improved products to meet consumer preferences, demand for our products could suffer. In addition, demand for our products could be affected by consumer concerns regarding the health effects of nutrients or ingredients in any of our products. The development and introduction of new products requires substantial research and development, testing and marketing expenditures, which we may be unable to fully recover if the new products do not achieve the necessary commercial success. New product introduction also results in increased costs, including from the use of new manufacturing techniques, capital expenditures, new raw materials and ingredients, and additional marketing and trade spending. Reduction in demand as a result of changing consumer preferences or inability to provide consumers with products they demand could materially and adversely affect our financial condition and results of operations.

In addition, our success in anticipating, offering and marketing products to our customers that appeal to their preferences depends on our ability to adapt to a rapidly changing media environment. We increasingly rely on social media and online advertising campaigns as well as advertising outside of traditional print, radio and television channels. Negative posts or comments about us or the type of products we market and sell on social networking Web sites or similar online activity could seriously impact consumer demand for our products. We are subject to a variety of legal and regulatory restrictions on how we market and advertise our products. These restrictions may limit our ability to respond to changing tastes as the media and communications environment continues to evolve. If we do not react appropriately, then our product sales, financial condition and results of operations could be materially and adversely affected.

We Sometimes Enter Into Fixed Price Commitments without First Knowing Our Acquisition Costs, Which Could Have a Material Adverse Effect on Our Financial Condition and Results of Operations

A substantial portion of our commercial ingredient sales customers, and certain other customers, require us to enter into fixed price commitments with them. Such commitments represented approximately 16% of our annual

net sales in fiscal 2015. The commitments are for a fixed period of time, typically three months to twelve months, but may be extended if remaining balances exist. Sometimes we enter into fixed price commitments with respect to certain of our nut products before fixing our acquisition costs in order to maintain customer relationships or when, in management's judgment, market or crop harvest conditions so warrant. To the extent we do so and the fixed prices are not properly aligned with our acquisition costs, then these fixed price commitments may result in reduced or negative gross profit margins which could have a material adverse effect on our financial condition and results of operations.

Our Generally Vertically Integrated Model Could Materially and Adversely Affect Our Results of Operations

We have a generally vertically integrated nut processing operation that enables us to control almost every step of the process for pecans, peanuts and walnuts, including procurement from growers. Our generally vertically integrated model has in the past resulted, and may in the future result, in significant losses because we are subject to the various risks associated with purchasing a majority of our pecans, peanuts and walnuts directly from growers, including the risk of purchasing such products from growers at costs that later, due to altered market conditions, prove to be above prevailing market prices at time of sale. Accordingly, because we purchase a majority of our pecans, peanuts and walnuts directly from growers during harvest season and shell and process these nuts throughout our fiscal year, there is a possibility that, after we acquire these nuts, market conditions may change and we will be forced to sell these nuts at a loss which could materially and adversely affect our results of operations.

We Operate in a Competitive Environment Which Could Materially and Adversely Affect our Financial Condition and Results of Operations

We operate in a highly competitive environment. Our principal products compete against food and snack products manufactured and sold by numerous regional, national and international companies, some of which are substantially larger and have greater resources than us, such as Kraft Heinz Company (Planters brand), ConAgra Foods, Inc., Diamond Foods, Inc. (Emerald and Diamond brands) and Treehouse Foods, Inc. Most of our competitors that sell and market the other top branded snack nut products have committed more resources to such brands when compared to the resources spent by us on our brands. Many of our competitors buy their nuts on the open market and are thus not exposed to the risks of purchasing inshell pecans, peanuts and walnuts directly from growers at fixed prices that later, due to altered market conditions, may prove to be above prevailing market prices. We also compete with other shellers in the commercial ingredient market and with regional processors in the retail and wholesale markets. In order to maintain or increase our market share, we must continue to price our products competitively and spend on marketing, advertising and new product innovation, which may cause a decline in gross profit margin if we are unable to increase unit volumes as well as reduce our costs, which could materially and adversely affect our financial condition and results of operations.

We are Dependent Upon Certain Significant Customers Which Could Materially and Adversely Affect Our Financial Condition, Cash Flows and Results of Operations

We are dependent on a few significant customers for a large portion of our total net sales, particularly in the consumer channel. Sales to our five largest customers represented approximately 61%, 57% and 56% of net sales in fiscal 2015, fiscal 2014 and fiscal 2013, respectively. There can be no assurance that all significant customers will continue to purchase our products in the same quantities, same product mix or on the same terms as in the past, particularly as increasingly powerful retailers may demand lower pricing, different packaging, larger marketing support, payments for retail space, establish private brands or request other terms of sale which negatively impact our profitability. A loss of one of our largest customers, a material decrease in purchases by one of our largest customers, or a significant business interruption at one of our largest customers would result in decreased sales and would materially and adversely affect our results of operations, financial condition and cash flows.

We are Subject to Customer Pricing Pressures Which Could Materially and Adversely Affect Our Financial Condition and Results of Operations

As the retail grocery trade continues to consolidate and our retail customers grow larger, become more sophisticated and obtain more purchasing power, our retail customers are demanding lower pricing, especially private brand customers, and increased free or discounted promotional programs. Further, these retail customers may begin to place a greater emphasis on the lowest-cost supplier in making purchasing decisions especially during periods of increased raw material acquisition costs. An increased focus on the lowest-cost supplier could reduce the benefits of some of our competitive advantages, which include a focus on customer service, innovation, production capacity, category management and quality. Our sales volume growth could suffer, and it may become necessary to lower our prices and increase promotional support of our products, any of which would materially and adversely affect our gross profit and gross profit margin and could materially and adversely affect our financial condition and results of operations.

Food Safety, Allergy and Product Contamination Concerns Could Have a Material Adverse Effect on Our Financial Condition and Results of Operations

If consumers in our principal markets lose confidence in the health or safety of nut products, particularly with respect to peanut and tree nut allergies, food borne illnesses or other food safety matters, this could materially and adversely affect our financial condition and results of operations. Individuals with nut allergies may be at risk of serious illness or death resulting from the consumption of our nut products, including consumption of other companies' products containing our products as an ingredient. Notwithstanding our existing food safety controls, we process peanuts and tree nuts on the same equipment, and there is no guarantee that our other products will not be cross-contaminated. Concerns generated by risks of peanut and tree nut cross-contamination and other food safety matters, including food borne illnesses, may discourage consumers from buying our products, cause production and delivery disruptions, or result in product recalls. Product safety issues (i) concerning products not manufactured, distributed or sold by us and (ii) concerning products we manufacture, distribute and sell, may materially and adversely affect demand for products in the nut industry as a whole, including products without actual safety problems. Decreases in demand for products in the industry generally could have a material adverse effect on our financial condition and results of operations. In addition, the cooling system at the Elgin, Illinois facility utilizes ammonia. If a leak in the system were to occur, there is a possibility that the inventory in cold storage at the Elgin, Illinois facility could be destroyed which could have a material adverse effect on our financial condition and results of operations.

The Risk Assessment Conducted by the U.S. Food and Drug Administration on the Risks of Tree Nuts May Have a Material Adverse Effect on Our Financial Condition, Results of Operations and Cash Flows

The U.S. Food and Drug Administration ("FDA") is currently assessing the risks of Salmonella contamination associated with tree nuts. This assessment, which includes randomly sampling tree nuts in the marketplace, has already resulted in product recalls in the nut industry, including two of our product recalls in fiscal 2015. The results and impact of this risk assessment and recalls based on sampling could also lead to increased industry-specific regulation and/or additional risk-based preventive controls which may result in increased compliance costs, capital expenditures to meet FDA-imposed requirements and reputation risks to our branded and private brand products. Recalls or significant expenditures to satisfy FDA requirements could have a material adverse effect on our financial condition, results of operations and cash flows.

Product Liability, Product Recalls, Product Labeling and Product Advertising Claims May Have a Material Adverse Effect on Our Results of Operations and Cash Flows

We face risks associated with product liability claims, product recalls and other liabilities in the event: (i) our food safety and quality control procedures are ineffective or fail, (ii) we procure products from third parties that are or become subject to a recall, regardless of whether or not our food safety and quality control procedures are ineffective or fail, (iii) our products cause injury or become adulterated or misbranded, (iv) our products are

determined to be promoted or labeled in a misleading fashion or (v) government authorities test our products and determine that they contain a contaminant or present a food safety risk. In recent years, the food industry has been a target of litigation over product labeling and advertising, including nut products. Such litigation results in significant costs to defend and resolve. In addition, we do not control the labeling of other companies' products containing our products as an ingredient. A product recall of a sufficient quantity, a significant product liability judgment against us, a significant advertising-related liability or judgment against us or other safety concerns could cause our products to be unavailable for a period of time, could result in a loss of consumer confidence in our products and expose us to liabilities in excess of any insurance we maintain for such events. If these kinds of events were to occur, they would have a material adverse effect on the demand for our products and, consequently, our results of operations and cash flows.

We are Dependent on Certain Key Personnel and the Loss of Any of Their Services Could Have a Material Adverse Effect on Our Results of Operations

Our future success will be largely dependent on the personal efforts of our senior operating management team, including Jeffrey T. Sanfilippo, Chief Executive Officer, Michael J. Valentine, Chief Financial Officer, Group President and Secretary, James A. Valentine, Chief Information Officer and Jasper B. Sanfilippo, Jr., Chief Operating Officer, President and Assistant Secretary. We believe that the expertise and knowledge of these individuals in the industry, and in their respective fields, is a critical factor to our growth and success. Although some of our officers own significant amounts of our Class A Common Stock, these individuals have not entered into any employment or non-compete agreement with us, nor do we have key officer insurance coverage policies in effect. The departure of any of these individuals could have a material adverse effect on our business and prospects and that in turn would have a material adverse effect on our results of operations. Our success is also dependent upon our ability to attract and retain additional qualified personnel, and there can be no assurance that we will be able to do so.

We are Subject to Government Regulation Which Could Materially and Adversely Affect Our Results of Operations

We are subject to extensive regulation by the FDA, the USDA, the United States Environmental Protection Agency ("EPA") and other state, local and foreign authorities in jurisdictions where our products are manufactured, processed or sold. Among other things, these regulations govern the manufacturing, importation, processing, packaging, storage, distribution, advertising and labeling of our products. Our manufacturing and processing facilities and products are subject to periodic compliance inspections by federal, state, local and foreign authorities. We are also subject to environmental regulations governing the discharge of air emissions, water and food waste, the usage and storage of pesticides, and the generation, handling, storage, transportation, treatment and disposal of waste materials. Amendments to existing statutes and regulations, adoption of new statutes and regulations, increased production at our existing facilities as well as our expansion into new operations and jurisdictions, may require us to obtain additional licenses and permits and could require us to adapt or alter methods of operations at costs that could be substantial. Compliance with applicable laws and regulations may be time-consuming, expensive or costly to us in different ways and could materially and adversely affect our results of operations. Failure to comply with applicable laws and regulations could subject us to civil remedies, including fines, injunctions, recalls or seizures, as well as possible criminal sanctions, which could materially and adversely affect our results of operations.

Specifically, governmental policies affecting the agricultural industry, such as taxes, tariffs, duties, subsidies, incentives, and import and export restrictions on agricultural commodities and commodity products, can influence the planting of certain crops, the location and size of crop production, whether commodity products are traded, the volume and types of imports and exports, the viability and volume of production of certain of our products, and industry profitability. In addition, international trade disputes can adversely affect commodity trade flows by limiting or disrupting trade between countries or regions. Future government policies may adversely affect the supply of, demand for, and prices of our products, restrict our ability to do business in its existing and

target markets, and negatively impact our revenues and operating results. Changes in regulatory requirements (such as requirements designed to enhance food safety or further regulate advertising or marketing), or evolving interpretations of existing regulatory requirements, may result in increased compliance costs, capital expenditures and other financial obligations that could materially and adversely affect our results of operations.

The Food Safety Modernization Act (“FSMA”) gives the FDA expanded authorities over the safety of the national food supply, including increased inspections and mandatory recalls, as well as stricter enforcement actions, each of which could result in additional compliance costs and civil remedies, including fines, injunctions, withdrawals, recalls or seizures and confiscations. The FSMA further instructed the FDA to develop new rules and regulations, including the performance of hazard analyses, implementation of preventive plans to control hazards, and foreign supplier verification provisions. We currently have “hazard analysis and critical control points” (“HACCP”) processes and procedures in place that may appropriately address many of the existing or future concerns arising out of the FSMA; however, any new FDA rules and regulations could require us to change certain of our operational processes and procedures, or implement new ones, and there could also be unforeseen issues, requirements and costs that arise as the FDA promulgates its new rules and regulations. HACCP is a management system in which food safety is addressed through the analysis and control of hazards from raw material production, procurement and handling, to manufacturing, distribution and consumption of the finished product.

We are a publicly traded company and subject to changing rules and regulations of federal and state governments as well as the stock exchange on which our Common Stock is listed. These entities, including the Public Company Accounting Oversight Board, the SEC, the Department of Justice and the Nasdaq Global Select Market, have issued a significant number of new and increasingly complex requirements and regulations over the course of the last several years and continue to develop additional regulations and requirements in response to laws enacted by Congress. Our efforts to comply with these requirements have resulted in, and are likely to continue to result in, an increase in expenses and a diversion of management’s time from other business activities. Failure to comply with any law or regulation could subject us to civil remedies, including fines and injunctions, as well as possible criminal sanctions, which could materially and adversely affect our results of operations.

Operational, Legal, Economic, Political and Social Risks of Doing Business in Emerging Markets and Other Foreign Countries May Have a Material Adverse Effect on Our Results of Operations

Approximately 27% of the dollar value of our total nut purchases for fiscal 2015 were made from foreign countries. We purchase our cashew inventories from Vietnam, India, Brazil and Africa and some of our pecans from Mexico, which are in many respects emerging markets. Further, we are continually looking to expand our sales internationally and enter new emerging and established markets, including markets within Asia. To this extent, we are exposed to risks inherent in emerging markets, including:

- increased governmental ownership and regulation of the economy;
- greater likelihood of inflation and adverse economic conditions;
- governmental attempts to reduce inflation, such as imposition of higher interest rates and wage and price controls;
- supply reduction into the United States from increased demand in foreign countries;
- international competition;
- compliance with, and subjection to, foreign laws, including our ability to protect our intellectual property, such as our brands;
- compliance with U.S. laws and regulations related to conduct in foreign countries, such as the Foreign Corrupt Practices Act;

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- currency exchange rates;
 - potential for contractual defaults or forced renegotiations on purchase contracts with limited legal recourse;
 - tariffs, duties, trade laws and other barriers to trade that may reduce our profitability or sales; and
 - civil unrest and significant political instability.

The existence of these and other risks in emerging markets and other foreign countries could jeopardize or limit our ability to purchase sufficient supplies of cashews, pecans and other imported raw materials and limit our ability to make international sales, and may materially and adversely affect our results of operations by increasing the costs of doing business overseas.

The Way in Which We Measure Inventory May Have a Material Adverse Effect on Our Results of Operations

We acquire our inshell nut inventories of pecans, peanuts and walnuts from growers and farmers in large quantities at harvest times, which are primarily during the second and third quarters of our fiscal year, and receive nut shipments in bulk truckloads. The weights of these nuts are measured using truck scales at the time of receipt, and inventories are recorded on the basis of those measurements. The nuts are then stored in bulk in large warehouses to be shelled or processed throughout the year. Bulk-stored nut inventories are relieved on the basis of continuous high-speed bulk weighing systems as the nuts are shelled or processed or on the basis of calculations derived from the weight of the shelled nuts that are produced. While we perform various procedures periodically to confirm the accuracy of our bulk-stored nut inventories, these inventories are estimates that must be periodically adjusted to account for positive or negative variations in quantities and yields, and such adjustments directly affect earnings. The quantities of each crop year bulk-stored nut inventories are generally shelled out over a ten to fifteen month period, at which time revisions to any estimates, which historically averaged less than 1.0% of inventory purchases, are also recorded. The precise amount of our bulk-stored nut inventories is not known until the entire quantity of the particular nut is depleted, which may not necessarily occur every year. Prior crop year inventories may still be on hand as the new crop year inventories are purchased. The majority of bulk-stored nut inventories at June 25, 2015 were processed during the first quarter of fiscal 2016, before any new crop inventories were purchased, thus enabling us to adjust the bulk-stored nut inventories at June 25, 2015. There can be no assurance that any such inventory quantity adjustments will not have a material adverse effect on our results of operations in the future.

Certain of Our Stockholders Possess a Majority of Aggregate Voting Power in the Company, Which May Make a Takeover or Change in Control More or Less Difficult; and The Sanfilippo Group Has Pledged a Substantial Amount of their Class A Common Stock, Either of Which Could Materially and Adversely Affect Our Financial Condition and Results of Operations

As of August 21, 2015, Jasper B. Sanfilippo Sr., Marian Sanfilippo, Jeffrey T. Sanfilippo, Jasper B. Sanfilippo, Jr., Lisa A. Sanfilippo, John E. Sanfilippo and James J. Sanfilippo (the “Sanfilippo Group”) own or control Common Stock (one vote per share) and Class A Common Stock (ten votes per share on all matters other than the election of Common Stock directors) representing approximately a 51.3% voting interest in the Company. As of August 21, 2015, Michael J. Valentine and Mathias A. Valentine (the “Valentine Group”) own or control Common Stock (one vote per share) and Class A Common Stock (ten votes per share on all matters other than the election of Common Stock directors) representing approximately a 24.1% voting interest in the Company. In addition, the Sanfilippo Group and the Valentine Group as holders of the Class A Common Stock are entitled to elect six Class A Directors which represents 66% of our entire Board of Directors. As a result, the Sanfilippo Group and the Valentine Group together are able to direct the election of a majority of the members to the Board of Directors. In addition, the Sanfilippo Group is able to exert certain influence on our business, or take certain actions, that cannot be counteracted by another stockholder or group of stockholders. The Sanfilippo Group is able to determine the outcome of nearly all matters submitted to a vote of our stockholders, including any amendments to our certificate of incorporation or bylaws. The Sanfilippo Group has the power to prevent or cause dividends, or a change in control or sale of the Company, which may or may not be in the best interests of

the other holders of Common Stock, and can take other actions that may be less favorable to our other stockholders and more favorable to the Sanfilippo Group, subject to applicable legal limitations, which could materially and adversely affect our financial condition, results of operations and cash flows.

In addition, several members of the Sanfilippo Group that beneficially own a significant interest in our Company have pledged a substantial portion of the Company's Class A Stock that they own to secure loans made to them by commercial banks. If a stockholder defaults on any of its obligations under these pledge agreements or the related loan documents, these banks may have the right to sell the pledged shares. Such a sale could cause our Company's stock price to decline. Many of the occurrences that could result in a foreclosure of the pledged shares are out of our control and are unrelated to our operations. Because these shares are pledged to secure loans, the occurrence of an event of default could result in a sale of pledged shares that could cause a change of control of our Company, even when such a change may not be in the best interests of our stockholders, and it could also result in a default under certain material contracts to which we are a party, including an event of default under the Credit Agreement by and among the Company, Wells Fargo Capital Finance (f/k/a Wells Fargo Foothill, LLC), as the arranger and administrative agent and a syndicate of lenders, dated February 7, 2008 (as amended, the "Credit Facility"), which could materially and adversely affect our financial condition, results of operations and cash flows.

Essentially all of Our Real Property is Encumbered, Which Could Materially and Adversely Affect Our Ability to Obtain Additional Capital if Required Which Could Materially and Adversely Affect Our Financial Condition, Results of Operations and Cash Flows

Our financing arrangements include a mortgage facility, which is secured by essentially all of our owned real property located in Elgin, Illinois, Gustine, California and Garysburg, North Carolina. Because essentially all of our owned real property is encumbered, such properties are not available as a means of securing further capital in the event that additional capital is required because of unexpected events, losses or other circumstances, which could materially and adversely affect our financial condition, results of operations and cash flows.

General Economic Conditions and Increased Production Costs Could Materially and Adversely Affect Our Financial Condition and Results of Operations

General economic conditions and the effects of a recession, including uncertainty in economic conditions and an economic downturn, and political uncertainties, including political action or inaction having an impact on the economy, could have a material adverse effect on our cash flow from operations, results of operations and financial condition. These conditions may include, among other things, higher unemployment, increased commodity costs, increased raw material costs, increased packaging material prices, decreases or alterations in consumer demand, changes in buying patterns, interest rate and capital market volatility, adverse changes in the purchasing power of the U.S. dollar and higher general water, energy, transportation and fuel costs. Maintaining the prices of our products, initiating price increases (including passing along price increases for commodities used in our products) and increasing the demand for our products, all of which are important to our plans to increase profitability, may be materially and adversely affected by general economic conditions and increases in production costs. Among other considerations, nuts and our other products are not essential products and therefore demand and sales volume could decrease. In addition, a general economic downturn could cause one or more of our vendors, suppliers, distributors and customers to experience cash flow problems and, therefore, such vendors, suppliers, distributors and customers may be forced to reduce their output, shut down their operations or file for bankruptcy protection, which in some cases would make it difficult for us to continue production of certain products, could require us to reduce sales of our products or could result in uncollectable accounts receivable. Financial difficulties or solvency problems at these vendors, suppliers and distributors could materially adversely affect their ability to supply us with products or adequate products, which could disrupt our operations. It may be difficult to find a replacement for certain vendors, suppliers or distributors without significant delay or increase in cost. Any of the foregoing could materially and adversely affect our financial condition and results of operations.

Litigation Could Materially and Adversely Affect Our Financial Condition and Results of Operations

We have been the subject of litigation and investigations in the past, and we may become the subject of litigation and investigations in the future, which may include lawsuits or claims related to contracts, intellectual property, product recalls, product liability, the marketing and labeling of products, employment matters, environmental matters or other aspects of our business. Plaintiffs or regulatory bodies could seek recovery of very large or indeterminate amounts, and the magnitude of the potential loss relating to lawsuits and investigations is difficult to accurately estimate. Regardless of whether any claims against us are valid, or whether we are ultimately held liable, such litigation and investigations may be expensive to defend and may divert time, money and management attention away from our operations and negatively impact our financial performance. We maintain insurance in amounts we believe to be adequate based on our business operations. However, we may incur claims or liabilities for which we are not insured, that exceed the amount of our insurance coverage or that our insurers may raise various objections and exceptions to coverage. A judgment or settlement for significant monetary damages or requiring other significant changes to our business or assets could materially and adversely affect our financial condition and results of operations. Any adverse publicity resulting from allegations or investigations may also adversely affect our reputation and the reputation of our products, which in turn could materially and adversely affect our financial condition and results of operations.

Technology Disruptions or Failures Could Materially and Adversely Affect Our Financial Condition and Results of Operations

We depend on information technology to maintain and streamline our operations, including, among other things, (i) interfacing with our locations, customers and suppliers, (ii) complying with financial reporting, legal and tax regulatory requirements, (iii) maintaining inventory control and monitoring systems and (iv) providing us with real-time feedback about our business. Like other companies, our information technology systems may be vulnerable to a variety of interruptions due to events beyond our control, including natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers, cyber risks and other security issues. We have technology security initiatives and disaster recovery plans in place to mitigate our risk to these vulnerabilities, but these measures may not be adequate, particularly as the global dependence on technology increases. In addition, if we are unable to prevent security breaches or disclosure of non-public information, we may suffer financial and reputational damage, litigation or remediation costs or penalties because of the unauthorized disclosure of confidential information belonging to us or to our customers, consumers, or suppliers. While we have not experienced any significant disruption or failure of our information technology systems, any such disruption or failure could adversely affect our financial condition and results of operations.

Our Products are Processed at a Limited Number of Production Facilities and any Significant Disruption at any of Our Production Facilities Could Have a Material Adverse Effect on Our Financial Condition and Results of Operations

Our products are shelled, manufactured or otherwise processed at our five production facilities. However, certain nut and nut-related products, including the shelling of peanuts, walnuts and pecans and processing and packaging of certain other products, are conducted only at a single location. If any of these production facilities experiences a disruption for any reason, including a work stoppage, power failure, fire, or weather related condition or natural disaster, this could result in a significant reduction or elimination of the availability of some of our products. If we were not able to obtain alternate production, shelling or processing capability in a timely manner or on satisfactory terms, this could have a material adverse effect on our financial condition and results of operations.

Inability to Protect Our Intellectual Property or Avoid Intellectual Property Disputes Could Materially and Adversely Affect Our Financial Condition and Results of Operations

We consider our intellectual property rights, particularly and most notably our brand trademarks (such as our *Fisher*, *Orchard Valley Harvest* and *Sunshine Country* trademarks), but also our patents, trade secrets, copyrights

and licensing agreements, to be a significant and valuable aspect of our business. We attempt to protect our intellectual property rights through a combination of patent, trademark, copyright and trade secret laws, as well as licensing agreements, third party nondisclosure and assignment agreements and policing of third party misuses of our intellectual property both domestically and internationally. Our failure to obtain or adequately protect our trademarks, products, new features of our products, or our technology, or any change in law or other changes that serve to lessen or remove the current legal protections of our intellectual property, may diminish our competitiveness and could materially and adversely affect our financial condition and results of operations.

In addition, we may be unaware of intellectual property rights of others that may cover some of our technology, brands or products. Any disputes regarding patents or other intellectual property could be costly and time-consuming and could divert the attention of our management and key personnel from our business operations. Third party claims of intellectual property infringement might also require us to enter into costly license agreements. We also may be subject to significant damages or injunctions against development and sale of certain products if found to be liable for infringing activity. Any such activities could materially and adversely affect our financial condition and results of operations.

Unsuccessful Implementation of Our Strategic Plan Could Materially and Adversely Affect Our Financial Condition and Results of Operations

We developed a strategic plan (the “Strategic Plan”), most recently updated in fiscal 2013, to help us achieve long-term profitable growth. As part of this Strategic Plan, we have taken a number of actions including, among other things, the 2010 acquisition of OVH, promotion of our branded and snack nut products, international expansion and other related strategies related to increasing sales of non-branded business at existing key customers. We are taking these actions in order to increase sales in all of our distribution channels. There are no assurances that we will be successful in achieving any portion of our Strategic Plan, or any other efficiency measures.

In addition, we have in the past, as part of our Strategic Plan, engaged in strategic acquisitions and joint ventures. However, we may be unable to successfully manage our existing acquisitions or joint ventures or identify additional acquisitions or joint ventures which are attractive or advantageous to grow or otherwise supplement our existing business. We may be unable to achieve a substantial portion of any anticipated cost savings from previous acquisitions or joint ventures or other anticipated benefits in the timeframe we anticipate, or at all.

As we continue to implement our Strategic Plan and the number of our employees has grown, personnel costs, including the costs of medical and other employee health and welfare benefits, have increased. These costs can vary substantially as a result of an increase in the number, mix and experience of our employees and changes in health care and other employment-related laws. There are no assurances that we will succeed in reducing future increases in such costs, particularly if government regulations require us to change our health and welfare benefits or we need to attract and retain qualified personnel. Our inability to control such costs could materially and adversely affect our financial condition and results of operations.

Any inability to realize the anticipated benefits from the Strategic Plan could materially and adversely affect our financial condition and results of operations.

Item 1B — Unresolved Staff Comments

None.

Item 2 — Properties

We own or lease five principal production facilities. Our primary processing and distribution facility is located at our Elgin, Illinois site which also houses our primary manufacturing operations and corporate headquarters (the “Elgin Site”). The remaining principal production facilities are located in Bainbridge, Georgia; Garysburg, North Carolina; Selma, Texas and Gustine, California. In addition, we operate a retail store at the Elgin Site.

As described below in Part II, Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources”, the Mortgage Facility (as defined below) is secured by mortgages on essentially all of our owned real property located in Elgin, Illinois, Gustine, California and Garysburg, North Carolina.

We believe that our facilities are generally well maintained and in good operating condition.

a. Principal Facilities

The following table provides certain information regarding our principal facilities:

<u>Location</u>	<u>Square Footage</u>	<u>Type of Interest</u>	<u>Description of Principal Use</u>	<u>Date Company Constructed, Acquired or First Occupied</u>
Bainbridge, Georgia	300,000	Owned and Leased	Peanut shelling, purchasing, processing, packaging, warehousing and distribution	1987
Garysburg, North Carolina	160,000	Owned	Peanut shelling, purchasing, processing, packaging, warehousing and distribution	1994
Selma, Texas ⁽¹⁾	300,000	Leased	Pecan shelling, processing, bulk packaging, warehousing and distribution	1992
Gustine, California	215,000	Owned	Walnut shelling, processing, packaging, warehousing and distribution	1993
Elgin, Illinois ⁽²⁾ (Elgin Office Building)	400,000	Owned	Rental Property	2005
Elgin, Illinois ⁽³⁾ (Elgin Warehouse Building)	1,001,000	Owned	Processing, packaging, warehousing, distribution and corporate offices	2005

- (1) The sale and lease back of the Selma properties to related party partnerships was consummated during the first quarter of fiscal 2007. See Note 5 to the Consolidated Financial Statements — “Long-Term Debt”.
- (2) The Elgin Office Building (part of the Elgin Site) was acquired in April 2005. Approximately 29% of the Elgin Office Building is currently being leased to unrelated third parties. The remaining portion of the office building may be leased to third parties; however, there can be no assurance that we will be able to lease the unoccupied space. Further capital expenditures will likely be necessary to lease all of the remaining space.
- (3) The Elgin Warehouse Building (part of the Elgin Site) was acquired in April 2005 and was modified to our specifications. The Elgin Warehouse Building is the home of our corporate headquarters, Chicago area processing activities and Chicago area distribution operations.

b. Manufacturing Capability, Utilization, Technology and Engineering

Our principal production facilities are equipped with modern processing and packaging machinery and equipment.

The Elgin Site was designed to our specifications with what we believe to be state-of-the-art equipment. The layout is designed to efficiently move products from raw storage to processing to packaging to distribution. The Elgin Site was designed to minimize the risk of cross contamination between tree nuts and peanuts. Also, the Elgin Site is designed to accommodate an increase in production capacity of 20% to 35%.

The Selma facility contains our automated pecan shelling and bulk packaging operation. The facility's pecan shelling production lines currently have the capacity to shell in excess of 90 million inshell pounds of pecans annually. During fiscal 2015, we processed approximately 45 million inshell pounds of pecans at the Selma facility.

The Bainbridge facility is located in the largest peanut producing region in the United States. This facility takes direct delivery of farmer stock peanuts and cleans, shells, sizes, inspects, blanches, roasts and packages them for sale to our customers. The production line at the Bainbridge facility is almost entirely automated and has the capacity to shell approximately 120 million inshell pounds of peanuts annually. During fiscal 2015, the Bainbridge facility shelled approximately 63 million inshell pounds of peanuts.

The Garysburg facility has the capacity to process approximately 60 million inshell pounds of farmer stock peanuts annually. During fiscal 2015, the Garysburg facility processed approximately 16 million pounds of inshell peanuts.

The Gustine facility is used for walnut shelling, processing, packaging, warehousing and distribution. This facility has the capacity to shell in excess of 60 million inshell pounds of walnuts annually. During fiscal 2015, the Gustine facility shelled approximately 44 million inshell pounds of walnuts.

The Bainbridge, Garysburg, Selma, and Gustine facilities are equipped to handle the processing, packaging, warehousing and distribution, and in the case of our Bainbridge and Garysburg facilities, the purchasing of nuts. Furthermore, at our Elgin Site, we process, package, warehouse and distribute nuts. We currently have more than sufficient capacity at our facilities to handle the aforementioned operations.

Item 3 — Legal Proceedings

We are a party to various lawsuits, proceedings and other matters arising out of the conduct of our business. Currently, it is management's opinion that the ultimate resolution of these matters will not have a material adverse effect upon our business, financial condition, results of operation or cash flows.

For a discussion of our legal proceedings, investigations, settlements and other contingencies, see "Note 7 — Commitments and Contingent Liabilities" in the Notes to Consolidated Financial Statements in Part II, Item 8 of this Form 10-K.

Item 4 — Mine Safety Disclosures

Not applicable.

EXECUTIVE OFFICERS OF THE REGISTRANT

Pursuant to General Instruction G(3) of Form 10-K and Instruction 3 to Item 401(b) of Regulation S-K, the following executive officer description information is included as an unnumbered item in Part I of this Report in lieu of being included in the Proxy Statement for our annual meeting of stockholders to be held on October 28, 2015. Below are our executive officers as of August 21, 2015:

Jeffrey T. Sanfilippo, Chief Executive Officer, age 52 — Mr. Sanfilippo has been employed by us since 1991 and in November 2006 was named our Chief Executive Officer. Mr. Sanfilippo served as our Executive Vice President Sales and Marketing from January 2001 to November 2006. He served as our Senior Vice President Sales and Marketing from August 1999 to January 2001. Mr. Sanfilippo has been a member of our Board of Directors since August 1999. He served as General Manager West Coast Operations from September 1991 to September 1993. He served as Vice President West Coast Operations and Sales from October 1993 to September 1995, and Mr. Sanfilippo served as Vice President Sales and Marketing from October 1995 to August 1999.

Michael J. Valentine, Chief Financial Officer, Group President and Secretary, age 56 — Mr. Valentine has been employed by us since 1987. In November 2006, Mr. Valentine was named our Chief Financial Officer and Group President and, in May 2007, Mr. Valentine was named our Secretary. Mr. Valentine served as our Executive Vice President Finance, Chief Financial Officer and Secretary from January 2001 to November 2006. Mr. Valentine served as our Senior Vice President and Secretary from August 1999 to January 2001. He has been a member of our Board of Directors since April 1997. Mr. Valentine served as our Vice President and Secretary from December 1995 to August 1999. He served as an Assistant Secretary and the General Manager of External Operations for us from June 1987 and 1990, respectively, to December 1995. Mr. Valentine's responsibilities also include peanut, imported nut, packaging and other ingredient procurement and our contract packaging business.

Jasper B. Sanfilippo, Jr., Chief Operating Officer, President and Assistant Secretary, age 47 — Mr. Sanfilippo has been employed by us since 1992. In November 2006, Mr. Sanfilippo was named our Chief Operating Officer and President and, in May 2007, Mr. Sanfilippo was named our Treasurer and held that position until January 2009. Mr. Sanfilippo served as our Executive Vice President Operations, retaining his position as Assistant Secretary, which he assumed in December 1995 from 2001 to November 2006. Mr. Sanfilippo became a member of our Board of Directors in December 2003. He became our Senior Vice President Operations in August 1999 and served as Vice President Operations from December 1995 to August 1999. Prior to that, Mr. Sanfilippo was the General Manager of our Gustine, California facility beginning in October 1995, and from June 1992 to October 1995 he served as Assistant Treasurer and worked in our Financial Relations Department. Mr. Sanfilippo is responsible for overseeing our non-peanut shelling operations, including plant operations and procurement.

James A. Valentine, Chief Information Officer, age 51 — Mr. Valentine has been employed by us since 1986 and in November 2006 was named our Chief Information Officer. He served as our Executive Vice President Information Technology from August 2001 to November 2006. Mr. Valentine served as Senior Vice President Information Technology from January 2000 to August 2001 and as Vice President of Management Information Systems from January 1995 to January 2000.

Michael G. Cannon, Senior Vice President, Corporate Operations, age 62 — Mr. Cannon joined us in October 2005 as Senior Vice President of Operations. Previously, he was Vice President of Operations at Sugar Foods Corp., a manufacturer and distributor of food products, from 1995 to October 2005. Mr. Cannon is responsible for the production operations for all of our facilities.

Thomas J. Fordonski, Senior Vice President, Human Resources, age 62 — Mr. Fordonski joined us in August, 2007 as Vice President of Human Resources and was promoted to Senior Vice President of Human Resources in January 2010. Previously, he was Director of Human Resources for Continental AG, a German-based global manufacturer of electronic automotive equipment. Prior to that, Mr. Fordonski was at Motorola,

Incorporated for 25 years, with his career culminating as the Director of Human Resources for the global supply chain in the messaging and cellular communications business. He is responsible for leading the human resources activities and functions.

Walter (Bobby) Tankersley Jr., Senior Vice President, Procurement and Commodity Risk Management, age 63 — Mr. Tankersley has been employed by us since January 2002 and was named Senior Vice President of Procurement and Commodity Risk Management in January 2011. Previously, Mr. Tankersley was Senior Vice President of Industrial Sales. He has over 30 years of experience in the nut industry where he was previously Vice President of Sales & Marketing at the Young Pecan Company and Director of Industrial Sales at the Mauna Loa Macadamia Nut Company. Mr. Tankersley is responsible for procurement of almonds, walnuts, macadamias and pistachios as well as providing commodity analysis, crop forecasts, and consumption trend analysis for various nut commodities.

Frank S. Pellegrino, Senior Vice President, Finance and Corporate Controller, age 41 — Mr. Pellegrino joined us in January 2007 as Director of Accounting and was appointed Corporate Controller in September 2007. In January 2009, he was named Vice President Finance and Corporate Controller. In August 2012, he was promoted to Senior Vice President, Finance. Previously, Mr. Pellegrino was Internal Audit Manager at W.W. Grainger, a business-to-business distributor, from June 2003 to January 2007. Prior to that, he was a Manager in the Assurance Practice of PricewaterhouseCoopers LLP, where he was employed from 1996 to 2003. Mr. Pellegrino is responsible for our accounting and finance functions.

Christopher Gardier, Senior Vice President, Consumer Sales, age 55 — Mr. Gardier joined us in May 2010 as Vice President, Consumer Sales. In August 2012, Mr. Gardier was promoted to Senior Vice President, Consumer Sales. Previously, Mr. Gardier was the Vice President Sales for the Snacks Division at The Hain Celestial Group, where he led a national sales team of eight regional managers selling natural and organic salty snack brands. Prior to that, Mr. Gardier was a Customer Vice President, Central Region at Pepperidge Farm for six years, where he led a team of independent biscuit and bakery distributors covering 13 Midwestern states. Prior to that, Mr. Gardier was a Director of National Accounts at Frito Lay for almost five years, where he led a sales and operations team responsible for the mass merchandising channel. Mr. Gardier is responsible for leading our Consumer Sales efforts, including our *Fisher*, *Fisher Nut Exactly* and *Orchard Valley Harvest* brands.

Howard Brandeisky, Senior Vice President, Global Marketing and Customer Solutions, age 54 — Mr. Brandeisky joined us in April 2010 as Vice President, Marketing & Innovation. His role was expanded to include Customer Solutions in March 2011. In October 2013, he was promoted to Senior Vice President, Global Marketing and Customer Solutions. Previously, he was an independent consultant in the food industry for a year. Prior to that, Mr. Brandeisky was at Kraft Foods, Inc. for 24 years, with his career culminating as a Vice President of Marketing. He is responsible for leading the marketing, consumer insights, creative services, and customer solutions activities and functions.

RELATIONSHIPS AMONG CERTAIN DIRECTORS AND EXECUTIVE OFFICERS

Mathias A. Valentine, a director of the Company, is (i) the father of Michael J. Valentine, an executive officer and director of the Company, and James A. Valentine, an executive officer of the Company and (ii) the uncle of Jasper B. Sanfilippo, Jr. and Jeffrey T. Sanfilippo, executive officers and directors of the Company, and James J. Sanfilippo, a director of the Company.

Michael J. Valentine, Chief Financial Officer, Group President and Secretary and a director of the Company, is (i) the son of Mathias A. Valentine, (ii) the brother of James A. Valentine and (iii) the cousin of Jasper B. Sanfilippo, Jr., Jeffrey T. Sanfilippo and James J. Sanfilippo.

Jeffrey T. Sanfilippo, Chief Executive Officer and a director of the Company, is (i) the brother of Jasper B. Sanfilippo, Jr. and James J. Sanfilippo, (ii) the nephew of Mathias A. Valentine and (iii) the cousin of Michael J. Valentine and James A. Valentine.

Jasper B. Sanfilippo, Jr., Chief Operating Officer, President and a director of the Company, is (i) the brother of Jeffrey T. Sanfilippo and James J. Sanfilippo, (ii) the nephew of Mathias A. Valentine and (iii) the cousin of Michael J. Valentine and James A. Valentine.

James J. Sanfilippo, a director of the Company, is (i) the brother of Jeffrey T. Sanfilippo and Jasper B. Sanfilippo, Jr., (ii) the nephew of Mathias A. Valentine and (iii) the cousin of Michael J. Valentine and James A. Valentine.

James A. Valentine, Chief Information Officer of the Company, is (i) the son of Mathias A. Valentine, (ii) the brother of Michael J. Valentine and (iii) the cousin of Jasper B. Sanfilippo, Jr., Jeffrey T. Sanfilippo and James J. Sanfilippo.

Timothy R. Donovan, a director of the Company, is (i) a nephew by marriage of Mathias A. Valentine, director of the Company and (ii) the first cousin by marriage of Jasper B. Sanfilippo, Jr., Jeffrey T. Sanfilippo, Michael J. Valentine and James A. Valentine, executive officers and certain of whom are also directors of the Company, and James J. Sanfilippo, a director of the Company.

PART II

Item 5 — Market for Registrant’s Common Equity and Related Stockholder Matters

We have two classes of stock: Class A Stock and Common Stock. The holders of Common Stock are entitled to elect 25% of the total members of the Board of Directors, rounded up to the nearest whole number, and the holders of Class A Stock are entitled to elect the remaining directors. With respect to matters other than the election of directors or any matters for which class voting is required by law, the holders of Common Stock are entitled to one vote per share while the holders of Class A Stock are entitled to ten votes per share. Our Class A Stock is not registered under the Securities Act of 1933 and there is no established public trading market for the Class A Stock. However, each share of Class A Stock is convertible at the option of the holder at any time and from time to time (and, upon the occurrence of certain events specified in our Restated Certificate of Incorporation, automatically converts) into one share of Common Stock.

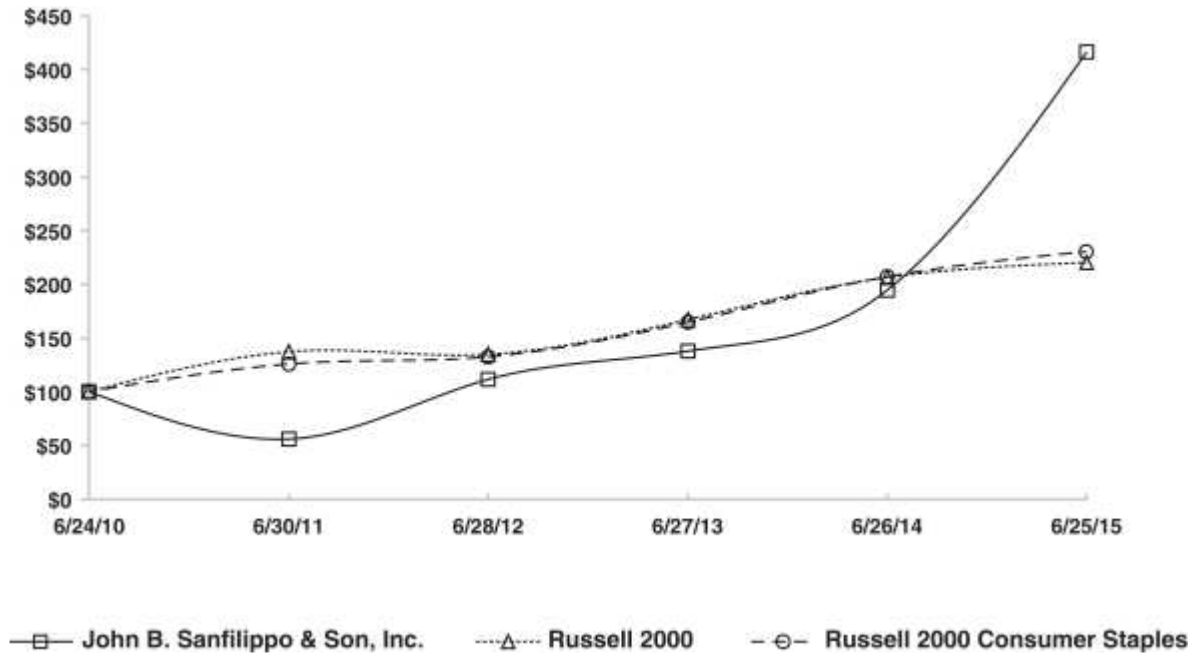
Our Common Stock is quoted on the NASDAQ Global Select Market and our trading symbol is “JBSS”. The following tables set forth, for the quarters indicated, the high and low reported sales prices for the Common Stock as reported on the NASDAQ Global Select Market.

<u>Year Ended June 25, 2015</u>	<u>Price Range of Common Stock</u>	
	<u>High</u>	<u>Low</u>
4 th Quarter	\$55.91	\$41.05
3 rd Quarter	\$48.66	\$34.80
2 nd Quarter	\$47.99	\$30.53
1 st Quarter	\$32.94	\$25.26

<u>Year Ended June 26, 2014</u>	<u>Price Range of Common Stock</u>	
	<u>High</u>	<u>Low</u>
4 th Quarter	\$27.50	\$22.28
3 rd Quarter	\$25.66	\$21.20
2 nd Quarter	\$26.00	\$21.07
1 st Quarter	\$26.29	\$19.55

The graph below compares our cumulative five-year total stockholder return on our Common Stock with the cumulative total returns of the Russell 2000 Consumer Staples Index and the Russell 2000 Index. The graph tracks the performance of a \$100 investment in our Common Stock, in each index (with the reinvestment of all dividends) from June 25, 2010 to June 25, 2015.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
 Among John B. Sanfilippo & Son, Inc., the Russell 2000 Index,
 and the Russell 2000 Consumer Staples Index



* \$100 invested on June 25, 2010 in stock or index, including reinvestment of dividends.

Indexes calculated on month-end basis.

The information contained in the preceding performance graph shall not be deemed to be “soliciting material” or to be “filed” with the Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate it by reference in such filing.

As of August 12, 2015 there were 50 holders and 17 holders of record of our Common Stock and Class A Stock, respectively.

Under our Restated Certificate of Incorporation, the Class A Stock and the Common Stock are entitled to share equally on a share for share basis in any dividends declared by the Board of Directors on our common equity. Our current financing agreements allow us to make up to two cash dividends or distributions of our stock totaling no more than \$25 million each fiscal year without obtaining consent from our lenders. See Part II, Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Financing Arrangements.”

On October 28, 2014 our Board of Directors declared a cash dividend. A \$1.50 special cash dividend was paid to holders of Common Stock and Class A Stock on December 12, 2014. On October 29, 2013, our Board of Directors declared a cash dividend. A \$1.50 special cash dividend was paid to holders of Common Stock and Class A Stock on December 5, 2013.

For purposes of the calculation of the aggregate market value of our voting stock held by non-affiliates as set forth on the cover page of this Report, we did not consider any of the siblings or spouses of Jasper B. Sanfilippo, Sr. (our former chairman of the board) or Mathias A. Valentine, or any of the lineal descendants of either Jasper B. Sanfilippo, Sr., Mathias A. Valentine or such siblings (other than those who are our executive officers, directors or who have formed a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with either Jasper B. Sanfilippo Sr. or Mathias A. Valentine) as an affiliate. See “Review of Related Party Transactions” and “Security Ownership of Certain Beneficial Owners and Management” contained in our Proxy Statement for the 2015 Annual Meeting and “Relationships Among Certain Directors and Executive Officers” appearing immediately before Part II of this Report.

Securities Authorized under Equity Compensation Plans

The following table sets forth information as of June 25, 2015, with respect to equity securities authorized for issuance pursuant to equity compensation plans previously approved by our stockholders and equity compensation plans not previously approved by our stockholders.

Equity Compensation Plan Information

<u>Plan Category</u>	(a) Number of securities to be issued upon exercise of options, warrants and rights	(b) Weighted average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (a))
Equity compensation plans approved by stockholders — stock options	25,000	\$ 9.80	916,765
Equity compensation plans approved by stockholders — restricted stock units	228,668	—	916,765
Equity compensation plans not approved by stockholders	—	—	—

Item 6 — Selected Financial Data

The following historical consolidated financial data as of and for the years ended June 25, 2015, June 26, 2014, June 27, 2013, June 28, 2012 and June 30, 2011 was derived from our consolidated financial statements. The financial data should be read in conjunction with our audited consolidated financial statements and notes thereto, which are included elsewhere herein, and with Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. The information below is not necessarily indicative of the results of future operations.

Consolidated Statement of Comprehensive Income Data: (dollars in thousands, except per share data)

	Year Ended				
	June 25, 2015	June 26, 2014	June 27, 2013	June 28, 2012	June 30, 2011
Net sales	\$887,245	\$778,622	\$734,334	\$700,575	\$674,212
Cost of sales	<u>755,189</u>	<u>655,757</u>	<u>614,372</u>	<u>593,521</u>	<u>590,021</u>
Gross profit	132,056	122,865	119,962	107,054	84,191
Selling and administrative expenses	80,177	77,510	78,343	74,081	68,273
Gain on sale of assets held for sale, net	—	(1,641)	—	—	—
Goodwill impairment loss	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>5,662</u>
Income from operations	51,879	46,996	41,619	32,973	10,256
Interest expense	3,966	4,354	4,754	5,364	6,444
Rental and miscellaneous expense, net	<u>3,049</u>	<u>2,810</u>	<u>1,569</u>	<u>1,388</u>	<u>1,026</u>
Income before income taxes	44,864	39,832	35,296	26,221	2,786
Income tax expense (benefit)	<u>15,559</u>	<u>13,545</u>	<u>13,536</u>	<u>9,099</u>	<u>(49)</u>
Net income	<u>\$ 29,305</u>	<u>\$ 26,287</u>	<u>\$ 21,760</u>	<u>\$ 17,122</u>	<u>\$ 2,835</u>
Basic earnings per common share	\$ 2.63	\$ 2.38	\$ 2.00	\$ 1.60	\$ 0.27
Diluted earnings per common share	\$ 2.61	\$ 2.36	\$ 1.98	\$ 1.58	\$ 0.26
Cash dividends declared per share	\$ 1.50	\$ 1.50	\$ 1.00	\$ —	\$ —

Consolidated Balance Sheet Data: (dollars in thousands)

	June 25, 2015	June 26, 2014	June 27, 2013	June 28, 2012	June 30, 2011
Working capital	\$150,205	\$137,143	\$114,992	\$ 87,110	\$ 65,337
Total assets	431,935	394,611	374,744	371,727	351,788
Long-term debt, less current maturities	32,290	35,666	33,665	36,206	42,430
Total debt	96,819	79,557	74,222	94,778	101,224
Stockholders’ equity	241,278	226,827	215,304	201,013	183,707

Item 7 — Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements and the Notes to Consolidated Financial Statements. Our fiscal year ends on the final Thursday of June each year, and typically consists of fifty-two weeks (four thirteen week quarters). Fiscal 2016 will consist of fifty-three weeks. Additional information on the comparability of the periods presented is as follows:

- References herein to fiscal 2016 are to the fiscal year ending June 30, 2016.
- References herein to fiscal 2015, fiscal 2014 and fiscal 2013 are to the fiscal years ended June 25, 2015, June 26, 2014 and June 27, 2013, respectively.

As used herein, unless the context otherwise indicates, the terms “Company”, “we”, “us”, “our” or “the Company” refer collectively to John B. Sanfilippo & Son, Inc. and our wholly-owned subsidiaries, JBSS Real Estate, LLC, JBSS Ventures, LLC and Sanfilippo (Shanghai) Trading Co. Ltd. Our Credit Facility and Mortgage Facility, as defined below, are sometimes collectively referred to as “our financing arrangements.”

We are one of the leading processors and distributors of peanuts, pecans, cashews, walnuts, almonds and other nuts in the United States. These nuts are sold under a variety of private brands and under the *Fisher*, *Orchard Valley Harvest*, *Fisher Nut Exactly* and *Sunshine Country* brand names. We also market and distribute, and in most cases manufacture or process, a diverse product line of food and snack products, including peanut butter, almond butter, candy and confections, snacks and trail mixes, snack bites, sunflower kernels, dried fruit, corn snacks, sesame sticks and other sesame snack products under private brands and brand names. We distribute our products in the consumer, commercial ingredients, contract packaging and export distribution channels.

The Company’s long-term objective to drive profitable growth, as identified in our strategic plan (the “Strategic Plan”), includes the following goals:

- i. Growing *Fisher* and *Orchard Valley Harvest* into leading nut brands by focusing on consumers demanding quality nuts in the snacking, recipe and produce categories,
- ii. Expanding globally and building our Company into a leading international branded and private brand snack nut company, and
- iii. Providing integrated nut solutions to grow non-branded business at existing key customers in each distribution channel.

We continue to execute portions of this strategy. During fiscal 2015, we experienced distribution gains for our *Orchard Valley Harvest* brand. The improved distribution drove an increase in sales volume, especially during the third and fourth quarters. In addition, we introduced an innovative snack bite product, *Fisher Nut Exactly*, to a number of retailers in the third and fourth quarters of fiscal 2015. Sales of *Fisher* brand products increased approximately 14% over last year. In fiscal 2014, we were recognized as a top supplier by one of our largest commercial ingredient food service customers, and we also won “quality supplier of the year” from one of our largest contract packaging customers. In addition, we continue to develop our *Fisher* brand business in China by improving our distributor network and leveraging Sanfilippo (Shanghai) Trading Co. Ltd. to support our long-term business strategy.

We face a number of challenges in the future. Specific challenges, among others, include: high tree nut commodity costs (due to the continued high export demand for pecans and walnuts, primarily in China) and intensified competition for market share from both private brand and name brand nut products. We are experiencing increased almond costs and expect this trend to continue into fiscal 2016. Resulting price increases may negatively affect fiscal 2016 sales volume. Although we have been focusing on expanding our sales presence in China, this area continues to be an immaterial part of our total revenues. We will continue to focus on seeking profitable business opportunities to further utilize our additional production capacity at our Elgin Site. We expect to maintain our recent level of promotional and advertising activity for our *Orchard Valley Harvest*

and *Fisher* (including *Fisher Nut Exactly*) brands. We continue to see domestic sales and volume growth in our *Orchard Valley Harvest* brand and expect to continue to focus on this portion of our branded business. We will continue to face the ongoing challenges specific to our business such as food safety and regulatory issues and the maintenance and growth of our customer base. See the information referenced in Part I, Item 1A — “Risk Factors” of this report for additional information about our risks, challenges and uncertainties.

Annual Highlights

- Our net sales for fiscal 2015 increased by \$108.6 million, or 14.0%, to \$887.2 million from net sales of \$778.6 million for fiscal 2014.
- Gross profit increased by \$9.2 million; however our gross profit margin, as a percentage of net sales, decreased to 14.9% from 15.8% in fiscal 2014.
- Total operating expenses for fiscal 2015 increased by \$4.3 million; however our operating expenses, as a percentage of net sales, decreased to 9.0% from 9.7% of net sales in fiscal 2014.
- Diluted earnings per share increased approximately 11% compared to last fiscal year.
- Our strong financial position allowed us to pay a special cash dividend of \$16.8 million in December 2014.
- The total value of inventories on hand at the end of fiscal 2015 increased by \$15.2 million, or 8.3%, in comparison to the total value of inventories on hand at the end of fiscal 2014.

Acquisition costs for tree nuts have increased in the 2014 crop year (which falls into our 2015 fiscal year), and acquisition costs continue to remain at levels that are significantly higher than historical averages. While we completed our procurement of the current year crop of inshell walnuts during the second quarter of fiscal 2015, the total payments to our walnut growers were not determined until the third quarter of fiscal 2015, which is typical. The final prices paid to the walnut growers were based upon current market prices and other factors, such as crop quality. At June 25, 2015 there are no amounts due to walnut growers.

Results of Operations

The following table sets forth the percentage relationship of certain items to net sales for the periods indicated and the percentage increase or decrease of such items from fiscal 2015 to fiscal 2014 and from fiscal 2014 to fiscal 2013.

	Percentage of Net Sales			Percentage Increase (Decrease)	
	Fiscal	Fiscal	Fiscal	Fiscal 2015	Fiscal 2014
	2015	2014	2013	vs. 2014	vs. 2013
Net sales	100.0%	100.0%	100.0%	14.0%	6.0%
Gross profit	14.9	15.8	16.3	7.5	2.4
Selling expenses	5.6	6.2	6.4	2.9	2.4
Administrative expenses	3.4	3.8	4.3	4.4	(6.3)

Fiscal 2015 Compared to Fiscal 2014

Net Sales

Our net sales increased 14.0% to \$887.2 million for fiscal 2015 from \$778.6 million for fiscal 2014. Sales volume (measured as pounds sold to customers) increased by 5.4% for fiscal 2015 in comparison to sales volume for fiscal 2014. The increase in net sales was attributable to both an 8.1% increase in the weighted average sales price per pound, driven by selling price increases due to higher commodity acquisition costs for most major tree nut types, as well as the aforementioned sales volume increase. Approximately 78% of the total sales volume increase occurred in the consumer distribution channel.

The following summarizes sales by product type as a percentage of total gross sales. The information is based upon gross sales, rather than net sales, because certain adjustments from gross sales to net sales, such as promotional discounts, are not allocable to product type.

<u>Product Type</u>	<u>Fiscal 2015</u>	<u>Fiscal 2014</u>
Peanuts	13.7%	15.1%
Pecans	12.7	13.6
Cashews & Mixed Nuts	22.0	18.7
Walnuts	11.0	11.7
Almonds	23.4	22.3
Trail & Snack Mixes	12.0	11.4
Other	5.2	7.2
Total	<u>100.0%</u>	<u>100.0%</u>

The following table shows a comparison of net sales by distribution channel (dollars in thousands):

<u>Distribution Channel</u>	<u>Fiscal 2015</u>	<u>Fiscal 2014</u>	<u>Change</u>	<u>Percent</u>
Consumer ⁽¹⁾	\$529,076	\$453,339	\$ 75,737	16.7%
Commercial Ingredients	207,370	193,180	14,190	7.3
Contract Packaging	114,799	98,125	16,674	17.0
Export ⁽²⁾	36,000	33,978	2,022	6.0
Total	<u>\$887,245</u>	<u>\$778,622</u>	<u>\$108,623</u>	<u>14.0%</u>

(1) Sales of branded products, primarily all *Fisher* brand, were approximately 32% and 31% of total consumer channel sales during fiscal 2015 and 2014, respectively.

(2) Export sales consist primarily of bulk products and consumer branded and private brand products. Consumer branded and private brand products accounted for approximately 65% and 60% of total sales in the export channel during fiscal 2015 and fiscal 2014, respectively.

Net sales in the consumer distribution channel increased by 16.7% in dollars and 7.9% in sales volume in fiscal 2015 compared to fiscal 2014. IRI market data from June 2015 indicates that *Fisher* recipe nuts continue to be the market share leader in the overall recipe nut category, excluding wholesale club sales. Total *Fisher* brand sales volume increased by 9.7% in fiscal 2015 compared to fiscal 2014 due primarily to higher sales to existing customers. *Fisher* brand snack nut sales volume increased 14.0% due largely to the distribution of inshell peanuts we regained at a major *Fisher* snack customer. *Fisher* recipe nut sales volume increased 4.7% from fiscal 2014, primarily as a result of increased sales to a significant customer. Private brand consumer sales volume increased by 6.6% in fiscal 2015 compared to fiscal 2014 due to an increase in sales of snack nut and trail mix products at two significant customers.

Net sales in the commercial ingredients distribution channel increased by 7.3% in dollars for fiscal 2015, though sales volume was relatively unchanged compared to fiscal 2014. An increase in almond and peanut sales volume to existing customers was nearly offset by lower bulk pecan sales volume as a result of a smaller pecan crop and lower sales volume of macadamia nuts and walnuts due to lost business with customers using these nuts in their products.

Net sales in the contract packaging distribution channel increased by 17.0% in dollars and 8.0% in sales volume in fiscal 2015 compared to fiscal 2014. The increase in sales volume primarily resulted from increased sales of peanut, cashew and mixed nut products to existing customers in this channel.

Net sales in the export distribution channel increased 6.0% in dollars for fiscal 2015, though sales volume decreased 4.6% compared to fiscal 2014. The sales volume decrease was primarily due to a significantly lower supply of bulk inshell walnuts for the export market. The decrease in volume was offset by an 11.0% increase in the weighted average sales price per pound.

Gross Profit

Gross profit increased 7.5% to \$132.1 million in fiscal 2015 from \$122.9 million in fiscal 2014. Our gross profit margin decreased to 14.9% of net sales for fiscal 2015 from 15.8% for fiscal 2014. The increase in gross profit resulted primarily from increased sales volume. The decline in gross profit margin was primarily due to higher acquisition costs for pecans and almonds, combined with an increase in manufacturing cost mainly related to employee related costs and repair and maintenance expenses.

Operating Expenses

Total operating expenses for fiscal 2015 increased by \$4.3 million to \$80.2 million due partially to the prior year's \$1.6 million pretax gain on the sale of an Elgin, Illinois site that was formerly owned by the company which did not recur this fiscal year. Operating expenses for fiscal 2015 decreased to 9.0% of net sales from 9.7% of net sales for fiscal 2014 primarily due to a higher net sales base.

Selling expenses for fiscal 2015 were \$49.6 million, an increase of \$1.4 million, or 2.9%, over the amount recorded for fiscal 2014 due primarily to a \$0.7 million increase in marketing and advertising expense and a \$0.6 million increase in compensation-related expenses.

Administrative expenses for fiscal 2015 were \$30.5 million, an increase of \$1.3 million, or 4.4%, from the amount recorded for fiscal 2014 due primarily to a \$2.0 million increase in compensation-related expenses, partially offset by, among other things, a decrease in professional expenses of \$0.5 million.

Income from Operations

Due to the factors discussed above, our income from our operations was \$51.9 million, or 5.8% of net sales, for fiscal 2015, compared to \$47.0 million, or 6.0% of net sales, for fiscal 2014.

Interest Expense

Interest expense was \$4.0 million for fiscal 2015 compared to \$4.4 million for fiscal 2014. The decrease in interest expense was due primarily to lower interest rates for the short-term borrowing facility.

Rental and Miscellaneous Expense, Net

Net rental and miscellaneous expense was \$3.0 million for fiscal 2015 compared to \$2.8 million for fiscal 2014. The increase was primarily due to increased maintenance expense on the exterior of the office building located on our Elgin, Illinois campus which was completed during the first half of fiscal 2015.

Income Tax Expense

Income tax expense was \$15.6 million, or 34.7% of income before income taxes, for fiscal 2015 compared to \$13.5 million, or 34.0% of income before income taxes for fiscal 2014. The increase in the effective tax rate of fiscal 2015 is primarily due to the fiscal 2014 tax benefit of losses realized when the Company divested its equity investment in ARMA Energy, Inc. ("AEI") and cancelled a secured promissory note due from AEI in fiscal 2014 which did not recur this fiscal year.

Net Income

Net income was \$29.3 million, or \$2.63 basic and \$2.61 diluted per common share, for fiscal 2015, compared to \$26.3 million, or \$2.38 basic and \$2.36 diluted per common share, for fiscal 2014, due to the factors discussed above.

Fiscal 2014 Compared to Fiscal 2013

Net Sales

Our net sales increased 6.0% to \$778.6 million for fiscal 2014 from \$734.3 million for fiscal 2013. Sales volume (measured as pounds sold to customers) increased by 8.4% for fiscal 2014 in comparison to sales volume for fiscal 2013. The increase in net sales was primarily attributable to the aforementioned sales volume increase, specifically, increased distribution in the consumer, commercial ingredients and contract packaging channels. Approximately 55% of the total sales volume increase occurred in the consumer distribution channel.

The following summarizes sales by product type as a percentage of total gross sales. The information is based upon gross sales, rather than net sales, because certain adjustments from gross sales to net sales, such as promotional discounts, are not allocable to product type.

<u>Product Type</u>	<u>Fiscal 2014</u>	<u>Fiscal 2013</u>
Peanuts	15.1%	18.2%
Pecans	13.6	15.9
Cashews & Mixed Nuts	18.7	19.4
Walnuts	11.7	12.0
Almonds	22.3	16.5
Other	18.6	18.0
Total	100.0%	100.0%

For both fiscal 2014 and fiscal 2013, the largest component of the “Other” product type was trail and snack mixes which include nut products.

The following table shows a comparison of net sales by distribution channel (dollars in thousands):

<u>Distribution Channel</u>	<u>Fiscal 2014</u>	<u>Fiscal 2013</u>	<u>Change</u>	<u>Percent</u> <u>Change</u>
Consumer ⁽¹⁾	\$453,339	\$436,228	\$17,111	3.9%
Commercial Ingredients	193,180	177,774	15,406	8.7
Contract Packaging	98,125	85,940	12,185	14.2
Export ⁽²⁾	33,978	34,392	(414)	(1.2)
Total	\$778,622	\$734,334	\$44,288	6.0%

⁽¹⁾ Sales of branded products, primarily all *Fisher* brand, were approximately 31% and 30% of total consumer channel sales during fiscal 2014 and 2013, respectively.

⁽²⁾ Export sales consist primarily of bulk products and consumer branded and private brand products. Consumer branded and private brand products accounted for approximately 60% and 58% of total sales in the export channel during fiscal 2014 and fiscal 2013, respectively.

Net sales in the consumer distribution channel increased by 3.9% in dollars and 8.6% in sales volume in fiscal 2014 compared to fiscal 2013. The increase in sales volume of fiscal 2014 was slightly offset by a decrease in average selling price. IRi market data from June 2014 indicates that *Fisher* recipe nuts are the market share leader in the overall recipe nut category, excluding wholesale club sales. Total *Fisher* brand sales volume increased by 6.7% in fiscal 2014 compared to fiscal 2013 due primarily to higher sales to existing customers and approximately \$1.4 million in sales to new recipe nut customers. *Fisher* recipe nut sales volume increased 22.5% from fiscal 2013, primarily as a result of increased sales to a significant customer. Partially offsetting the *Fisher* recipe nut sales volume increase, *Fisher* brand snack nut sales volume declined 15.2% primarily as a result of reduced distribution of inshell peanuts at a major *Fisher* snack nut customer due to competitive pricing pressure.

Distribution was regained with this specific customer at the beginning of the fourth quarter of 2014. As a result of our category management and innovation efforts, sales volume of private brand snack nuts and trail mixes increased by 9.1% in fiscal 2014 compared to fiscal 2013. The above noted increase in sales volume in the consumer distribution channel was offset in part by a volume decline for cashews, primarily due to lost distribution with a major private brand customer in the first half of the fiscal year 2014 that was regained in the latter part of the fourth quarter of fiscal 2014.

Net sales in the commercial ingredients distribution channel increased by 8.7% in dollars and 5.8% in sales volume in fiscal 2014 compared fiscal 2013. The sales volume increase was primarily due to increased sales of almonds to a major existing customer.

Net sales in the contract packaging distribution channel increased by 14.2% in dollars and 19.2% in sales volume in fiscal 2014 compared to fiscal 2013. The increase in sales volume was due primarily to increased sales of almonds, trail mixes and chocolate and yogurt coated products due to new product launches executed by key customers in this channel. The increase in sales volume in fiscal 2014 was partially offset by a decrease in average selling price.

Net sales in the export distribution channel decreased 1.2% in dollars and 12.2% in sales volume in fiscal 2014 compared to fiscal 2013. The decrease in sales volume was due primarily to decreased amounts of bulk inshell walnuts available for export. The decrease in volume was partially offset by a higher average selling price.

Gross Profit

Gross profit increased 2.4% to \$122.9 million in fiscal 2014 from \$120.0 million in fiscal 2013. Our gross profit margin decreased to 15.8% of net sales for fiscal 2014 from 16.3% for fiscal 2013. The increase in gross profit came primarily from increased sales volume. The decline in gross profit margin mainly occurred as a result of competitive pricing pressures that existed in the first two quarters of fiscal 2014, and the delay in implementing selling price increases for almonds, mixed nuts and walnuts until the third quarter of fiscal 2014. The decline in gross profit margin was partially offset by our ongoing continuous improvement efforts which led to meaningful manufacturing efficiency gains in the fiscal year 2014. The savings from these efforts allowed us to fund increases in direct labor wage rates in the latter part of the 2014 fiscal year.

Operating Expenses

Operating expenses for fiscal 2014 decreased to 9.7% of net sales from 10.7% of net sales for fiscal 2013. This decrease is due in part to the \$1.6 million pre-tax gain on the sale of the Old Elgin Site (as defined below) that occurred in the second quarter of fiscal 2014, combined with a higher level of net sales.

Selling expenses for fiscal 2014 were \$48.3 million, an increase of \$1.1 million, or 2.4%, over the amount recorded for fiscal 2013 due primarily to a \$1.6 million increase in shipping expense due to increased sales volume. This increase in selling expense was partially offset by a \$0.6 million decrease in marketing and advertising expense.

Administrative expenses for fiscal 2014 were \$29.3 million, a decrease of \$2.0 million, or 6.3%, from the amount recorded for fiscal 2013 due primarily to a decrease in professional expenses of \$1.2 million, and a \$1.0 million reduction in compensation-related expenses.

Income from Operations

Due to the factors discussed above, our income from our operations was \$47.0 million, or 6.0% of net sales, for fiscal 2014, compared to \$41.6 million, or 5.7% of net sales, for fiscal 2013.

Interest Expense

Interest expense was \$4.4 million for fiscal 2014 compared to \$4.8 million for fiscal 2013. The decrease in interest expense was due primarily to lower average borrowings.

Rental and Miscellaneous Expense, Net

Net rental and miscellaneous expense was \$2.8 million for fiscal 2014 compared to \$1.6 million for fiscal 2013. This change was primarily due to increased maintenance expense on the exterior of our office building in Elgin, Illinois. This maintenance project was approximately 40% completed in fiscal 2014.

Income Tax Expense

Income tax expense was \$13.5 million, or 34.0% of income before income taxes, for fiscal 2014 compared to \$13.5 million, or 38.3% of income before income taxes for fiscal 2013. The decrease in the effective tax rate of fiscal 2014 is mainly due to the tax benefit of losses realized through the Company's divestiture of its equity investment in ARMA Energy, Inc. ("AEI"), an unconsolidated variable interest entity, and cancellation of a secured promissory note due from AEI, in the third quarter of fiscal 2014.

Net Income

Net income was \$26.3 million, or \$2.38 basic and \$2.36 diluted per common share, for fiscal 2014, compared to \$21.8 million, or \$2.00 basic and \$1.98 diluted per common share, for fiscal 2013, due to the factors discussed above.

Liquidity and Capital Resources

General

The primary uses of cash are to fund our current operations, fulfill contractual obligations, make capital improvements, pursue our Strategic Plan and repay indebtedness. Also, various uncertainties could result in additional uses of cash. The primary sources of cash are results of operations and availability under our Credit Agreement, dated February 7, 2008 that provides a revolving loan commitment and letter of credit subfacility (as amended, the "Credit Facility"). We anticipate that expected net cash flow generated from operations and amounts available pursuant to the Credit Facility will be sufficient to fund our operations for the next twelve months. Increases in our available credit under our Credit Facility due to our improved financial performance in the past have allowed us to consummate business acquisitions, devote more funds to promote our products, (especially our *Fisher* and *Orchard Valley Harvest* brands), develop new products, pay special cash dividends in December 2012, December 2013 and December 2014, and explore other growth strategies outlined in our Strategic Plan, which includes expansion into existing markets and international markets such as China.

Cash flows from operating activities have historically been driven by net income but are also significantly influenced by inventory requirements, which can change based upon fluctuations in both quantities and market prices of the various nuts and nut products we buy and sell. Current market trends in nut prices and crop estimates also impact nut procurement.

The following table sets forth certain cash flow information for the last three fiscal years:

	2015 to 2014			
	<u>June 25, 2015</u>	<u>June 26, 2014</u>	<u>\$ Change</u>	<u>June 27, 2013</u>
Operating activities	\$ 13,933	\$ 11,950	\$ 1,983	\$ 35,753
Investing activities	(14,281)	(2,056)	(12,225)	(6,379)
Financing activities	410	(8,844)	9,254	(30,999)
Total cash flow	<u>\$ 62</u>	<u>\$ 1,050</u>	<u>\$ (988)</u>	<u>\$ (1,625)</u>

Operating Activities. Cash provided by operating activities was \$13.9 million in fiscal 2015, an increase of \$2.0 million compared to fiscal 2014. This increase is due primarily to increased net income. The impact on operating cash flows from the net changes in fiscal 2015 working capital was comparable to the prior year.

Net accounts receivable were \$75.6 million at June 25, 2015, an increase of \$19.8 million, or 35.5%, from the balance at June 26, 2014. The increase in net accounts receivable is due primarily to higher dollar sales in the month of June 2015 than in the month of June 2014 and a slightly higher amount of days-sales outstanding.

Total inventories were \$198.0 million at June 25, 2015, an increase of \$15.2 million, or 8.3%, from the inventory balance at June 26, 2014. This increase is due primarily to increased costs and quantities of finished goods and work-in-process inventories. The increase in quantities of finished goods and work-in-process inventories was a result of building pecan inventories in preparation for production line upgrades that were implemented near the end of fiscal 2015. The increase in the costs of these inventory items were primarily attributable to increased acquisition costs for pecans, almonds and cashews.

The weighted average cost per pound of raw nut and dried fruit input stocks on hand at June 25, 2015 increased by 36.5% compared to June 26, 2014 due to higher acquisition costs for pecans, almonds and cashews combined with a large decline in quantity of lower cost peanut input stocks. Pounds of raw nut input stocks on hand at the end of June 25, 2015 decreased by 14.7 million pounds, or 25.5%, when compared to the quantity of raw nut input stocks on hand at June 26, 2014, due primarily to the above noted decrease in peanuts on hand. The weighted average cost per pound of finished goods on hand at June 25, 2015 increased by 5.8% over the weighted average cost per pound of finished goods on hand at June 26, 2014 primarily due to the above noted increased acquisition costs.

Cash provided by operating activities was \$11.9 million in fiscal 2014, a decrease of \$23.8 million compared to fiscal 2013. This decline was due primarily to the negative cash flow impact of changes in certain working capital items, primarily accounts receivable and inventory. The accounts receivable decrease was a result of an unfavorable change of \$6.6 million from fiscal 2013, due primarily to higher sales in the month of June 2014 compared to June 2013. Our nut commodity purchases were \$56.7 million higher during fiscal 2014 than fiscal 2013 due mainly to higher nut acquisition costs among several nut commodities, primarily walnuts, almonds and pecans.

Total inventories were \$182.8 million at June 26, 2014, an increase of \$24.1 million, or 15.2%, from the inventory balance at June 27, 2013. This increase was due primarily to a \$17.8 million increase in raw nut input stocks which was primarily attributable to increased quantities of peanuts, walnuts and almonds coupled with significantly higher acquisition costs for walnuts, almonds and pecans. Pounds of finished goods on hand increased by 8.6%, or \$4.1 million, at June 26, 2014 compared to June 27, 2013 to support increasing sales volume.

The weighted average cost per pound of raw nut input stocks on hand at June 26, 2014 was relatively unchanged compared to June 27, 2013 as the increase in the cost of tree nut input stocks on hand was fully offset by a considerable shift in quantity on hand to lower cost peanuts. Pounds of raw nut input stocks on hand at the end of June 26, 2014 increased by 9.9 million pounds, or 21.2%, when compared to the quantity of raw nut input stocks on hand at June 27, 2013. The weighted average cost per pound of finished goods on hand at June 26, 2014 increased by 4.5% over the weighted average cost per pound of finished goods on hand at June 27, 2013.

Investing Activities. Cash used in investing activities was \$14.3 million in fiscal 2015. Capital expenditures accounted for a \$14.4 million use of cash in fiscal 2015. Partially offsetting this use of cash was \$0.1 million of proceeds from disposition of assets.

Cash used in investing activities was \$2.1 million in fiscal 2014. Capital expenditures accounted for a \$9.9 million use of cash in fiscal 2014. Partially offsetting these capital expenditures were \$7.9 million of proceeds from the disposition of assets, primarily the sale of the Old Elgin Site.

Cash used in investing activities was \$6.4 million in fiscal 2013, which was mostly attributable to \$7.2 million of capital expenditures. Partially offsetting this use of cash was \$1.0 million of proceeds from the disposition of assets, primarily the sale of real property where we operated a retail store.

We expect total capital expenditures for equipment purchases and upgrades, facility maintenance and food safety enhancements for fiscal 2016 to be approximately \$15 million. Absent any material acquisitions or other significant investments, we believe that cash on hand, combined with cash provided by operations and borrowings available under the Credit Facility, will be sufficient to meet the cash requirements for capital expenditures.

Financing Activities. Cash provided by financing activities was \$0.4 million during fiscal 2015. We paid a \$16.8 million special dividend in December 2014. We repaid \$3.3 million of long-term debt during fiscal 2015, \$3.0 million of which was related to the Mortgage Facility (as defined below). Offsetting these uses of cash was a net increase in borrowings outstanding under our Credit Facility of \$20.6 million during fiscal 2015 which occurred in part as a result of the increase in inventory.

Cash used in financing activities was \$8.8 million during fiscal 2014. We paid a \$16.6 million special dividend in December 2013. We repaid \$3.3 million of long-term debt during fiscal 2014, \$3.0 million of which was related to the Mortgage Facility. Partially offsetting these uses of cash was a net increase in borrowings outstanding under our Credit Facility of \$8.7 million during fiscal 2014 which occurred in part as a result of the above noted increase in inventory.

Cash used in financing activities was \$31.0 million during fiscal 2013. We paid a \$10.9 million special dividend in December, 2012. We repaid \$6.6 million of long-term debt during fiscal 2013, \$2.8 million of which was related to the Mortgage Facility and \$3.3 million was related to the repayment of the former industrial development bonds associated with our Bainbridge facility. The net decrease in borrowings outstanding under our Credit Facility was \$14.0 million during fiscal 2013 which occurred mainly due to improved operating results.

Real Estate Matters

In August 2008, we completed the consolidation of our Chicago-based facilities into the Elgin Site. As part of the facility consolidation project, on April 15, 2005, we closed on the \$48.0 million purchase of the Elgin Site. The Elgin Site includes both an office building and a warehouse, and afforded us increased production and processing capacity, such that we continue to offer our services to existing and new customers on an expanded basis.

We are currently attempting to find additional tenants for available space in the office building at the Elgin Site. Until additional tenant(s) are found, we will not receive the benefit of rental income associated with such space. Approximately 71% of the office building is currently vacant. There can be no assurance that we will be able to lease the unoccupied space and further capital expenditures may be necessary to lease the remaining space.

On March 28, 2006, our wholly-owned subsidiary JBSS Properties, LLC acquired title by quitclaim deed to the site that was originally purchased in Elgin, Illinois (the "Old Elgin Site") for our facility consolidation project and also entered into an Assignment and Assumption Agreement (the "Agreement") with the City of Elgin (the "City"). In the third quarter of fiscal 2013, JBSS Properties, LLC transferred all of its properties and agreements to JBSS Real Estate, LLC. Under the terms of the Agreement, the City assigned to us the City's remaining rights and obligations under a development agreement entered into by and among the Company, certain related party partnerships, and the City (the "Development Agreement"). The Old Elgin Site was sold in the second quarter of fiscal 2014 and resulted in a \$1.6 million pre-tax gain.

Financing Arrangements

On February 7, 2008, we entered into the Credit Facility with a bank group (the "Bank Lenders") providing a \$117.5 million revolving loan commitment and letter of credit subfacility. Also on February 7, 2008, we entered

into a Loan Agreement with an insurance company (the “Mortgage Lender”) providing us with two term loans, one in the amount of \$36.0 million (“Tranche A”) and the other in the amount of \$9.0 million (“Tranche B”), for an aggregate amount of \$45.0 million (the “Mortgage Facility”).

Credit Facility

The Credit Facility, as amended, is secured by substantially all of our assets other than machinery and equipment, real property, and fixtures. The Mortgage Facility is secured by mortgages on essentially all of our owned real property located in Elgin, Illinois, Gustine, California and Garysburg, North Carolina (the “Encumbered Properties”).

On December 16, 2013, we entered into a Consent and Fifth Amendment to the Credit Facility which permitted the Company to form and invest in a wholly-owned Chinese subsidiary, Sanfilippo (Shanghai) Trading Co. Ltd., and made technical modifications to definitions.

On September 30, 2014, we entered into the Sixth Amendment to the Credit Facility (the “Sixth Amendment”) which extended the maturity date of the Credit Facility from July 15, 2016 to July 15, 2019 and reduced the interest rates charged for ordinary course and letter of credit borrowings. The revolving loan commitment amount did not change. In addition, the Sixth Amendment allows the Company to, without obtaining Bank Lender consent, (i) make up to two cash dividends or distributions on our stock each fiscal year, or (ii) purchase, acquire, redeem or retire stock in any fiscal year, in any case, in an amount not to exceed \$25.0 million, individually or in the aggregate, as long as the excess availability under the Credit Facility remains over \$30.0 million after giving effect to any such dividend, distribution, purchase or redemption. The Sixth Amendment also increased the amount of permitted acquisitions from \$50.0 million to \$100.0 million and removed the annual limit on capital expenditures.

As of June 25, 2015, the weighted average interest rate for the Credit Facility was 2.00%. The terms of the Credit Facility contain covenants that, among other things, require us to restrict investments, indebtedness, acquisitions, certain sales of assets, cash dividends, transactions with affiliates, redemptions of capital stock and prepayment of indebtedness (if such prepayment, among other things, is of a subordinate debt). If loan availability under the borrowing base calculation falls below \$25.0 million, we will be required to maintain a specified fixed charge coverage ratio, tested on a monthly basis until loan availability equals or exceeds \$25.0 million for three consecutive months. All cash received from customers is required to be applied against the Credit Facility. The Bank Lenders have the option to accelerate and demand immediate repayment of our obligations under the Credit Facility in the event of default on the payments required under the Credit Facility, a change in control in the ownership of the Company, non-compliance with the financial covenant or upon the occurrence of certain other defaults by us under the Credit Facility (including a default under the Mortgage Facility). As of June 25, 2015, we were in compliance with all covenants under the Credit Facility and we currently expect to be in compliance with the financial covenant in the Credit Facility for the foreseeable future. As of June 25, 2015, we had \$51.7 million of available credit under the Credit Facility. We would still be in compliance with all restrictive covenants under the Credit Facility if this entire amount were borrowed.

Mortgage Facility

We are subject to interest rate resets for each of Tranche A and Tranche B. Specifically, on March 1, 2018 (the “Tranche A Reset Date”) and March 1, 2016 and every two years thereafter (each, a “Tranche B Reset Date”), the Mortgage Lender may reset the interest rates for each of Tranche A and Tranche B, respectively, in its sole and absolute discretion. If the reset interest rate for either Tranche A or Tranche B is unacceptable to us and we (i) do not have sufficient funds to repay amounts due with respect to Tranche A or Tranche B on the Tranche A Reset Date or Tranche B Reset Date, in each case, as applicable, or (ii) are unable to refinance amounts due with respect to Tranche A or Tranche B on the Tranche A Reset Date or Tranche B Reset Date, in each case, as applicable, on terms more favorable than the reset interest rates, then, depending on the extent of the changes in the reset interest rates, our interest expense could increase materially.

The Mortgage Facility matures on March 1, 2023. Tranche A under the Mortgage Facility accrues interest at a fixed interest rate of 7.63% per annum, payable monthly. As mentioned above, such interest rate may be reset by the Mortgage Lender on the Tranche A Reset Date. Monthly principal payments in the amount of \$0.2 million commenced on June 1, 2008. Tranche B under the Mortgage Facility accrues interest, as reset on March 1, 2014, at a floating rate of the greater of (i) one month LIBOR plus 3.75% per annum or (ii) 4.50%, payable monthly (the “Floating Rate”). The margin on such Floating Rate may be reset by the Mortgage Lender on each Tranche B Reset Date; provided, however, that the Mortgage Lender may also change the underlying index on each Tranche B Reset Date occurring on or after March 1, 2016. Monthly principal payments in the amount of \$0.1 million commenced on June 1, 2008. We do not currently anticipate that any change in the Floating Rate or the underlying index will have a material adverse effect upon our business, financial condition or results of operations for fiscal 2016.

The terms of the Mortgage Facility contain covenants that require us to maintain a specified net worth of \$110.0 million and maintain the Encumbered Properties. The Mortgage Lender is entitled to require immediate repayment of our obligations under the Mortgage Facility in the event we default in the payments required under the Mortgage Facility, non-compliance with the covenants or upon the occurrence of certain other defaults by us under the Mortgage Facility. As of June 25, 2015, we were in compliance with all covenants under the Mortgage Facility. We currently believe that we will be in compliance with the financial covenants in the Mortgage Facility for the foreseeable future and therefore \$16.6 million of Tranche A has been classified as long-term debt as of June 25, 2015 which represents scheduled principal payments that are due beyond twelve months. As of the second quarter of fiscal 2014, amounts outstanding under Tranche B are no longer classified entirely as short-term debt since the Mortgage Lender waived its option to use the proceeds from the sale of the Old Elgin Site, which in part served as collateral for the Mortgage Facility, to reduce the amount outstanding under Tranche B. Therefore, \$4.2 million of Tranche B has been classified as long-term debt as of June 25, 2015 which represents scheduled principal payments that are due beyond twelve months.

Selma Property

In September 2006, we sold our Selma, Texas properties (the “Selma Properties”) to two related party partnerships for \$14.3 million and are leasing them back. The selling price was determined by an independent appraiser to be the fair market value which also approximated our carrying value. The lease for the Selma Properties has a ten-year term at a fair market value rent with three five-year renewal options. Also, we currently have an option to purchase the Selma Properties from the partnerships at 95% (100% in certain circumstances) of the then fair market value, but not less than the original \$14.3 million purchase price. The provisions of the arrangement are not eligible for sale-leaseback accounting and the \$14.3 million was recorded as a debt obligation. No gain or loss was recorded on the Selma Properties transaction. As of June 25, 2015, \$11.9 million of the debt obligation was outstanding.

Off-Balance Sheet Arrangements

As of June 25, 2015, we were not involved in any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K promulgated by the SEC.

Contractual Cash Obligations

At June 25, 2015, we had the following contractual cash obligations for long-term debt (including scheduled interest payments), operating leases, the Credit Facility, purchase obligations, retirement plans and other long-term liabilities (amounts in this subsection in thousands):

	<u>Total</u>	<u>Less Than 1 Year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>More Than 5 Years</u>
Long-term debt obligations ⁽¹⁾	\$ 54,040	\$ 6,024	\$11,419	\$10,578	\$26,019
Minimum operating lease commitments	4,217	1,516	2,115	570	16
Revolving credit facility borrowings	61,153	61,153	—	—	—
Purchase obligations ⁽²⁾	176,821	176,821	—	—	—
Retirement plans ⁽³⁾	18,538	653	1,298	1,264	15,323
Total contractual cash obligations	<u>\$314,769</u>	<u>\$246,167</u>	<u>\$14,832</u>	<u>\$12,412</u>	<u>\$41,358</u>

(1) Interest obligations on floating rate debt instruments are calculated using interest rates in effect at June 25, 2015. See Note 5 of the Notes to Consolidated Financial Statements for further detail on the Company's long-term debt obligations.

(2) The purchase obligations represent \$176,821 of inventory purchases.

(3) Represents projected retirement obligations. See Note 11 and Note 12 of the Notes to Consolidated Financial Statements for further details.

Our other long term liabilities in the consolidated balance sheet at June 25, 2015 include unrecognized tax benefits, and the related interest and penalties totaling \$333. At this time, we are unable to make a reasonably reliable estimate of the timing of cash payments, or if any cash payments will be required at all. Therefore, these amounts are not included in the above contractual obligations table.

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The accounting policies as disclosed in the Notes to Consolidated Financial Statements are applied in the preparation of our financial statements and accounting for the underlying transactions and balances. The policies discussed below are considered by our management to be critical for an understanding of our financial statements because the application of these policies places the most significant demands on management's judgment, with financial reporting results relying on estimation regarding the effect of matters that are inherently uncertain. Specific risks, if applicable, for these critical accounting policies are described in the following paragraphs. For a detailed discussion on the application of these and other accounting policies, see Note 1 of the Notes to Consolidated Financial Statements.

Preparation of this Annual Report on Form 10-K requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of our financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from those estimates. See "Forward-Looking Statements" below.

Revenue Recognition

We recognize revenue when persuasive evidence of an arrangement exists, title has transferred (based upon terms of shipment), price is fixed, delivery occurs and collection is reasonably assured. We sell our products under some arrangements, which include customer contracts that fix the sales price for periods, which typically can be up to one year for some commercial ingredient customers, and through specific programs consisting of promotion allowances, volume and customer rebates and marketing allowances, among others, to consumer and

some commercial ingredient users. Reserves for these programs are established based upon the terms of specific arrangements. Revenues are recorded net of rebates and promotion and marketing allowances. Revenues are also recorded net of expected customer deductions which are provided for based upon past experiences. While customers do have the right to return products, past experience has demonstrated that product returns have generally been insignificant. Provisions for returns are reflected as a reduction in net sales and are estimated based upon customer specific circumstances. Evaluating these estimates requires our management's judgment, and changes in our assumptions could impact the amount recorded for our sales, cost of sales and net income.

Inventories

Inventories, which consist principally of inshell bulk-stored nuts, shelled nuts, dried fruit and processed and packaged nut products, are stated at the lower of cost (first-in, first-out) or market which approximates actual cost. Inventory costs are reviewed at least quarterly. Fluctuations in the market price of pecans, peanuts, walnuts, almonds and other nuts may affect the value of inventory and gross profit and gross profit margin. When expected market sales prices move below costs, we record adjustments to write down the carrying values of inventories to the lower of cost (first-in, first-out) or market which approximates actual cost. No such adjustments have been required in any of the periods presented. The results of our shelling process can also result in changes to our inventory costs based upon actual versus expected crop yields. We maintain significant inventories of bulk-stored inshell pecans, peanuts and walnuts. Quantities of inshell bulk-stored nuts are determined based upon our inventory systems and are subject to verification techniques including observation, weighing and other methods. The quantities of each crop year bulk-stored nut inventories are generally shelled out over a ten to fifteen month period, at which time revisions to any estimates, which historically averaged less than 1.0% of inventory purchases, are also recorded.

We enter into walnut purchase agreements with growers typically in our first fiscal quarter, under which they deliver their walnut crop to us during the fall harvest season (which typically occurs in our first and second fiscal quarters), and pursuant to our walnut purchase agreements, we determine the final price for this inventory after receipt and typically by the end of our third fiscal quarter. Since the ultimate purchase price to be paid is determined subsequent to receiving the walnut crop, we typically estimate the final purchase price for our first and second quarter interim financial statements. Any such changes in estimates, which could be significant, are accounted for in the period of change by adjusting inventory on hand or cost of goods sold if the inventory has been sold. Changes in estimates may affect the ending inventory balances, as well as gross profit. There were no significant adjustments recorded in any of the periods presented.

Impairment of Long-Lived Assets

We review held and used long-lived assets, including our rental investment property and amortizable identifiable intangible assets, to assess recoverability from projected undiscounted cash flows whenever events or changes in facts and circumstances indicate that the carrying value of the assets may not be recoverable. When such events occur, we compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset or asset group to the carrying amount of the long lived asset or asset group. The cash flows are based on our best estimate of future cash flows derived from the most recent business projections. If this comparison indicates there is an impairment, the carrying value of the asset is reduced to its estimated fair value.

We did not record any impairment of long-lived assets for the last three fiscal years.

Income Taxes

We account for income taxes using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been reported in our financial statements or tax returns. Such items give rise to differences in the financial reporting and tax basis of assets and

liabilities. A valuation allowance is recorded to reduce the carrying amount of deferred tax assets if it is more likely than not that all or a portion of the asset will not be realized. Any investment tax credits are accounted for by using the flow-through method, whereby the credits are reflected as reductions of tax expense in the year they are recognized in the financial statements. In estimating future tax consequences, we consider all expected future events other than changes in tax law or rates.

We record liabilities for uncertain income tax positions based on a two-step process. The first step is recognition, where we evaluate whether an individual tax position has a likelihood of greater than 50% of being sustained upon examination based on the technical merits of the position, including resolution of any related appeals or litigation processes. For tax positions that are currently estimated to have a less than 50% likelihood of being sustained, no tax benefit is recorded. For tax positions that have met the recognition threshold in the first step, we perform the second step of measuring the benefit to be recorded. The actual benefits ultimately realized may differ from our estimates. In future periods, changes in facts, circumstances, and new information may require us to change the recognition and measurement estimates with regard to individual tax positions. Changes in recognition and measurement estimates are recorded in results of operations and financial position in the period in which such changes occur. As of June 25, 2015 and June 26, 2014, we had liabilities for unrecognized tax benefits pertaining to uncertain tax positions totaling \$333 and \$263, respectively. We do not anticipate that total unrecognized tax benefits will significantly change in the next twelve months.

We recognize interest and penalties accrued related to unrecognized tax benefits in the income tax expense caption in the Consolidated Statement of Comprehensive Income.

We evaluate the realization of deferred tax assets by considering our historical taxable income and future taxable income based upon the reversal of deferred tax liabilities. As of June 25, 2015, we believe that our deferred tax assets are fully realizable, except for \$175 of net basis differences for which we have provided a valuation allowance.

Retirement Plan

In order to measure the annual expense and calculate the liability associated with our retirement plan, management must make a variety of estimates including, but not limited to, discount rates, compensation increases and anticipated mortality rates. The estimates used by management are based on our historical experience as well as current facts and circumstances. We use a third-party specialist to assist management in appropriately measuring the expense associated with this employment-related benefit. Different estimates used by management could result in us recognizing different amounts of expense over different periods of time.

We recognize net actuarial gains or losses in excess of 10% of the plan's projected benefit obligation ("the corridor") into current period expense over the average remaining expected service period of active participants.

One significant assumption for pension plan accounting is the discount rate. We select a discount rate each year (as of our fiscal year-end measurement date) for our plan based upon a hypothetical corporate bond portfolio for which the cash flows match the year-by-year projected benefit cash flows for our pension plan. The hypothetical bond portfolio is comprised of high-quality fixed income debt securities (usually Moody's Aa3 or higher) available at the measurement date. Based on this information, the discount rate selected by us for determination of pension expense was 4.37% for fiscal 2015, 4.90% for fiscal 2014, and 4.17% for fiscal 2013. A 25 basis point increase or decrease in our discount rate assumption for fiscal 2015 would have resulted in an immaterial change in our pension expense for fiscal 2015. For our year-end pension obligation determination, we selected discount rates of 4.63% and 4.37% for fiscal years 2015 and 2014, respectively.

The rate of compensation increase is another significant assumption used in the development of accounting information for pension plans. We determine this assumption based on our long-term plans for compensation increases and current economic conditions. Based on this information, we selected 4.5% for both fiscal years

2015 and 2014 as the rate of compensation increase for determining our year-end pension obligation. We also used 4.5% for the rate of compensation increase for determination of pension expense for each of fiscal years 2015, 2014, and 2013.

In October 2014, The Society of Actuaries' Retirement Plan Experience Committee published new mortality tables and recommended their use for the measurement of U.S. pension plan obligations. With the assistance of our third-party actuary, in measuring our pension obligation as of June 25, 2015, we incorporated revised assumptions that generally reflect the mortality improvement inherent in these new tables which resulted in an actuarial loss of \$2,150.

Recent Accounting Pronouncements

Refer to Note 1 — "Significant Accounting Policies" of the Notes to Consolidated Financial Statements, contained in Part II, Item 8 of this Form 10-K, for a discussion of recently issued accounting pronouncements.

Forward-Looking Statements

The statements contained in this Annual Report on Form 10-K, and in the Chief Executive Officer's letter to stockholders accompanying the Annual Report on Form 10-K delivered to stockholders, that are not historical (including statements concerning our expectations regarding market risk) are "forward-looking statements." These forward-looking statements may be followed (and therefore identified) by a cross reference to Part I, Item 1A — "Risk Factors" or may be otherwise identified by the use of forward-looking words and phrases such as "will", "anticipates", "intends", "may", "believes", "should" and "expects", and they are based on our current expectations or beliefs concerning future events and involve risks and uncertainties. We undertake no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events or other factors that affect the subject of these statements, except where expressly required to do so by law. We caution that such statements are qualified by important factors, including the factors described in Part I, Item 1A — "Risk Factors" and other factors, risks and uncertainties that are beyond our control, that could cause results to differ materially from our current expectations and/or those in the forward-looking statements, as well as the timing and occurrence (or nonoccurrence) of transactions and other factors, risk, uncertainties and events which may be subject to circumstances beyond our control. Consequently, results actually achieved may differ materially from the expected results included in these statements.

Item 7A — Quantitative and Qualitative Disclosures About Market Risk

We are exposed to the impact of changes in interest rates, commodity prices of raw material purchases and foreign exchange. We have not entered into any arrangements to hedge against changes in market interest rates, commodity prices or foreign currency fluctuations.

We are unable to engage in hedging activity related to commodity prices, because there are no established futures markets for nuts; therefore, we can only attempt to pass on the commodity cost increases in the form of price increases to our customers. See Part I, Item 1A — "Risk Factors" for a further discussion of the risks and uncertainties related to commodity prices of raw materials and the impact thereof on our business.

Approximately 27% of the dollar value of our total nut purchases for fiscal 2015 were made from foreign countries, and while these purchases were payable in U.S. dollars, the underlying costs may fluctuate with changes in the value of the U.S. dollar relative to the currency in the foreign country or to other major foreign currencies such as the euro.

We are exposed to interest rate risk on our Credit Facility, our only variable rate credit facility; because we have not entered into any hedging instruments which fix the floating rate or offset an increase in the floating rate. A hypothetical 10% adverse change in weighted-average interest rates would have had less than a \$0.1 million impact on our net income and cash flows from operating activities for fiscal 2015. In addition, the fixed interest rate on our Mortgage Facility resets in the future.

Item 8 — Financial Statements and Supplementary Data**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of John B. Sanfilippo & Son, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of comprehensive income, stockholders' equity and cash flows present fairly, in all material respects, the financial position of John B. Sanfilippo & Son, Inc. and its subsidiaries at June 25, 2015 and June 26, 2014, and the results of their operations and their cash flows for each of the three years in the period ended June 25, 2015 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 25, 2015, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting under item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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/ PricewaterhouseCoopers LLP
Chicago, Illinois
August 21, 2015

JOHN B. SANFILIPPO & SON, INC.
CONSOLIDATED BALANCE SHEETS
June 25, 2015 and June 26, 2014
(dollars in thousands, except per share amounts)

	<u>June 25, 2015</u>	<u>June 26, 2014</u>
ASSETS		
CURRENT ASSETS:		
Cash	\$ 1,946	\$ 1,884
Accounts receivable, less allowances of \$2,966 and \$3,210, respectively	75,635	55,800
Inventories	197,997	182,830
Deferred income taxes	4,264	3,484
Prepaid expenses and other current assets	<u>4,468</u>	<u>5,376</u>
TOTAL CURRENT ASSETS	<u>284,310</u>	<u>249,374</u>
PROPERTY, PLANT AND EQUIPMENT:		
Land	9,285	9,285
Buildings	104,016	102,796
Machinery and equipment	178,936	170,694
Furniture and leasehold improvements	4,363	4,363
Vehicles	397	468
Construction in progress	<u>2,868</u>	<u>2,901</u>
	299,865	290,507
Less: Accumulated depreciation	<u>189,671</u>	<u>181,684</u>
	110,194	108,823
Rental investment property, less accumulated depreciation of \$8,055 and \$7,262, respectively	<u>20,839</u>	<u>21,631</u>
TOTAL PROPERTY, PLANT AND EQUIPMENT	<u>131,033</u>	<u>130,454</u>
OTHER LONG TERM ASSETS:		
Cash surrender value of officers' life insurance and other assets	10,332	8,811
Deferred income taxes	3,181	726
Intangible assets, net	<u>3,079</u>	<u>5,246</u>
TOTAL ASSETS	<u>\$431,935</u>	<u>\$394,611</u>

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

JOHN B. SANFILIPPO & SON, INC.
CONSOLIDATED BALANCE SHEETS
June 25, 2015 and June 26, 2014
(dollars in thousands, except per share amounts)

	<u>June 25, 2015</u>	<u>June 26, 2014</u>
LIABILITIES & STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Revolving credit facility borrowings	\$ 61,153	\$ 40,542
Current maturities of long-term debt, including related party debt of \$376 and \$348, respectively	3,376	3,349
Accounts payable, including related party payables of \$241 and \$232, respectively	45,722	44,907
Book overdraft	1,037	2,414
Accrued payroll and related benefits	14,847	13,099
Other accrued expenses	<u>7,970</u>	<u>7,920</u>
TOTAL CURRENT LIABILITIES	<u>134,105</u>	<u>112,231</u>
LONG-TERM LIABILITIES:		
Long-term debt, less current maturities, including related party debt of \$11,540 and \$11,916, respectively	32,290	35,666
Retirement plan	17,885	14,372
Other	<u>6,377</u>	<u>5,515</u>
TOTAL LONG-TERM LIABILITIES	<u>56,552</u>	<u>55,553</u>
TOTAL LIABILITIES	<u>190,657</u>	<u>167,784</u>
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Class A Common Stock, convertible to Common Stock on a per share basis, cumulative voting rights of ten votes per share, \$.01 par value; 10,000,000 shares authorized, 2,597,426 shares issued and outstanding	26	26
Common Stock, non-cumulative voting rights of one vote per share, \$.01 par value; 17,000,000 shares authorized, 8,663,480 and 8,569,105 shares issued, respectively	86	85
Capital in excess of par value	111,540	108,305
Retained earnings	135,664	123,118
Accumulated other comprehensive loss	(4,834)	(3,503)
Treasury stock, at cost; 117,900 shares of Common Stock	<u>(1,204)</u>	<u>(1,204)</u>
TOTAL STOCKHOLDERS' EQUITY	<u>241,278</u>	<u>226,827</u>
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	<u>\$431,935</u>	<u>\$394,611</u>

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

JOHN B. SANFILIPPO & SON, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the years ended June 25, 2015, June 26, 2014 and June 27, 2013
(dollars in thousands, except per share amounts)

	<u>Year Ended June 25, 2015</u>	<u>Year Ended June 26, 2014</u>	<u>Year Ended June 27, 2013</u>
Net sales	\$ 887,245	\$ 778,622	\$ 734,334
Cost of sales	755,189	655,757	614,372
Gross profit	<u>132,056</u>	<u>122,865</u>	<u>119,962</u>
Operating expenses:			
Selling expenses	49,646	48,258	47,112
Administrative expenses	30,531	29,252	31,231
Gain on sale of assets held for sale, net	—	(1,641)	—
Total operating expenses	<u>80,177</u>	<u>75,869</u>	<u>78,343</u>
Income from operations	<u>51,879</u>	<u>46,996</u>	<u>41,619</u>
Other expense:			
Interest expense including \$1,110, \$1,136 and \$1,161 to related parties, respectively	3,966	4,354	4,754
Rental and miscellaneous expense, net	3,049	2,810	1,569
Total other expense, net	<u>7,015</u>	<u>7,164</u>	<u>6,323</u>
Income before income taxes	44,864	39,832	35,296
Income tax expense	<u>15,559</u>	<u>13,545</u>	<u>13,536</u>
Net income	29,305	26,287	21,760
Other comprehensive (loss) income, net of tax:			
Amortization of prior service cost and actuarial gain included in net periodic pension cost	584	534	574
Net actuarial (loss) gain arising during the period	(1,915)	(873)	589
Other comprehensive (loss) income, net of tax	<u>(1,331)</u>	<u>(339)</u>	<u>1,163</u>
Comprehensive income	<u>\$ 27,974</u>	<u>\$ 25,948</u>	<u>\$ 22,923</u>
Net income per common share — basic	<u>\$ 2.63</u>	<u>\$ 2.38</u>	<u>\$ 2.00</u>
Net income per common share — diluted	<u>\$ 2.61</u>	<u>\$ 2.36</u>	<u>\$ 1.98</u>
Cash dividends declared per share	<u>\$ 1.50</u>	<u>\$ 1.50</u>	<u>\$ 1.00</u>
Weighted average shares outstanding — basic	<u>11,150,658</u>	<u>11,033,310</u>	<u>10,863,064</u>
Weighted average shares outstanding — diluted	<u>11,248,259</u>	<u>11,132,347</u>	<u>10,992,997</u>

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

JOHN B. SANFILIPPO & SON, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the years ended June 25, 2015, June 26, 2014 and June 27, 2013
(dollars in thousands)

	<u>Class A Common Stock</u>		<u>Common Stock</u>		<u>Capital in Excess of Par Value</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Loss</u>	<u>Treasury Stock</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>					
Balance, June 28, 2012	2,597,426	\$ 26	8,282,705	\$ 83	\$ 103,876	\$ 102,559	\$ (4,327)	\$ (1,204)	\$201,013
Net income						21,760			21,760
Cash dividends (\$1.00 per common share)						(10,889)			(10,889)
Pension liability amortization, net of income tax expense of \$383							574		574
Pension liability adjustment, net of income tax expense of \$390							589		589
Equity award exercises			157,704	1	1,340				1,341
Stock-based compensation expense					916				916
Balance, June 27, 2013	2,597,426	\$ 26	8,440,409	\$ 84	\$ 106,132	\$ 113,430	\$ (3,164)	\$ (1,204)	\$215,304
Net income						26,287			26,287
Cash dividends (\$1.50 per common share)						(16,599)			(16,599)
Pension liability amortization, net of income tax expense of \$355							534		534
Pension liability adjustment, net of income tax benefit of \$581							(873)		(873)
Equity award exercises			128,696	1	1,057				1,058
Stock-based compensation expense					1,116				1,116
Balance, June 26, 2014	2,597,426	\$ 26	8,569,105	\$ 85	\$ 108,305	\$ 123,118	\$ (3,503)	\$ (1,204)	\$226,827
Net income						29,305			29,305
Cash dividends (\$1.50 per common share)						(16,759)			(16,759)
Pension liability amortization, net of income tax expense of \$373							584		584
Pension liability adjustment, net of income tax benefit of \$1,224							(1,915)		(1,915)
Equity award exercises			94,375	1	1,283				1,284
Stock-based compensation expense					1,952				1,952
Balance, June 25, 2015	<u>2,597,426</u>	<u>\$ 26</u>	<u>8,663,480</u>	<u>\$ 86</u>	<u>\$ 111,540</u>	<u>\$ 135,664</u>	<u>\$ (4,834)</u>	<u>\$ (1,204)</u>	<u>\$241,278</u>

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

JOHN B. SANFILIPPO & SON, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended June 25, 2015, June 26, 2014 and June 27, 2013
(dollars in thousands)

	<u>Year Ended June 25, 2015</u>	<u>Year Ended June 26, 2014</u>	<u>Year Ended June 27, 2013</u>
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 29,305	\$ 26,287	\$ 21,760
Depreciation and amortization	16,284	16,278	16,717
Loss (gain) on disposition of properties, net	100	(1,526)	(575)
Deferred income tax (benefit) expense	(2,384)	567	(947)
Stock-based compensation expense	1,952	1,105	905
Change in assets and liabilities, net of business acquired:			
Accounts receivable, net	(19,862)	(6,231)	358
Inventories	(15,167)	(24,124)	(12,322)
Prepaid expenses and other current assets	(1,587)	1,136	(805)
Accounts payable	307	616	10,527
Accrued expenses	1,798	(2,434)	(2,696)
Income taxes receivable/payable	2,495	(1,669)	(754)
Other long-term liabilities	862	1,153	3,356
Other long-term assets	(1,541)	(400)	(1,106)
Other, net	<u>1,371</u>	<u>1,192</u>	<u>1,335</u>
Net cash provided by operating activities	<u>13,933</u>	<u>11,950</u>	<u>35,753</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of property, plant and equipment	(14,392)	(9,928)	(7,207)
Proceeds from disposition of assets	90	7,879	993
Other	<u>21</u>	<u>(7)</u>	<u>(165)</u>
Net cash used in investing activities	<u>(14,281)</u>	<u>(2,056)</u>	<u>(6,379)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Borrowings under revolving credit facilities	339,684	304,910	313,059
Repayments of revolving credit borrowings	(319,073)	(296,235)	(327,040)
Principal payments on long-term debt	(3,349)	(3,340)	(6,575)
(Decrease) increase in book overdraft	(1,377)	1,362	(895)
Dividends paid	(16,759)	(16,599)	(10,889)
Proceeds from the exercise of stock options	643	616	1,219
Tax benefit of equity award exercises	<u>641</u>	<u>442</u>	<u>122</u>
Net cash provided by (used in) financing activities	<u>410</u>	<u>(8,844)</u>	<u>(30,999)</u>
NET INCREASE (DECREASE) IN CASH	<u>62</u>	<u>1,050</u>	<u>(1,625)</u>
Cash, beginning of period	<u>1,884</u>	<u>834</u>	<u>2,459</u>
Cash, end of period	<u>\$ 1,946</u>	<u>\$ 1,884</u>	<u>\$ 834</u>
Supplemental disclosures of cash flow information:			
Interest paid	\$ 3,760	\$ 4,046	\$ 4,131
Income taxes paid, excluding refunds of \$548, \$292, and \$14, respectively	15,288	14,366	15,135

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

JOHN B. SANFILIPPO & SON, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)

NOTE 1 — SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Consolidation and Description of Business

Our consolidated financial statements include the accounts of John B. Sanfilippo & Son, Inc., and our wholly-owned subsidiaries, JBSS Real Estate, LLC, JBSS Ventures, LLC and Sanfilippo (Shanghai) Trading Co. Ltd. Our fiscal year ends on the last Thursday of June each year, and typically consists of fifty-two weeks (four thirteen week quarters). Fiscal 2016 will consist of fifty-three weeks. The accompanying consolidated financial statements and related footnotes are presented in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

We are one of the leading processors and distributors of peanuts, pecans, cashews, walnuts, almonds and other nuts in the United States. These nuts are sold under a variety of private brands and under the *Fisher*, *Orchard Valley Harvest*, *Fisher Nut Exactly* and *Sunshine Country* brand names. We also market and distribute, and in most cases manufacture or process, a diverse product line of food and snack products, including peanut butter, almond butter, candy and confections, snacks and trail mixes, snack bites, sunflower kernels, dried fruit, corn snacks, sesame sticks and other sesame snack products under private brands and brand names. Our products are sold through the major distribution channels to significant buyers of nuts, including food retailers, commercial ingredient users, contract packaging customers and international customers.

Management Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect 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. Significant estimates include reserves for customer deductions, the quantity of bulk inventories, the evaluation of recoverability of long-lived assets, the assumptions used in estimating the retirement plan liability and pension expense, and the realizability of deferred tax assets. Actual results could differ from those estimates.

Cash and Cash Equivalents

We consider temporary cash investments with an original maturity of three months or less to be cash equivalents.

Accounts Receivable

Accounts receivable are stated at the amounts charged to customers, less allowances for doubtful accounts, and reserves for estimated cash discounts and customer deductions. The allowance for doubtful accounts is calculated by specifically identifying customers that are credit risks and estimating the extent that other non-specifically identified customers will become credit risks. Account balances are charged off against the allowance when we conclude that it is probable the receivable will not be recovered. The reserve for estimated cash discounts is based on historical experience. The reserve for customer deductions represents known customer short payments and an estimate of future credit memos that will be issued to customers related to rebates and allowances for marketing and promotions based on agreed upon programs and historical experience.

Inventories

Inventories, which consist principally of inshell bulk-stored nuts, shelled nuts, dried fruit and processed and packaged nut products, are stated at the lower of cost (first-in, first-out) or market which approximates actual

cost. Inventory costs are reviewed at least quarterly. Fluctuations in the market price of pecans, peanuts, walnuts, almonds, cashews and other nuts may affect the value of inventory, gross profit and gross profit margin. When expected market sales prices move below costs, we record adjustments to write down the carrying values of inventories to the lower of cost (first-in, first-out) or market. The results of our shelling process can also result in changes to inventory costs, such as adjustments made pursuant to actual versus expected crop yields. We maintain significant inventories of bulk-stored inshell pecans, peanuts and walnuts. Quantities of inshell bulk-stored nuts are determined based on our inventory systems and are subject to quarterly physical verification techniques including observation, weighing and other methods. The quantities of each crop year bulk-stored nut inventories are generally shelled out over a ten to fifteen month period, at which time revisions to any estimates are also recorded.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Major improvements that extend the useful life, add capacity or add functionality are capitalized and charged to expense through depreciation. Repairs and maintenance costs are charged to expense as incurred. The cost and accumulated depreciation of assets sold or retired are removed from the respective accounts, and any gain or loss is recognized currently in operating income.

Depreciation expense for the last three fiscal years is as follows:

	<u>Year Ended</u> <u>June 25, 2015</u>	<u>Year Ended</u> <u>June 26, 2014</u>	<u>Year Ended</u> <u>June 27, 2013</u>
Depreciation expense	\$ 14,117	\$ 13,649	\$ 13,648

Cost is depreciated using the straight-line method over the following estimated useful lives:

<u>Classification</u>	<u>Estimated Useful Lives</u>
Buildings	10 to 40 years
Machinery and equipment	5 to 10 years
Furniture and leasehold improvements	5 to 10 years
Vehicles	3 to 5 years
Computers and software	3 to 5 years

No interest costs were capitalized for the last three fiscal years due to the lack of any significant project requiring such capitalization.

Impairment of Long-Lived Assets

We review held and used long-lived assets, including our rental investment property and amortizable identifiable intangible assets, to assess recoverability from projected undiscounted cash flows whenever events or changes in facts and circumstances indicate that the carrying value of the assets may not be recoverable. When such events occur, we compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset or asset group to the carrying amount of the long lived asset or asset group. The cash flows are based on our best estimate of future cash flows derived from the most recent business projections. If this comparison indicates there is an impairment, the carrying value of the asset is reduced to its estimated fair value.

We did not record any impairment of long-lived assets for the last three fiscal years.

Deferred Financing Costs

Deferred financing costs are incurred to obtain long-term financing and are amortized using the effective interest method over the term of the related debt. The amortization of deferred financing costs, which is classified in interest expense in the consolidated statement of comprehensive income, was as follows for the last three fiscal years:

	<u>Year ended June 25, 2015</u>	<u>Year ended June 26, 2014</u>	<u>Year ended June 27, 2013</u>
Amortization of deferred financing costs	<u>\$ 227</u>	<u>\$ 329</u>	<u>\$ 442</u>

Facility Consolidation Project/Real Estate Transactions

In April 2005, we acquired property to be used for the Elgin Site. Two buildings are located on the Elgin Site, one of which is an office building. Approximately 71% of the office building is currently vacant. The other building, a warehouse, was expanded and modified for use as our principal processing facility and headquarters. The allocation of the purchase price to the two buildings was determined through a third party appraisal. The value assigned to the office building is included in rental investment property on the balance sheet. The value assigned to the warehouse building is included in "Property, plant and equipment".

The net rental expense from the office building is included in the caption "Rental and miscellaneous expense, net". Gross rental income and rental (expense), net for the last three fiscal years are as follows:

	<u>Year ended June 25, 2015</u>	<u>Year ended June 26, 2014</u>	<u>Year ended June 27, 2013</u>
Gross rental income	\$ 1,792	\$ 1,697	\$ 1,671
Rental (expense), net	(3,062)	(2,798)	(1,495)

Expected future gross rental income under operating leases within the office building is as follows for the fiscal years ending:

June 30, 2016	\$ 1,898
June 29, 2017	1,913
June 28, 2018	1,583
June 27, 2019	1,470
June 25, 2020	1,389
Thereafter	<u>5,816</u>
	<u>\$14,069</u>

On March 28, 2006, our wholly-owned subsidiary JBSS Properties, LLC acquired title by quitclaim deed to the site that was originally purchased in Elgin, Illinois (the "Old Elgin Site") for our facility consolidation project and also entered into an Assignment and Assumption Agreement (the "Agreement") with the City of Elgin (the "City"). In the third quarter of fiscal 2013, JBSS Properties, LLC transferred all of its properties and agreements to JBSS Real Estate, LLC. Under the terms of the Agreement, the City assigned to us their remaining rights and obligations under a development agreement entered into by and among the Company, certain related party partnerships and the City (the "Development Agreement").

On December 26, 2013 (the second quarter of fiscal 2014), we completed the sale of the Old Elgin Site. The sales price was \$8,000 and resulted in a pre-tax gain of \$1,641.

In September 2012, we completed the sale of land and a building where we owned and operated a retail store in Barrington, Illinois. Proceeds from the sale were \$870, net of expenses of \$45, and resulted in a pre-tax gain of \$660 which is recorded in "Administrative expenses" for the year ended June 27, 2013.

Fair Value of Financial Instruments

Authoritative guidance issued by the Financial Accounting Standards Board (“FASB”) defines fair value as the price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. The guidance establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels:

- Level 1 — Quoted prices in active markets that are accessible at the measurement date for identical assets and liabilities.
- Level 2 — Observable inputs other than quoted prices in active markets. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.
- Level 3 — Unobservable inputs for which there is little or no market data available.

The carrying values of cash, trade accounts receivable and accounts payable approximate their fair values at June 25, 2015 and June 26, 2014 because of the short-term maturities and nature of these balances.

The carrying value of our Credit Facility (as defined in Note 4 in the Notes to Consolidated Financial Statements “Revolving Credit Facility” below) borrowings approximates fair value at June 25, 2015 and June 26, 2014 because interest rates on this instrument approximate current market rates (Level 2 criteria), the short term maturity and nature of this balance. In addition, there has been no significant change in our inherent credit risk.

The following table summarizes the carrying value and fair value estimate of our long term debt, including current maturities:

	<u>June 25, 2015</u>	<u>June 26, 2014</u>
Carrying value of long-term debt:	\$ 35,666	\$ 39,015
Fair value of long-term debt:	39,377	43,091

The estimated fair value of long-term debt was determined using a market approach based upon Level 2 observable inputs, which estimates fair value based on interest rates currently offered on loans with similar terms to borrowers of similar credit quality or broker quotes. In addition, there have been no significant changes in the underlying assets securing our long-term debt, other than the sale of the Old Elgin Site discussed above.

Revenue Recognition

We recognize revenue when persuasive evidence of an arrangement exists, title has transferred (based upon terms of shipment), price is fixed, delivery occurs and collection is reasonably assured. We sell our products under some arrangements which include customer contracts which fix the sales price for periods, typically of up to one year, for some industrial customers and through specific programs consisting of promotion allowances, volume and customer rebates and marketing allowances, among others, to consumer customers and commercial ingredient users. Reserves for these programs are established based upon the terms of specific arrangements. Revenues are recorded net of rebates and promotion and marketing allowances. Revenues are also recorded net of expected customer deductions which are provided for based upon past experiences. While customers do have the right to return products, past experience has demonstrated that product returns have been insignificant. Provisions for returns are reflected as a reduction in net sales and are estimated based upon customer specific circumstances. Billings for shipping and handling costs are included in revenues.

Segment Reporting

We operate in a single reportable and operating segment that consists of selling various nut and nut related products through multiple distribution channels.

Significant Customers and Concentration of Credit Risk

The highly competitive nature of our business provides an environment for the loss of customers and the opportunity to gain new customers. We are subject to concentrations of credit risk, primarily in trade accounts receivable, and we attempt to mitigate this risk through our credit evaluation process, collection terms and through geographical dispersion of sales. Sales to two customers each exceeded 10% of net sales during fiscal 2015. In fiscal 2014 and 2013, three customers each exceeded 10% of net sales. Sales to these customers represented approximately 39%, 46% and 48% of our net sales in fiscal 2015, fiscal 2014 and fiscal 2013, respectively. Net accounts receivable from these customers were 33% and 55% of net accounts receivable at June 25, 2015 and June 26, 2014, respectively.

Promotion, Marketing and Advertising Costs

Promotion allowances, customer rebates and marketing allowances are recorded at the time revenue is recognized and are reflected as reductions in sales. Annual volume rebates are estimated based upon projected volumes for the year, while promotion and marketing allowances are recorded based upon terms of the actual arrangements. Coupon incentive costs are accrued based on an estimate of redemptions to occur.

The majority of marketing costs and substantially all advertising costs are incurred to promote and support branded products in the consumer distribution channel. These costs are generally expensed as incurred, recorded in selling expenses, and were as follows for the last three fiscal years:

	<u>Year ended</u> <u>June 25, 2015</u>	<u>Year ended</u> <u>June 26, 2014</u>	<u>Year ended</u> <u>June 27, 2013</u>
Marketing and advertising expense	<u>\$ 11,069</u>	<u>\$ 10,330</u>	<u>\$ 10,928</u>

Shipping and Handling Costs

Shipping and handling costs, which include freight and other expenses to prepare finished goods for shipment, are included in selling expenses. Shipping and handling costs for the last three fiscal years were as follows:

	<u>Year ended</u> <u>June 25, 2015</u>	<u>Year ended</u> <u>June 26, 2014</u>	<u>Year ended</u> <u>June 27, 2013</u>
Shipping and handling costs	<u>\$ 17,699</u>	<u>\$ 17,895</u>	<u>\$ 15,801</u>

Research and Development Expenses

Research and development expense represents the cost of our research and development personnel and their related expenses and is charged to selling expenses as incurred. Research and development expenses for the last three fiscal years were as follows:

	<u>Year ended</u> <u>June 25, 2015</u>	<u>Year ended</u> <u>June 26, 2014</u>	<u>Year ended</u> <u>June 27, 2013</u>
Research and development expense	<u>\$ 979</u>	<u>\$ 882</u>	<u>\$ 1,233</u>

Stock-Based Compensation

We account for stock-based employee compensation arrangements in accordance with the provisions of ASC 718 by calculating compensation cost based on the grant date fair value. We then amortize compensation expense over the vesting period. We estimate the fair value of each stock option on the date of the grant using the Black-Scholes option pricing model (using the risk-free interest rate, expected term, expected volatility, and dividend yield variables) discounted by an estimated forfeiture rate. The grant date fair value of RSUs is generally determined based on the market price of our Common Stock on the date of grant.

Income Taxes

We account for income taxes using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been reported in our financial statements or tax returns. Such items give rise to differences in the financial reporting and tax basis of assets and liabilities. A valuation allowance is recorded to reduce the carrying amount of deferred tax assets if it is more likely than not that all or a portion of the asset will not be realized. Any investment tax credits are accounted for by using the flow-through method, whereby the credits are reflected as reductions of tax expense in the year they are recognized in the financial statements. In estimating future tax consequences, we consider all expected future events other than changes in tax law or rates.

We record liabilities for uncertain income tax positions based on a two-step process. The first step is recognition, where we evaluate whether an individual tax position has a likelihood of greater than 50% of being sustained upon examination based on the technical merits of the position, including resolution of any related appeals or litigation processes. For tax positions that are currently estimated to have a less than 50% likelihood of being sustained, no tax benefit is recorded. For tax positions that have met the recognition threshold in the first step, we perform the second step of measuring the benefit to be recorded. The actual benefits ultimately realized may differ from our estimates. In future periods, changes in facts, circumstances, and new information may require us to change the recognition and measurement estimates with regard to individual tax positions. Changes in recognition and measurement estimates are recorded in results of operations and financial position in the period in which such changes occur.

We recognize interest and penalties accrued related to unrecognized tax benefits in the income tax expense/(benefit) caption in the Consolidated Statement of Comprehensive Income.

We evaluate the realization of deferred tax assets by considering our historical taxable income and future taxable income based upon the reversal of deferred tax liabilities. As of June 25, 2015, we believe that our deferred tax assets are fully realizable, except for \$175 of net basis differences for which we have provided a valuation allowance.

Earnings per Share

Basic earnings per common share are calculated using the weighted average number of shares of Common Stock and Class A Stock outstanding during the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue Common Stock were exercised or converted into Common Stock or resulted in the issuance of Common Stock.

The following table presents the reconciliation of the weighted average shares outstanding used in computing basic and diluted earnings per share:

	<u>Year ended June 25, 2015</u>	<u>Year ended June 26, 2014</u>	<u>Year ended June 27, 2013</u>
Weighted average number of shares outstanding — basic	11,150,658	11,033,310	10,863,064
Effect of dilutive securities:			
Stock options and restricted stock units	<u>97,601</u>	<u>99,037</u>	<u>129,933</u>
Weighted average number of shares outstanding — diluted	<u>11,248,259</u>	<u>11,132,347</u>	<u>10,992,997</u>

The following table presents a summary of anti-dilutive stock options and restricted stock units excluded from the computation of diluted earnings per share:

	Year ended June 25, 2015	Year ended June 26, 2014	Year ended June 27, 2013
Weighted average number of anti-dilutive shares:	—	15,153	41,375
Weighted average exercise price:	\$ —	\$ 25.36	\$ 18.46

Comprehensive Income

We account for comprehensive income in accordance with ASC Topic 220, *Comprehensive Income*. This topic establishes standards for reporting and displaying comprehensive income and its components in a full set of general-purpose financial statements. The topic requires that all components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. This topic also requires all non-owner changes in stockholders' equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. This guidance also requires presentation by the respective line items of net income, either on the face of the statement where net income is presented or in the notes and information about significant amounts required under U.S. GAAP to be reclassified out of accumulated other comprehensive income in their entirety. For amounts not required to be reclassified in their entirety to net income, we provide a cross-reference to other disclosures that offer additional details about those amounts.

Recent Accounting Pronouncements

In July 2015, the FASB issued ASU No. 2015-11 “*Inventory (Topic 330) Simplifying the Measurement of Inventory*”. This update applies to inventory measured using first-in, first-out or average cost and requires inventory be measured at the lower of cost and net realizable value. Net realizable value is defined as estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. This update will be effective for the Company beginning in fiscal year 2018 with prospective application required. The Company is currently evaluating this guidance, but does not anticipate it will have a material impact to its consolidated balance sheets.

In April 2015, the FASB issued ASU No. 2015-03 “*Interest-Imputation of Interest (Subtopic 835-30) Simplifying the Presentation of Debt Issuance Costs*”. This update requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct reduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this update. This new guidance does not address presentation or subsequent measurement of debt issue costs related to line of credit arrangements. In August 2015, the FASB issued ASU No. 2015-15 “*Interest-Imputation of Interest (Subtopic 835-30) Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*” which amends Subtopic 835-30 and indicates the SEC staff would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. ASU 2015-03 is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. This update will be effective for the Company beginning in fiscal year 2017. Early adoption is permitted. The Company is currently evaluating this guidance, but does not anticipate it will have a material impact to its consolidated balance sheets.

In January 2015, the FASB issued ASU No. 2015-01 “*Income Statement — Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items*”. This update eliminates the concept of extraordinary items from GAAP. Currently, if an event or transaction is both unusual in nature and infrequent in occurrence an entity is required to segregate the extraordinary item from the results of ordinary operations and show the item separately in the income statement, net of tax, after continuing operations. Applicable income taxes and earnings per share data is also required to be

disclosed. The amendments in this update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. This update will be effective for the Company beginning in fiscal year 2017. This update can be adopted either retrospectively to each prior reporting period presented, or prospectively. Early adoption is permitted. The Company does not expect the adoption of this update to have a material impact on our consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15 “*Presentation of Financial Statements — Going Concern (Topic 205-40)*”. The guidance requires management to perform interim and annual assessments of an entity’s ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if conditions or events raise substantial doubt about the entity’s ability to continue as a going concern. The new guidance applies to all entities and is effective for annual periods ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. The Company does not expect the adoption of this guidance in fiscal 2017 to have a material impact on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09 “*Revenue from Contracts with Customers (Topic 606)*” and created a new ASC Topic 606, *Revenue from Contracts with Customers*, and added ASC Subtopic 340-40, *Other Assets and Deferred Costs — Contracts with Customers*. The guidance in this update supersedes the revenue recognition requirements in ASC Topic 605, *Revenue Recognition*, and most industry-specific guidance throughout the industry topics of the codification. Under the new guidance, an entity should recognize revenue to depict the transfer of promised 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. In August 2015, the FASB issued ASU No. 2015-14 “*Revenue from Contracts with Customers, Deferral of the Effective Date*” which deferred the effective date of ASU 2014-09 for one year. Consequently, this new revenue recognition guidance will be effective for the Company beginning in fiscal year 2019. This guidance can be adopted either retrospectively to each prior reporting period presented, or retrospectively with a cumulative-effect adjustment recognized as of the date of adoption. The Company is currently assessing the impact of this new guidance on our financial position, results of operations and cash flows.

NOTE 2 — INVENTORIES

Inventories consist of the following:

	<u>June 25, 2015</u>	<u>June 26, 2014</u>
Raw material and supplies	\$ 58,704	\$ 68,196
Work-in-process and finished goods	<u>139,293</u>	<u>114,634</u>
	<u>\$ 197,997</u>	<u>\$ 182,830</u>

The previously reported balance of raw material and supplies at June 26, 2014 incorrectly included \$21,221 of certain nut meats that should have been classified as work-in-process and finished goods. The current presentation reflects this correction and there is no impact on our consolidated financial statements.

NOTE 3 — INTANGIBLE ASSETS

Intangible assets subject to amortization consist of the following:

	<u>June 25, 2015</u>	<u>June 26, 2014</u>
Customer relationships	\$ 10,600	\$ 10,600
Non-compete agreement	5,400	5,400
Brand names	<u>8,090</u>	<u>8,090</u>
Total intangible assets, gross	<u>24,090</u>	<u>24,090</u>

	<u>June 25, 2015</u>	<u>June 26, 2014</u>
Less accumulated amortization:		
Customer relationships	(7,717)	(6,203)
Non-compete agreement	(5,204)	(4,582)
Brand names	<u>(8,090)</u>	<u>(8,059)</u>
Total accumulated amortization	<u>(21,011)</u>	<u>(18,844)</u>
Net intangible assets	<u>\$ 3,079</u>	<u>\$ 5,246</u>

Customer relationships and the non-compete agreement relate wholly to the Orchard Valley Harvest (“OVH”) acquisition completed in fiscal 2010. Customer relationships are being amortized on a straight line basis over seven years. The non-compete agreement is being amortized based upon the expected pattern of cash flow annual benefit over a five year period. The brand name consists primarily of the *Fisher* brand name, which we acquired in a 1995 acquisition. The *Fisher* brand name became fully amortized in fiscal 2011. The remainder of the brand name relates to the OVH acquisition which became fully amortized in fiscal 2015.

Total amortization expense related to intangible assets, which is classified in administrative expense in the consolidated statement of comprehensive income, was as follows for the last three fiscal years:

	<u>Year ended June 25, 2015</u>	<u>Year ended June 26, 2014</u>	<u>Year ended June 27, 2013</u>
Amortization of intangible assets	<u>\$ 2,167</u>	<u>\$ 2,629</u>	<u>\$ 3,069</u>

Expected amortization expense for the next five fiscal years is as follows:

Fiscal year ending	
June 30, 2016	\$1,710
June 29, 2017	1,369
June 28, 2018	—
June 27, 2019	—
June 25, 2020	—

NOTE 4 — REVOLVING CREDIT FACILITY

On February 7, 2008, we entered into a Credit Agreement with a bank group (the “Bank Lenders”) providing a \$117,500 revolving loan commitment and letter of credit subfacility (the “Credit Facility”). Also on February 7, 2008, we entered into a Loan Agreement with an insurance company (the “Mortgage Lender”) providing us with two term loans, one in the amount of \$36,000 (“Tranche A”) and the other in the amount of \$9,000 (“Tranche B”), for an aggregate amount of \$45,000 (the “Mortgage Facility”).

On September 30, 2014, we entered into the Sixth Amendment to Credit Facility (the “Sixth Amendment”) which extended the maturity date of the Credit Facility from July 15, 2016 to July 15, 2019 and reduced the interest rates charged for ordinary course and letter of credit borrowings. The revolving loan commitment amount did not change. In addition, the Sixth Amendment allows the Company to, without obtaining Bank Lender consent, (i) make up to two cash dividends or distributions on our stock each fiscal year, or (ii) purchase, acquire, redeem or retire stock in any fiscal year, in any case, in an amount not to exceed \$25,000, individually or in the aggregate, as long as the excess availability under the Credit Facility remains over \$30,000 after giving effect to any such dividend, distribution, purchase or redemption. The Sixth Amendment also increased the amount of permitted acquisitions from \$50,000 to \$100,000 and removed the annual limit on capital expenditures. The Credit Facility is secured by substantially all our assets other than real property and fixtures.

The Mortgage Facility is secured by mortgages on essentially all of our owned real property located in Elgin, Illinois, Gustine, California and Garysburg, North Carolina (the “Encumbered Properties”).

At June 25, 2015 and June 26, 2014, the weighted average interest rate for the Credit Facility was 2.00% and 2.13%, respectively. The terms of the Credit Facility contain covenants that require us to restrict investments, indebtedness, acquisitions and certain sales of assets, cash dividends, redemptions of capital stock and prepayment of indebtedness (if such prepayment, among other things, is of a subordinate debt). If loan availability under the Borrowing Base Calculation falls below \$25,000, we will be required to maintain a specified fixed charge coverage ratio, tested on a monthly basis. All cash received from customers is required to be applied against the Credit Facility. The Bank Lenders are entitled to require immediate repayment of our obligations under the Credit Facility in the event of default on the payments required under the Credit Facility, a change in control in the ownership of the Company, non-compliance with the financial covenant or upon the occurrence of certain other defaults by us under the Credit Facility (including a default under the Mortgage Facility). As of June 25, 2015, we were in compliance with all covenants under the Credit Facility and we currently expect to be in compliance with the financial covenant in the Credit Facility for the foreseeable future. As of June 25, 2015, we had \$51,747 of available credit under the Credit Facility which reflects borrowings of \$61,153 and reduced availability as a result of \$4,600 in outstanding letters of credit. We would still be in compliance with all restrictive covenants under the Credit Facility if this entire amount were borrowed.

NOTE 5 — LONG-TERM DEBT

Long-term debt consists of the following:

	June 25, 2015	June 26, 2014
Mortgage Facility (“Tranche A”), collateralized by real property, due in monthly principal installments of \$200 plus interest at 7.63% per annum through February 2023 with a final principal payment of \$600 on March 1, 2023	\$19,000	\$21,400
Mortgage Facility (“Tranche B”), collateralized by real property, due in monthly principal installments of \$50 plus interest at the greater of one month LIBOR plus 3.75% per annum or 4.50% through February 2023 with a final principal payment of \$150 on March 1, 2023	4,750	5,350
Selma, Texas facility financing obligation to related parties, due in monthly installments of \$121 through September 1, 2031	11,916	12,264
Other	—	1
	<u>35,666</u>	<u>39,015</u>
Less: Current maturities	<u>(3,376)</u>	<u>(3,349)</u>
Total long-term debt	<u>\$32,290</u>	<u>\$35,666</u>

We are subject to periodic interest rate resets for each of Tranche A and Tranche B. Specifically, on March 1, 2018 (the “Tranche A Reset Date”) and March 1, 2016 and every two years thereafter (each, a “Tranche B Reset Date”), the Mortgage Lender may reset the interest rates for each of Tranche A and Tranche B, respectively, in its sole and absolute discretion. If the reset interest rate for either Tranche A or Tranche B is unacceptable to us and we (i) do not have sufficient funds to repay amounts due with respect to Tranche A or Tranche B on the Tranche A Reset Date or Tranche B Reset Date, in each case, as applicable, or (ii) are unable to refinance amounts due with respect to Tranche A or Tranche B on the Tranche A Reset Date or Tranche B Reset Date, in each case, as applicable, on terms more favorable than the reset interest rates, then, depending on the extent of the changes in the reset interest rates, our interest expense could increase materially.

Tranche A under the Mortgage Facility accrues interest at a fixed interest rate of 7.63% per annum, payable monthly. As mentioned above, such interest rate may be reset by the Mortgage Lender on the Tranche A Reset Date. Tranche B under the Mortgage Facility accrues interest, as reset on March 1, 2014, at a floating rate of the greater of one month LIBOR plus 3.75% per annum or 4.50%, payable monthly. The margin on such floating rate may be reset by the Mortgage Lender on each Tranche B Reset Date; provided, however, that the Mortgage

Lender may also change the underlying index on each Tranche B Reset Date occurring on or after March 1, 2016. We do not currently anticipate that any change in the floating rate or the underlying index will have a material adverse effect upon our business, financial condition or results of operations.

The terms of the Mortgage Facility contain covenants that require us to maintain a specified net worth of \$110,000 and maintain the Encumbered Properties. The Mortgage Lender is entitled to require immediate repayment of our obligations under the Mortgage Facility in the event we default in the payments required under the Mortgage Facility, non-compliance with the covenants or upon the occurrence of certain other defaults by us under the Mortgage Facility. As of June 25, 2015, we were in compliance with all covenants under the Mortgage Facility. We currently believe that we will be in compliance with the financial covenants in the Mortgage Facility for the foreseeable future and therefore \$16,600 of Tranche A and \$4,150 of Tranche B have been classified as long-term debt which represent scheduled principal payments that are due twelve months beyond June 25, 2015.

In September 2006, we sold our Selma, Texas properties to two related party partnerships for \$14,300 and are leasing them back. The selling price was determined by an independent appraiser to be the fair market value which also approximated our carrying value. The lease for the Selma, Texas properties has a ten-year term at a fair market value rent with three five-year renewal options. Also, we have an option to purchase the properties from the partnerships after five years at 95% (100% in certain circumstances) of the then fair market value, but not to be less than the \$14,300 purchase price. The financing obligation is being accounted for similar to the accounting for a capital lease, whereby the \$14,300 was recorded as a debt obligation, as the provisions of the arrangement are not eligible for sale-leaseback accounting. The balance of the debt obligation outstanding at June 25, 2015 was \$11,916.

Aggregate maturities of long-term debt are as follows for the fiscal years ending:

June 30, 2016	\$ 3,376
June 29, 2017	3,407
June 28, 2018	3,441
June 27, 2019	3,477
June 25, 2020	3,516
Thereafter	<u>18,449</u>
	<u>\$35,666</u>

NOTE 6 — INCOME TAXES

The provision for income taxes is based entirely on income before income taxes earned in the United States, and is as follows for the last three fiscal years:

	For the Year Ended:		
	June 25, 2015	June 26, 2014	June 27, 2013
Current:			
Federal	\$15,916	\$11,274	\$12,405
State	<u>2,027</u>	<u>1,704</u>	<u>2,078</u>
Total current	17,943	12,978	14,483
Deferred:			
Deferred federal	(2,589)	375	(1,205)
Deferred state	<u>205</u>	<u>192</u>	<u>258</u>
Total deferred	<u>(2,384)</u>	<u>567</u>	<u>(947)</u>
Total income tax expense	<u>\$15,559</u>	<u>\$13,545</u>	<u>\$13,536</u>

The reconciliations of income taxes at the statutory federal income tax rate to income taxes reported in the Consolidated Statements of Comprehensive Income for the last three fiscal years are as follows:

	June 25, <u>2015</u>	June 26, <u>2014</u>	June 27, <u>2013</u>
Federal statutory income tax rate	35.0%	35.0%	35.0%
State income taxes, net of federal benefit	3.4	3.3	4.5
Research and development tax credit	(0.1)	(0.1)	(0.2)
Domestic manufacturing deduction	(3.4)	(2.7)	(3.4)
Change in valuation allowance	—	(1.4)	2.0
Other	<u>(0.2)</u>	<u>(0.1)</u>	<u>0.4</u>
Effective tax rate	<u>34.7%</u>	<u>34.0%</u>	<u>38.3%</u>

The effective tax rate of fiscal 2013 was impacted by an \$815 valuation allowance recorded against deferred tax assets that were created as a result of our equity investment in, and sale of intellectual property rights to an unconsolidated variable interest entity. During fiscal 2014 we divested our investment in, and cancelled a secured promissory note due from this entity. The tax benefit of these losses was \$640 and consequently reduced the fiscal 2014 effective tax rate.

Deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial statement basis and the tax basis of assets and liabilities using enacted statutory tax rates applicable to future years. Deferred tax assets and liabilities are comprised of the following:

	<u>June 25, 2015</u>	<u>June 26, 2014</u>
Current tax assets:		
Accounts receivable	\$ 404	\$ 343
Employee compensation	2,072	1,785
Inventory	424	424
Workers' compensation	699	673
Other	703	296
Less valuation allowance	<u>(38)</u>	<u>(37)</u>
Net deferred tax asset — current	<u>\$ 4,264</u>	<u>\$ 3,484</u>
Non-current tax assets (liabilities):		
Depreciation and amortization	\$ (12,435)	\$ (13,464)
Capitalized leases	1,354	1,249
Goodwill and intangible assets	5,156	5,081
Operating loss carryforwards	—	205
Retirement plan	6,975	5,749
Workers' compensation	1,399	1,347
Capital loss carryforward	175	175
Other	694	522
Less valuation allowance	<u>(137)</u>	<u>(138)</u>
Net deferred tax asset — long term	<u>3,181</u>	<u>726</u>
Net deferred tax assets — total	<u>\$ 7,445</u>	<u>\$ 4,210</u>

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income of the character necessary during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax

liabilities (including the impact of available carryback and carryforward periods), projected future taxable income, and tax-planning strategies in making this assessment. During fiscal 2015 there was no change to the total valuation allowance and in fiscal 2014 the net change was a \$640 decrease. If or when recognized, the tax benefits relating to any reversal of the valuation allowance will be recognized as a reduction of income tax expense.

For the years ending June 25, 2015 and June 26, 2014, unrecognized tax benefits and accrued interest and penalties were \$333 and \$263. Accrued interest and penalties related to uncertain tax positions are not material for any periods presented. Interest and penalties were not material for any period presented. The total gross amounts of unrecognized tax benefits were \$248 and \$247 at June 25, 2015 and June 26, 2014, respectively.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows:

	June 25, 2015	June 26, 2014
Beginning balance	\$ 247	\$ 139
Gross increases — tax positions in prior year	27	248
Gross decreases — tax positions in prior year	(91)	(107)
Settlements	(18)	—
Gross increases — tax positions in current year	21	7
Lapse of statute of limitations	62	(40)
Ending balance	<u>\$ 248</u>	<u>\$ 247</u>

Unrecognized tax benefits, that if recognized, would affect the annual effective tax rate on income from continuing operations, are as follows:

	June 25, 2015	June 26, 2014	June 27, 2013
Unrecognized tax benefits that would affect annual effective tax rate	\$ 261	\$ 233	\$ 127

We believe that it is reasonably possible that approximately \$122 of unrecognized tax benefits related to federal and state exposures, each of which are individually insignificant, may be recognized by the end of fiscal 2016 as a result of a lapse of the statute of limitations.

There were certain changes in state tax laws during the period, the impact of which was insignificant. We file income tax returns with federal and state tax authorities within the United States of America. Our federal tax returns are open for audit for fiscal 2012 and later and our fiscal 2014 return is currently under audit. Our Illinois tax return is open for audit for fiscal 2013 and later. Our California tax returns are open for audit for fiscal 2011 and later. No other tax jurisdictions are material to us.

NOTE 7 — COMMITMENTS AND CONTINGENCIES

Operating Leases

We lease certain equipment pursuant to agreements accounted for as operating leases. Rent expense aggregated under these operating leases was as follows for the last three fiscal years:

	Year ended June 25, 2015	Year ended June 26, 2014	Year ended June 27, 2013
Rent expense related to operating leases	<u>\$ 1,545</u>	<u>\$ 1,572</u>	<u>\$ 1,414</u>

Aggregate non-cancelable lease commitments under these operating leases with initial or remaining terms greater than one year are as follows:

Fiscal year ending	
June 30, 2016	\$1,516
June 29, 2017	1,323
June 28, 2018	792
June 27, 2019	357
June 25, 2020	213
Thereafter	16
	<u>\$4,217</u>

Litigation

We are currently a party to various legal proceedings in the ordinary course of business. While management presently believes that the ultimate outcomes of these proceedings, individually and in the aggregate, will not materially affect our financial position, results of operations or cash flows, legal proceedings are subject to inherent uncertainties, and unfavorable outcomes could occur. Unfavorable outcomes could include substantial money damages in excess of any appropriate accruals which management has established. Were such unfavorable final outcomes to occur, there exists the possibility of a material adverse effect on our financial position, results of operations and cash flows.

NOTE 8 — STOCKHOLDERS' EQUITY

Our Class A Common Stock, \$.01 par value (the "Class A Stock"), has cumulative voting rights with respect to the election of those directors which the holders of Class A Stock are entitled to elect, and 10 votes per share on all other matters on which holders of our Class A Stock and Common Stock are entitled to vote, with the exception of election of the directors for which the holders of Common Stock are eligible to elect. In addition, each share of Class A Stock is convertible at the option of the holder at any time into one share of Common Stock and automatically converts into one share of Common Stock upon any sale or transfer other than to related individuals. Each share of our Common Stock, \$.01 par value (the "Common Stock") has noncumulative voting rights of one vote per share. The Class A Stock and the Common Stock are entitled to share equally, on a share-for-share basis, in any cash dividends declared by the Board of Directors, and the holders of the Common Stock are entitled to elect 25%, rounded up to the nearest whole number, of the members comprising the Board of Directors.

NOTE 9 — STOCK-BASED COMPENSATION PLANS

At our annual meeting of stockholders on October 29, 2014, our stockholders approved a new equity incentive plan (the "2014 Omnibus Plan") under which awards of options and other stock-based awards may be made to employees, officers or non-employee directors of our Company. A total of 1,000,000 shares of Common Stock are authorized for grants of awards thereunder, which may be in the form of options, restricted stock, restricted stock units ("RSUs"), stock appreciation rights ("SARs"), performance shares, performance units, Common Stock or dividends and dividend equivalents. As of June 25, 2015, there were 916,765 shares of Common Stock that remained authorized for future grants of awards, subject to the limitations set below. The total number of shares of Common Stock with respect to which options or SARs may be granted in any calendar year to any participant may not exceed 500,000 shares (this limit applies separately with respect to each type of award). Additionally, for awards of restricted stock, RSUs, performance shares or other stock-based awards that are intended to qualify as performance-based compensation: (i) the total number of shares of Common Stock that may be granted in any calendar year to any participant may not exceed 250,000 shares (this limit applies separately to each type of award) and (ii) the maximum amount that may be paid to any participant for awards

that are payable in cash or property other than Common Stock in any calendar year is \$5,000. Except as set forth in the 2014 Omnibus Plan, RSUs have vesting periods of three years for awards to employees and one year for awards to non-employee members of the Board of Directors. Recipients of RSUs awards have the option to defer receipt of vested shares until a specified later date, typically soon after separation from the Company. The exercise price of stock options is determined as set forth in the 2014 Omnibus Plan by the Compensation Committee of our Board of Directors, and has to be at least the fair market value of the Common Stock on the date of grant. Except as set forth in the 2014 Omnibus Plan, stock options expire upon termination of employment or directorship, as applicable. Stock options granted under the 2014 Omnibus Plan are exercisable 25% annually commencing on the first anniversary date of grant and became fully exercisable on the fourth anniversary date of grant. Options generally will expire no later than ten years after the date on which they were granted. We issue new shares of Common Stock upon exercise of stock options.

The 2014 Omnibus Plan replaced a stock option plan approved at our annual meeting of stockholders on October 30, 2008 (the “2008 Equity Incentive Plan”) pursuant to which awards of options and stock-based awards could be made to members of the Board of Directors, employees and other individuals providing services to the Company. A total of 1,000,000 shares of Common Stock were authorized for grants of awards under the 2008 Equity Incentive Plan, which could be in the form of options, restricted stock, RSUs, SARs, Common Stock or dividends and dividend equivalents. A maximum of 500,000 of the 1,000,000 shares of Common Stock authorized under the 2008 Equity Incentive Plan could be used for grants of Common Stock, restricted stock and RSUs. Additionally, awards of options or SARs were limited to 100,000 shares annually to any single individual, and awards of Common Stock, restricted stock or RSUs were limited to 50,000 shares annually to any single individual. All RSUs granted under the 2008 Equity Incentive Plan had vesting periods of three years for awards to employees and one year for awards to non-employee members of the Board of Directors. Recipients of RSUs had the option to defer receipt of vested shares until a specified later date, typically soon after separation from the Company. The exercise price of stock options was determined as set forth in the 2008 Equity Incentive Plan by the Compensation Committee of our Board of Directors, and had to be at least the fair market value of the Common Stock on the date of grant. Except as set forth in the 2008 Equity Incentive Plan, options expired upon termination of employment or directorship, as applicable. The options granted under the 2008 Equity Incentive Plan were exercisable 25% annually commencing on the first anniversary date of grant and became fully exercisable on the fourth anniversary date of grant. Options generally will expire no later than ten years after the date on which they were granted.

We determine the fair value of stock option awards using the Black-Scholes option-pricing model. There were no options granted in fiscal 2015 or fiscal 2014. The following weighted-average assumptions were used to determine the fair value of options granted during fiscal 2013:

	<u>June 27, 2013</u>
Risk-free interest rate	0.9%
Expected dividend yield	0.0%
Expected volatility	42.3%
Expected life (years)	6.3

The expected term of the awards was determined using the “simplified method” as stated in SEC Staff Accounting Bulletin No. 107 that utilizes the following formula: $((\text{vesting term} + \text{original contract term})/2)$. Expected stock volatility was determined based on historical volatility for the 6.25 year-period preceding the measurement date. The risk-free rate was based on the yield curve in effect at the time the options were granted, using U.S. treasury constant maturities over the expected life of the option. Expected forfeitures were determined based upon our expectations and past experiences. Expected dividend yield was based on our dividend practices at the time the options were granted.

The following is a summary of stock option activity for the year ended June 25, 2015:

	<u>Shares</u>	<u>Weighted- Average Exercise Price</u>	<u>Weighted- Average Remaining Contractual Term in Years</u>	<u>Aggregate Intrinsic Value</u>
Outstanding at June 26, 2014	63,500	\$ 13.98		
Granted	—	—		
Exercised	(38,500)	16.70		
Forfeited	—	—		
Outstanding at June 25, 2015	<u>25,000</u>	\$ 9.80	2.36	<u>\$ 1,115</u>
Exercisable at June 25, 2015	<u>24,125</u>	\$ 9.60	2.18	<u>\$ 1,081</u>

The number of stock options vested, and expected to vest in the future, as of June 25, 2015, is not significantly different from the number of stock options outstanding at June 25, 2015, as stated above. All options granted during fiscal 2013 were at exercise prices equal to the market price of Common Stock at the grant date.

The following table summarizes the weighted-average grant-date fair value of option awards granted, the total intrinsic value of all options exercised and the total cash received from the exercise of options for the last three fiscal years:

	<u>Year ended June 25, 2015</u>	<u>Year ended June 26, 2014</u>	<u>Year ended June 27, 2013</u>
Weighted-average grant date fair value of options granted	\$ —	\$ —	\$ 5.77
Total intrinsic value of options exercised	\$ 781	\$ 602	\$ 535
Total cash received from exercise of options	\$ 643	\$ 616	\$ 1,219

There was an immaterial change in non-vested stock options during fiscal 2015.

Exercise prices for options outstanding as of June 25, 2015 ranged from \$7.95 to \$18.03 and may be separated into two ranges, as shown below:

	<u>Option Price Per Share Range</u>	
	<u>\$7.95</u>	<u>\$8.71 - \$18.</u>
Number of options	12,000	13,000
Weighted-average exercise price	\$ 7.95	\$ 11.52
Weighted-average remaining life in years	2.4	2.3
Number of options exercisable	12,000	12,125
Weighted-average exercise price for exercisable options	\$ 7.95	\$ 11.23

RSUs granted to employees and outside directors generally vest over a three-year and one-year period, respectively. The fair value of restricted stock awards is generally determined based on the market price of our Common Stock on the date of grant.

The following is a summary of restricted stock unit activity for the year ended June 25, 2015:

<u>Restricted Stock Units</u>	<u>Shares</u>	<u>Weighted- Average Grant-Date Fair Value</u>
Outstanding at June 26, 2014	201,308	\$ 16.23
Granted	83,505	33.95
Vested	(55,875)	11.00
Forfeited	(270)	32.52
Outstanding at June 25, 2015	<u>228,668</u>	<u>\$ 23.96</u>

At June 25, 2015 there were 51,439 RSUs outstanding that were vested but deferred. At June 26, 2014 there were 40,098 RSUs outstanding that were vested but deferred. The non-vested RSUs at June 25, 2015 will vest over a weighted-average period of 1.3 years.

The following table summarizes compensation cost charged to earnings for all equity compensation plans and the total income tax benefit recognized for the last three fiscal years:

	Year ended June 25, 2015	Year ended June 26, 2014	Year ended June 27, 2013
Compensation cost charged to earnings	\$ 1,952	\$ 1,105	\$ 905
Income tax benefit recognized	814	512	202

At June 25, 2015, there was \$2,471 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under our stock-based compensation plans. We expect to recognize that cost over a weighted-average period of 1.3 years.

NOTE 10 — SPECIAL CASH DIVIDENDS

On October 28, 2014 our Board of Directors, after considering the financial position of our Company and other factors, declared a special cash dividend of \$1.50 per share on all issued and outstanding shares of Common Stock and Class A Common Stock of the Company (the “2015 Special Dividend”). The 2015 Special Dividend of \$16,759 was paid on December 12, 2014, to stockholders of record at the close of business on December 3, 2014. The ex-dividend date was the close of business on December 1, 2014.

On October 29, 2013, our Board of Directors, after considering the financial position of our Company and other factors, declared a special cash dividend of \$1.50 per share on all issued and outstanding shares of Common Stock and Class A Stock of the Company (the “2014 Special Dividend”). The 2014 Special Dividend of \$16,599 was paid on December 5, 2013 to stockholders of record at the close of business on November 21, 2013. The ex-dividend date was the close of business on November 19, 2013. The Company obtained the appropriate consent from the Bank Lenders in order to declare and pay the 2014 Special Dividend.

NOTE 11 — EMPLOYEE BENEFIT PLANS

We maintain a contributory plan established pursuant to the provisions of section 401(k) of the Internal Revenue Code. The plan provides retirement benefits for all nonunion employees meeting minimum age and service requirements. We currently match 100% of the first three percent contributed by each employee and 50% of the next two percent contributed, up to certain maximums specified in the plan. Our expense for the 401(k) plan was as follows for the last three fiscal years:

	Year ended June 25, 2015	Year ended June 26, 2014	Year ended June 27, 2013
401(k) plan expense	\$ 1,550	\$ 1,356	\$ 1,171

During the first quarter of fiscal 2009, we recorded a long-term liability of \$868 for the withdrawal from the multiemployer plan (“Route pension”) for the step-van drivers that were employed for our store-door delivery system that was discontinued during fiscal 2008. Pursuant to terms of settlement with a labor union, we are making monthly payments of \$8 (including interest) through April 2022.

The total Route pension liability was as follows for the last two fiscal years:

	June 25, 2015	June 26, 2014
Route pension liability	\$ 530	\$ 590

Virtually all of our salaried employees participate in our Sanfilippo Value Added Plan (as amended, the “SVA Plan”) which is a cash incentive plan (an economic value added-based program) administered by our Compensation Committee. We accrue expense related to the SVA Plan in the annual period that the economic performance underlying such performance occurs. This method of expense recognition properly matches the expense associated with improved economic performance with the period the improved performance occurs on a systematic and rational basis.

NOTE 12 — RETIREMENT PLAN

The Supplemental Employee Retirement Plan (“SERP”) is an unfunded, non-qualified benefit plan that will provide eligible participants with monthly benefits upon retirement, disability or death, subject to certain conditions. Benefits paid to retirees are based on age at retirement, years of credited service, and average compensation. We use our fiscal year-end as the measurement date for the obligation calculation. Accounting guidance in ASC Topic 715, *Compensation — Retirement Benefits* requires the recognition of the funded status of the SERP on the Consolidated Balance Sheet. Actuarial gains or losses, prior service costs or credits and transition obligations that have not yet been recognized are recorded as a component of “Accumulated Other Comprehensive Loss” (“AOCL”).

The following table presents the changes in the projected benefit obligation for the fiscal years ended:

	June 25, 2015	June 26, 2014
Change in projected benefit obligation		
Projected benefit obligation at beginning of year	\$15,025	\$13,268
Service cost	386	323
Interest cost	642	634
Actuarial loss	3,139	1,454
Benefits paid	(654)	(654)
Projected benefit obligation at end of year	<u>\$18,538</u>	<u>\$15,025</u>

The accumulated benefit obligation, which represents benefits earned up to the measurement date, was \$14,177 and \$12,163 at June 25, 2015 and June 26, 2014, respectively.

Components of the actuarial loss (gain) portion of the change in projected benefit obligation are presented below for the fiscal years ended:

	June 25, 2015	June 26, 2014	June 27, 2013
Actuarial Loss (Gain)			
Change in assumed pay increases	\$ 342	\$ (85)	\$ 423
Change in discount rate	(801)	1,084	(1,555)
Change in mortality assumptions	2,150	—	—
Change in bonus assumption	1,191	474	—
Other	257	(19)	153
Actuarial loss (gain)	<u>\$3,139</u>	<u>\$1,454</u>	<u>\$ (979)</u>

The components of the net periodic pension cost are as follows for the fiscal years ended:

	June 25, 2015	June 26, 2014	June 27, 2013
Service cost	\$ 386	\$ 323	\$ 343
Interest cost	642	634	570
Recognized gain amortization	—	(68)	—
Prior service cost amortization	957	957	957
Net periodic pension cost	<u>\$ 1,985</u>	<u>\$ 1,846</u>	<u>\$ 1,870</u>

Significant assumptions related to our SERP include the discount rate used to calculate the actuarial present value of benefit obligations to be paid in the future and the average rate of compensation expense increase by SERP participants.

We used the following assumptions to calculate the benefit obligations of our SERP as of the following dates:

	June 25, 2015	June 26, 2014
Discount rate	4.63%	4.37%
Rate of compensation increases	4.50%	4.50%
Bonus payment	60% - 85% of base, paid 4 of 5 years	60% - 85% of base, paid 3 of 5 years

We used the following assumptions to calculate the net periodic costs of our SERP as follows for the fiscal years ended:

	June 25, 2015	June 26, 2014	June 27, 2013
Discount rate	4.37%	4.90%	4.17%
Rate of compensation increases	4.50%	4.50%	4.50%
Bonus payment	60% - 85% of base, paid 3 of 5 years	60% - 70% of base, paid 3 of 5 years	60% - 70% of base, paid 3 of 5 years

The assumed discount rate is based, in part, upon a discount rate modeling process that considers both high quality long-term indices and the duration of the SERP plan relative to the durations implicit in the broader indices. The discount rate is utilized principally in calculating the actuarial present value of our obligation and periodic expense pursuant to the SERP. To the extent the discount rate increases or decreases, our SERP obligation is decreased or increased, accordingly.

The following table presents the benefits expected to be paid in the next ten fiscal years:

<u>Fiscal year</u>	
2016	\$ 653
2017	652
2018	646
2019	638
2020	626
2021 — 2025	4,031

At June 25, 2015 and June 26, 2014 the current portion of the SERP liability is \$653 and recorded in Accrued payroll and related benefits on the Consolidated Balance Sheets.

The following table presents the components of AOCL that have not yet been recognized in net pension expense:

	<u>June 25, 2015</u>	<u>June 26, 2014</u>
Unrecognized net (loss) gain	\$ (2,404)	\$ 735
Unrecognized prior service cost	(5,263)	(6,220)
Tax effect	2,833	1,982
Net amount unrecognized	<u>\$ (4,834)</u>	<u>\$ (3,503)</u>

We expect to recognize \$957 of the prior service cost and \$50 of net loss into net periodic pension expense during the fiscal year ending June 30, 2016.

NOTE 13 — ACCUMULATED OTHER COMPREHENSIVE LOSS

The table below sets forth the changes to accumulated other comprehensive loss (“AOCL”) for the last two fiscal years. These changes are all related to our defined benefit pension plan.

Changes to AOCL ^(a)	Year Ended June 25, 2015	Year Ended June 26, 2014
Balance at beginning of period	\$ (3,503)	\$ (3,164)
Other comprehensive loss before reclassifications	(3,139)	(1,454)
Amounts reclassified from accumulated other comprehensive loss	957	889
Tax effect	851	226
Net current-period other comprehensive loss	<u>(1,331)</u>	<u>(339)</u>
Balance at end of period	<u>\$ (4,834)</u>	<u>\$ (3,503)</u>

(a) Amounts in parenthesis indicate debits/expense.

The reclassifications out of accumulated other comprehensive loss for the years ended June 25, 2015 and June 26, 2014 were as follows:

	Year Ended June 25, 2015	Year Ended June 26, 2014	Affected line item in the Consolidated Statements of Comprehensive Income
Reclassifications from AOCL to earnings ^(b)			
Amortization of defined benefit pension items:			
Unrecognized prior service cost	\$ (957)	\$ (957)	Administrative expenses
Unrecognized net gain	<u>—</u>	<u>68</u>	Administrative expenses
Total before tax	(957)	(889)	
Tax effect	<u>373</u>	<u>355</u>	Income tax expense
Amortization of defined pension items, net of tax	<u>\$ (584)</u>	<u>\$ (534)</u>	

(b) Amounts in parenthesis indicate debits to expense. See Note 12 above for additional details.

NOTE 14 — TRANSACTIONS WITH RELATED PARTIES

In addition to the related party transactions described in Note 5, we also entered into transactions with the related party described below:

We purchase materials from a company that is effectively owned by three members of our Board of Directors, two of whom are also executive officers, and individuals directly related to them. Purchases from this related party aggregated to the following for the years ending:

	<u>Year ended</u> <u>June 25, 2015</u>	<u>Year ended</u> <u>June 26, 2014</u>	<u>Year ended</u> <u>June 27, 2013</u>
Purchases from related party	\$ 10,969	\$ 11,077	\$ 10,723

Accounts payable to this related entity aggregated to the following for the fiscal years ending:

June 25, 2015	\$241
June 26, 2014	232

NOTE 15 — DISTRIBUTION CHANNEL AND PRODUCT TYPE SALES MIX

We operate in a single reportable operating segment through which we sell various nut products through multiple distribution channels. The following summarizes net sales by distribution channel for the fiscal years ended:

<u>Distribution Channel</u>	<u>June 25,</u> <u>2015</u>	<u>June 26,</u> <u>2014</u>	<u>June 27,</u> <u>2013</u>
Consumer ⁽¹⁾	\$529,076	\$453,339	\$436,228
Commercial Ingredients	207,370	193,180	177,774
Contract Packaging	114,799	98,125	85,940
Export ⁽²⁾	36,000	33,978	34,392
	<u>\$887,245</u>	<u>\$778,622</u>	<u>\$734,334</u>

(1) Sales of branded products, primarily all *Fisher* brand, were approximately 32%, 31% and 30% of total consumer channel sales during fiscal 2015, 2014 and 2013, respectively.

(2) Export sales consist primarily of bulk products and consumer branded and private brand products. Consumer branded and private brand products accounted for approximately 65%, 60% and 58% of total sales in the export channel during fiscal 2015, 2014 and 2013, respectively.

The following summarizes sales by product type as a percentage of total gross sales. The information is based upon gross sales, rather than net sales, because certain adjustments, such as promotional discounts, are not allocable to product types, for the fiscal year ended:

<u>Product Type</u>	<u>June 25,</u> <u>2015</u>	<u>June 26,</u> <u>2014</u>	<u>June 27,</u> <u>2013</u>
Peanuts	13.7%	15.1%	18.2%
Pecans	12.7	13.6	15.9
Cashews & Mixed Nuts	22.0	18.7	19.4
Walnuts	11.0	11.7	12.0
Almonds	23.4	22.3	16.5
Trail & Snack Mixes	12.0	11.4	11.0
Other	5.2	7.2	7.0
	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>

NOTE 16 — VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

The following table details the activity in various allowance and reserve accounts.

<u>Description</u>	Balance at			Balance at
	Beginning	of Period	Additions	
June 25, 2015				
Allowance for doubtful accounts	\$ 209	\$ 36	\$ (10)	\$ 235
Reserve for cash discounts	650	12,341	(12,191)	800
Reserve for customer deductions	2,351	9,541	(9,961)	1,931
Deferred tax asset valuation allowance	175	—	—	175
Total	<u>\$ 3,385</u>	<u>\$21,918</u>	<u>\$ (22,162)</u>	<u>\$ 3,141</u>
June 26, 2014				
Allowance for doubtful accounts	\$ 194	\$ 31	\$ (16)	\$ 209
Reserve for cash discounts	550	10,539	(10,439)	650
Reserve for customer deductions	1,884	5,381	(4,914)	2,351
Deferred tax asset valuation allowance	815	—	(640)	175
Total	<u>\$ 3,443</u>	<u>\$15,951</u>	<u>\$ (16,009)</u>	<u>\$ 3,385</u>
June 27, 2013				
Allowance for doubtful accounts	\$ 195	\$ —	\$ (1)	\$ 194
Reserve for cash discounts	550	9,899	(9,899)	550
Reserve for customer deductions	2,122	4,256	(4,494)	1,884
Deferred tax asset valuation allowance	—	815	—	815
Total	<u>\$ 2,867</u>	<u>\$14,970</u>	<u>\$ (14,394)</u>	<u>\$ 3,443</u>

NOTE 17 — SUPPLEMENTARY QUARTERLY DATA (Unaudited)

The following unaudited quarterly consolidated financial data are presented for fiscal 2015 and fiscal 2014. Quarterly financial results necessarily rely on estimates and caution is required in drawing specific conclusions from quarterly consolidated results.

	First	Second	Third	Fourth
	Quarter	Quarter	Quarter	Quarter
Year Ended June 25, 2015:				
Net sales	\$205,037	\$251,373	\$209,396	\$221,439
Gross profit	30,684	37,243	29,784	34,345
Income from operations	12,013	14,678	11,497	13,691
Net income	5,915	8,403	6,518	8,469
Basic earnings per common share	\$ 0.53	\$ 0.75	\$ 0.58	\$ 0.76
Diluted earnings per common share	\$ 0.53	\$ 0.75	\$ 0.58	\$ 0.75
Cash dividends declared per common share	\$ —	\$ 1.50	\$ —	\$ —
Year Ended June 26, 2014:				
Net sales	\$176,697	\$225,114	\$174,291	\$202,520
Gross profit	29,369	36,948	22,799	33,749
Income from operations	12,328	16,394	6,138	12,136
Net income	6,775	9,224	3,681	6,607
Basic earnings per common share	\$ 0.62	\$ 0.84	\$ 0.33	\$ 0.60
Diluted earnings per common share	\$ 0.61	\$ 0.83	\$ 0.33	\$ 0.59
Cash dividends declared per common share	\$ —	\$ 1.50	\$ —	\$ —

- (1) The fourth quarter of fiscal 2014 contained a \$400 increase in cost of sales due to a change in the estimate of on-hand quantities of bulk-stored inshell pecan and walnut inventories.

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

None.

Item 9A — Controls and Procedures**Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), we conducted an evaluation of the effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Exchange Act, as of the end of the period covered by this Annual Report on Form 10-K. Based on this evaluation, our CEO and CFO concluded that, as of June 25, 2015, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and reported to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our CEO and CFO, we carried out an evaluation of the effectiveness of our internal control over financial reporting as of June 25, 2015, based on the *Internal Control-Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that our internal control over financial reporting was effective as of June 25, 2015.

The effectiveness of our internal control over financial reporting as of June 25, 2015 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report contained in this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

There were no changes in internal control over financial reporting that occurred during the fourth fiscal quarter ended June 25, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our management, including our CEO and CFO, does not expect that the Disclosure Controls and Procedures or our Internal Control over Financial Reporting will prevent or detect all errors and all fraud. A control, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control’s objectives will be met. Further, the design of a control must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all internal controls, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any control is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures. Because of the inherent limitations in a cost-effective control, misstatements due to error or fraud may occur and may not be detected.

Item 9B — Other Information

On August 20, 2015, the Board of Directors adopted, effective immediately, Amended and Restated Bylaws (the “Amended Bylaws”). The Amended Bylaws revise the nomination period for director candidates to be voted upon by the holders of Class A Stock (“Class A Holders”) and the related information requirements with respect to such director nominees and the nominating Class A Holder, as provided in Section 10(A)(2). In addition, certain other technical and conforming amendments were made to the Amended Bylaws.

The foregoing description of the amendments to the Amended Bylaws do not purport to be complete and is qualified in its entirety by reference to the full text of the Amended Bylaws, a copy of which is filed herewith as Exhibit 3.2 and incorporated by reference herein. In accordance with SEC rules, the Company is electing to include this disclosure in this Item 9B of this Form 10-K rather than filing a Form 8-K under Item 5.03(a) at a later date.

PART III**Item 10 — Directors, Executive Officers and Corporate Governance**

The Sections entitled “Nominees for Election by The Holders of Common Stock,” “Nominees for Election by The Holders of Class A Stock”, “Section 16(a) Beneficial Ownership Reporting Compliance” and “Corporate Governance — Board Meetings and Committees — Audit Committee” and “Corporate Governance — Independence of the Audit Committee” of our Proxy Statement for the 2015 Annual Meeting and filed pursuant to Regulation 14A are incorporated herein by reference. Other certain information relating to the directors and executive officers of the Company is included immediately before Part II of this Report.

We have adopted a Code of Ethics applicable to the principal executive, financial and accounting officers (“Code of Ethics”) and a separate Code of Conduct applicable to all employees and directors generally (“Code of Conduct”). The Code of Ethics and Code of Conduct are available on our website at www.jbssinc.com.

Item 11 — Executive Compensation

The Sections entitled “Compensation of Directors and Executive Officers”, “Compensation Discussion and Analysis”, “Compensation Committee Interlocks and Insider Participation” and “Compensation Committee Report” of our Proxy Statement for the 2015 Annual Meeting are incorporated herein by reference.

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

The Section entitled “Security Ownership of Certain Beneficial Owners and Management” of our Proxy Statement for the 2015 Annual Meeting is incorporated herein by reference. Other certain information relating to the directors and executive officers of the Company is included immediately before Part II of this Report.

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

The Sections entitled “Corporate Governance — Independence of the Board of Directors” and “Review of Related Party Transactions” of our Proxy Statement for the 2015 Annual Meeting are incorporated herein by reference. Other certain information relating to the directors and executive officers of the Company is included immediately before Part II of this Report.

Item 14 — Principal Accounting Fees and Services

The information under the proposal entitled “Ratify the Audit Committee’s Appointment of PricewaterhouseCoopers LLP as our Independent Registered Public Accounting Firm for the 2016 fiscal year” of our Proxy Statement for the 2015 Annual Meeting is incorporated herein by reference.

PART IV**Item 15 — Exhibits, Financial Statement Schedules****(a) (1) Financial Statements**

The following financial statements are included in Part II, Item 8 — “Financial Statements and Supplementary Data”:

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Comprehensive Income for the Year Ended June 25, 2015, the Year Ended June 26, 2014 and the Year Ended June 27, 2013

Consolidated Balance Sheets as of June 25, 2015 and June 26, 2014

Consolidated Statements of Stockholders’ Equity for the Year Ended June 25, 2015, the Year Ended June 26, 2014 and the Year Ended June 27, 2013

Consolidated Statements of Cash Flows for the Year Ended June 25, 2015, the Year Ended June 26, 2014 and the Year Ended June 27, 2013

Notes to Consolidated Financial Statements

(a) (2) Financial Statement Schedules

All schedules are omitted because they are not applicable or the required information is shown in the Consolidated Financial Statements or Notes thereto.

(a) (3) Exhibits

The exhibits required by Item 601 of Regulation S-K and filed herewith are listed in the Exhibit Index which follows the signature page and immediately precedes the exhibits filed.

(b) Exhibits

See Item 15(a)(3) above.

(c) Financial Statement Schedules

See Item 15(a)(2) above.

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.

JOHN B. SANFILIPPO & SON, INC.

Date: August 21, 2015

By: /s/ Jeffrey T. Sanfilippo
Jeffrey T. Sanfilippo
Chief Executive Officer

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

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey T. Sanfilippo</u> Jeffrey T. Sanfilippo	Chief Executive Officer and Director (Principal Executive Officer)	August 21, 2015
<u>/s/ Michael J. Valentine</u> Michael J. Valentine	Chief Financial Officer, Group President, Secretary and Director (Principal Financial Officer)	August 21, 2015
<u>/s/ Frank S. Pellegrino</u> Frank S. Pellegrino	Senior Vice President, Finance and Corporate Controller (Principal Accounting Officer)	August 21, 2015
<u>/s/ Mathias A. Valentine</u> Mathias A. Valentine	Director	August 21, 2015
<u>/s/ Jim Edgar</u> Jim Edgar	Director	August 21, 2015
<u>/s/ Timothy R. Donovan</u> Timothy R. Donovan	Director	August 21, 2015
<u>/s/ Jasper B. Sanfilippo, Jr.</u> Jasper B. Sanfilippo, Jr.	Director	August 21, 2015
<u>/s/ Daniel M. Wright</u> Daniel M. Wright	Director	August 21, 2015
<u>/s/ Ellen C. Taaffe</u> Ellen C. Taaffe	Director	August 21, 2015
<u>/s/ James J. Sanfilippo</u> James J. Sanfilippo	Director	August 21, 2015

EXHIBIT INDEX
(Pursuant to Item 601 of Regulation S-K)

<u>Exhibit Number</u>	<u>Description</u>
1-2	Not applicable
3.1	Restated Certificate of Incorporation of John B. Sanfilippo & Son, Inc. (the “Registrant” or the “Company”) ⁽¹²⁾
3.2	Amended and Restated Bylaws of Registrant, filed herewith
4.1	Specimen Common Stock Certificate ⁽³⁾
4.2	Specimen Class A Common Stock Certificate ⁽³⁾
5-9	Not applicable
10.1	Tax Indemnification Agreement between Registrant and certain Stockholders of Registrant prior to its initial public offering ⁽²⁾
10.2	Indemnification Agreement between Registrant and certain Stockholders of Registrant prior to its initial public offering ⁽²⁾
*10.3	The Registrant’s 1998 Equity Incentive Plan ⁽⁴⁾
*10.4	First Amendment to the Registrant’s 1998 Equity Incentive Plan ⁽⁵⁾
*10.5	Amended and Restated John B. Sanfilippo & Son, Inc. Split-Dollar Insurance Agreement Number One among John E. Sanfilippo, as trustee of the Jasper and Marian Sanfilippo Irrevocable Trust, dated September 23, 1990, Jasper B. Sanfilippo, Marian R. Sanfilippo and Registrant, dated December 31, 2003 ⁽⁶⁾
*10.6	Amended and Restated John B. Sanfilippo & Son, Inc. Split-Dollar Insurance Agreement Number Two among Michael J. Valentine, as trustee of the Valentine Life Insurance Trust, Mathias Valentine, Mary Valentine and Registrant, dated December 31, 2003 ⁽⁶⁾
*10.7	Amendment, dated February 12, 2004, to Amended and Restated John B. Sanfilippo & Son, Inc. Split-Dollar Insurance Agreement Number One among John E. Sanfilippo, as trustee of the Jasper and Marian Sanfilippo Irrevocable Trust, dated September 23, 1990, Jasper B. Sanfilippo, Marian R. Sanfilippo and Registrant, dated December 31, 2003 ⁽⁷⁾
*10.8	Amendment, dated February 12, 2004, to Amended and Restated John B. Sanfilippo & Son, Inc. Split-Dollar Insurance Agreement Number Two among Michael J. Valentine, as trustee of the Valentine Life Insurance Trust, Mathias Valentine, Mary Valentine and Registrant, dated December 31, 2003 ⁽⁷⁾
*10.9	The Registrant’s Restated Supplemental Retirement Plan ⁽¹⁰⁾
*10.10	Form of Option Grant Agreement under 1998 Equity Incentive Plan ⁽⁹⁾
*10.11	Amended and Restated Sanfilippo Value Added Plan, dated August 20, 2015, filed herewith
10.12	Credit Agreement, dated as of February 7, 2008, by and among the Company, the financial institutions named therein as lenders, Wells Fargo Foothill, LLC (“WFF”), as the arranger and administrative agent for the lenders, and Wachovia Capital Finance Corporation (Central), in its capacity as documentation agent ⁽¹¹⁾
10.13	Security Agreement, dated as of February 7, 2008, by the Company in favor of WFF, as administrative agent for the lenders ⁽¹¹⁾
10.14	Loan Agreement, dated as of February 7, 2008, by and between the Company and Transamerica Financial Life Insurance Company (“TFLIC”) ⁽¹¹⁾

<u>Exhibit Number</u>	<u>Description</u>
10.15	Mortgage, Security Agreement, Assignment of Leases and Rents and Fixture Filing, dated as of February 7, 2008, made by the Company related to its Elgin, Illinois property for the benefit of TFLIC ⁽¹¹⁾
10.16	Mortgage, Security Agreement, Assignment of Leases and Rents and Fixture Filing, dated as of February 7, 2008, made by JBSS Properties, LLC related to its Elgin, Illinois property for the benefit of TFLIC ⁽¹¹⁾
10.17	Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing, dated as of February 7, 2008, made by the Company related to its Gustine, California property for the benefit of TFLIC ⁽¹¹⁾
10.18	Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing, dated as of February 7, 2008, made by the Company related to its Garysburg, North Carolina property for the benefit of TFLIC ⁽¹¹⁾
10.19	Promissory Note (Tranche A), dated February 7, 2008, in the principal amount of \$36.0 million executed by the Company in favor of TFLIC ⁽¹¹⁾
10.20	Promissory Note (Tranche B) dated February 7, 2008, in the principal amount of \$9.0 million executed by the Company in favor of TFLIC ⁽¹¹⁾
*10.21	The Registrant's 2008 Equity Incentive Plan, as amended ⁽¹⁾
*10.22	First Amendment to the Registrant's 2008 Equity Incentive Plan ⁽¹³⁾
*10.23	The Registrant's Employee Restricted Stock Unit Award Agreement under 2008 Equity Incentive Plan ⁽¹⁴⁾
*10.24	The Registrant's First Form of Non-Employee Director Restricted Stock Unit Award Agreement under 2008 Equity Incentive Plan ⁽¹⁴⁾
*10.25	The Registrant's Second Form of Non-Employee Director Restricted Stock Unit Award Agreement under 2008 Equity Incentive Plan ⁽¹⁷⁾
10.26	Form of Indemnification Agreement ⁽¹⁵⁾
**10.27	First Amendment to Credit Agreement, dated as of March 8, 2010, by and among the Company, Wells Fargo Capital Finance, LLC (f/k/a Wells Fargo Foothill, LLC), as a lender and administrative agent and Burdale Financial Limited, as a lender ⁽¹⁶⁾
10.28	Form of Change-of-Control Employment Security Agreement and Non-Compete ⁽¹⁷⁾
10.29	Second Amendment to Credit Agreement, dated as of July 15, 2011, by and among the Company, Wells Fargo Capital Finance, LLC (f/k/a Wells Fargo Foothill, LLC), as a lender and administrative agent, and Southwest Georgia Farm Credit, ACA for itself and as agent/nominee for Southwest Georgia Farm Credit, FLCA, as a lender ⁽¹⁸⁾
10.30	Third Amendment to Credit Agreement, dated as of October 31, 2011, by and among the Company, Wells Fargo Capital Finance, LLC (f/k/a Wells Fargo Foothill, LLC), as a lender and administrative agent, and Southwest Georgia Farm Credit, ACA, for itself and as agent/nominee for Southwest Georgia Farm Credit, FLCA, as a lender ⁽¹⁹⁾
10.31	Consent and Fourth Amendment to Credit Agreement, dated as of January 22, 2013, by and among the Company, Wells Fargo Capital Finance, LLC (f/k/a Wells Fargo Foothill, LLC), as a lender and administrative agent, and Southwest Georgia Farm Credit, ACA, for itself and as agent/nominee for Southwest Georgia Farm Credit, FLCA, as a lender ⁽²⁰⁾

<u>Exhibit Number</u>	<u>Description</u>
10.32	Consent and Fifth Amendment to Credit Agreement, dated as of December 16, 2013, by and among the Company, Wells Fargo Capital Finance, LLC (f/k/a Wells Fargo Foothill, LLC), as a lender and administrative agent, and Southwest Georgia Farm Credit, ACA, for itself and as agent/nominee for Southwest Georgia Farm Credit, FLCA, as a lender ⁽²¹⁾
10.33	Sixth Amendment to Credit Agreement, dated as of September 30, 2014, by and among the Company, Wells Fargo Capital Finance, LLC (f/k/a Wells Fargo Foothill, LLC), as a lender and administrative agent, and Southwest Georgia Farm Credit, ACA, for itself and as agent/nominee for Southwest Georgia Farm Credit, FLCA, as a lender ⁽²²⁾
*10.34	The Registrant's 2014 Omnibus Incentive Plan ⁽²³⁾
10.35	The Registrant's Form of Non-Employee Director Restricted Stock Unit Award Agreement (non-deferral) under 2014 Omnibus Plan ⁽⁸⁾
10.36	The Registrant's Form of Non-Employee Director Restricted Stock Unit Award Agreement (deferral) under 2014 Omnibus Plan ⁽⁸⁾
10.37	The Registrant's Form of Employee Restricted Stock Unit Award Agreement under 2014 Omnibus Plan ⁽⁸⁾
11.13	Not applicable
14	The Registrant's Code of Ethics, as amended, filed herewith
15-20	Not applicable
21	Subsidiaries of the Registrant, filed herewith
22	Not applicable
23	Consent of PricewaterhouseCoopers LLP, filed herewith
24-30	Not applicable
31.1	Certification of Jeffrey T. Sanfilippo pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended, filed herewith
31.2	Certification of Michael J. Valentine pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended, filed herewith
32.1	Certification of Jeffrey T. Sanfilippo pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended, filed herewith
32.2	Certification of Michael J. Valentine pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended, filed herewith
33-100	Not applicable
101.INS	XBRL Instance Document, filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document, filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document, filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, filed herewith

* Indicates a management contract or compensatory plan or arrangement.

** Confidential treatment has been requested for portions of this exhibit. These portions have been omitted and submitted separately to the Securities and Exchange Commission.

- (1) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 28, 2012 (Commission File No. 0-19681).
- (2) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1991 (Commission File No. 0-19681).
- (3) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (Amendment No. 3), Registration No. 33-43353, as filed with the Commission on November 25, 1991 (Commission File No. 0-19681).
- (4) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the first quarter ended September 24, 1998 (Commission File No. 0-19681).
- (5) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the second quarter ended December 28, 2000 (Commission File No. 0-19681).
- (6) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the second quarter ended December 25, 2003 (Commission File No. 0-19681).
- (7) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the third quarter ended March 25, 2004 (Commission File No. 0-19681).
- (8) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the first quarter ended September 25, 2014 (Commission File No. 0-19681).
- (9) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2005 (Commission File No. 0-19681).
- (10) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended June 28, 2007 (Commission File No. 0-19681).
- (11) Incorporated by reference to the Registrant's Current Report on Form 8-K dated February 8, 2008 (Commission File No. 0-19681).
- (12) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the third quarter ended March 24, 2005 (Commission File No. 0-19681).
- (13) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the second quarter ended December 25, 2008 (Commission File No. 0-19681).
- (14) Incorporated by reference to the Registrant's Current Report on Form 8-K dated November 12, 2009 (Commission File No. 0-19681).
- (15) Incorporated by reference to the Registrant's Current Report on Form 8-K dated May 5, 2009 (Commission File No. 0-19681).
- (16) Incorporated by reference to the Registrant's Current Report on Form 8-K dated March 12, 2010 (Commission File No. 0-19681).
- (17) Incorporated by reference to the Registrant's Current Report on Form 8-K dated January 31, 2011 (Commission File No. 0-19681).
- (18) Incorporated by reference to the Registrant's Current Report on Form 8-K dated July 18, 2011 (Commission File No. 0-19681).
- (19) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the first quarter ended September 29, 2011 (Commission File No. 0-19681).
- (20) Incorporated by reference to the Registrant's Current Report on Form 8-K dated February 1, 2013 (Commission File No. 0-19681).
- (21) Incorporated by reference to the Registrant's Current Report on Form 8-K dated December 17, 2013 (Commission File No. 0-19681).
- (22) Incorporated by reference to the Registrant's Current Report on Form 8-K dated October 3, 2014 (Commission File No. 0-19681).
- (23) Incorporated by reference to the Registrant's Current Report on Form S-8 dated October 28, 2014 (Commission File No. 0-19681).

AMENDED AND RESTATED BYLAWS OF
JOHN B. SANFILIPPO & SON, INC.
A Delaware Corporation
(Adopted on August 20, 2015)

ARTICLE I

OFFICES

Section 1. Registered Office. The registered office of the corporation in the State of Delaware shall be at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of the corporation's registered agent at such address is The Corporation Trust Company.

Section 2. Other Offices. The corporation may also have offices at such other places, both within and without the State of Delaware, as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Place and Time of Meetings. An annual meeting of the stockholders shall be held for the purpose of electing directors and conducting such other business as may come before the meeting. The date, time and place, if any, of the annual meeting shall be determined by resolution of the board of directors. Special meetings of stockholders for any other purpose may be held at such time and place, if any, within or without the State of Delaware, as shall be stated in the notice of the meeting. Special meetings of the stockholders may be called at any time by the Chief Executive Officer or the Chairman of the Board for any purpose and shall be called by the Secretary if directed by the board of directors. The corporation may postpone, reschedule or cancel any meeting of stockholders previously scheduled.

Section 2. Notice. Whenever stockholders are required or permitted to take action at a meeting, notice stating the place, if any (or the means of remote communication, if any), and date, hour of the meeting, the record date for determining the stockholders entitled to vote at the meeting, if such date is different from the record date for determining stockholders entitled to notice of the meeting, and, in the case of special meetings, the purpose or purposes, of such meeting shall be given to each stockholder entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of the meeting not less than 10 nor more than 60 days before the date of the meeting unless otherwise provided by law, the certificate of incorporation, or these bylaws. Notice may be given personally, by mail or by electronic transmission in accordance with Section 232 of the General Corporation Law of the State of Delaware. If mailed, such notice shall be deemed given when deposited in the United States mail, postage prepaid, directed to each stockholder at such stockholder's address appearing on the books of the corporation or given by the stockholder for such purpose. Notice by electronic transmission shall be deemed given as provided in Section 232 of the General Corporation Law of the State of Delaware. An affidavit of the mailing or other means of giving any notice of any

stockholders' meeting, executed by the Secretary, Assistant Secretary or any transfer agent of the corporation giving the notice, shall be prima facie evidence of the giving of such notice or report. Notice shall be deemed to have been given to all stockholders of record who share an address if notice is given in accordance with the "householding" rules set forth in Rule 14a-3(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 233 of the General Corporation Law of the State of Delaware. Attendance of a person at a meeting constitutes a waiver of notice of such meeting, except when the person attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3. Stockholders List. The officer having charge of the stock ledger of the corporation shall make, at least 10 days before every meeting of the stockholders, a complete list of the stockholders entitled to vote at such meeting (provided, however, if the record date for determining the stockholders entitled to vote is less than 10 days before the date of the meeting, the list shall reflect the stockholders entitled to vote as of the tenth day before the meeting date), arranged in alphabetical order, specifying the address of and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, at least 10 days prior to the meeting, (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of meeting or (ii) during ordinary business hours at the principal place of business of the corporation. If the meeting is to be held at a place, then a list of stockholders entitled to vote at the meeting shall be produced and kept at the time and place of the meeting during the whole time thereof and may be examined by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting. Except as otherwise provided by law, the stock ledger shall be the only evidence as to who are the stockholders entitled to examine the list of stockholders required by this Article II, Section 3 or to vote in person or by proxy at any meeting of stockholders.

Section 4. Quorum; Adjournment. The holders of capital stock representing a majority in voting power of the votes entitled to be cast by stockholders entitled to vote at any annual or special meeting of stockholders, present in person or represented by proxy, shall constitute a quorum at such meeting of the stockholders, except as otherwise provided by statute or by the certificate of incorporation. Shares of its own stock belonging to the corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the corporation or any subsidiary of the corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity. If a quorum is not present, the holders of the shares present in person or represented by proxy at the meeting, and entitled to vote thereat, shall have the power, by the affirmative vote of the holders of a majority in voting power of such shares, to adjourn the meeting to another time and/or place, if any. Unless the adjournment is for more than 30 days or unless a new record date is set for the adjourned meeting, no notice of the adjourned meeting need be given to any stockholder, provided that the time and place, if any, of the adjourned meeting (and the means of remote communication, if

any, by which stockholders and proxy holders may be deemed to be present in person at such adjourned meeting) were announced at the meeting at which the adjournment was taken. At the adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. If after the adjournment a new record date for determination of stockholders entitled to vote is fixed for the adjourned meeting, the board of directors shall fix as the record date for determining stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote at the adjourned meeting, and shall give notice of the adjourned meeting to each stockholder of record as of the record date so fixed for notice of such adjourned meeting.

Section 5. Vote Required. Unless otherwise required by law, the certificate of incorporation, these bylaws, the rules and regulations of any stock exchange applicable to the corporation or pursuant to any other regulation applicable to the corporation or its stockholders, when a quorum is present or represented by proxy at any meeting, the affirmative vote of the holders of shares representing a majority of the votes entitled to be cast by holders of the shares present in person or represented by proxy at the meeting and entitled to vote on the subject shall be the act of the stockholders. Where a separate vote by class or classes or series is required, the affirmative vote of the holders of shares representing a majority of the votes entitled to be cast by the holders of shares of such class or classes or series present in person or represented by proxy at the meeting and entitled to vote on the subject shall be the act of such class or classes or series.

Section 6. Voting Rights. Except as otherwise provided by the General Corporation Law of the State of Delaware or by the certificate of incorporation or any amendments thereto and subject to the provisions of Section 3 of Article VI hereof, every stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of capital stock entitled to vote on the subject held by such stockholder.

Section 7. Proxies. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him, her or it by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period.

Section 8. Action by Written Consent. Any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and shall be delivered to the corporation by delivery to its registered office in the State of Delaware or the corporation's principal place of business or an officer or agent of the corporation having custody of the books in which proceedings of meetings of stockholders are recorded. Every such written consent shall bear the date of signature of each stockholder who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered to the corporation as required by this section, written consents signed by the holders of a sufficient

number of shares to take such corporate action are recorded. Prompt notice of the taking of any corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date the written consents signed by holders of a sufficient number of shares to take the action were delivered to the corporation. Any action taken pursuant to such written consent of the stockholders shall have the same force and effect as if taken by the stockholders at a meeting thereof.

Section 9. Business Combinations with Interested Stockholders. The corporation expressly elects not to be governed by the provisions of Section 203 of the General Corporation Law of the State of Delaware.

Section 10. Notice of Stockholder Business and Nominations.

(A) Annual Meetings of Stockholders.

(1) Nominations of persons for election to the board of directors of the corporation and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders only (a) pursuant to the corporation's notice of meeting (or any supplement thereto), (b) by or at the direction of the board of directors or any committee thereof or (c) by any stockholder of the corporation who was a stockholder of record of the corporation at the time the applicable notice provided for in this Article II, Section 10 is delivered to the Secretary of the corporation, who is entitled to vote at the meeting (and, in the case of nominations, on the election of the nominee) and who complies with the applicable notice procedures set forth in this Article II, Section 10.

(2) For any nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(1) of this Article II, Section 10 (each, a "Stockholder Proposal"), the stockholder must have given timely notice thereof in writing to the Secretary of the corporation and any such proposed business other than the nominations of persons for election to the board of directors must constitute a proper matter for stockholder action. To be timely for any Stockholder Proposal (other than nominations of directors elected solely by Class A stockholders (a "Class A Nomination")), a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the 90th day, nor earlier than the close of business on the 120th day, prior to the first anniversary of the preceding year's annual meeting (provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 70 days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made by the corporation). To be timely for any Class A Nomination, a Class A stockholder's notice shall be delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the 60th day, nor earlier than the close of business on the 120th day, prior to the first anniversary of the preceding year's annual meeting (provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 70 days after such

anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 60th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made by the corporation). In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Any stockholder's notice shall set forth (other than the notice for any Class A Nomination): (a) as to each person whom the stockholder proposes to nominate for election as a director (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder, and (ii) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; (b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the bylaws of the corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the corporation's books, and of such beneficial owner, (ii) the class or series and number of shares of capital stock of the corporation which are owned beneficially and of record by such stockholder and such beneficial owner, (iii) a description of any agreement, arrangement or understanding with respect to the nomination or proposal between or among such stockholder and/or such beneficial owner, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing, including, in the case of a nomination, the nominee, (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder and such beneficial owners, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or such beneficial owner, with respect to securities of the corporation, (v) a representation that the stockholder is a holder of record of stock of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, (vi) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the corporation's outstanding capital stock required to approve or adopt the proposal or elect the nominee and/or (b) otherwise to solicit proxies or votes from stockholders in support of such proposal or nomination, and (vii) any other information relating to such stockholder and beneficial owner, if any, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange

Act and the rules and regulations promulgated thereunder. Any Class A stockholder's notice for any Class A Nomination shall set forth: (a) as to each person whom the Class A stockholder proposes to nominate for election as a director all information relating to such person that is required to be disclosed under the applicable portions of paragraphs (a) and (b) of Item 7 of Schedule 14A of the Exchange Act and (b) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the Class A Nomination is made (i) the name and address of such stockholder, as they appear on the corporation's books, and of such beneficial owner, (ii) the number of Class A shares of the corporation which are owned beneficially and of record by such stockholder and such beneficial owner, (iii) a description of any agreement, arrangement or understanding with respect to the Class A Nomination between or among such stockholder and/or such beneficial owner, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing, including the nominee, and (iv) a representation that the stockholder is a holder of record of Class A stock of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such nomination. The foregoing notice requirements of this Article II, Section 10 shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the corporation of his, her or its intention to present a proposal at an annual meeting in compliance with applicable rules and regulations promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement that has been prepared by the corporation to solicit proxies for such annual meeting. The corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the corporation.

(3) Notwithstanding anything in the second sentence of paragraph (A)(2) of this Article II, Section 10 to the contrary, in the event that the number of directors to be elected to the board of directors of the corporation at the annual meeting by the holders of common stock is increased effective after the time period for which nominations would otherwise be due under paragraph (A)(2) of this Article II, Section 10 and there is no public announcement by the corporation naming the nominees for the additional directorships at least 100 days prior to the first anniversary of the preceding year's annual meeting, the applicable notice (by a holder of common stock) required by this Article II, Section 10 shall also be considered timely, but only with respect to nominees for the additional directorships to be voted upon by the holders of common stock, if it shall be delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the 10th day following the day on which such public announcement of an increase in the number of directors to be elected by the holders of common stock is first made by the corporation.

(4) Notwithstanding anything in the third sentence of paragraph (A)(2) of this Article II, Section 10 to the contrary, in the event that the number of directors to be elected to the board of directors of the corporation at the annual meeting by holders of Class A stock is increased effective within ten (10) days preceding or after the time period for which nominations would otherwise be due under paragraph (A)(2) of this Article II, Section 10, the applicable notice (by a holder of Class A stock) required by this Article II, Section 10 shall also be considered timely, but only with respect to nominees for the additional directorships to be voted upon by the holders of Class A stock, if it shall be delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the 10th day following the day on which such public announcement of an increase in the number of directors to be elected by the holders of Class A stock is first made by the corporation.

(B) Special Meetings of Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the corporation's notice of meeting. Nominations of persons for election to the board of directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the corporation's notice of meeting (1) by or at the direction of the board of directors or any committee thereof or (2) provided that the board of directors has determined that directors shall be elected at such meeting, by any stockholder of the corporation who is a stockholder of record at the time the applicable notice provided for in this Article II, Section 10 is delivered to the Secretary of the corporation, who is entitled to vote at the meeting and on the election of the nominee and who complies with the applicable notice procedures set forth in this Article II, Section 10. In the event the corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the board of directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the corporation's notice of meeting, if (1) the stockholder's (other than Class A stockholders with respect to a Class A Nomination) applicable notice required by paragraph (A)(2) of this Article II, Section 10 shall be delivered to the Secretary at the principal executive offices of the corporation not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the board of directors to be elected at such meeting or (2) the Class A stockholder's (with respect to a Class A Nomination) applicable notice required by paragraph (A)(2) of this Article II, Section 10 shall be delivered to the Secretary at the principal executive offices of the corporation not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 60th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the board of directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(C) General.

(1) Except as otherwise expressly provided in any applicable rule or regulation promulgated under the Exchange Act, only such persons who are nominated in accordance with the procedures set forth in this Article II, Section 10 shall be eligible to be elected at an annual or special meeting of stockholders of the corporation to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Article II, Section 10. Except as provided by law or the certificate of incorporation, the chairman of the meeting shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Article II, Section 10 (including whether the stockholder or beneficial owner, if any, on whose behalf the nomination or proposal is made solicited (or is part of a group which solicited) or did

not so solicit, as the case may be, proxies or votes in support of such stockholder's nominee or proposal in compliance with such stockholder's representation as required by clause (A)(2)(c)(vi) of this Article II, Section 10) and (b) if any proposed nomination or business was not made or proposed in compliance with this Article II, Section 10, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this Article II, Section 10, unless otherwise required by law or the certificate of incorporation, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the corporation. For purposes of this Article II, Section 10, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(2) For purposes of this Article II, Section 10, "public announcement" shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act and the rules and regulations promulgated thereunder.

(3) Notwithstanding the foregoing provisions of this Article II, Section 10, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Article II, Section 10; provided however, that any references in these bylaws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this Article II, Section 10 (including paragraphs (A)(1)(c) and (B) hereof), and compliance with paragraphs (A)(1)(c) and (B) of this Article II, Section 10 shall be the exclusive means for a stockholder to make nominations or submit other business (other than, as provided in the penultimate sentence of (A)(2), business other than nominations brought properly under and in compliance with Rule 14a-8 of the Exchange Act, as may be amended from time to time). Nothing in this Article II, Section 10 shall be deemed to affect any rights (a) of stockholders to request inclusion of proposals or nominations in the corporation's proxy statement pursuant to applicable rules and regulations promulgated under the Exchange Act or (b) of the holders of any series of preferred stock to elect directors pursuant to any applicable provisions of the certificate of incorporation.

Section 11. Organization. Meetings of stockholders shall be presided over by the Chairman of the Board or, in the absence of the Chairman of the Board, the Chief Executive Officer or, in the absence of the Chairman of the Board and the Chief Executive Officer, by the President or, in the absence of the Chairman of the Board, the Chief Executive Officer and the President, by the Chief Financial Officer, or in the absence of all of the foregoing, by a person designated by the board of directors, or in the absence of a person so designated by the board of

directors, by a chairman chosen at the meeting by the holders of a majority in voting power of the stock entitled to vote thereat, present in person or represented by proxy. The Secretary, or in his or her absence, an Assistant Secretary, or in the absence of the Secretary and all Assistant Secretaries, a person whom the chairman of the meeting shall appoint, shall act as secretary of the meeting and keep a record of the proceedings thereof. The board of directors may adopt by resolution such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the board of directors, the chairman of the meeting shall have the right and authority to convene and (for any or no reason) to recess and/or adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman of the meeting, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the board of directors or prescribed by the chairman of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders of record of the corporation, their duly authorized and constituted proxies or such other persons as the chairman of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. The chairman of the meeting, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting and if such chairman should so determine, such chairman shall so declare to the meeting, and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the board of directors or the chairman of the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 12. Inspectors of Election; Opening and Closing the Polls . Prior to any meeting of stockholders, the board of directors, the Chief Executive Officer, the Chairman of the Board, the Chief Financial Officer, the President or any other officer designated by the board of directors shall appoint one or more inspectors, who shall have the powers and duties set forth in Section 231 of the General Corporation Law of the State of Delaware as currently in effect or as the same may hereafter be amended or replaced, which inspectors may include individuals who serve the corporation in other capacities, including, without limitation, as officers, employees, agents or representatives, to act at such meeting and make a written report thereof and may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act or is able to act at a meeting of stockholders, the chairman of the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before discharging his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall have the duties prescribed by law. The chairman of the meeting shall fix and announce at the meeting the date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting.

ARTICLE III

DIRECTORS

Section 1. Number, Election and Term of Office. Except as otherwise provided or contemplated by the certificate of incorporation, the number of directors may be fixed at any time solely by resolution adopted by a majority of the board of directors, and may not be fixed by any other person or persons; provided, however, that no vote to decrease the number of the directors of the corporation shall shorten the term of any incumbent director. The directors shall be elected by a plurality of votes of the shares present in person or represented by proxy at the annual meeting of stockholders and entitled to vote on the election of such directors, except as provided in Section 3 of this Article III and except as provided in the certificate of incorporation, each director elected shall hold office until the next annual meeting of stockholders and until his or her successor is duly elected and qualified or until his or her death, resignation or removal as hereinafter provided.

Section 2. Resignation. Any director may resign at any time upon written or electronic notice to the corporation. Such resignation shall take effect at the time specified therein (and if no time be specified, at the time of its receipt by the board of directors) and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective unless otherwise specified therein.

Section 3. Vacancies. Except as provided by the certificate of incorporation or these bylaws, vacancies and newly created directorships resulting from any increase in the authorized number of directors may only be filled by a majority of the directors then in office though less than a quorum, or by a sole remaining director. Whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the certificate of incorporation, vacancies and newly created directorships of such class or classes or series may only be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by the sole remaining director so elected. Each director so chosen shall hold office until the next annual meeting of stockholders and until a successor is duly elected and qualified or until his or her earlier death, resignation or removal.

Section 4. Annual Meetings. The annual meeting of each newly elected board of directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of stockholders.

Section 5. Other Meetings and Notice. Regular meetings, other than the annual meeting, of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by resolution of the board of directors. Special meetings of the board of directors may be called by or at the request of the Chief Executive Officer or Chairman of the Board on at least 24 hours' notice to each director, either personally, by telephone, by mail, or by other means of electronic transmission; in like manner and on like notice the Secretary must call a special meeting on the written request of a majority of directors.

Section 6. Quorum; Vote Required for Action. A majority of the total number of directors shall constitute a quorum for the transaction of business. The vote of a majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. If a quorum shall not be present at any meeting of the board of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Committees. The corporation elects to be governed by Section 141(c)(2) of the General Corporation Law of the State of Delaware. The board of directors may designate one or more committees. Each committee will consist of one or more of the directors of the corporation which, to the extent provided in such resolution and not otherwise limited by statute, shall have and may exercise the powers of the board of directors in the management and affairs of the corporation. The board of directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors. Each committee shall keep regular minutes of its meetings and report the same to the full board of directors when required or directed to do so.

Section 8. Committee Rules. Each committee of the board of directors may fix its own rules of procedure and shall hold its meetings as provided by such rules, except as may otherwise be provided by the resolution of the board of directors designating such committee, but in all cases the presence of at least a majority of the members of such committee shall be necessary to constitute a quorum. In the event that a member and that member's alternate, if alternates are designated by the board of directors as provided in Section 7 of this Article III, of such committee is/are absent or disqualified, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in place of any such absent or disqualified member.

Section 9. Telephonic Meetings Permitted. Members of the board of directors or any committee thereof may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting pursuant to this section shall constitute presence in person at the meeting.

Section 10. Action by Unanimous Consent of Directors. Any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings (or electronic transmission or transmissions) are filed with the minutes of proceedings of the board or committee, as applicable.

ARTICLE IV

OFFICERS

Section 1. Number. The officers of the corporation shall be elected by the board of directors and shall consist of a Chairman of the Board, if any is elected, a Chief Executive Officer, a Chief Financial Officer, a President, one or more Vice-Presidents (any one or more of whom may be designated as Senior Executive Vice-President, Executive Vice-President or Senior Vice-President), a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary or desirable by the board of directors. Any number of offices may be held by the same persons. In its discretion, the board of directors may choose not to fill any office for any period as it may deem advisable, except the offices of Chief Executive Officer, Chief Financial Officer, President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of stockholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies of newly created offices may be filled at any meeting of the board of directors. Each officer shall hold office until the next annual meeting of the board of directors and until a successor is duly elected and qualified or until his or her earlier death, resignation or removal as hereinafter provided.

Section 3. Removal. Any officer or agent elected by the board of directors may be removed, either with or without cause, by the board of directors but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may only be filled by the board of directors for the unexpired portion of the term by the board of directors then in office.

Section 5. The Chief Executive Officer. The Chief Executive Officer shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. In the absence of the Chairman of the Board, the Chief Executive Officer shall preside at all meetings of the stockholders and of the board of directors. He may sign any deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. In general, the Chief Executive Officer shall perform all duties incident to the office of the Chief Executive Officer of the corporation and such other duties as may be prescribed by the board of directors from time to time.

Section 6. The Chairman of the Board. The Chairman of the Board shall be deemed an officer of the corporation, subject to the control of the board of directors, and shall report directly to the board of directors. The Chairman of the Board shall preside at all meetings of the stockholders and of the board of directors.

Section 7. The Chief Financial Officer. The Chief Financial Officer shall be the chief financial officer of the corporation and shall in general keep and maintain, or caused to kept and maintained, adequate books and records of accounts of the properties and business transactions of the corporation. He may sign any deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. In general, the Chief Financial Officer shall perform all duties incident to the office of the Chief Financial Officer of the corporation and such other duties as may be prescribed from time to time by the board of directors, the Chief Executive Officer or the Chairman of the Board. In the absence of the Chief Executive Officer, the Chairman of the

Board, and the President, the Chief Financial Officer shall preside at all meetings of the stockholders and of the board of directors. In the absence of the Chief Executive Officer and the President or in the event of the Chief Executive Officer's and the President's inability or refusal to act, the Chief Financial Officer shall perform the duties of the Chief Executive Officer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer.

Section 8. The President. The President shall be the chief administrative officer of the corporation and shall, subject to direction by the Chief Executive Officer, in general supervise and control all of the operations of the corporation. In the absence of the Chief Executive Officer and the Chairman of the Board, the President shall preside at all meetings of the stockholders and of the board of directors. In the absence of the Chief Executive Officer or in the event of his inability or refusal to act, the President shall perform the duties of the Chief Executive Officer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer. The President may sign certificates for shares of the corporation, any deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed except in cases where the execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise executed. In general, the President shall perform all duties incident to the office of President and chief administrative officer of the corporation and such other duties as may be prescribed from time to time by the board of directors, the Chief Executive Officer or the Chairman of the Board.

Section 9. Vice-Presidents. Subject to the Chief Financial Officer's assumption of the duties of the Chief Executive Officer as set forth in Article IV, Section 7, in the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, then in the following order — the Senior Executive Vice-President, the Executive Vice-President and thereafter any Senior Vice-President in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, including, without limitation, the duties of the Chief Executive Officer if and as assumed by the President as a result of the absence of the Chief Executive Officer or his inability or refusal to act, and the Vice-President, when so acting, shall have all of the powers and be subject to all the restrictions upon the President. Any Vice-President may sign, with the Secretary or Assistant Secretary, certificates for shares of the corporation. Each Vice-President shall perform such other duties as from time to time may be assigned to him by the Chief Executive Officer, the Chief Financial Officer, the Chairman of the Board, the President or the board of directors.

Section 10. Treasurer. If required by the board of directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chief Executive Officer, the Chief Financial Officer, the Chairman of the Board, the President or the board of directors.

Section 11. Secretary. The Secretary shall: (a) keep records of corporate action, including the minutes of meetings of the stockholders and the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all certificates for shares prior to the issuance thereof and to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; (d) keep a register of the post office address of each stockholder which shall be furnished to the Secretary by such stockholder; (e) sign, with the President or a Vice-President, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the board of directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chief Executive Officer, the Chairman of the Board, the Chief Financial Officer, the President or the board of directors.

Section 12. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers shall, if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The Assistant Secretaries as thereunto authorized by the board of directors may sign, with the President or a Vice-President, certificates for shares of the corporation, the issuance of which shall have been authorized by a resolution of the board of directors. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the Chief Executive Officer, the Chief Financial Officer, the Chairman of the Board, the President or the board of directors.

Section 13. Other Officers, Assistant Officers and Agents. Officers, assistant officers and agents if any, other than those whose duties are provided for in these bylaws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the board of directors.

ARTICLE V

INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 1. Indemnification. To the fullest extent permitted by applicable law as it exists now or is hereafter amended, the corporation shall indemnify and hold harmless any person (a "covered person") who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she or a person for whom he or she is the legal representative is or was a director or officer of the corporation, or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (including service with respect to employee benefit plans), against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by him or her.

Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article V, the corporation shall be required to indemnify a covered person in connection with any action, suit or proceeding (or part thereof) commenced by such covered person only if the commencement of such action, suit or proceeding (or part thereof) by the covered person was authorized in the specific case by the board of directors of the corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification When Successful in Defense of Action. To the extent that a present or former director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article V or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 3. Claims. If a claim for indemnification (following the final disposition of such action, suit or proceeding) or advancement of expenses under this Article V is not paid in full within 30 days after a written claim therefor by the covered person has been received by the corporation, the covered person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action the corporation shall have the burden of proving that the covered person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 4. Advancement of Expenses. The corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a covered person in defending any action, suit or proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of such action, suit proceeding shall be made only upon receipt of an undertaking by the covered person to repay all amounts advanced if it should be ultimately determined that the covered person is not entitled to be indemnified under this Article V or otherwise.

Section 5. Nonexclusivity of Rights. The indemnification and advancement of expenses provided or granted pursuant to the other sections of this Article V shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of stockholders or of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 6. Additional Indemnification and Advancement of Expenses. This Article V shall not limit the right of the corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than covered persons when and as authorized by appropriate corporate action.

Section 7. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article V.

Section 8. Definition. For purposes of this Article V, references to “the corporation” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees and agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation shall stand in the same position under the provisions of this Article V with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

Section 9. Continuation of Rights. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article V shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VI

CERTIFICATES OF STOCK

Section 1. Form. Every holder of stock in the corporation represented by a certificate shall be entitled to have a certificate, signed by, or in the name of the corporation by, the Chairman of the Board, the President or a Vice-President, and the Treasurer, Assistant Treasurer, Secretary or an Assistant Secretary of the corporation, certifying the number of shares owned by him or her in the corporation, provided that the board of directors may provide by resolution or resolutions that some or all of any class or series of stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the corporation. Any or all of the signatures on a certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon any such certificate or certificates shall have ceased to be such officer, transfer agent or registrar before such certificate or certificates have been issued by the corporation, such certificate or certificates may nevertheless be issued as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures have been placed thereon were such officer, transfer agent or registrar at the date of issue. All certificates representing shares shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares

and date of issue, shall be entered on the books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled, and no new certificate shall be issued in replacement until the former certificate representing a like number of shares shall have been surrendered or cancelled, except as otherwise provided in Section 2 of this Article VI with respect to lost, stolen or destroyed certificates.

Section 2. Lost Certificates . The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. When authorizing such issuance of a new certificate or certificates, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen, or destroyed certificate or certificates, or his or her legal representative, to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation on account of the loss, theft or destruction with respect to the certificate or the issuance of such new certificate.

Section 3. Fixing a Record Date .

(a) In order that the corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which record date shall, unless otherwise required by law, not be more than 60 nor less than 10 days before the date of such meeting. If the board of directors so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the board of directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the board of directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance herewith at the adjourned meeting.

(b) In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall not be more than 60 days prior to such action. If no such record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

(c) Unless otherwise restricted by the certificate of incorporation, in order that the corporation may determine the stockholders entitled to express consent to corporate action in writing without a meeting, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which record date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the board of directors. If no record date for determining stockholders entitled to express consent to corporate action in writing without a meeting is fixed by the board of directors, (i) when no prior action of the board of directors is required by law, the record date for such purpose shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation in accordance with applicable law, and (ii) if prior action by the board of directors is required by law, the record date for such purpose shall be at the close of business on the day on which the board of directors adopts the resolution taking such prior action.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or any other purpose and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 2. Checks, Drafts or Orders. All checks, drafts, or other orders for the payment of money by or to the corporation and all notes and other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner, as shall be determined by resolution of the board of directors or a duly authorized committee thereof.

Section 3. Contracts. The board of directors may authorize any officer or officers, or any agent or agents, of the corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 4. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the board of directors.

Section 5. Corporate Seal. The board of directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 6. Voting Securities Owned by Corporation. Voting securities in any other corporation or entity held by the corporation shall be voted by the Chief Executive Officer, the Chief Financial Officer or the President, unless the board of directors specifically confers authority to vote with respect thereto, which authority may be general or confirmed to specific instances, upon some other person or officer. Any person authorized to vote securities in any other corporation or entity shall have the power to appoint proxies, with general power of substitution.

Section 7. Section Headings. Section headings in these bylaws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

Section 8. Inconsistent Provisions. In the event that any provision of these bylaws is or becomes inconsistent with any provision of the certificate of incorporation, the General Corporation Law of the State of Delaware or any other applicable law, the provision of these bylaws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect.

ARTICLE VIII

AMENDMENTS

These bylaws may be amended, altered or repealed and new bylaws adopted at any meeting of the board of directors. The fact that the power to adopt, amend, alter or repeal the bylaws has been conferred upon the board of directors shall not divest the stockholders of the same powers.

ARTICLE IX

FORUM SELECTION

Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's stockholders, (c) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware, or (d) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to the provisions of this Article IX.

**Amended and Restated
John B. Sanfilippo & Son, Inc.
Sanfilippo Value Added Plan**

I. Purposes of the Plan

The purpose of the Plan is to more closely link incentive cash compensation to the creation of stockholder value. The Plan is intended to foster a culture of performance, promote employee accountability, and establish a framework of manageable risks and rewards imposed by variable pay. The Plan is also intended to reward continuing improvements in stockholder value with an opportunity to participate in a portion of the wealth created. The Plan is amended and restated as of August 20, 2015 to be effective for the 2016 Plan Year and thereafter. The Committee may designate awards under the Plan as “Cash-Based Awards” under the John B. Sanfilippo & Son, Inc. 2014 Omnibus Plan, as may be amended from time to time (the “Omnibus Plan”), and at the Committee’s discretion such awards may be designated as “performance-based compensation” under Section 162(m) of the Code and any rules and regulations thereunder. In the event of a conflict between the terms of this Plan and the Omnibus Plan, the terms of this Plan will govern.

II. Definitions

“ **Actual Improvement** ” means the annual change in SVA, as determined under Section V(B)(1) of the Plan, which can be positive or negative.

“ **Annual Salary** ” means, with respect to a Participant, his or her final and actually paid annual or pro-rated (in the case of employment for less than the full Plan Year) base salary in a particular fiscal year of the Company.

“ **Award** ” has the meaning set forth in the Omnibus Plan.

“ **Award Agreement** ” has the meaning set forth in the Omnibus Plan.

“ **Board** ” means the Board of Directors of the Company.

“ **Bonus Declared** ” means the annual or pro-rated (in the case of employment for less than the full Plan Year) bonus amount for a Plan Year, as determined under Section V of the Plan.

“ **Bonus Interval** ” means the amount of SVA growth or diminution as a variance from Target SVA Improvement that would either (A) result in two times the Target Bonus for SVA performance above Target SVA Improvement or (B) result in zero times the Target Bonus for SVA performance below Target SVA Improvement.

“ **Capital Charge** ” means the Cost of Capital multiplied by the Company’s invested capital, as determined by the Committee in its sole discretion.

“ **Cause** ” means, in the judgment of the Committee, (A) the breach by the Participant of any employment agreement, employment arrangement or any other agreement with the Company or a Subsidiary, (B) the Participant engaging in a business that competes with the Company or a Subsidiary, (C) the Participant disclosing business secrets, trade secrets or confidential information of the Company or a Subsidiary to any party, (D) dishonesty, misconduct, fraud or disloyalty by the Participant, (E) misappropriation of corporate funds, (F) failure to substantially perform his or her duties as an employee (for reasons other than physical or mental illness), (G) breach by the Participant of any policy or code of the conduct of the Company or any Subsidiary or (H) such other conduct by the Participant of an insubordinate or criminal nature as to have rendered the continued employment or association of the Participant incompatible with the best interests of the Company and its Subsidiaries.

“ **Change in Control** ” means the first date on which one of the following events occurs:

A. the consummation of a merger or consolidation of the Company with or into another entity or any other corporate reorganization, if more than 50% of the combined voting power of the continuing or surviving entity’s securities outstanding immediately after such merger, consolidation or other reorganization is owned by persons who were not stockholders of the Company immediately prior to such merger, consolidation or other reorganization;

B. the sale, transfer or other disposition of all or substantially all of the Company’s assets other than a sale or disposition by the Company of all or substantially all of the Company’s assets to an entity, where more than 50% of the combined voting power of such entity’s securities outstanding immediately after such sale or disposition is owned by persons who were not stockholders of the Company immediately prior to such sale or disposition;

C. a change in the composition of the Board, as a result of which fewer than one-half of the directors following such change in

composition of the Board are directors who either (1) had been directors of the Company on the date 12 months prior to the date of the event that may constitute a Change in Control (the “**Original Directors**”) or (2) were elected, or nominated for election, to the Board with the affirmative votes of at least a majority of the aggregate of (a) the Original Directors who were still in office at the time of the election or nomination and (b) the directors whose election or nomination was previously approved pursuant to this Clause (2); or

D. any transaction as a result of which any “person” or “group” (as such terms are used in Section 13(d) and 14(d) of the Exchange Act), other than one or more Permitted Holders, or any group that is controlled by Permitted Holders, is or becomes the “beneficial owner” (as defined in Rules 13d-3 and 13d-5 under the Exchange Act) (during the 12 month period ending on the date of the most recent acquisition of voting securities), directly or indirectly, of the voting securities of the Company representing at least 30% of the total voting power of the Company (with respect to all matters other than the election of directors) represented by the Company’s then outstanding voting securities. For purposes of this Clause (D), the term “transaction” shall include any conversion of the Class A Stock, whether or not such conversion occurs in connection with a sale, transfer or other disposition of such Class A Stock.

For purposes of this definition: (1) the term “person” shall exclude: (a) a trustee or other fiduciary holding securities under an employee benefit plan of the Company or a Subsidiary; and (b) a corporation owned directly or indirectly by the stockholders of the Company in substantially the same proportions as their ownership of the Common Stock (it being understood that for purposes of subsequently determining whether a Change in Control has occurred, all references to the “Company” in the definition of Change in Control shall be deemed to be references to the Company and/or such corporation, as applicable); (2) the term “group” shall exclude any group controlled by any person identified in Clause (1)(A) above and (3) the term “control” shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a person, whether through the ownership of voting securities, by contract, or otherwise, and the terms “controlling” and “controlled” have meanings correlative thereto.

Except as otherwise determined by the Committee, any spin-off of a division or subsidiary of the Company to its stockholders will not constitute a Change in Control of the Company.

“**Class A Stock**” means the Class A Common Stock, \$.01 par value per share, of the Company.

“**Code**” means the Internal Revenue Code of 1986, as amended.

“**Committee**” has the meaning set forth in Section IV(A).

“**Common Stock**” means the Common Stock, par value \$.01 per share, of the Company, and any other shares into which such Common Stock shall thereafter be exchanged by reason of a recapitalization, merger, consolidation, split-up, combination, exchange of shares or the like.

“**Company**” means John B. Sanfilippo & Son, Inc., a Delaware corporation, and its successors and assigns.

“**Cost of Capital**” means the Company’s assumed cost of equity plus its cost of debt, expressed as a percentage, using a weighted average of the expected return on the Company’s debt and equity capital, all as determined in the sole discretion of the Committee. Cost of Capital is intended to reflect the rate of return that an investor could earn by choosing another investment with equivalent risk.

“**Declared Bonus Multiple**” means the multiple determined in accordance with Section V(B)(4) of the Plan for purposes of determining a Participant’s Bonus Declared.

“**Disability**” means a mental or physical condition which, in the opinion of the Committee, renders a Participant unable or incompetent to carry out the job responsibilities which such Participant held or tasks to which such Participant was assigned at the time the disability was incurred and which is expected to be permanent or for an indefinite period. With respect to any amount payable under the Plan that constitutes deferred compensation under Code Section 409A and is subject to Code Section 409A, the Committee may not find that a Disability exists with respect to the applicable Participant unless, in the Committee’s opinion, such Participant is also “disabled” within the meaning of Code Section 409A.

“**Early Retirement**” means the Termination of Service, other than for death or Disability, after the date the employee has (i) been continuously employed by the Company or any Subsidiary of the Company for at least ten (10) years and (ii) achieved the age of at least 55.

“**Exchange Act**” means the Securities Exchange Act of 1934, as amended.

“ **Excess Improvement** ” has the meaning set forth in Section V(B)(2).

“ **Guidelines** ” has the meaning set forth in Section IV(B)(3).

“ **Normal Retirement** ” means the Termination of Service, other than for death or Disability, after the date the employee has (i) been continuously employed by the Company or any Subsidiary of the Company for at least seven (7) years and (ii) achieved the age of at least 62.

“ **NOPAT** ” means the Company’s net operating profit after tax, as determined by the Committee from the Company’s audited financial statements.

“ **Omnibus Plan** ” has the meaning set forth in Section I.

“ **Participant** ” has the meaning set forth in Section III.

“ **Performance-Based Compensation** ” has the meaning set forth in the Omnibus Plan.

“ **Permitted Holder** ” means:

A. Jasper B. Sanfilippo (“ **Jasper** ”), Mathias A. Valentine, (“ **Mathias** ”), a spouse of Jasper, a spouse of Mathias, any lineal descendant of Jasper or any lineal descendant of Mathias (collectively referred to as the “ **Family Members** ”);

B. a legal representative of a deceased or disabled Family Member’s estate, *provided* that such legal representative is a Family Member;

C. a trustee of any trust of which all the beneficiaries (and any donees and appointees of any powers of appointment held thereunder) are Family Members and the trustee of which is a Family Member;

D. a custodian under the Uniform Gifts to Minors Act or Uniform Transfers to Minors Act for the exclusive benefit of a Family Member, *provided* that such custodian is a Family Member;

E. any corporation, partnership or other entity, *provided* that at least 75% of the equity interests in such entity (by vote and by value) are owned, either directly or indirectly, in the aggregate by Family Members;

F. any bank or other financial institution, solely as a bona fide pledgee of shares of Class A Stock by the owner thereof as collateral security for indebtedness due to the pledgee; or

G. any employee benefit plan, or trust or account held thereunder, or any savings or retirement account (including an individual retirement account), held for the exclusive benefit of a Family Member.

“ **Plan** ” means the Amended and Restated John B. Sanfilippo & Son, Inc. Sanfilippo Value Added Plan.

“ **Plan Year** ” means the fiscal year of the Company.

“ **Retirement** ” means a Participant’s Termination of Service, other than a Termination for Cause, by reason of Normal Retirement or Early Retirement.

“ **Section 409A** ” means Code Section 409A and all applicable rules and regulations related thereto.

“ **Shortfall** ” has the meaning set forth in Section V(B)(3).

“ **Subsidiary** ” means any corporation at least eighty percent (80%) of the outstanding voting stock of which is owned by the Company.

“ **SVA** ” means the “stockholder value added” of the Company determined each Plan Year by deducting the Company’s Capital Charge from NOPAT, as determined by the Committee.

“ **Target Bonus** ” means the Bonus Declared a Participant would be paid for a Plan Year if Actual Improvement equaled Target SVA Improvement, determined by multiplying a Participant’s Annual Salary for that Plan Year by the Participant’s Target Bonus Percentage for that Plan Year.

“ **Target Bonus Percentage** ” means the percentage of a Participant’s Annual Salary, as established or approved by the Committee for purposes of determining a Participant’s Target Bonus.

“ **Target SVA Improvement** ” means the targeted improvement in annual SVA growth as determined by the Committee pursuant to Section V(A)(1)(c).

“ **Termination for Cause** ” means a determination by the Committee following a Participant’s termination of employment for any reason that, prior to such termination of employment, circumstances constituting Cause existed with respect to such Participant.

“ **Termination of Service** ” has the meaning set forth in the Omnibus Plan.

“ **Termination Year** ” has the meaning set forth in Section VI(B)(1)(a).

III. Eligibility

An employee of the Company or a Subsidiary who, individually or as part of a group, is selected by the Committee to be eligible to participate in the Plan for the Plan Year shall become a participant as of the first day of such Plan Year, unless otherwise determined by the Committee (each, a “ **Participant** ”). Except as provided in this Section III, no Participant or other employee of the Company or any Subsidiary shall, at any time, have a right to participate in the Plan for any Plan Year, notwithstanding having previously participated in the Plan.

IV. Administration

A. The Committee

The Board hereby appoints the Compensation Committee of the Board to be the “ **Committee** ” hereunder unless a new, independent committee is selected by the Board. For this purpose, a new Committee will be deemed independent if it is comprised solely of two or more directors who are “independent directors” within the meaning of the The Nasdaq Stock Market, Inc.’s rules and regulations. The Board hereby delegates to the Committee all compensation review and approval powers associated with the Plan and the Guidelines. Notwithstanding any other provision of the Plan to the contrary, members of the Committee who qualify as “outside directors” under Section 162(m) of the Code shall administer, grant or take any action in respect of any Award designated as Performance-Based Compensation.

B. Powers

The Committee shall have full and exclusive discretionary power to:

1. Interpret and administer the Plan and all Awards hereunder,
2. Determine those employees of the Company and its Subsidiaries who are eligible to participate in the Plan in accordance with Section III,
3. Adopt, amend and revoke such rules, regulations, and guidelines, including the establishment of performance criteria (the “ **Guidelines** ”), for administering the Plan as the Committee may deem necessary or proper, including the full discretion not to make payment of any or all of the Bonus Declared determined in Section VI, and
4. Except to the extent prohibited by applicable law or the applicable rules of a stock exchange, or inconsistent with the Company’s Amended and Restated Bylaws, Restated Certificate of Incorporation or Committee charter, allocate all or any portion of its responsibilities and powers under this Plan to any one or more of its members or delegate all or any part of its responsibilities and powers to any person or persons selected by it. Such delegation shall include, unless limited by its terms, all of the responsibility and authority held by the Committee hereunder, and any such allocation or delegation may be revoked by the Committee at any time. Notwithstanding the foregoing, any such delegation under this Section IV.B.3 shall be void if it would cause any Award designated as Performance-Based Compensation to no longer qualify as Performance-Based Compensation.

C. Adjustment to Payments

1. If a Participant violates any Company policy, the Company retains the right (in the discretion of the Committee) to declare forfeited any award granted to a Participant hereunder, to the extent it remains unpaid. In the event that a Participant’s Bonus Declared for the prior Plan Year has not yet been paid at the time the Company declares such Participant’s award forfeited, such forfeited amounts shall be distributed to other Participant(s) (other than with respect to Awards designated as Performance-Based Compensation) on a pro-rata basis, or distributed to other Participant(s) as otherwise determined by the Committee.

2. If (a) the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under securities laws, (b) the Committee determines a Termination for Cause occurred with respect to a Participant or (c) the Company is required by law, rule or regulation or the rules of the stock exchange on which the Company's securities are listed to "clawback" any amounts paid hereunder, the Committee may require any or all of the following: (i) any award granted to the Participant hereunder, to the extent it remains unpaid at the time of the restatement, be forfeited; *provided, however*, that in the event that a Participant's prior Plan Year's Bonus Declared has not yet been paid at the time the Committee declares such Participant's award forfeited, such forfeited amounts shall be distributed to other Participant(s) on a pro-rata basis, or distributed to other Participant(s) as otherwise determined by the Committee; and (ii) the Participant shall pay to the Company in cash all of the amounts paid hereunder during the three-year period (or such other period as determined by the Committee) prior to the date the Company is required to prepare the financial restatement based on the erroneous data or the Participant's termination of employment, as the case may be, together with any other amounts which may be required to be paid under any law, rule or regulation or the rules of the stock exchange on which the Company's securities are listed.

D. Third-Party Advisors

The Committee may employ attorneys, consultants, accountants, and other persons. the Committee and its officers shall be entitled to rely upon the advice or opinion of such persons.

E. Binding Effect of Committee Actions

All actions taken and all interpretations and determinations made by the Committee shall be final and binding upon the Participants, the Company, and all other interested persons. No member of the Committee shall be personally liable for any action, determination, or interpretations made in good faith with respect to the Plan. All members of the Committee shall be fully protected and indemnified by the Company, to the fullest extent permitted by applicable law, in respect of any such action, determination, or interpretation of the Plan.

F. Foreign Jurisdiction

The Committee shall have the discretion to modify or amend the Plan, or adopt additional terms and/or conditions, as may be deemed necessary or advisable in order to comply with the local laws and regulations of any jurisdiction.

V. Determination of Bonus Declared

A. Determination of SVA and Actual Improvement

1. Beginning of Plan Year Determinations . At or around the beginning of each applicable Plan Year (which shall be no later than 90 days after the beginning of the Plan Year for any Awards designated as Performance-Based Compensation), the following determinations shall be made:

- a) The Committee shall determine, or approve the determination of, the Company's annual SVA as of the end of the preceding Plan Year.
- b) The Committee shall determine the Participants for such Plan Year.
- c) The Committee shall determine or approve Target Bonus Percentages for each Participant and the Company's Cost of Capital for the applicable Plan Year.
- d) The Committee shall establish the Target SVA Improvement and the Bonus Interval for the applicable Plan Year.
- e) The Committee shall adopt Guidelines for the applicable Plan Year.
- f) Participation for a given Plan Year shall be evidenced by an Award Agreement, describing applicable terms and conditions of participation for that Plan Year, including whether such award is intended to be treated as Performance-Based Compensation.

2. **End of Plan Year Determinations.** After the end of each applicable Plan Year, the following determinations shall be made:

- a) The Committee shall determine and certify the Company's annual SVA as of the end of the Plan Year and the resulting Actual Improvement, consistent with the terms of the Plan and the Guidelines thereunder.
- b) The Committee shall determine, or approve the determination of, the Declared Bonus Multiple for such Plan Year, consistent with the terms of the Plan and the Guidelines thereunder.

B. Determination of Bonus Declared

Each Participant's Bonus Declared, if any, shall be determined for a Plan Year according to the following:

1. The Actual Improvement in SVA for a Plan Year shall be determined by subtracting the SVA for the immediately preceding Plan Year (or such other amount as determined by the Committee) from the SVA for the Plan Year.
2. If the Actual Improvement exceeds the Target SVA Improvement, the amount of that excess shall be the "**Excess Improvement**";
3. If the Target SVA Improvement exceeds the Actual Improvement, the amount of that excess shall be the "**Shortfall**";
4. The Declared Bonus Multiple shall be determined by comparing the Excess Improvement or Shortfall to the Target SVA Improvement and Bonus Interval, according to the following:
 - a) If the Actual Improvement equals the Target SVA Improvement, the Declared Bonus Multiple shall equal one (1).
 - b) If the Actual Improvement exceeds the Target SVA Improvement, the Declared Bonus Multiple shall equal the Excess Improvement divided by the Bonus Interval, plus one (1); *provided, however*, that if the Declared Bonus Multiple is greater than 2.0, then it shall still be deemed to be 2.0 for the purposes of this Plan and the Guidelines.
 - c) If the Actual Improvement is less than the Target SVA Improvement, the Declared Bonus Multiple shall equal the Shortfall (expressed as a negative number) divided by the Bonus Interval, plus one (1); *provided, however*, that if the Declared Bonus Multiple is less than 0, then it shall still be deemed to be 0 for the purposes of this Plan and the Guidelines.
5. The Bonus Declared for each Participant shall equal the Participant's Target Bonus, multiplied by the Declared Bonus Multiple.

VI. Payment of Bonus Declared

A. Payment

1. The Bonus Declared shall be paid by the Company within thirty (30) days following the Committee's determination of the Declared Bonus Multiple, but in no event earlier than the first day of the Plan Year following the applicable Plan Year and no later than the fifteenth (15th) day of the third month following the end of the applicable Plan Year. In the event that a Participant's prior Plan Year's Bonus Declared has not yet been paid at the time such Participant's award is forfeited pursuant to the terms of this Plan, such forfeited amounts shall be distributed to other Participant(s) (other than with respect to Awards designated as Performance-Based Compensation) on a pro-rata basis, or distributed to other Participant(s) as otherwise determined by the Committee.

B. Payment Upon Termination of Employment

1. **In General**. Subject to Section IV(C) and except as specified below, and unless otherwise determined by the Committee, in the event a Participant's employment is terminated by the Company or by the Participant other than as described in Section VI(B)(2), or the Participant becomes ineligible to participate in the Plan:

- a) the Participant shall not be paid any Bonus Declared for the Plan Year in which the termination occurs (the "**Termination Year**"), the respective Award being cancelled;
- b) in the event that the prior Plan Year's Bonus Declared has not yet been paid, the Participant shall not be paid any Bonus Declared for such prior Plan Year; *provided, however*, that any Awards cancelled pursuant to this VI(B)(1)(b) shall be distributed to other Participant(s) (other than with respect to Awards designated as Performance-Based Compensation) on a pro-rata basis, or distributed to other Participant(s) as otherwise determined by the Committee; and

c) the Participant shall have no rights or interests in the Plan thereafter.

Any payments made under this Section VI(B)(1) at the discretion of the Committee shall be within the time set forth in Section VI(A) and the Participant shall have no rights or interests in the Plan thereafter.

2. Upon Death, Disability, Retirement, or Termination by the Company Other than for Cause. Subject to Section IV(C), and unless otherwise determined by the Committee, in the event of a Participant's death, Disability, Retirement or Termination of Service by the Company other than for Cause, the following provisions shall apply to any Award designated as Performance-Based Compensation hereunder in lieu of the provisions contained in Section 13 of the Omnibus Plan:

a) to the extent not previously paid, any Bonus Declared with respect to the Plan Year preceding the Termination Year shall be paid by the Company to the former Participant, or in the event of his or her death, to his or her estate or designated beneficiary, within the time set forth in Section VI(A);

b) with respect to the Termination Year, a Participant shall receive a pro-rated Bonus Declared determined in accordance with Section VI(A) of the Plan and such pro-rated Bonus Declared shall be paid by the Company to the former Participant, or in the event of his or her death, to his or her estate or designated beneficiary, within the time set forth in Section VI(A). For the avoidance of doubt the Bonus Declared is considered "pro-rated" because the Annual Salary used in the determination of the Bonus Declared in Section V is the final and actually paid (or fully earned, but not yet paid) pro-rated base salary; and

c) the Participant shall have no rights or interests in the Plan thereafter.

3. Condition of Payments. Except as may be waived by the Committee in its sole discretion, any payment hereunder that is due to Termination of Service by the Company or by the Participant may be subject to a requirement that the Participant execute a release of claims (including claims relating to age discrimination) in favor of the Company and its Subsidiaries and related persons at the time and in the form determined by the Company from time to time (provided that such requirement shall not cause a delay in the time of payment otherwise provided for herein).

VII. General Provisions

A. No Right to Employment or Participation

No Participant or other person shall have any claim or right to be retained in the employment of the Company or a Subsidiary by reason of the Plan or any Bonus Declared. Selection for eligibility to participate in the Plan for any given Plan Year shall not entitle the Participant to participate in any subsequent Plan Year.

B. Plan Expenses

The expenses of the Plan and its administration shall be borne by the Company.

C. Plan Not Funded

The Plan shall be unfunded. The Company shall not be required to establish any special or separate fund or to make any other segregation of assets to assure the payment of any Bonus Declared under the Plan. No Participant or other person shall have any right, title or interest in any fund or in any specific asset of the Company or any Subsidiary by reason of any award or Bonus Declared hereunder. To the extent that a Participant or other person acquires a right to receive payment with respect to a Bonus Declared hereunder, such right shall be no greater than the right of any unsecured general creditor of the Company or any Subsidiary, as applicable.

D. Reports

The appropriate officers of the Company shall cause to be filed any reports, returns, or other information regarding the Plan, as may be required by applicable statute, rule, or regulation.

E. Governing Law

The validity, construction, and effect of the Plan, and any actions relating to the Plan, shall be determined in accordance with the laws of the state of Delaware and applicable federal law, without regard to the conflicts of laws provisions of any state.

F. Withholding

The Company shall have the right to deduct from any payment hereunder any amounts that Federal, state, local or foreign laws require, including tax laws, with respect to such payments.

G. No Fiduciary Relationship

Nothing contained in the Plan (or in any document related thereto, including the Guidelines), nor the creation or adoption of the Plan, nor any action taken pursuant to the provisions of the Plan shall create, or be construed to create, a trust of any kind or a fiduciary relationship between the Company or any Subsidiary and any Participant or other person.

H. Severability

If any provision of the Plan shall be held illegal or invalid for any reason, said illegality or invalidity shall not affect the remaining provisions hereof; instead, each provision shall be fully severable and the Plan shall be construed and enforced as if said illegal or invalid provision had never been included herein.

I. Successors

All obligations of the Company under the Plan shall be binding upon and inure to the benefit of any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business and/or assets of the Company.

VIII. Amendment and Termination of the Plan; Change in Control; 409A

A. Amendment and Termination of the Plan .

1. The Board may, from time to time, amend the Plan in any respect, or may discontinue or terminate the Plan at any time, *provided , however ,* that:

a) Impact on Existing Rights . Except as required by law, no amendment, discontinuance or termination of the Plan shall alter or otherwise affect the amount of a Bonus Declared prior to the date of termination;

b) Impact on SVA Performance Measurement System . No amendment shall be made which would replace the SVA performance measurement system for purposes of determining the Bonus Declared under the Plan during a Plan Year for such Plan Year, *provided* that, subject to Section VIII(D), the Board or Committee shall have the authority to adjust and establish Target SVA Improvement, Target Bonus Percentages, and other criteria utilized in the SVA performance measurement system during a Plan Year due to, among other reasons, (i) a change in the Company's business, operations, corporate or capital structure, (ii) a change in the manner in which the Company's business is conducted, (iii) any other material change or event which will impact one or more elements of SVA in a manner the Committee did not intend or was anticipated or (iv) the inclusion or exclusion of any factors listed in Section 15.3 of the Omnibus Plan, then the Committee may, reasonably contemporaneously with such change or event, make such adjustments as it shall deem appropriate or equitable in the manner of computing the relevant SVA performance measurement system during the Plan Year; and

c) Consequence of Full Termination of Plan . Subject to Section VIII(D), if the Plan is terminated prior to the end of a Plan Year, the Bonus Declared for that Plan Year shall be determined and paid to a Participant as set forth in Sections V and VI of the Plan, assuming that Target SVA Improvement for that Plan Year had been achieved, then pro-rated for the actual number of days in the Plan Year before the Plan was terminated. Any such payment shall be subject to the terms and conditions of this Plan.

B. Consequence of Change in Control

1. The Committee shall determine the treatment of the Bonus Declared to Participants prior to a Change in Control, except that to the extent that the Committee takes no action (and except as otherwise expressly provided for in the Guidelines), in the event of a Change in Control, then the Bonus Declared for that Plan Year shall be determined and paid as set forth in Sections V and VI of the Plan, but assuming that Target SVA Improvement for that Plan Year had been achieved prior to the Change in Control, and pro-rating it for the actual number of days in the Plan Year before the Change in Control, such Bonus Declared shall be paid within the sixty (60) day period following the effective time of the Change in Control.

2. Except as expressly provided for in the Guidelines, the Committee may elect prior to a Change in Control, that, in the event of a Change in Control, the Plan shall continue on in full force and effect or be assumed or an equivalent Plan be implemented by the successor corporation in any Change in Control transaction, or parent or subsidiary of such successor corporation.

C. Section 409A

This Plan is intended to be exempt from Section 409A. However, to the extent Section 409A applies to any payment hereunder, notwithstanding anything to the contrary in this Plan the following shall apply:

1. To the extent required in order to avoid accelerated taxation and/or tax penalties under Section 409A, amounts that would otherwise be payable pursuant to this Plan during the six-month period immediately following the Participant's termination of employment shall instead be paid on the first business day after the date that is six months following the Participant's "separation from service" within the meaning of Section 409A;
2. A Participant shall not be entitled to any payments resulting from or arising due to a "termination of employment", "termination" or "retirement" (or other similar term having a similar import) unless (and until) such Participant has "separated from service" within the meaning of Section 409A; and
3. To the extent any provision of the Plan or action by the Committee would subject any Participant to liability for interest or additional taxes under Section 409A, it will be deemed null and void, to the extent permitted by law and deemed advisable by the Committee. It is intended that the Plan will be exempt from Section 409A (or if subject to Section 409A, compliant with Section 409A), and the Plan shall be interpreted and construed on a basis consistent with such intent. The Plan may be amended in any respect deemed necessary (including retroactively) by the Board in order to preserve exemption from (or compliance with) Section 409A. The preceding shall not be construed as a guarantee of any particular tax effect for Plan payments. A Participant is solely responsible and liable for the satisfaction of all taxes and penalties that may be imposed on such person in connection with any payments to such person under the Plan (including any taxes and penalties under Section 409A), and the Company (or any affiliate or subsidiary) shall have no obligation to indemnify or otherwise hold a Participant harmless from any or all of such taxes or penalties.

D. Code Section 162(m)

Any Award designated to be treated as Performance-Based Compensation shall be subject to Section 15 of the Omnibus Plan. This Plan, and any Award Agreement hereunder, shall be interpreted consistent with Code Section 162(m) and applicable rules and regulations thereunder.

JOHN B. SANFILIPPO & SON, INC. (JBSS)
CODE OF ETHICS APPLICABLE TO THE PRINCIPAL EXECUTIVE, FINANCIAL
AND ACCOUNTING OFFICERS

Applicable to:

The Chairman of the Board and Chief Executive Officer, Chief Financial Officer and Group President, Chief Operating Officer and President, Corporate Controller and Director of Financial Reporting and Taxation (Collectively the “Principal Executive, Financial and Accounting Officers”).

JBSS requires its Principal Executive, Financial and Accounting Officers to: (i) act in accordance with the highest standards of personal and professional integrity in all aspects of their activities; (ii) comply with applicable laws, rules and regulations; (iii) deter wrongdoing; and (iv) abide by the policies and procedures adopted by JBSS that govern the conduct of its employees. This Code of Ethics sets forth principles that these officers must adhere to and advocate.

As a Principal Executive, Financial or Accounting Officer of JBSS, you will fulfill this responsibility by doing the following:

Honest and Ethical Conduct

Act at all times with honesty, integrity and independence. Encourage the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Obtain quarterly approval from the Audit Committee of the Board of Directors prior to transacting with a related party. Consider the impact of all investments, interests and associations on your independent exercise of judgment in JBSS’s best interests. Act honestly and ethically in dealing with each other, your fellow employees, customers, and suppliers. Protect and respect the confidentiality of information acquired in the course of your employment except when authorized or otherwise legally obligated to disclose. Support and enforce this Code of Ethics.

Accurate and Timely Financial Recording

Establish and monitor procedures designed to produce full, fair, accurate, timely and understandable disclosure in reports and documents that are submitted to the Securities and Exchange Commission and in other public communications made by JBSS. Establish and monitor procedures designed to ensure that no records contain any false or intentionally misleading information, no transactions are intentionally misclassified; all transactions are supported by accurate and required documentation and record retention and disposal complies with applicable legal and regulatory requirements.

Compliance with Applicable Governmental Laws, Rules and Regulations

Comply with all applicable rules and regulations of federal, state, or local government, the Securities and Exchange Commission, Nasdaq, and other regulatory agencies.

Subsidiaries of John B. Sanfilippo & Son, Inc.

<u>Entity</u>	<u>Voting Securities Owned Directly or Indirectly by the Registrant</u>	<u>State or Country of Organization</u>
JBSS Real Estate, LLC	100%	Illinois
JBSS Ventures, LLC	100%	Illinois
Sanfilippo (Shanghai) Trading Co. Ltd.	100%	China

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-87661, 333-108298, 333-154850, 333-199637) of John B. Sanfilippo & Son, Inc. of our report dated August 21, 2015 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Chicago, Illinois
August 21, 2015

CERTIFICATION

I, Jeffrey T. Sanfilippo, certify that:

1. I have reviewed this Annual Report on Form 10-K of John B. Sanfilippo & Son, Inc. for the fiscal year ended June 25, 2015;
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.

August 21, 2015

/s/ Jeffrey T. Sanfilippo

Jeffrey T. Sanfilippo
Chairman of the Board and
Chief Executive Officer

CERTIFICATION

I, Michael J. Valentine, certify that:

1. I have reviewed this Annual Report on Form 10-K of John B. Sanfilippo & Son, Inc. for the fiscal year ended June 25, 2015;
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.

August 21, 2015

/s/ Michael J. Valentine

Michael J. Valentine

Chief Financial Officer, Group President and Secretary

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 of John B. Sanfilippo & Son, Inc. (the "Company") on Form 10-K for the fiscal year ended June 25, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jeffrey T. Sanfilippo, Chief Executive Officer of the Company and Director, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 21, 2015

/s/ Jeffrey T. Sanfilippo

Jeffrey T. Sanfilippo
Chairman of the Board and
Chief Executive Officer

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 of John B. Sanfilippo & Son, Inc. (the “Company”) on Form 10-K for the fiscal year ended June 25, 2015 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael J. Valentine, Chief Financial Officer and Group President and Director, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 21, 2015

/s/ Michael J. Valentine

Michael J. Valentine
Chief Financial Officer, Group President
and Secretary